A copy of this amended and restated preliminary prospectus has been filed with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario but has not yet become final for the purpose of the sale of securities. Information contained in this amended and restated preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities laws and, subject to certain exceptions, may not be offered or sold within the United States. This Prospectus does not constitute an offer to sell or solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

INITIAL PUBLIC OFFERING **DATED: December 4, 2018**

AMENDED AND RESTATED PRELIMINARY PROSPECTUS

(amending and restating the preliminary prospectus dated October 4, 2018)

MLI MARBLE LENDING INC.

#1202, 1166 Alberni Street
Vancouver, B.C. V6E 3Z3

OFFERING of a Minimum of 15,000,000 Units ($3,000,000)
up to a Maximum of 30,000,000 Units ($6,000,000) at $0.20 per Unit

MLI Marble Lending Inc. ("**Marble**", the "**Company**", "**we**" or "**us**") hereby offers (the "**Offering**"), through its agent, Leede Jones Gable Inc. (the "**Agent**"), acting on a commercially reasonable efforts basis, for sale to purchasers resident in the Provinces of British Columbia, Alberta and Ontario (the "**Selling Jurisdictions**"), a minimum of 15,000,000 units (the "**Units**") ("**the Minimum Offering**"), up to a maximum of 30,000,000 Units (the "**Maximum Offering**"), issuable at a price of $0.20 per Unit (the "**Offering Price**"), with each Unit consisting of one common share (a "**Common Share**") in the capital of the Company and one half of one common share purchase warrant (each whole warrant being a "**Warrant**"). Each Warrant shall entitle the holder thereof to acquire one Common Share (each a "**Warrant Share**") at an exercise price of $0.35 per Warrant Share for a period of 12 months following the date (the "**Closing Date**") of the closing of the Offering. The Offering Price was determined by negotiation between the Company and the Agent.

The Company has also granted the Agent an option (the "**Over-Allotment Option**"), exercisable in whole or in part at any time prior to the Closing Date, to offer for sale up to an additional 4,500,000 Units (the "**Additional Units**"; together with the Units, the "**Offered Units**") on the same terms as set forth above. A purchaser who acquires Additional Units forming part of the Agent's over-allocation position acquires those securities under this Prospectus.

	Price to the Public	**Agent's Commission** [(1)]	**Net Proceeds to the Company** [(2)]
Per Offered Unit	$0.20	$0.018	$0.182
Minimum Offering	$3,000,000	$270,000	$2,730,000
Maximum Offering[(3)]	$6,000,000	$540,000	$5,460,000

(1) Pursuant to the terms and conditions of an agency agreement dated <*>, 2018 (the "**Agency Agreement**"), the Company has agreed to pay to the Agent a cash commission (the "**Agent's Commission**") equal to 9% of the gross proceeds of the Offered Units sold in the Offering. In addition, the Company will grant to the Agent

that number of non-transferable agent's options ("**Agent's Options**") as is equal to 9% of the number of Offered Units sold in the Offering, each Agent's Option entitling the Agent to purchase one (1) Common Share at a price of $0.20 per Common Share for a period of twelve months following the Closing Date. The Company will also pay the Agent a corporate finance fee of $30,000 plus GST (the "**Corporate Finance Fee**"), of which $15,000 plus GST has been paid and the balance of which is payable on the Closing Date, and reimburse the Agent for certain of its out-of-pocket disbursements and expenses associated with conducting due diligence and other expenses incurred in connection with this Offering, including the fees, disbursements and applicable taxes of the Agent's legal counsel, towards which a retainer of $25,000 has been paid. This Prospectus also qualifies the distribution of the Additional Units and the Agent's Options. Refer to "*Plan of Distribution*".

(2) After deducting the Agent's Commission, but before deducting the balance of expenses related to this Offering including the balance of the Corporate Finance Fee, Agent's expenses including legal fees, the Company's legal, printing and audit expenses and other expenses of the Company, estimated to be $145,000.

(3) The Company has granted to the Agent the Over-Allotment Option to offer for sale the Additional Units, being up to 4,500,000 Units. The Over-Allotment Option may only be exercised by the Agent to cover over-allotted subscriptions received from subscribers. Assuming the Agent exercises the Over-Allotment Option in full, the total Offering, the Agent's Commission and the proceeds available to the Company (before deducting expenses) will be approximately $6,900,000, $621,000 and $6,279,000 respectively. This Prospectus also qualifies the distribution of any Additional Units issued pursuant to the exercise of the Over-Allotment Option. See "*Plan of Distribution*".

This Offering is being made to investors resident in the Selling Jurisdictions. Closing of the Offering is conditional upon the Minimum Offering being raised within 90 days of the issuance of the final receipt for the final Prospectus or, if a receipt is issued for an amendment to such Prospectus, within 90 days of the issuance of such receipt and, in any event, not later than 180 days from the date of the final receipt issued for the final Prospectus. All funds received from subscriptions for Offered Units will be held by the Agent in trust pursuant to the terms of the Agency Agreement. If the Minimum Offering is not completed within the time periods set out above, all subscription monies will be returned to subscribers without interest or deduction.

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under the Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "*Risk Factors*".

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, a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.)

The Company has applied to list its Common Shares on the Canadian Securities Exchange (the "Exchange"). Listing of the Common Shares will be subject to the Company meeting all of the listing requirements prescribed by the Exchange.

AN INVESTMENT IN THE OFFERED UNITS SHOULD BE CONSIDERED TO BE HIGHLY SPECULATIVE AND INVOLVES A SIGNIFICANT DEGREE OF RISK AND UNCERTAINTIES DUE TO THE NATURE OF THE COMPANY'S BUSINESS, ITS LIMITED OPERATING HISTORY AND ITS FORMATIVE STAGE OF DEVELOPMENT. INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. PROSPECTIVE PURCHASERS SHOULD CAREFULLY CONSIDER THE RISK FACTORS DESCRIBED UNDER "RISK FACTORS" BEFORE PURCHASING THE OFFERED UNITS.

The Common Shares and Warrants will be issued and deposited in electronic form with CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. A purchaser of Offered Units will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Offered Units were purchased.

The following table sets out securities issuable to the Agent upon closing of the Offering:

Agent's Position	**Maximum size or number of securities available**	**Exercise period or Acquisition date**	**Exercise price or average acquisition price**
Over-Allotment Option[1]	4,500,000 Additional Units	Prior to Closing Date	$0.20
Agent's Options[1]	2,700,000 Agent's Options[2]	12 months from the Closing Date	$0.20

(1) The distribution of any Additional Units issued pursuant to the exercise of the Over-Allotment Option and the Agent's Options are qualified by this Prospectus. See "*Plan of Distribution*".

(2) Assumes the Over-Allotment Option is not exercised. If the Over-Allotment Option is exercised in full, the Agent will receive up to an additional 405,000 Agent's Options.

The Agent, as agent, conditionally offers the Offered Units qualified hereunder on a "commercially reasonable efforts" basis if, as and when issued by the Company in accordance with the Agency Agreement referred to under "*Plan of Distribution*", subject to approval of certain legal matters on behalf of the Company by Vantage Law Corporation of Vancouver, British Columbia, and on behalf of the Agent by Salley, Bowes, Harwardt Law Corporation of Vancouver, British Columbia. No person is authorized to provide any information or to make any representation in connection with this Offering other than as contained in this Prospectus.

Leede Jones Gable Inc.

#1800 – 1140 West Pender Street
Vancouver, British Columbia V6E 4G1
Telephone: (604) 658-3000

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GLOSSARY

The following terms used in this Prospectus have the following meanings:

"**3Q2018**" means the Company's financial quarter and nine-months ended September 30, 2018, being the period covered by the Company's most recent (unaudited) combined financial statements included in this Prospectus;

"**4 Pillars**" means 4 Pillars Consulting Group Inc., a national debt consulting firm that has a non-exclusive agreement with the Company to provide referrals for loan customers;

"**Additional Units**" means the Units issued upon any exercise of the Over-Allotment Option and sold under the Offering;

"**Agency Agreement**" means the agency agreement dated for reference <*>, 2018 between the Company and the Agent with respect to the Offering;

"**Agent**" means Leede Jones Gable Inc.;

"**Agent's Commission**" means the commission payable by the Company to the Agent in accordance with the Agency Agreement, equal to 9% of the gross proceeds from the Offered Units sold under the Offering;

"**Agent's Dashboard**" means a component of the Marble Platform which co-ordinates loan applications, processing and management between a qualified borrower and a third-party loan agent;

"**Agent's Options**" means the non-transferable share purchase warrants to be issued to the Agent and any sub-agents of the Agent in accordance with the Agency Agreement, in a number equal to 9% of the Offered Units sold under the Offering, each Agent's Option entitling the holder to purchase one Common Share at a price of $0.20 for twelve months following the Closing Date;

"**Basket Proposal**" means a debt solution offered by the Company, pursuant to which a debtor is loaned the funds to immediately discharge a consumer proposal and then immediately begins to rebuild his credit score through repayment to the Company of the loan amount;

"**beacon**" is a unit of measurement in a "**beacon score**", which is a credit score generated through a complex algorithm by the Equifax Credit Bureau, and which provides lenders with insight on an individual's creditworthiness;

"**BOC**" means the Bank of Canada;

"**Bond Amending Agreements**" means the agreement entered into by TPF and various holders of TPF bonds, pursuant to which the respective bonds are amended, among other things, to extend their maturity date to November 30, 2023.

"**Closing Date**" means the day on which the Offering closes, such date to be determined by the Company and the Agent;

"**Common Shares**" means the common shares without par value in the capital of the Company;

"**Company**" means MLI Marble Lending Inc., and as circumstances require, includes TPF and TPFM;

"**Consumer Dashboard**" means a component of the Marble Platform which provides a loan customer with the ability to obtain free credit scores, details regarding the customer's loan, push notifications to remind the customer of upcoming payment due dates and tools to budget, track spending and educate the customer about responsible credit;

“**Consumer Proposal**” means a formal, legally binding process that is administered by a Licensed Insolvency Trustee (“**LIT**”), where the LIT works with the debtor to develop an offer to pay creditors a percentage of what is owed to them or extend the time the debtor has to pay off the debts or both;

“**Corporate Finance Fee**” means the corporate finance fee payable by the Company to the Agent in accordance with the Agency Agreement, equal to $30,000 (plus GST);

“**CRM**” means customer relationship management;

“**Equifax**” means Equifax Inc., a company which, among other things, monitors and maintains credit scores;

“**Escrow Agent**” means the escrow agent appointed under the Escrow Agreement, being Computershare Investor Services Inc.;

“**Escrow Agreement**” means the escrow agreement dated <*>, 2018 between the Company, the Escrow Agent and the Escrowed Principals, entered into pursuant to the Escrow Policy and in the form prescribed by the Escrow Policy;

“**Escrow Policy**” means *National Instrument 46-201: Escrow for Initial Public Offerings*;

“**Escrowed Principals**” means the Principals of the Company who, pursuant to the Escrow Policy, are subject to the Escrow Agreement;

“**Escrowed Securities**” means the securities of the Company held by the Escrowed Principals which, pursuant to the Escrow Policy, are subject to the Escrow Agreement;

“**Exchange**” means the Canadian Securities Exchange;

“**fintech**” means financial technology;

“**Fiscal 2017 / 2016 / 2015**” means, respectively, the Company’s financial year ended December 31, 2017, 2016 and 2015;

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

“**Listing Date**” means the date the Common Shares are listed on the Exchange;

“**LIT**” means a licensed insolvency trustee;

“**LMS**” means loan management software;

“**Marble Platform**” means the Company’s proprietary on-line loan application and debt management platform, which encompasses the Agent’s Dashboard, the Consumer Dashboard and the Underwriter Dashboard;

“**Marble Score**” means a proprietary algorithm being developed by the Company to estimate a loan customer’s likelihood of repayment and default;

“**Maximum Offering**” means the offering and sale of a maximum of 30,000,000 Units;

“**Minimum Offering**” means the offering and sale of not less than 15,000,000 Units;

“**Offered Units**” means, collectively, the Units and the Additional Units;

"**Offering**" means the proposed offering by this Prospectus of a minimum of 15,000,000 Units up to a maximum of 30,000,000 Units at a price of $0.20 per Unit to raise gross proceeds of a minimum of $3,000,000 up to a maximum of $6,000,000, and the offering of any Additional Units issued upon exercise of the Over-Allotment Option, with the Agent acting as selling agent;

"**Offering Price**" means $0.20 per Offered Unit;

"**Option Plan**" means the Company's 10% rolling stock option plan;

"**OSBC**" means the Office of the Superintendent of Bankruptcy Canada.

"**Over-Allotment Option**" means the option granted by the Company to the Agent, exercisable in whole or in part at any time prior to the Closing Date, to offer for sale up to 4,500,000 Additional Units to cover over-allotted subscriptions;

"**Pooled Shares**" means the Common Shares subject to the Pooling Arrangement;

"**Pooling Arrangement**" means the pooling arrangement to be implemented pursuant to the USHAG, whereby the currently issued Common Shares that are not subject to the Escrow Agreement will be subject to restrictions on transfer until released from the Pooling Arrangement on the basis of 10% of a holder's Pooled Shares on the Listing Date and a further 15% every three months thereafter, for a total pooling period of 18 months;

"**PPC**" means pay-per-click;

"**Principal**" has the meaning set out in the Escrow Policy;

"**Registered Plan**" means a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a registered disability savings plan or a tax-free savings account, as those terms are defined in the Tax Act;

"**Reporting Year**" means, for the purposes of executive compensation disclosure, the Company's financial year ended December 31, 2017.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval operated by the Canadian Securities Administrators, accessible on the internet at www.sedar.com;

"**Selling Jurisdictions**" means British Columbia, Alberta and Ontario, being the jurisdictions in which the Prospectus has been filed;

"**SEO**" means search engine optimization;

"**TPF**" means TPF The Phoenix Fund.;

"**TPFM**" means TPFM The Phoenix Fund Management Ltd.;

"**Target**" means Target Capital Inc.

"**Target Agreement**" means the letter agreement between the Company and Target, which among other things governs Target's holding of a 60% interest in the voting shares of TPF and provides compensation to Target for certain investments made in TPF;

"**Tax Act**" means the *Income Tax Act (Canada)*;

“**TransUnion**” means TransUnion of Canada Inc., a company which, among other things, monitors and maintains credit scores;

“**Underwriter Dashboard**” means a component of the Marble Platform which co-ordinates loan applications, processing and management between a qualified borrower and a loan underwriter;

“**Units**” means the units offered under this Prospectus up to the Maximum Offering, with each Unit comprised of one Common Share and one half of one Warrant.

“**USHAG**” means the unanimous shareholder agreement between the Company and the current holders of Common Shares, which terminates upon completion of a going public transaction and provides for, among other things, restrictions on share transfers and a commitment to enter into the Pooling Arrangement;

“**VPN**” means a virtual private network;

“**Warrants**” means the share purchase warrants forming part of the Offered Units, with each whole Warrant entitling the holder to purchase one Warrant Share at an exercise price of $0.35 per Warrant Share for a period of 12 months following closing of the Offering.

“**Warrant Shares**” means the Common Shares issuable upon exercise of a Warrant.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Prospectus constitute forward-looking statements. Statements which are not purely historical fact are forward-looking statements. The use of any of the words "**anticipate**", "**expect**", "**believe**", "**estimate**", "**project**", "**plan**", "**intend**", "l**ikely**", "**may**", "**will**", "**should**" and similar expressions, and the negative of these terms, are intended to identify forward-looking statements. 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 has based these forward-looking statements on its current expectations and projections about future events and trends that it believes might affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the Company's expectations regarding its revenue, expenses and operations
- the Company's anticipated cash needs and its needs for additional financing
- the Company's plans for and timing of the expansion of its products and services
- the Company's ability to attract new customers and develop and maintain existing customers
- the Company's expectations with respect to further development of the Marble Platform
- the acceptance by the Company's customers and the marketplace of new technologies and solutions
- the Company's competitive position and the regulatory environment in which the Company operates
- the Company's ability to protect, maintain and enforce its intellectual property
- third-party claims of infringement or violation of, or other conflicts with, intellectual property rights
- the Company's future growth plans
- the Company's ability to attract and retain personnel
- anticipated trends and challenges in the Company's business and the markets in which it operates

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, expected future developments and other factors it believes are appropriate, and are subject to risks and uncertainties. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and there can be no assurances that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, prospective purchasers of Offered Units should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Risk Factors*" and elsewhere in this Prospectus, which include:

- a limited operating history and growth management
- a history of losses
- a history of negative cash flow from operating activities
- capital requirements and dilution
- current and future indebtedness
- ability to source new customers and originate sufficient loan volume
- customer risk management and risk of customer loan defaults
- ability to manage cash flow and liquidity
- negative economic conditions, interest rate fluctuations and tight credit markets
- regulation and compliance
- competition
- marketing efforts and partnerships
- product development
- intellectual property protection and infringement

- security breaches and system integrity
- protection of customer's personal information
- negative publicity
- limited human resources and key personnel
- conflicts of interest
- reliance on third party service providers
- price volatility and lack of active trading market

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 those forward-looking statements.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this Prospectus are expressly qualified by this cautionary statement. Except as required under applicable securities laws, the Company does not undertake any obligation to publicly update or revise any forward-looking statements. Accordingly, potential investors should not place undue reliance on forward-looking statements or the information contained in those statements.

SUMMARY OF PROSPECTUS

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

Issuer: MLI Marble Lending Inc.

Business of the Issuer: To date, the principal business of the Company and its subsidiaries has been issuing bonds to raise funding, advancing loans to customers to discharge their Consumer Proposals, the development and launch in late 2016 of the Company's online debt management platform (the "**Marble Platform**") and seeking a listing on the Exchange. See "*Business of the Issuer*" for details.

The Offering: The Offering comprises a minimum of 15,000,000 Units ($3,000,000) up to a maximum of 30,000,000 Units ($6,000,000) at a price of $0.20 per Unit. In addition, the Offering is subject to an Over-Allotment Option of up to 4,500,000 Additional Units. The Prospectus also qualifies the distribution of any Additional Units issued pursuant to the exercise of the Over-Allotment Option and the Agent's Options. See "*Plan of Distribution*".

Use of Proceeds: The net proceeds from the Offering after deducting the Agent's Commission will be $2,730,000 if the Minimum Offering is sold and up to $5,460,000 if the Maximum Offering is sold. As at October 31, 2018, the Company had a working capital deficit of approximately $2,909,000 – the completion of the Offering, however, will also result in $3,554,000 of TPF bonds (comprised of $3,493,000 in principal amount plus accrued interest thereon) due within the next 12 months being extended to November 30, 2023 under the Bond Amending Agreements (see "*Business of the Issuer – History*"), resulting in pro forma adjusted working capital of $645,000 as at October 31, 2018 assuming completion of the Offering, which, when added to the net proceeds of the Offering, will provide the Company with funds available of approximately $3,375,000, if the Minimum Offering is sold, or $6,105,000 if the Maximum Offering is sold. The funds available will be used as set out below:

Expenditure	**Minimum Offering ($)**	**Maximum Offering[(1)] ($)**
Paying the balance of the costs of the Offering[(2)]	145,000	145,000
CSE listing fees	10,000	10,000
Funding for additional consumer loans[(3)]	2,000,000	3,000,000
Advertising and marketing[(3)]	60,000	861,000
Business development[(3)]	60,000	290,000
Enhance Marble Platform[(3)]	60,000	226,000
General and administrative expenses for 12 months	766,800	1,120,800
Unallocated working capital	273,200	452,200
TOTAL	3,375,000	6,105,000

(1) Assumes the Over-Allotment Option is not exercised. If the Over-Allotment Option is exercised in whole or in part, the net proceeds will be added to unallocated working capital. See "Plan of Distribution".

(2) Includes the balance of expenses related to this Offering including the balance of the Corporate Finance Fee, Agent's expenses including legal fees, the Company's legal, printing and audit expenses and other expenses of the Company. See "Plan of Distribution".

(3) See "Business of the Issuer – Description and General Development".

For a more detailed discussion on the proposed expenditures, see "*Use of Proceeds*".

Summary Financial Information:

The selected financial information set out below is based on and derived from the unaudited financial statements for the Company for the nine months ended September 30, 2018, and the audited financial statements for the Company for the years ended December 31, 2017, 2016 and 2015, and should be read in conjunction with and is qualified in its entirety by reference to such financial statements, copies of which are attached to this Prospectus:

	9 months ended Sept. 30, 2018 (unaudited)	Year ended Dec. 31, 2017 (audited)	Year ended Dec. 31, 2016 (audited)	Year ended Dec. 31, 2015 (audited)
Interest revenue	$566,110	$1,176,289	$1,004,559	$1,042,057
Interest expense	$429,208	$674,116	$566,858	$545,334
Net interest income	$136,902	$502,173	$437,701	$496,723
Loss from operations	($1,131,430)	($582,670)	($1,471,665)	($244,103)
Net loss and comprehensive loss	($1,131,430)	($545,920)	($1,590,003)	($244,103)
Total assets	$4,412,983	$5,012,482	$5,575,432	$5,311,842
Total current liabilities	$4,070,974[2]	$4,903,988	$1,571,517	$259,122
Total long term financial liabilities [1]	$1,795,777[2]	$1,061,798	$4,738,079	$5,298,008

(1) See Note 16.b to the Company's financial statements for the 9 months ended September 30, 2018 and Note 18.b to the Company's financial statements for the year ended December 31, 2017 for the timing of the cash flows payable for financial liabilities by remaining contractual maturities.

(2) Upon the completion of the Offering, $3,554,000 of TPF bonds (comprised of $3,493,000 in principal amount plus accrued interest thereon) due within the next 12 months will be extended to November 30, 2023 under the Bond Amending Agreements, resulting in such amount being reclassified from current liabilities to long term liabilities.

Directors and Officers:

The directors and officers of the Company are as follows:

Michele (Mike) Marrandino	Director, President and CEO
Jason Scharfe	Director
Vikas Ranjan	Director
Robert Geisthardt	Director
Julie K. McClure	Director
Ronald Burton	Chief Financial Officer
Dane Ellis	Chief Technology Officer
Toby Lim	Corporate Secretary

See also “*Directors and Executive Officers*”.

Risk Factors

An investment in the Offered Units involves significant risks and uncertainties and should be considered highly speculative due to the nature of the Company’s business and its present stage of development. These include, but are not limited to, risks and uncertainties related to:

- a limited operating history and growth management
- a history of losses
- a history of negative cash flow from operating activities
- capital requirements and dilution
- current and future indebtedness
- ability to source new customers and originate sufficient loan volume
- customer risk management and risk of customer loan defaults
- ability to manage cash flow and liquidity
- negative economic conditions, interest rate fluctuations and tight credit markets
- regulation and compliance
- competition
- marketing efforts and strategic partnerships
- product development
- intellectual property protection and infringement
- security breaches and system integrity
- protection of customer’s personal information
- negative publicity
- limited human resources and key personnel
- conflicts of interest
- reliance on third party service providers
- price volatility and lack of active trading market

These risks and uncertainties should be carefully considered, and are qualified in their entirety by reference to, and should be read in conjunction with, the detailed information appearing elsewhere in this Prospectus, including the Company’s financial statements and its accompanying notes, before purchasing Offered Units. These risks and uncertainties are not the only ones facing the Company, but are those that the Company is currently aware of and believes to be material. If any of these risks and uncertainties or any other risks and uncertainties that have not been identified occur, or those that are currently not considered material become material, the Company’s business, operations, financial results, financial condition, cash flows and prospects could be materially and adversely affected.

Investors should only purchase Offered Units if they can afford to, and are prepared to, lose part or even all of their investment.

See the section entitled “*Risk Factors*” for details of these and other risks relating to the Company’s business.

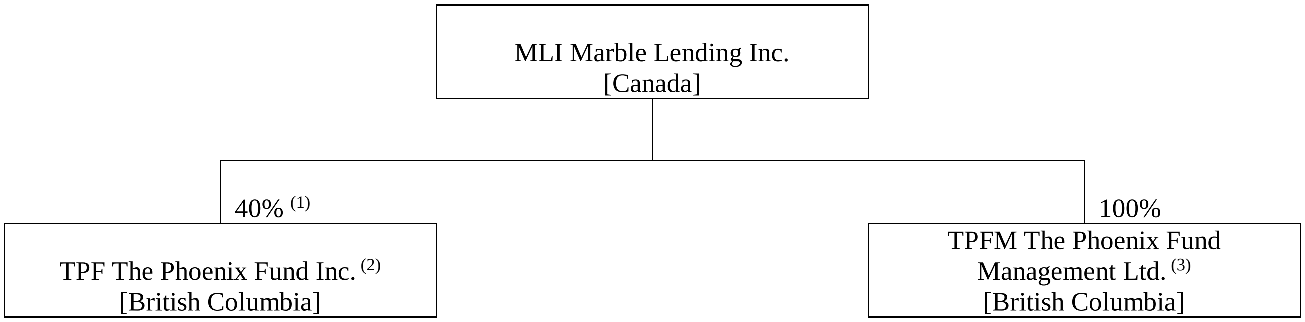
CORPORATE STRUCTURE

Name, Address and Incorporation

The Company's full corporate name is MLI Marble Lending Inc. The Company's head office is located at Suite 1202, 1166 Alberni Street, Vancouver, British Columbia, V6E 3Z3. The Company's registered office is located at Suite 1780, 400 Burrard Street, Vancouver, British Columbia, V6C 3A6.

The Company was incorporated under the *Business Corporations Act* (British Columbia) on July 7, 2015 under the name PhoenixN2N Capital Inc. On December 16, 2015, the Company changed its name to the present MLI Marble Lending Inc. On September 15, 2016, the Company continued under the *Canada Business Corporations Act.*

Intercorporate Relationships



(1) *The Company holds 40% of the voting securities of TPF The Phoenix Fund Inc. ("**TPF**"). The remaining 60% of TPF is owned by Target Capital Inc. ("**Target**"), an unrelated public company listed on the TSX Venture Exchange Inc. and the CSE. Target's voting control of TPF is intended to result in the bonds issued by TPF being qualified investments for a trust governed by a Deferred Plan under the Tax Act; however, the Company does not provide any assurances that this structure definitively results in such bonds being qualified investments. Target's holding of the shares of TPF is governed by the Target Agreement (see "Material Contracts"), and Target's control and interest in TPF is limited to earning an annual fee and a capital raising fee pursuant to the Target Agreement, not participating in the dividends, distributions of profits of TPF. Upon completion of the Offering, the Company will be a reporting issuer and Target will no longer be needed – the Company has provided written notice to Target of the termination of the Target Agreement effective upon the issuance of a final receipt for a final prospectus or the Company otherwise becoming a reporting issuer. Upon termination, Target's shares of TPF will be returned to treasury and cancelled in consideration of six hundred dollars, following which TPF will be a wholly-owned subsidiary of the Company.*

(2) *Pursuant to an amended and restated management agreement dated July 1, 2016 between TPF and TPFM, TPF has retained TPFM to provide general management and administrative services to TPF, including monitoring and analyzing TPF's financial affairs, developing and implementing short and long term objectives, maintaining marketing and investor relations, providing accounting services and compliance, and engaging advisors (collectively, "**TPF Services**"). TPFM is responsible for all expenses incurred in connection with the TPF Services. In consideration for its services, TPFM receives an annual management fee of $1.00. The agreement has an initial term of 3 years and thereafter is automatically extended for one year periods, terminable by either party on written notice given 90 days prior to the expiration of the then-current term. TPFM is indemnified for any liabilities in its performance of the TPF Services, unless a direct result of TPFM's gross negligence, wilful misconduct or bad faith.*

(3) *Pursuant to a management agreement dated July 1, 2016 between TPFM and Marble, TPFM has engaged Marble to provide general management and administrative services to TPFM, including assistance in providing the TPF Services. In consideration for its services, Marble receives a quarterly management fee of $1 and is reimbursed by TPFM for all expenses incurred in the performance of its services. The agreement*

has an initial term of 3 years and thereafter is automatically extended for 1 year periods, terminable by either party on written notice given 90 days prior to the expiration of the then-current term. Marble is indemnified for any liabilities in its performance of its services, unless a direct result of Marble's gross negligence, wilful misconduct or bad faith.

BUSINESS OF THE ISSUER

Overview

Marble and its subsidiaries, TPFM and TPF, operate a consumer lending business. Marble is responsible for developing and marketing the Marble Platform, while TPFM manages the loan review, deployment and monitoring process. TPF is the internal funding entity, issuing bonds to investors and advancing the proceeds to TPFM (which are secured by a loan agreement and a general security agreement – see "*Material Contracts*") to form the pool of capital from which TPFM makes consumer loans. For purposes of the following discussion of Marble's business and operations, Marble refers to the combined business and operations of Marble, TPFM and TPF unless the context otherwise requires.

Marble was formed to leverage fintech to bring socially responsible lending practices to a wide audience of qualified residents of Canada – specifically, individuals whose poor credit rating makes it difficult to access traditional sources of financing such as banks, credit unions and trusts companies. A poor credit score can limit an individual's ability to not only secure credit cards or bank accounts but can also make it difficult for people to get a mortgage, buy a car, rent an apartment, or other such activities. It can take a very short period of time for someone to damage their credit score and the results of these actions can have long-term implications – up to seven years.

Marble has developed a one-stop online lending and credit rebuilding solution by combining its proprietary, scalable, loan application and debt management platform (the "**Marble Platform**") with a fund management business model for discharging of Consumer Proposals and credit rebuilding. Marble's focus is the credit rebuilding space, specifically working with consumers who have entered into a consumer proposal (see "*The Consumer Proposal Market*") as a solution to manage their debt levels. Marble differentiates itself from other online/mobile or debt settlement companies operating in Canada by focusing on customers who have completed a government regulated debt settlement process by filing a Consumer Proposal through a LIT to settle their debt obligations and are interested in a credit rebuilding strategy in order to return to an industry standard credit score on their credit report.

Marble offers both unsecured and secured loans, depending on the client, with the majority of loans being unsecured. Secured loans are normally secured by property and a general security agreement. Marble intends to use $2,000,000 from the proceeds of the Offering to capitalize TPFM through an investment in Class E Preferred Shares of TPFM, so that TPFM may fund additional loans (see "*Business of the Issuer - History", below).*

The Marble Platform

The Marble Platform integrates numerous aspects of credit rebuilding and consumer financial education into one solution, enabling Marble to service both third party debt relief and/or restructuring agents as well as consumers. The Marble Platform is a vertically-integrated, proprietary platform that was built using Microsoft's Azure cloud services and is comprised of proprietary algorithms and back-end systems which enable debt restructuring agents and consumers to navigate through the loan application process. There are four main components to the Marble Platform:

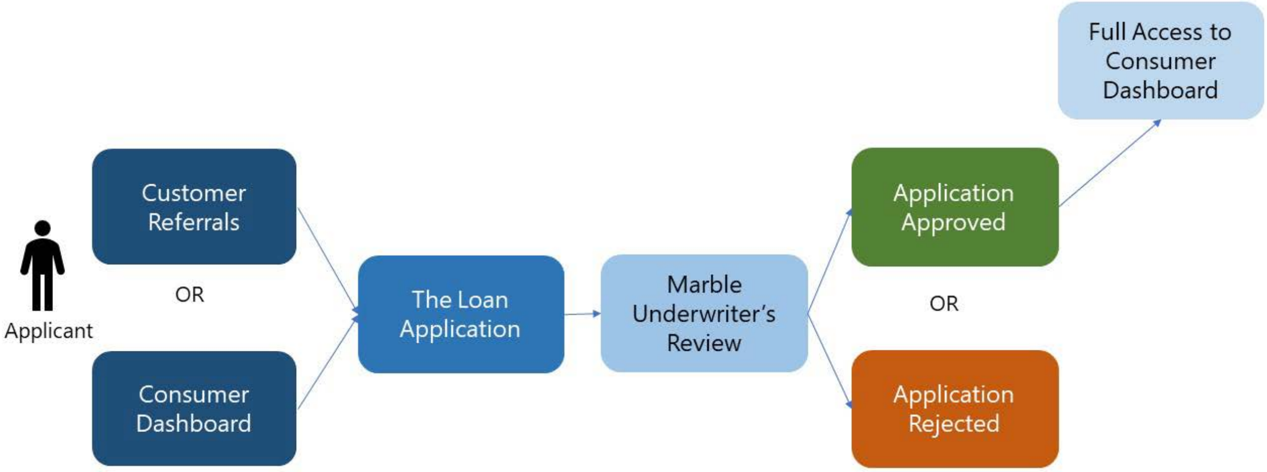
- the loan application;
- the underwriter dashboard (the "**Underwriter Dashboard**");

- the agent dashboard (the "**Agent's Dashboard**"); and
- the consumer dashboard (the "**Consumer Dashboard**").

The Loan Application

The first step for a potential client is to complete an online loan application, available via the Marble or TPFM websites. The loan application forms the basis on which a Consumer Dashboard account is created for the client, and requires the client's personal information, assets, liabilities and a client prepared budget as well as copies of various documents such as their consumer proposal schedule and payout letter, government ID, letter of employment and pay stubs, bank statements, credit card statements, current monthly budget, and, as applicable, a landlord letter of reference (if renting) or mortgage statement (if homeowner). The loan application must be fully completed, with supporting documentation in order for the client to be able to submit the application online.

Once an application is submitted, Marble's underwriter is notified through the Underwriter Dashboard to review the application. The underwriter can either approve, reject or request additional information from the client. If the application is approved, the applicant receives an email link with a new login ID which gives the client full access to the Consumer Dashboard. The Consumer Dashboard gives the client the ability to view the full loan proposal details, payment schedule and has full access to all of the features of the Consumer Dashboard. For customer convenience, live chat customer service support is available Monday to Friday from 9 a.m. to 5 p.m. (Pacific Time).



The goal with the online loan application is to provide underwriters with filtered applications that indicate the likelihood that the loan will be approved. Loan applications provided via the Consumer Dashboard and Underwriter Dashboard can be tracked through the entire underwriting process. This feature enables applicants and their debt restructuring agents to track the progress of their loan application in real-time and at any time online by following a link that they are provided with after the application is submitted.

Marble also has the ability to white label the loan application and the Agent's Dashboard in order to accept loans from various debt restructuring companies, or for other parties to provide a branded application process for their clients.

Agent's Dashboard

The Agent's Dashboard allows third party debt consultants to create and track loan applications in real-time. Instead of agents sending clients to the MYMARBLE.CA website, the loan application can be done through the Agent's Dashboard which manages the handoff of the client from the debt consultant to the Company's underwriter. The Agent's Dashboard is important because it insures there is a record of the client transfer and creates action items for both the agent and Marble to ensure all applications/files are entered into the Agent's Dashboard system. Logging in through a secure virtual private network ("**VPN**"), each agent has their own login. Firms that have multiple agents will also have an administrative dashboard which will allow for authorized people from the firm to manage multiple agent accounts and view all of the loan applications for their firm.

The Agent's Dashboard allows an agent to manage and track only the clients they have referred. Creating a new client is easy and only requires a name and email address. The Agent's Dashboard allows agents to monitor a client loan as it moves from application to approval to repayment, enabling them to ensure their referral clients receive the services they require.

Management expects the Agent's Dashboard will be an important lead generation tool by offering referral fees to agents. Through the Agent's Dashboard, there is complete visibility for the agent to see the number of files referred and status of each loan. Management expects this will be a key selling point to attract additional debt consultants nationwide to the Marble Platform.

Underwriter Dashboard

The Underwriter Dashboard is an administration dashboard designed to streamline the application approval process and to reduce turnaround time on loan adjudication decisions. Through a secure VPN, an underwriter from Marble's in-house operations can review the information submitted by the applicant, request further information or documents and request notice of assessments, tax information slips and property assessments. At the present time, Marble has one full-time underwriter, who is engaged as a consultant. The underwriter is paid a monthly consulting fee for reviewing, evaluating, and approving or denying loan applications that are submitted to the Company. The Underwriter Dashboard is only accessible to the Company's underwriter and not accessible by third parties.

When a user applies for a loan through the Consumer Dashboard, the information is duplicated in the Underwriter Dashboard for review and acceptance. The assigned underwriter has the ability to email a link to the completed consumer proposal to an insolvency trustee or debt restructuring agent.

The client relationship can be fully managed through the Underwriter Dashboard and Agent's Dashboard which documents and stores all communications sent to the client and to their debt relief agent. Alerts prompt the underwriter or management to personally contact clients to review their progress, introduce changes, discuss milestones and achievements and/or other communications. All communications sent to the client are documented within the Underwriter Dashboard and is available to review.

Both the Agent's and Underwriter Dashboards are secure, encrypted platforms, requiring multiple levels of authorization for access. In addition to private network authorization, the Underwriter Dashboard requires underwriters to complete a login authorization in order to view any client information. Underwriters can update the status of the application as they complete tasks and the applicant and agent can view the status of their application online at any point in time.

The Underwriter Dashboard also contains analytics and reports on such items as loan applications data, loan defaults and funding levels. Specifically, underwriters are able to:

- View information on loan applications from the past six months;

- View all loan applications submitted via the loan application feature;
- Search and filter through loan applications by applicant name, email, phone number and address;
- Import PDF versions of loan applications;
- Assign and allocate new loan applications/workloads to individual underwriters;
- Send emails directly from the Underwriter Dashboard to clients (which will automatically be saved within the Underwriter Dashboard);
- Generate professional industry email templates for contacting clients;
- Convert and export online loan application information into PDF files;
- Compile reports and summaries on loan applications by application status (exportable to PDF files);
- View all users signed up for the Consumer Dashboard;
- View all active, logged in users to the Consumer Dashboard;
- Search through Loan Management Software ("LMS") by loan status; and
- View the tracking log for actions/events completed in the Underwriters Dashboard, or, by clients through the loan application feature.

Consumer Dashboard

The Consumer Dashboard is accessible through internet browsers and is mobile compliant across all mobile devices. Consumer Dashboard accounts are created when a new loan applicant registers online. Full access to all of the features of the Consumer Dashboard are granted only on acceptance of a loan application.

Marble's Consumer Dashboard enables clients to view their loan details and payment schedule, create budgets, link bank and credit card accounts, track spending and obtain their credit score on an ongoing basis. Clients can access all of their personal financial activity on one platform.

The Consumer Dashboard features include several tools designed to help customers review, monitor and maintain control of their finances. Marble has strategically designed these features to provide customers with the educational information and tools it believes are necessary to help rebuild their credit.

The Consumer Dashboard incorporates licensed third party loan management software ("**LMS**"). This LMS is a comprehensive software suite that offers the features such as two-way text messaging, template loans, multiple access restrictions, a wide range of payment solutions, automatic payment processing, borrower notification, alerts, and can send information to QuickBooks. The LMS will make a record of the actions of underwriters within Marble, whether they are making changes to specific loans, or to the software settings. The Marble Platform incorporates the following services:

✓ connection to QuickBooks Live;

✓ connection to Equifax and TransUnion credit reporting bureaus;

✓ SMS text services to borrowers, underwriters and agents;

- ✓ loan origination documentation;
- ✓ loan import features; and
- ✓ online payments.

Consumer Dashboard features are described below:

- **Loan Details**. All of a client's loan details are provided on the Consumer Dashboard, including the principal amount of the loan, the loan balance, the interest rate, the payment schedule and historical payments. Users can see when their next payment is due and view the entire amortization schedule. Push notifications are available to alert clients of pending loan payments and whether they are close to and/or have exceeded their budget they have set for certain expenditures.

- **Credit Score**. Marble has an agreement with TransUnion to offer TransUnion's credit score directly to its clients. The request for the credit score is made within the Consumer Dashboard. Once the client ID has been verified by a series of authentication questions, the score is presented. Updates are available on a monthly or a quarterly basis.

  Management believes that a key competitive advantage for Marble is its monthly reporting capability with TransUnion. Because Marble submits monthly credit reporting to TransUnion which reflects a borrower's loan payments, by making loan payments on time, borrowers can rebuild their credit scores, such that a borrower may be able to apply for and potentially qualify for a loan from a mainstream lending institution.

- **Budgeting**. One of the keys to achieving financial goals is effective budgeting, although few individuals effectively track day-to-day spending habits. As such, it is often not until a summary of one's spending behavior is captured in a budget that consumers appreciate and realize where they are spending their money and where there is opportunity for financial improvement. Using the built-in budget tracker, clients can gain key spending insights that they can use to make better financial decisions.

  Clients are able to link their bank and credit card accounts to the Marble Platform. Marble uses third party financial data aggregation connection companies to provide this service. The Marble budget tracking tool auto-populates from a client's linked accounts and sorts transactions based on expense type. Clients can also create and add their own transactions manually, if required, to account for purchases denoted as cash whereby the linked account/institution does not have the detailed information.

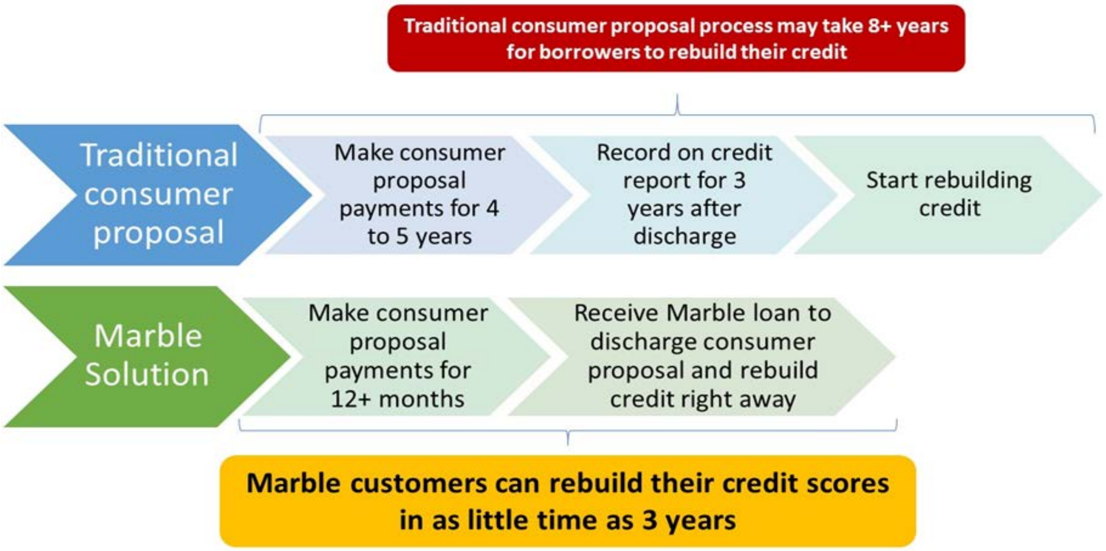
  The budget tracking tool also features push notifications which will alert clients when they are approaching the limit of their budget for categorized expenditures. Budgets can be set monthly with an ability for clients to view their previous budget history and spending pattern changes (month-over-month). Marble intends to expand the budgeting and tracking tools to include budgets for multiple family members and businesses.

- **Alerts and Notices**. Marble clients receive weekly summaries and also alerts whenever there are updates and/or new activities regarding their loan payments or transactions. Clients are also alerted when pre-set budget limits are approached and when scheduled payments are due

- **Credit Card Payment Calculator**. Clients can link their credit cards and enter information regarding their outstanding balances and applicable interest rates. Through these calculations, Marble illustrates to clients the benefits of paying off outstanding debt as soon as possible and the financial impact of compounding interest when only minimum payments are made on outstanding debt.

Consumer Proposal Discharge Loans and Credit Rebuilding

Marble enters into loan agreements with qualified clients and provides the funds to discharge their consumer proposal amount directly to the LIT handling their consumer proposal. The consumer proposal is then discharged and shows up as such on a client's credit bureau report which immediately results in a higher credit score. Marble reports client loan payments/performance to credit bureaus on a monthly basis which can result in a client seeing additional improvement in their credit score. If a person remained in a consumer proposal and made payments against this amount (rather than obtain a loan to discharge it), their credit status would remain unchanged and reflect being in an undischarged consumer proposal until the consumer proposal was fully discharged, which can take up to 5 years depending on their payment terms. During this time, a person would not be able to rebuild their credit score based on payments to the consumer proposal as quickly or effectively as with discharging their consumer proposal through a loan from Marble.


Traditional consumer proposal process may take 8+ years for borrowers to rebuild their credit

Traditional consumer proposal

Make consumer proposal payments for 4 to 5 years

Record on credit report for 3 years after discharge

Start rebuilding credit

Marble Solution

Make consumer proposal payments for 12+ months

Receive Marble loan to discharge consumer proposal and rebuild credit right away

Marble customers can rebuild their credit scores in as little time as 3 years

The composition of Marble loans includes asset-backed or co-signed loans, as well as unsecured loans. Asset-backed loans will be secured by registrations against real estate property or personal property. Where real estate is involved, a market value assessment of the property being mortgaged is confirmed by a third-party appraisal or a property tax assessment. For asset-backed loans, security documentation is in place in the form of a General Security Agreement and registered prior to the disbursement of any funds. Security is held by and registered in the name of Marble. To date, approximately 96% of Marble's loans have been unsecured. Marble does not anticipate a material change to its current portfolio's composition in this regard.

To date, Marble's average loan size has been approximately $10,900 (which includes loan administration fees). Loans made by Marble to its clients have a higher default risk relative to conventional lenders and as such annual interest rates on the loans range from 13.99% to 29.99% for a maximum term of up to seven years. The exact interest rate charged varies depending on each borrower's consumer proposal term, as well as other factors relevant to the borrower's creditworthiness. In addition, forbearance and administration fees, which are based on the loan amount and provide for payout fees for the consumer proposal, for the setup of the loan and automatic monthly payment withdrawals and for the delivery of documentation and funds, are charged upfront on every loan and added to the loan amount.

Marble endeavors to build a loan portfolio which has a risk profile that is offset by a forbearance fee assessed on each loan, which is based on the size of the loan. The forbearance fee provides the borrower with temporary relief of scheduled payments for up to six months, without affecting their credit score, when they are impacted by unforeseen financial circumstances. This forbearance fee is monitored on a regular basis and adjusted according to the previous year's loan defaults. Marble’s default rate, calculated as loan write-offs as a percentage of the value of loans issued, has been approximately 7% since inception. Marble's continued emphasis on minimizing loan defaults is by assessing each loan individually with an emphasis on:

- ✓ The type of borrower;
- ✓ Employment of the borrower, the source of income and the ability to repay the loan amount;
- ✓ Any collateral or mortgage security provided by the borrower;
- ✓ Any co-signers or guarantors offered by the borrower;
- ✓ Review of historical bank statements
- ✓ The reason the borrower became over-leveraged; and
- ✓ The length of the repayment term.

For all approved loan applicants, a commitment letter is issued, setting out all conditions that must be satisfied prior to any disbursement of loan funds by Marble. Marble then enters into a loan agreement with the borrower and if the loan is unsecured, in addition to entering into a loan agreement, the borrower is required to provide a promissory note and to enter into a personal guarantee.

If a borrower defaults on an asset-backed loan, Marble may seize the collateral used to secure the loan. If the loan is unsecured and the borrower defaults on payment, Marble will review the circumstances with borrower, which may result in forbearance or the pursuit of repayment by enforcing the loan agreement and the promissory note.

Marble requires that all clients purchase third-party insurance from an established third-party insurer or they must have an acceptable co-signor for all unsecured loans of $15,000 or greater. Insurance covers the debtors’ payments in times of disability, sickness and involuntary unemployment to avoid the risk of defaulting and also pays the outstanding balance in the event of death.

If a Marble client meets a financial institution’s lending criteria, the client may take a new loan and retire their Marble loan at an interest rate that is lower than Marble’s rate. The end result of the Marble program will be that clients are able to successfully take back control of their credit worthiness and re-enter mainstream lending at typical industry rates. To date, the Company has found that approximately 17.6% of its consumer loans were paid out within 18 months with a lump sum payment, and for consumer loans having terms of 2 years or more, approximately 33.7% were repaid in less than 24 months due to the client making extra payments during the loan period.

Current Credit Solutions and the Marble Value Proposition

There are a number of credit solutions available to individuals with no or poor credit history which are marketed as credit rebuilding tools – secured credit cards, guaranteed credit cards and prepaid credit cards. However, unlike Marble’s consumer loan program, credit cards generally do not provide short-term improvement to a consumer’s financial position. Further, credit cards cannot be used to payout consumer loans and settle existing debt.

Marble has developed a comprehensive program with a value proposition for the borrower that it believes is unique in the marketplace and effective in enabling the borrower to emerge from a poor credit rating due to debt problems. Those facing financial crisis due to unmanageable debt levels typically have three options:

- Credit counsellors
- Licensed insolvency trustees
- Debt restructuring companies

Non-profit credit counsellors do not usually negotiate a reduced settlement with creditors. Marble understands that some counsellors may be funded and supported by the banks and credit card companies.

Licensed insolvency trustees ("**LIT**s") are officers of the court and have a fiduciary duty to the creditors. LITs are federally regulated professionals who provide advice and services to individuals and businesses with debt problems. The insolvency trustee cannot act as an advocate for a consumer and it is not their mandate to provide financial rehabilitation, but rather assist a client make informed choices to deal with their financial difficulties. LIT fees are set by a government tariff which includes a flat fee ($1,500) plus 20% of the consumer proposal loan. Therefore, there is an inherent conflict of interest between the consumer and the LIT and there is no financial incentive for trustees to advocate for the client with respect to lower levels of debt, their fees remain the same. LITs are, however, important partners to Marble, as working with respected firms helps Marble pre-screen loan applicants.

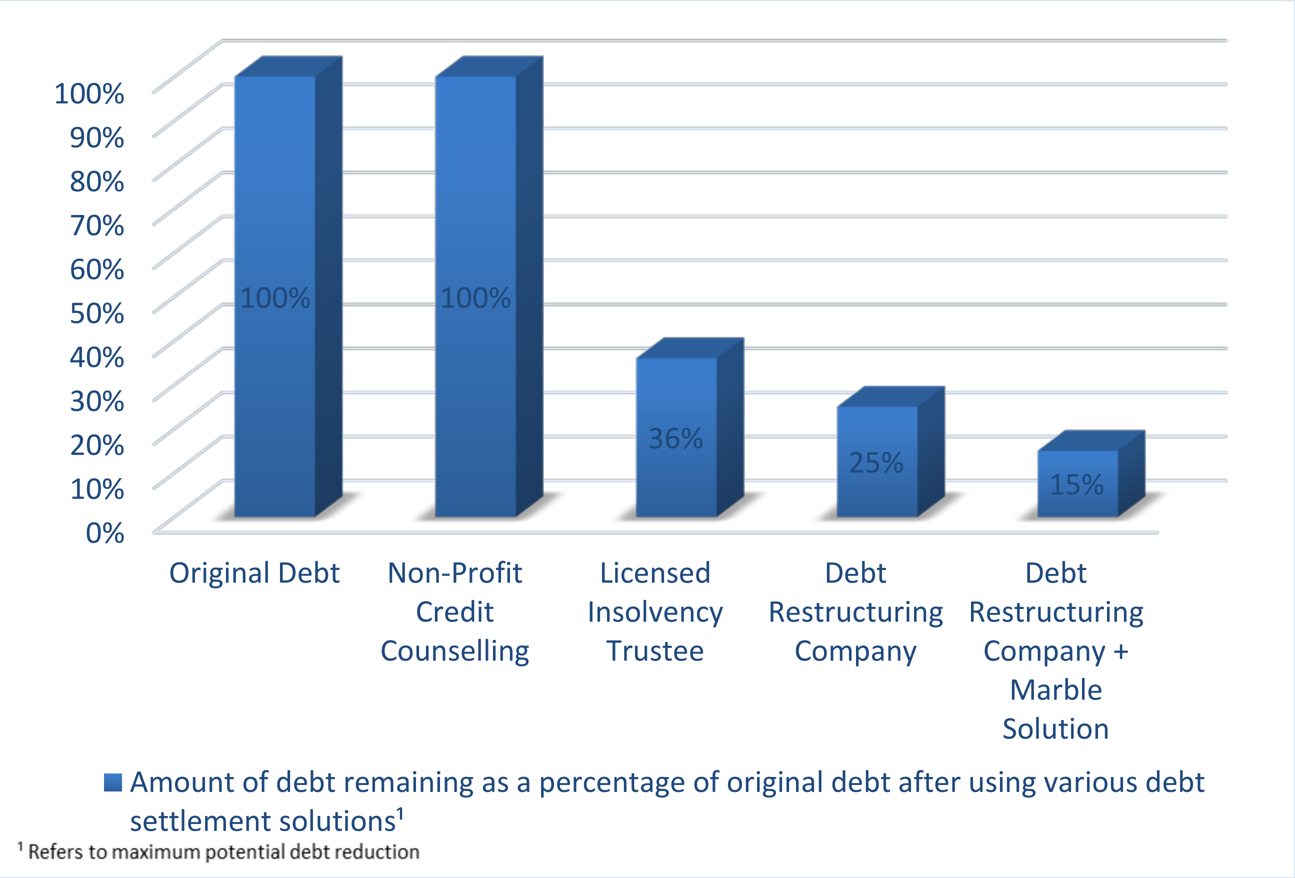
Debt restructuring firms work solely on behalf of their clients and not for the creditors or the government. The clients are typically individuals experiencing financial difficulties but have a strong desire to avoid bankruptcy. Debt restructuring companies usually negotiate a settlement with lower payments that reduce an individual's debt, reducing the monthly cost to the consumers, and work with individuals to come up with a financial plan and a 3-5 year repayment plan for the settlement.

Debt restructuring companies provide their services and fees based on the amount of money they save the client, as compared to LIT's where they charge a flat fee for their services. Marble has established a strategic, non-exclusive, relationship with 4 Pillars Consulting Group Inc. ("**4 Pillars**"), a private debt consulting company that offers debt restructuring, budgeting, and credit rebuilding for consumers in debt, whereby Marble provides both consumer proposal discharge and basket proposal loans to 4 Pillars clients that qualify under Marble's loan criteria. 4 Pillars was founded in 2002 and through its 50+ offices coast to coast in Canada. Their website at www.4pillars.ca states that they restructure approximately $1 million of consumer debt every day and have a 97% success rate in helping customers become debt free.

The Marble Platform coupled with a consumer proposal debt relief program (together, a "**Basket Proposal**") enables a LIT or debt restructuring company to further reduce the amount due to creditors under a new client consumer proposal. Although entering into a consumer proposal can reduce an individual's debt by up to 75%, it has a negative impact on a person's credit score and rating. As the debtor pays no interest under a consumer proposal settlement, their credit score will remain unchanged (there is no positive credit reporting under a consumer proposal) while making monthly payments under the consumer proposal. As creditors receive payments over time there is still a risk of default and creditors may not receive the full amount owed to them under the consumer proposal.

By working with Marble, a debt restructuring firm and/or LIT can offer creditors the option of a Basket Proposal, which allows creditors to receive a lump sum payment immediately as the Marble loan is used to discharge the consumer proposal and funds are immediately disbursed to the creditors. By offering certainty of up-front payment, creditors can be motivated to accept an even lower settlement amount than under a typical consumer proposal situation where they would receive funds over the 3 to 5-year period of a consumer proposal.

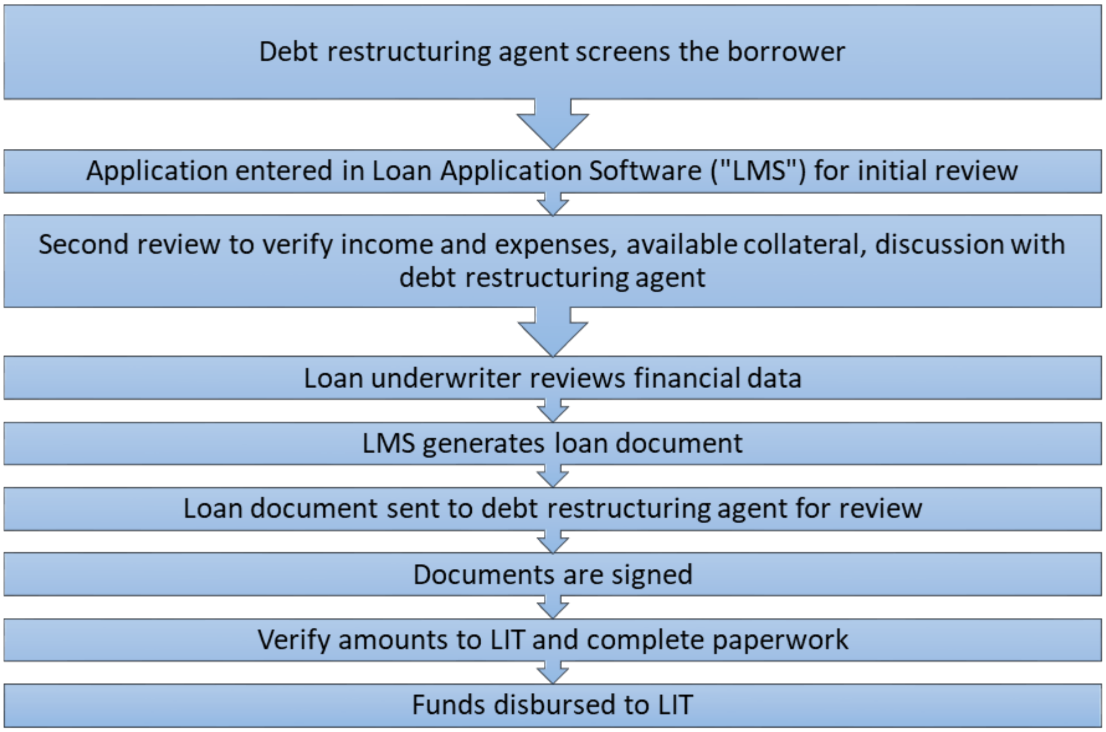
The following chart illustrates the possible outcomes of an average debt settlement case:



Marble also offers loans to clients that have already entered into a consumer proposal (typically after one year) and have been making payments under this settlement. Specifically, in mid 2014 until February 2017, LIT's offered some clients who entered into Consumer Proposals a 25% discount sunset clause, whereby if the Consumer Proposal was discharged early, the discharge loan amount would be reduced by 25%. All qualified clients would enter into a loan agreement with Marble to payout the balance of the amount outstanding under the consumer proposal. The Marble loan payments and term are structured such that even with loan fees and interest charges, the monthly loan payment will typically be plus or minus 10% of the payment the client was making under the consumer proposal.

By utilizing a Marble loan in either situation – in conjunction with a new consumer proposal or for a client that is in an existing consumer proposal, a client can see up to two beneficial transactions that can increase their credit score: 1) upon discharge of the consumer proposal, it is listed as "Proposal Satisfied" on the client's credit report, immediately improving the credit score between 40 to 80 beacons; and 2) the Marble loan appears on the client's credit report as a reporting trade line to the credit bureaus. Through Marble's agreement with TransUnion, Marble will report monthly on a client's loan payments, thus allowing a client to rebuild their credit should they keep their payments up to date. As such, the positive impact on an individual's credit score occurs up to five years earlier than through a typical consumer proposal (which does not show the credit resolved until the end of the consumer proposal period). In addition, when the Marble loan is paid out, this is another positive credit score event to a client.

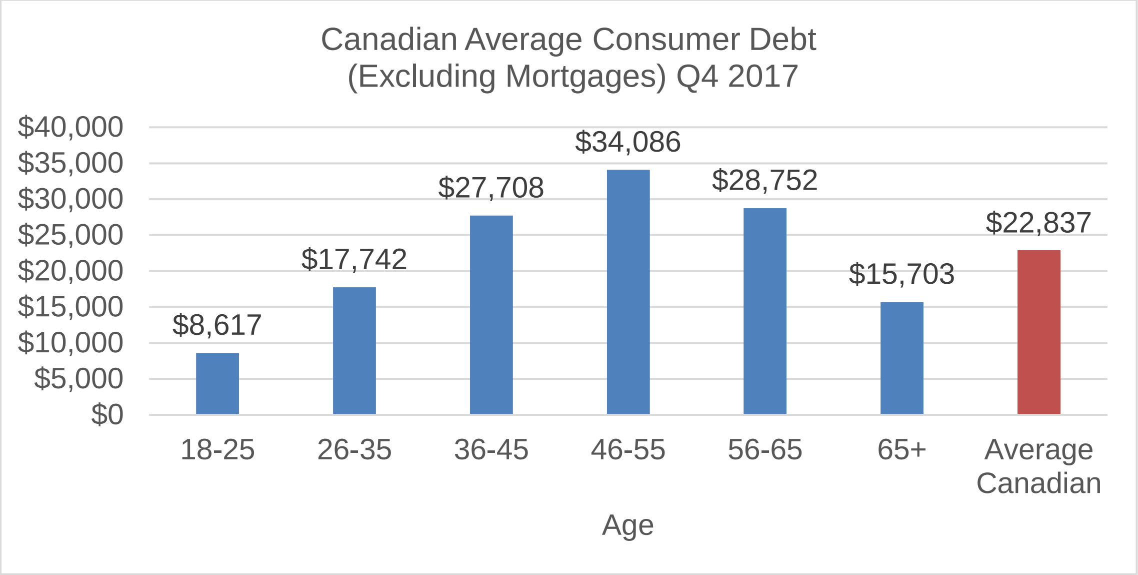
Below is the typical process that takes place when an applicant uses Marble loan to immediately discharge their consumer proposal.


Debt restructuring agent screens the borrower
Application entered in Loan Application Software ("LMS") for initial review
Second review to verify income and expenses, available collateral, discussion with debt restructuring agent
Loan underwriter reviews financial data
LMS generates loan document
Loan document sent to debt restructuring agent for review
Documents are signed
Verify amounts to LIT and complete paperwork
Funds disbursed to LIT

Markets

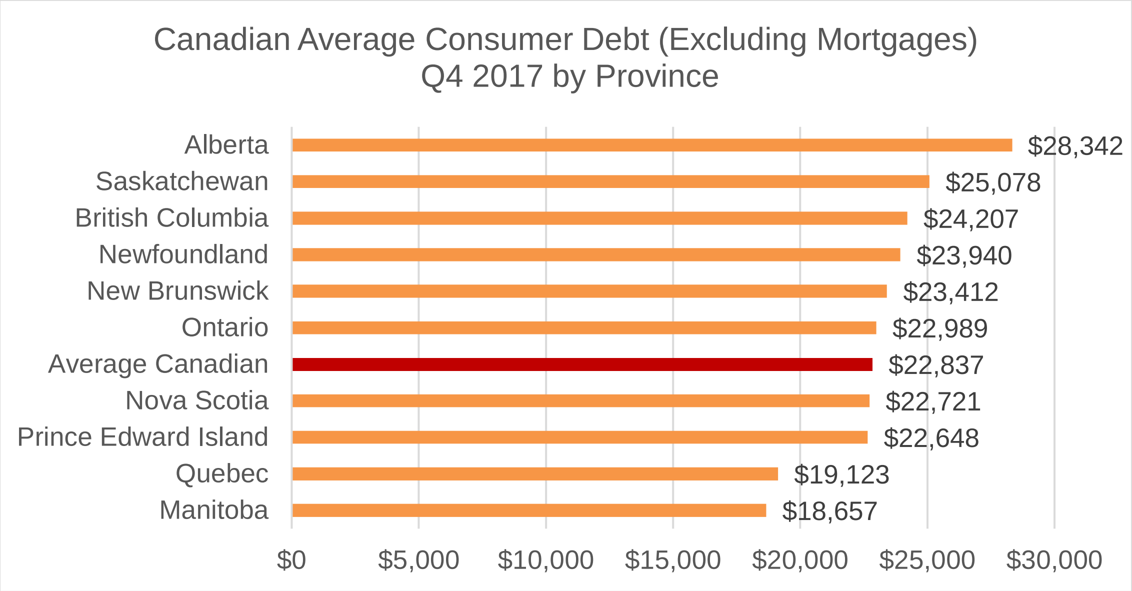
The Overall Debt Market in Canada

According to Equifax Canada[1], the average debt held by all Canadians increased 3.3% from the previous quarter, or by up to $22,837 per person. As of Q4 2017, Canadian consumers owed a total of $1.821 trillion, excluding mortgages. Equifax's data indicates consumers between the ages of 46 to 55 held an average of $34,086 in debt (excluding mortgages), the highest of all age groups.

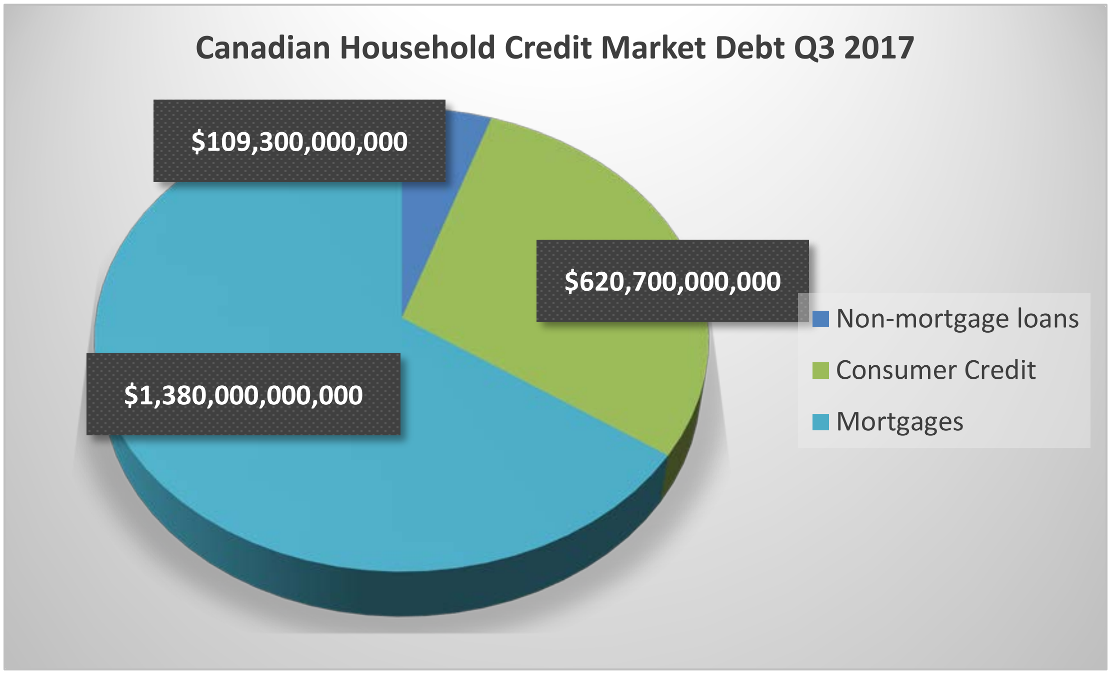


[1] Equifax Canada, "Total Consumer Debt Climbs to Over 1.8 Trillion, but Delinquencies and Bankruptcies Edge Down", March 12, 2018, https://www.consumer.equifax.ca/about-equifax/press-releases/-/blogs/total-canadian-consumer-debt-climbs-to-over-1-8-trillion-but-delinquencies-and-bankruptcies-edge-down/

On a province by province basis, consumers in Alberta have the highest amount of debt (excluding mortgages) outstanding, at $28,342.



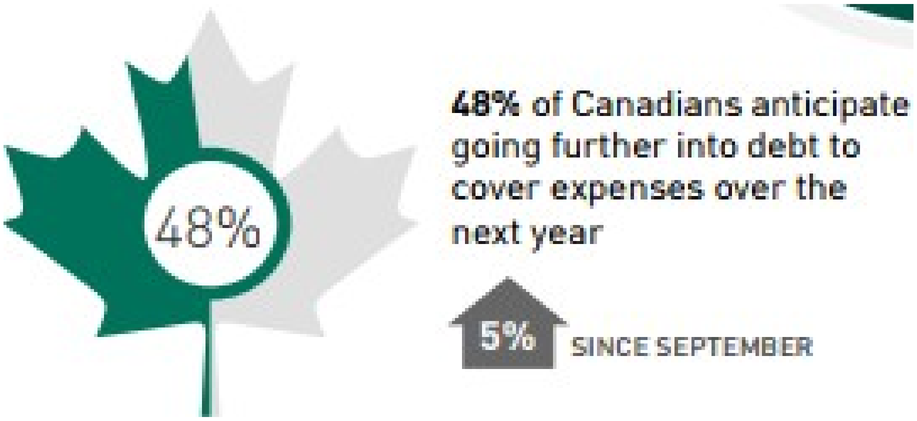
Q3 2017 data from Statistics Canada[2] indicates that the Canadian household credit market debt rose to 171.1% in Q3 2017 (from 170.1% in Q2 2017); or stated differently, for every dollar of household disposable income, Canadians owe $1.71 in debt. Household credit market debt includes consumer credit, mortgage, and non-mortgage loans, which in aggregate rose to $2.11 trillion in 3Q 2017, a record level. Notably, mortgage debt represents ~65.4% (or $1.38 trillion), due to Canada's real estate boom that was fueled by low interest rates (e.g., beginning in 2009, when the Bank of Canada ("BOC") dropped its key lending rate down to 0.25%).



[2] Statistics Canada, "Credit Market Summary Table at Book Value, National Balance Sheet Accounts (x1,000,000)", n.d., https://www150.statcan.gc.ca/t1/tbl1/en/tv.action?pid=3810023401

The BOC has increased its rate five times since July 2017 to 1.75% as of November 2018 - and record levels of consumer household debt are expected by many in the finance industry to increase the number of Canadians who will be unable to make debt repayments, thereby filing for consumer proposals and could benefit from the Marble Platform to help rebuild their credit. Various Canadian government bodies have expressed concern with the levels of consumer debt in Canada and mortgage rules have been increasingly tightened and strengthened over the past three years.

Growing levels of consumer and mortgage debt in Canada is expected to place burdens on households if interest rates continue to increase, along with the cost of housing in major markets. An online survey for MNP Consumer Debt Index conducted in December 2017 (Source: MNP Debt Index Results January 2018) revealed that one-third of the 2,000 respondents indicated they have no money at the end of the month after bill payments and are unable to cover a portion of their bills. 48% of respondents indicated they are $200 or less away from not being able to meet their monthly financial obligations. Given the recent increases in the Bank of Canada rate, consumer and mortgage debt is expected to continue to increase.



MNP's survey, conducted prior to the most recent rate increase in January of 2018, revealed that one-third of Canadians are concerned about their current debt levels and 38% had already been feeling the effects of the two previous interest rate increases.

The Consumer Proposal Market

As noted above, Marble specializes in providing loans to qualified individuals who have filed or are considering filing a consumer proposal. According to the OSBC[3], a consumer proposal is a formal, legally binding process that is administered by an LIT. Once a person files a consumer proposal, their assets cannot be seized. This is a notable difference relative to a bankruptcy filing and a convincing aspect of the consumer proposal. Specifically, a consumer proposal considers the unique situation of the individual as each proposal is custom tailored to the applicant's ability to repay debt and income. Key benefits of a consumer proposal relative to personal bankruptcy filings include:

- ✓ The ability to keep all possessions;
- ✓ The ability to receive all surplus income;
- ✓ A personalized repayment plan;
- ✓ A record of consumer proposal filing on the credit report for three years after being discharged (versus seven to eight years in a personal bankruptcy filing); and

[3] Office of the Superintendent of Bankruptcy Canada, "You Owe Money – Consumer Proposals", Mar. 24, 2015, http://www.ic.gc.ca/eic/site/bsf-osb.nsf/eng/br02051.html

- ✓ An easier path to rebuilding individual credit.

For an individual to qualify for a consumer proposal, they must have: a) between $1,000 and $250,000 of unsecured debt; b) an ability to repay a portion of the debt; and, c) a proposal agreed to by creditors. Once granted a consumer proposal, the applicant's debt will be negotiated down to approximately 25% to 35% of their unsecured debt and payment terms, typically structured over a period of 48 to 60 months. Post discharging the consumer proposal, a record remains on the applicant's credit report for a period of three years and can limit the consumer's ability to borrow from traditional lending institutions. As a result, consumers are motivated to pay off outstanding consumer proposals as fast as possible to fast-track their credit rebuilding journey.

The first step of a consumer proposal is a negotiated reduction of debt, based on a calculation of the consumer's surplus cash flow available to make principal repayments (e.g., interest-free debt for up to five years). Simultaneously, the individual's credit score is reduced to 200 - 300 beacons. This credit score will not change while in consumer proposal and monthly principal repayments are being made.

In order for creditors to accept the consumer proposal, the client must offer to pay back more than what the creditor would receive in a bankruptcy. Typically, 25-35 cents on the dollar is offered to creditors in a consumer proposal. If the client's assets have little or no value in a bankruptcy, the consumer proposal is based on customer affordability and will range anywhere from 10 cents to 15 cents on the dollar. Once the expected consumer proposal payment is calculated, the client is walked through a budgeting process to ensure that payment is actually affordable. The debt relief consultant looks at worst case scenarios when calculating the budget, which allows for unexpected expenses that could arise. Once the consultant and client agree that a suitable budget is in place and the client is committed to the process, the consumer proposal is filed with a bankruptcy trustee.

The bankruptcy trustee assigned to the consumer proposal performs standard due diligence on the file by verifying the supporting documents provided to ensure the income, assets and liabilities are listed correctly and that the income and expense budget form shows affordability. The trustee ensures that the creditors and the client are being fairly represented, the information provided is accurate and the return on the consumer proposal is greater than a bankruptcy. Should a client miss three payments during a consumer proposal, all of the debt reduced through negotiation is added back to their debt owing to creditors and they are then moved into bankruptcy.

Due to record household debt levels, an increasing number of Canadian consumers are filing for consumer proposals. Working with the debtor's creditors, consumer proposal solutions create a payment schedule that typically pays off all debt within three to five years (versus seven years for a bankruptcy).

According to an OSBC report[4], 2016 Consumer Proposal and Bankruptcy Liabilities Declared, the Canadian consumer proposal and bankruptcy market is a $15.1 billion market, a market that is growing annually. The consumer proposal portion of this market, which is the source of Marble's pool of borrowers, is about $7.5 billion (or, approximately 50% of the total market). Importantly, consumer proposals have been increasing at a rate faster than that of bankruptcies and insolvencies. Given the large and increasing target market, Marble management anticipates growing alongside the market and does not anticipate the market to saturate in the foreseeable future. However, over time, Marble plans to expand into other lending markets to allow for further diversification and growth.

Marketing and Distribution

Ideal candidates for Marble loans are individuals who have had good credit in the past but may have experienced an unforeseen life event that has led them to financial instability and an unmanageable debt situation. Some examples of potential borrowers include:

[4] Office of the Superintendent of Bankruptcy Canada, "2016 Insolvency Statistics in Canada", n.d.

- ✓ Clients who are overwhelmed by debt from a failed business;
- ✓ Clients who have, at one point, experienced a job loss and are now struggling to service their debt obligations and this have over-extended themselves with high interest credit card debt;
- ✓ Clients who have exhausted a line of credit due to loss of income from a health problem, the death of a spouse or a divorce; or,
- ✓ Clients who no longer have any refinancing options available and are in need of financial relief from high debt service requirements.

To date, the majority of borrowers have reached the Company through its relationship with 4 Pillars. As part of Marble's business development, advertising and marketing plans following completion of the Offering, Marble intends to reach out and connect directly to consumer proposal clients that are seeking to rebuild their credit score. As well, the Company intends to introduce its loan products for the discharge of consumer proposals to other debt restructuring entities and licensed insolvency trustees across Canada, in all provinces other than Quebec. While the Company intends to offer loans to borrowers who are in the process of or have entered into a consumer proposal, it may from time to time offer loans to borrowers who are settling with creditors but whose settlement plans are not filed as formal consumer proposals under the *Bankruptcy and Insolvency Act* or under other special conditions. Marble intends to add additional LITs and debt restructuring firms to its network to increase the number of customer referrals and number of customers. Management is actively seeking suitable LITs and debt restructuring firms to establish these relationships. Marble management also aims to market the Marble Platform to other financial institutions that can use it for their own lending platforms to generate an additional stream of licensing revenues.

Historically, Marble has funded its consumer loans through the issuance of bonds. On Closing, $2,000,000 will be allocated to fund new consumer loans to qualified borrowers that meet the Company's loan criteria. Upon Closing, funds will be transferred to TPFM to fund additional consumer loan demand. See "*Use of Proceeds – Principal Purposes*" and "*Use of Proceeds - Business Objectives and Milestones*".

Referral Marketing Through LITs and Debt Restructuring Companies

Marble has benefited from a close relationship with 4 Pillars for several years and will continue to support their debt restructuring efforts while providing referral fees for its agents. Marble will seek out and introduce its loans to qualified borrowers through a multitude of similar debt restructuring firms and LITs who provide these services and market directly to Canadians with consumer proposals.

From Marble's experience with 4 Pillars, offering referral fees for all debt relief specialists to present the Marble Platform to their clients has proven to be very effective. In addition to these companies, Marble has access to a significant number of TPFM clients who currently or previously had an active loan. Marble will promote its Consumer Dashboard directly to these and these clients will also be offered incentives to invite a family member or refer a friend.

Management intends to promote the Marble Platform and its enhanced features through promotional campaigns, loan product marketing campaigns and referral fees and will focus on developing partnerships with other debt restructuring companies and LITs across Canada, to aid in the promotion of the Company's credit rebuilding strategy and loan products to their consumer proposal clients. Marble management will also engage mainstream lending institutions that have expressed interest in acquiring the Company's loans once the client has rebuilt his/her credit score to a pre-determined level. The sale of the Company's loans will increase loan turnover and minimize default risk for the Company and its shareholders. The Company also intends to hire a salesperson to promote its Marble Platform to other debt restructuring companies and LITs. See "*Use of Proceeds – Principal Purposes*" and "*Use of Proceeds - Business Objectives and Milestones*".

Marketing and Advertising

The Company intends to focus its efforts on marketing and advertising to promote its Marble Platform, generate demand for its consumer loans and grow its business. Should the Maximum Offering be completed, Marble management intends to hire a marketing agency that is experienced in the Canadian consumer debt industry to establish and oversee its advertising plan. It is intended that the marketing agency will focus on targeting consumers directly through online marketing, targeting LITs and debt servicing companies. The Company also intends to initiate other online marketing and social media campaigns, including offering credit educational e-Learning videos to be obtained through partnership with credit counseling services and other reporting agencies such as TransUnion.

In addition, Marble will also use traditional marketing and advertising avenues such as radio and print advertising. Part of its proposed marketing strategy will include the redesign of its website and search engine optimization ("**SEO**"), enhancing website content (videos, blogs etc), developing and initiating a rebranding strategy and new logo. Should the Minimum Offering only be completed, the Company will focus on the redesign of its website, SEO and initiating a digital/social media marketing campaign. See "*Use of Proceeds – Principal Purposes*" and "*Use of Proceeds - Business Objectives and Milestones*".

Social Media Marketing

Following completion of the Offering, Marble will focus on providing a library of educational content through social media channels. In partnership with TransUnion, Marble intends to offer consumers access to a series of credit education videos. When clients watch videos and correctly answer follow-up questions, they can increase their TransUnion credit score, thereby improving their financial education and rebuilding their credit score simultaneously.

Marble anticipates its marketing strategy and tactics will evolve over time as the Marble Platform gains momentum and Marble identifies appropriate channels and media that align with Marble's long-term objectives. In all of its efforts, Marble will focus on the features that differentiate the Marble Platform from the other debt restructuring solutions available.

Specialized Skill and Knowledge

Marble's lending operations require individuals with knowledge and experience in loan origination, debt analysis and risk management. The ongoing development of the Marble Platform requires personnel with skills in computer programming, platform integration and data management. At this time, Marble's personnel is sufficient for its current operations.

Competitive Conditions

In the alternative lending industry, there exists numerous competitors that offer similar products to Marble. Marble has identified some of these companies, particularly focusing on firms that are offering consumers loans to pay off their consumer proposals. These competitors include:

- **Magical Credit Inc.** ("**Magical Credit**") is a lender focused on making loans to consumers with poor credit or non-traditional sources of income. The firm notes it specializes in providing loans to individuals emerging from bankruptcy. Magical Credit markets a consumer proposal loan that offers amounts between $500 to $10,000 based on the applicant's current income and is available to the applicant after he/she has been discharged from consumer proposal. The firm's post-consumer proposal loan is marketed to help the consumer rebuild their credit score. According to Magical Credit's website, the annual percentage interest rate ("**APR**") on the firm's loans ranges from 23% to 59.7%.

- **Tribecca Finance Corporation** ("**Tribecca**") is an alternative lending company targeting consumers in the Greater Toronto Area ("**GTA**"). The firm finances personal loans, home equity loans, second mortgages, construction loans, and niche mortgage products. According to the company's website, the firm offers personal loans up to $7,500 to candidates while in consumer proposal to pay off their consumer proposal. To qualify for a personal loan, applicants must earn a gross income of more than $20,000 a year. Tribecca also offers personal loans to individuals who have already discharged from their bankruptcy. Tribecca does not report its APR online.

- **Prudent Financial Services** ("**Prudent**") is a lending firm that primarily services Toronto and the GTA. According to the firm's website, Prudent offers loans to consumers going through a consumer proposal. To be eligible for a loan from Prudent, applicants must have full-time employment for a minimum of six months in a workplace of 10 or more people and earning an hourly wage of $18 or more or an annual salary of at least $38,000. Prudent does not report its APR online.

- **Matrix Mortgage Global Brokerage** ("**Matrix**") is a private mortgage company that serves Toronto and the GTA. According to the firm's website, Matrix offers lending alternatives that allow customers to pay off their consumer proposal if they own their own home. Matrix will provide a loan, through a second mortgage, to repay the consumer proposal. Matrix also offers other loans/mortgages, including: second mortgages; home equity loans; refinance mortgages; debt consolidation mortgages; bad credit mortgages; self-employed mortgages; spousal buyout mortgages; reverse mortgages; bridge loans; mortgage renewals; home improvement mortgages; and commercial mortgages.

- **Credit Loans Canada Financing Inc. dba Progressa** ("**Progressa**") is a private company that provides direct pay lending services. Once approved by Progressa to finance bills, individuals can set their exact payment and choose the length over which the payments are made. Progressa consolidates and pays off debt directly to assist in improving a consumer's credit. Progressa has also partnered with TransUnion to give consumers access to their credit report. Progressa provides loans between $1,000 and $15,000 over terms of 6 to 60 months, paid in equal installments. The firm's APR is between 19% and 46.95%. Applicants must earn $1,500 monthly and cannot be in a current Bankruptcy, consumer proposal, or credit counselling process.

New Products / Development

Following completion of the Offering, Marble intends to add in additional features to its Marble Platform. The first new features will be a new Customer Relations Management Solution ("**CRM**") and loan management software ("**LMS**"), with the Marble Score development to follow. With respect to a CRM and LMS, Marble management will evaluate third-party solutions to determine which software is suitable for the Marble Platform. The CRM component will enable agents and marketers to collaborate on communication and engagement with existing clients (e.g., lower interest rate offers, alerts for milestones, etc.). Through effective and engaging communication tools, Marble can ensure constant engagement and maintain top-of-mind awareness for its registered clients.

Currently, the Marble Platform uses AutoPal as its LMS. However, AutoPal was primarily designed for the automotive industry and does not integrate well with the CRM features that Marble intends to add to the Marble Platform and it is not designed to scale the consumer lending business. Marble has been evaluating a number of loan management systems designed specifically for the consumer finance industry (non-asset lending) and intends to make a selection as to which off-the-shelf product will best assist the Company in scaling up its business.

It is anticipated that the integration of any new CRM or LMS will involve an ongoing monthly license fee and a set-up fee. The Marble Score, once fully developed, will encompass a credit and finance risk predictive modeling method to determine the “probability of default” of a client, using real world, relevant and current financial activity to provide a more accurate assessment of risk. Incorporating Marble Score into the Marble Platform will help Marble minimize risk associated with default loans and delinquent borrowers. Marble management believes traditional credit score algorithms do not incorporate much of the data that is relevant in today’s data centric world. The Marble Score will incorporate different aspects of the client's lifestyle habits (e.g., monitoring bank statements to better identify spending habits) as well as the use of psychometric indicators in a gamification setting whereby a client score can be established based on criteria learned from borrowers (e.g., conscientiousness, emotional stability, honesty, knowledge, etc.).

The first step in developing the Marble Score is engaging a mathematician to complete a report on predictions of loan repayments, then selecting the analysis criteria and designing the overall architecture. Marble is currently working with mathematicians and industry experts to establish the criteria that will be included in the Marble Score. Once the criteria for the Marble Score has been established, the Company will make a determination as to whether it should be developed in-house or whether it is better served by contracting development to a third-party. See “*Use of Proceeds – Principal Purposes*” and “*Use of Proceeds - Business Objectives and Milestones*”.

The Company will review and evaluate other available third-party applications that can be integrated with the Marble Platform at a nominal cost, while at the same time increasing the functionality and appeal of the Marble Platform. Such third-party applications may be targeted at consumers, internal underwriters and debt service agents. Examples of such applications include a new application developed by TransUnion that assists consumers in making decisions as to how their debt re-payments affect their credit score and rating. Another third-party application accesses the borrowers bank account (with permission from the borrower) and with the use of their proprietary algorithms, it can determine the spending patterns; free cashflow and other analytics that the underwriters can use in their determination of the loan application. In addition, Marble also intends to enhance its Marble Platform to incorporate an eLearning module, budget and planning tools, webinars and gamification aspects. See “*Use of Proceeds – Principal Purposes*” and “*Use of Proceeds - Business Objectives and Milestones*”.

Intangible Properties

In accordance with industry practice, Marble protects its proprietary rights through a combination of copyright, trade-mark, trade secret laws and contractual provisions. The source code for software is protected under Canadian and applicable international copyright laws. Marble currently has no issued patents or pending patent applications. In the future, Marble may file patent applications, but patents might not be issued with respect to these patent applications, or if patents are issued, they might not provide Marble any competitive advantages, might not be issued in a manner that provides Marble with protection and might be successfully challenged by third parties.

Marble also seeks to avoid disclosure of intellectual property and proprietary information by requiring employees and consultants to execute non-disclosure and assignment of intellectual property agreements. Such agreements require employees and consultants to assign to Marble all intellectual property developed in the course of their employment or engagement.

Marble uses software including software components licensed from third parties, including open source software. Marble believes that it follows industry best practices for using open source software and that replacements for this third-party licensed software are available either as open source software or on commercially reasonable terms.

Pursuant to a trademark purchase and assignment agreement effective December 2, 2016, between HSBC Bank Plc and Marble, Marble acquired the trade-marks in Canada for “Marble” and “Marble Card”, in consideration of $12,000. Marble has also registered and maintains the registration of a variety of domain names that include “The Phoenix Fund”, “Marble Financial”, “Marble Lending”, “Marble Loans” and/or variations.

The enforcement of Marble's intellectual property rights depends on any legal actions against any infringers being successful, but these actions may not be successful or may be prohibitively expensive, even when Marble's rights have been infringed. See "*Risk Factors*".

Cycles

Marble's business is not cyclical or seasonal.

Economic Dependence

A significant number of Marble's clients have been and continue to be generated from Marble's relationship with 4 Pillars. Pursuant to a Loan Program Referral Agreement dated July 30, 2018, between TPFM and 4 Pillars, 4 Pillars has agreed to identify 4 Pillars clients that meet TPFM's loan criteria for referral to TPFM (the "**4 Pillars Agreement**"). The Company has full discretion as to whom to lend funds to and on all loan terms extended to 4 Pillars clients. The 4 Pillars Agreement is non-exclusive and has an initial term expiring November 30, 2023, which may be extended to November 30, 2028, by the parties' agreement prior to the expiry of the initial term. Pursuant to the 4 Pillars Agreement, 4 Pillars has agreed to allow approved marketing material and communications to be sent to its client base and to its franchise offices to offer additional information or to solicit interest in the Marble Loan Program. A success-based referral fee is paid to 4 Pillars.

Changes to Contracts

Marble dos not reasonably expect any major aspect of Marble's business to be affected in the current financial year by the renegotiation or termination of contracts or sub-contracts.

Environmental Protection

Marble's business is not subject to any environmental protection requirements that will have a financial or operational impact on capital expenditures, earnings or competitive position.

Employees

As at the most recent financial year end, Marble had one full time employee and 4 consultants other than those in management.

Foreign Operations

At the present time, Marble's operations are not dependent on any foreign operations.

Lending Operations

The consumer protection statutes of each province and territory of Canada regulate consumer lending operations. Currently, the Company offers consumer loan products in all provinces of Canada other than Quebec (collectively, the ''**Applicable Provinces**''), however, the majority of the Marble loans have been made to clients resident in British Columbia, Alberta and Ontario. TPFM is registered as a "mortgage business" under the reporting requirements of the *Mortgage Brokers Act*. As such, TPFM is subject to the provisions and regulations of the *Mortgage Brokers Act* as administered by the Financial Institutions Commission ("**FICOM**").

Generally, the provincial consumer protection statutes prescribe various disclosure requirements in relation to consumer loans. The following discusses the general disclosure requirements for Marble's primary jurisdictions of operations. In British Columbia and Alberta, the Company must provide a written disclosure statement to customers either before a customer enters into a loan agreement or prior to a customer making a payment in connection with a loan. These written disclosure statements must display information in a clear and comprehensible manner. In Ontario, the Company must deliver an initial disclosure statement to customers at or before the time a customer enters into a loan agreement with us. The provincial consumer protection rules also prescribe certain conditions under which we are required to provide subsequent disclosure to customers.

Provincial consumer protection statutes and applicable regulations distinguish between consumer loans under a loan agreement for open credit and those for fixed credit. In general, open credit includes loans under a loan agreement that: (a) anticipate multiple advances to be made to a customer in accordance with a loan agreement, and (b) loans that do not establish the total amount to be advanced to the customer under the loan agreement, although a credit limit may be imposed. Fixed credit includes loans under a loan agreement that is not for open credit. Depending on whether a loan is for fixed credit or open credit, there are various consumer protection rules with which we must comply, such as disclosure requirements for disclosure statements. The Company currently only offers fixed credit loans.

In the context of fixed credit loans, the Company's written disclosure statements must include information such as the term, the interest rate payable by the customer, the method of determining the annual interest rate at any time, the APR, the total cost of borrowing and the nature of any default charges provided for by the loan agreement.

The consumer protection laws also prescribe the formula for determining each province's annual percentage rate for a fixed interest rate, installment loan. The Applicable Provinces all have harmonized cost of credit disclosure legislation with substantially similar provisions.

History

On July 15, 2015, Marble was incorporated to streamline the loan application process, and it started the development of its online platform. On July 1, 2016, Marble acquired all of the outstanding shares of TPFM and 40% of TPF (see "*Intercorporate Relationships*")[5], entities under common control, pursuant to a share purchase agreement between Marble as purchaser and Java Holdings (a company controlled by Ayaz Virani), Ayaz Virani, Alliance Advantage Holdings Inc. (a company controlled by Chris Jiminez) and 638070 Alberta Ltd. (a company controlled by Tim Walsh) as selling shareholders, for aggregate consideration of 10,000,000 common shares of Marble at a deemed price of $0.40 per share and $700,000 in cash payable as to $200,000 within two business days of closing, $250,000 by August 1, 2016 and the final $250,000 by September 1, 2016. The transaction was considered non-arms length, as Messrs. Virani, Jiminez and Walsh were all significant shareholders, directors and/or officers of Marble at the time.

The acquisitions of TPFM and TPF were undertaken to streamline and vertically integrate the process of providing loans to qualified individuals. Initially, TPFM offered loans to consumers in the traditional manner – loan applications completed by the consumers which were then reviewed and processed manually, requiring significant human resources. The Marble Platform automated a number of these processes in order to better scale the business.

In the fourth quarter of 2016, Marble completed and launched the initial Marble Platform, a proprietary online solution featuring a consumer dashboard and underwriter dashboard with the agent's dashboard launched in Q1 2018. These dashboards include various features and apps such as an online loan application, real-time credit score app and budgeting app (see "*Business of the Issuer – the Marble Platform*").

[5] The remaining 60% of TPF is owned by Target Capital Inc. ("**Target**"), an unrelated public company listed on the TSX Venture Exchange Inc. and the CSE. Target's voting control of TPF is intended to result in the bonds issued by TPF being qualified investments for a trust governed by a Deferred Plan under the Tax Act; however, the Company cannot provide any assurances that this structure definitively results in such bonds being qualified investments. Target's holding of the shares of TPF is governed by the Target Agreement, and Target's control and interest in TPF is limited to earning the Target Annual Fee and Target Capital Raising Fee pursuant to the Target Agreement, not participating in the dividends, distributions or profits of TPF. Upon completion of the Offering, the Company will be a reporting issuer and Target will no longer be needed – the Target Agreement will be terminated and Target's shares of TPF will be returned to treasury in consideration of six hundred dollars, following which TPF will be a wholly-owned subsidiary of the Issuer.

Since the launch of the Marble Platform, Marble has continued to develop its business. As at September 30, 2018, TPF had approximately $5.5 million worth of bonds outstanding. Since its inception, TPFM has advanced over 1,000 consumer loans totalling approximately $10 million, of which 425 loans have been processed through the Marble Platform.

The following table is a summary of the outstanding bonds issued by TPF as at September 30, 2018, giving effect to the Bond Amending Agreements (see below). For a detailed description of the terms and conditions, including early redemption rights and associated redemption penalties, for the 8%, 9% and 10% bonds, please see note 10 to the Company's financial statements for the nine months ended September 30, 2018.

Bond Type	Maturity Date [(1)]	Principal Amount Outstanding	Accrued Interest at Sept. 30, 2018 [(2)]
8%	Oct. 7, 2018 [(3)]	$35,000	--
10% [(4)]	Nov. 30, 2023 [(4)]	$8,000	$265
10%	Nov. 30, 2018	$75,000	$9,070
10% [(5)]	Nov. 30, 2023 [(5)]	$3,078,000	45,080
8%	Dec. 13, 2018	$5,000	--
8%	Dec. 20, 2018	$20,000	$1,284
10% [(6)]	Nov. 30, 2023 [(6)]	$215,000	$8,871
8%	Feb. 2, 2019	$20,000	$1,415
10% [(7)]	Nov. 30, 2023 [(7)]	$192,000	$6,365
8%	Apr. 4, 2019	$52,000	$3,517
9%	Oct. 7, 2019	$298,000	$2,499
9%	Nov. 3, 2019	$110,000	$1,865
9%	Dec. 13, 2019	$65,000	$3,377
9%	Dec. 20, 2019	$22,000	$3,809
9%	Jan. 17, 2020	$126,000	$8,090
9%	Mar. 1, 2020	$25,000	$--
9%	Apr. 4, 2020	$115,000	$8,455
9%	May 18, 2020	$100,000	$13,097
10%	Nov. 30, 2023	$250,000	5,616
10%	Nov. 30, 2023	$539,000	$75,830
TOTAL		$5,350,000	$198,505

(1) In the event that the bondholder does not provide a notice of redemption on or before the date that is 90 days prior to the maturity date, the bond is automatically extended for an additional term.

(2) At the time of issuance, the bondholder makes an election to receive periodic interest payments on a monthly or quarterly basis or to accrue interest on a compounded basis until maturity. Stated figures represent the aggregate amount of accrued interest liability for the respective bonds as at September 30, 2018, whether payment is due on a periodic basis or as a lump sum on maturity.

(3) Notice of redemption was not given prior to August 7, 2018, and these bonds have been automatically extended for an additional one year term.

(4) *Originally 8% bonds due October 7, 2018, but now subject to the Bond Amending Agreements – see disclosure immediately below.*

(5) *Originally 10% bonds due November 30, 2018, but now subject to the Bond Amending Agreements – see disclosure immediately below.*

(6) *Originally 8% bonds due December 20, 2018, but now subject to the Bond Amending Agreements – see disclosure immediately below.*

(7) *Originally 8% bonds due March 13, 2019, but now subject to the Bond Amending Agreements – see disclosure immediately below.*

TPF has entered into amending agreements (the "**Bond Amending Agreements**") with various bondholders that has extended the maturity date of their bonds subject to a condition subsequent that the Company complete an initial public offering or other going public transaction by March 31, 2019 and the Company recapitalize TPFM by investing a minimum of $2,000,000 into TPFM in the form of Class E Preferred Shares of TPFM. Under the Bond Amending Agreements, the maturity date of the bonds is extended to November 30, 2023, the bonds will no longer be redeemable and will bear interest at the simple rate of 10% per annum. The principal amount of the bonds will be due and payable in quarterly sinking fund payments, commencing on March 15, 2020 until the maturity date. Accrued but unpaid interest will be due and payable on a quarterly basis, commencing on March 15, 2019, up to the maturity date.

Until the bonds subject to the Bond Amending Agreements are repaid in full, TPFM shall only use these funds to make new consumer loans in the ordinary course of business, shall not declare any dividends on or redeem any of the Class E Preferred Shares held by the Company, and the Company shall not exercise any right of retraction in respect of the Class E Preferred Shares.

USE OF PROCEEDS

Offering Proceeds and Funds Available

The estimated net proceeds to be received by Marble from the Offering (after deducting the Agent's Commission) will be $2,730,000 if the Minimum Offering is completed and $5,460,000 if the Maximum Offering is completed.

As at October 31, 2018, Marble had an estimated consolidated working capital deficit of approximately $2,909,000 – the completion of the Offering, however, will also result in $3,554,000 of TPF bonds (comprised of $3,493,000 in principal amount plus accrued interest thereon) due within the next 12 months being extended to November 30, 2023 under the Bond Amending Agreements, (see "*Business of the Issuer – History*"), resulting in pro forma adjusted working capital of $645,000 as at October 31, 2018 assuming completion of the Offering, and available funds of approximately $3,375,000 if the Minimum Offering is completed or $6,105,000 if the Maximum Offering is completed.

Historically, the Issuer has had negative cash flow from operating activities. With respect to the available funds, the Issuer will use unallocated working capital (see "*Principal Purposes*", below) to fund any negative cash flow from operating activities in future periods.

Principal Purposes

The principal purposes for which the available funds have been budgeted during the next 12 months of operations, is as follows:

Expenditure	**Minimum ($)**	**Maximum [(1)] ($)**
Paying the balance of the costs of the Offering [(2)]	145,000	145,000
CSE listing fees	10,000	10,000
Funding for additional consumer loans	2,000,000	3,000,000
Advertising and marketing	60,000	861,000
Business development	60,000	290,000
Enhance Marble Platform	60,000	226,000
General and administrative expenses for next 12 months	766,800	1,120,800
Unallocated working capital	273,200	452,200
TOTAL	$3,375,000	$6,105,000

[(1)] *Assumes the Over-Allotment Option is not exercised. If the Over-Allotment Option is exercised in whole or in part, the net proceeds will be added to unallocated working capital. See "Plan of Distribution".*

[(2)] *Includes the balance of expenses related to this Offering including the balance of the Corporate Finance Fee, Agent's expenses including legal fees, the Company's legal, printing and audit expenses and other expenses of the Company. See "Plan of Distribution".*

In the 12 months following the completion of the Offering, Marble expects to incur approximately $766,800 in general and administration expenses if the Minimum Offering is completed, or $1,120,800 if the Maximum Offering is completed, broken down as follows:

	Minimum Offering		**Maximum Offering**	
	Monthly	**Annual**	**Monthly**	**Annual**
Office, utilities and miscellaneous	$16,400	$196,800	$22,400	$268,800
Travel	$1,000	12,000	$2,000	$24,000
Rent	$8,000	$96,000	$8,000	$96,000
Listing fees and transfer agent	$1,000	$12,000	$1,000	$12,000
Management fees, salaries and benefits [(1)]	$29,500	$354,000	$29,500	$354,000
Investor relations	$4,000	$48,000	$25,000	$300,000
Professional fees (legal and audit)	$4,000	$48,000	$5,500	$66,000
Total:	$63,900	$766,800	$93,400	$1,120,800

(1) *Includes payments to be made to related parties – see "Executive Compensation".*

In the past three financial years, Marble has, on a consolidated basis, generated net interest income and other income to partially offset general and administrative costs (see "*Management Discussion and Analysis*"). However, there can be no assurances that Marble will continue to generate net interest income or reach positive cash flow having regard to prevailing and future interest rates, loan defaults, new investments in TPF compared to bond redemptions, and fluctuations in operating and administrative costs. The effect of any positive or negative cash flow from lending/financing operations will be added to or deducted from unallocated working capital.

The Company intends to spend its available funds as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary.

Business Objectives and Milestones

The following table sets out, for the next 12 months following the closing of the Offering, the business objectives that Marble expects to accomplish using the funds available pursuant to the Minimum Offering and Maximum Offering, significant events for such business objectives and the expected time frame and costs for such significant events.

Business Objectives and Milestones	**Anticipated Costs**		**Anticipated Time Frame**
	Minimum Offering	**Maximum Offering**	
Complete CSE listing	**$10,000**	**$10,000**	2 weeks
Funding $2,000,000 in additional consumer loans	**$2,000,000**	**$3,000,000**	Up to 12 months
Complete initial advertising and marketing campaigns using third party agencies			
• Establish marketing and digital strategy	Nil	$150,000	3 months
• Redesign website and SEO optimization	$30,000	$160,000	6 months
• Develop/initiate rebranding strategy, logo	Nil	$50,000	3 months
• Develop social media messaging and content	Nil	$100,000	9 months
• Develop and launch digital/social media marketing campaign	$30,000	$251,000	12 months
• Develop and launch traditional marketing campaign (radio/newsprint etc.)	Nil	$150,000	12 months
	$60,000	**$861,000**	
Business Development			
• Establish and launch incentive and referral programs	Nil	$130,000	12 months

• Hire internal salesperson	$60,000	$60,000	12 months
• Enhance website content	Nil	$100,000	6 months
	$60,000	**$290,000**	
Enhance Marble Platform			
• Identify suitable CRM and incorporate into Marble Platform	Nil	$21,000	2 months
• Identify suitable LMS and incorporate into Marble Platform	$30,000	$30,000	2 months
• Engage mathematician	$30,000	$30,000	6 months
• Establish analysis criteria and progress with design architecture for Marble Score	Nil	$145,000	12 months
	$60,000	**$226,000**	

DIVIDENDS OR DISTRIBUTIONS

To date, Marble has not declared any cash dividends or distributions on its outstanding Common Shares. Dividends are payable at the discretion of the Board of Directors as and when declared by the Board of Directors out of monies properly applicable to the payment of dividends. It is currently anticipated that Marble will retain any excess funds to finance the development and expansion of its business, and as a result it is not contemplated that any dividends or distributions will be declared in the immediate or foreseeable future.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis include financial information from, and should be read in conjunction with, Marble's combined financial statements and the notes thereto appearing elsewhere in this Prospectus, as well as the disclosure contained throughout this Prospectus. This discussion and analysis is presented for Marble on a combined basis with TPFM and TPF. Marble's combined financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**").

Overall Performance

Since inception, the Company's business has been to provide consumer loans to individuals that do not meet the lending requirements of traditional lending institutions. Following incorporation, the Company's primary focus was to develop and launch its Marble Platform, which was initially launched in late 2016, with the Agent's Dashboard launched in Q1 2018. On July 1, 2016, Marble acquired 100% of the outstanding voting shares of TPFM and 40% of the outstanding voting shares of TPF, to vertically integrate and streamline the process of providing loans to qualified individuals.

The majority of the Company's loans to date have been referrals from 4 Pillars, pursuant to an agreement between TPFM and 4 Pillars dated November 1, 2012, as amended February 4, 2013. This agreement was subsequently replaced with a Loan Program Referral Agreement made effective as of July 30, 2018 (see "*Business of the Issuer – History*"). The majority of loans made are unsecured, with interest rates ranging from 13.99% to 29.99% and loan terms from 60-84 months. To date, the Company's consumer loans have been funded through the issuance of bonds with interest rates between 8 to 10%. As at September 30, 2018, the Company had consumer loans receivable of $2,671,392 and outstanding bonds payable totaling $5,508,362.

Since early 2018, the Company has also focused on obtaining a listing on the Exchange and has engaged the Agent to assist with its application to the Exchange to list its shares and to assist in raising funds pursuant to the Offering.

Trends and Uncertainties

Marble's management is not aware of any known trends, demands, commitments, events or uncertainties that are reasonably likely to have a significant effect on Marble's business.

Selected Annual and Quarterly Information

The following table is a summary of selected combined financial information for Marble for the nine-month period ended September 30, 2018 and for the years ended December 31, 2017, December 31, 2016 and December 31, 2015. The information presented below has been summarized from and should be read in conjunction with Marble's unaudited combined financial statements and the notes thereto for the nine months ended September 30, 2018 and its audited combined financial statements and the notes thereto for the years ended December 31, 2017, December 31, 2016 and December 31, 2015, included elsewhere in this Prospectus, as well as the disclosure contained throughout this Prospectus. The Company's financial statements have been prepared in accordance with IFRS.

	9 mo. ended Sept. 30, 2018 (unaudited)	Year ended Dec 31, 2017 (audited)	Year ended Dec 31, 2016 (audited)	Year ended Dec 31, 2015 (audited)
Interest revenue	$566,110	$1,176,289	$1,004,559	$1,042,057
Interest expense	$429,208	$674,116	$566,858	$545,334
Net interest income	$136,902	$502,173	$437,701	$496,723
Loss from operations	($1,131,430)	($582,670)	($1,471,665)	($244,103)
- per share	($0.03)	(0.02)	(0.06)	($0.02)
- per share (diluted)	($0.03)	(0.02)	(0.06)	($0.02)
Net loss and comprehensive loss	($1,131,430)	($545,920)	($1,590,003)	($244,103)
- per share	($0.03)	($0.02)	($0.07)	($0.02)
- per share (diluted)	($0.03)	($0.02)	($0.07)	($0.02)
Total assets	$4,412,983	$5,012,482	$5,575,432	$5,311,842

Total current liabilities	$4,070,974[1]	$4,903,988	$1,571,517	$259,122
Total long term financial liabilities	$1,795,777[1]	$1,061,798	$4,738,079	$5,298,008
Dividends declared per common share	nil	nil	nil	nil

[1] *Upon the completion of the Offering, $3,554,000 of TPF bonds (comprised of $3,493,000 in principal amount and accrued interest thereon) due within the next 12 months will be extended to November 30, 2023 under the Bond Amending Agreements, resulting in such amount being reclassified from current liabilities to long term liabilities.*

Marble is not a reporting issuer, and except for the periods set out above has not prepared any quarterly financial statements for the eight most recently completed financial quarters.

Results of Operations

During the nine-month period ended September 30, 2018 ("**3Q2018**"), Marble earned loan interest revenue of $566,110 and incurred interest expense of $429,208, resulting in net interest income of $136,902 for the period. During the year ended December 31, 2017 ("**Fiscal 2017**"), Marble earned loan interest revenue of $1,176,289 (2016 - $1,004,559 and 2015 - $1,042,057) with bond interest expense totaling $674,116 (2016 - $566,858 and 2015 - $545,334), resulting in net interest income of $502,173 (2016 – $437,701 and 2015 - $496,723).

Interest revenue in Fiscal 2017 increased mainly as a result of higher average interest rates charged on consumer loans. The funds used for consumer loans were largely generated through the issuance of bonds, resulting in a corresponding increase in interest expense. Overall, the increase in interest revenue was greater than the increase in interest expense, resulting in an increase in net interest revenue of $64,472 or 14.7% compared to net interest revenue in Fiscal 2016.

Gross profit margin for 3Q2018 was 24.2% (Fiscal 2017 - 42.7%, and Fiscal 2016 - 43.6%). The decrease in gross profit margin in 3Q2018 compared to Fiscal 2017 was the result of a reduction in loans receivable of $1,333,428 and the corresponding reduction in interest revenue. Although the total amount of bonds outstanding has remained roughly constant from Fiscal 2015 to Fiscal 2017, the average interest rate on the bonds outstanding has increased, which resulted in lower gross margins from Fiscal 2015 to Fiscal 2017.

For 3Q2018, Marble earned other income of $21,755 (Fiscal 2017 - $65,728; 2016 - $38,429 and 2015 - $54,562) which was comprised of loan administration fees, which is charged on every consumer loan, late payment fees and NSF charges, and incurred a net bad debt expense of $409,476 (Fiscal 2017 - $8,942; 2016 - $106,316 and 2015 - $70,534) (see note 3(j) to the Company's financial statements for Fiscal 2017 for treatment of loan write-offs against forbearance contingency). The Fiscal 2017 increase in other income compared to Fiscal 2016 was due to an increase in loans issued of $895,000. The Fiscal 2017 decrease in bad debt expense compared to Fiscal 2016 was a result of the implementation of more stringent loan criteria for customer loans and the application of bad debts against the forbearance contingency. The 3Q2018 increase in bad debt expense as compared to Fiscal 2017 was a result of the full absorption of the forbearance contingency in Fiscal 2017.

During 3Q2018, Marble incurred operating expenses of $880,611 resulting in a loss from operations of $1,131,430. During Fiscal 2017, Marble incurred operating expenses of $1,141,629 (2016 - $1,841,479 and 2015 - $724,854), resulting in a loss from operations of $582,670 (2016 - $1,471,665 and 2015 - $244,103). In Fiscal 2016, the increase in operating expenses was largely due to increases in administration costs, management consulting fees and marketing expenses in anticipation of Marble expanding its business.

Specifically, in Fiscal 2016, a contracted CFO was hired along with an additional four consultants in marketing, tax planning and copywriting. In Fiscal 2017, these expenses were scaled back in order to conserve financial resources. In late 2017/early 2018, new management further reviewed all expenses to streamline operations and focus on further development of the Marble Platform.

Net and comprehensive loss for the 3Q2018 was $1,131,430. For Fiscal 2017, net and comprehensive loss was $545,920 (2016 - $1,590,003 and 2015 - $244,103). Overall, Fiscal 2017's decrease in loss was due to the increase in net interest revenue, reduction in bad debt expense and the new management's implementation of cost-cutting measures to reduce operating costs.

Liquidity

For 3Q2018 and each of the years ended December 31, 2017, 2016 and 2015, Marble has earned net interest revenue from its loan operations. The amount of interest revenue is generally dependent on the amount of capital that is available for loans to customers, which generally correlates to the amount of funds raised through the issue of investor bonds and is thus offset by the associated interest expense related to those bonds. Marble's ability to generate net interest revenue is largely dependent on it being able to effectively deploy the majority of its capital in customer loans, the amount of customer loans that default, and the difference between the interest rates being charged on customer loans and interest rates payable on its investor bonds. Marble also generates cash through net investment activity, through the issuance of equity and additional investor bonds in excess of investor bond redemptions. Short term cash flow management also requires the efficient matching of customer loan maturity dates and investor bond redemption dates, such that funds remain deployed to earn interest revenue as much as possible but are available in the event that funds are required to redeem investor bonds.

To date, net interest revenue has been insufficient to cover operating expenses, and the shortfall has been met with net investment activity and the extension of credit in the form of accounts payable. Historically, a significant proportion of investor bonds are extended or rolled over into new bonds, which has had a positive impact on overall liquidity and for cash flow management. There can be no assurances, however, that investor bonds will in the future be extended or rolled over, and any increase in redemptions will have a negative impact on Marble's liquidity and ability to manage short term cash flow. The completion of the Offering will also provide Marble with capital resources that will reduce the sensitivity of its liquidity and cash flow management to investor bond redemptions.

As at September 30, 2018, Marble had a working capital deficit of $2,624,216 (December 31, 2017 – deficit of $4,061,815; December 31, 2016 – deficit of $965,158; and December 31, 2015 - surplus of $481,516). As a result of the Bond Amending Agreements, the completion of the Offering will also result in approximately $3.6 million of TPF bonds currently classified as current liabilities being extended to November 30, 2023 and being reclassified as long term liabilities, resulting in a significant improvement in working capital. Marble has relied upon debt and equity financings to finance its operations and meet its capital requirements. During 3Q2018, Marble raised gross proceeds of $388,482 through the issuance of 2,589,818 units (each comprised of a common share and one-half of a warrant) and settled $242,484 through the issuance of 4,849,685 common shares. In addition, during this period, the Company paid out $146,000 in bond redemptions and repaid net promissory notes of $130,000. During Fiscal 2017, Marble raised $322,000 (2016 – $1,805,627; and 2015 - $238,000) through the issuance of common shares but had a net bond redemption of $91,938 due to bond redemptions exceeding new bond investments for that year (2016 – positive net bond investment of $249,000; and 2015 – positive net bond investment of $857,938).

Marble's objectives when managing its liquidity and capital resources is to maintain a sufficient capital base to sustain future loan operations, bond redemptions and future development of the business.

Capital Resources

Although Marble intends to expend some of the proceeds from the Offering on the further development and improvement of the Marble Platform, it currently has no fixed commitments for capital expenditures.

Off Balance Sheets Arrangements

Marble has no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of Marble.

Transactions with Related Parties

For purposes of this section, "key management personnel" are those persons having the authority and responsibility for planning, directing and controlling activities of Marble, directly or indirectly. The key management personnel of Marble are the members of its executive management team and Board of Directors.

The following table summarizes Marble's transactions with key management personnel and companies controlled by key management personnel.

	9 mo. ended Sept. 30, 2018	Year ended Dec. 31, 2017	Year ended Dec. 31, 2016	Year ended Dec. 31, 2015
Salaries and other short-term employee benefits	$59,868	$94,806	$52,747	nil
Consulting fees	$269,987	$288,984	$602,025	$403,877
Cash subscriptions for common shares of Marble, TPF or TPFM	$223 (1,486 shares)	$114,000 (285,000 shares)	$275,000 (875,000 shares)	$74,500 (7,400,000 shares)
Shares for debt	$242,484 (4,849,685 shares)	nil	$59,887 (299,435 shares)	$44,000 (1,600,000 shares)
Asset acquisitions	nil	nil	7,050,000 shares[1]	nil
Repayment of Notes	nil	nil	nil	$424,016[2]
Repayment of Loans	nil	nil	nil	$131,993[3]

(1) On July 1, 2016, Marble acquired the outstanding shares of TPF and TPFM, resulting in the issuance of 7,050,000 common shares of Marble to companies controlled by certain key management personnel.

(2) Promissory note payable to a company controlled by key management personnel, bearing interest at 10% per annum, compounded annually. Stated amount includes payment of $24,016 in interest.

(3) Loan payable to a company controlled by key management personnel, bearing interest at 10% per annum, payable monthly. Stated amount excludes payment of $911 in interest.

As at September 30, 2018, accounts payable and accrued liabilities included $198,521 (December 31, 2017 - $189,670; December 31, 2016 - $220,274; and December 31, 2015 - $65,060) owing to key management personnel and companies controlled by key management personnel.

Critical Accounting Estimates

The preparation of the Company's financial statements requires management to make estimates and judgments and to form assumptions that affect the reported amounts and other disclosures in their financial statements. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. The results of these assumptions form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Changes to accounting estimates are recognized in the period in which the estimate is revised and all future periods which are affected by the change in estimate.

The principal areas where critical estimates and judgments have been applied are described below:

- **Assessment of control of TPF.** Although Marble owns less than half of TPF's voting preferred shares, management has determined that Marble controls TPF and that all of the equity in TPF is attributable directly to Marble. Marble owns all of the non-voting common shares of TPF and has an agreement with the only other voting preferred shareholder, Target, whereby Target does not benefit from its position as the majority shareholder of TPF, other than the receipt of certain fees.

- **Impairment losses on loans receivable.** The Company regularly reviews its loans receivable for potential impairment. In determining whether an impairment loss should be recorded in the combined statement of loss and comprehensive loss, the Company considers whether there is any observable data indicating an impairment of a measurable decrease in the estimated future cash flows from a loan has occurred. This evidence may include observable data indicating that there has been an adverse change in the payment status of the borrower. Management uses estimates based on valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of estimation is required. The estimates include future market interest rates.

- **Impairment of intangible assets.** Intangible assets which are available for use and have a definite useful life are assessed for indicators of impairment at the end of each reporting period. If indicators of impairment exist, the Company will test those intangible assets for impairment. The Company tests intangible assets with an indefinite useful life and intangible assets which are not yet ready for use on an annual basis. Significant judgment is required in determining the useful lives and recoverable amounts of intangible assets, and assessing whether certain events or circumstances constitute objective evidence of impairment. Estimates of the recoverable amounts of the intangible assets rely on certain inputs, including future cash flows and discount rates. Future cash flows are based on revenue projections and allocated costs which are estimated based on forecast results and business initiatives. Discount rates are based on the market interest rates.

- **Income taxes**. Income tax expenses recorded in these combined financial statements are not final until tax returns are filed and accepted by taxation authorities. Therefore, results of operations in future reporting periods may be affected by the difference between the income tax expense estimates and the final tax assessments. Estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the ability to use the underlying future tax deductions against future taxable income. The assessment is based on enacted tax acts and estimates of future taxable income.

Changes in Accounting Policies, including Initial Adoption

Marble has reviewed various new and revised accounting pronouncements that have been issued but are not yet effective. Marble has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

- **IFRS 16, Leases**. IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is twelve months or less or the underlying asset has a low value. IFRS 16 replaces IAS 17 – Leases, IFRIC 4 Determining Whether an Arrangement Contains a Lease, SIC-15 Operating Leases – Incentives, and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15 Revenue from Contracts with Customers is also applied.

The Company intends to adopt these standards as of their effective dates, if appropriate, or when it has completed the assessment of the adoption of these standards and determines that they will have a material effect on the Company's financial statements.

Financial Instruments and Other Instruments

Recognition, classification and measurement

The Company initially recognizes loans and receivables on the date that they are originated while all other financial assets and liabilities are recognized initially on the transaction date on which the Company becomes a party to the contractual provisions of the instrument.

The classification of financial assets and liabilities are determined at initial recognition. The Company's financial assets are classified as one of the following: fair value through profit or loss ("**FVTPL**") and loans and receivables. Financial liabilities are categorized as other financial liabilities.

Financial assets at FVTPL

A financial asset is required to be classified as FVTPL if it is acquired principally for the purpose of selling it in the near term. Financial assets at FVTPL are initially measured at fair value with directly attributable transaction costs recognized in the combined statement of loss and comprehensive loss. Subsequent to initial recognition, financial assets at FVTPL are measured at fair value and changes therein, including any interest or dividend income, are recognized in the statement of loss and comprehensive loss.

As at September 30, 2018 and at December 31, 2017 and 2016, the Company's designated FVTPL assets consisted of cash, loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, other than those that the Company designates as FVTPL upon initial recognition, or those for which the Company may not recover substantially all of its initial investments, for reasons other than credit deterioration. Loans and receivables are recorded at fair value on initial recognition and subsequently measured at amortized cost using the effective interest method.

As at September 30, 2018 and at December 31, 2017 and 2016, the Company's loans and receivables consisted of interest receivable, loans receivable and other receivables.

Other financial liabilities

Other financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

As at September 30, 2018 and at December 31, 2017 and 2016, the Company's other financial liabilities consisted of accounts payable and accrued liabilities, interest payable, due to shareholder, promissory notes and bonds.

Fair value of financial instruments

Financial instruments recognized in the combined statement of financial position at fair value include cash. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between unrelated participants at the measurement date. Fair values of interest receivable, other receivables, accounts payable and accrued liabilities, interest payable and due to shareholder approximate their carrying values due to their short-term nature.

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the following valuation techniques:

- Level 1: inputs are unadjusted quoted prices in active markets for identical assets or liabilities;

- Level 2: inputs other than quoted prices in Level 1 that are observable for the asset or liability, either directly or indirectly; and

- Level 3: inputs for the asset or liability that are not based on observable market data.

Cash is measured at fair value based on a Level 1 designation.

Impairment of financial assets

The Company assesses impairment of financial assets at each reporting date. A financial asset is impaired if there is objective evidence that one or more loss events, occurring after the initial recognition of the asset, impacts the estimated future cash flows of the financial asset. Objective evidence that financial assets are impaired includes significant financial and other difficulty of the borrower or issuer, default or delinquency of a borrower, restructuring of amounts due on terms that the Company would not consider otherwise, other indications that a borrower or issuer will enter bankruptcy and adverse changes in the payment status of the borrower.

Loans and receivables

For the purpose of an individual evaluation of impairment, the amount of impairment loss on a financial asset is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current effective interest rate determined under the contract.

For the purpose of a collective evaluation of impairment, financial assets are characterized on the basis of similar risk characteristics. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the counterparties' ability to pay all amounts due according to the contractual terms of the financial assets being evaluated. Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of historical loss experience for the assets with credit risk characteristics similar to those in the group.

The carrying amount of the financial assets are reduced through the use of an allowance account and the amount of the loss is recognized in the combined statement of loss and comprehensive loss. If in a subsequent period, the amount of the impairment loss decreases, and the decrease can be objectively linked to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognized in the combined statement of loss and comprehensive loss.

Derecognition of financial instruments

Financial assets are derecognized when the contractual rights to receive the cash flows from these assets have ceased to exist or the assets have been transferred and substantially all the risks and rewards of ownership of the assets are also transferred. If the Company has neither transferred nor retained substantially all the risks and rewards of the transferred financial asset, it assesses whether it has retained control over the transferred asset. If control has been retained, the Company recognizes the transferred asset to the extent of its continuing involvement. If control has not been retained, the Company derecognizes the transferred asset. Any difference between the carrying amount of the asset and the consideration which is determined to have been received is recognized in the combined statement of loss and comprehensive loss.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire. Any difference between the carrying amount of the liability extinguished and the consideration paid is recognized in the combined statement of loss and comprehensive loss.

Financial Instrument and Related Risks

Marble is exposed in varying degrees to a variety of financial instrument and related risks. Those risks and management's approach to mitigating those risks is as follows:

- **Credit risk**. Credit risk is the risk of financial loss to the Company if a customer or counter-party to a financial instrument fails to meet its contractual obligations and arises principally from the Company's loans receivable. The maximum amount of credit risk exposure is limited to the gross carrying amount of the loans receivable disclosed in our financial statements. The Company acts as a lender and has little concentration of credit risk with any particular individual, company or other entity relating to these services, however the Company is subject to a higher level of credit risk due to the credit constrained nature of many of the Company's customers and in circumstances in which they do not comply with the Company's policies and procedures. The credit risk relates to the possibility of default of payment on the Company's loans receivable. The Company performs ongoing credit evaluations, aging of loans receivable, payment history and allows for uncollectible amounts when determinable. The credit risk decisions on the Company's loans receivable are made in accordance with the Company's established lending criteria to assess all new loan proposals, which are overseen by the Company's senior management. The majority of the Company's loans receivable are unsecured. The Company evaluates the concentration of risk with respect to customer loans receivable as low, as its customers are located in several jurisdictions. The Company cannot guarantee that delinquency and loss levels will correspond with the historical levels experienced and there is a risk that delinquency and loss rates could increase significantly.

- **Interest rate risk**. Changes in market interest rates may have an effect on the cash flows associated with some financial assets and liabilities, known as cash flow risk, and on their fair value of other financial assets or liabilities, known as price risk. The Company has limited exposure to interest rate risk as its Bonds payable and consumer loans receivable have fixed rates of interest. The Company holds excess cash in a bank account. The Company's exposure to interest rate risk on its cash balances relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash is not significantly affected by changes in short-term interest rates. The income earned from the bank account is subject to movements in interest rates, although the effect would be insignificant.

- **Liquidity risk**. Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation. The Company must manage its loans receivable balances against Bonds payable balances to ensure that it can meet its Bond repayment obligations when they mature. The Company must also monitor its capital to ensure that its capital is not under-deployed. The Company cannot guarantee that it will deploy all of its funds, in a timely manner, into funding consumer loans that will earn interest income to offset its Bond interest expense.

Disclosure of Outstanding Security Data

The following tables set out, as at the date of this Prospectus, (i) each class and series of voting or equity securities of Marble for which there are securities outstanding; (ii) each class and series of securities of Marble for which there are securities outstanding if the securities are convertible into, or exercisable or exchangeable for, voting or equity securities of Marble.

Class of Voting or Equity Security Outstanding	Number Outstanding
Common Shares	35,748,888

Securities Convertible, Exercisable or Exchangeable for Voting or Equity Securities	Number Outstanding	Underlying Voting or Equity Securities
Share Purchase Warrants	1,294,911	1,294,911 common shares
Stock Options	200,000	200,000 common shares

Additional Disclosure For Junior Issuers

The proceeds raised under the Minimum Offering are expected to fund Marble's operations for a period of at least 12 months. During that period of time, the estimated total operating costs necessary for Marble to achieve its stated business objectives, based on the Minimum Offering, is approximately $2,730,000, of which Marble estimates that it will expend $60,000 on enhancing the Marble Platform.

DESCRIPTION OF SECURITIES DISTRIBUTED

The Offering will be comprised of the Offered Units. Each Offered Unit is comprised of one Common Share and one-half of one Warrant. Each whole Warrant will entitle the holder thereof to purchase one Warrant Share at an exercise price of $0.35 per Warrant Share for a period of 12 months from the Closing Date.

Common Shares

Holders of Common Shares are entitled to non-cumulative dividends if, as and when, and in such amounts, declared by the Marble's directors from time to time, subject to the rights of any other class of shares entitled to receive dividends in priority to, or ratably with, or otherwise determined in reference to, dividends payable to the holders of Common Shares. Holders of Common Shares are entitled to notice of and to attend all shareholder meetings of Marble and are entitled to one vote in respect of each Common Share held at such meetings. In the event of the liquidation, dissolution or winding-up of Marble or other distribution of the assets of Marble among its shareholders for the purpose of winding up its affairs, subject to the rights of any other class of shares entitle to receive any of such assets in priority to, or ratably with, or otherwise determined in reference to, the Common Shares, the remaining assets of the Marble, if any, shall be distributed ratably among the holders of Common Shares. There are no pre-emptive rights, conversion or exchange rights, redemption, retraction or purchase for cancellation or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities or other material restrictions, or any provisions requiring the contribution of additional capital, attached to the Common Shares.

There are no special provisions regarding the modification, amendment or variation of any rights attached to the Common Shares, and any such changes will be subject to the requirements of the CBCA.

The Common Shares rank ratably with Marble's Non-Voting Common Shares and Special Shares with respect to the declaration and payment of dividends, and the distribution of assets upon the liquidation, dissolution or winding-up of Marble or other distribution of the assets of Marble among its shareholders for the purpose of winding up its affairs. As at the date hereof, no Non-Voting Common Shares or Special Shares are outstanding, and no issuance of Non-Voting Common Shares or Special Shares is contemplated.

Warrants

Each Warrant is non-transferable and will entitle the holder thereof to acquire one Common Share (previously defined as the "Warrant Shares") at the exercise price of $0.35 for a period of 12 months from the Closing Date. The Warrant does not constitute the holder thereof as a holder of Common Shares, or entitle the holder to any rights attached to the underlying Common Shares, until, and to the extent, the Warrant is duly and validly exercised.

Agent's Options

Each Agent's Option is non-transferable and entitles the holder thereof to acquire one Common Share at an exercise price of $0.20 for a period of 12 months from the Closing Date. The Agent's Option does not constitute the holder thereof as a holder of Common Shares or entitle the holder to any rights attached to the underlying Common Shares, until, and to the extent, the Agent's Option is duly and validly exercised.

ELIGIBILITY FOR INVESTMENT

Based on the provisions of the *Income Tax Act* (Canada) (the "**Tax Act**"), and the regulations thereunder in force as of the date hereof, as well as all specific proposals to amend the Tax Act and the Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, the Common Shares and Warrants issued pursuant to the Offering, if issued on the date hereof, will be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a registered disability savings plan and a tax-free savings account (each a "**Registered Plan**"), as well a deferred profit sharing plan, as those terms are defined in the Tax Act, provided that: (i) the Common Shares are listed on a "designated stock exchange" as defined in the Tax Act (which includes the Canadian Securities Exchange) or the Company is otherwise a "public corporation" as defined in the Tax Act; and (ii) in the case of the Warrants, neither the Company nor any person with whom the Company does not deal at arm's length for the purposes of the Tax Act, is an annuitant, a beneficiary, an employee or a subscriber under, or a holder of, the particular Registered Plan or deferred profit sharing plan.

Notwithstanding that such Common Shares or Warrants may be a qualified investment for a Registered Plan, the annuitant thereunder or holder thereof, as the case may be, will be subject to a penalty tax in respect of the Common Shares or Warrants held in such Registered Plan if the Common Shares or Warrants are a "prohibited investment" for such Registered Plan for purposes of the Tax Act. The Common Shares or Warrants generally will not be a "prohibited investment" if the annuitant under or holder of the Registered Plan, as the case may be: (i) deals at arm's length with the Company for purposes of the Tax Act; and (ii) does not have a "significant interest" (as defined in the Tax Act) in the Company.

In addition, the Common Shares or Warrants will not be a "prohibited investment" if the Common Shares or Warrants are "excluded property" as defined in the Tax Act for a Registered Plan. Purchasers of Common Shares and Warrants should consult their own advisors to ensure the Common Shares and Warrants would not be a prohibited investment in their particular circumstances.

CONSOLIDATED CAPITALIZATION

The following table sets out Marble's share and loan capital, on a combined basis, as at the date of Marble's financial statements for its most recently completed financial period included in this Prospectus, as at the date hereof, and on a proforma basis assuming completion of the Minimum Offering and Maximum Offering:

Designation of Security	**Amount Authorized**	**Amount Outstanding as at Sept. 30, 2018 (unaudited)**	**Amount Outstanding as at Oct. 31, 2018 (unaudited)**	**Amount Outstanding as at Oct. 31, 2018 assuming completion of:**	
				Minimum Offering (unaudited)	**Maximum Offering (unaudited)**
Common Shares	unlimited	35,748,888	35,748,888	50,748,888	65,748,888[1]
Non-Voting Common Shares [2]	unlimited	none	none	none	none
Special Shares [3]	unlimited	none	none	none	none
Long-term Debt	n/a	$1,795,777[4]	1,480,078[4]	5,034,078[4]	5,034,078[4]

(1) Assumes the Over-Allotment Option is not exercised and does not include any Common Shares underlying any convertible securities of Marble, including any existing share purchase warrants or stock options, the Warrants or the Agent's Options.

(2) Non-Voting Common Shares are generally not entitled to receive notice of or to attend or vote at any meetings of the shareholders of the Company. Non-Voting Common Shares are entitled to receive non-cumulative dividends and the remaining assets of the Company upon the liquidation, dissolution or winding up of the Company ratably with the holders of Common Shares on a per share basis.

(3) Special Shares are generally not entitled to receive notice of or to attend or vote at any meetings of the shareholders of the Company. Special Shares are entitled, following the "fully participating date" (as hereafter defined), to receive non-cumulative dividends and the remaining assets of the Company upon the liquidation, dissolution or winding up of the Company ratably with the holders of Common Shares on a per share basis. Prior to the fully participating date, the Special Shares are entitled to receive no dividends as declared on the Common Shares if declared prior to the first anniversary of issuance, one-third of the dividends as declared per Common Shares if declared thereafter but prior to the second anniversary of issuance, and two-thirds of the dividends as declared per Common Shares if declared thereafter but prior to the third anniversary of issuance. Prior to the fully participating date, the Special Shares are entitled to share in the remaining assets of the Company in the amount of $0.01 per share if occurring prior to the first anniversary of issuance, one-third of the amount distributed per Common Share if occurring thereafter but prior to the second anniversary of issuance, and two-thirds of the amount distributed per Common Share if occurring thereafter but prior to the third anniversary of issuance. The fully participating date is determined as the earliest of (i) the third anniversary following the issuance of the Special Share, (ii) the completion of a liquidity event, and (iii) such earlier date determined by the Board of Directors as the date which the Special Shares shall become entitled to participate equally with the Common Shares as to dividends and distributions.

(4) Upon the completion of the Offering, $3,554,000 of TPF bonds (comprised of $3,493,000 in principal amount plus accrued interest thereon) due within the next 12 months will be extended to November 30, 2023 under the Bond Amending Agreements, resulting in such amount being reclassified from current liabilities to long term liabilities. The projected increase in long term debt assuming completion of the Offering will be a result of this reclassification, not an increase in total liabilities.

OPTIONS TO PURCHASE SECURITIES

The following table sets out, as at the date of this Prospectus, options to purchase securities of Marble that are held or will be held upon completion of the Offering by certain groups of persons.

Group of Persons [and Number of Persons in Group]		Number and Designation	Exercise Price and Expiry Date
A	present and past executive officers of Marble [1]	743 purchase warrants	$0.30 Jan. 5, 2019
B	present and past directors of Marble, who are not also executive officer of Marbles [2]	368,500 purchase warrants	$0.30 Feb. 20, 2019
C	present and past executive officers of a subsidiary of Marble, excluding persons in A or B above [1]	166,667 purchase warrants	$0.30 Feb. 20, 2019
D	present and past directors of a subsidiary of Marble, who are not also executive officers of a subsidiary of Marble, excluding persons in A or B above	nil	nil
E	all other employees and past employees of Marble	nil	nil
F	all other employees and past employees of a subsidiary of Marble	nil	nil
G	all consultants of Marble [3]	200,000 stock options 100,167 purchase, warrants	$0.05 Oct. 10, 2025[1] $0.30 Feb. 20, 2019
H	any other person or company (excluding holding of any warrants or special warrants)	nil	nil

[1] The options expire on the earlier of (i) ten years after the date of grant; and (ii) the completion of an initial public offering and listing on a stock exchange.

PRIOR SALES

Prior Sales

The following table sets out certain details regarding the Common Shares and securities convertible into Common Shares issued for the twelve month period before the date of this Prospectus:

Date	Reason for Issuance	Number and Designation	Issue Price or Exercise Price per share
May 7, 2017	private placement	831,250 Common Shares	$0.40
May 17, 2017	private placement	25,000 Common Shares	$0.40
May 31, 2017	private placement	270,000 Common Shares	$0.40
Jan. 5, 2018	private placement	1,486 Common Shares 743 purchase warrants [(1)]	$0.15
Feb. 14, 2018	debt settlement	4,849,685 Common Shares	$0.05
Feb. 20, 2018	private placement	2,254,666 Common Shares 1,127,334 purchase warrants [(1)]	$0.15 $0.30
Mar. 13, 2018	private placement	333,666 Common Shares 166,834 purchase warrants [(1)]	$0.15 $0.30
May 15, 2018	share exchange	300,000 Common Shares	n/a [(2)]

(1) *Each warrant is exercisable to purchase a Common Share at a price of $0.30 for a period of 12 months following the issue date thereof.*

(2) *On May 15, 2018, the Company's 300,000 Special Shares outstanding were exchanged for Common Shares on a 1:1 basis.*

Trading Price and Volume

No securities of Marble have been traded or quoted on a Canadian or a foreign marketplace in the 12-month period before the date of this Prospectus.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

As at the date hereof, all of the currently issued Common Shares are subject to restrictions on transfer contained in the USHAG. Upon completion of the Offering, the USHAG will automatically terminate and:

1. the currently issued Common Shares held by Principals will become subject to the Escrow Agreement; and

2. the remaining currently issued Common Shares not held by Principals will become subject to the Pooling Arrangement.

Escrow Agreement

Pursuant to *National Policy 46-201: Escrow for Initial Public Offerings* (the "**Escrow Policy**"), upon completion of an initial public offering, the securities owned or controlled by Principals (as defined below) holding 1% or more of the voting rights attached to the issuer's outstanding voting securities immediately after the initial public offering are required to be held in escrow in accordance with an escrow agreement prescribed under the Escrow Policy. The definition of "**Principal**" in the Escrow Policy includes:

(a) a person or company who acted as a promoter of the issuer within the two years preceding this Prospectus;

(b) directors and senior officers of the issuer or of a material operating subsidiary of the issuer, at the time of this Prospectus;

(c) a person or company that owns and/or controls securities carrying more than 20% of the voting rights attached to the issuer's voting securities immediately before and immediately after completion of the Offering; and

(d) a person or company that owns and/or controls securities carrying more than 10% of the voting rights attached to the issuer's securities immediately before and immediately after completion of the Offering if they also have elected or appointed or have the right to elect or appoint a director or senior officer of the issuer or of a material operating subsidiary of the issuer;

(e) a principal's spouse and their relatives that live at the same address as the principal; and

(f) a company, trust, partnership or other entity more than 50% held by one or more principals.

Accordingly, Marble, the Principals of Marble who own or control 1% or more of the voting securities of Marble (the "**Escrowed Principals**") and Computershare Investor Services Inc. (the "**Escrow Agent**") have entered into an escrow agreement (the "**Escrow Agreement**") dated <*>, 2018. Pursuant to the Escrow Agreement, the Escrowed Principals have agreed to deposit their Common Shares (the "**Escrowed Securities**") in escrow with the Escrow Agent.

At this time, Marble is an "emerging issuer" as defined in the Escrow Policy, and as such the Escrow Agreement provides for an escrow release schedule equal to a ten percent (10%) release upon receipt of notice from the Exchange confirming the listing of the Marble's Common Shares on the Exchange (the "**Listing Date**"), and further fifteen percent (15%) releases every six months thereafter.

If Marble subsequently meets the criteria for an "established issuer" as defined in the Escrow Policy, the Escrowed Securities will be subject to an accelerated escrow release schedule equal to a 25% release on the Listing Date and further 25% releases every six months thereafter. Any Escrowed Securities in escrow that would have been released under the accelerated escrow release schedule will be immediately released from escrow, and any further releases will be made in accordance with the accelerated escrow release schedule.

Pursuant to the terms of the Escrow Agreement, the securities held in escrow may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings of such shares relate to:

(a) transfers to continuing or, upon their appointment, incoming directors and senior officers of the issuer or of a material operating subsidiary, with approval of the issuer's Board of Directors;

(b) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children;

(c) transfers upon bankruptcy to the trustee in bankruptcy;

(d) pledges to a financial institution as collateral for a *bona fide* loan, provided that upon a realization the securities remain subject to escrow; and

(e) tenders of Escrowed Securities to a business combination, provided that, if the tenderor is a Principal of the successor issuer upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor issuer's escrow classification.

Pooling Arrangement

Subject to the completion of the Offering, the currently issued Common Shares (the "**Pooled Shares**") held by persons other than Principals will be subject to a pooling arrangement (the "**Pooling Arrangement**") which restricts transfer on a time-release basis, which was a requirement of the Agent for its conduct of the Offering. The pooling arrangement will be implemented by adding restrictive legends on the share certificates representing the Pooled Shares, which will be released from pooling as to 10% on the Listing Date and a further 15% percent release every three months thereafter.

Summary Table

The following table summarizes, to the knowledge of Marble, the securities held in escrow or that are subject to a contractual restriction on transfer as at the date hereof and assuming completion of the Minimum Offering and Maximum Offering.

Designation of class	**Number of securities held in escrow or subject to a contractual restriction on transfer**	**Percentage of class**		
		as at date hereof	**assuming Minimum Offering**	**assuming Maximum Offering** [(1)]
Common Shares[(2)]	35,748,888[(3)]	100%	70.4%	54.4%
Warrants	1,294,911[(4)]	100%	12.8%[(5)]	6.8%[(5)]
Options	200,000[(6)]	100%	100%	100%

[(1)] *Assumes the Over-Allotment Option is not exercised.*

[(2)] *Does not include any Common Shares underlying any convertible securities of Marble, including any existing share purchase warrants or stock options, the Warrants or the Agent's Options.*

[(3)] *As at the date hereof, all Common Shares are subject to the USHAG. Upon completion of the Offering, 6,943,486 of said Common Shares will be subject to the Escrow Agreement and the balance of 28,805,402 of said Common Shares will be subject to the Pooling Arrangement.*

(4) *As at the date hereof, all of the existing warrants of the Company are, to the extent exercised into Common Shares, subject to the USHAG. Upon completion of the Offering, 334,243 of said warrants will be subject to the Escrow Agreement and the balance of 960,668 of said warrants will be subject to the Pooling Arrangement.*

(5) *Percentage calculation assumes 1,294,911 currently outstanding warrants, plus 7,500,000 warrants and 1,350,000 agent warrants issued in the case of the Minimum Offering and 15,000,000 warrants and 2,700,000 agent warrants issued in the case of the Maximum Offering.*

(6) *As at the date hereof, the existing options of the Company are, to the extent exercised into Common Shares, subject to the USHAG. Upon completion of the Offering, all of said options will be subject to the Pooling Arrangement.*

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of Marble, no person or company currently beneficially owns, controls or directs, directly or indirectly, securities carrying more than 10% of the voting rights attached to Marble's voting securities except for the following:

Name	**No. of Common Shares owned, controlled or directed and % of class as at the date hereof**	**Total Number of Marble securities owned, controlled or directed after the Offering** [(1)]	**Percentage of Common Shares after the Offering (basic / fully diluted)**	
			assuming Minimum Offering	**assuming Maximum Offering** [(2)]
Brad Scharfe	3,964,481 Common Shares (11.1%)	3,964,481 Common Shares [(3)]	7.8% / 6.5%	6.0% / 4.7%
Chris Jimenez	4,383,333 Common Shares (12.3%)	4,383,333 Common Shares [(3)] 166,667 warrants [(3)]	8.6% / 7.4%	6.7% / 5.4%
Michele Marrandino	4,651,486 Common Shares (13.0%)	4,651,486 Common Shares [(4)] 743 warrants [(4)]	9.2% / 7.6%	7.1% / 5.5%

(1) *Assumes no purchase of Offered Units pursuant to the Offering.*

(2) *Assumes the Over-Allotment Option is not exercised.*

(3) *Beneficial ownership only. Securities are registered in the name of a company owned and/or controlled by the Principal Shareholder.*

(4) *Ownership of record and beneficially in the amount of 1,938,986 Common Shares, and beneficial ownership only (securities are registered in the name of a company owned and/or controlled by the Principal Shareholder) in the amount of 2,712,500 Common Shares.*

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holding

The following table sets forth selected details for the directors and executive officers of Marble.

Name, jurisdiction of residence and current position(s) with Marble	Principal occupation(s) for past five years	Period(s) serving as a director [(1)]
Michele (Mike) Marrandino British Columbia, Canada CEO, President and Director	CEO, President and director of the Company since January 2018; self-employed as President and CEO of Pacific West Mercantile Corp., a private company that provides management services to public companies, since April 1992; CEO, President and Director of Intrinsic4D Inc., a public company listed on the NEX, since April 18, 2018; President, CEO and director of Global Daily Fantasy Sports Inc., a public company listed on the TSX Venture Exchange Inc., from August 2014 until January 2016; President, CEO and director of Primary Petroleum Corp., a public oil and gas exploration company listed on the TSX Venture Exchange Inc. (now Keek Inc.) from September 2007 to March 2015,	Jan. 15, 2018 to present
Ronald D. Burton British Columbia, Canada Chief Financial Officer	CFO of the Company since March 2018. From October 2013 to February 2018, CFO of Bear Creek Contracting Ltd. a private construction company; CFO and controller of Eclipse Geomatics and Engineering Ltd., a private engineering company from May 2012 until September 2013	n/a
Jason W. Scharfe British Columbia, Canada Director [(2)]	Managing director of Marsh Canada Limited, an insurance brokerage company, since January 1994.	Aug. 8, 2015 to present
Vikas Ranjan Ontario, Canada Director	President of Gravitas Financial Inc. ("Gravitas"), a financial services and advisory company listed on the CSE, since July 2015 and Executive Vice President of Gravitas from July 2013 until June 2015; Managing Director of Ubika Corp. (now Gravitas) from January to June 2013.	Jan. 15, 2018 to present
Robert M. Geisthardt British Columbia, Canada Director [(2)]	Self-employed business consultant providing financial reporting, management and business strategy advice.	Jan. 15, 2018 to present
Julie McClure Ontario, Canada Director [(2)]	Managing Partner of Paterson Partners, a private venture capital firm, since February 2018; self-employed executive consultant from June 2014 until February 2018; founder and CEO of Be Nourished from October 2010 until May 2014.	April 8, 2018 to present

(1) *Each director holds office until the next annual general meeting of Marble and the election or appointment of his or her respective successor is appointed, unless his or her office is earlier vacated in accordance with the CBCA and the Articles and By-Laws of Marble.*

(2) *Member of Audit Committee.*

(3) *The directors and executive officers of Marble, TPFM and TPF, as a group, beneficially own, or control or direct, directly or indirectly, an aggregate of 6,943,486 or 19.4% of the Common Shares and 334,243 warrants as at the date hereof. Assuming no acquisition of securities pursuant to the Offering, the aforementioned Common Shares will represent, in the event of the Minimum Offering, 13.7% of the Common*

Shares (11.9% on a fully diluted basis) and, in the event of the Maximum Offering, 10.6% of the Common Shares (8.6% on a fully diluted basis).

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

For the purposes of this section, “order” means a cease trade order; an order similar to a cease trade order; or an order that denied the relevant company access to any exemption under securities legislation, that in each case was in effect for a period of more than 30 consecutive days.

No director or executive officer of Marble is, as at the date of this Prospectus, or was within the 10 years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any corporation (including Marble) that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of Marble or a shareholder holding a sufficient number of securities of Marble to affect materially the control of Marble:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date of this Prospectus, a director or executive officer of any company (including Marble) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

No director or executive officer of Marble, or a shareholder holding a sufficient number of the Marble’s securities to affect materially the control of Marble, has been subject to or entered into a settlement agreement in respect of:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Company also holding positions as directors and/or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Company. See “*Risk Factors*”.

Management

The following disclosure sets out select information regarding the directors, officers, employees and contractors of Marble, TPFM or TPF whose expertise is critical to Marble, its subsidiaries or proposed subsidiaries, in providing Marble with a reasonable opportunity to achieve its stated business objectives.

Michele (Mike) N. Marrandino, age 61: President, CEO and a Director of Marble, TPFM and TPF

Mr. Marrandino will be responsible for planning and implementing overall corporate strategy, managing the deployment of Marble's corporate and financial resources, and overseeing Marble's marketing, advertising and business development efforts. Mr. Marrandino expects to devote approximately 90% of his time to Marble's business as an independent contractor.

Mr. Marrandino is an experienced C-Level business consultant with a demonstrated history of over 30 years working in the management consulting industry. His expertise includes business planning, corporate development, mergers & acquisitions, and start-ups. He currently serves as a director of Global Daily Fantasy Sports Inc., a publicly-traded company on the TSX Venture Exchange, is a director of Pick A Price Auto Corp., a private digital car-shopping platform for consumers, and is President, CEO and a director or Intrinsic 4D Inc., a NEX listed issuer. Mr. Marrandino obtained his Mechanical & Industrial Engineer Technologist education from the British Columbia Institute of Technology. The consulting agreement between the Company and Pacific West Mercantile Corp., through which Mr. Marrandino provides his services as President and CEO, contains non-competition and non-disclosure provisions.

Ronald D. Burton, age 60: Chief Financial Officer of Marble, TPFM and TPF

Mr. Burton will be responsible for financial reporting to the CEO and the Board, as well as managing Marble's cash flow and liquidity timing relative to consumer loans and bond repayment obligations. Mr. Burton expects to devote approximately 50% of his time to the business of the Company as an independent contractor.

Mr. Burton brings over 30 years of financial management experience in private and public sectors, with a focus on developing policies and procedures to improve performance, productivity, accountability and security. Before joining Marble, Mr. Burton worked as CFO in the construction, restaurant franchise, and resort industries. From October 2013 until February 2018, Mr. Burton was the CFO for Bear Creek Contracting Ltd., a private construction company. Prior thereto, from May 2012 until September 2013, he was CFO and controller for Eclipse Geomatics and Engineering Ltd., a private engineering company. Mr. Burton received a Bachelor of Commerce degree from the University of British Columbia in 1981 and was granted his Chartered Professional Accountant designation (CA) in 1984. The consulting agreement between the Company and Burton Management Consulting Ltd., through which Mr. Burton provides his services as President and CEO, contains non-competition and non-disclosure provisions.

Dane Ellis, age 44: Chief Technology Officer of Marble

Mr. Ellis will be responsible for managing the ongoing development of the Marble Platform, including the selection and integration of third party software and functionalities. Mr. Ellis expects to devote approximately 100% of his time to the business of the Company as an employee.

Mr. Ellis has spent the last 20 years developing and managing enterprise level financial and CRM systems and has spent time in both the financial industry and the entrepreneurial start-up world. He has been a co-founder and Chief Technology Officer for Mobile Test Inc., a private company providing online prospecting for the auto industry, since September 2014. From July 2012 until December 2017, he was head developer for Persuasive Labs Inc., a private data analytics company. Mr. Ellis received a Bachelor of Science degree in Computer Science from the University of Saskatchewan in 1997. Mr. Ellis has entered into a non-competition and non-disclosure agreement with Marble.

Jason W. Scharfe, age: 51: Director of Marble, TPFM and TPF

Mr. Scharfe will serve as an independent director and will devote time to the business and affairs of Marble on an as needed basis, including participation on the audit committee and various board committees as requested from time to time.

Mr. Scharfe is a Managing Director of Marsh Canada Inc. an insurance brokerage company and wholly owned subsidiary of Marsh and McLellan Companies (NYSE:MMC). He has worked with Marsh Canada Limited for 23 years. Mr. Scharfe has been a director of several publicly listed companies including Carl Data Solutions Inc. (CSE listed), ProSmart Enterprises Ltd. (TSXV listed), Secova Metals Corp. (TSXV listed) and Corazon Gold Corp. (now NanoSphere Health Sciences Inc. – CSE listed). Mr. Scharfe holds a Diploma in Financial Management from the British Columbia Institute of Technology and obtained a Bachelor of Arts degree from the University of British Columbia in 1991. He received his Chartered Insurance Professional certificate from the Insurance Institute of Canada in 1997. Mr. Scharfe has not entered into a non-competition and non-disclosure agreement with Marble.

Vikas Ranjan, age 47: Director of Marble

Mr. Ranjan will serve as an independent director and will devote time to the business and affairs of Marble on an as needed basis, including participation on various board committees as requested from time to time.

Mr. Ranjan is a management and investment professional with over 20 years of experience in diverse areas of investment management, finance and investment research. Since July 2015, Mr. Ranjan has served as president and a director of Gravitas Financial Inc., an integrated financial and advisory services firm listed on the Exchange. From July 2013 until June 2015, he was Executive Vice President of Gravitas. From January until June 2013, he was Managing Director of Ubika Corp. (now Gravitas). He is also the co-founder of Ubika Research and the Small Cap Power website. Mr. Ranjan is currently a director of The Mint Corp., a TSX Venture listed globally certified payments company and Intrinsic 4D Inc., a NEX listed company. Mr. Ranjan obtained a Bachelor of Arts in Economics (Honours) from the University of Dehli, India, in 1991, a Masters in Management Studies from the University of Mumbai, India, in 1994 and an MBA in Finance from McGill University in 2000. Mr. Ranjan has not entered into a non-competition and non-disclosure agreement with Marble.

Robert Geisthardt, age 48: Director of Marble

Mr. Geisthardt will serve as an independent director and will devote time to the business and affairs of Marble on an as needed basis, including participation on the audit committee and various board committees as requested from time to time.

Mr. Geisthardt is a Chartered Professional Accountant with over 18 years' experience in corporate reporting and finance. Mr. Geisthardt has been a self-employed business consultant providing financial reporting, management and business strategy advice. From 2009 to 2014, Mr. Geisthardt was an incorporated partner of Quantum Advisory Partners LLP, a professional services firm that provides accounting, tax, internal audit and consulting services to private and public companies in Canada and the United States. Mr. Geisthardt has been a director and officer of several TSX Venture Exchange listed companies, including acting as a director of Blue Moon Zinc Corp. from January to April 2017, director of Secova Minerals Corp. from November 2013 until August 2015, an officer of Sora Capital from January 2009 to April 2012, and a director of Parkit Enterprise Ltd. from February 2012 to June 2013. He obtained a Bachelor of Science Degree in Mathematics from the University of Victoria in British Columbia in 1998 and received a Chartered Professional Accountant (CA) designation from the Institute of Chartered Accountants of British Columbia in 2002. Mr. Geisthardt has not entered into a non-competition and non-disclosure agreement with Marble.

Julie McClure, age 43: Director of Marble

Ms. McClure will serve as an independent director and will devote time to the business and affairs of Marble on an as needed basis, including participation on the audit committee and various board committees as requested from time to time.

Ms. McClure's professional experience includes a combination of entrepreneurship, public and private equity capital raising and investing experience. Since February 2018, Ms. McClure has been a Managing Partner at Paterson Partners, a family-office venture capital firm, where she focusses on investing in and building early stage and high growth companies across a variety of sectors including technology and fintech. From 2014 until February 2018, she was a self-employed executive consultant focussing on the development and execution of strategic growth plans and partnerships, mergers and acquisitions, new business development initiatives and private capital raising strategies and plans. From October 2010 until May 2014, she was the founder and CEO of Be Nourished Inc. a private Canadian consumer cold pressed juice business which no longer carries on business. Ms. McClure's obtained a Bachelor of Arts, Honors Business Administration (HBA) degree from the Ivey Business School (University of Western Ontario) in 1999 and a Bachelor of Science (B.Sc.) degree from the University of Ottawa in 1997. Ms. McClure has not entered into a non-competition and non-disclosure agreement with Marble.

EXECUTIVE COMPENSATION

In accordance with the provisions of applicable securities legislation, Marble had four "Named Executive Officers" during the financial year ended December 31, 2017 (the "**Reporting Year**"), namely Paul Mullen, who served as President and CEO from the commencement of the Reporting Year until May 29, 2017; Ayaz Virani, who served as President and CEO for the remainder of the Reporting Year; John Lee, who served as the CFO from the commencement of the Reporting Year until May 29, 2017; and Cale Thomas, who served as the CFO from May 29, 2017 to September 22, 2017.

Interpretation

For the purpose of this Statement of Executive Compensation:

"Chief Executive Officer" or "**CEO"** means each individual who, in respect of the Company and during any part of the Reporting Year, served as chief executive officer, including an individual performing functions similar to a chief executive officer.

"**Chief Financial Officer"** or **"CFO"** means each individual who, in respect of the Company and during any part of the Reporting Year, served as chief financial officer, including an individual performing functions similar to a chief financial officer.

"**compensation securities**" includes stock options, convertible or exchangeable securities, and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries.

"**external management company**" incudes a subsidiary, affiliate or associate of the external management company.

"**Named Executive Officers**" or "**NEOs**" means the following individuals:

(a) each CEO;

(b) each CFO;

(c) in respect of the company and its subsidiaries, the three most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the Reporting Year whose total compensation was more than $150,000;

(d) each individual who would be a NEO under paragraph (c) above, 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 the Reporting Year.

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons.

“**underlying security**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and NEO Compensation, Excluding Compensation Securities

The following table sets forth, with respect to each NEO and director of Marble during all or part of the Reporting Year, all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by Marble or its subsidiaries, to each NEO and director of Marble, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct or indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of Marble for services provided and for services to be provided, directly or indirectly, to Marble or its subsidiaries in the two most recently completed financial years ended December 31, 2017 and December 31, 2016.

Table of Compensation, Excluding Compensation Securities

Name and NEO Position / Directorship	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites[1] ($)	Value of all other compensation ($)	Total compensation ($)
Paul Mullen President/CEO[2], director	2017 2016	14,753[4] 91,847[4]	nil nil	nil nil	nil nil	nil nil	14,753) 91,847
Ayaz Virani President/CEO[2], director	2017 2016	156,000[5] 201,725[5]	nil nil	nil nil	nil nil	nil nil	156,000 201,725
John Lee CFO[3]	2017 2016	65,416[6] 79,002	nil nil	nil nil	nil nil	nil nil	65,416 79,002
Cale Thomas CFO[3], director	2017 2016	4,000 12,000	nil nil	nil nil	nil nil	nil nil	4,000 12,000

Notes:

(1) “Perquisites” include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are: (a) $15,000, if the NEO or director’s total salary for the financial year is $150,000 or less, (b) 10% of the NEO or director’s salary for the financial year if the NEO or director’s total salary for the financial year is greater than $150,000 but less than $500,000, or (c) $50,000 if the NEO or director’s total salary for the financial year is $500,000 or greater.

(2) Mr. Mullen was President and CEO from the commencement of the Reporting Year until May 29, 2017; and Ayaz Virani was President and CEO for the remainder of the Reporting Year.

(3) Mr. John Lee was the CFO from the commencement of the Reporting Year until May 29, 2017; and Cale Thomas was the CFO from May 29, 2017 to September 22, 2017.

(4) Partially paid to 2482788 Ontario Inc., a company owned or controlled by Paul Mullen.

(5) Paid to Java Holding Inc., a company owned or controlled by Ayaz Virani.

(6) Includes, following termination, salary paid during three month working notice period.

Consulting/External Management Companies

With respect the NEOs providing services as consultants:

- Prior to the Reporting Year, Marble had a consulting agreement with 2482788 Ontario Inc. to provide advisory services, which services were supplied by Mr. Paul Mullen. To Marble's knowledge, 2482788 Ontario Inc. paid the full amount received under the consulting arrangement to Mr. Mullen as compensation attributable to services provided by Mr. Mullen to Marble. Subsequently, upon Mr. Mullen's appointment as CEO, Mr. Mullen was directly retained by Marble as an employee.

- Mr. Ayaz Virani was not directly retained by Marble during the Reporting Year. During the Reporting Year, Marble had an unwritten consulting arrangement with Java Holding Inc., pursuant to which Java Holding Inc. supplied the services of Mr. Ayaz Virani to fulfill the office and provide the services of President and CEO. To Marble's knowledge, Java Holding Inc. paid the full amount received under the consulting arrangement to Mr. Virani as compensation attributable to services provided by Mr. Virani to Marble in the Reporting Year.

- Mr. Cale Thomas was directly retained as a consultant of Marble during the Reporting Year.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to any directors or NEOs by Marble or any subsidiary thereof in the Reporting Year for services provided, or to be provided, directly or indirectly, to Marble or any subsidiary thereof.

No compensation securities were exercised by any director or NEO during the Reporting Year.

Stock Option Plans and Other Incentive Plans

Marble intends to implement a "rolling" stock option plan (the "**Option Plan**"), the material terms of which are as follows:

(a) the number of common shares reserved for issue pursuant to options granted under the Option Plan shall not exceed 10% of the outstanding common shares at the time of grant;

(b) the number of common shares reserved for issue pursuant to options granted to any one person in any 12 month period shall not exceed 5% of the outstanding common shares at the time of grant;

(c) the number of common shares reserved for issue pursuant to options granted to any one consultant in any 12 month period shall not exceed 2% of the outstanding common shares at the time of grant;

(d) the number of common shares reserved for issue pursuant to options granted to all persons performing investor relations activities in any 12 month period shall not exceed 2% of the outstanding common shares at the time of grant;

(e) the exercise price of options shall not be less than the closing price of the common shares on the primary exchange or quotation system on which the common shares are listed or quoted on the day prior to the date of grant, less any discount permitted by such exchange or quotation system;

(f) the expiry date of options shall not exceed ten years after the date of grant;

(g) options granted to consultants performing investor relations activities shall, at a minimum, vest over a 12 months period with no more than 1/4 of such options vesting in any 3 month period;

(h) if the holder of an option ceases to be an eligible person under the Option Plan, the option shall expire after the period stipulated by the Board at the time of grant, and in any event within a reasonable time following the date on which the holder ceases to be an eligible person under the Option Plan; and

(i) stock options are non-assignable and non-transferable.

Employment, Consulting and Management Agreements

The material terms of each agreement or arrangement under which compensation was provided or is payable in respect of services provided to Marble during the Reporting Year that were (i) performed by a director or NEO; or (ii) performed by any other party but are services typically provided by a director or a NEO, are as follows:

- Marble had a consulting agreement dated April 21, 2016 with 2482788 Ontario Inc., a company owned or controlled by Paul Mullen, to provide advisory services which were supplied by Mr. Mullen. The agreement provided for consideration of $6,000 in the first month, $7,000 in the second month, and $8,000 per month thereafter. The agreement was terminable by Marble at any time upon 30 day written notice. On August 1, 2016, the consulting agreement was replaced with an employment agreement with Paul Mullen with respect to his services as President and CEO. The agreement provided for consideration of $8,000 per month in the first month, increasing by $500 per month in the second through fourth month, and $10,000 per month thereafter. The employment agreement was terminable by Marble at any time upon notice equal to two months plus one additional month for each full year of service. This agreement has been terminated.

- Marble had an unwritten consulting arrangement with Java Holdings Inc. to provide management and consulting services, pursuant to which Java Holdings Inc. supplied the services of Mr. Ayaz Virani, including for periods prior to Mr. Virani’s appointment as President and CEO. The agreement provided for consideration of $13,000 per month. The agreement was terminable by Marble upon three months written notice. This arrangement was subsequently replaced by an unwritten consulting agreement with Mr. Virani to act as the Company’s mortgage reviewer for a monthly fee of $2,000 per month and which is terminable on 30 days notice.

- Marble had an unwritten employment arrangement with John Lee with respect to his services as CFO. The agreement provided for consideration of $8,500 per month in the first month, increasing by $500 per month in the second through third month, and $10,000 per month thereafter. The agreement was terminable by Marble upon three months written notice. This agreement has been terminated.

- Marble had an unwritten consulting arrangement with Cale Thomas with respect to management and consulting services, including for periods prior to his appointment as CFO. The agreement provided for consideration of $1,500 per month, which was reduced to $1,000 per month in May, 2016. The agreement was terminable by Marble on 30 days written notice. This agreement has been terminated.

Excepted as noted above, there are no provisions with respect to a change of control, severance, termination or constructive dismissal.

Oversight and Description of Director and NEO Compensation

The Board as a whole determines director and NEO compensation as needed from time to time. Compensation levels are established with a view to attracting and retaining executives critical to the Marble's short and long term success, and to provide incentives and rewards for performance. Consideration is given to market standards generally and other factors which may be relevant such as competitive market conditions and an individual's particular education, training, skills and experience, the overall responsibilities, risks and time commitments of the position, and anticipated contributions and importance to Marble achieving its goals and objectives. Through its compensation practices, Marble seeks to create and unlock shareholder value through a strong and motivated executive leadership.

NEO compensation is typically comprised of a base salary, stock options, and as circumstances permit, pre-set or discretionary bonuses. Base salary seeks to provide a competitive and fair level of base compensation. Stock option awards seek to incentivize executives and align the executives' interests with increases in shareholder value and short and long term corporate growth and success. Stock option grants generally reflect the level of responsibility, risk and time commitment of the position, as well as past performance and anticipated future contributions. Consideration may also be given to the number and terms of options previously granted to the executive and the overall number of stock options outstanding from time to time. Bonuses seek to incentivize executives to satisfy particular corporate goals or objectives, to improve financial performance and to achieve other milestones or are awarded on a discretionary basis as a result of exemplary performance. The size and form of a bonus is typically based on the Board's perceived value of the goal or objective to be attained. Base salary and other compensation mechanisms are currently not evaluated against a formal "peer group", but are determined by the Board in reliance upon the general experience of its members.

The Board has not conducted a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board does not believe that the Company's compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company. The Company does not have a policy that would prohibit an NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. Management, however, is not aware of any NEO or director purchasing or holding such an instrument.

Pension Disclosure

The Company does not provide a pension to any directors on NEOs and none are proposed at this time.

Material Changes to NEO Compensation

Subsequent to the end of the Reporting Year, Marble appointed Mr. Michele (Mike) Marrandino to the office of President and CEO, and Mr. Ronald Burton to the office of CFO, compensation details of which are as follows:

- Marble has entered into a corporate consulting agreement with Pacific West Mercantile Ltd. ("**PacWest**"), pursuant to which PacWest supplies the services of Mr. Marrandino to fulfill the office and provide the services of Marble's CEO. The agreement provides for consideration of $10,000 per month, which is accrued until the completion of a going public transaction, as defined in the agreement. One-half of this accrued fee becomes payable through the issue of the same securities as are issued pursuant to the financing event for the going public transaction less a 15% discount (or an equivalent cash payment in lieu of such discount). Marble may terminate the agreement immediately upon death, incapacity or for cause, and on 60 days notice prior to the first anniversary, 120 days notice thereafter but prior to the second anniversary and 180 days notice following the second anniversary. PacWest may terminate the agreement on 60 days notice, always provided that if there is a change of control and within three months thereof PacWest has good cause, PacWest may immediately terminate the agreement and will be entitled to a payment equal to the fees and bonuses which would have accrued over the next 365 days.

- Marble has entered into an agreement with Burton Management Consulting Ltd. ("**BMCL**"), pursuant to which BMCL supplies the services of Ronald Burton to fulfill the office and provide the services of Marble's CFO. The agreement provides for consideration of $6,000 per month. The initial term of the agreement ends on February 28, 2019, with a provision for automatic extensions of successive one year terms unless terminated by either party. Marble may terminate the agreement immediately upon death, incapacity or for cause, and otherwise on 30 days notice. BMCL may terminate the agreement on 90 days notice, always provided that if there is a change of control and within three months thereof BMCL has good cause, BMCL may immediately upon written notice terminate the agreement for cause and will be entitled to a payment equal to the fees and bonuses which would have accrued over the next 60 days.

INDEBTEDNESS OF DIRECTORS, OFFICERS AND PROMOTERS

Other than "routine indebtedness" as defined in applicable securities legislation, since January 1, 2017, being the commencement of the Reporting Year, none of:

(a) the executive officers, directors, employees and former executive officers, directors and employees of Marble or any of its subsidiaries;

(b) the proposed nominees for election as a director of Marble; or

(c) any associates of the foregoing persons;

is or has been indebted to Marble or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Marble or any of its subsidiaries, and which was not entirely repaid on or before the date of this Prospectus.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

Audit Committee

Audit Committee Charter

Marble's audit committee charter is attached as Schedule "C" hereto.

Composition

As at the date of this Prospectus, the members of Marble's audit committee are Robert Geisthardt (chair), Jason Scharfe and Julie McClure, all of whom are "independent" as that term is defined in National Instrument 52-110 Audit Committees ("**NI 52-110**"). All members of the audit committee are "financially literate" as that term is defined in NI 52-110.

Relevant Education and Experience

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set 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. All of the current members of the audit committee have extensive experience in financial matters, through their participation in the management of private and publicly traded companies, and each has a broad understanding of accounting principles used by Marble to prepare financial statements and varied experience as to the general application of such accounting principles, as well as an understanding of its internal controls and procedures for financial reporting. In addition to each audit committee member's general business experience, please see "*Directors and Executive Officers*" for additional detail regarding each member's education and experience which is relevant to the performance of their responsibilities as audit committee members.

Audit Committee Oversight

At no time since the commencement of the Reporting Year was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the board of directors.

Reliance on Certain Exemptions

During the Reporting Year, Marble was not subject to NI 52-110 and therefore did not rely on the exemption in Section 2.4 of NI 52-110 (*de minimis* non-audit services) or Part 8 of NI 52-110, in whole or in part.

Pre-Approval of Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. The engagement of non-audit services is considered by the Board of Directors, and where applicable by the audit committee, on a case by case basis.

External Auditor Service Fees

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

	FYE 2017[1]	**FYE 2016[1]**
Audit fees	84,590	60,457
Audit related fees	--	--
Tax fees	--	--
All other fees (non-tax)	--	--
Total Fees:	**84,590**	**60,457**

(1) Includes audit, assurance and accounting fees charged to the Company's subsidiaries, TPF and TPFM.

Exemption

In respect of the Reporting Year, Marble was not subject to NI 52-110 and thus did not rely on the exemption from full compliance with NI 52-110 granted for "venture issuers" under Part 6 of NI 52-110.

Corporate Governance

Board of Directors

The Board of Directors facilitates the exercise of independent supervision over Marble's management through frequent meetings of the Board and meetings with senior management.

A director is considered "independent" if free from any direct or indirect material relationship with the company. A material relationship is a relationship which could, in the view of the company's Board of Directors, be reasonably expected to interfere with the exercise of a member's independent judgment. Messrs. Jason Scharfe, Vikas Ranjan, Robert Geisthardt and Julie McClure are considered to be "independent" directors. Mr. Mike Marrandino in not considered independent, as he serves as an executive officer and receives compensation outside of director fees.

Directorships

The following table sets out the directors of the Company who have been directors of other reporting issuers or the equivalent in any Canadian or foreign jurisdiction in the past five years:

Director	Name of Reporting Issuer	Market
Michele (Mike) Marrandino	Keek Inc. (formerly Primary Petroleum Corp.) Niogold Mining Corp. Intrinsic 4D Inc. Global Daily Fantasy Sports Inc. (formerly Lariat Energy Ltd.)	TSX Venture TSX Venture NEX TSX Venture
Vikas Ranjan	The Mint Corp. Intrinsic 4D Inc. Gravitas Financial Inc.	TSX Venture NEX CSE
Robert Geisthardt	Secova Metals Corp. Blue Moon Zinc Corp.	TSX Venture TSX Venture
Jason Scharfe	Secova Metals Corp. ProSmart Enterprises Inc. (formerly Sora Capital Corp.) Corazon Gold Corp. (now NanoSphere Health Sciences Inc.) Carl Data Solutions Inc.	TSX Venture TSX Venture TSX Venture (now CSE) CSE

Orientation

The Company has not yet developed an official orientation or training program for directors or for the continuing education of directors. If and when new directors are added, however, they have the opportunity to become familiar with the Company by meeting with other directors and officers of the Company. As each director has a different skill set and professional background, orientation and training activities are and will continue to be tailored to the particular needs and experience of each director. Inquiries are handled by the Board on a case by case basis with outside consultation, if required. The Company makes continuing education available to directors as the need or opportunity arises, and encourages open discussion at all meetings to foster and encourage critical thinking and learning.

Ethical Business Conduct

The board of directors has not adopted a written code of ethics for its directors, officers, employees and consultants. The board of directors, however, conducts itself with high business and moral standards and follows all applicable legal and financial requirements.

The board has concluded that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the board in which the director has an interest, are sufficient to ensure that the board operates independently of management and in the best interests of the Company and its shareholders.

Nomination of Directors

The Board as a whole is responsible for identifying, as needed, new candidates for the Board and recommending director nominees for the next annual meeting of the shareholders.

Compensation

The Company does not have a compensation committee. The board of directors as a whole is responsible for determining all forms of compensation, including long-term incentives in the form of stock options to be granted to directors, officers, employees and consultants of the Company. The board of directors is also responsible for reviewing recommendations for compensation of the Chief Executive Officer and other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the board of directors will consider: (i) recruiting and retaining officers critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general. In making its decisions, the Board relies upon the general experience of the directors, but as needed my retain and otherwise consult with outside consultants to provide independent reports on compensation paid by comparable companies.

Other Board Committees

The Company has no other committees other than the audit committee.

Assessments

Any committee of the directors and individual directors are assessed on an ongoing basis by the board of directors as a whole. The board of directors has not, as yet, adopted formal procedures for assessing the effectiveness of the board, the audit committee or individual directors. The Board monitors and discusses from time to time the adequacy of information given to directors, the effectiveness of communications between Board members and management, and the processes of the Board and its committees. Directors are encouraged to discuss any perceived issues or weaknesses that they feel may impair the effective operation of the Board.

PLAN OF DISTRIBUTION

Commercially Reasonable Efforts Offering

Pursuant to an agency agreement (the "**Agency Agreement**") dated <*>, 2018, the Company appointed the Agent to offer for sale in the Selling Jurisdictions, on a "commercially reasonable efforts" basis, a minimum of 15,000,000 Units up to a maximum of 30,000,000 Units at a price of $0.20 per Unit for minimum gross proceeds of $3,000,000 up to maximum gross proceeds of $6,000,000. Each Unit shall consist of one Common Share and one half of one common share purchase warrant (each whole warrant being a "**Warrant**"). Each Warrant shall entitle the holder thereof to acquire one Common Share in the capital of the Company at an exercise price of $0.35 per Warrant Share for a period of 12 months following the Closing Date. The Company has also granted the Agent an Over-Allotment Option, exercisable in whole or in part at any time prior to the Closing Date, to offer to sell up to an additional 4,500,000 Units sold under the Offering on the same terms as set forth above. The price of the Units was established through negotiation between the Company and the Agent.

Under the terms of the Agency Agreement, the Company has agreed to pay to the Agent a cash commission of 9% of the gross proceeds pursuant to the Offering and a Corporate Finance Fee of $30,000 plus GST, in cash, of which $15,000 plus GST has been paid and the balance of which is payable upon completion of the Offering. In addition, the Company has agreed to grant to the Agent that number of Agent's Options equal to 9% of the number of Offered Units sold in the Offering, with each Agent's Option entitling the Agent to purchase one (1) Common Share of the Company at a price of $0.20 per share until the date that is twelve (12) months from the Closing Date. This Prospectus also qualifies the distribution of any Additional Units issued pursuant to the exercise of the Over-Allotment Option and the Agent's Options. The Company is responsible for all reasonable out-of-pocket expenses incurred by the Agent in connection with the Offering, including fees and disbursements of the Agent's legal counsel. As of the date hereof, the Company has paid the Agent a retainer of $25,000 to be applied by the Agent against these anticipated expenses.

The obligations of the Agent under the Agency Agreement may be terminated at any time before the closing of the Offering at the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated at any time on the occurrence of certain other stated events.

Other than the Offering expenses disclosed elsewhere in this Prospectus and payments to be made to the Agent as disclosed in this section, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder, or any other person or company in connection with this Offering.

Subscriptions will be received for the Offered Units offered hereby subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, or in the event that the Offering does not complete within the time required, the subscription price and the subscription will be returned to the purchaser forthwith without interest or deduction.

The Common Shares and Warrants will be issued and deposited in electronic form with CDS or its nominee. A purchaser of Common Shares and Warrants will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares and Warrants were purchased.

Minimum Distribution

All subscription funds will be held in trust by the Agent until the Minimum Offering is realized, or the Offering is otherwise closed. If the Offering is not completed within the term of the Agency Agreement or the time required by the rules of the Securities Commissions, the subscription price and the subscriptions will be returned to the subscribers forthwith without interest or deduction. Closing of this Offering is conditional upon the Company raising the Minimum Offering being sold within 90 days of the issuance of the final receipt for the final Prospectus or, if a receipt is issued for an amendment to the final Prospectus, within 90 days of the issuance of such receipt and, in any event, not later than 180 days from the date of a receipt is issued for the final Prospectus.

Listing Application

The Company has applied to list its Common Shares, including the Common Shares forming part of the Units distributed pursuant to this Prospectus and any Common Shares issued upon exercise of the Over-Allotment Option, Warrants and Agent's Options, on the Exchange. Listing of the Company's Common Shares will be subject to the Company meeting all of the listing requirements prescribed by the Exchange.

IPO Venture Issuer

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, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

RISK FACTORS

An investment in the Offered Units involves significant risks and uncertainties and should be considered highly speculative due to the nature of the Company's business and its present stage of development. These include, but are not limited to, risks and uncertainties related to:

- a limited operating history and growth management
- a history of losses
- a history of negative cash flow from operating activities
- capital requirements and dilution
- current and future indebtedness
- ability to source new customers and originate sufficient loan volume
- customer risk management and risk of customer loan defaults
- ability to manage cash flow and liquidity
- negative economic conditions, interest rate fluctuations and tight credit markets
- regulation and compliance
- competition
- marketing efforts and strategic partnerships
- product development
- intellectual property protection and infringement
- security breaches and system integrity
- protection of customer's personal information
- negative publicity
- limited human resources and key personnel
- conflicts of interest
- reliance on third party service providers
- price volatility and lack of active trading market

These risks and uncertainties should be carefully considered, and are qualified in their entirety by reference to, and should be read in conjunction with, the detailed information appearing elsewhere in this Prospectus, including the Company's financial statements and its accompanying notes, before purchasing Offered Units. These risks and uncertainties are not the only ones facing the Company, but are those that the Company is currently aware of and believes to be material. If any of these risks and uncertainties or any other risks and uncertainties that have not been identified occur, or those that are currently not considered material become material, the Company's business, operations, financial results, financial condition, cash flows and prospects could be materially and adversely affected. Investors should only purchase Offered Units if they can afford to, and are prepared to, lose part or even all of their investment.

Limited Operating History / Growth Management

The Company has a limited operating history and its business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stages of development. There can be no assurance that the Company will be successful in addressing these risks.

In addition, future growth may require the Company to expand its human resources and to further develop and improve its operational, financial, management and compliance systems as well as its reporting controls and procedures. If the Company cannot manage its growth effectively, its business, operations, operating results, financial condition and prospects will be adversely affected.

History of Losses

The Company has generated net losses since inception. In order to generate increased revenues, the Company expects that it will need to incur significant additional and ongoing expenses for marketing, product development and other business matters. There can be no assurances that the Company will recognize additional revenue exceeding the cost of such expenses, or that it can otherwise achieve profitability in the future. Even if the Company becomes profitable, there can be no assurances that such profitability can be sustained in either the short or long term.

Negative Cash Flow from Operating Activities

The Company has had negative cash flow from operating activities since inception. In order to begin to produce positive cash flow from operating activities, the Company needs to generate profit from its operations. There can be no assurances that the Company can achieve positive cash flow from operating activities in either the short or long term, or if achieved that such can be sustained.

Capital Requirements

The Company requires significant amounts of additional capital to expand its lending operations. In addition to the pool of capital required to fund lending operations, the Company also expects to expend substantial funds for its ongoing development, including but not limited to:

- marketing and promotional expenses;
- product development, including the continued development of the Marble Platform;
- enhancing our operating infrastructure, including personnel costs, both in terms of hiring additional employees and consultants as well as increases in current compensation as the business grows;
- general and administrative expenses, including legal, accounting, transfer agency, regulatory filing fees and other expenses related to being a public company; and
- acquisitions of complementary businesses or technology.

Additional capital may also be required to address unexpected business challenges, which may result in increased costs for current plans or additional costs to accelerate development.

Since inception, the Company has had negative operating cash flow. The negative operating cash flow is expected to continue for the foreseeable future as significant amounts of funds are expended on operating expenses, the further development of the Marble Platform and administrative costs. The Company can make no assurances that it will ever generate sufficient internal funds from operations to meet its expenses or otherwise reach positive operating cash flow, or if reached that such can be maintained in the short or long term.

If additional capital is required, equity and/or debt financing may not be available on terms acceptable to the Company, if at all. Any failure to have sufficient capital on hand if, as and when required will have a negative impact on the Company's ability to continue to pursue its business objectives, and its ability to respond to business opportunities, challenges or unforeseen circumstances could be significantly limited. As a result, the Company's business, operations, operating results, financial condition and prospects would be adversely affected.

If the Company raises additional capital through the issuance of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of the common shares. If the Company raises additional capital through the issuance of debt securities, the increased indebtedness may impair its ability to obtain additional financing in the future, may result in negative covenants that will restrict financial or operational matters, and will increase the Company's vulnerability to adverse general economic and industry conditions, as any significant reduction in revenue could result in a default and potential insolvency.

Current and Future Indebtedness

To date, the Company has raised, and in the future expects to continue to raise, capital through the issuance of bonds, which require ongoing interest and principal repayments and represents a funding concentration risk. Historically, a significant portion of such bonds have, as they become due, been rolled-over or extended into new bonds or debt instruments. There can be no assurances that this trend will continue, and if large numbers of bonds become due and payable within a short period of time, the Company may not be able to satisfy its repayment obligations and may be rendered insolvent. This substantial indebtedness also increases the Company's vulnerability to adverse general economic and industry conditions, and any significant reduction in revenue could result in a default under the bonds and potential insolvency.

Our ability to make payments of principal and interest on our funding debt will depend on our future operating performance and our ability to enter into additional debt and equity financings, which to a certain extent is subject to economic, financial, competitive and other factors beyond our control. If, in the future, we are unable to generate sufficient cash flow to service our debt, we may be subject to accelerated payments or other penalties which would negatively affect our liquidity and solvency and we may be required to refinance all or a portion of our existing debt or obtain additional financing, likely on terms that are punitive or otherwise unfavourable to the Company. There can be no assurance that any such refinancing would be possible or that any additional financing could be obtained on acceptable terms.

New Customers / Loan Volume

To sustain ongoing lending operations, the Company must continuously source new loan customers, who borrow sufficient amounts of money from the Company to support lending operations. The Company may be required to devote significant amounts of capital and human resources in marketing efforts to attract and obtain the acceptance of such loan customers. There can be no assurances that, at any point in time, whether due to changing economic factors, legal regulation or competition, there will be a market for the Company's loan products and that the Company will be able to attract a sufficient number of qualified loan customers, or that such customers will borrow a sufficient amount of funds from the Company, required to sustain lending operations.

Customer Risk Management / Loan Defaults

The Company's target market for loan customers, individuals who are undergoing consumer proposals and who do not qualify for financing from conventional lenders, have a higher credit risk and accordingly a higher risk of default and non-repayment. A significant factor in the Company’s success will be its ability to determine and manage the risk of customer loan defaults. In the event that the Company’s policies and criteria are too restrictive, it will not be able to originate a sufficient amount of loans to sustain operations. In the event that the Company’s criteria is too relaxed, the expected increase in loan defaults will have a negative impact on the Company’s profitability, reputation, and may even jeopardize the Company’s solvency. High customer default rates may also have a negative effect on the Company’s access to credit and alternative financing sources, or constitute a default under its then-existing borrowing arrangements.

An accurate assessment of credit risk depends on the accuracy and completeness of data relating to the applicant, much of which is derived from third party sources and some of which is provided by loan applicants. If we are unable to access the third-party data used in our credit scores, our access to such data is limited or such information is outdated, incorrect or incomplete, or we are unable to further verify information provided by applicants, our ability to accurately evaluate potential loan customers will be reduced, and we may be unable to accurately and effectively determine credit risk and predict probable credit losses inherent in our loan portfolio, which would negatively impact our business, operating results, financial condition and prospects.

In addition, we use identity and fraud check analyzing data provided by external databases to authenticate each customer’s identity. There is a risk, however, that these checks could fail, and fraud may occur. We may not be able to recoup funds underlying loans made in connection with inaccurate statements, omissions of fact or fraud, in which case our revenue and profitability will be harmed. Fraudulent activity or significant increases in fraudulent activity could also lead to regulatory intervention, negatively impacting our operating results, brand and reputation and require us to take steps to reduce fraud risk, which could increase costs.

Even with appropriate lending policies, customer default rates may be significantly affected by economic downturns or general economic conditions beyond our control and beyond the control of individual customers. In particular, loss rates on customer loans may increase due to factors such as prevailing interest rates, the rate of unemployment, the level of consumer and business confidence, commercial real estate values, the value of the Canadian dollar, energy prices, changes in consumer and business spending, the number of personal bankruptcies, disruptions in the credit markets and other factors. There can be no assurances that the Company’s risk management policies and criteria will prove either appropriate or effective, and that despite the Company’s processes and efforts it will not be subject to levels of loan defaults which will have an adverse impact on our business, operating results, financial condition and prospects.

The composition of the Company's loan portfolio may also vary widely from time to time and may be concentrated by type of security, industry or geography, resulting in the portfolios being less diversified than anticipated. A lack of diversification may result in the Company being exposed to economic downturns or other events that have an adverse and disproportionate effect on particular types of security, industry or geography, which would then have an adverse impact on our business, operating results, financial condition and prospects.

The Company may also mitigate risk by requiring loans to be secured with personal guarantees and or pledged collateral. At present, the majority of the Company’s loans are unsecured. Even where secured, there is a substantial risk that such guarantees and collateral may be inadequate or may be unenforceable by the Company. All real and personal property assets are subject to elements of risk. Real property value and some personal property value are affected by general economic conditions, local real property markets and business markets, the attractiveness of a real property and personal property to tenants or purchasers, competition from other available real properties and other factors. While independent appraisals are generally required before making any asset-backed loans, the appraised values provided therein, even where reported on an "as is" basis, will not necessarily be reflective of the market value of the underlying real property or personal property, which may fluctuate. To the extent that the appraised value cannot be obtained on a sale of the property, there is a risk of loss for the Company.

Cash Flow Management / Liquidity

The Company's cash flow must be carefully managed and customer loan repayments scheduled so that there is sufficient liquidity to repay bonds and discharge other liabilities as they become due. This may also result in the inefficient or incomplete deployment of the Company's capital into customer loans, as funds may need to be kept in reserve or left idle to meet the timing of such repayments instead of being re-deployed to earn interest revenue. There can be no assurances that the mis-timing of cash flow will not occur, with the result that the Company is in default of its repayment obligations and may render the Company insolvent, which will have a negative impact on its business, operations, financial condition and prospects.

Economic Conditions / Interest Rate Fluctuations

Uncertainty and negative trends in general economic conditions in Canada and abroad, including significant tightening of credit markets, historically have created a difficult environment for companies in the lending industry. Many factors, including factors that are beyond our control, may have a detrimental impact on our operating results and prospects. These factors include general economic downturns, unemployment levels, energy costs and interest rates, as well as events such as natural disasters, acts of war, terrorism and catastrophes. Many of our customers are individuals that have gone through or about to enter into a consumer proposal. Accordingly, our customers may be more likely to be affected or more severely affected by adverse economic conditions than individuals with established credit. These conditions may result in a higher default rates by our existing and future customers.

Our business may be adversely affected by material changes to the interest rate charged to our customers and paid to our bondholders. Interest rate changes are highly sensitive to many macroeconomic factors beyond our control, such as inflation, recession, unemployment, the state of the credit markets, changes in market interest rates, global economic disruptions and the fiscal and monetary policies of the federal government and its agencies. In the event that the spread between the rate at which we lend to our customers and the rate at which we borrow from our lenders and bondholders decreases, our business, operating results, cash flow, financial condition and prospects will be adversely affected.

Volatility in the credit markets may also have an adverse effect on our ability to obtain debt financing. In the event of a sudden or unexpected shortage of funds in the banking system, we cannot be sure that we will be able to maintain necessary levels of funding without incurring high funding costs, a reduction in the term of funding instruments or the liquidation of certain assets. If we were to be unable to arrange new or alternative methods of financing on favorable terms, we may have to curtail our origination of loans, which could have a material adverse effect on our business, operating results, cash flow, financial condition and prospects.

There can be no assurance that economic conditions will remain favorable for our business or that demand for our loans or default rates by our customers will remain at current levels. Reduced demand for our loans would negatively impact our growth and revenue, while increased default rates by our customers may inhibit our access to capital and negatively impact our profitability.

Regulation

The financial services industry is highly regulated. Changes in regulations or in the way regulations are interpreted or applied to our business could adversely affect our business.

Our business is subject to numerous federal, provincial and other local laws, ordinances and regulations in each of the jurisdictions in which we operate, and changes to these regulations or in the way they are interpreted or applied to our business could adversely affect our business by imposing additional costs or restrictions on the manner in which we conduct our business. These regulations govern, or affect, among other things:

- lending and collection practices, such as truth in lending;

- interest rates and usury restrictions;
- loan amounts and fee limitations;
- licensing and posting of fees;
- currency reporting; and
- privacy of consumer personal information.

Consumer protection laws in the provinces in which we operate specify that if our business involves the provision of credit, as defined therein, we may be required to comply with various disclosure requirements, including in some instances disclosure requirements concerning the costs of credit.

We have reviewed and revised our business model to ensure it is in compliance with applicable provincial laws at the date hereof. There is a risk that regulatory bodies or consumers could assert that certain federal or provincial laws are applicable where we have determined that they are not, and that we are not in compliance with such applicable requirements. If it is determined that we have not complied with the requirements of applicable laws, we could be subject to either or both (1) civil actions for nullification of contracts, rebate of some or all payments made by customers, and damages, and (2) prosecution for violation of the laws, any of which outcomes could have a material adverse effect on the Company. If we develop and introduce new products and services, or expand operations into new markets, we may become subject to additional laws and regulations.

Future legislation or regulations may restrict our ability to continue our current methods of operation or expand our operations and may have a negative effect on our business, results of operations, financial condition and prospects. In addition, future legislation or regulations, or amendments to the existing regulatory regime, could require us to modify our platform and processes, which may cause us to incur additional costs.

We and other participants in our industry are currently, and may in the future be, subject to litigation and regulatory proceedings which could generate adverse publicity or cause us to incur substantial expenditures or modify the way we conduct our business. Changes in laws or regulations, new precedents or interpretation of existing laws, changes in regulatory bodies with oversight for our business, or our failure to comply with applicable laws and regulations, may have a material adverse effect on our business, prospects, results of operations, and financial condition. In addition, a proceeding relating to one or more allegations or findings of our violation of such laws could result in modifications in our methods of doing business that could impair our ability to collect payments on our loans or to acquire additional loans or could result in the requirement that we pay damages and/or cancel the balance or other amounts owing under loans associated with such violation.

Competition

The Company faces competition from a number of other debt restructuring and lending operations in Canada, many of whom have greater visibility as well as financial and human resources than the Company, giving such competitors a significant advantage in marketing and operations. The Company has also traditionally offered loans to a specific target market – consumer proposals, and the Company’s competitors offering similar products and services as the Company may also serve a more diversified target market and have multiple product offerings, giving such competitors a more robust and flexible business. In addition, other traditional lending companies that primarily lend to individual consumers may begin to focus, or may in the future focus, their efforts on lending to individuals in consumer proposals.

Increased competition will not only impact the Company’s ability to attract new clients, but may also result in “price wars” and increase the costs of doing business, which a competitor may be able to sustain far more effectively than the Company. If the Company is unable to effectively compete, its business, operating results, financial condition and prospects will be negatively affected.

Marketing Efforts / Strategic Partnerships

To date, the Company has derived its revenue from a limited number of markets and products. In order to generate increased awareness, the Company will engage in direct marketing efforts as well as enter into partnerships with other players in the debt restructuring industry. There can be no assurances that such efforts will be successful or even cost-effective in expanding the Company's market reach.

We believe that an important component of our growth will be continued market penetration through our marketing channels. To achieve this growth, we anticipate relying heavily on marketing and advertising to increase the visibility of the Marble brand with potential customers, LITs and debt restructuring companies. The goal of this marketing and advertising is to increase the strength, recognition and trust in the Marble brand, drive more unique visitors to submit loan applications on our website, white label our loan application to debt restructuring companies, and ultimately increase the number of loans made to our customers.

4 Pillars has historically been the source of the majority of the Company's loan clients. There is no certainty that 4 Pillars will continue to supply loan client referrals to the Company. In addition, there is no certainty that the Company will be able to enter into arrangements with other debt restructuring companies and LITs for the referral of new loan clients. If the Company is not able to source new loan clients, its operations could be negatively impacted.

On July 1, 2014, new anti-spam legislation came into effect in Canada for the purpose of helping to protect Canadians from unwanted electronic messages. The legislation imposes new requirements on organizations when sending "commercial electronic messages" such as email, SMS and instant messaging, such that organizations must have the express or implied consent of the recipient to send those messages. The legislation establishes requirements for sending marketing messages that may prevent the Company or its advertising agency partners from initiating certain types of marketing campaigns or engaging in select marketing practices, which may limit our marketing outreach and product awareness, and have an adverse effect on our business, operations, financial results, financial condition and prospects.

Product Development

We operate in a nascent industry characterized by rapidly evolving technology and frequent product introductions. If we do not continue to innovate or respond to evolving technological changes, the demand for our loans may decline. If our Marble Platform enhancements do not achieve sufficient market acceptance, our competitive position and financial results will be harmed.

We rely on our proprietary technology to make our platform available to customers, determine the creditworthiness of loan applicants and service the loans we make to customers. In addition, we may increasingly rely on technological innovation as we introduce new products, expand our current products into new markets and continue to streamline the lending process. The process of developing new technologies and products is complex, and if we are unable to successfully innovate and continue to deliver a superior customer experience, customer demand for our loans may decrease and our growth and operations may be harmed.

Software developed for our proprietary platform often contains errors, defects, security vulnerabilities or software bugs that are difficult to detect and correct, particularly when first introduced. Despite internal testing, our platform may contain serious errors or defects, security vulnerabilities or software bugs that we may be unable to successfully correct in a timely manner or at all, which could result in lost revenue, significant expenditures of capital and damage to our reputation and brand, any of which could have an adverse effect on our business, results of operations, financial condition or prospects. Since the software we use is a critical component to our proprietary platform, errors, defects, security vulnerabilities, service interruptions or software bugs in our platform could result in inappropriate loan decisioning.

We incur expenses and expend resources up front to develop platform enhancements and to incorporate additional features, improve functionality or otherwise make our platform more desirable to our customers. New platform enhancements must achieve high levels of market acceptance in order for us to recoup our investment in developing and bringing them to market. Any changes to our platform could fail to attain sufficient market acceptance for many reasons, including, without limitation, the following:

- our failure to predict market demand accurately and supply loan products that meet this demand in a timely fashion;
- borrowers using our platform may not like, find useful or agree with any changes;
- defects, errors or failures in our platform;
- negative publicity about our loan products or our platform's performance or effectiveness;
- delays in releasing to the market new loan products or platform enhancements; and
- the introduction or anticipated introduction of competing products by our competitors.

If our platform enhancements do not achieve adequate acceptance in the market, our competitive position, revenue and operating results could be harmed. The adverse effect on our financial results may be particularly acute because of the significant development, marketing, sales and other expenses we will have incurred in connection with the new loan products or enhancements.

Intellectual Property Protection

It may be difficult and costly to protect our intellectual property rights, and we may not be able to ensure their protection. Our ability to lend to our customers depends, in part, upon our intellectual property. We primarily rely on copyright, trade secret and trade-mark laws, trade secret protection and confidentiality or license agreements with our employees, customers and others to protect our intellectual property rights. However, the steps we take to protect our intellectual property rights may be inadequate. We currently do not have any issued patents.

In order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defences, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Our failure to secure, protect and enforce our intellectual property rights could seriously harm our brand and adversely affect our business.

Intellectual Property Infringement

Our competitors, as well as a number of other entities and individuals, may claim that we infringe their intellectual property rights which would harm our business. Claims of infringement are becoming increasingly common as the software industry develops and there can be no assurances that third parties will not assert infringement claims against us in the future.

We utilize third-party software in our Marble Platform. This software is licensed from the entity holding the intellectual property rights. Although we believe that we have secured proper licenses for all third-party software that is integrated into our platform, third parties may assert infringement claims against us in the future. Any such assertion may result in litigation or may require us to obtain a license for the intellectual property rights of third parties. Such litigation could be disruptive to our ability to generate revenue or enter into new market opportunities. Such licenses may not be available, or they may not be available on reasonable terms. Significantly increased costs may result from our defense against those claims or our attempt to license the intellectual property rights or rework our platform to ensure they comply with judicial decisions. Even if we were to prevail, any litigation regarding our intellectual property could be costly and time-consuming and divert the attention of our management and key personnel from our business operations. Any of the foregoing could have a significant adverse effect on our business and operating results as well as our ability to generate future revenue.

We incorporate open source software into our proprietary platform and into other processes supporting our business. The terms of various open source licenses have not been interpreted by courts, and there is a risk that such licenses could be construed in a manner that limits our use of the software, inhibits certain aspects of the platform and negatively affects our business operations. Any failure to comply with the terms of one or more of these open source licenses could negatively affect our business.

Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the type of open source software we use. If portions of our proprietary platform are determined to be subject to an open source license, or if the license terms for the open source software that we incorporate change, we could be required to publicly release the affected portions of our source code, re-engineer all or a portion of our platform or change our business activities. In addition to risks related to license requirements, the use of open source software can lead to greater risks than the use of third-party commercial software, as open source licensors generally do not provide warranties or controls on the origin of the software. Many of the risks associated with the use of open source software cannot be eliminated and could adversely affect our business.

Security Breaches and System Integrity

The automated nature of our platform may make it an attractive target for hacking and potentially vulnerable to computer viruses, physical or electronic break-ins and similar disruptions. Despite efforts to ensure the integrity of our platform, it is possible that we may not be able to anticipate or to implement effective preventive measures against all security breaches of these types, in which case there would be an increased risk of fraud or identity theft, and we may experience losses on, or delays in the collection of amounts owed on, a fraudulently induced loan.

In addition, our platform may be subject to distributed denial of service, or DDoS, attacks in the future, a technique used by hackers to take an internet service offline by overloading its servers. We cannot guarantee that applicable recovery systems, security protocols, network protection mechanisms and other procedures are or will be adequate to prevent network and service interruption, system failure or data loss. Moreover, our platform and our third-party apps could be breached if vulnerabilities in our platform are exploited by unauthorized third parties. Since techniques used to obtain unauthorized access change frequently and the size of DDoS attacks is increasing, we may be unable to implement adequate preventative measures or stop the attacks while they are occurring. A DDoS attack or security breach could delay or interrupt service to our customers. In addition, any actual or perceived DDoS attack or security breach could damage our reputation and brand, expose us to a risk of litigation and possible liability and require us to expend significant capital and other resources to alleviate problems caused by the DDoS attack or security breach. Some jurisdictions have enacted laws requiring companies to notify individuals of data security breaches involving certain types of personal data and our agreements with certain merchants require us to notify them in the event of a security incident. Such mandatory disclosures could lead to negative publicity and may cause our merchants to lose confidence in the effectiveness of our data security measures. Moreover, if a high profile security breach occurs with respect to one of our competitors, customers may lose trust in the security of our platform and business model generally, which could adversely impact our ability to conduct business.

The software that we have developed to use in our daily operations is highly complex and may contain undetected technical errors that could cause our computer systems to fail. Because each loan that we make involves our proprietary lending process, any failure of our computer systems involving our loan approval process and any technical or other errors contained in the software pertaining to our lending process could compromise our ability to accurately evaluate potential customers, which would negatively impact our results of operations, financial condition and prospects. Furthermore, any failure of our computer systems could cause an interruption in operations and result in disruptions in, or reductions in the amount of, collections from the loans we make to our customers.

Our business depends on our employees and third-party service providers to process a large number of increasingly complex transactions, including transactions that involve significant dollar amounts and loan transactions that involve the use and disclosure of personal and business information. We could be materially adversely affected if transactions are redirected, misappropriated or otherwise improperly executed, if personal and business information is disclosed to unintended recipients or if an operational breakdown or failure in the processing of other transactions occurs, whether as a result of human error, a purposeful sabotage or by means of a fraudulent manipulation of our operations or systems.

If any of our employees or third-party service providers take, convert or misuse funds, documents or data or fail to follow our protocol when interacting with customers, we could be liable for damages and subject to regulatory actions and penalties. As a result, we could also be perceived to have facilitated or participated in illegal misappropriation of funds, documents or data, or failed to have followed protocol, and therefore be subject to civil or criminal liability. It is not always possible to identify and deter misconduct or errors by employees or third-party service providers, and the precautions we take to detect and prevent such activities may not be effective in controlling unknown or unmanaged risks or losses. Any of these occurrences could result in our diminished ability to operate our business, potential liability to our customers, inability to attract future customers, reputational damage, regulatory intervention and financial harm, which could negatively impact our business, results of operations, financial condition and prospects.

Personal Information Protection

The collection, processing, storage, use and disclosure of personal data could give rise to liabilities as a result of governmental regulation, conflicting legal requirements or differing views of personal privacy rights. We receive, transmit and store a large volume of personally identifiable information and other sensitive data from customers and potential customers. There are federal, provincial and foreign laws regarding privacy and the storing, sharing, use, disclosure and protection of personally identifiable information and sensitive data. Specifically, personally identifiable information is increasingly subject to legislation and regulations to protect the privacy of personal information that is collected, processed and transmitted. Any violations of these laws and regulations may require us to change our business practices or operational structure, address legal claims and sustain monetary penalties and/or other harms to our business.

We store our customers' personal and credit information and other sensitive data through third party service providers in the cloud. Any accidental or willful security breaches or other unauthorized access could cause the theft and criminal use of this data. Security breaches or unauthorized access to confidential information could also expose us to liability related to the loss of the information, time-consuming and expensive litigation and negative publicity. If security measures are breached because of third-party action, employee error, malfeasance or otherwise, or if design flaws in our software are exposed and exploited, and, as a result, a third party obtains unauthorized access to any of our customers' data, our relationships with our customers will be severely damaged, and we could incur significant liability.

Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until they are launched against a target, we and our third-party hosting facilities may be unable to anticipate these techniques or to implement adequate preventative measures. In addition, certain provinces have enacted laws requiring companies to notify individuals of data security breaches involving their personal data. These mandatory disclosures regarding a security breach are costly to implement and often lead to widespread negative publicity, which may cause our customers to lose confidence in the effectiveness of our data security measures. Any security breach, whether actual or perceived, would harm our reputation and we could lose customers.

The regulatory framework for privacy issues in Canada is constantly evolving and is likely to remain uncertain for the foreseeable future. The interpretation and application of such laws is often uncertain, and such laws may be interpreted and applied in a manner inconsistent with our current policies and practices or require changes to the features of our platform. If either we or our third-party service providers are unable to address any privacy concerns, even if unfounded, or to comply with applicable laws and regulations, it could result in additional costs and liability, damage our reputation and harm our business.

Negative Publicity

Our reputation is very important to attracting new customers to our platform, securing repeat lending to existing customers, and attracting new clients from other debt restructuring firms. While we believe that we have a good reputation and that we provide our customers with a superior experience, there can be no assurance that we will continue to maintain a good relationship with our customers or avoid negative publicity. Any damage to our reputation, whether arising from our conduct of business, negative publicity, regulatory, supervisory or enforcement actions, matters affecting our financial reporting or compliance with British Columbia Securities Commission and Exchange listing requirements, security breaches or otherwise could have a material adverse effect on our business.

Limited Human Resources / Key Personnel

We believe our success has depended, and continues to depend, on the efforts and talents of our executives and employees. Our future success depends on our continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and we may incur significant costs to attract and retain them. In addition, the loss of any of our senior management or key employees could materially adversely affect our ability to execute our business plan and strategy, and we may not be able to find adequate replacements on a timely basis, or at all. We do not maintain key person life insurance policies on any of our employees.

Conflicts of Interest

Certain of the Company's directors, officers and other members of management do, and may in the future, serve as directors, officers, promoters and members of management of other companies and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of the Company's management team and their duties as a director, officer, promoter or member of management of such other companies. The Company's directors and officers are aware of the laws governing accountability of directors and officers for corporate opportunity and the requirement of directors to disclose conflicts of interest. The Company will rely upon these laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

Reliance on Third Party Service Providers

Our ability to review and select qualified borrowers depends on credit, identification, employment and other relevant information that we receive from third parties, including credit bureaus. If this information becomes unavailable or becomes more expensive to access, it could increase our costs as we seek alternative sources of information. If this third-party data is incorrect, our ability to identify qualified borrowers or approve loans may suffer and our business may be harmed.

We rely on a third party for the ACH transaction process used to collect payments from borrowers. As we are not a bank, we do not have the ability to directly access the ACH payment network, and must therefore rely on a service provider to process our loan payment transactions. If we cannot continue to obtain such services from our current institution, service provider or elsewhere, or if we cannot transition to another processor quickly, our ability to process payments will suffer. If we fail to adequately collect amounts owing in respect of the loans, as a result of the loss of direct debiting or otherwise, then payments to us may be delayed or reduced and our revenue and operating results will be harmed.

We rely on data centers to deliver our services. Any disruption of service at these data centers could interrupt or delay our ability to deliver our service to our customers.

We currently serve our customers from third-party cloud-based facilities. The continuous availability of our service depends on the operations of these facilities, on a variety of network service providers, on third-party vendors and on cloud operations staff. Even with current and planned disaster recovery arrangements, our business could be harmed.

Price Volatility and Lack of Active Trading Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies, particularly junior issuers, have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

The initial public offering price of the Units has been determined by negotiations between us and the Agent and may not be indicative of the price at which the Common Shares will trade following the completion of the Offering. We cannot assure investors that the market price of Common Shares will not materially decline below the initial public offering price.

There is currently no market through which the Company's Common Shares can be sold and there can be no assurance that one will develop or be sustained after the Offering. If an active market does not develop, the liquidity of your investment may be limited and the market price of the Common Shares forming part of the Offered Units and issued under any exercise of the Warrants may decline below the Offering Price.

PROMOTERS

Michele (Mike) Marrandino, the Chief Executive Officer, President and a director of the Company, may be considered to be the promoter of the Company within the meaning of securities legislation of the Selling Jurisdictions as he took the initiative in founding, organizing or substantially reorganizing the business of the Company.

Mr. Marrandino beneficially owns, or controls or directs, directly or indirectly, 4,850,000 Common Shares of the Company, representing 9.9% of the Company's voting securities upon the Minimum Offering and 8.7% upon the Maximum Offering. These Common Shares will be subject to escrow – see "*Escrowed Securities*". Additional information regarding any related party transactions with the Company are included in the sections entitled "*Management Discussion and Analysis*", "*Executive Compensation*" and in the notes to the Company's financial statements attached hereto; and any cease trade orders, bankruptcies or sanctions, if any, are included in the section entitled "*Directors and Officers*".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Since the commencement of the Reporting Year, there have been no legal proceedings material to the Company to which the Company or its subsidiaries is or was a party or of which any of their respective properties is or was the subject, nor are any such legal proceedings known by the Company to be contemplated.

There are no penalties or sanctions imposed against the Company by, or settlement agreements entered into by the Company before, a court relating to provincial or territorial securities legislation or by a securities regulatory authority with the three years immediately preceding the date of this Prospectus, or any other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set out elsewhere in this Prospectus (including the schedules hereto, including the financial statements and notes thereto), none of (a) the directors or executive officers of the Company, (b) principal shareholders, or (c) any associate or affiliate of such persons, has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year, that has materially affected or is reasonably expected to materially affect the Company. Certain directors, officers and principal shareholders of the Company subscribed for shares pursuant to private equity financings and debt settlements of the Company prior to the Offering. In addition, the directors and officers of the Company may be granted incentive stock options. See "*Executive Compensation*".

RELATIONSHIP BETWEEN ISSUER AND AGENT

The Company is not a "connected issuer" or "related issuer" to the Agent pursuant to the provisions of National Instrument 33-105.

AUDITOR, TRANSFER AGENTS AND REGISTRARS

The Company's auditor is Hay & Watson, Chartered Professional Accountants, located at 900 – 1450 Creekside Drive, Vancouver, BC, V6J 5B3.

Computershare Investor Services Inc. has been appointed to maintain the securities register and the register of transfers for the Common Shares. The Vancouver office of Computershare, located at 3rd Floor, 510 Burrard Street, Vancouver, BC, V6C 3B9, is the location where the securities register and register of transfers is maintained and where transfers of securities are recorded.

MATERIAL CONTRACTS

The following are the material contracts of the Company (a) entered into since January 1, 2017; or (b) entered into prior to January 1, 2017 if the material contract is still in effect as at the date of this Prospectus:

1. Agreement dated June 6, 2016 and in effect as of October 5, 2014, between TPF and Target Capital Inc., governing Target's holding of the majority of the shares of TPF, which is intended to make bonds issued by TPF an eligible investment for RRSP's, RRIF's, RESP's and TFSA's (a "deferred plan") – see "*Corporate Structure - Intercorporate Relationships*". Pursuant to the agreement, Target receives an annual fee equal to $2,500 plus 0.5% of the capital raised by TPF from a deferred plan in excess of $500,000 during that year. Target may not acquire any further shares, sell its shares or increase the annual fee or the capital raising fee without the approval of the majority of the minority shareholders of TPF. Target may not benefit from its position as majority shareholder, and should it receive any benefit other than the annual fee and capital raising fee, it will be returned to TPF for consideration of $10. Upon termination of the agreement, Target will return its TPF shares to treasury for consideration of $600. Target is indemnified against all claims arising out of or in connection with the agreement. The agreement remains in effect until Target ceases to be majority shareholder, and TPF may terminate the agreement on 90 days written notice or such shorter period as may be accepted by Target.

2. Amended and Restated Management Agreement dated July 1, 2016, between TPF and TPFM. See "*Corporate Structure - Intercorporate Relationships*".

3. Management Agreement dated July 1, 2016, between TPFM and Marble. See "*Corporate Structure - Intercorporate Relationships*".

4. Amended and Restated Loan Agreement (the "**TPF Loan Agreement**") dated June 13, 2016, between TPF as lender and TPFM as borrower. Pursuant to the agreement, TPF agrees to loan the funds raised through the issue of bonds to TPFM. Interest is charged at the rate applicable to the underlying bonds, with repayments of principal due at the time of, and in the amount of, the maturity of the underlying bonds. TPF may also request repayment of up to 10% of the aggregate amount owing under any outstanding bonds if and to the extent required to fund a request for early redemption of the bonds. Upon an event of default, TPF may declare all amounts owing, including accrued but unpaid interest, immediately due and payable.

5. Amended and Restated General Security Agreement dated June 13, 2016, between TPF as secured party and TPFM as debtor. Pursuant to the agreement, TPF was granted a security interest over all of TPFM's right, title and interest in and to all present and after acquired personal property owned, leased, licensed, possessed or acquired by TPFM, to secure TPFM's payment and performance of its obligations under the TPF Loan Agreement. TPFM may not sell, transfer, pledge or mortgage the collateral, or permit the creation of any other security interest in the collateral in favour of any person other than TPF, without the prior written consent of TPF. Upon an event of default, TPF may declare TPFM's obligations under the TPF Loan Agreement immediately due and payable and the security interest enforceable, at which time TPF may, among other things, take possession, collect, realize on, sell, lease or otherwise dispose of the collateral, appoint a receiver and take any other action, suit, remedy or proceeding authorized or permitted under the agreement or by law or in equity.

6. Loan Program Referral Agreement dated July 30, 2018, between TPFM and 4 Pillars. See "*Business of the Issuer – Economic Dependence*".

7. Master Services Agreement dated April 11, 2014, between TPFM and Trans Union of Canada Inc. Pursuant to the agreement, Trans Union provides customer credit information to TPFM in consideration of an annual membership fee of $300 and $8.00 per credit report. Trans Union reserves the right to amend its fees on 30 days' notice. The agreement continues until terminated by either party upon 30 days' notice.

8. Scoring Services Agreement dated September 29, 2015, between TPFM and Equifax Canada Co. Pursuant to the agreement, Equifax provides its "Equifax scoring services" at regular rates established by Equifax from time to time. The initial term of the agreement was one year, and continues for successive one year periods unless terminated. Either party may terminate the agreement upon 60 days written notice.

9. AutoPal Software Customer License Agreement signed on February 6, 2013, between AutoPal Software LLC and TPFM. Pursuant to the agreement, the Company licenses AutoPal's loan servicing software and corresponding suite of features, including relational databases for transactions, payments, charges, user information, collateral, etc., as well document storage, collection tools, loan calculations and reports. The Company pays a monthly subscription fee of $738 plus an additional charge of between $99 and $495 based on the number of loan accounts (up to 5,000 accounts; over and above 5,000 accounts the charge is $0.138 per account) plus additional usage fees on a transaction basis. The Company may terminate the agreement on 30 days written notice.

10. Bond Amending Agreements between TPF and various holders of its bonds. See "*Business of the Issuer – History*".

11. Agency Agreement dated <*>, 2018 between the Company and the Agent – see "*Plan of Distribution*".

12. Escrow Agreement dated <*>, 2018 between the Company, the Escrow Agent and the Escrowed Principals. See "*Escrowed Securities and Other Securities Subject to Resale Restrictions - Escrowed Securities*".

13. Pooling Arrangement between the Company and certain shareholders of the Company – see "*Escrowed Securities and Other Securities Subject to Resale Restrictions*".

The material contracts described above may be inspected at the head office of the Company, located at 1202 – 1166 Alberni Street, Vancouver, BC, V6E 3Z3, during normal business hours during the period of the primary distribution of the Offered Units being distributed under this Prospectus and for a period of thirty days thereafter.

EXPERTS

The following persons or companies (each, an "Expert") are named as having prepared or certified a report, valuation, statement or opinion in this Prospectus and whose profession or business gives authority to the report, valuation, statement or opinion so made:

1. Hay & Watson, Chartered Professional Accountants has reviewed and approved the information provided under the heading "Eligibility for Investment"; and

2. Hay & Watson, Chartered Professional Accountants, prepared the audit reports for the audited financial statements of the Company included with this Prospectus.

To the knowledge of the Company:

- No Expert held, at the time of preparing the report, valuation, statement or opinion referred to above, or thereafter has received or will receive, any direct or indirect interests in the property of the Company or its associates and affiliates, or any securities of the Company or its associates and affiliates, in excess of one percent of the outstanding securities of that class; and

- No Expert or any of the directors, officers, employees and partners thereof, is or is expected to be elected, appointed or employed as a director, officer or employee of the Company or its associates and affiliates.

Hay & Watson, Chartered Professional Accountants, is the auditor of the Company and is independent within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

OTHER MATERIAL FACTS

There are no other material facts about the securities being distributed that are not disclosed in this Prospectus and are necessary in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

SCHEDULE “A”

MLI MARBLE LENDING INC.
COMBINED FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED

DECEMBER 31, 2017

DECEMBER 31, 2016

DECEMBER 31, 2015

MLI Marble Lending Inc.

Combined Financial Statements

Years ended December 31, 2017, 2016 and 2015
(Expressed in Canadian Dollars)

HAY & WATSON | Chartered Professional Accountants

900-1450 Creekside Drive, Vancouver, BC, Canada V6J 5B3
P 604 734 1690 F 604 336 8959 E creekinfo@hay-watson.bc.ca

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of MLI Marble Lending Inc.:

We have audited the accompanying combined financial statements of MLI Marble Lending Inc., which comprise the combined statements of financial position as at December 31, 2017, 2016 and 2015, the combined statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Combined Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the combined financial statements present fairly, in all material respects, the financial position of MLI Marble Lending Inc. as at December 31, 2017, 2016 and 2015, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 to the combined financial statements which describes certain material uncertainties regarding the company's ability to continue as a going concern.

Chartered Professional Accountants
Vancouver, British Columbia
XXXX, 2018

MLI Marble Lending Inc.
Combined Statements of Financial Position
As at December 31, 2017
(Expressed in Canadian Dollars)

	Note	**2017**	2016	2015
Assets				
Current				
Cash		**$ 374,804**	$ 378,344	$ 520,399
Interest receivable		**182,060**	49,507	50,227
Loans receivable - current	6	**164,867**	142,017	143,965
Other receivables		**67,774**	25,735	20,739
Prepaid expenses		**52,668**	10,756	5,308
		842,173	606,359	740,638
Loans receivable	6	**3,839,953**	4,758,121	4,546,988
Office furniture and equipment	7	**10,160**	10,981	14,216
Intangible assets	8	**320,196**	199,971	10,000
		$ 5,012,482	$ 5,575,432	$ 5,311,842
Liabilities				
Current				
Accounts payable and accrued liabilities		**$ 432,688**	$ 521,906	$ 132,500
Interest payable		**20,869**	21,160	18,203
Forbearance contingency	9	**-**	250,077	108,419
Promissory note	10	**180,000**	-	-
Bonds - current	11	**4,270,431**	778,374	-
		4,903,988	1,571,517	259,122
Promissory Note	10	**-**	180,000	180,000
Bonds	11	**1,061,798**	4,558,079	5,118,008
		5,965,786	6,309,596	5,557,130
Shareholders' Deficiency				
Share capital	12	**2,361,128**	1,906,628	238,001
Shares to be issued		**-**	132,500	-
Other reserve		**5,899**	1,119	1,119
Deficit		**(3,320,331)**	(2,774,411)	(484,408)
		(953,304)	(734,164)	(245,288)
		$ 5,012,482	$ 5,575,432	$ 5,311,842

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

Approved on behalf of the Board of Directors

"Michael Marrandino" Director

"Robert Geisthardt" Director

MLI Marble Lending Inc.
Combined Statements of Loss and Comprehensive Loss
For the year ended December 31, 2017
(Expressed in Canadian Dollars)

	Note	2017	2016	2015
Interest revenue		$ **1,176,289**	$ 1,004,559	$ 1,042,057
Interest expense		**674,116**	566,858	545,334
Net Interest Income		**502,173**	437,701	496,723
Other income		**65,728**	38,429	54,562
		567,901	476,130	551,285
Bad Debt Expense, net		**8,942**	106,316	70,534
Operating Expenses				
Administration costs		**366,913**	530,581	195,254
Depreciation	7	**4,645**	6,200	7,014
Consulting fees		**491,322**	910,502	328,246
Marketing		**91,515**	240,596	113,803
Salary and benefits		**182,454**	153,600	80,537
Share based payments		**4,780**	-	-
		1,141,629	1,841,479	724,854
Loss from Operations		**(582,670)**	(1,471,665)	(244,103)
Other Income (Expense)				
Gain on settlement of liabilities		**36,750**	-	-
Loss on sale of subsidiary		**-**	(118,338)	-
Net Loss and Comprehensive Loss		$ **(545,920)**	$ (1,590,003)	$ (244,103)
Basic and Diluted Loss Per Share	16	$ **(0.02)**	$ (0.07)	$ (0.02)
Basic and Diluted Weighted Average Number of Shares Outstanding	16	**27,939,399**	24,460,368	13,952,685

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

MLI Marble Lending Inc.
Combined Statement of Changes in Shareholders' Deficiency
For the year ended December 31, 2017
(Expressed in Canadian Dollars)

		Share Capital					
	Note	**Number of Shares**	**Amount**	**Shares to be issued**	**Other Reserve**	**Deficit**	**Total**
Balances, December 31, 2014	2(c)	10,000,000	$ 1	$ -	$ 1,119	$ (240,305)	$ (239,185)
Issue of shares		10,940,000	238,000	-	-	-	238,000
Net loss		-	-	-	-	(244,103)	(244,103)
Balances, December 31, 2015	2(c)	20,940,000	238,001	-	1,119	(484,408)	(245,288)
Issue of shares		6,693,135	1,818,627	-	-	-	1,818,627
Share subscriptions received		-	-	132,500	-	-	132,500
Shares cancelled		(750,000)	(150,000)	-	-	-	(150,000)
Acquisition of TPF and TPFM	1(a), 5	-	-	-	-	(700,000)	(700,000)
Net loss		-	-	-	-	(1,590,003)	(1,590,003)
Balances, December 31, 2016		26,883,135	1,906,628	132,500	1,119	(2,774,411)	(734,164)
Issue of shares		1,095,000	322,000	-	-	-	322,000
Share subscriptions received		331,250	132,500	(132,500)	-	-	-
Options issued for services		-	-	-	4,780	-	4,780
Net loss		-	-	-	-	(545,920)	(545,920)
Balances, December 31, 2017		**28,309,385**	**$ 2,361,128**	**$ -**	**$ 5,899**	**$ (3,320,331)**	**$ (953,304)**

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

MLI Marble Lending Inc.
Combined Statements of Cash Flows
For the year ended December 31, 2017
(Expressed in Canadian Dollars)

	2017	2016	2015
Cash Flows (Used in) from Operating Activities:			
Net Loss	**$ (545,920)**	$ (1,590,003)	$ (244,103)
Items not affecting cash:			
Depreciation of office furniture and equipment	**4,645**	6,200	7,014
Bond transaction costs	**117,763**	38,574	33,193
Gain on settlement of liabilities	**36,750**	-	-
Shares issued for services	**4,780**	108,887	50,500
Loss on sale of subsidiary	**-**	118,338	-
	(381,982)	(1,318,004)	(153,396)
Changes in non-cash working capital:			
Interest receivable	**(132,552)**	720	9,066
Other receivables	**(42,040)**	(4,995)	(9,547)
Loans receivable	**895,318**	(209,185)	(650,869)
Prepaid expenses	**(41,912)**	(5,448)	-
Accounts payable and accrued liabilities	**(125,968)**	263,156	(30,364)
Interest payable	**36,476**	41,682	(3,047)
Forbearance contingency	**(250,077)**	141,658	81,912
Net cash used in operating activities	**(42,737)**	(1,090,416)	(756,245)
Cash Flows Used in Investing Activities:			
Purchases of office furniture and equipment	**(3,824)**	(2,965)	(2,395)
Development of intangible assets	**(120,225)**	(189,971)	(10,000)
Cash payments to former subsidiary	**-**	(268,338)	-
Net cash used in financing activities	**(124,049)**	(461,274)	(12,395)
Cash Flows (Used in) from Financing Activities:			
Common shares issued	**322,001**	1,709,740	187,500
Received for shares to be issued	**-**	132,500	-
Distribution to shareholders	**-**	(573,750)	-
Net repayment of shareholder loan	**-**	-	(131,993)
Net increase (repayment) of promissory notes	**-**	-	(400,000)
Issuance of bonds	**776,000**	1,267,000	1,354,000
Redemption of bonds	**(867,938)**	(1,018,000)	(496,062)
Transaction costs related to bonds	**(66,817)**	(107,855)	(10,883)
Net cash from financing activities	**163,246**	1,409,635	502,562
Cash (decrease) increase for the year	**(3,540)**	(142,055)	(266,078)
Cash at the beginning of the year	**378,344**	520,399	786,477
Cash at the End of the Year	**$ 374,804**	$ 378,344	$ 520,399
Supplemental Cash Flow Information			
Operating activities			
Interest received	**$ 1,046,093**	$ 1,010,497	$ 1,058,431
Interest paid	**$ 519,877**	$ 486,599	$ 431,087

Reconciliation of changes in liabilities arising from financing activities (Note 20)

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

1. NATURE OF OPERATIONS

a. General information

MLI Marble Lending Inc. ("Marble") was incorporated as Phoenix N2N Capital Inc. under the Business Corporation Act (British Columbia) on July 7, 2015. On September 15, 2016, Marble was continued under the Canada Business Corporation Act and changed its name from Phoenix N2N Capital Inc. to MLI Marble Lending Inc. on December 16, 2015. On July 1, 2016, Marble acquired 100% of the outstanding voting common shares of TPFM The Phoenix Fund Management Ltd. ("TPFM"), 100% of the outstanding non-voting common shares of TPF The Phoenix Fund Inc. ("TPF") and 40% of the outstanding voting preferred shares of TPF for consideration of $700,000 and the issuance of 10,000,000 common shares of Marble. The combined companies, Marble, TPFM and TPF, which were controlled by the same shareholders since incorporation, are referred to in these combined financial statements as the "Group".

Target Capital Inc. ("Target") owns the remaining 60% of the voting preferred shares of TPF. On October 5, 2012, the Group entered into a majority of the minority agreement with Target. Under the terms of the agreement, the Group agreed to pay Target certain annual and capital raising fees in consideration for Target holding the majority of TPF's voting preferred shares, which allows certain debt securities of the Group to be qualified investments for deferred plan investors. Target does not benefit from its position as the majority shareholder of TPF, other than the receipt of the annual and capital raising fees, and is unable to direct the activities of TPF without the prior approval of the Group.

The Group's primary business activity is providing asset-backed and unsecured loans to borrowers. The Group has entered into a non-exclusive loan program agreement with 4 Pillars Consulting Group Inc. ("4 Pillars"), enabling the Group to provide loans to individual clients of 4 Pillars.

The head office of the Group is located at 1202-1166 Alberni Street, Vancouver, British Columbia, V6E 3Z3.

b. Going concern

The Group has shareholders' deficiency of $953,304 as at December 31, 2017 (2016 - $734,164) and therefore will need ongoing funding to continue its operations. There is no assurance that additional funding will be available on a timely basis or on terms acceptable to the Group. If the Group is unable to obtain sufficient funding, the ability of the Group to meet its obligations as they come due and, accordingly, the appropriateness of the use of the going concern accounting principle will be in significant doubt. These combined financial statements have been prepared on the basis of a going concern which assumes the Group will be able to realize its assets and discharge its liabilities in the normal course of business. These combined financial statements do not reflect the adjustments or reclassification which would be necessary if the Group were unable to continue its operations in the normal course of business.

2. BASIS OF PRESENTATION

a. Statement of compliance

The Group prepared these combined financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations by the IFRS Interpretations Committee. These combined financial statements were approved by the Board of Directors and authorized for issue on March 21, 2018.

b. Basis of measurement

These combined financial statements are prepared on the historical cost basis, except for the items recorded at fair value as described in the accounting policies disclosed in Note 3. These combined financial statements are presented in Canadian dollars, which is the Group's functional currency.

2. BASIS OF PRESENTATION (continued)

c. Basis of preparation prior to the acquisition

These combined financial statements have been prepared to provide financial information of the Group for inclusion in a prospectus to be issued by the Group. Financial information for the pre-acquisition period, including the comparative periods, are presented based on the historical combined financial information of Marble, TPFM and TPF as if the acquisition on July 1, 2016 had occurred on January 1, 2014, using the significant accounting framework outlined in Note 3(a).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Financial Statement Presentation Framework

i) Business combinations under common control ("BCUCC")

BCUCC are business combinations involving entities or businesses under common control, in which all of the combining entities or businesses are ultimately controlled by the same party both before and after the business combination.

As Marble is a recently formed entity and the acquisition on July 1, 2016 (Note 1(a)) was a reorganization and recapitalization, it is accounted for using the predecessor value method. Under this method, the Group records the assets acquired and liabilities assumed at their carrying amounts on the closing date of the acquisition. The difference between the consideration given and the aggregate value of the net assets acquired is recorded as an adjustment to shareholders' deficiency. Financial information for the pre-acquisition period, including the comparative periods, are presented based on historical combined financial information of Marble, TPFM and TPF as if the acquisition on July 1, 2016 had occurred on January 1, 2014.

ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the combined financial statements from the date on which control commences until the date on which control ceases.

iii) Loss of control

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any resulting gain or loss is recognized in the combined statement of loss. Any interest in the former subsidiary is measured at fair value when control is lost.

iv) Transactions eliminated on combination

All intra-group transactions, balances, revenues and expenses are eliminated in the combined financial statements.

b. Cash and cash equivalents

Cash and cash equivalents comprise balances with less than three months maturity from the original date of acquisition.

c. Financial instruments

i) Recognition, classification and measurement

The Group initially recognizes loans and receivables on the date that they are originated while all other financial assets and liabilities are recognized initially on the transaction date on which the Group becomes a party to the contractual provisions of the instrument.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c. Financial instruments (continued)

i) Recognition, classification and measurement (continued)

The classification of financial assets and liabilities are determined at initial recognition. The Group's financial assets are classified as one of the following: fair value through profit or loss ("FVTPL") and loans and receivables. Financial liabilities are categorized as other financial liabilities.

Financial assets at FVTPL

A financial asset is required to be classified as FVTPL if it is acquired principally for the purpose of selling it in the near term. Financial assets at FVTPL are initially measured at fair value with directly attributable transaction costs recognized in the combined statement of loss and comprehensive loss. Subsequent to initial recognition, financial assets at FVTPL are measured at fair value and changes therein, including any interest or dividend income, are recognized in the statement of loss and comprehensive loss.

The Group's designated FVTPL assets consists of cash.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, other than those that the Group designates as FVTPL upon initial recognition, or those for which the Group may not recover substantially all of its initial investments, for reasons other than credit deterioration. Loans and receivables are recorded at fair value on initial recognition and subsequently measured at amortized cost using the effective interest method.

The Group's loans and receivables consists of interest receivable, loans receivable and other receivables.

Other financial liabilities

Other financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

The Group's other financial liabilities consists of accounts payable and accrued liabilities, interest payable, due to shareholder, promissory notes and bonds.

ii) Fair value of financial instruments

Financial instruments recognized in the combined statement of financial position at fair value include cash. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between unrelated participants at the measurement date. Fair values of interest receivable, other receivables, accounts payable and accrued liabilities, interest payable and promissory notes approximate their carrying values due to their short-term nature.

When measuring the fair value of an asset or liability, the Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the following valuation techniques:

- Level 1: inputs are unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices in Level 1 that are observable for the asset or liability, either directly or indirectly; and

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c. Financial instruments (continued)

ii) Fair value of financial instruments (continued)

- Level 3: inputs for the asset or liability that are not based on observable market data.

Cash is measured at fair value based on a Level 1 designation.

iii) Impairment of financial assets

The Group assesses impairment of financial assets at each reporting date. A financial asset is impaired if there is objective evidence that one or more loss events, occurring after the initial recognition of the asset, impacts the estimated future cash flows of the financial asset. Objective evidence that financial assets are impaired includes significant financial and other difficulty of the borrower or issuer, default or delinquency of a borrower, restructuring of amounts due on terms that the Group would not consider otherwise, other indications that a borrower or issuer will enter bankruptcy and adverse changes in the payment status of the borrower.

Loans and receivables

For the purpose of an individual evaluation of impairment, the amount of impairment loss on a financial asset is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current effective interest rate determined under the contract.

For the purpose of a collective evaluation of impairment, financial assets are characterized on the basis of similar risk characteristics. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the counterparties' ability to pay all amounts due according to the contractual terms of the financial assets being evaluated. Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of historical loss experience for the assets with credit risk characteristics similar to those in the group.

The carrying amount of the financial assets are reduced through the use of an allowance account and the amount of the loss is recognized in the combined statement of loss and comprehensive loss. If in a subsequent period, the amount of the impairment loss decreases and the decrease can be objectively linked to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognized in the combined statement of loss and comprehensive loss.

iv) Derecognition of financial instruments

Financial assets are derecognized when the contractual rights to receive the cash flows from these assets have ceased to exist or the assets have been transferred and substantially all the risks and rewards of ownership of the assets are also transferred. If the Group has neither transferred nor retained substantially all the risks and rewards of the transferred financial asset, it assesses whether it has retained control over the transferred asset. If control has been retained, the Group recognizes the transferred asset to the extent of its continuing involvement. If control has not been retained, the Group derecognizes the transferred asset. Any difference between the carrying amount of the asset and the consideration which is determined to have been received is recognized in the combined statement of loss and comprehensive loss.

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. Any difference between the carrying amount of the liability extinguished and the consideration paid is recognized in the combined statement of loss and comprehensive loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

d. Interest revenue and interest expense

Interest revenue and interest expense are recognized in the combined statement of loss and comprehensive loss using the effective interest method. The effective interest method is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or financial liability to the carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Group estimates future cash flows considering all contractual terms of the financial instrument but does not consider future credit losses.

The calculation of the effective interest method includes all fees and costs paid or received between parties to the contract that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or liability. Loan origination fees and fees that are considered to be adjustments to loan yield are recognized using the effective interest method. The effective interest method capitalizes fees and transaction costs on the combined statement of financial position and amortizes them to interest income over the expected life of the related financial asset or financial liability. Once a financial asset has been written down as a result of an impairment loss, interest revenue is recognized using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

e. Office furniture and equipment

Office furniture and equipment are recorded at cost less accumulated depreciation and accumulated impairment losses. Depreciation is recorded using either the declining balance or the straight-line method and is intended to depreciate the costs of assets over their estimated useful lives:

Office furniture	20% declining balance
Computer hardware	55% declining balance
Leasehold improvements	3 years straight line

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

f. Intangible assets

Expenditure on research activities is recognized in the combined statement of loss and comprehensive loss as incurred. Development expenditure is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in the combined statement of loss and comprehensive loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortization and any accumulated impairment losses.

Amortization is recorded annually using the straight-line method and is intended to amortize the costs of the intangible assets over their estimated useful lives:

Internally generated software	10 years straight line
Trademark	Indefinite

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

g. Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of long-lived assets to determine whether there is an indication that those assets have suffered any impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment charge (if any).

The recoverable amount used for this purpose is the higher of the fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its recorded amount, the recorded amount of the asset is reduced to its recoverable amount. An impairment charge is recognized immediately in the combined statement of loss and comprehensive loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to a maximum amount equal to the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years.

h. Leases

A lease that transfers substantially all of the benefits and risks of ownership to the Group is classified as a finance lease. At the inception of a finance lease, an asset and a payment obligation are recorded at an amount equal to the lesser of the present value of the minimum lease payments and the asset's fair market value. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases are classified as operating leases and are not recognized in the Group's combined statement of financial position. Payments made under operating leases are recognized in the combined statement of loss and comprehensive loss on a straight-line basis over the term of the lease. Lease incentives received are recognized as an integral part of the total lease expense, over the term of the lease.

i. Income taxes

Income tax expense is composed of current and deferred tax. Current and deferred taxes are recognized in the combined statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in shareholders' deficiency or in other comprehensive income.

i) Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable or receivable in respect of previous years.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

i. Income taxes (continued)

ii) Deferred tax

Deferred tax is recognized with respect to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities against current tax assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

j. Forbearance contingency

The Group charges a monthly forbearance fee to certain borrowers. If these borrowers are unable to make their scheduled loan repayments to the Group, due to certain events such as disability and unemployment, the Group will forbear on the timing of the enforcement of its rights and remedies under the loan agreement. The Group accumulates the forbearance fees collected into a general reserve to be applied against credit losses from the loans receivable.

Forbearance fees received from borrowers are initially deferred on the combined statement of financial position. When the Group determines that a loan receivable should be written off, an amount equal to lesser of the carrying value of the written off loan receivable and the total forbearance contingency is recognized in the combined statement of loss and comprehensive loss.

Any remaining deferred amounts will continue to be recognized on the combined statement of financial position until such time that the Group expects no further credit losses from its loans receivable. At such time, the remaining balance of the forbearance contingency will be recognized in the combined statement of loss and comprehensive loss.

k. Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the combined statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset when it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

l. Share capital

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability. The Group's common shares are classified as equity instruments. Incremental costs directly attributed to the issuance of new shares are shown in equity as a reduction, net of tax, of the proceeds received on issue.

When shares recognized as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the treasury share reserve.

m. Loss per share

The Group presents the basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Group by the weighted average number of common shares outstanding during the year. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

n. Standards and interpretations issued but not yet effective

As at December 31, 2017, a number of standards and interpretations, and amendments thereto, had been issued by the IASB, which are not effective for these combined financial statements. Those which may be relevant to the Group's future financial statements are set out below:

i) IFRS 9, Financial Instruments

IFRS 9, published in July 2014, replaces the existing guidance in IAS 39 *Financial Instruments: Recognition and Measurement*. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets and new hedge accounting requirements. It also carries forward the guidance on recognition and de-recognition of financial instruments from IAS 39. IFRS 9 is effective for annual reporting periods beginning on or after January 1, 2018, with early adoption permitted.

ii) IFRS 15, Revenue from Contracts with Customers

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaces existing revenue recognition guidance, including IAS 18 *Revenue*, IAS 11 *Construction Contracts* and IFRIC 13 *Customer Loyalty Programmes*. IFRS 15 is effective for annual reporting periods beginning on or after January 1, 2018, with early adoption permitted.

iii) IFRS 16, Leases

IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is twelve months or less or the underlying asset has a low value. IFRS 16 replaces *IAS 17 – Leases, IFRIC 4 Determining Whether an Arrangement Contains a Lease, SIC-15 Operating Leases – Incentives,* and *SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted if *IFRS 15 Revenue from Contracts with Customers* is also applied.

The Group intends to adopt these standards as of their effective dates, if appropriate, or when it has completed the assessment of the adoption of these standards and determines that they will have a material effect on these combined financial statements.

4. USE OF ESTIMATES AND JUDGMENTS

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Changes to accounting estimates are recognized in the period in which the estimate is revised and all future periods which are affected by the change in estimate.

The principal areas where critical estimates and judgments have been applied are described below:

a. Assessment of control of TPF

Although the Group owns less than half of TPF's voting preferred shares, management has determined that the Group controls TPF and that all of the equity in TPF is attributable directly to the Group. The Group owns all of the non-voting common shares of TPF and has an agreement with the only other voting preferred shareholder, Target, whereby Target does not benefit from its position as the majority shareholder of TPF, other than the receipt of certain fees (Note 1(a)).

b. Impairment losses on loans receivable

The Group regularly reviews its loans receivable for potential impairment. In determining whether an impairment loss should be recorded in the combined statement of loss and comprehensive loss, the group considers whether there is any observable data indicating an impairment of a measurable decrease in the estimated future cash flows from a loan has occurred. This evidence may include observable data indicating that there has been an adverse change in the payment status of the borrower. Management uses estimates based on valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of estimation is required. The estimates include future market interest rates.

c. Impairment of intangible assets

Intangible assets which are available for use and have a definite useful life are assessed for indicators of impairment at the end of each reporting period. If indicators of impairment exist, the Group will test those intangible assets for impairment. The Group tests intangible assets with an indefinite useful life and intangible assets which are not yet ready for use on an annual basis. Significant judgment is required in determining the useful lives and recoverable amounts of intangible assets, and assessing whether certain events or circumstances constitute objective evidence of impairment. Estimates of the recoverable amounts of the intangible assets rely on certain inputs, including future cash flows and discount rates. Future cash flows are based on revenue projections and allocated costs which are estimated based on forecast results and business initiatives. Discount rates are based on the market interest rates.

4. USE OF ESTIMATES AND JUDGMENTS (continued)

d. Income taxes

Income tax expenses recorded in these combined financial statements are not final until tax returns are filed and accepted by taxation authorities. Therefore, results of operations in future reporting periods may be affected by the difference between the income tax expense estimates and the final tax assessments.

Estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the ability to use the underlying future tax deductions against future taxable income. The assessment is based on enacted tax acts and estimates of future taxable income.

5. ACQUISITION OF TPFM AND TPF

On July 1, 2016, Marble acquired 100% of the outstanding voting common shares of TPFM, 100% of the outstanding non-voting common shares of TPF and 40% of the outstanding voting preferred shares of TPF. As consideration, Marble issued 10,000,000 common shares and paid $700,000, of which $126,250, included in accounts payable and accrued liabilities, remains payable at December 31, 2017.

Consideration transferred:

		July 1, 2016
Issue of 10,000,000 common shares of Marble	$	(368,405)
Cash paid by Marble		700,000
Total consideration transferred	$	331,595

Net assets (liabilities) acquired:

		July 1, 2016
TPFM	$	(369,505)
TPF		1,100
Net liabilities acquired	$	(368,405)

The acquisition was accounted for as a BCUCC using the predecessor value method (Note 3(a)). Under the predecessor value method, the 10,000,000 Marble common shares issued were valued at the carrying amount of the net assets and liabilities assumed on July 1, 2016. The cash payment is recorded as an adjustment to shareholders' deficiency.

6. LOANS RECEIVABLE

The Group provides loans to consumer debtors who meet the Group's evaluation criteria and who use the borrowed funds to settle debt under a formal or informal debt restructuring plan agreed upon by the creditors of the consumer debtors. Consumer debtors are identified in collaboration with 4 Pillars (Note 14(c)).

The majority of the loans provided are unsecured. The loans receivable generally bear interest between 13.99% and 29.99% and mature between one and seven years.

a. Loans receivable balance

		2017		2016		2015 (Note 2(c))
Personal	**$**	**4,081,339**	$	4,809,213	$	4,562,089
Micro loans		**1,505**		43,135		96,136
Mortgages		**150,296**		311,740		149,228
Less: allowance for credit losses		**(228,320)**		(263,950)		(116,500)
Total loans receivable net of allowance for credit losses	**$**	**4,004,820**	$	4,900,138	$	4,690,953

b. Reconciliation of allowance for credit losses

Loans receivable that are written-off are first recovered through a draw-down of the forbearance contingency, limited to the total funds available in forbearance contingency (Note 9).

		2017		2016		2015 (Note 2(c))
Balance, beginning of year	**$**	**263,950**	$	116,500	$	116,500
Provision for credit losses		**-**		147,450		-
Loans receivable written-off		**(460,012)**		-		(36,869)
Recoveries of loans receivable written-off		**424,382**		-		36,869
Balance, end of year		**228,320**		263,950		116,500
Individual allowance		**79,131**		184,702		58,238
Collective allowance		**149,189**		79,248		58,262
Total allowance for credit losses	**$**	**228,320**	$	263,950	$	116,500

c. Loans receivable individually impaired

A loan receivable is considered individually impaired when a consumer debtor has not made a payment by the contractual due date and the consumer debtor has declared bankruptcy or applied for a consumer protection, or the Group has sent the loan receivable to an external collections agency for collections.

		2017		2016		2015 (Note 2(c))
Personal	**$**	**94,322**	$	369,194	$	201,843
Micro loans		**-**		32,465		20,229
Less: individual allowance		**(79,131)**		(184,702)		(58,238)
Loans receivable with individual allowances for impairment	**$**	**15,191**	$	216,957	$	163,834

6. LOANS RECEIVABLE (continued)

d. Loans receivable past due but not impaired

A loan receivable is considered past due when a payment had not been received by the contractual due date. The following table presents the carrying values of loans that are past due but not classified as impaired because: (i) the Group is in continuous contact with the consumer debtor and the Group and the consumer debtor have established an appropriate repayment plan, or (ii) the loan receivable is secured and the fair value of the collateral if sufficient to cover the carrying value of the loan receivable.

Loans receivable that are past due but not impaired at December 31, 2017, 2016 and 2015 are as follows:

December 31, 2017	**30-60 days**	**61-90 days**	**Over 90 days**	**Total**
Personal	$ 47,933	$ 50,311	$ 61,712	$ 159,956
Micro loans	-	196	-	196
Total past due but not impaired	**$ 47,933**	**$ 50,507**	**$ 61,712**	**$ 160,152**

December 31, 2016	**30-60 days**	**61-90 days**	**Over 90 days**	**Total**
Personal	$ 110,469	$ 53,587	$ 111,850	$ 275,906
Micro loans	-	1,267	8,863	10,130
Mortgages	-	25,900	-	25,900
Total past due but not impaired	**$ 110,469**	**$ 80,754**	**$ 120,713**	**$ 311,936**

December 31, 2015 (Note 2(c))	**30-60 days**	**61-90 days**	**Over 90 days**	**Total**
Personal	$ 119,875	$ 153,448	$ 252,749	$ 526,072
Micro loans	7,924	5,819	9,339	23,082
Total past due but not impaired	**$ 127,799**	**$ 159,267**	**$ 262,088**	**$ 549,154**

d. Contractual maturities

	Under 1 year	**1 – 5 years**	**Over 5 years**	**Total**
Unsecured personal	$ 117,514	$ 2,251,721	$ 1,712,104	**$ 4,081,339**
Micro loans	1,505	-	-	**1,505**
Mortgages	45,848	23,176	81,272	**150,296**
Total loans receivable	$ 164,867	$ 2,274,897	$ 1,793,376	**$ 4,233,140**
Less: allowance for credit losses				**(228,320)**
Total loans receivable net of allowance for credit losses				**$ 4,004,820**

7. OFFICE FURNITURE AND EQUIPMENT

	Leasehold Improvements	Furniture	Computers	Total
Cost				
Balance, December 31, 2014 (Unaudited) (Note 2(c))	$ 5,404	$ 12,432	$ 7,531	$ 25,367
Additions (Unaudited)	-	328	2,067	2,395
Balance, December 31, 2015	5,404	12,760	9,598	27,762
Additions	-	959	2,006	2,965
Balance, December 31, 2016	5,404	13,719	11,604	30,727
Additions	-	2,093	1,731	3,824
Balance, December 31, 2017	**$ 5,404**	**$ 15,812**	**$ 13,335**	**$ 34,551**
Accumulated depreciation				
Balance, December 31, 2014 (Unaudited) (Note 2(c))	$ 1,801	$ 1,805	$ 2,926	6,532
Amortization	1,801	2,189	3,024	7,014
Balance, December 31, 2015	3,602	3,994	5,950	13,546
Amortization	1,802	1,753	2,645	6,200
Balance, December 31, 2016	5,404	5,747	8,595	19,746
Amortization	-	2,125	2,520	4,645
Balance, December 31, 2017	**$ 5,404**	**$ 7,872**	**$ 11,115**	**$ 24,391**
Carrying amounts				
Balance, December 31, 2014	$ 3,603	$ 10,627	$ 4,605	$ 18,835
Balance, December 31, 2015	$ 1,802	$ 8,766	$ 3,648	$ 14,216
Balance, December 31, 2016	$ -	$ 7,972	$ 3,009	$ 10,981
Balance, December 31, 2017	**$ -**	**$ 7,940**	**$ 2,220**	**$ 10,160**

8. INTANGIBLE ASSETS

	Internally generated software	Trademark	Total
Cost and carrying amount			
Balance, December 31, 2014	$ -	$ -	$ -
Additions	10,000	-	10,000
Balance, December 31, 2015	10,000	-	10,000
Additions	184,404	5,567	189,971
Balance, December 31, 2016	194,404	5,567	199,971
Additions	108,225	12,000	120,225
Balance, December 31, 2017	**$ 302,629**	**$ 17,567**	**$ 320,196**

9. FORBEARANCE CONTINGENCY

	2017	2016	2015
Balance, beginning of year	**$ 250,077**	$ 108,419	$ 26,507
Additions	**158,983**	141,658	118,781
Applied against credit losses (Note 6(b))	**(409,060)**	-	(36,869)
Balance, end of year	**$ -**	$ 250,077	$ 108,419

10. PROMISSORY NOTE

	2017	2016	2015
$180,000 promissory note (Note 10(a))	**$ 180,000**	$ 180,000	180,000

a. $180,000 promissory note

The promissory note issued to a third party carries interest at 10% per annum, payable monthly, matured on January 17, 2018 and was repaid in March 2018.

11. BONDS

		2017		2016		2015
10% bonds – original offering (Note 11(a))	**$**	**3,780,111**	$	4,164,592	$	5,118,008
9% bonds – new offering (Note 11(b))		**490,320**		455,984		-
8% bonds – new offering (Note 11(b))		**1,061,798**		715,877		-
Total bonds, net of associated transaction costs	**$**	**5,332,229**	$	5,336,453	$	5,118,008

a. 10% bonds – original offering

During the previous years, the Group had issued offering memoranda (the “Original Offering”) for unsecured bonds of up to a maximum of 15,000 bonds at a price of $1,000 per bond, for expected total gross proceeds of $15,000,000. The minimum Original Offering of 150 bonds at a price of $1,000 per bond, for total gross proceeds of $150,000 had been reached. The Original Offering was closed on July 15, 2016 when the New Offering commenced (Note 12(b)).

At the time of purchase, subscribers elected one of the following options with respect to the 10% interest payable on the bonds:

- the bond which entitled the holder to 10% simple interest per annum, payable quarterly at the equivalent quarterly rate of 2.5% within fifteen (15) business days of March 15, June 15, September 15 and December 15 of each year during the term of the bond; or
- the bond which entitled the holder thereof to 10% compound interest calculated annually and payable on the date the bonds are redeemed by the Group in accordance with the terms of the Original Offering.

The Group or the bondholder may provide written notice on or before August 31, 2018 (the “First 10% Redemption Notice”), of their intention to redeem some or all of the bonds, which will then be redeemed on November 30, 2018 (the “First 10% Maturity Date”). In the absence of written notice from the bondholder on or before August 31, 2018, the bonds shall mature on November 30, 2023 (the “Second 10% Maturity Date”).

Subject to (i) an annual maximum redemption limit of 10% of the bonds outstanding as of the last day of the previous calendar year, and (ii) cash flow of the Group, any individual bondholder may request redemption of some or all of their bonds by providing 90 days prior written notice (the "Early Redemption Notice"). Bondholders who redeem some or all of their bonds prior to the First and/or Second 10% Maturity Dates are subject to the following redemption fees:

- Early Redemption Notice received prior to November 30, 2014 - a redemption fee equal to 5% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2014 and November 30, 2015 - a redemption fee equal to 4% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2015 and November 30, 2016 - a redemption fee equal to 3% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2016 and November 30, 2017 - a redemption fee equal to 2% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2017 and November 30, 2018 - a redemption fee equal to 1% of the principal amount of the bonds being redeemed by the Group, except where a Bondholder’s request is in accordance with the Redemption Notice specified above.
- Early Redemption Notice received between December 1, 2018 and November 30, 2019 - a redemption fee equal to 5% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2019 and November 30, 2020 - a redemption fee equal to 4% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2020 and November 30, 2021 - a redemption fee equal to 3% of the principal amount of the bonds being redeemed by the Group.

11. BONDS (continued)

a. 10% bonds – original offering (continued)

- Early Redemption Notice received between December 1, 2021 and November 30, 2022 - a redemption fee equal to 2% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2022 and November 29, 2023 - a redemption fee equal to 1% of the principal amount of the bonds being redeemed by the Group.

Redemption fees are deducted by the Group from the redemption amount to be paid to the bondholder.

Between January 1, 2018 and February 28, 2018, the Corporation did not redeem any bonds under the Original Offering for the Corporation.

b. 8% and 9% bonds – new offering

On July 15, 2016, the Group issued a new offering memorandum (the "New Offering") for the issue of a maximum of 50,000 unsecured bonds, at a price of $1,000 per bond for expected total gross proceeds of $50,000,000 and comprising of 1 year 8% bonds and 3 year 9% bonds. The 8% bonds will be redeemed on the first anniversary of the date of issue to the bondholder (the "First 8% Maturity Date") and the 9% bonds will be redeemed on the third anniversary of the date of issue to the bondholder (the "First 9% Maturity Date").

At the time of purchase, the subscribers elected one of the following two options with respect to the 8% or 9% interest payable on the bonds:

- the bond will entitle the holder to 8% or 9% simple interest per annum, payable monthly at the equivalent monthly rate of 0.67% or 0.75%, respectively, within fifteen (15) business days of the end of each month, during the term of the bond; or
- the bond will entitle the holder thereof to 8% or 9% compound interest calculated annually and payable on the date the bond is redeemed by the Corporation in accordance with the terms of the New Offering.

The bondholder may provide written notice at least 90 days prior to the First 8% Maturity Date or the First 9% Maturity Date (the "First 8% or 9% Redemption Notice"), of their intention to redeem some or all of the bonds, which will then be redeemed on the First 8% Maturity Date or the First 9% Maturity date. In the absence of written notice from the bondholder at least 90 days prior to the First 8% Maturity Date or the First 9% Maturity Date, the bonds shall mature on the following dates:

- in the case of the 8% bonds, on the next occurring anniversary of the First 8% Maturity Date if at least 90 days prior to such anniversary a redemption notice has been delivered (the "Subsequent 8% Maturity Date"); and
- in the case of the 9% bonds, on the third anniversary of the First 9% Maturity Date (the "Second 9% Maturity Date").

On each Subsequent 8% Maturity Date and the Second 9% Maturity Date, the Group shall redeem all 8% bonds that have not been reinvested (that is, where the maturity date has not been extended) and all 9% bonds, respectively, outstanding on that date by payment of the principal amount of the bonds and all accrued and unpaid interest thereon. Subject to (i) an annual maximum redemption limit of 10% of the bonds outstanding as of the last day of the previous calendar year, and (ii) cash flow of the Group and of TPFM, any individual bondholder may request redemption of some or all of their bonds by providing 90 days prior written notice (the "Early Redemption Notice").

8% bondholders who redeem some or all of their bonds prior to the First and/or Subsequent 8% Maturity Date are subject to a redemption fee equal to 2.5% of the principal amount of the bonds being redeemed by the Group.

9% bondholders who redeem some or all of their bonds prior to the First and/or Second 9% Maturity Date are subject to the following redemption fees:

11. BONDS (continued)

b. 8% and 9% bonds – new offering (continued)

- Early Redemption Notice received prior to the first anniversary date the bond was issued – a redemption fee equal to 6% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received on or after the first anniversary, but prior to the second anniversary, of the date the bond was issued – a redemption fee equal to 4% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received on or after the second anniversary, but prior to the third anniversary, of the date the bond was issued – a redemption fee equal to 2% of the principal amount of the bonds being redeemed by the Group. Except where a bondholder's request is in accordance with the First 8% or 9% Redemption Notice specific above (for redemption of the First 9% Maturity Date).
- Early Redemption Notice received on or after the third anniversary, but prior to the fourth anniversary, of the date the bond was issued – a redemption fee equal to 6% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received on or after the fourth anniversary, but prior to the fifth anniversary, of the date the bond was issued – a redemption fee equal to 4% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received on or after the fifth anniversary, but prior to the sixth anniversary, of the date the bond was issued – a redemption fee equal to 2% of the principal amount of the bonds being redeemed by the Group.

Redemption fees are deducted by the Group from the redemption amount to be paid to the bondholder.

Between January 1, 2018 and February 28, 2018, the Corporation redeemed bonds issued under the New Offering with a carrying value of $105,293 as at December 31, 2017

12. SHARE CAPIAL

a. Authorized share capital

- An unlimited number of common shares without par value.
- An unlimited number of preferred shares without par value. As at December 31, 2017, no preferred shares have been issued.

b. Share purchase options

The Corporation granted 200,000 share options to a consultant for services provided. The shares vest immediately and are exercisable until the earlier of 10 years or when the Corporation completes an initial public offering or enters into any transaction as a result of which the shares of the Corporation becomes listed on a recognized stock exchange.

The weighted average fair value of the options was estimated at $0.024 per share at the grant date using the Black-Scholes option pricing model. The weighted average assumptions used for the Black-Scholes option pricing model were:

	Year ended **December 31, 2017**
Share price	$ 0.05
Exercise price	$ 0.05
Expected share price volatility [(1)]	80%
Risk-free interest rate	0.78%
Expected term [(2)]	2.50

(1) Expected share price volatility was determined on the basis of comparable public company price histories
(2) Expected term incorporates the impact of early exercise

13. RELATED PARTY TRANSACTIONS

Related parties of the Group include subsidiaries, key management personnel, companies controlled by key management personnel and close family members of key management personnel. Key management personnel are persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any directors (whether executive or otherwise) of the Group. Key management personnel are composed of the Board of Directors and Executive Leadership Team.

a. ***Compensation***

Salaries and other short-term employee benefits paid to the Group's key management personnel was $94,806 for the year ended December 31, 2017 (2016 (Note 2(c)) - $52,747 and 2015 (Note 2(c)) - $nil)

b. ***Consulting fees***

Consulting fees paid to the Group's key management personnel and companies controlled by key management personnel was $288,984 for the year ended December 31, 2017 (2016 (Note 2(c)) - $602,025 and 2015 (Note 2(c)) - $403,877). As at December 31, 2017, accounts payable and accrued liabilities included $189,670 (2016 (Note 2(c)) - $220,274 and 2015 (Note 2(c) - $65,060) owing to key management personnel and companies controlled by key management personnel.

c. Issuance of common shares

During the year ended December 31, 2017, key management personnel and companies controlled by key management personnel subscribed for 285,000 common shares of the Group for $114,000 (2016 (Note 2(c)) – 875,000 common shares for $275,000 and 2015 (Note 2(c)) – 7,400,000 common shares for $74,500).

During the year ended December 31, 2017, the Group received $nil (2016 (Note 2(c)) – $60,000 and 2015 (Note 2(c)) - $nil) from a company controlled by a member of key management personnel for common shares which were not yet issued as at December 31, 2017.

During the year ended December 31, 2016, 299,435 common shares were issued by the Group for the settlement of $59,887 owing to key management personnel and companies controlled by key management personnel (2015 (Note 2(c)) – 1,600,000 common shares for settlement of $44,000).

On July 1, 2016, in connection with the acquisition (Notes 1(a) and 5), 7,050,000 common shares were issued to companies controlled by key management personnel.

d. Promissory notes

During the year ended December 31, 2015, the Group repaid $400,000 of promissory notes to a company controlled by a member of key management personnel. Total interest expense on the promissory notes for the year ended December 31, 2015 was $24,016

e. Payable to shareholder

During the year ended December 31, 2015, the Group repaid $131,993 to a shareholder of the Group. Total interest expense on the amount due to the shareholder for the year ended December 31, 2015 was $911.

14. COMMITMENTS

a. Operating lease commitments

The Group is obligated under a non-cancellable operating lease for rental of premises. The minimum future lease payments under the operating lease is as follows:

Years ended December 31		
2018	$	84,000
2019	$	84,000

b. Target Capital Inc.

On October 5, 2012, the Group signed an agreement with Target (Note 1(a)). This agreement was amended effective October 5, 2014. Under the terms of the amended agreement the Group agrees to pay Target an annual fee equal to $2,500 plus ½ of 1% of the amount of capital raised from the Original Offering (Note 12(a)) and the New Offering (Note 12(b)) in excess of $500,000 through deferred plans and a capital raising fee of ½ of 1% of the amount of capital raised by the Group from the Original Offering (Note 12(a)) and the New Offering (Note 12(b)) in excess of $500,000 through deferred plans. Deferred plans include any one of, or collectively, a Registered Retirement Savings Plan, Registered Retirement Income Fund, Registered Education Savings Plan and Tax-Free Savings Account, all as defined under the Income Tax Act. The agreement is expected to continue until either the bonds issued as a result of the Original Offering (Note 12(a)) and the New Offering (Note 12(b)) either mature or are redeemed by the Group or Target ceases to be the majority shareholder of TPF.

c. Loan program agreement

On November 1, 2012, and amended February 4, 2013, the Group entered into an exclusive loan program agreement with 4 Pillars (the "Program") whereby the Group will provide loans to clients of 4 Pillars (the "Borrowers") from the proceeds of the Original Offering (Note 12(a)) and the New Offering (Note 12(b)). The Group will provide all funds required to operate the Program and will have full discretion as to whom to lend funds to, including the discretion on fees, expenses, interest and term of the loans to Borrowers. The Program will expire on November 30, 2018, with an automatic renewal until November 30, 2023, unless the Group and 4 Pillars mutually agree to terminate the Program. Either party may terminate the Program with 15 days' notice if either party is in material breach of the terms of the Program.

d. Commissions

On August 26, 2016, the Group entered into an agreement with Raintree Financial Solutions (“Raintree”) whereby Raintree will act as a non-exclusive exempt market dealer of the Group to offer the bonds for sale on a private placement basis. In consideration, the Group will pay Raintree:

- a selling commission of 2.5% and a corporate finance advisory fee of 0.5% on the aggregate gross proceeds of accepted subscriptions received from Raintree for one year bonds entered into with investors and 2% of the principal amount of any such bonds that are renewed or extended for a subsequent one year period;
- a selling commission of 6% and a corporate finance advisory fee of 1% on the aggregate gross proceeds of accepted subscriptions received from Raintree for three year bonds entered into with investors and 6% of the principal amount of any such bonds that are renewed or extended for a subsequent three year period; and
- a corporate advisory fee of 0.25% on the aggregate gross proceeds of accepted subscriptions received for either one year or three year bonds that have been facilitated by any other dealer, in respect of which no commissions or fees are payable to Raintree per (i) and (ii) above, other than certain other parties.

15. INCOME TAXES

a. Deferred tax assets and liabilities

	2017	2016	2015
Deferred tax assets			
Allowance for credit losses	**$** 59,363	**$** 20,605	$ 15,148
Office furniture and equipment	7,521	6,504	547
Forbearance contingency	-	65,020	28,189
Deferred financing expenses	34,710	33,788	26,279
Other	9,277	1,393	412
Tax loss carry forwards	562,159	437,645	117,982
	673,030	564,955	188,557
Deferred tax liabilities			
Intangible assets	(78,573)	(28,020)	(1,300)
Net deferred tax assets	594,457	536,935	187,257
Valuation allowance	(594,457)	(536,935)	(187,257)
Total	**$** -	**$** -	$ -

b. Reconciliation to statutory tax rate

	2017	2016 (Note 2(c))	2015 (Note 2(c))
Net loss before income taxes	**$** (545,920)	$ 1,590,003	$ 244,103
Combined federal and provincial statutory income tax rates	26%	26%	26%
Recovery of income taxes based on combined statutory income tax rates	141,939	413,401	63,467
Adjustments			
Non-deductible items	(33,876)	(74,382)	(31,896)
Net effect of deductible (taxable) items	16,450	36,753	4,151
Effect of current period losses not recognized	(124,513)	(375,772)	(35,722)
	$ -	$ -	$ -

c. Unused tax losses

At December 31, 2017, the Group had unused non-capital tax losses of $2,161,000 (2016 - $1,682,000 and 2015 - $453,000) and unused capital losses of $80,000 (2016 - $80,000 and 2015 - $nil) that are available to be offset against potential tax adjustments or future taxable income and were not recognized as deferred tax assets. The unused non-capital tax losses will expire between 2033 and 2037 and the unused capital tax losses do not expire.

16. LOSS PER SHARE

The potentially dilutive shares from outstanding options have been excluded from the calculation of diluted loss per share as their effect on exercise would be anti-dilutive.

17. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to pursue the lending of loans to consumer debtors and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Group considers its capital for this purpose to be its shareholders' deficiency.

The Group 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 Group may issue new shares or debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Group prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

In order to maximize ongoing development efforts, the Group does not pay out dividends.

18. RISK MANAGEMENT FRAMEWORK

The Group's risk management policies are established by the Board of Directors to set appropriate risk tolerance limits. Management's responsibility is to identify and analyze the risks faced by the Group and to monitor risks and adherence to limits and implement controls. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and changes in the performance of the loans receivable.

The Group issues various fixed rate bonds to bondholders and seeks to earn an interest rate margin by investing these funds in loans receivable from consumer debtors. The Group's principal business activity results in a combined statement of financial position that consists primarily of financial instruments. The primary types of financial risk which arise from the Group's activities are credit risk, liquidity risk and market risk.

a. Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Group is exposed to this risk through its cash held at a financial institution, interest receivable, loans receivable and other receivables. For these financial assets recognized on the combined statement of financial position, the maximum exposure to credit risk is their carrying amount.

The Group's cash is held at a reputable Canadian financial institution. The Group has not experienced any loss on these accounts, although the balances in the accounts may exceed the insurable limits. The Group considers credit risk from cash to be minimal.

19. RISK MANAGEMENT FRAMEWORK (continued)

a. Credit risk (continued)

The Group's interest receivable, loans receivable and other receivables are receivable from its consumer debtors. The Group's primary business activity is to provide loans to high risk individual borrowers under consumer proposals. The Group attempts to mitigate the credit risk from its consumer debtors by performing a due diligence process on the consumer debtors prior to funding the loans receivable. Consumer debtors are referred to the Group by 4 Pillars (Note 14(c)), a credit counseling company, which screens potential consumer debtors for their ability and willingness to repay their obligations and avoid bankruptcy. In addition, the Group will perform additional due diligence work which includes, but is not limited to, verifying income, monthly expenditures, assets and liabilities of the consumer debtors. In addition, after the initial loan receivable is provided to the consumer debtor the Group will continuously monitor the loan receivable. Certain of the Group's loans receivable are secured by vehicles and general security agreements over all of the current and after-acquired assets of the consumer debtor.

Concentration of credit risk exists as the majority of the consumer debtors have comparable geographical and economic characteristics. Consumer debtors are primarily considered high risk individual borrowers and reside in Canada.

b. Liquidity risk

Liquidity risk describes the risk that the Group will not be able to meet its current and future cash flow needs, both expected and unexpected, without materially affecting its daily operations or overall financial condition. The Group manages liquidity risk through the management of its capital structure as outlined in Note 17.

Cash flows payable under financial liabilities by remaining contractual maturities at December 31, 2017 are:

	Less than 3 months	**Between 3 months to 1 year**	**Between 1 and 2 years**	**Between 2 and 5 years**	**Total**
Accounts payable and accrued liabilities	$ 432,688	$ -	$ -	$ -	$ 432,688
Interest payable	20,869	-	-	-	20,869
Promissory notes	180,000	-	-	-	180,000
Bonds	101,634	4,168,797	708,321	353,477	5,332,229
December 31, 2017	**$ 735,191**	**$ 4,168,797**	**$ 708,321**	**$ 353,477**	**$ 5,965,786**

Cash flows payable under financial liabilities by remaining contractual maturities at December 31, 2016 are:

	Less than 3 months	**Between 3 months to 1 year**	**Between 1 and 2 years**	**Between 2 and 5 years**	**Total**
Accounts payable and accrued liabilities	$ 521,906	$ -	$ -	$ -	$ 521,906
Interest payable	21,160	-	-	-	21,160
Promissory notes	-	-	180,000	-	180,000
Bonds	-	778,374	4,102,095	455,984	5,336,453
December 31, 2016	**$ 543,066**	**$ 778,374**	**$ 4,282,095**	**$ 455,984**	**$ 6,059,519**

19. RISK MANAGEMENT FRAMEWORK (continued)

b. Liquidity risk (continued)

Cash flows payable under financial liabilities by remaining contractual maturities at December 31, 2015 are:

		Less than 3 months		Between 3 months to 1 year		Between 1 and 2 years		Between 2 and 5 years		Total
Accounts payable and accrued liabilities	$	132,500	$	-	$	-	$	-	$	132,500
Interest payable		18,203		-		-		-		18,203
Promissory notes		-		-		-		180,000		180,000
Bonds		-		-		-		5,118,008		5,118,008
December 31, 2015	**$**	**150,703**	**$**	**-**	**$**	**-**	**$**	**5,298,008**	**$**	**5,448,711**

c. Market risk

In the normal course of its operations, the Group engages in transactions that give rise to market risk. Market risk is the risk of uncertainty arising from possible market price movements and their impact on the future performance of the Group. Market price movements could adversely affect the value of the Group's financial assets and expected future cash flows. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return for a given level of risk.

The Group's financial instruments are all fixed-rate financial assets or financial liabilities. Therefore, the Group considers its exposure to interest rate risk to be minimal.

20. RECONCILIATION OF CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

Liabilities arising from financing activities include bonds issued, interest included in bond payable, bond transaction costs capitalized, promissory notes and advances from shareholder. A reconciliation of the changes in these liabilities are:

For years ended		**December 31, 2017**		**December 31, 2016**		**December 31, 2015**
Balance, beginning of the year	$	5,537,613	$	5,316,211	$	$4,971,003
Changes from financing cash flows						
Repayment of promissory note		-		-		(400,000)
Repayment to shareholder		-		-		(131,993)
Proceeds from bonds issuance		776,000		1,267,000		1,354,000
Redemption of bonds		(867,938)		(1,018,000)		(496,062)
Transaction costs related to bonds		(66,817)		(107,855)		(10,883)
Other changes						
Compound interest accrued to bond payable		36,475		41,682		(3,047)
Amortization of bond transaction costs		117,765		38,575		33,193
Balance, end of the year	$	5,533,098	$	5,537,613	$	5,316,211

21. EVENTS AFTER THE REPORTING PERIOD

During February 20, 2018 to March 5, 2018, the Group entered into subscription agreements with various investors for the issuance of 2,588,332 common shares at a price of $0.15 per share for gross proceeds of $388,250.

On February 14, 2018, the Group issued 4,849,685 common shares to settle $242,484 owed to one vendor and a former director of the Company.

On March 14, 2018, the Group fully repaid the $180,000 promissory note owed to a non related party.

The 10% bondholders agreed to extend the maturity date of the bonds from November 30, 2018 to November 30, 2023. Principal on the bond will be repaid in 16 equal instalments, paid quarterly on March 15, June 15, September 15 and December 15 of each year until the maturity date. Interest continues to accrue at 10% per annum.

SCHEDULE "B"

MLI MARBLE LENDING INC.
COMBINED FINANCIAL STATEMENTS FOR THE INTERIM PERIOD ENDED

SEPTEMBER 30, 2018

MLI Marble Lending Inc.

Condensed Combined Interim Financial Statements

For the three and nine months ended September 30, 2018
(Expressed in Canadian Dollars)
Unaudited

MLI Marble Lending Inc.

Condensed Combined Interim Statements of Financial Position

As at September 30, 2018
(Expressed in Canadian Dollars)
Unaudited

	Note	**September 30, 2018**	**December 31, 2017**
Assets			
Cash		**$ 1,238,840**	$ 374,804
Interest receivable		**56,640**	182,060
Loans receivable - current	5	**98,610**	164,867
Other receivables		**-**	67,774
Prepaid expenses		**52,668**	52,668
		1,446,758	842,173
Loans receivable	5	**2,572,782**	3,839,953
Office furniture and equipment	6	**7,492**	10,160
Intangible assets	7	**385,951**	320,196
		$ 4,412,983	$ 5,012,482
Liabilities			
Accounts payable and accrued liabilities		**$ 286,240**	$ 432,688
Interest payable		**22,149**	20,869
Promissory note	9	**50,000**	180,000
Bonds – current	10	**3,712,585**	4,270,431
		4,070,974	4,903,988
Bonds	10	**1,795,777**	1,061,798
		5,866,751	5,965,786
Shareholders' Deficiency			
Share capital	11	**2,969,094**	2,361,128
Other reserve		**28,899**	5,899
Deficit		**(4,451,761)**	(3,320,331)
		(1,453,768)	(953,304)
		$ 4,412,983	$ 5,012,482

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

Approved on behalf of the Board of Directors

"Michael Marrandino" Director

"Robert Geisthardt" Director

MLI Marble Lending Inc.

Condensed Combined Interim Statements of Loss and Comprehensive Loss

For the three and nine months ended September 30, 2018
(Expressed in Canadian Dollars)
Unaudited

	Note	Three months ended September 30, 2018	Three months ended September 30, 2017	Nine months ended September 30, 2018	Nine months ended September 30, 2017
Interest revenue		$ 158,726	$ 278,366	$ 566,110	$ 849,105
Interest expense		141,421	131,581	429,208	409,747
Net Interest Income		17,305	146,785	136,902	439,358
Other income		6,844	21,857	21,755	140,578
		24,149	168,642	158,657	579,936
Loan Impairment Loss (Gain), net		193,645	91,441	409,476	-
Operating Expenses					
Administration costs		144,675	101,907	288,870	266,436
Depreciation	6	889		2,667	556
Consulting fees		118,556	145,849	444,064	444,091
Marketing		8,085	14,546	35,381	70,188
Salary and benefits		45,985	10,591	109,629	200,566
		318,190	272,893	880,611	981,837
Net Loss and Comprehensive Loss		**$ (487,686)**	**$ (195,692)**	**$ (1,131,430)**	**$ (401,901)**
Basic and Diluted Loss Per Share	**14**	**$ (0.01)**	**$ (0.01)**	**$ (0.03)**	**$ (0.01)**
Basic and Diluted Weighted Average Number of Shares Outstanding	**14**	**35,748,888**	**28,309,385**	**34,450,039**	**27,814,715**

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

MLI Marble Lending Inc.
Condensed Combined Interim Statement of Changes in Shareholders’ Deficiency

For the nine months ended September 30, 2018

(Expressed in Canadian Dollars)

Unaudited

		Share Capital					
	Note	Number of Shares	Amount	Shares to be issued	Other Reserve	Deficit	Total
Balances, December 31, 2016		26,883,135	$ 1,906,628	$ 132,500	$ 1,119	$ (2,774,411)	$ (734,164)
Issue of shares		1,095,000	322,000	-	-	-	322,000
Share subscriptions received		331,250	132,500	(132,500)	-	-	-
Net loss		-	-	-	-	(401,901)	(401,901)
Balances, September 30, 2017		**28,309,385**	**$ 2,361,128**	**$ -**	**$ 1,119**	**$ (3,176,312)**	**$ (814,065)**
Balances, December 31, 2017		28,309,385	$ 2,361,128	$ -	$ 5,899	$ (3,320,331)	$ (953,304)
Issue of shares		2,589,818	365,482	-	-	-	365,482
Shares issued to settle debt	12	4,849,685	242,484	-	-	-	242,484
Warrants issued	11	-	-	-	23,000	-	23,000
Net loss		-	-	-	-	(1,131,430)	(1,131,430)
Balances, September 30, 2018		**35,748,888**	**$ 2,969,094**	**$ -**	**$ 28,899**	**$ (4,451,761)**	**$ (1,453,768)**

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

MLI Marble Lending Inc.

Condensed Combined Interim Statements of Cash Flows

For the nine months ended September 30, 2018

(Expressed in Canadian Dollars)

Unaudited

		Nine months ended September 30, 2018		Nine months ended September 30, 2017
Cash Flows (Used in) from Operating Activities:				
Net Loss	**$**	**(1,131,430)**	$	**(401,901)**
Items not affecting cash:				
Depreciation of office furniture and equipment		2,668		556
Bond transaction costs		35,645		6,545
		(1,093,117)		(394,799)
Changes in non-cash working capital:				
Interest receivable		125,420		(103,084)
Other receivables		67,775		(4,864)
Loans receivable		1,333,428		84,779
Prepaid expenses		-		(160,775)
Accounts payable and accrued liabilities		96,036		(153,794)
Interest payable		37,768		(2,886)
Forbearance contingency		-		133,373
Net cash used in operating activities		567,310		(602,050)
Cash Flows Used in Investing Activities:				
Purchases of office furniture and equipment		-		(2,994)
Development of intangible assets		(65,756)		(7,245)
Net cash used in financing activities		(65,756)		(10,239)
Cash Flows (Used in) from Financing Activities:				
Common shares issued		365,482		322,000
Warrants Issued		23,000		-
Repayment of promissory notes		(180,000)		-
Promissory notes received		50,000		-
Issuance of bonds		250,000		805,112
Redemption of bonds		(146,000)		(388,938)
Net cash from financing activities		362,482		738,174
Cash (decrease) increase for the period		864,036		125,885
Cash at the beginning of the period		374,804		378,344
Cash at the End of the Period	**$**	**1,238,840**	**$**	**504,229**
Supplemental Cash Flow Information				
Operating activities				
Interest received	$	468,312	$	299,408
Interest paid	$	356,059	$	391,473

Reconciliation of changes in liabilities arising from financing activities (Note 17)

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

1. NATURE OF OPERATIONS

a. *General information*

MLI Marble Lending Inc. ("Marble") was incorporated as Phoenix N2N Capital Inc. under the Business Corporation Act (British Columbia) on July 7, 2015. On September 15, 2016, Marble was continued under the Canada Business Corporation Act and on December 16, 2015 changed its name from Phoenix N2N Capital Inc. to MLI Marble Lending Inc. On July 1, 2016, Marble acquired 100% of the outstanding voting common shares of TPFM The Phoenix Fund Management Ltd. ("TPFM"), 100% of the outstanding non-voting common shares of TPF The Phoenix Fund Inc. ("TPF") and 40% of the outstanding voting preferred shares of TPF for consideration of $700,000 and the issuance of 10,000,000 common shares of Marble. The combined companies, Marble, TPFM and TPF, which were controlled by the same shareholders since incorporation, are referred to in these combined financial statements as the "Group".

Target Capital Inc. ("Target") owns the remaining 60% of the voting preferred shares of TPF. On October 5, 2012, the Group entered into a majority of the minority agreement with Target. Under the terms of the agreement, the Group agreed to pay Target certain annual and capital raising fees in consideration for Target holding the majority of TPF's voting preferred shares, which allows certain debt securities of the Group to be qualified investments for deferred plan investors. Target does not benefit from its position as the majority shareholder of TPF, other than the receipt of the annual and capital raising fees, and is unable to direct the activities of TPF without the prior approval of the Group.

The Group's primary business activity is providing asset-backed and unsecured loans to borrowers. The Group has entered into a non-exclusive loan program agreement with 4 Pillars Consulting Group Inc. ("4 Pillars"), enabling the Group to provide loans to individual clients of 4 Pillars.

The head office of the Group is located at 1202-1166 Alberni Street, Vancouver, British Columbia, V6E 3Z3.

b. *Going concern*

The Group has shareholders' deficiency of $1,453,768 as at September 30, 2018 (December 31, 2017 - $953,304) and therefore will need ongoing funding to continue its operations. There is no assurance that additional funding will be available on a timely basis or on terms acceptable to the Group. If the Group is unable to obtain sufficient funding, the ability of the Group to meet its obligations as they come due and, accordingly, the appropriateness of the use of the going concern accounting principle will be in significant doubt. These combined financial statements have been prepared on the basis of a going concern which assumes the Group will be able to realize its assets and discharge its liabilities in the normal course of business. These combined financial statements do not reflect the adjustments or reclassification which would be necessary if the Group were unable to continue its operations in the normal course of business.

2. BASIS OF PRESENTATION

a. *Statement of compliance*

The Group prepared these combined financial statements in accordance with International Accounting Standard 34 ("IAS 34") Interim Financial Reporting. These combined financial statements were approved by the Board of Directors and authorized for issue on November 21, 2018.

b. *Basis of measurement*

These combined financial statements are prepared on the historical cost basis, except for the items recorded at fair value as described in the accounting policies disclosed in Note 3. These combined financial statements are presented in Canadian dollars, which is the Group's functional currency.

2. BASIS OF PRESENTATION (continued)

c. Basis of preparation prior to the acquisition

These combined financial statements have been prepared to provide financial information of the Group for inclusion in a prospectus to be issued by the Group. Financial information for the pre-acquisition period, including the comparative periods, are presented based on the historical combined financial information of Marble, TPFM and TPF as if the acquisition on July 1, 2016 had occurred on January 1, 2014, using the significant accounting framework outlined in Note 3(a).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Financial Statement Presentation Framework

i) Business combinations under common control ("BCUCC")

BCUCC are business combinations involving entities or businesses under common control, in which all of the combining entities or businesses are ultimately controlled by the same party both before and after the business combination.

As Marble is a recently formed entity and the acquisition on July 1, 2016 (Note 1(a)) was a reorganization and recapitalization, it is accounted for using the predecessor value method. Under this method, the Group records the assets acquired and liabilities assumed at their carrying amounts on the closing date of the acquisition. The difference between the consideration given and the aggregate value of the net assets acquired is recorded as an adjustment to shareholders' deficiency. Financial information for the pre-acquisition period, including the comparative periods, are presented based on historical combined financial information of Marble, TPFM and TPF as if the acquisition on July 1, 2016 had occurred on January 1, 2014.

ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the combined financial statements from the date on which control commences until the date on which control ceases.

iii) Loss of control

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any resulting gain or loss is recognized in the combined statement of loss. Any interest in the former subsidiary is measured at fair value when control is lost.

iv) Transactions eliminated on combination

All intra-group transactions, balances, revenues and expenses are eliminated in the combined financial statements.

b. Cash and cash equivalents

Cash and cash equivalents comprise balances with less than three months maturity from the original date of acquisition.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c. Financial instruments (continued)

i) Recognition, classification and measurement

The Group initially recognizes loans and receivables on the date that they are originated while all other financial assets and liabilities are recognized initially on the transaction date on which the Group becomes a party to the contractual provisions of the instrument.

The classification of financial assets and liabilities are determined at initial recognition. The Group's financial assets are classified as one of the following: at fair value through profit or loss ("FVTPL") and at amortized cost. Financial liabilities are classified and subsequently measured at amortized cost.

Financial assets at FVTPL

A financial asset is required to be classified as FVTPL unless it is measured at amortized cost or at fair value through other comprehensive income. Financial assets at FVTPL are initially measured at fair value with directly attributable transaction costs recognized in the combined statement of loss and comprehensive loss. Subsequent to initial recognition, financial assets at FVTPL are measured at fair value and changes therein, including any interest or dividend income, are recognized in the statement of loss and comprehensive loss.

The Group's designated FVTPL assets consists of cash.

Amortized cost

Financial assets are measured at amortized cost if the financial asset is held within a "hold to collect" business model, and if the contractual cash flows associated with the financial asset are solely payments of principal and interest on the principal amount of debt outstanding. Financial assets with a "hold to collect" business model exist when the Company's primary objective is to collect contractual cash flows on the assets rather than selling them. Financial assets classified as amortized cost are initially recognized at fair value, and subsequently measured at amortized cost using the effective interest method, less any allowance for losses.

The Group's financial assets measured at amortized cost consists of interest receivable, loans receivable and other receivables.

Financial liabilities are measured at amortized cost unless otherwise designated by the Group as FVTPL. The Group's financial liabilities measured at amortized cost consists of accounts payable and accrued liabilities, interest payable, due to shareholder, promissory notes and bonds.

ii) Fair value of financial instruments

Financial instruments recognized in the combined statement of financial position at fair value include cash. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between unrelated participants at the measurement date. Fair values of interest receivable, other receivables, accounts payable and accrued liabilities, interest payable and promissory notes approximate their carrying values due to their short-term nature.

When measuring the fair value of an asset or liability, the Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the following valuation techniques:

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c. Financial instruments (continued)

ii) Fair value of financial instruments (continued)

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

Cash is measured at fair value based on a Level 1 designation.

iii) Impairment of financial assets

The Group assesses impairment of financial assets at each reporting date. A financial asset is impaired if there is objective evidence that one or more loss events, occurring after the initial recognition of the asset, impacts the estimated future cash flows of the financial asset. Objective evidence that financial assets are impaired includes significant financial and other difficulty of the borrower or issuer, default or delinquency of a borrower, restructuring of amounts due on terms that the Group would not consider otherwise, other indications that a borrower or issuer will enter bankruptcy and adverse changes in the payment status of the borrower.

For the purpose of an individual evaluation of impairment, the amount of impairment loss on a financial asset is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current effective interest rate determined under the contract.

For the purpose of a collective evaluation of impairment, financial assets are characterized on the basis of similar risk characteristics. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the counterparties' ability to pay all amounts due according to the contractual terms of the financial assets being evaluated. Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of historical loss experience for the assets with credit risk characteristics similar to those in the group.

The carrying amount of the financial assets are reduced through the use of an allowance account and the amount of the loss is recognized in the combined statement of loss and comprehensive loss. If in a subsequent period, the amount of the impairment loss decreases and the decrease can be objectively linked to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognized in the combined statement of loss and comprehensive loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c. Financial instruments (continued)

iv) Derecognition of financial instruments

Financial assets are derecognized when the contractual rights to receive the cash flows from these assets have ceased to exist or the assets have been transferred and substantially all the risks and rewards of ownership of the assets are also transferred. If the Group has neither transferred nor retained substantially all the risks and rewards of the transferred financial asset, it assesses whether it has retained control over the transferred asset. If control has been retained, the Group recognizes the transferred asset to the extent of its continuing involvement. If control has not been retained, the Group derecognizes the transferred asset. Any difference between the carrying amount of the asset and the consideration which is determined to have been received is recognized in the combined statement of loss and comprehensive loss.

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. Any difference between the carrying amount of the liability extinguished and the consideration paid is recognized in the combined statement of loss and comprehensive loss.

d. Interest revenue and interest expense

Interest revenue and interest expense are recognized in the combined statement of loss and comprehensive loss using the effective interest method. The effective interest method is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or financial liability to the carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Group estimates future cash flows considering all contractual terms of the financial instrument but does not consider future credit losses.

The calculation of the effective interest method includes all fees and costs paid or received between parties to the contract that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or liability. Loan origination fees and fees that are considered to be adjustments to loan yield are recognized using the effective interest method. The effective interest method capitalizes fees and transaction costs on the combined statement of financial position and amortizes them to interest income over the expected life of the related financial asset or financial liability. Once a financial asset has been written down as a result of an impairment loss, interest revenue is recognized using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

e. Office furniture and equipment

Office furniture and equipment are recorded at cost less accumulated depreciation and accumulated impairment losses. Depreciation is recorded using either the declining balance or the straight-line method and is intended to depreciate the costs of assets over their estimated useful lives:

Office furniture	20% declining balance
Computer hardware	55% declining balance
Leasehold improvements	3 years straight line

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

f. Intangible assets

Expenditure on research activities is recognized in the combined statement of loss and comprehensive loss as incurred. Development expenditure is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in the combined statement of loss and comprehensive loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortization and any accumulated impairment losses.

Amortization is recorded annually using the straight-line method and is intended to amortize the costs of the intangible assets over their estimated useful lives:

Internally generated software	10 years straight line
Trademark	Indefinite

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

g. Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of long-lived assets to determine whether there is an indication that those assets have suffered any impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment charge (if any).

The recoverable amount used for this purpose is the higher of the fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its recorded amount, the recorded amount of the asset is reduced to its recoverable amount. An impairment charge is recognized immediately in the combined statement of loss and comprehensive loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to a maximum amount equal to the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years.

h. Leases

A lease that transfers substantially all of the benefits and risks of ownership to the Group is classified as a finance lease. At the inception of a finance lease, an asset and a payment obligation are recorded at an amount equal to the lesser of the present value of the minimum lease payments and the asset's fair market value. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases are classified as operating leases and are not recognized in the Group's combined statement of financial position. Payments made under operating leases are recognized in the combined statement of loss and comprehensive loss on a straight-line basis over the term of the lease. Lease incentives received are recognized as an integral part of the total lease expense, over the term of the lease.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

i. Income taxes

Income tax expense is composed of current and deferred tax. Current and deferred taxes are recognized in the combined statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in shareholders' deficiency or in other comprehensive income.

i) Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable or receivable in respect of previous years.

ii) Deferred tax

Deferred tax is recognized with respect to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities against current tax assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

j. Forbearance contingency

The Group charges a monthly forbearance fee to certain borrowers. If these borrowers are unable to make their scheduled loan repayments to the Group, due to certain events such as disability and unemployment, the Group will forbear on the timing of the enforcement of its rights and remedies under the loan agreement. The Group accumulates the forbearance fees collected into a general reserve to be applied against credit losses from the loans receivable.

Forbearance fees received from borrowers are initially deferred on the combined statement of financial position. When the Group determines that a loan receivable should be written off, an amount equal to lesser of the carrying value of the written off loan receivable and the total forbearance contingency is recognized in the combined statement of loss and comprehensive loss.

Any remaining deferred amounts will continue to be recognized on the combined statement of financial position until such time that the Group expects no further credit losses from its loans receivable. At such time, the remaining balance of the forbearance contingency will be recognized in the combined statement of loss and comprehensive loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

k. Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the combined statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset when it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

l. Share capital

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability. The Group's common shares are classified as equity instruments. Incremental costs directly attributed to the issuance of new shares are shown in equity as a reduction, net of tax, of the proceeds received on issue.

When shares recognized as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the treasury share reserve.

m. Loss per share

The Group presents the basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Group by the weighted average number of common shares outstanding during the year. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

n. New accounting standards and interpretations

The group adopted the following new accounting standards and amendments, which are effective for the interim and annual consolidated financial statements commencing on January 1, 2018:

i) IFRS 9, Financial Instruments

On January 1, 2018, the Group adopted *IFRS 9*, *Financial Instruments*, which replaces *IAS 39, Financial Instruments*: Recognition and Measurement. This standard establishes new measurement categories for classifying financial assets, and new guidance in relation to impairment and hedge accounting. The adoption of the new impairment and hedge accounting requirements had no material impact on the Group's combined financial statements and did not result in any changes to the presentation of the comparative amounts in these combined financial statements.

ii) IFRS 15, Revenue from Contracts with Customers

On January 1, 2018, the Group adopted IFRS 15, Revenue from Contracts with Customers. The new standard includes a five step recognition and measurement approach for revenue arising from contracts with customers, and includes new requirements for accounting for contract costs. Revenues arising from financial instruments within the scope of IFRS 9, Financial Instruments, specifically interest revenue and loan fees, are excluded from the scope of IFRS 15. All other revenue streams are included within the scope of IFRS 15. The adoption of this standard did not have any impact on the Group's combined financial statements and do not result in any changes to the presentation of the comparative amounts in these combined financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

o. Standards and interpretations issued but not yet effective

i) IFRS 16, Leases

IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is twelve months or less or the underlying asset has a low value. IFRS 16 replaces *IAS 17 – Leases, IFRIC 4 Determining Whether an Arrangement Contains a Lease, SIC-15 Operating Leases – Incentives,* and *SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted if *IFRS 15 Revenue from Contracts with Customers* is also applied.

4. USE OF ESTIMATES AND JUDGMENTS

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Changes to accounting estimates are recognized in the period in which the estimate is revised and all future periods which are affected by the change in estimate.

The principal areas where critical estimates and judgments have been applied are described below:

a. Assessment of control of TPF

Although the Group owns less than half of TPF's voting preferred shares, management has determined that the Group controls TPF and that all of the equity in TPF is attributable directly to the Group. The Group owns all of the non-voting common shares of TPF and has an agreement with the only other voting preferred shareholder, Target, whereby Target does not benefit from its position as the majority shareholder of TPF, other than the receipt of certain fees (Note 1(a)).

b. Impairment losses on loans receivable

The Group regularly reviews its loans receivable for potential impairment. In determining whether an impairment loss should be recorded in the combined statement of loss and comprehensive loss, the group considers whether there is any observable data indicating that an increase in the credit risk or a decrease in the estimated future cash flows from a loan has occurred. This evidence may include observable data indicating that there has been an adverse change in the payment status of the borrower. Management uses estimates based on valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of estimation is required. The estimates include future market interest rates.

c. Impairment of intangible assets

Intangible assets which are available for use and have a definite useful life are assessed for indicators of impairment at the end of each reporting period. If indicators of impairment exist, the Group will test those intangible assets for impairment. The Group tests intangible assets with an indefinite useful life and intangible assets which are not yet ready for use on an annual basis. Significant judgment is required in determining the useful lives and recoverable amounts of intangible assets, and assessing whether certain events or circumstances constitute objective evidence of impairment. Estimates of the recoverable amounts of the intangible assets rely on certain inputs, including future cash flows and discount rates. Future cash flows are based on revenue projections and allocated costs which are estimated based on forecast results and business initiatives. Discount rates are based on the market interest rates.

4. **USE OF ESTIMATES AND JUDGMENTS** (continued)

d. Income taxes

Income tax expenses recorded in these combined financial statements are not final until tax returns are filed and accepted by taxation authorities. Therefore, results of operations in future reporting periods may be affected by the difference between the income tax expense estimates and the final tax assessments.

Estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the ability to use the underlying future tax deductions against future taxable income. The assessment is based on enacted tax acts and estimates of future taxable income.

5. LOANS RECEIVABLE

The Group provides loans to consumer debtors who meet the Group's evaluation criteria and who will use the borrowed funds to settle debts under formal or informal debt restructuring plans agreed upon by the creditors of the consumer debtors. Consumer debtors are identified in collaboration with 4 Pillars (Note 13(c)).

The majority of the loans provided are unsecured. The loans receivable generally bear interest between 13.99% and 29.99% and mature between one and seven years.

a. Loans receivable

		September 30, 2018		Dec 31, 2017
Personal	**$**	**2,814,820**	$	4,081,339
Micro loans		**-**		1,505
Mortgages		**84,892**		150,296
Less: allowance for credit losses		**(228,320)**		(228,320)
Total loans receivable net of allowance for credit losses	**$**	**2,671,392**	$	4,004,820

b. Reconciliation of allowance for credit losses

Loans receivable that are written-off are first recovered through a draw-down of the forbearance contingency, limited to the total funds available in forbearance contingency (Note 8).

		September 30, 2018		Dec 31, 2017
Balance, beginning of year	**$**	228,320	$	263,950
Provision for credit losses		181,532		-
Loans receivable written-off		(302,681)		(460,012)
Recoveries of loans receivable written-off		121,149		424,382
Balance, end of year	**$**	228,320		228,320
Individual loan allowance	**$**	54,847		79,131
Collective loan allowance		173,473		149,189
Total allowance for credit losses	**$**	228,320	$	228,320

5. LOANS RECEIVABLE (continued)

c. *Loans receivable individually impaired*

A loan receivable is considered individually impaired when a consumer debtor has not made a payment by the contractual due date and the consumer debtor has declared bankruptcy or applied for a consumer protection, or the Group has sent the loan receivable to an external collection agency for collections.

	September 30, 2018	Dec 31, 2017
Personal	$ 54,847	$ 94,322
Less: individual allowance	(54,847)	(79,131)
Loans receivable with individual allowances for impairment	$ -	$ 15,191

d. *Loans receivable past due but not impaired*

A loan receivable is considered past due when a payment had not been received by the contractual due date. The following table presents the carrying values of loans that are past due but not classified as impaired because: (i) the Group is in continuous contact with the consumer debtor and the Group and the consumer debtor have established an appropriate repayment plan, or (ii) the loan receivable is secured and the fair value of the collateral if sufficient to cover the carrying value of the loan receivable.

Loans receivable that are past due but not impaired at September 30, 2018 and December 31, 2017 are as follows:

September 30, 2018	**30-60 days**	**61-90 days**	**Over 90 days**	**Total**
Personal	$ -	$ -	$ 286,742	$ 286,742
Total past due but not impaired	**$ -**	**$ -**	**$ 286,742**	**$ 286,742**

December 31, 2017	**30-60 days**	**61-90 days**	**Over 90 days**	**Total**
Personal	$ 47,933	$ 50,311	$ 61,712	$ 159,956
Micro loans	-	196	-	196
Total past due but not impaired	**$ 47,933**	**$ 50,507**	**$ 61,712**	**$ 160,152**

d. *Contractual maturities*

	Under 1 year	**1 – 5 years**	**Over 5 years**	**Total**
Unsecured personal loans	$ 97,548	$ 2,535,640	$ 181,631	**$ 2,814,819**
Mortgages	1,062	58,396	25,435	**84,893**
Total loans receivable	$ 98,610	$ 2,594,036	$ 207,066	**2,899,712**
Less: allowance for credit losses				**(228,320)**
Total loans receivable net of allowance for credit losses				**$ 2,671,392**

6. OFFICE FURNITURE AND EQUIPMENT

	Leasehold Improvements	Furniture	Computers	Total
Cost				
Balance, December 31, 2016	$ 5,404	$ 13,719	$ 11,604	$ 30,727
Additions	-	2,093	1,731	3,824
Balance, December 31, 2017	5,404	15,812	13,335	34,551
Additions	-	-	-	-
Balance, September 30, 2018	**$ 5,404**	**$ 15,812**	**$ 13,335**	**$ 34,551**
Accumulated depreciation				
Balance, December 31, 2016	$ 5,404	$ 5,747	$ 8,595	19,746
Depreciation	-	2,125	2,520	4,645
Balance, December 31, 2017	5,404	7,872	11,115	24,391
Depreciation	-	1,459	1,209	2,668
Balance, September 30, 2018	**$ 5,404**	**$ 9,331**	**$ 12,324**	**$ 27,059**
Carrying amounts				
Balance, December 31, 2016	$ -	$ 7,972	$ 3,009	$ 10,981
Balance, December 31, 2017	$ -	$ 7,940	$ 2,220	$ 10,160
Balance, September 30, 2018	**$ -**	**$ 6,481**	**$ 1,011**	**$ 7,492**

7. INTANGIBLE ASSETS

	Internally generated software	Trademark	Total
Cost and carrying amount			
Balance, December 31, 2016	$ 194,404	$ 5,567	$ 199,971
Additions	108,225	12,000	120,225
Balance, December 31, 2017	302,629	17,567	320,196
Additions	65,755	-	65,755
Balance, September 30, 2018	**$ 368,384**	**$ 17,567**	**$ 385,951**

8. FORBEARANCE CONTINGENCY

	September 30, 2018	December 31, 2017
Balance, beginning of period	$ -	$ 250,077
Additions	**105,268**	158,983
Applied against credit losses	**(105,268)**	(409,060)
Balance, end of period	**$ -**	**$ -**

9. PROMISSORY NOTE

	September 30, 2018	December 31, 2107
$50,000 promissory note	$ 50,000	$ 180,000

The $50,000 promissory note issued to a third party carries interest at 8% compounded monthly and will be payable in full upon the Company completing its IPO and being called for trading on the Canadian Stock Exchange.

10. BONDS

		September 30, 2018		December 31, 2017
10% bonds – original offering (Note 10(a))	**$**	**698,903**	$	3,780,111
10% bonds – amended (Note 10(b))		**3,553,580**		-
10% bonds – new offering (Note 10(b))		**255,616**		-
9% bonds – new offering (Note 10(c))		**864,046**		490,320
8% bonds – new offering (Note 10(c))		**136,217**		1,061,798
Total bonds, net of associated transaction costs	**$**	**5,508,362**	$	5,332,228

a. 10% bonds – original offering

During previous years, the Group had issued offering memoranda (the "Original Offering") for unsecured bonds of up to a maximum of 15,000 bonds at a price of $1,000 per bond, for expected total gross proceeds of $15,000,000. The minimum Original Offering of 150 bonds at a price of $1,000 per bond, for total gross proceeds of $150,000 had been reached. The Original Offering was closed on July 15, 2016 when the New Offering commenced (Note 12(c)).

At the time of purchase, subscribers elected one of the following options with respect to the 10% interest payable on the bonds:

- the bond which entitled the holder to 10% simple interest per annum, payable quarterly at the equivalent quarterly rate of 2.5% within fifteen (15) business days of March 15, June 15, September 15 and December 15 of each year during the term of the bond; or
- the bond which entitled the holder thereof to 10% compound interest calculated annually and payable on the date the bonds are redeemed by the Group in accordance with the terms of the Original Offering.

The Group or the bondholder could have provided written notice on or before August 31, 2018 (the "First 10% Redemption Notice"), of their intention to redeem some or all of the bonds, which would then have been redeemed on November 30, 2018 (the "First 10% Maturity Date"). In the absence of written notice from the bondholder on or before August 31, 2018, the bonds shall mature on November 30, 2023 (the "Second 10% Maturity Date").

Subject to (i) an annual maximum redemption limit of 10% of the bonds outstanding as of the last day of the previous calendar year, and (ii) cash flow of the Group, any individual bondholder may request redemption of some or all of their bonds by providing 90 days prior written notice (the "Early Redemption Notice"). Bondholders who redeem some or all of their bonds prior to the First and/or Second 10% Maturity Dates are subject to the following redemption fees:

- Early Redemption Notice received prior to November 30, 2014 - a redemption fee equal to 5% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2014 and November 30, 2015 - a redemption fee equal to 4% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2015 and November 30, 2016 - a redemption fee equal to 3% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2016 and November 30, 2017 - a redemption fee equal to 2% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2017 and November 30, 2018 - a redemption fee equal to 1% of the principal amount of the bonds being redeemed by the Group, except where a Bondholder's request is in accordance with the Redemption Notice specified above.
- Early Redemption Notice received between December 1, 2018 and November 30, 2019 - a redemption fee equal to 5% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2019 and November 30, 2020 - a redemption fee equal to 4% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2020 and November 30, 2021 - a redemption fee equal to 3% of the principal amount of the bonds being redeemed by the Group.

10. BONDS (continued)

a. 10% bonds – original offering (continued)

- Early Redemption Notice received between December 1, 2021 and November 30, 2022 - a redemption fee equal to 2% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received between December 1, 2022 and November 29, 2023 - a redemption fee equal to 1% of the principal amount of the bonds being redeemed by the Group.

Redemption fees are deducted by the Group from the redemption amount to be paid to the bondholder.

Between January 1, 2018 and September 30, 2018, the Group did not redeem any bonds under the Original Offering.

b. 10% and 8% bonds – amendment

On November 15, 2018, the Group amended the terms of 10% bonds (Note 10a) with a total principal value of $3.08million and 8% bonds (Note 10c) with a total principal value of $415,000. The maturity date of the bonds has been extended from November 30, 2018 to November 30, 2023, and principal repayments will be made in 16 equal instalments, payable on the 15th day of March, June, September and December of each year. Interest on the outstanding principal shall accrue at 10% simple interest per annum and become due on a quarterly basis, beginning in December 15, 2018. On November 15, 2018, the Group further amended the repayment of interest to commence on March 15, 2019

The amendments of the bond terms will not be effective if the Group does not complete an initial public offering, another transaction which results in it becoming a reporting issuer or the Group's shareholders otherwise receive shares or other equity interests of a reporting issuer by March 31, 2019.

The Group further issued $250,000 in bonds with the same terms as the amended bonds on June 26, 2018.

c. 8% and 9% bonds – new offering

On July 15, 2016, the Group issued a new offering memorandum (the "New Offering") for the issue of a maximum of 50,000 unsecured bonds, at a price of $1,000 per bond, for expected total gross proceeds of $50,000,000 and comprising of 1 year 8% bonds and 3 year 9% bonds. The 8% bonds will be redeemed on the first anniversary of the date of issue to the bondholder (the "First 8% Maturity Date") and the 9% bonds will be redeemed on the third anniversary of the date of issue to the bondholder (the "First 9% Maturity Date").

At the time of purchase, the subscribers elected one of the following two options with respect to the 8% or 9% interest payable on the bonds:

- the bond will entitle the holder to 8% or 9% simple interest per annum, payable monthly at the equivalent monthly rate of 0.67% or 0.75%, respectively, within fifteen (15) business days of the end of each month, during the term of the bond; or
- the bond will entitle the holder thereof to 8% or 9% compound interest calculated annually and payable on the date the bond is redeemed by the Corporation in accordance with the terms of the New Offering.

The bondholder may provide written notice at least 90 days prior to the First 8% Maturity Date or the First 9% Maturity Date (the "First 8% or 9% Redemption Notice"), of their intention to redeem some or all of the bonds, which will then be redeemed on the First 8% Maturity Date or the First 9% Maturity date. In the absence of written notice from the bondholder at least 90 days prior to the First 8% Maturity Date or the First 9% Maturity Date, the bonds shall mature on the following dates:

- in the case of the 8% bonds, on the next occurring anniversary of the First 8% Maturity Date if at least 90 days prior to such anniversary a redemption notice has been delivered (the "Subsequent 8% Maturity Date"); and
- in the case of the 9% bonds, on the third anniversary of the First 9% Maturity Date (the "Second 9% Maturity Date").

10. BONDS (continued)

c. 8% and 9% bonds – new offering (continued)

On each Subsequent 8% Maturity Date and the Second 9% Maturity Date, the Group shall redeem all 8% bonds that have not been reinvested (that is, where the maturity date has not been extended) and all 9% bonds, respectively, outstanding on that date by payment of the principal amount of the bonds and all accrued and unpaid interest thereon. Subject to (i) an annual maximum redemption limit of 10% of the bonds outstanding as of the last day of the previous calendar year, and (ii) cash flow of the Group and of TPFM, any individual bondholder may request redemption of some or all of their bonds by providing 90 days prior written notice (the "Early Redemption Notice").

8% bondholders who redeem some or all of their bonds prior to the First and/or Subsequent 8% Maturity Date are subject to a redemption fee equal to 2.5% of the principal amount of the bonds being redeemed by the Group.

9% bondholders who redeem some or all of their bonds prior to the First and/or Second 9% Maturity Date are subject to the following redemption fees:

- Early Redemption Notice received prior to the first anniversary date the bond was issued – a redemption fee equal to 6% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received on or after the first anniversary, but prior to the second anniversary, of the date the bond was issued – a redemption fee equal to 4% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received on or after the second anniversary, but prior to the third anniversary, of the date the bond was issued – a redemption fee equal to 2% of the principal amount of the bonds being redeemed by the Group. Except where a bondholder’s request is in accordance with the First 8% or 9% Redemption Notice specific above (for redemption of the First 9% Maturity Date).
- Early Redemption Notice received on or after the third anniversary, but prior to the fourth anniversary, of the date the bond was issued – a redemption fee equal to 6% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received on or after the fourth anniversary, but prior to the fifth anniversary, of the date the bond was issued – a redemption fee equal to 4% of the principal amount of the bonds being redeemed by the Group.
- Early Redemption Notice received on or after the fifth anniversary, but prior to the sixth anniversary, of the date the bond was issued – a redemption fee equal to 2% of the principal amount of the bonds being redeemed by the Group.

Redemption fees are deducted by the Group from the redemption amount to be paid to the bondholder.

Between January 1, 2018 and September 30, 2018, the Group redeemed $146,000 of the bonds issued under the New Offering.

11. SHARE CAPITAL

a. Authorized share capital

- An unlimited number of common shares without par value.
- An unlimited number of preferred shares without par value. As at September 30, 2018, no preferred shares have been issued.

b. Share purchase options

During the year ended December 31, 2017, the Corporation granted an option for the purchase of 200,000 common shares to a consultant for services provided. The option vested immediately and is exercisable until the earlier of 10 years from the grant date or when the Corporation completes an initial public offering or enters into any transaction as a result of which the shares of the Corporation becomes listed on a recognized stock exchange.

The fair value of the options was estimated at $0.024 per share at the grant date using the Black-Scholes option pricing model. The assumptions used for the Black-Scholes option pricing model were:

	Year ended December 31, 2017
Share price	$ 0.05
Exercise price	$ 0.05
Expected share price volatility [(1)]	80%
Risk-free interest rate	0.78%
Expected term (years) [(2)]	2.50

(1) Expected share price volatility was determined on the basis of comparable public company price histories
(2) Expected term incorporates the impact of early exercise

c. Share purchase warrants

The Corporation issued 2,589,818 units to various investors between February 1, 2018 and March 15, 2018. Each unit consisted of one common share and one half share purchase warrant. One share purchase warrant entitles the holder to purchase one common share of the Corporation at $0.30 per share for a 12 month period. 1,294,911 warrants were outstanding at September 30, 2018.

The weighted average fair value of the warrants was estimated at $0.018 per share at the grant date using the Black-Scholes option pricing model. The weighted average assumptions used for the Black-Scholes option pricing model were:

	9 month ended September 30, 2018
Share price	$ 0.015
Exercise price	$ 0.030
Expected share price volatility [(1)]	80%
Risk-free interest rate	1.60%
Expected term (years) [(2)]	1.00

(1) Expected share price volatility was determined on the basis of comparable public company price histories
(2) Expected term incorporates the impact of early exercise

12. RELATED PARTY TRANSACTIONS

Related parties of the Group include subsidiaries, key management personnel, companies controlled by key management personnel and close family members of key management personnel. Key management personnel are persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any directors (whether executive or otherwise) of the Group. Key management personnel are composed of the Board of Directors and Executive Leadership Team.

a. *Compensation*

Salaries and other short-term employee benefits paid to the Group's key management personnel were $59,868 for the nine months ended September 30, 2018 (nine months ended September 30, 2017 - $125,009).

b. *Consulting fees*

Consulting fees paid to the Group's key management personnel and companies controlled by key management personnel were $269,987 for the nine months ended September 30, 2018 (nine months ended September 30, 2017 - $204,200). As at September 30, 2018, accounts payable and accrued liabilities included $198,521 (December 31, 2017 - $189,670) owing to key management personnel and companies controlled by key management personnel.

c. Issue of common shares

During the nine months ended September 30, 2018, key management personnel and companies controlled by key management personnel subscribed for 1,486 common shares of the Group for $223 (nine months ended September 30, 2017 – 285,000 shares for $114,000).

During the nine months ended September 30, 2018, 4,849,685 common shares were issued by the Group for the settlement of $242,484 owing to key management personnel and companies controlled by key management personnel (nine months ended September 30, 2017 - nil).

13. COMMITMENTS

a. Operating lease commitments

The Group is obligated under a non-cancellable operating lease for rental of premises. The minimum future lease payments under the operating lease is as follows:

Years ended December 31		
2018	$	84,000
2019	$	84,000

13. COMMITMENTS (Continued)

b. Target Capital Inc.

On October 5, 2012, the Group signed an agreement with Target (Note 1(a)). This agreement was amended effective October 5, 2014. Under the terms of the amended agreement the Group agreed to pay Target an annual fee equal to $2,500 plus ½ of 1% of the amount of capital in excess of $500,000 raised from the Original Offering (Note 10(a)) and the New Offering (Note 10(b)) through deferred plans and a capital raising fee of ½ of 1% of the amount of capital in excess of $500,000 raised by the Group from the Original Offering (Note 10(a)) and the New Offering (Note 10(b)) through deferred plans. Deferred plans include any one of, or collectively, a Registered Retirement Savings Plan, Registered Retirement Income Fund, Registered Education Savings Plan and Tax-Free Savings Account, all as defined under the Income Tax Act. The agreement is expected to continue until either the bonds issued as a result of the Original Offering (Note 10(a)) and the New Offering (Note 10(b)) either mature or are redeemed by the Group or Target ceases to be the majority shareholder of TPF.

c. Loan program agreement

On November 1, 2012, and amended February 4, 2013, the Group entered into a non-exclusive loan program agreement with 4 Pillars (the "Program") whereby the Group will provide loans to clients of 4 Pillars (the "Borrowers") from the proceeds of the Original Offering (Note 10(a)) and the New Offering (Note 10(b)). The Group will provide all funds required to operate the Program and will have full discretion as to whom to lend funds to, including the discretion on fees, expenses, interest and term of the loans to Borrowers. The Program will expire on November 30, 2018, with an automatic renewal until November 30, 2023, unless the Group and 4 Pillars mutually agree to terminate the Program. Either party may terminate the Program with 15 days' notice if either party is in material breach of the terms of the Program.

On July 30, 2018, TPFM The Phoenix Fund Management Ltd. entered into a non-exclusive five year Referral Agreement with 4 Pillars Consulting Group Inc. The Agreement supersedes and replaces the Loan Program Agreement between TPF The Phoenix Fund Inc. and 4 Pillars

d. Commissions

On August 26, 2016, the Group entered into an agreement with Raintree Financial Solutions (“Raintree”) whereby Raintree will act as a non-exclusive exempt market dealer of the Group to offer the bonds for sale on a private placement basis. In consideration, the Group will pay Raintree:

- a selling commission of 2.5% and a corporate finance advisory fee of 0.5% of the aggregate gross proceeds of accepted subscriptions received from Raintree for one year bonds entered into with investors and 2% of the principal amount of any such bonds that are renewed or extended for a subsequent one year period;
- a selling commission of 6% and a corporate finance advisory fee of 1% of the aggregate gross proceeds of accepted subscriptions received from Raintree for three year bonds entered into with investors and 6% of the principal amount of any such bonds that are renewed or extended for a subsequent three year period; and a corporate advisory fee of 0.25% on the aggregate gross proceeds of accepted subscriptions received for either one year or three year bonds that have been facilitated by any other dealer, in respect of which no commissions or fees are payable to Raintree per (i) and (ii) above, other than certain other parties.

14. LOSS PER SHARE

The potentially dilutive shares from outstanding options and warrants have been excluded from the calculation of diluted loss per share as their effect on exercise would be anti-dilutive.

15. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to pursue the lending of loans to consumer debtors and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Group considers its capital for this purpose to be its shareholders' deficiency.

The Group 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 Group may issue new shares or debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Group prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

In order to maximize ongoing development efforts, the Group does not pay out dividends.

16. RISK MANAGEMENT FRAMEWORK

The Group's risk management policies are established by the Board of Directors to set appropriate risk tolerance limits. Management's responsibility is to identify and analyze the risks faced by the Group and to monitor risks and adherence to limits and implement controls. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and changes in the performance of the loans receivable.

The Group issues various fixed rate bonds to bondholders and seeks to earn an interest rate margin by investing these funds in loans receivable from consumer debtors. The Group's principal business activity results in a combined statement of financial position that consists primarily of financial instruments. The primary types of financial risk which arise from the Group's activities are credit risk, liquidity risk and market risk.

a. Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Group is exposed to this risk through its cash held at a financial institution, interest receivable, loans receivable and other receivables. For these financial assets recognized on the combined statement of financial position, the maximum exposure to credit risk is their carrying amount.

The Group's cash is held at a reputable Canadian financial institution. The Group has not experienced any loss on these accounts, although the balances in the accounts may exceed the insurable limits. The Group considers credit risk from cash to be minimal.

The Group's interest receivable, loans receivable and other receivables are receivable from its consumer debtors. The Group's primary business activity is to provide loans to high risk individual borrowers under consumer proposals. The Group attempts to mitigate the credit risk from its consumer debtors by performing a due diligence process on the consumer debtors prior to funding the loans receivable. Consumer debtors are referred to the Group by 4 Pillars (Note 13(c)), a credit counseling company, which screens potential consumer debtors for their ability and willingness to repay their obligations and avoid bankruptcy. In addition, the Group will perform additional due diligence work which includes, but is not limited to, verifying income, monthly expenditures, assets and liabilities of the consumer debtors. In addition, after the initial loan receivable is provided to the consumer debtor the Group will continuously monitor the loan receivable. Certain of the Group's loans receivable are secured by vehicles and general security agreements over all of the current and after-acquired assets of the consumer debtor.

Concentration of credit risk exists as the majority of the consumer debtors have comparable geographical and economic characteristics. Consumer debtors are primarily considered high risk individual borrowers and reside in Canada.

16. RISK MANAGEMENT FRAMEWORK (continued)

b. Liquidity risk

Liquidity risk describes the risk that the Group will not be able to meet its current and future cash flow needs, both expected and unexpected, without materially affecting its daily operations or overall financial condition. The Group manages liquidity risk through the management of its capital structure as outlined in Note 15.

Cash flows payable under financial liabilities by remaining contractual maturities at September 30, 2018 are:

	Less than 3 months	**Between 3 months to 1 year**	**Between 1 and 2 years**	**Between 2 and 5 years**	**Greater than 5 years**	**Total**
Accounts payable and accrued liabilities	$ 286,240	$ -	$ -	$ -	**$** -	$ 286,240
Interest payable	22,149	-	-	-	-	22,149
Promissory note	50,000	-	-	-	-	50,000
Bonds	3,439,287	273,298	985,474	180,435	629,868	5,508,362
September 30, 2018	**$ 3,792,549**	**$ 273,298**	**$ 985,474**	**$ 180,435**	**$ 629,898**	**$ 5,866,751**

c. Market risk

In the normal course of its operations, the Group engages in transactions that give rise to market risk. Market risk is the risk of uncertainty arising from possible market price movements and their impact on the future performance of the Group. Market price movements could adversely affect the value of the Group’s financial assets and expected future cash flows. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return for a given level of risk.

The Group’s financial instruments are all fixed-rate financial assets or financial liabilities. Therefore, the Group considers its exposure to interest rate risk to be minimal.

17. RECONCILIATION OF CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

Liabilities arising from financing activities include bonds issued, interest included in bond payable, bond transaction costs capitalized, promissory notes and advances from shareholder. A reconciliation of the changes in these liabilities are:

For periods ended		**Nine months ended September 30, 2018**		**Nine months ended September 30 2017**
Balance, beginning of the period	$	5,533,098	$	5,537,613
Changes from financing cash flows				
Repayment of promissory note (net)		(130,000)		-
Repayment to shareholder		-		-
Proceeds from bonds issuance		250,000		776,000
Redemption of bonds		(146,000)		(388,938)
Transaction costs related to bonds		-		-
Other changes				
Compound interest accrued to bond payable		37,768		1,215
Amortization of bond transaction costs		35,645		6,545
Balance, end of the period	$	5,580,511	$	5,932,435

18. EVENTS AFTER THE REPORTING PERIOD

The Group filed a prospectus with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario for, subject to regulatory approval, the sale of a minimum of 15,000,000 Units (for gross proceeds of $3,000,000) and of up to a maximum of 30,000,000 (for gross proceeds of $6,000,000) at a price of $0.20 per Unit, each Unit consisting of one common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one common share at a price of $0.35 per share for a period of 12 months following the date of the closing of the offering. The Group has also granted the agent for the offering an option, exercisable in whole or in part at any time prior to the closing date, to sell up to an additional 4,500,000 Units on the same terms..

SCHEDULE “C”

AUDIT COMMITTEE CHARTER

PURPOSE

The overall purpose of the Audit Committee (the "**Committee**") of **MLI Marble Lending Inc.** (the "**Company**") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company, and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Company's management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of management of the Company. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Company's independent auditors.

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "**Board**"). At least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set 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.

2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

5. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

6. Meetings of the Committee shall be conducted as follows:

(a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

(b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

(c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:

(a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;

(b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;

(c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and

(d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

(a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;

(b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

(c) review the audit plan of the external auditors prior to the commencement of the audit;

(d) to review with the external auditors, upon completion of their audit, the contents of their report; scope and quality of the audit work performed; adequacy of the Company's financial and auditing personnel; co-operation received from the Company's personnel during the audit; internal resources used; significant transactions outside of the normal business of the Company; significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and the non-audit services provided by the external auditors;

(e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and

(f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:

(a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

(b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;

(c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and

(d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

4. The Committee is also charged with the responsibility to:

(a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;

(b) review and approve the financial sections of the annual report to Shareholders; the annual information form, if required; annual and interim MD&A; prospectuses; news releases discussing financial results of the Company; and other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;

(c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;

(d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

(e) review and report on the integrity of the Company's consolidated financial statements;

(f) review the minutes of any audit committee meeting of subsidiary companies;

(g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements; and

(h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information.

5. The Committee shall have the authority:

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,

(b) to set and pay the compensation for any advisors employed by the Committee; and

(c) to communicate directly with the internal and external auditors.

CERTIFICATE OF THE ISSUER

Date: December 4, 2018

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Amended and Restated Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

"*Michele Marrandino*"

Michele N. Marrandino
Chief Executive Officer

"*Ronald Burton*"

Ronald Burton
Chief Financial Officer

On Behalf of the Board of Directors

"*Robert Geisthardt*"

Robert Geisthardt
Director

"*Julie McClure*"

Julie McClure
Director

CERTIFICATE OF THE PROMOTER

Date: December 4, 2018

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Amended and Restated Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

"*Michele Marrandino*"

Michele N. Marrandino

CERTIFICATE OF THE AGENT

Date: December 4, 2018

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Amended and Restated Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

LEEDE JONES GABLE INC.

"*Richard Carter*"

____
Richard H. Carter
Senior Vice-President, General Counsel
and Secretary