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

This preliminary prospectus does not constitute a public offering of any securities. No securities regulatory authority has expressed an opinion about information contained herein and it is an offence to claim otherwise.

PRELIMINARY PROSPECTUS

Non-Offering Prospectus **December 31, 2019**

STOWE ONE INVESTMENTS CORP.

No securities are being offered pursuant to this prospectus.

This non-offering preliminary prospectus (the "**Prospectus**") is being filed with the securities regulatory authorities in the Provinces of British Columbia and Alberta for the purpose of allowing Stowe One Investments Corp. (the "**Corporation**" or "**Stowe One**") to comply with Policy 2 – *Qualifications for Listing* of the Canadian Securities Exchange ("**CSE**" or the "**Exchange**") in order for the Corporation to meet one of the eligibility requirements for the listing of its common shares (the "**Common Shares**") on the CSE. The Corporation is a reporting issuer in Provinces of British Columbia and Alberta.

Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Corporation from its general working capital.

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a 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.).

Concurrently with the filing of this Prospectus, the Corporation will make an application for listing on the CSE. Listing is subject to the Corporation fulfilling all of the listing requirements of the CSE, including meeting all minimum listing requirements.

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

An investment in the securities of the Corporation and the Resulting Issuer (as defined herein) is speculative due to various factors. The Corporation does not have an active business. The Corporation must close the Transaction (as defined herein) with Agile Blockchain Corp. ("Agile") such that the shareholders of Agile become shareholders of the Corporation and the business of Agile becomes the business of the Corporation. The closing of the Transaction is subject to a number of conditions including that the Corporation receive conditional listing approval of the CSE. The risk factors included in this Prospectus should be reviewed carefully and evaluated by prospective purchasers of securities. See "*Statement Regarding Forward-Looking Information*" and "*Risk Factors*".

Shareholders are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Corporation's securities.

The Corporation's head and registered office is located at Suite 650, 1021 West Hastings Street, Vancouver, British Columbia, Canada, V6E 0C3.

Two of the directors of the Corporation reside outside of Canada. The persons named below have appointed the following agent for service of process:

Name of Person or Company	**Name and Address of Agent**
Walter Coles	Borden Ladner Gervais LLP, 1900, 520 – 3rd Ave S.W., Calgary, Alberta, T2P 0R3
Joseph E. Mullin	Borden Ladner Gervais LLP, 1900, 520 – 3rd Ave S.W., Calgary, Alberta, T2P 0R3

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

TABLE OF CONTENTS

GLOSSARY

In this Prospectus, the following capitalized terms have the following meanings, in addition to other terms defined elsewhere in this Prospectus.

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

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

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A company is "controlled" by a Person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person, or

(b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

"**Agile**" means Agile Blockchain Corp., a company formed under the laws of British Columbia.

"**Agile Common Shares**" means common shares in the capital of Agile, as currently constituted.

"**Agile Options**" means the options to purchase Agile Common Shares issued pursuant to the Agile Stock Option Plan.

"**Agile Stock Option Plan**" means the stock option plan of Agile adopted by the Board of Agile on March 2, 2018, as amended from time to time.

"Agile First Warrants" means the share purchase warrants of Agile entitling the holders to purchase Agile Common Shares at an exercise price of $0.15 per Agile Common Share.

"Agile Second Warrants" means the share purchase warrants of Agile entitling the holders to purchase Agile Common Shares at an exercise price of $0.30 per Agile Common Share.

"**Amalco**" means the amalgamated company following the Amalgamation, which will be a wholly-owned subsidiary of the Corporation following closing of the Transaction.

"**Amalgamation**" means the three cornered amalgamation pursuant to the provisions of the BCBCA, whereby Subco will merge with and into Agile, with Agile surviving as a wholly-owned subsidiary of the Corporation.

"**Amalgamation Agreement**" means the amalgamation agreement dated effective December 21, 2018 between the Corporation, Agile and Subco, a copy of which is available for review under the Corporation's SEDAR profile at www.sedar.com.

"**Anacott**" means Anacott Resources Corp., a company formed under the laws of British Columbia.

"**Anacott Arrangement**" means the plan of arrangement between Anacott, Stowe One and other subsidiaries of Anacott, effective July 28, 2017, which resulted in the spin out of Stowe One, among others, as a separate reporting issuer.

"**Anacott Arrangement Agreement**" means the agreement between Anacott, Stowe One and other subsidiaries of Anacott dated as of June 26, 2017 setting out the Anacott Arrangement, a copy of which is available for review under the Anacott's SEDAR profile at www.sedar.com.

"**API**" means application programing interface. API is an interface or communication protocol between a client and a server intended to simplify the building of client-side software.

"**Arm's Length Transaction**" means a transaction which is not a related party transaction as defined under applicable Canadian securities laws. The Transaction described in this Prospectus is an Arm's Length Transaction.

"**Associate**" when used to indicate a relationship with a Person or company, means:

(a) an issuer of which the Person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the issuer;

(b) any partner of the Person or company;

(c) any trust or estate in which the Person or company has a substantial beneficial interest or in respect of which the Person or company serves as trustee or in a similar capacity; and

(d) in the case of a Person, a relative of that Person, including:

(i) that Person's spouse or child, or

(ii) any relative of that Person or of his spouse who has the same residence as that Person;

but

(e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

"**Audit Committee**" means the audit committee of the Board of the Corporation, Agile or the Resulting Issuer, as applicable.

"**BCBCA**" means the *Business Corporations Act* (British Columbia), SBC 2002, c 57, as may be amended or re-enacted from time to time, including all regulations promulgated thereunder.

"**Board**" means the board of directors of the Corporation, Agile or the Resulting Issuer, as applicable.

"**CEO**" means chief executive officer.

"**CFO**" means chief financial officer.

"**Closing**" means the closing of the Transaction.

"**CMO**" means chief marketing officer.

"**Common Share**" means a common share in the capital of the Corporation, as currently constituted.

"**company**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Compensation Committee**" means the Compensation Committee of the Board.

"**Control Person**" means a Person who holds or is one of a combination of Persons that holds a sufficient number of any of the securities of the company so as to materially affect the control of the company, or that holds more than 20% of the outstanding voting securities of the company, except where there is evidence showing that the holder of those securities does not materially affect the control of the company.

"**Convention**" means the Canada-U.S. Income Tax Convention (1980).

"**Corporation**" means Stowe One.

"**CRA**" means the Canada Revenue Agency.

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

"**CSE Approval**" means the final approval of the CSE in respect of the listing of the Resulting Issuer Common Shares on the CSE, as evidenced by the issuance of the final approval bulletin of the CSE in respect thereof.

"**CSE Policies**" means the rules and policies of the CSE in effect as of the date hereof.

"**DApp**" means decentralized applications.

"**DevOp**s" means development and operations. DevOps is a set of practice that combines software development and information-technology operations which aim to shorten the system development life cycle and provide continuous delivery with high software quality.

"**DPSP**" means deferred profit sharing plan, as defined under the Tax Act.

"**Effective Date**" means the date on which the British Columbia Securities Commission issues a final receipt for this Prospectus.

"**Escrow Agent**" and "**Transfer Agent**" means TSX Trust Company, at its head office located at 100 Adelaide Street West, Toronto, ON.

"**Escrow Agreement**" means the escrow agreement among the Resulting Issuer, the Escrow Agent, and the holders of the Escrow Securities.

"**Escrow Securities**" means the Resulting Issuer Common Shares held by the directors, officers and Insiders of the Resulting Issuer on the Listing Date that will be deposited or voluntary deposited in escrow or a voluntary pooling arrangement pursuant to the Escrow Agreement or a voluntary pooling agreement, as applicable.

"**Financing**" means the non-brokered private placement offering of Subscription Receipts by Agile at a price of $0.20 per Subscription Receipt for aggregate gross proceeds of up to $1,100,000.

"**GSM**" means Global System for Mobile communications developed by the European Telecommunication Standards Institute.

"**IFRS**" means the International Financial Reporting Standards as issued by the International Accounting Standards Board and the interpretations thereof by the International Financial Reporting Interpretations Committee and the former Standing Interpretations Committee.

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

(a) a director or senior officer of the issuer;

(b) a director or senior officer of the company that is an Insider or subsidiary of the issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or

(d) the issuer itself if it holds any of its own securities.

“**issuer**” means a company and its subsidiaries which have any of its securities listed for trading on the CSE and, as the context requires, any applicant company seeking a listing of its securities on the CSE.

“**Letter of Intent**” means the letter of intent dated September 18, 2018 between Stowe One and Agile in respect of the Transaction, which was replaced by the Amalgamation Agreement.

“**Listing Date**” means the date on which the Common Shares are listed for trading on the CSE.

“**LTE**” means a standard for high-speed wireless communication for mobile device and data terminals.

“**MD&A**” means management discussion and analysis.

“**MVP**” means minimum viable product. Which is a product with just enough features to satisfy early customers and provide feedback for future product development.

“**NEO**” means “named executive officer”, as such term is defined in NI 51-102.

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

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

“**Non-Arm’s Length Party**” means in relation to the Corporation, a Promoter, officer, director, other Insider or Control Person of the Corporation and any Associates or Affiliates of any of such persons. In relation to an individual, means any Associate of the individual or any company of which the individual is a Promoter, officer, director, Insider or Control Person.

“**Non-Resident Shareholder**” means a Shareholder, for purposes of the Tax Act, that is not, and is not deemed to be, resident in Canada.

“**Parties**” means Stowe One, Agile and Subco; and “**Party**” means any one of them.

“**Promoter**” has the meaning set out in the *Securities Act* (British Columbia).

“**Proposed Amendments**” means 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.

“**Prospectus**” means this non-offering preliminary prospectus dated December 31, 2019.

“**RDSP**” means registered disability savings plan, as defined under the Tax Act.

“**Registered Plans**” means RRSPs, RRIFs, RESPs, RDSPs, and TFSAs.

“**Resident Shareholder**” means a Shareholder who is resident in Canada.

"**RESP**" means registered education savings plan, as defined under the Tax Act.

"**Resulting Issuer**" means Stowe One, including as the issuer that exists upon completion of the Transaction.

"**Resulting Issuer Common Shares**" means common shares in the capital of the Resulting Issuer.

"**Resulting Issuer Options**" means options to purchase Resulting Issuer Common Shares issued pursuant to the stock option plan adopted by the Board of the Resulting Issuer.

"**RRIF**" means registered retirement income fund, as defined under the Tax Act.

"**RRSP**" means registered retirement savings plan, as defined under the Tax Act.

"**SaaS**" means software as a service.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval.

"**S&M**" means sales and marketing.

"**Shareholder**" means a holder of one or more Common Shares, Agile Common Shares or Resulting Issuer Common Shares, as the case may be.

"**Stowe One**" or the "**Corporation**" means Stowe One Investments Corp., a company formed under the laws of British Columbia, and its subsidiaries as constituted on the date of this Prospectus.

"**Stowe One Audit Committee Charter**" means the audit committee charter of the Corporation adopted by the Board of the Corporation on June 16, 2017, as amended from time to time.

"**Stowe One Share**" means a common share in the capital of the Resulting Issuer.

"**Stowe One Options**" means options to purchase Common Shares issued pursuant to the Stowe One Stock Option Plan.

"**Stowe One Stock Option Plan**" means the proposed stock option plan of the Corporation adopted by the Board of the Corporation on December 31, 2019, which is expected to be approved as the stock option plan of the Corporation at the Corporation's shareholder meeting to approve, among other things, the consolidation of the Common Shares and the name change of the Corporation.

"**Subco**" means 1191212 BC Ltd., a company formed under the laws of British Columbia as a wholly-owned subsidiary of the Corporation.

"**Subscription Receipt Agent**" means TSX Trust Company, at its head office located at 100 Adelaide Street West, Toronto, ON.

"**Subscription Receipt Agreement**" means an agreement to be entered into between Agile and the Subscription Receipt Agent in connection with the Financing.

"**Subscription Receipt Escrow Release Conditions**" has the meaning ascribed to that term under "*Information Concerning Agile – General Developments of Agile – Financing*".

"**Subscription Receipt Escrowed Funds**" has the meaning ascribed to that term under "*Information Concerning Agile – General Developments of Agile – Financing*".

"**Subscription Receipt Release Notice**" has the meaning ascribed to that term under "*Information Concerning Agile – General Developments of Agile – Financing*".

"**Subscription Receipts**" means the subscription receipts issued by Agile pursuant to the Financing, each of which shall be deemed to be exercised and converted into one Agile Common Share immediately prior to closing of the Transaction, without payment of any additional consideration and without further action on the part of the holder thereof, upon satisfaction of the Subscription Receipt Escrow Release Conditions and delivery of the Subscription Receipt Release Notice, subject to adjustment in certain events

"**Tax Act**" means the *Income Tax Act* (Canada) and the regulations promulgated thereunder, as amended from time to time.

"**Tax Deferred Plans**" means RRSPs, RRIFs, DPSPs, RESPs, RDSPs, and TFSAs.

"**TFSA**" means a tax-free savings account as defined under the Tax Act.

"**Transaction**" means the business combination between Stowe One and Agile by way of a three-cornered amalgamation to be completed pursuant to the Amalgamation Agreement.

"TCP" means Transmission Control Protocol.

"**United States**" or "**U.S.**" means the United States of America, its territories and possessions, any state of the United States and the District of Columbia.

"**US dollars**" or "**US$**" means the currency of the United States.

ABOUT THIS PROSPECTUS

An investor should rely only on the information contained in this Prospectus and is not entitled to rely on parts of the information contained in this Prospectus to the exclusion of others. The Corporation and Agile have not authorized anyone to provide investors with additional, different or inconsistent information. If anyone provides investors with additional, different or inconsistent information, including information or statements in media articles about the Corporation and/or Agile, investors should not rely on it.

The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus. The business, financial condition, operating results and prospects of the Corporation and/or Agile may have changed since the date of this Prospectus.

Any graphs, tables or other information demonstrating the historical performance or current or historical attributes of the Corporation, Agile or any other entity contained in this Prospectus are intended only to illustrate historical performance or current or historical attributes of the Corporation, Agile or such entities and are not necessarily indicative of future performance of the Corporation, Agile or such entities.

This Prospectus includes summary descriptions of certain material agreements of the Corporation (see "*Information Concerning the Corporation – Material Contracts*"). The summary descriptions disclose provisions that the Corporation considers to be material, but are not complete and are qualified by reference to the terms of the material agreements, which will be filed with the Canadian securities regulatory authorities and will be available under the Corporation's profile on SEDAR at www.sedar.com. Investors are encouraged to read the full text of such material agreements.

FORWARD LOOKING INFORMATION

This Prospectus contains certain "forward looking statements" or "forward looking information" (collectively, "**forward looking information**") within the meaning of Canadian securities laws, with respect to the Corporation, Agile and the Resulting Issuer. The forward-looking information included in this Prospectus is not based on historical facts, but rather on the expectations of the Corporation and Agile's management regarding growth, results of operations, performance and business prospects and opportunities. Forward looking information includes statements that use forward looking terminology such as "may", "could", "would", "will", "should", "intend", "target", "plan", "expect", "budget", "estimate", "forecast", "schedule", "anticipate", "believe", "continue", "potential", "view" or the negative or grammatical variation thereof or other variations thereof or comparable terminology. Forward looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this Prospectus including, without limitation: volatility of stock price and market conditions; regulatory risks; unfavourable publicity or consumer perception; difficulty to forecast; the ability to hire and retain key personnel; competition; investment capital and market share; changes in target market; market uncertainty; ability to access additional capital; management of growth; patent infringement; litigation; ability to attract sufficient blockchain program developers; plans regarding compensation policies and practices; plans regarding the future composition of the Board of the Resulting Issuer; plans regarding social and environmental policies and practices; and any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements. While the Corporation and Agile consider these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward looking information. Many assumptions are based on factors and events that are not within the control of the Corporation or Agile and there is no assurance they will prove to be correct.

Furthermore, such forward looking information represents the Corporation's or Agile's (as applicable) estimates only as of the date of this Prospectus and should not be relied upon as representing such entity's estimates as of any subsequent date. The material factors and assumptions that were applied in making the forward looking information in this Prospectus include: (a) execution of existing business plans and growth strategies which may change due to changes in the views of management, or if new information arises which makes it prudent to change such business plans and growth strategies; and (b) the accuracy of current interpretation of research results, since new information or new interpretation of existing information may result in changes in management's expectations. Forward looking information is based on a number of assumptions that may prove to be incorrect including, but not limited to, assumptions about:

- the ability to obtain customer contracts and establish relationships;
- the impact of competition;
- the ability to obtain and maintain existing financing on acceptable terms;
- the ability to retain skilled management and staff;
- the ability to acquire a significant market position in the provision of products and services in its target markets;
- currency, exchange and interest rates;
- the availability of financing opportunities, risks associated with economic conditions, dependence on management and conflicts of interest;
- the tax horizon of the Resulting Issuer;
- treatment under or changes to governmental regulatory regimes and tax laws;
- the progress and success of product marketing;
- market competition in the blockchain software development;
- the ability to successfully market, and sell, and to create a customer base; and
- operating in a regulatory environment.

In addition, such forward looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Corporation, Agile or the Resulting Issuer, as applicable, to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward looking information. Such risks include, without limitation:

- the Corporation's or Agile's insurance coverage, if any, may be inadequate to cover potential losses;
- failures of information systems or information security threats can be costly;
- the Corporation or Agile may be subject to costly legal proceedings;
- the Corporation or Agile may be negatively impacted by changes to blockchain laws and regulations;
- there is no existing public market for the Common Shares;
- dilution from equity financing could negatively impact holders of Common Shares;
- the stock exchange on which the Corporation proposes to be listed may delist the Corporation's securities from its exchange, which could limit investors' ability to make transactions in the Corporation's securities and subject the Corporation to additional trading restrictions;
- the Corporation is not likely to pay dividends for an extended period of time; and
- if securities or industry analysts do not publish research or publish inaccurate or unfavourable research about the Corporation's business, the price and trading volume of the Common Shares could decline.

Although the Corporation and Agile have attempted to identify important factors that could cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in forward looking information, there may be other factors that cause actions, events, conditions, results, performance or achievements to differ from those anticipated, estimated or intended. See "*Risk Factors*" for a discussion of certain factors investors should carefully consider.

The Corporation and Agile caution that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward looking information contained herein. There can be no assurance that forward looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward looking information.

Forward looking information contained herein is made as of the date of this Prospectus and the Corporation and Agile disclaim any obligation to update or revise any forward looking information, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

INFORMATION CONCERNING AGILE

The information contained or referred to in this Prospectus relating to Agile has been furnished by Agile. In preparing this Prospectus, the Corporation has relied upon Agile to ensure that the Prospectus contains full, true and plain disclosure of all material facts relating to Agile. Although the Corporation has no knowledge that would indicate that any statements contained herein concerning Agile are untrue or incomplete, neither the Corporation nor any of its principals assumes any responsibility for the accuracy or completeness of such information or for any failure by Agile to ensure disclosure of events or facts that may have occurred which may affect the significance or accuracy of any such information.

PRESENTATION OF FINANCIAL INFORMATION AND ACCOUNTING PRINCIPLES

The Corporation presents its financial statements in Canadian dollars. The year ended financial statements included in this Prospectus have been prepared in accordance with IFRS and the interim financial statements included in this Prospectus have been prepared in accordance with International Accounting Standard No. 34, *Interim Financial Reporting* and in accordance with IFRS as issued by the International Accounting Standards Board. Certain financial information set out in this Prospectus is derived from such financial statements.

CURRENCY

All sums of money to be paid or calculated pursuant to this Prospectus shall be paid or calculated in the currency of Canada unless otherwise expressly stated and the references to $ are to Canadian dollars.

NOTE REGARDING PRO FORMA SHARE CAPITALIZATION AND FINANCIAL DISCLOSURE

Unless otherwise indicated, all disclosure herein with respect to the pro forma share capitalization and financial disclosure of the Resulting Issuer is following the completion of the Transaction and Financing.

DATE OF FORMATION

Except as otherwise indicated in this Prospectus, all information disclosed in this Prospectus is as of December 31, 2019 and the phrase “as of the date hereof” and equivalent phrases refer to December 31, 2019.

SUMMARY OF PROSPECTUS

The following is a summary of information related to the Corporation, Agile and the Reporting Issuer (assuming completion of the Transaction) and is qualified in its entirety by, and should be read together with, the more detailed information, financial data and statements and MD&A contained elsewhere in this Prospectus. Please refer to the "Glossary" for a list of defined terms used herein.

Parties:	The Corporation is a reporting issuer in Alberta and British Columbia with its head office in Vancouver, British Columbia. The Corporation intends to seek a listing on the CSE. See "*Information Concerning the Corporation*" for further information. Agile is a blockchain technology company with its head and registered office in Vancouver, British Columbia. See "*Information Concerning Agile*" for further information.
Corporation:	The Corporation was incorporated pursuant to the BCBCA on June 16, 2017 under the name Stowe One Investments Corp. The Corporation has no active business. Following completion of the Transaction, it is anticipated that Corporation's business will be that of Agile's business. See "*Information Concerning the Corporation*".
Agile:	Agile is a blockchain technology company incorporated pursuant to the BCBCA on March 2, 2018 under the name Agile Blockchain Corp. See "*Information Concerning Agile*".
Summary and principle terms of the Transaction:	The Corporation and Agile have entered into the Amalgamation Agreement which provides for a three cornered amalgamation under the laws of British Columbia, whereby Subco will merge with and into Agile, with Agile surviving as a wholly-owned subsidiary of Stowe One. Concurrently with closing of the Transaction, a share consolidation of the Common Shares will occur, using a consolidation ratio of approximately 5.48:1, which shall result in the Common Shares having a deemed value of $0.07 per Common Share. Stowe One is also expected to change its name to "Agile Blockchain Corp.", or such other name as agreed to by the Parties. Upon Closing, shareholders of Agile will receive one Resulting Issuer Common Share in exchange for each Agile Common Share held and each outstanding Agile Option, Agile First Warrant and Agile Second Warrant shall be exercisable for Resulting Issuer Common Shares in accordance with their respective terms at an exchange ratio of one to one. The Amalgamation Agreement is available for review under the Corporation's SEDAR profile at www.sedar.com. The completion of the Transaction is conditional upon the receipt of the approval of the Exchange and certain other closing conditions as more particularly described in the Amalgamation Agreement. The Transaction will be carried out by parties dealing at arm's length to one another and therefore will not be a non-arm's length transaction. See "*Information Concerning the Transaction*."
The Listing:	The Corporation is applying to have its Common Shares listed on the CSE. Listing is subject to the Corporation fulfilling all of the requirements of the CSE. See page one of this Prospectus.

The Resulting Issuer: Upon Closing, the Resulting Issuer anticipates having 80,559,859 Resulting Issuer Common Shares issued and outstanding. See "*Information Concerning the Resulting Issuer – Fully diluted Share Capital*."

Non-Offering Prospectus: No securities are being offered pursuant to this Prospectus. This Prospectus is being filed with the securities regulatory authorities of Alberta and British Columbia for the purpose of allowing the Corporation to apply for listing on the CSE and to enable the Corporation to develop an organized market for its Common Shares. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Corporation.

Financing: Pursuant to the Amalgamation Agreement, Agile shall raise gross proceeds of up to $1,100,000, through a non-brokered private placement of Subscription Receipts, prior to the completion of the Transaction. See "*Information Concerning Agile – Description of the Securities of Agile – Subscription Receipts*" and "*Information Concerning the Transaction – the Financings*".

Available and Principal Purpose of Funds: Upon Completion of the Transaction, the Resulting Issuer anticipates it will have estimated available funds of $1,100,000. These funds will consist mainly of cash, which will be used as set forth below and under "*The Resulting Issuer – Available Funds and Principal Purposes*".

The principal purpose of such funds, after giving effect to the Transaction and for the 12 months thereafter, will be for, among other things, working capital and capital expenditures, and marketing and further development costs associated with Agile's blockchain technology. It is anticipated that the Resulting Issuer will use such funds as follows:

Use of Funds	Funds to be Expended ($)
Staff costs	$351,600
Marketing	$20,000
Capital assets	$22,500
General and administrative	$199,600
Listing and public company costs	$137,000
Accounts Payable	$126,000
Unallocated working capital	$243,300
Total	**$1,100,000**

There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. See "*Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*".

Directors and Management: Following the Transaction, it is anticipated that the persons below will hold the following positions with the Resulting Issuer:

- Raymond Pomroy – CEO & Director
- Khurram Qureshi – CFO
- Musabbir Chowdhury – Director
- Alan Rootenberg – Director
- Brenda Brown – Director
- Vikas Gupta – Director (Chairman of the Board)

Interests of Insiders, Promoters or Control Persons:	No Insider, Promoter or Control Person of the Corporation or its Associates and Affiliates (before giving effect to the Transaction) has any interest in Agile.
Conflicts of Interest:	Directors or officers of the Resulting Issuer may, from time to time, serve as directors or officers of, or participate in ventures with, other companies involved in the blockchain technology industry. Accordingly, conflicts of interest may arise which could influence these persons in evaluating possible business opportunities or in generally acting on behalf of the Resulting Issuer, notwithstanding that they will be bound by the provisions of the BCBCA to act at all times in good faith in the interests of the Resulting Issuer and to disclose such conflicts to the Resulting Issuer if and when they arise. As of the date of this Prospectus, to the best of its knowledge, the Corporation is not aware of the existence of any conflicts of interest between the Corporation and any of the directors or officers of the Corporation. See "*Information Concerning the Resulting Issuer – Conflicts of Interest*". For information concerning the director and officer positions held by the proposed directors and officers of the Resulting Issuer, see "*Information Concerning the Resulting Issuer – Other Reporting Issuer Experience*".
Escrow Securities:	Upon completion of the Financing, it is expected that 5,500,000 Subscription Receipts will be subject to escrow conditions. Upon completion of the Transaction, it is expected that Insiders will hold 2,638,333 Resulting Issuer Common Shares and 3,215,000 Agile Options, all of which will be subject to escrow conditions upon listing on the CSE. See *"Information Concerning the Resulting Issuer – Escrowed Securities*".
Risk Factors:	**An investment in the Corporation, or the Resulting Issuer following completion of the Transaction, involves a substantial degree of risk and should be regarded as highly speculative due to the nature of the business of the Corporation and the Resulting Issuer.** The risks, uncertainties and other factors, many of which are beyond the control of the Corporation or the Resulting Issuer, that could influence actual results include, but are not limited to (a) transaction and general risk factors such as: (i) risks relating to the completion of the Transaction, (ii) risks relating to the Resulting Issuer's additional funding requirements; (iii) market risks; (iv) conflicts of interest between the Resulting Issuer and its proposed directors and officers; (v) adverse economic conditions; and (vi) the Resulting Issuer's ability to pay dividends; (b) industry risks such as: (i) cybersecurity risks, (ii) regulatory risks; (iii) risks relating to market acceptance of the Resulting Issuer's products and services; (iv) dependence on technological infrastructure and advancements; and (v) transactional recording risks; and (c) risks associated with the Resulting Issuer's business such as: (i) competitive risks; (ii) product development risks and no assurance of commercialization; (iii) infrastructure risk; (iv) limited protections of patents and proprietary rights; (v) infringement of intellectual property rights; (vi) privacy risks; (vii) risk of obsolescence of products and services; (viii) expansion risks; (ix) risks relating to the limited operating history of the Corporation and Agile; (x) risks relating to lack of operating cash flow; (xi) the Resulting Issuer's dependence on management and key personnel; and (xii) risks regarding uninsured losses; and other factors beyond the control of the Corporation, Agile or the Resulting Issuer. See *"Risk Factors"*.

Selected pro forma consolidated financial information:

Upon completion of the Transaction, it is expected that the Resulting Issuer will have the following securities issued and outstanding:

Designation of Security[(1)]	Amount Authorized or to be Authorized	Amount Outstanding as at the Effective Date and After Giving Effect to the Proposed Qualifying Transaction
Resulting Issuer Common Shares	Unlimited	80,559,859
Agile Options	10% of Agile Common Shares	5,802,500
Agile First Warrants	N/A	9,337,373
Agile Second Warrants	N/A	2,250,000

Notes:

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

The following table sets out the number of Resulting Issuer Common Shares and percentage of the Resulting Issuer Common Shares of the Resulting Issuer held after giving effect to the Transaction on an undiluted basis:

	Number of Securities and Percentage Held After Giving Effect to the Transaction	
	Shares	**% of undiluted total**
Current Stowe One shareholders after giving effect to consolidation	2,525,112	3.13%
Current Agile shareholders	72,534,747	90.04%
Subscription Receipt holders	5,500,000	6.83%
Total	80,559,859	100%

The following table summarizes selected pro forma financial information for the Resulting Issuer as at and for the nine months ended September 30, 2019. The information below should be read in conjunction with the Resulting Issuer's pro forma financial statements and related notes and other financial information included in Appendix "E" in this Prospectus.

Pro-Forma Balance Sheet	Pro-Forma Consolidated
Total Assets	1,094,996
Liabilities	332,131
Share Capital	3,148,727
Contributed Surplus (options reserve)	256,044
Warrants	263,970
Accumulated Deficit	(2,905,876)
Total Shareholders' Equity and Liabilities	1,094,996

See Appendix "E" – "*Financial Statements and MD&A of the Resulting Issuer*"

INFORMATION CONCERNING THE CORPORATION

Corporate Structure

Name, Address and Incorporation of the Corporation

Stowe One Investments Corp. was incorporated under the BCBCA on June 16, 2017. The Corporation's head and registered office is located at Suite 650, 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3.

The Corporation was incorporated as a wholly-owned subsidiary of Anacott Resources Corp. ("**Anacott**"). The Corporation entered into an arrangement agreement dated as of June 26, 2017 among Anacott, the Corporation and other subsidiaries of Anacott (the "**Anacott Arrangement Agreement**") in connection with a plan of arrangement (the "**Anacott Arrangement**"), which was approved by the shareholders of Anacott July 27, 2017. On July 28, 2017, the Court granted the Final Order approving the Arrangement in accordance with Part 9 of the BCBCA and the Corporation was spun out and became a reporting issuer in Alberta and British Columbia. Pursuant to the Arrangement, among other things, the Corporation issued a total of 5,049,107 Common Shares to the shareholders of Anacott on a pro-rata basis. More information about the Anacott Arrangement and a copy of the Anacott Arrangement Agreement is available for review under the Corporation's SEDAR profile at www.sedar.com.

Intercorporate Relationships

Other than Subco, the Corporation has no subsidiaries. Subco is a wholly-owned subsidiary of the Corporation which was incorporated under the BCBCA in order to complete the Transaction.

Business of the Corporation

Since being spun out of Anacott, the Corporation has not carried on any active business other than the identification and evaluation of acquisition opportunities to permit the Corporation to acquire a business or assets in order to conduct commercial operations. The Corporation does not have any business operations or assets other than cash, and currently has no written or oral agreements in principle for the acquisition of an asset or business other than the Amalgamation Agreement. Upon completion of the Transaction, the name of the Corporation will be changed to "Agile Blockchain Corp." or such other name as agreed to by the Parties.

On September 18, 2018, the Corporation entered into the Letter of Intent with Agile, which was amended on November 19, 2018. On December 21, 2018, the Corporation entered into the Amalgamation Agreement with Agile and Subco which contemplates the completion of the Transaction. The Amalgamation Agreement replaced and superseded the Letter of Intent in its entirety. See "*Information Concerning the Transaction*."

Description of the Securities of the Corporation

The Corporation's authorized share capital consists of an unlimited number of Common Shares without par value. As at the date hereof, 7,214,607 Common Shares are issued and outstanding as fully paid and nonassessable.

Common Shares

All of the Common Shares rank equally as to voting rights, participation in a distribution of the assets of the Corporation on a liquidation, dissolution or winding-up of the Corporation and entitlement to any dividends declared by the Corporation. The holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of shareholders of the Corporation. Each Common Share carries the right to one vote. In the event of the liquidation, dissolution or winding-up of the Corporation, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the payment by the Corporation of all of its liabilities. The holders of Common Shares are entitled to receive dividends as and when declared by the Board of the Corporation in respect of the Common Shares on a pro rata basis. The Common Shares do not have pre-emptive rights, conversion rights or exchange rights and are not subject to redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital. For a description of the Corporation's practice regarding dividends, see "*Information Concerning the Corporation – Dividends*".

Any alteration of the rights, privileges, restrictions and conditions attaching to the Common Shares under the Corporation's constating documents must be approved by at least two-thirds of the Common Shares voted at a meeting of the Corporation's shareholders.

Stowe One Stock Options

As of the date hereof, no Stowe One Stock Options or other compensation securities of the Corporation have been granted or issued. See "*Information concerning the Corporation – Options to Purchase Securities*".

Dividends

The Corporation has not, since the date of its incorporation, declared or paid any dividends or other distributions on the Common Shares, and does not currently have a policy with respect to the payment of dividends or other distributions. The Corporation does not currently pay dividends and is not likely to pay dividends for an extended period of time. The declaration and payment of any dividends in the future is at the discretion of the Board of the Corporation and will depend on a number of factors, including compliance with applicable laws, financial performance, working capital requirements of the Corporation and its subsidiaries and such other factors as its directors consider appropriate. There can be no assurance that the Corporation will pay dividends under any circumstances. See "*Risk Factors – Risks Related to the Offered Units – The Corporation is not likely to pay dividends for an extended period of time*".

Selected Consolidated Financial Information and Management's Discussion and Analysis

Attached to this Prospectus as Appendix "C" are the audited financial statements and MD&A of the Corporation for the period from incorporation (June 16, 2017) to December 31, 2017 and the year ended December 31, 2018, and unaudited financial statements and MD&A for the interim period ended September 30, 2019. Copies of the Corporation's financial statements and MD&A are also available on SEDAR under the Corporation's profile on SEDAR at www.sedar.com.

Consolidated Capitalization

The following table sets forth the consolidated share capitalization of the Corporation as at the dates noted below. The following table should be read in conjunction with the Corporation's audited financial statements and related notes thereto, along with the associated MD&A, included in this Prospectus.

Description	Amount Authorized or to be Authorized	Outstanding as at September 30, 2019	Outstanding as at the date of this Prospectus
Common Shares	Unlimited	7,214,607	7,214,607

Options to Purchase Securities

Stock Option Plan

As of December 31, 2019, the Board of the Corporation approved the adoption of the Stowe One Stock Option Plan. The Stowe One Stock Option Plan provides that the Board of Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of the Corporation, non–transferable Stowe One Options, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares. In connection with the foregoing, the number of Common Shares reserved for issuance to any one person in any 12 month period will not exceed 5% of the issued and outstanding Common Shares unless the Corporation has obtained disinterested shareholder approval in accordance with the policies of the Exchange in respect of such grant and meets applicable Exchange requirements. In addition: (a) the number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares; (b) the number of Common Shares reserved for issuance to any one consultant will not exceed 2% of the issued and outstanding Common Shares; (c) the number of Common Shares reserved for issuance to persons providing investor relations activities will not exceed 2% of the issued and outstanding Common Shares; (d) the number of Common Shares reserved for issuance to consultants within a one year period will not exceed 2% of the issued and outstanding Common Shares on the grant date; and (e) the number of Common Shares reserved for issuance to Insiders as a group within a one year period will not exceed 2% of the issued and outstanding Common Shares on the grant date.

Stowe One Options must be exercised within 90 days following cessation of the optionee's position with the Corporation, provided that (a) if the cessation was by reason of death, the Stowe One Options may be exercised within a maximum period of one year after such death, subject to the expiry date of such Stowe One Options; (b) if the cessation of office, directorship, or consulting arrangement was by reason of termination for cause, the Stowe One Options shall be cancelled as of that date; and (c) if the cessation of office, directorship, or consulting arrangement was due to retirement at the request of his or her employer earlier than the normal retirement date under Stowe One's retirement policy then in force, due to termination by the Corporation other than for cause, or due to voluntary resignation, the option then held by the optionee shall be exercisable at any time up to but not after the earlier of the expiry date and the date which is 90 days (30 days if the optionee was engaged in investor relations activities) after the cessation of office, directorship, or consulting arrangement.

The exercise price of the Stowe One Options shall be determined by the Board of the Corporation at the time any Stowe One Option is granted. In no event shall such exercise price be lower than 100% of the fair market value of the Common Shares on the date of such grant. Subject to any vesting restrictions imposed by the Exchange, the Board of the Corporation may, in its sole discretion, determine the time during which Stowe One Options shall vest and the method of vesting, or that no vesting restriction shall exist.

As of the date hereof, no options have been issued under the Stowe One Stock Option Plan.

Prior Sales

The following table summarizes the issuances of Common Shares since the incorporation of the Corporation to the date of this Prospectus.

Issue Date	Type of Security	Number Issued	Issue Price	Exercise Price	Description of Issuance
June 16, 2017	Common Shares	5,080,725(1)	\$0.00001	N/A	Incorporation
July 28, 2017	Common Shares	5,049,107	N/A	N/A	Anacott Arrangement
February 19, 2018	Common Shares	2,165,500	\$0.00001	N/A	Private placement to CEO and Director
	Total:	**7,214,607(1)**			

Note:

(1) Pursuant to the Anacott Arrangement, 5,080,725 issued and outstanding Common Shares were cancelled upon the issuance of 5,049,107 Common Shares on July 28, 2017; due to fractional shares being rounded, nine (9) Common Shares were not issued.

Trading Price and Volume

The Corporation is not currently listed or quoted on any stock exchange.

Escrowed Securities

As of the date hereof, no securities of the Corporation are held in escrow.

Principal Securityholders

Name	Number of Common Shares	Percentage Common Shares
Delbrook Capital Advisors Inc.(1)	2,165,500	30%
Elemental Capital Partners LP(2)	2,165,500	30%
Walter Coles(3)	2,165,500	30%

Notes:

(1) Matthew Zabloski exercises control, either directly or indirectly, over Delbrook Capital Advisors Inc.
(2) Fletcher Morgan exercises control, either directly or indirectly, over Elemental Capital Partners LP.
(3) CEO and Director of the Corporation.

Directors and Executive Officers

The following table sets forth the name of each director and executive officer of the Corporation as at the date of this Prospectus, their province or state and country of residence, their position(s) and office(s) held with the Corporation and the time served in that position(s), their principal occupation(s) during the preceding five years, and the number and percentage of Common Shares they beneficially own, or control or direct, directly or indirectly.

Name and Residence	Position	Principal Occupation(s) During Past Five Years	Officer and/or Director Since	Number and Percentage of Common Shares Held
Walter Coles(1) New York, NY	CEO and Director	President and CEO of Skeena Resources Ltd., a junior mining exploration company, from December 2013 to present; Executive Vice-President of Virginia Energy Resources Inc., a uranium development and exploration company, from September 2012 to present; and President and CEO of Anthem Resources Inc., a uranium exploration company, from October 2015 to July 2015.	June 16, 2017	2,165,500 (30%)
Andrew MacRitchie Vancouver, British Columbia	CFO	CFO of Skeena Resources Ltd., a junior mining exploration company, from June 2016 to present; and CFO of Helio Resource Corp, a junior exploration resource company, from December 2007 to present..	June 16, 2017	Nil.
Joseph E. Mullin(1) New York, NY	Director	CEO of Colorado Resource Corp., a junior exploration resource company, from August 2019 to present; CEO of Buckingham Copper Corp. from February 2018 to August 2019; CFO of Bridge Therapeutics Inc. from December 2016 to December 2017; and Director of Joseph E. Mullin LLC from December 2011 to December 2017.	June 16, 2017	Nil.

Name and Residence	Position	Principal Occupation(s) During Past Five Years	Officer and/or Director Since	Number and Percentage of Common Shares Held
Barbara Broughton[1] Vancouver, BC	Director	Director and consultant of Thomas, Morgan & Co Ltd. from October 2013 to present.	August 1, 2017	Nil.

Notes

(1) Member of the Audit Committee.

Executive Officer and Director Biographies:

Walter Coles, CEO and Director – Walter has served as CEO and President for several TSXV listed junior mining exploration and development companies, throughout the past seven years. Mr. Coles entered the mining business as part of an effort to develop a mineral resource discovered on family farmland in Virginia. He was previously an analyst for Cadence Investment Partners, from 2005 through to 2007. Prior to that, Mr. Coles worked for UBS Investment Bank in New York as a Senior Research Analyst in the bank's High Yield Group. Mr. Coles started at UBS Investment Bank in 1999 as an Associate reporting to the bank's Global Head of Fixed Income Strategy. Mr. Coles holds a BA in Economics from the University of Richmond.

Andrew MacRitchie, CFO – Andrew is a Chartered Public Accountant who has held management roles in several TSX Venture-listed mining companies over his 20-year career. During that period, he has assisted those companies in raising more than $100 million. He began his career with PricewaterhouseCoopers and has since gathered experience working on gold, silver, diamond and base-metals projects in North America, South America, and Africa.

Joseph Mullin, Director – Joseph has more than twenty years of experience in interim management, operational integration, corporate finance, restructuring, and financial analysis. He is currently the CEO of Colorado Resources, Ltd., and is a Partner of Mount Arvon Partners (Joseph E. Mullin LLC). He also has experience in litigation support and investment management. Mr. Mullin's skills have proven valuable to companies executing a reorganization, preparing for a capital markets transaction or an acquisition. His industry experience includes retail, media, telecom, technology, industrials, and natural resources. Mr. Mullin has served as a Chief Restructuring Officer, Chief Financial Officer, Restructuring Consultant, Trust Advisory Committee Member, and Creditor Committee Member in a number of different situations. Mr. Mullin has participated in a variety of operation and financial turnarounds and has hands on experience with pre-revenue owners of patents to established companies with hundreds of millions in annual revenues. He served as an outside director, and member of the audit committee of several public and private companies.

Barbara Broughton, Director – Barbara is a qualified management consultant specialising in corporate communications and, in a career spanning over 20 years, has held senior positions in agencies and large corporations in the energy, pharmaceutical and telecommunications sectors. She graduated with a BA (Hons) from the University of Western Ontario before joining Merck & Co., Inc. in Toronto. Barbara then moved to New York City and became a Senior Associate with Ogilvy Public Relations - a role she left in 2000 to return home to Vancouver, Canada, becoming Public Relations Manager for BC Hydro and then Director of Public Relations for Telus Corporation. In 2006, Barbara moved to London, UK and joined the Hutchison 3G leadership team following the launch of its "Three" cellphone network in 2003 into a highly competitive space. She qualified as a management consultant in 2007 and joined a London-based boutique management consulting firm providing strategic planning services on behalf of senior UK Government Departments with service providers such as IBM and Deloitte. Barbara returned to Vancouver in 2009 to raise her growing family and operate a private business consulting firm specializing in interim management services. Since 2017, Barbara has held directorships of multiple private and public companies and acted as a trustee of two unit trusts. In September 2019, Barbara was appointed Campaign Director for a Vancouver-based charity.

Corporate Cease Trade Orders

None of the Corporation's directors or executive officers are, as at the date hereof, or were within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant issuer access to any exemption under securities legislation, that was in effect for a period or more than 30 consecutive days (an "**Order**") that was issued while the director or executive officer was acting in the capacity of director, chief executive officer or chief financial officer of such issuer, 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 of director, chief executive officer or chief financial officer.

Bankruptcies

Except as disclosed below, none of the Corporation's directors or executive officers, nor, to its knowledge, any shareholder holding a sufficient number of its securities to affect materially the control of the Corporation (a) are, as at the date hereof, or have been within the 10 years before the date hereof, a director or executive officer of any company (including the Corporation) 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) have, within the 10 years before the date hereof, 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 such director, executive officer or shareholder.

Joseph E. Mullin served as an independent director of KIT Digital, Inc. ("**KIT**"), a NASDAQ listed company, between August 2010 and August 2012. On April 25, 2013, KIT filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code in bankruptcy court, which action is captioned *In re KIT Digital, Inc., Case No. 13-11298 (REG)*. On August 7, 2013, the bankruptcy court approved KIT's plan of reorganization. Upon reorganization, KIT was renamed Piksel, Inc. and currently operates under that name.

Penalties or Sanctions

Except as disclosed below, none of the Corporation's directors or executive officers, nor, to its knowledge, any shareholder holding a sufficient number of its securities to affect materially the control of the Corporation, have been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or have 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.

As a result of serving as an independent director of KIT between August 2010 and August 2012, Joseph E. Mullin was named in the following civil cases: (i) *Marek Vasut vs. Tuzman et al.* (Robin Smyth, Lars Kroijer, Christopher Williams, Daniel W. Hart, Joseph E. Mullin III, Santo Politi, Gavin Campion, Kaleil Isaza Tuzman and Wayne Walker and KIT Digital, Inc. as nominal defendant), which was filed on February 21, 2013 (case: 1:13-cv-01175) in the New York Southern District Court; and (ii) Venkata Voruganti, derivatively on behalf of KIT Digital, Inc., Plaintiff, vs. Robin Smyth, Barak Bar-Cohen, Gavin Campion, Kaleil Isaza Tuzman, Daniel W. Hart, Lars Kroijer, Joseph E. Mullin, III, and Wayne Walker, Defendants, and KIT Digital, Inc., Nominal Defendant, which was filed on July 18, 2012 (Index No. 652484/2012) in the Supreme Court of the State of New York. Both of the aforementioned actions were settled under the terms of Stipulation of Settlement dated July 1, 2014, with a Final Judgement and Order Approving Settlement being issued on November 19, 2014.

Conflicts of Interest

To the best of the Corporation's knowledge, there are no existing or potential material conflicts of interest between the Corporation and any of its directors or officers as of the date hereof. However, certain of the Corporation's directors and officers are, or may become, directors or officers of other companies with businesses which may conflict with its business. Accordingly, conflicts of interest may arise which could influence these individuals in evaluating possible acquisitions or in generally acting on the Corporation's behalf. See "*Risk Factors – Conflicts of Interest*".

Pursuant to the BCBCA, directors and officers of the Corporation are required to act honestly and in good faith with a view to the best interests of the Corporation. As required under the BCBCA and the Corporation's constating documents:

- a director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer of the Corporation, must promptly disclose the nature and extent of that conflict; and

- a director who holds a disclosable interest (as such term is defined under the BCBCA) in a contract or transaction into which the Corporation has entered or proposes to enter may generally not vote on any directors' resolution to approve such contract or transaction.

Generally, as a matter of practice, directors who have disclosed a material interest in any contract or transaction that the Board of the Corporation is considering will not take part in any board discussion respecting that contract or transaction. If on occasion such directors do participate in the discussions, they will refrain from voting on any matters relating to matters in which they have disclosed a material interest. In appropriate cases, the Corporation will establish a special committee of independent directors to review a matter in which directors or officers may have a conflict.

Executive Compensation

The following section describes the significant elements of the Corporation's executive and director compensation programs, with particular emphasis on the compensation payable to the CEO and CFO of the Corporation.

Executive Compensation Discussion and Analysis

Compensation Philosophy and Objectives

It is the objective of the Corporation's executive compensation program to attract and retain highly qualified executives and to link incentive compensation to performance and shareholder value, while at the same time keeping in mind that the Corporation currently has limited financial resources. It is the goal of the Board to endeavor to ensure that the compensation of executive officers is sufficiently competitive to achieve the objectives of the executive compensation program. The Board gives consideration to the Corporation's long-term interests and quantitative financial objectives, as well to the qualitative aspects of the individual's performance and achievements. The Corporation's primary compensation policy is to pay for performance and accordingly, the performance of the Corporation and of the executive officers as individuals are both examined by the Board.

When determining compensation, management and the Board review the compensation practices of companies in its selected peer group, each executive's equity ownership of the Corporation, as well as the Corporation's resources to pay. Together with this information, the CEO annually assesses the individual performance and development of each executive officer and recommends to the Board an appropriate salary, annual incentive and long-term incentive for each individual. The Board then reviews those recommendations in conjunction with its own review of the Corporation's performance, executive performance and comparative data and discusses and approves the compensation package.

The Board does not set specific performance objectives in assessing the performance of the CEO and other executive officers; rather the Board uses its experience and judgment in determining an overall compensation package for the CEO and other executive officers. The Board assesses the performance of the Corporation and its executive officers relative to the Corporation's goals and objectives and in relation to the performance of the Corporation's industry peer group.

Elements of Executive Compensation

The Corporation's executive compensation is comprised of three principal components: base salaries, stock option plan, and incentive bonus compensation which are designed to provide compensation to effectively retain and motivate the executive officers to achieve the corporate goals and objectives. Other components of executive compensation could include perquisites and other personal benefits, though none have been granted by the Corporation. Each component of the executive compensation program is addressed separately below. The fixed element of compensation provides a competitive base of secure compensation required to attract and retain executive talent. The variable performance based compensation is designed to encourage both short-term and long-term performance of the Corporation.

Base Salaries

The base salary component is intended to provide a fixed level of competitive pay that reflects each executive officer's primary duties and responsibilities and the level of skills and experience required to successfully perform his or her role. The Corporation intends to pay base salaries to its executive officers that are competitive with those for similar positions within the Corporation's selected peer group. Since the CEO owns a significant equity stake in the Corporation, he has elected not to draw a base salary. Salaries for executive officers are reviewed annually based on corporate and personal performance and on individual levels of responsibility. Salaries of the executive officers are not determined based on benchmarks or a specific formula. The Board considers, and, if thought appropriate, approves salaries recommended by the CEO for the other executive officers of the Corporation.

Incentive Bonus Compensation

In addition to base salaries, the Corporation can award discretionary bonuses to executive officers. The bonus element of the Corporation's executive compensation program is designed to retain top quality talent and reward both corporate and individual performance during the Corporation's last completed financial year. To determine bonus awards for executive officers, including the NEOs, the Board considers the resources of the Corporation and its ability to pay, the executive's personal performance and the performance of the Corporation relative to its peers. NEOs are eligible for discretionary bonus compensation payable should the Corporation reach certain revenue and/or net-income targets. The proposed bonus amounts and targets for executive officers are recommended by the CEO for review, discussion and approval by the Board.

Stock Option Plan

The Board has recently adopted the Stowe One Stock Option Plan to provide an incentive to the directors, officers, employees, consultants and other personnel of the Corporation or any of its subsidiaries to achieve the long-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract to and retain in the employ of the Corporation or any of its subsidiaries, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation. See "*Information Concerning the Corporation – Options to Purchase Securities – Stock Option Plan*" for a summary of the Stock Option Plan.

The executive compensation policy of the Corporation is determined with a view to securing the best possible talent to run the Corporation. Options may be awarded to executive officers in lieu of higher salaries. The grant of stock options under the Stowe One Stock Option Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term and to reward employees for both past and future performance. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of his position with and contribution to the Corporation.

Executive officers, along with all of the Corporation's officers, directors, employees, contractors and other service providers, are eligible to participate in the Stowe One Stock Option Plan. The Stowe One Stock Option Plan provides a long-term incentive designed to focus and reward eligible participants for enhancing total shareholder return over the long-term both on an absolute and relative basis. Participation in the Stowe One Stock Option Plan rewards overall corporate performance, as measured through the price of the Common Shares. In addition, the Stowe One Stock Option Plan enables executives to develop and maintain a significant ownership position in the Corporation. This results in a significant portion of executive compensation being "at risk" and directly linked to the achievement of business results and long-term value creation.

The granting of options under the Stowe One Stock Option Plan are recommended by management and approved by the Board upon the commencement of an individual's employment with the Corporation based on the level of their respective responsibility within the Corporation. Additional grants may be made periodically, generally on an annual basis, to ensure that the number of options granted to any particular individual is commensurate with the individual's level of ongoing responsibility within the Corporation. In considering additional grants, a number of factors are considered including the number of options held by such individual, the exercise price and implied value of the options, the term remaining on those options and the total number of options the Corporation has available for grant under the Stowe One Stock Option Plan.

No options have been issued to date under the Stowe One Stock Option Plan.

Perquisites and Other Components

Other components of compensation include perquisites and personal benefits as determined by the Board that are consistent with the overall compensation strategy. There is no formula for how perquisites or personal benefits are utilized in the total compensation package. The Corporation does not provide any pension or retirement benefits to its executive officers.

Compensation Benchmarking

Salaries of the Corporation's executive officers are not determined based on benchmarks or a specific formula.

Managing Compensation Risk

The oversight and administration of the Corporation's compensation program requires the Board to consider risks associated with the Corporation's compensation policies and practices. Potential risks associated with compensation policies and compensation awards are considered at meetings of the Board at which compensation related decisions are made. The Corporation's executive compensation policies and practices are intended to align management incentives with the long-term interests of the Corporation and its shareholders. In each case, the Corporation seeks an appropriate balance of risk and reward.

The Corporation does not prohibit its NEOs or directors from purchasing financial instruments, including, for greater certainty, 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 such person. The NEOs and directors have advised the Corporation that they have not entered into any such arrangements. To the extent that they subsequently enter into an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, their economic exposure to the Corporation, Insider reporting laws in Canada provide that they must file a report disclosing the existence and material terms of the agreement, arrangement or understanding within five (5) days of the event.

Share-based and Option-based Awards

The Corporation does not grant share-based awards and has not, as of the date hereof, granted any option-based awards.

Compensation Governance

Responsibilities of the Board

The Board of the Corporation relies on established compensation policies and practices to assist it in fulfilling its responsibilities pertaining to compensation matters and determining the overall compensation strategy of the Corporation. The Board of the Corporation approves the appointment and remuneration of the Corporation's executive officers, including the Corporation's NEOs identified in the summary compensation table below.

Executive Compensation-Related Fees

From the date of incorporation of the Corporation until the financial year ended December 31, 2018, no fees were billed to the Corporation by any consultant or advisor, or any of its affiliates, for services related to determining compensation for any of the Corporation's directors and executive officers or for any other similar or related services.

Summary Compensation Table

The following table contains information about the compensation to, or earned by, individuals who were, as at the financial year ended December 31, 2017 and December 31, 2018, NEOs. No compensation was awarded to, earned by, paid to, or payable to the Corporation NEOs during the financial year ended December 31, 2016, as the Corporation was formed during 2017. The NEOs of the Corporation as at December 31, 2017 and December 31, 2018, were Walter Coles, CEO of the Corporation; and Andrew MacRitchie, CFO of the Corporation.

Name and Principal Position	Year	Salary	Bonus	Committee or meeting fees	Value of Perquisites	Value of All Other Compensation	Total Compensation
Walter Coles CEO	2018	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.
	2017	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.
Andrew MacRitchie(1) CFO	2018	$23,675	Nil.	Nil.	Nil.	Nil.	$23,675
	2017	$10,000	Nil.	Nil.	Nil.	Nil.	$10,000

Notes

(1) Fees paid for the services of the CFO were paid to Anacott, a related party.

Director Compensation

During the financial year ended December 31, 2018, no base annual retainer or fees for attendance at Board and Board committee meetings were awarded to, earned by, paid to, or payable to the directors of the Corporation. As an officer of the Corporation, Walter Coles has not and will not receive compensation for his services as a director.

Termination and Change of Control Benefits

No termination or change of control benefits have been awarded to any member of staff, nor to any Board member

Indebtedness of Directors and Officers

None of the directors, executive officers or employees of the Corporation, nor any of their Associates or Affiliates, is or has been indebted to the Corporation since the commencement of the last completed financial year, nor is any such person expected to be indebted to the Corporation on the completion of the Transaction.

Audit Committee

Audit Committee's Charter

The text of the Stowe One Audit Committee Charter is attached hereto as Appendix "A".

Composition of the Audit Committee

The Corporation's Audit Committee consists of Walter Coles, Joseph E. Mullin and Barbara Broughton. Joseph E. Mullin and Barbara Broughton are "Independent" and all members of the Audit Committee are "Financially Literate", as such terms are defined in NI 52-110. Walter Coles, CEO of the Corporation, is not independent by virtue of being a member of the Corporation's management.

Relevant Education and Experience

Walter Coles

Walter has served as CEO and President for several TSXV listed junior mining exploration and development companies, throughout the past seven years. Mr. Coles entered the mining business as part of an effort to develop a mineral resource discovered on family farmland in Virginia. He was previously an analyst for Cadence Investment Partners, from 2005 through to 2007. Prior to that, Mr. Coles worked for UBS Investment Bank in New York as a Senior Research Analyst in the bank's High Yield Group. Mr. Coles started at UBS Investment Bank in 1999 as an Associate reporting to the bank's Global Head of Fixed Income Strategy. Mr. Coles holds a BA in Economics from the University of Richmond.

Joseph E. Mullin

Joseph has more than twenty years of experience in interim management, operational integration, corporate finance, restructuring, and financial analysis. He also has experience in litigation support and investment management. Mr. Mullin's skills have proven valuable to companies executing a reorganization, preparing for a capital markets transaction or an acquisition. His industry experience includes retail, media, telecom, technology, industrials, and natural resources. Mr. Mullin has served as a Chief Restructuring Officer, Chief Financial Officer, Restructuring Consultant, Trust Advisory Committee Member, and Creditor Committee Member in a number of different situations. Mr. Mullin has participated in a variety of operation and financial turnarounds and has hand on experience with pre-revenue owners of patents to established companies with hundreds of millions in annual revenues. He served as an outside director, and on the audit committees of several public and private companies.

Barbara Broughton

Barbara is a qualified management consultant specialising in corporate communications and, in a career spanning over 20 years, has held senior positions in agencies and large corporations in the energy, pharmaceutical and telecommunications sectors. She graduated with a BA (Hons) from the University Of Western Ontario before joining Merck & Co., Inc. in Toronto. Barbara then moved to New York City and became a Senior Associate with Ogilvy Public Relations - a role she left in 2000 to return home to Vancouver, Canada, becoming Public Relations Manager for BC Hydro and then Director of Public Relations for Telus Corporation. In 2006, Barbara moved to London, UK and joined the Hutchison 3G leadership team following the launch of its "Three" cellphone network in 2003 into a highly competitive space. She qualified as a management consultant in 2007 and joined a London-based boutique management consulting firm providing strategic planning services on behalf of senior UK Government Departments with service providers such as IBM and Deloitte. Barbara returned to Vancouver in 2009 to raise her growing family and operate a private business consulting firm specializing in interim management services. Since 2017, Barbara has held directorships of multiple private and public companies and acted as a trustee of two unit trusts. In September 2019, Barbara was appointed Campaign Director for a Vancouver-based charity

Audit Committee Oversight

At no time was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of the Corporation.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services but all such services will be subject to the prior approval of the Audit Committee.

External Auditor Service Fees

Fees billed by the Corporation's external auditor, D&H Group LLP, during the financial years ended December 31, 2017 and December 31, 2018 were as follows:

Fiscal Year Ending	**Audit Fees(1)**	**Audit Related Fees(2)**	**Tax Fees(3)**	**All Other Fees(4)**
December 31, 2017	$2,000	$2,464	$500	Nil.

December 31, 2018	$3,500	$43	$500	Nil.

Notes:

(1) Fees for audit services.
(2) Fees for assurance and related services not included in audit services above.
(3) Fees for tax compliance, tax advice and tax planning.

Exemption

The Corporation is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

Corporate Governance

Board of Directors

The Board of the Corporation is currently comprised of three directors, of which two are independent within the meaning of "independent" in NI 52-110. The independent directors are Joseph E. Mullin and Barbara Broughton. The CEO of the Corporation, Walter Coles, is not independent by virtue of being an executive officer of the Corporation.

Certain of Stowe One's directors are directors of other reporting issuers (or the equivalent) in Canada or foreign jurisdictions, as set out below:

Name of Director	Name of Reporting Issuer	Name of Trading Market	Position	Period
Walter Coles	Skeena Resources Limited	TSX Venture Exchange	President, CEO and Director	December 2013 to present
	Industria Metals Inc.	N/A	CEO and Director	June 2017 to present
	Akeley Unit Trust	N/A	CEO and Trustee	June 2017 to present
	Chackmore Unit Trust	N/A	CEO and Trustee	June 2017 to present
	2583262 Ontario Ltd.	N/A	CEO and Director	June 2017 to present
Joseph E. Mullin	Colorado Resources Ltd.	TSX Venture Exchange	CEO and Director	August 2019 to present
	Industria Metals Inc.	N/A	Director	June 2017 to present
	2583262 Ontario Ltd.	N/A	Director	June 2017 to present
	FireFox Gold Corp.	TSX Venture Exchange	Director	June 2017 to present
Barbara Broughton	Akeley Unit Trust	N/A	Trustee	June 2017 to present
	Chackmore Unit Trust	N/A	Trustee	June 2017 to present
	2583262 Ontario Ltd.	N/A	Director	June 2017 to present
	Anacott Resources Corp.	N/A	Director	September 2019 to present

Orientation and Continuing Education

Each new director is briefed in respect of the nature of the Corporation's business, its corporate strategy, and current issues within the Corporation. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation's business and are given the opportunity to meet with counsel to the Corporation to discuss their legal obligations as directors of the Corporation.

Ethical Business Conduct

The Board of the Corporation has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law have been sufficient to ensure that it operates independently of management and in the best interests of the Corporation.

Nomination of Directors

Directors are responsible for identifying qualified individuals to become new members of the Board of the Corporation and recommending new director nominees for the next annual meeting of the shareholders of the Corporation. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, shown support for the Corporation's mission and strategic objectives, and a willingness to serve.

Compensation

The Board of the Corporation will conduct compensation reviews with regard to the compensation of directors and the CEO of the Corporation once a year. In making its compensation recommendations, the Board of the Corporation will take into account the types and amount of compensation paid to directors and officers of comparable Canadian companies. During the recently completed financial year, the Corporation has not paid any compensation to the CEO, CFO or directors of the Corporation, aside from indirectly via fees paid to Anacott, primarily to cover the costs of complying with the requirements of being a reporting issuer.

Other Board Committees

The Corporation currently does not have any other Board committees with the exception of the Audit Committee.

Assessments

The Board of the Corporation has no formal process in place to assess the effectiveness of the Board, its committees and individual members. However, through the regular interaction between members of Board, the Board satisfies itself that the Board, its committees and individual members are performing effectively.

Non-Arm's Length Transactions

Since its incorporation, apart from the provision of services by Anacott, the Corporation has not completed any acquisitions of assets or services or provisions of assets or services from (i) any director or officer of the Corporation, (ii) an Insider of the Corporation, either before or after giving effect to the Transaction; or (iii) an Associate or Affiliate of any Person described in (i) or (ii). The Transaction is not a Non-Arm's Length Transaction.

Promoters

There is no Person or company that is considered a Promoter of the Corporation, nor has any Person or company acted as a Promoter for the Corporation within the past two years.

Legal Proceedings

There are no legal proceedings or regulatory actions to which the Corporation is a party, or has been a party to, or of which any of its property is the subject matter of, or was the subject matter of, since its incorporation, and no such proceedings or actions are known by the Corporation to be contemplated.

There have been no penalties or sanctions imposed against the Corporation by a court or regulatory authority, and the Corporation has not entered into any settlement agreements before any court relating to provincial or territorial securities legislation or with any securities regulatory authority, since its incorporation.

Interests of Management and Others in Material Transactions

No director, executive officer or shareholder that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the issued Common Shares, or any of their respective Associates or Affiliates, has any material interest, direct or indirect, in any transaction since the incorporation of the Corporation which has materially affected or is reasonably expected to materially affect the Corporation or a subsidiary of the Corporation.

Auditor, Transfer Agent and Registrar

The Corporation's auditor is D&H Group LLP, Chartered Professional Accountants, having an address at 10th Floor, 1333 West Broadway, Vancouver, BC, V6H 4C1.

The transfer agent and registrar for the Common Shares is TSX Trust Corporation, having an office at 650 West Georgia Street, Suite 2700, Vancouver, BC, V6B 4N9.

Material Contracts

Except for contracts entered into in the ordinary course of business, the only contract entered into by the Corporation in the two years immediately prior to the date hereof that can reasonably be regarded as presently material to the Corporation is the Amalgamation Agreement, which is available on SEDAR at www.sedar.com and may be inspected without charge at the Corporation's registered and records office at Suite 650, 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3 during normal business hours until the Closing and for a period of 30 days thereafter.

Experts

No Person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Corporation or any Associate or Affiliate of the Corporation.

D&H Group LLP, the auditor of the annual financial statements of the Corporation included in this Prospectus, has advised the Corporation that it is independent of the Corporation in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Certain legal matters related to the Transaction will be passed upon on the Corporation's behalf by Borden Ladner Gervais LLP. To the best of the Corporation's knowledge, after reasonable inquiry, as of the date hereof, the aforementioned partnerships (and their partners and associates) each beneficially own, directly or indirectly, in the aggregate, less than 1% of the outstanding Common Shares.

INFORMATION CONCERNING AGILE

Corporate Structure

Name, Address and Incorporation of Agile

Agile Blockchain Corp. was incorporated under the BCBCA on March 2, 2018. Agile's head and registered office is located at 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia, V7X IT2. Agile has no subsidiaries.

General Developments of Agile

Agile was formed to capitalize on the opportunities available in blockchain technology development. Since incorporation, Agile has begun development work on its first proprietary blockchain decentralized applications ("**BDA**"). The first of these is a supply chain focused permission based blockchain that will be expanded to accommodate client firms in various supply chain channels with the objective of increasing client operational efficiencies while limiting their costs. The second BDA is a tracker system based on LTE technology. Cell phone networks based on GSM technology are being phased out and even now GSM towers that develop problems are simply shut down rather than fixed. Long-Term Evolution ("**LTE**") is a 4G technology that will also operate on the 5G system that will eventually replace current infrastructure. Agile's proprietary tracking system allows customers to actively track their assets and optimize their operations. By registering the trackers on Agile's supply chain blockchain, Agile can become immediately aware if malware appears on a tracker and shut it down before further damage occurs to a customer's operations. Agile has trackers operational at customer firms at present and the Agile supply chain blockchain is undergoing continuing development to onboard entities all along a manufacturing supply chain.

Financing

Prior to the completion of the Transaction, Agile intends to complete the Financing. In connection with the Financing, Agile will issue 5,500,000 Subscription Receipts at $0.20 per Subscription Receipt for aggregate gross proceeds of up to $1,100,000. Pursuant to the terms of the Subscription Receipt Agreement, each Subscription Receipt shall entitle the holder thereof to receive, upon satisfaction of the Subscription Receipt Escrow Release Conditions and without payment of additional consideration therefor, one (1) Agile Common Share immediately prior to completing the Transaction.

Proceeds from the closing of the Financing will be held in escrow by the Subscription Receipt Agent (the "**Subscription Receipt Escrowed Funds**"). The Subscription Receipt Escrowed Funds shall be released from escrow to Agile, or as Agile may otherwise direct, immediately prior to the closing of the Transaction and each Subscription Receipt will automatically convert, without any further action on the part of the holder or payment of additional consideration, into one (1) Agile Common Share upon the occurrence of all of the following events (collectively, the "**Subscription Receipt Escrow Release Conditions**"):

(a) all conditions to the completion of the Transaction being satisfied or waived to the satisfaction of Agile and the Corporation (other than the release of the Subscription Receipt Escrowed Funds and Closing, each of which shall be completed forthwith upon release of the Subscription Receipt Escrowed Funds);

(b) the receipt of all shareholder and regulatory approvals required for the Transaction;

(c) the distribution of the Agile Common Shares underlying the Subscription Receipts and the Resulting Issuer Common Shares to be issued in exchange for Agile Common Shares pursuant to the Transaction being exempt from applicable prospectus and registration requirements of applicable securities laws;

(d) conditional approval by the CSE for the listing of the Resulting Issuer Shares on the CSE and the completion, satisfaction or waiver of all conditions precedent to such listing, other than the release of the Subscription Receipt Escrowed Funds; and

(e) delivery by Agile of the Subscription Receipt Release Notice to the Subscription Receipt Agent.

Agile shall, upon the satisfaction or waiver of each of the Escrow Release Conditions (except the condition that a Subscription Receipt Release Notice be delivered), deliver the prescribed notice and direction under the Subscription Receipt Agreement (the "**Subscription Receipt Release Notice**") to the Subscription Receipt Agent. Should the Escrow Release Conditions not be satisfied upon closing of the Transaction, the Subscription Receipts will be cancelled and all proceeds from the sale of Subscription Receipts will be returned to subscribers.

The proceeds from the Financing will be used to finance the continued development of the business of the Resulting Issuer and for working capital purposes.

Business of Agile

Agile is a software development company specializing in the development and deployment of asset tracking technology and supply chain optimization utilizing a proprietary blockchain solution. Agile intends to establish itself as a strong and growing presence in blockchain technology and innovation. Upon completion of the Transaction, Agile, as the Resulting Issuer, intends to generate an "early mover advantage" as one of the very few public companies focused on exposing investors to multiple blockchain applications with a fully integrated solution.

Agile's business model and strategy are based on demonstrating the efficiency gains attainable by using blockchain technology and to onboard a critical mass of companies who have various intertwined relationships. Agile intends to utilize the 'Network Effect' and implement a strategy of quick onboarding and benefits demonstration.

Blockchain Decentralized Applications

Agile has developed and continues to upgrade its own proprietary supply chain focused blockchain. Blockchain software is essentially a distributed ledger that allows for low cost, highly-verified content of registration data, which Agile's supply chain focus will allow the direct communication of relevant information to permissioned parties. The Agile distributed ledger will also maintain a registration history of all transactions.

Agile's supply chain ecosystem allows for the disruption of supply chain management software. Supply chain management software enables a single entity to monitor, measure and manage its inventory and supply management; however, problems may occur when this version of reality conflicts with the version of reality employed by the company's suppliers and customers. This conflict is a regular occurrence that can be alleviated by the use of a single 'channel' that contains the reality as seen by every entity permissioned to see that information. The efficiency gains realized by the Agile enabled system are large and include the reduction of communications and miscommunication between multiple entities.

Agile intends to operate its blockchain enabled network as Software as a Service ("**SaaS**"). Agile's client firms will be able to utilize their current soft infrastructure without interruption while API's connect to their currently installed software and provide the 'arguments' in transactions that are deployed on Agile's blockchain. Agile does not intend to replace its client's database or other programs, but rather conduct and register transactions of all descriptions, including RFP's, purchase orders, invoices, payments and various other transactions. Registered transactions are then made available to all entities that are enabled by the client firm, thus increasing required visibility and simultaneously reducing the number of required communications.

Agile's proprietary tracking system provides a high level of security by registering tracker profiles on the ledger using a 256-bit hash. Any changes to a tracker, as has recently been seen occurring in the market, will automatically change the tracker hash. A mismatch of profiles will trigger a shutdown of the tracker.

Funds raised through the Financing, traditional equity markets and consulting fees will be used to cover development and marketing costs incurred by Agile directly or on behalf of clients. Blockchains that are built by Agile will earn recurring ‘by use’ revenue as the developer and operator of the supply chain network and tracker system.

Principal Markets

As of mid-2017, the blockchain sector was moving into the implementation stage, creating many opportunities for development and distribution of blockchain-enabled supply chains.

While many of the world’s largest banks and retailers are investing hundreds of millions of dollars in researching the utilization of blockchains, it is still a wide-open frontier. There is currently a void of usable software applications that fully exploit the power and value inherent in this technology. Agile intends to create value for its shareholders by developing massively scalable blockchain channels that fill this void. Agile is focussing on developing revenue generating blockchain applications through a proof of concept approach and launching blockchain channels in an efficient manner.

Numerous opportunities are emerging for blockchain-based supply chain networks world-wide, in a wide variety of other non-financial, but data driven industries. Such industries include, but are not limited to:

- Manufacturing;
- Logistics;
- Enterprise Resource Planning (“**ERP**”);
- Agriculture;
- Financial Services;
- Financial Exchanges;
- Registered ownership tracking;
- Payment Processing;
- Online shopping;
- Real Estate Transactions; and
- Supply Chain Product Validation.

Industry experts are predicting that almost every application in the future will eventually utilize a blockchain. Agile believes it is positioned at the ground-level of this new digital breakthrough. The key to Agile’s success will be its ability to combine useful blockchain-based supply chain applications with efficient time-to-market methods to ensure a solid first mover advantage and substantial ongoing returns on investments.

Distribution Methods

Agile’s initial focus will be on developing a network of salaried and commissioned sales staff in various North American locations that have a critical mass of fleet vehicles and fleet management operations. By onboarding fleets to Agile’s proprietary tracking system and preparing them for inclusion in the supply chain blockchain, Agile will establish its pipeline of blockchain enabled supply chain customers.

To further establish the brand, Agile has established a blog and social media presence that are continuously updated. In addition, a public relation company and other promotional venues are to be engaged that will further solidify Agile’s niche role in the market.

Revenue

Agile has earned minimal revenue since incorporation. See Appendix "D" attached hereto for Agile's audited and unaudited consolidated financial statements and related notes thereto, along with the associated MD&A, included in this Prospectus.

Specialized Skill and Knowledge

Agile has a strong management team with significant blockchain experience. Agile's CEO, Mr. Raymond Pomroy, was the Vice President of Personal Care Supply Chain HPC of Unilever NA, a transnational consumer goods company. Mr. Pomroy is a business veteran and has more than 30-years of experience in supply chain management, as well as having successfully led more than 2,000 people.

Blockchain developers are in tremendous demand around the world. Peer to peer relationships are instrumental in attracting programmers who are seeking out the next disruptive blockchain application. The current directors and executive officers of Agile and Mr. McDonald, the former CEO of Agile, have all been instrumental in attracting talent to the Board of Agile, management and development teams.

Accountability and oversight of Agile rests with the Board of Agile. The Board of Agile consists of the ideal mix of blockchain technology, human resources and capital market expertise so as to drive the value and performance of Agile from both a development standpoint and a shareholder value perspective.

An expanded management team has been put in place to oversee the business development activities of Agile and perform all core functions.

Competitive Conditions

There are a number of other companies in the blockchain development space, some examples include Avalanchain Ltd., Bloq, Inc., Guardtime, PeerNova Inc. and SolidX Partners Inc. However, Agile does not intend to focus on applications that other companies are developing as there is the potential for an unlimited number of applications to develop with blockchain technology. Due to the potential opportunities in the blockchain space, Agile does not initially expect to be in direct competition with any other blockchain company.

The most significant competition for Agile are legacy systems such as supply chain management software. Blockchain has the potential to gain momentum towards disrupting many aspects of legacy systems in the coming years without requiring client firms to expunge their current system. Blockchain decentralized applications have the potential to offer low-cost registrant, ownership tracking and verification services across a wide range of industries in addition to the manufacturing industry.

Market Participants

Other blockchain development companies include, but are not limited to:

1) Traceability/Provenance and Anti-counterfeit and general support:

- SAP: SAP Cloud Platform Blockchain service allows clients to Start experimenting with blockchain in the cloud. Our blockchain-as-a-service ("**BaaS**") offering delivers a low-cost, low-risk way for businesses to explore the technology, integrate it into their SAP landscapes, and capitalize on its potential. The SAPs BaaS has the following features cloud deployment, open blockchain platform, ability to build and customize apps and networks and extend existing applications with blockchain. SAP HANA allows users to connect their external blockchain networks to a powerful in-memory data platform. It allows hybrid deployment, integration of enterprise and blockchain, monitor and analyze blockchain data in real time, build apps on the platform using blockchain data.
(source: https://www.sap.com/products/leonardo/blockchain.html#portfolio)

- IBM: IBM Food Trust uses blockchain technology to create unprecedented visibility and accountability in the food supply. It's the only network of its kind to connect growers, processors, distributors, and retailers through a permissioned, permanent and shared record of food system data.
(source: https://www.ibm.com/blockchain/solutions/food-trust)

- Everledger: Everledger is an independent emerging technology enterprise focused on addressing real-world challenges through breakthrough solutions that aims to deliver a positive social, economic and environmental impact.
(source: https://www.everledger.io/)

- Circularise**:** The core of the Circularise protocol consists of numerous smart contracts, a collection we call CIRCONTRACTS. This platform allows you to do business without an intermediary by solely using a decentralized application. CIRDASH is an easy user interface. CIRAPP provides the user with relevant product information. CIRAPI offers an easily used API for integration with existing apps. CIRLABELS offers unique identifiers that can be used to label products.
(source: https://www.circularise.com/)

- ShipChain: "The Logistics Platform of the future." The ShipChain platform unifies shipment tracking on Ethereum blockchain, using a sidechain to track individual encrypted geographic waypoints across each smart contract. In ShipChain's system, the meaning of each cryptographic waypoint is only accessible for interpretation by parties involved in the shipment itself. This gives shippers more visibility across their supply chain and allows carriers to communicate with ease.
(source: https://shipchain.io/)

- Accenture: "The supply chain is evolving at exponential pace. While this promises new channels of growth, most companies aren't equipped or simply haven't realized the immense cost-saving potential of an intelligent system." Accentures Intelligent supply chains provide rich, personalized customer experiences that adapt to a business's needs in real-time.
(source: https://www.accenture.com/ca-en/insight-blockchain-supply-chain)

- GSCP (Global Shared Container Platform): The blockchain based GSCP platform is the world's first freight container registry and the first global platform allowing all players in the shipping industry to perform a wide range of transactions related to the handling of containers. In the world today we have more than 27million metal freight containers, and shipChain is creating the world's first blockchain based registry that will allow the industry to keep real-time track of all containers. At the same time, the GSCP platform will enable the industry players to efficiently manage all kinds of transactions related to container handling.
(source: https://www.blockshipping.io/)

- Blockfreight: Blockfreight is building an open source, immutable and distributed end-to-end blockchain solution for secure "bill of lading" access by all entities in the global supply chain. These include banks, insurance providers, freight forwarders, shipping carriers, port operators and regulators. Blockfreight blockchain technology allows business transactions to be validated before they are posted onto the blockchain. The decentralized network makes it impractical to defraud other participants in the supply chain, allowing market participants to reduce costs and end-to-end processing and delivery.
(source: https://blockfreight.com/)

- CargoX: CargoX is the independent supplier of blockchain-based Smart Bill of Lading (Smart B/L™) solutions that provide an extremely fast, safe, reliable, and cost-effective way to process Bills of Lading anywhere in the world. CargoX has developed a decentralized platform based on the Ethereum network, and has a pipeline of future products for the supply chain industry.
(source: https://cargox.io/)

2) Environmental Audit of Shipments:

- Modum: Modum offers digital supply chain monitoring and analytics solutions that are simple to use and easy to integrate for a wide range of applications, including pharma. We leverage proven IoT and blockchain technologies to simplify our customers value chain automation and provide trusted data, fulfilling regulatory and internal quality requirements. Products include MODsense, MODlink and MODsight.
(source: https://modum.io/)

- Ambrosus: Ambrosus is a blockchain-powered IoT network for food and pharmaceutical enterprises, enabling secure and frictionless dialogue between sensors, distributed ledgers and databases to optimise supply chain visibility and quality assurance. Offering supply chain optimization, logistics tracking, quality assurance and anti-counterfeiting.
(source: https://ambrosus.com/#features)

- Chronicled: Chronicled gives industries and enterprises the tools to build blockchain powered supply chain ecosystems with built-in trust, automation, and privacy. Chronicled is deploying decentralized supply chain ecosystems and building protocol-driven solutions to enhance global trade across key industries. By leveraging the power of our product suite and networks, some of the world's largest enterprises and industries are building more efficient, collaborative, and secure b2b trade.
(source: https://www.chronicled.com/)

- Bext 360: Bext360 provides comprehensive and measurable accountability for critical supply chains. The SaaS platform provides unsurpassed blockchain traceability and quantifiable measurements for sustainability. Configurable solutions for every stakeholder in the supply chain at each step-from origin to customer. APIs enable BEXT360 technology to embed in websites, supply chain management systems, point-of-sale systems and more.
(source: https://www.bext360.com/)

3) Horizontal Platforms

- AnyLedger: AnyLedger offers a lightweight blockchain software client running on IoT device compatible with all the major hardware architectures. Built with security in mind, featuring over-the-air updates and integrity checks. It also offers an IoT platform focused on blockchain. From basic nodes infrastructure to industry specific cloud services. Connect to your blockchain nodes using industry-standard protocols.
(source: http://www.anyledger.io/)

- Eximchain: Eximchain is a protocol for scalable, public blockchain networks with privacy for enterprise supply chain applications. Eximchain enables businesses to connect, transact, and share information more efficiently and securely. The tools to overcome traditional barriers such as access to credit, supplier reliability, data sharing, and supply chain visibility are now within our reach of its customers. Eximchain provides these tools using state-of-the-art blockchain technology that ensures efficiency, transparency, and security.
(Source: https://eximchain.com/blockchain-supplychain-solution)

- Skuchain: Skuchain empowers participants in a global value chain. In the same way the Internet gave birth to e-commerce, blockchain provides the foundation for collaborative commerce, in which enterprises are uniquely able to work together to unlock gains while also expanding their control across the supply chain. Skuchain has built the tools to realize this vision. The core value of enterprise blockchain is empowered collaboration. Their implementation takes the real world needs of buyers and their supply chains and provides fine-grained control in inventory procurement across all partners. We unlock information in the deep-tier, allowing decision makers an unprecedented level of control across the supply chain while ensuring the privacy of all sensitive information.
(source: http://www.skuchain.com/#products)

- Hijro: Fluid custom solutions by Hijro are built for your business and integrate directly into your bespoke ERP and IT platforms. Create flexible tools to improve processes, drive automation, and increase efficiencies in treasury, trade, and supply chain operations.
(source: https://hijro.com/solutions.html)

Intangible Properties

Agile's software developers have worked together on previous projects in the blockchain space. As an associate professor, Mr. McDonald, the former CEO of Agile, relationships with professors and quality students at multiple computer science faculties in the Ontario College system has allowed Agile to develop a curriculum for educating the next generation of blockchain developers. This curriculum has been used to partner with NativApps, a Columbia based Spanish speaking application developer. NativApps is developing a Spanish curriculum using the curriculum provided by Agile, which is expected to be purchased and used to develop blockchain expertise in the LatAm sphere of influence. Agile programmers are among the only developers experienced in working with these programming approaches and Agile expects that these programming advantages will result in significant 'quick-to- market' advantages for Agile. Agile expects to own the proprietary rights to the curriculum developed by the NativApps.

Cycles

The products to be offered by Agile are not considered to be cyclical. However, some markets, i.e. agriculture, do exhibit cyclicality. The blockchain supply chain sector is a year-round market.

Continuing Evolution of Blockchain Technology

Agile will be dependent on a continued understanding and movement towards blockchain technology replacing older more costly and labour-intensive registration systems. Blockchain is still a new technology not understood by many potential end-users. Blockchain technology has the potential to revolutionize many existing systems replacing many large centralized registries that are currently both highly profitable and large employers. Blockchains considerable lower-cost, less-labour intensive advantages will need to be accepted for the significant change it may represent, and will present a need to adjust for the resistance to change within client firms.

Changes to Contracts

Agile does not expect any changes to any of the material contracts it has for the current fiscal year. None of Agile's material contracts are up for re-negotiation in the next two fiscal years.

Employees

Agile currently has 10 contractors and employees on staff or under an offer to begin work, and will expand as required by the demands of the business. Other work is performed for Agile by contractors and consultants.

Agile intends to build an expanded management team, which will include a strong development team that will oversee the business development activities of Agile and perform all core functions of the business.

The development of Agile's blockchain will be separated from the DevOps function, which it anticipates to retain in-house. Agile's initial chaincode and channel development will be a joint effort utilizing resources that are not envisaged to be required beyond initial development.

Agile's initial operational load is expected to consist of three back end programmers, two experienced business analysts, two project managers, and a web and UX/UI developer.

Agile's programming staff work from our offices at Suite 602 – 15 Toronto Street, Toronto, Ontario M5C 2E3.

Anticipated Changes in the Current Financial Year

Prior to listing of the Resulting Issuer Common Shares on the CSE, Agile anticipates closing the Financing. In the 12 months following listing of the Resulting Issuer Common Shares on the CSE, Agile intends to develop its software in the following three steps:

Step 1: Agile's Minimum Viable Tracker Product will be commercialized

Agile will develop the tracker profile, TCP server, database architecture and front end to serve the needs of small truck fleet owners. The value of this tracker system will be in its use of the LTE (4G) network. Currently available trackers use the GSM network and this network is scheduled for shutdown by Rogers Communications Inc. and Bell Canada by the end of 2020. The LTE network is also useable on the 5G network contemplated by the large carriers. Each fleet profile will be evaluated based on its business merits and applicability to decentralized blockchain applications. Once Agile's development team has evaluated the potential feasibility of a fleet profile, the S&M team will begin a presale marketing program.

In this stage, Agile's development team will review various marketing elements with its blockchain marketing team and gather input for iterating the tracker offering that will be released publicly. During the early stage, public awareness of the Agile tracker application coming to market will begin but no specific details will be provided. Refinement to application functionality, operating rules and the marketing campaign will take place during this period.

Step 2: Minimum viable product ("**MVP**") blockchain development

The second step includes completing and initial testing of the Agile blockchain software. Real-time input from the blockchain and end-user community will contain the necessary feedback on how the blockchain application should be developed, managed, costed, and revenue retained by Agile, as well as inputs on the potential demand, reach, frequency of use, competition and user types. The analysis of information collected will be the key to determining how a particular blockchain user channel should be developed in line with community expectations.

Step 3: Agile blockchain on-going upgrades

Once the Agile MVP blockchain software is developed, it will be iterated and operated independently by the Agile DevOps team. Agile expects to continue to develop and offer guidance and other services and, over time, the ability of Agile to realize revenue from transactions as well as from transmission time will be activated.

As the Blockchain matures, the network effect will become apparent and the value of the blockchain will be inherent in the size and activity of the sum total of market participants. With a critical market size acquired, the barriers to entry become the inability to recreate Agile's network without incurring unacceptable costs.

Bankruptcy and Similar Procedures

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

Description of the Securities of Agile

Agile's authorized share capital consists of an unlimited number of Agile Common Shares without par value. As of the date hereof, 72,534,747 Agile Common Shares are issued and outstanding as fully paid and non-assessable. In addition, 9,337,373 Agile Common Shares are issuable pursuant to outstanding Agile First Warrants, 2,250,000 Agile Common Shares are issuable pursuant to outstanding Agile Second Warrants and 5,802,500 Agile Common Shares issuable pursuant to outstanding Agile Options. It is anticipated that, upon completion of the financing, 5,500,000 Subscription Receipts will be issued and outstanding, which shall be deemed to be exercised and converted into 5,500,000 Agile Common Shares immediately prior to closing of the Transaction (see "*Information Concerning Agile – General Developments of Agile – Financing*").

Agile Common Shares

All of the Agile Common Shares rank equally as to voting rights, participation in a distribution of the assets of Agile on a liquidation, dissolution or winding-up of Agile and entitlement to any dividends declared by Agile. The holders of the Agile Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of shareholders (other than meetings at which only holders of another class or series of shares are entitled to vote). Each Agile Common Share carries the right to one vote. In the event of the liquidation, dissolution or winding-up of Agile, or any other distribution of the assets of Agile among its shareholders for the purpose of winding-up its affairs, the holders of the Agile Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the payment by Agile of all of its liabilities. The holders of Agile Common Shares are entitled to receive dividends as and when declared by the Board of Agile in respect of the Agile Common Shares on a pro rata basis. Agile Common Shares do not have pre-emptive rights, conversion rights or exchange rights and are not subject to redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital. For a description of Agile's practice regarding dividends, see "*Information Concerning Agile – Dividends*".

Agile First Warrants

On March 29, 2018 and May 28, 2018, Agile issued the Agile First Warrants entitling the holders to purchase Agile Common Shares at a price of $0.15 per Agile Common Share. The March 29, 2018 issued Agile First Warrants expire on March 29, 2020 and the May 28, 2018 issued Agile First Warrants expire on May 28, 2020. A total of 9,337,373 Agile First Warrants have been issued as of the date hereof.

Agile Second Warrants

On June 21, 2018, Agile issued the Agile Second Warrants entitling the holders to purchase Agile Common Shares at a price of $0.30 per Agile Common Share. The June 21, 2018 issued Agile Second Warrants expire on June 21, 2020. A total of 2,250,000 Agile Second Warrants have been issued as of the date hereof.

Agile Stock Options

Agile Stock Options and other compensation securities were granted or issued to Agile's officers, directors, employees, advisors and consultants in the financial year ended December 31, 2018 and in the 3rd quarter of 2019. As of the date hereof, 5,802,500 Agile Options have been granted pursuant to the Agile Stock Option Plan. See "*Information concerning Agile – Options to Purchase Securities*".

Subscription Receipts

The following summary of the material attributes and characteristics of the Subscription Receipts is subject to, and qualified in its entirety by, the terms of the Subscription Receipt Agreement. See also "*Information concerning Agile – General Developments of Agile – Financing*".

Pursuant to and in accordance with the Subscription Receipt Agreement and subject to the exceptions described therein, each Subscription Receipt shall be automatically exchanged, without any further action on the part of the holder of such Subscription Receipt, and for no additional consideration, for one (1) Agile Common Share immediately prior to the completion of the Transaction and upon the satisfaction of the Subscription Receipt Escrow Release Conditions.

Holders of Subscription Receipts are not shareholders of Agile. Holders of Subscription Receipts will only receive Agile Common Shares upon the satisfaction of the Subscription Receipt Escrow Release Conditions or be paid the original subscription price (together with interest earned thereon) for each Subscription Receipt held. Nothing in the holding of a Subscription Receipt will confer or be construed as conferring upon the holder thereof any right or interest whatsoever as a shareholder of Agile, including, but not limited to, the right to vote at, to receive notice of, or to attend, meetings of shareholders or any other proceedings of Agile, or the right to receive dividends or other distributions.

Dividends

Agile has not, since the date of its incorporation, declared or paid any dividends or other distributions on the Agile Common Shares, and does not currently have a policy with respect to the payment of dividends or other distributions. Agile does not currently pay dividends and is not likely to pay dividends prior to the completion of the Transaction.

Selected Financial Information and Management's Discussion and Analysis

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of the Corporation for the year ending December 31, 2018 and the unaudited interim financial statements of the Corporation for the nine months ended September 30, 2019 included in Appendix "D" of this prospectus, and should be read in conjunction with such financial statements and the related notes thereto, included in Appendix "D" of this prospectus, along with the related MD&As thereto included in Appendix "D" of this prospectus. All financial statements of the Corporation are prepared in accordance with International Financial Reporting Standards.

	Balance as at September 30, 2019	**Balance as at December 31, 2018**
	$	$
Cash	1,229	387,380
Property, plant and equipment	9,663	12,333
Right-of-use asset	46,624	Nil
Total assets	166,825	503,884
Accounts payable and accrued liabilities	201,468	143,874
Lease liability	50,669	Nil
Promissory notes	137,729	Nil
Total liabilities	389,866	143,874
Total shareholders' equity/deficiency	(223,041)	360,010
Net working capital	(119,776)	347,677
	Nine months Ended September 30, 2019 ($)	**Nine months Ended September 30, 2018**
Cash flow from operating activities	(604,574)	(670,960)
Cash flow from investing activities	(105)	(908)
Cash flow from financing activities	188,600	1,437,675

Overall Performance

During the year ended December 31, 2018, Agile earned no revenue and reported a loss from operations of $1,315,671 with basic and diluted loss per share of $0.02. Losses in the period presented mainly represent business development expenditures, professional fees, financial expenses, management compensation and other general and administrative expenses.

Consolidated Capitalization

The following table sets forth the consolidated share capitalization of Agile as at the dates noted below. The following table should be read in conjunction with Agile's audited and unaudited consolidated financial statements and related notes thereto, along with the associated MD&A, attached to this Prospectus as Appendix "D".

Description	Amount Authorized or to be Authorized	Outstanding as at September 30, 2019	Outstanding as at the date of this Prospectus
Agile Common Shares	Unlimited	72,534,747	72,534,747
Agile First Warrants	9,337,373	9,337,373	9,337,373
Agile Second Warrants	2,250,000	2,250,000	2,250,000
Agile Options	Up to 10% of the issued and outstanding Agile Common Shares	3,030,000	5,802,500
Subscription Receipts	5,500,000	Nil.	Nil.

Options to Purchase Securities

Stock Option Plan

As of March 2, 2018, the Board of Agile approved the adoption of the Agile Stock Option Plan. The Agile Stock Option Plan is a 10% maximum rolling plan. Agile Options granted under the Agile Stock Option Plan are not exercisable for a period longer than ten (10) years and the exercise price must be paid in full upon exercise of the Agile Option.

The continuation of the Agile Stock Option Plan requires annual shareholder approval at each annual meeting of Agile by ordinary resolution. The Board of Agile is of the view that the Agile Stock Option Plan provides Agile with the flexibility to attract and maintain the services of executives, employees and other service providers in compensation with other companies in the industry.

The Agile Stock Option Plan was established to provide incentive to directors, officers, employees and consultants. As a 10% rolling option plan, the aggregate number of Agile Common Shares issuable as Agile Options under the Agile Stock Option Plan may be up to 10% of Agile's issued and outstanding Agile Common Shares on the date on which an Agile Option is granted, less Agile Common Shares reserved for issuance on exercise of Agile Options then outstanding under the Agile Stock Option Plan. The purpose of the Agile Stock Option Plan is to advance the interests of Agile by encouraging equity participation in Agile through the acquisition of Agile Common Shares. The Agile Stock Option Plan is administered by the Board of Agile and Agile Options are granted at the discretion of the Board of Agile to eligible Agile Optionees.

<u>Eligible Optionees under the Agile Stock Option Plan</u>

To be eligible to receive a grant of Agile Options under the Agile Stock Option Plan, regulatory authorities require an Agile Optionee to be either a director, officer, employee, consultant or an employee of a company providing management or other services to Agile or a subsidiary at the time the Agile Option is granted. Agile Options may be granted only to an individual eligible, or to a non-individual that is wholly-owned by individuals eligible, for an Agile Option grant. If the Agile Option is granted to a non-individual, it will not permit any transfer of its securities, nor issue further securities, to any individual or other entity as long as the Agile Option remains in effect.

Restrictions under the Agile Stock Option Plan

The Stock Option Plan is subject to the following restrictions:

(a) all Agile Options issued pursuant to the Agile Stock Option Plan shall be subject to rules and policies of any stock exchange or quotation system on which the Agile Common Shares are then listed and any other regulatory body having jurisdiction hereinafter;

(b) Agile Options shall not be granted by the Board of Agile to a single director, employee, consultant, or consultant company in any 12-month period that exceeds 5% of the issued and outstanding Agile Common Shares;

(c) Agile Options shall not be granted by the Board of Agile if the exercise thereof would result in the issuance of more than 2% of the issued Agile Common Shares in any 12-month period to any one (1) consultant of Agile (or any of its subsidiaries); and

(d) Agile Options shall not be granted by the Board of Agile if the exercise thereof would result in the issuance of more than 2% of the issued Agile Common Shares in any 12-month period to any persons employed to provide investor relations activities and any Agile Options granted to consultants performing investor relations activities shall contain vesting provisions such that vesting occurs over at least 12-months with no more than 1⁄4 of the Agile Options vesting in any 3-month period.

Agile Option Grants

As of the date hereof, 5,802,500 Agile Options have been granted and an additional 1,450,974 Agile Options are available for issuance under Agile Stock Option Plan.

The following table sets forth the aggregate number of Agile Options which are anticipated, as at the date of this Prospectus, to be outstanding immediately prior to, and upon completion of the Transaction.

Optionee	Number of Agile Common Shares reserved under Option	Exercise Price(1)	Expiry Date
Agile's NEOs as a group	1,675,000	$0.10	October 20, 2021(1) September 3, 2021(1)
Directors of Agile as a group (who are also not Agile NEOs)	1,540,000	$0.10	September 25, 2021
Employees of Agile as a group	700,000	$0.10	November 7, 2020(2) April 25, 2021(2) September 1, 2021(2)
Consultants of Agile as a group	1,887,500	$0.10	Various dates(3)
Any other applicable Person or company	Nil		
Total	**5,802,500**		

Notes:

(1) 500,000 Agile Options expire on October 20, 2021; 1,175,000 Agile Options expire on September 3, 2021.
(2) 50,000 Agile Options expire on November 7, 2020; 100,000 Agile Options expire on April 25, 2021; 550,000 Agile Options expire on September 1, 2021.
(3) 50,000 Agile Options expire on February 1, 2020; 50,000 Agile Options expire on March 1, 2020; 50,000 Agile Options expire on April 1, 2020; 50,000 Agile Options expire on May 1, 2020; 350,000 Agile Options expire on September 1, 2021; 1,000,000 Agile Options expire on September 30, 2021; 100,000 Agile Options expire on October 20, 2021; 187,500 Agile Options expire on November 1, 2020; and 50,000 Agile Options expire on October 20, 2020.

Prior Sales

The following table summarizes the issuances of Agile Common Shares and securities that are convertible or exchangeable into Agile Common Shares since the incorporation of Agile to the date of this Prospectus.

Issue Date	Type of Security	Number Issued	Issue Price	Exercise Price	Description of Issuance
March 2, 2018	Agile Common Share	1	$0.00001	N/A	Incorporator's Common Share
March 19, 2018	Agile Common Share	1 (Cancelled)	-	N/A	(Cancelled)
March 19, 2018	Agile Common Shares	23,333,336	$0.005	N/A	Private Placement
March 20, 2018	Agile Common Shares	13,666,666	$0.005	N/A	Debt Settlement
March 23, 2018	Agile Common Shares	8,166,667	$0.02	N/A	Private Placement
March 23, 2018	Agile Common Shares	2,833,333	$0.02	N/A	Debt Settlement
March 27, 2018	Agile Common Shares	3,700,000	$0.02	N/A	Shares for Service
March 29, 2018	Units, made up of 1 Agile Common Share & ½ of an Agile First Warrant	16,574,745	$0.05	$0.15	Private placement
May 25, 2018	Units, made up of 1 Agile Common Share & ½ of an Agile First Warrant	2,100,000	$0.05	$0.15	Private placement
June 21, 2018	Units, made up of 1 Agile Common Share & 1 Agile Second Warrant	2,250,000	$0.10	$0.30	Private placement
Jan. 16, 2019	Agile Common Share	(500,000)	-	N/A	Cancelled
July 12, 2019	Agile Common Share	(1,750,000)	-	N/A	Cancelled
October 4, 2019	Agile Common Share	500,000	$0.10	N/A	Private placement
October 8, 2019	Agile Common Share	1,660,000	$0.10	N/A	Private placement
	Total:	**72,534,747**			

Trading Price and Volume

Agile is not listed or quoted on any stock exchange.

Escrowed Securities

Upon completion of the Financing, it is expected that 5,500,000 Subscription Receipts will be subject to escrow conditions as set out in the Subscription Receipt Agreement.

Principal Securityholders

To the knowledge of the directors and executive officers of Agile, no person currently beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding Agile Common Shares, as of the date hereof.

Directors and Executive Officers

Name, Occupation and Securityholding

To Agile's knowledge as at the date of this Prospectus, following completion of the Transaction, its directors and executive officers as a group will beneficially own, or control or direct, directly or indirectly, 3,215,000 Resulting Issuer Common Shares, representing approximately 3.99% of the outstanding Resulting Issuer Common Shares on a non-diluted basis as of the date of this Prospectus.

The following table sets forth the name of each director and executive officer of Agile as at the date of this Prospectus, their province or state and country of residence, their position(s) and office(s) held with Agile and the time served in that position(s), their principal occupation(s) during the preceding five years, and the number and percentage of Agile Common Shares they beneficially own, or control or direct, directly or indirectly.

Name and Residence	Position	Principal Occupation(s) During Past Five Years	Officer and Director Since	Number and Percentage of Agile Common Shares Held
Raymond Pomroy(1)(2)(3) Mississauga, Ontario	CEO, Director	Consultant in Enr-aid from January 2005 to present.	September 2 (CEO) / 3 (Director) 2019 (CEO) September 3, 2019 (Director)	Nil.
Khurram Qureshi Toronto, Ontario	CFO	CFO of Agile from March 3, 2018 to present; CFO of Lingo Media Corporation from August 2011 to present; CFO of Internet of Things Inc. from April 2015 to present; Director of Pounce Technologies Inc. from July 2017 to present; Director of Majesta Minerals Inc. from August 2018 to present; CFO of Slyce Inc. from July 2014 to June 2016; and CFO of Augustine Ventures Inc. from January 2012 to February 2017.	March 2, 2018	Nil.
Vikas Gupta(1) Oakville, Ontario	Chairman of the Board, Director	CEO of TransGaming from November 2005 to May 2015.	September 25, 2019	Nil.
Musabbir Chowdhury(2)(3) Burlington, Ontario	Director	Founding director of Productivity and Innovation lab, Niagara School of Business, from November 2012 to present; professor of business in Niagara College from August 2014 to present.	September 25, 2019	Nil.
Brenda Brown(2)(3) Toronto, Ontario	Director	JMSB Advisory Board member in Concordia University from July 2015 to present; board director of OTEC Workforce Solutions from September 2015 to present; SVP talent management ESS Global in Campus Group PLC from January 2017 to July 2018.	September 25, 2019	Nil.

Name and Residence	Position	Principal Occupation(s) During Past Five Years	Officer and Director Since	Number and Percentage of Agile Common Shares Held
Alan Rootenberg(1) Toronto, Ontario	Director	CFO of Eco (Atlantic) Oil & Gas Ltd. from May 2012 to present; CFO of Osino Resources Corp from June 2018 to present; CFO of Canna-V-Cell Science Inc. from October 2018 to present; and CFO of Empower Clinic Inc. (formerly Adira Energy Ltd.) from February 2016 to May 2018.	September 25, 2019	Nil.

Notes:

1) Member of the Audit Committee
2) Member of the compensation committee
3) Member of the nominating and corporate governance committee

Executive Officer and Director Biographies

Raymond Pomroy, CEO, Director – Raymond is an international manager who has exceptional experience in business management and supply chain management (e.g. Make, Plan, Source, Deliver) primarily in UK, Holland, Canada and the US. Prior to joining Agile Blockchain, Raymond had been working in a multinational consumer goods company for 30 years, and managed all elements of the supply chain, including USD$2.8 billion in product supply, six factories in North America, over 2,000 employees. He is experienced in supply chain strategy development, global supply, organizational redesign and implementation of restructuring, contract negotiations, and cost reduction activities. Raymond holds a Bachelor of Science and DIS from Loughborough University (UK).

Khurram Qureshi (CA & CPA), CFO – Khurram brings over 22 years' experience in the field of accounting and corporate finance. Khurram qualified as a Chartered Accountant in 1990 and has held senior positions with several small- to medium-sized public companies. He has been a key member on several merger and acquisition teams.

Vikas Gupta, Chairman of the Board and Director – Vikas is a seasoned executive with an entrepreneurial DNA and has a strong track record with private and public companies. He is well versed in gamification, digital distribution, video games, interactive entertainment and content. Additionally, he has also built very strong expertise in financings, the creation of unique revenue models, the monetization of complex technologies, leadership, and overall growth.

Musabbir Chowdhury (PhD), Director – Musabbir is an engineer who is a business, education and technology consultant with over 20 years of IT achievements. Musabbir is a Professor at the Niagara College School of Business. Previously, he was COO for C2H Media Inc., an educational and web technology consulting and service provider for educational institutions and businesses. Musabbir was also Vice President Academic of Portage College in Alberta.

Brenda Brown (MBA, ICD.D), Director – Brenda is the former Senior VP of Global Talent Management at Compass Group PLC and has over twenty-five years of business experience in all aspects of Human Resource management in both union and non-union environments. As a member of the executive management team Brenda was involved in key strategic business decisions and was responsible for the development of employee programs, corporate culture development and assisting in ensuring the success of the corporate vision.

Alan Rootenberg (CPA), Director – Alan Rootenberg is a chartered professional accountant who has served as the Chief Financial Officer of a number of publicly traded companies listed on the TSX, TSXV, OTCBB and CSE. These companies include mineral exploration, mining, technology and companies in the burgeoning cannabis industry. He was also an investor in an early stage private crypto currency company. Alan has a Bachelor of Commerce degree from the University of the Witwatersrand in Johannesburg, South Africa and received his CPA designation in Ontario, Canada.

Corporate Cease Trade Orders

None of Agile's directors or executive officers are, as at the date hereof, or were within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including Agile) that (a) was subject to an Order that was issued while the director or executive officer was acting in the capacity of director, chief executive officer or chief financial officer of such issuer, 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 of director, chief executive officer or chief financial officer.

Bankruptcies

None of Agile's directors or executive officers, nor, to its knowledge, any shareholder holding a sufficient number of its securities to affect materially the control of Agile (a) are, as at the date hereof, or have been within the 10 years before the date hereof, a director or executive officer of any company (including Agile) 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) have, within the 10 years before the date hereof, 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 such director, executive officer or shareholder.

Penalties or Sanctions

None of Agile's directors or executive officers, nor, to its knowledge, any shareholder holding a sufficient number of its securities to affect materially the control of Agile, have been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or have 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

To the best of Agile's knowledge, there are no existing or potential material conflicts of interest between Agile and any of its directors or officers as of the date hereof. However, certain of Agile's directors and officers are, or may become, directors or officers of other companies with businesses which may conflict with its business. Accordingly, conflicts of interest may arise which could influence these individuals in evaluating possible acquisitions or in generally acting on Agile's behalf.

Pursuant to the BCBCA, directors and officers of Agile are required to act honestly and in good faith with a view to the best interests of Agile. As required under the BCBCA and Agile's constating documents:

- a director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer of Agile, must promptly disclose the nature and extent of that conflict; and

- a director who holds a disclosable interest (as such term is defined under the BCBCA) in a contract or transaction into which Agile has entered or proposes to enter may generally not vote on any directors' resolution to approve such contract or transaction.

Generally, as a matter of practice, directors who have disclosed a material interest in any contract or transaction that the Board of Agile is considering will not take part in any board discussion respecting that contract or transaction. If on occasion such directors do participate in the discussions, they will refrain from voting on any matters relating to matters in which they have disclosed a material interest. In appropriate cases, Agile will establish a special committee of independent directors to review a matter in which directors or officers may have a conflict.

Other Reporting Issuer Experience

The following table sets out the directors, officers and Promoters of Agile who are, or have been within the last five years, directors, officers or Promoters of other reporting issuers:

Name of Director	Name of Reporting Issuer	Name of Trading Market	Position	Period
Vikas Gupta	TransGaming Inc.	TSX Venture Exchange	President, CEO & Director	November 2005 – June 2015
Khurram Qureshi	Augustine Ventures Inc.	TSX Venture Exchange	CFO	January 2012 – February 2017
	Lingo Media Corporation	TSX Venture Exchange	CFO	August 2011 – Present
	Internet of Things Inc.	TSX Venture Exchange	CFO	April 2015 – Present
	Majesta Minerals Inc.	TSX Venture Exchange	Director	August 2018 – Present
	Slyce Inc.	TSX Venture Exchange	CFO	July 2014 – June 2016
	Pounce Technologies Inc.	NEX Exchange	Director	July 2017 – Present
Alan Rootenberg	Canna-V-Cell Science Inc.	CSE	CFO	October 2018 – Present
	Osino Resources Corp	TSX Venture Exchange	CFO	June 2018 – Present
	Empower Clinic Inc. (formerly Adira Energy Ltd.)	CSE	CFO	February 2016 – May 2018
	Eco (Atlantic) Oil & Gas Ltd.	TSX Venture Exchange	CFO	May 2012 – Present

Executive Compensation

The following section describes the significant elements of Agile's executive and director compensation programs, with particular emphasis on the compensation payable to the Chairman, CEO and CFO, and other officers that were determined to be NEOs within the meaning of NI 51-102.

Executive Compensation Discussion and Analysis

Compensation Philosophy and Objectives

It is the objective of Agile's executive compensation program to attract and retain highly qualified executives and to link incentive compensation to performance and shareholder value, while at the same time keeping in mind that Agile currently has limited financial resources. It is the goal of the Compensation Committee to endeavour to ensure that the compensation of executive officers is sufficiently competitive to achieve the objectives of the executive compensation program. The Compensation Committee gives consideration to Agile's long-term interests and quantitative financial objectives, as well to the qualitative aspects of the individual's performance and achievements. Agile's primary compensation policy is to pay for performance and accordingly, the performance of Agile and of the executive officers as individuals are both examined by the Compensation Committee.

When determining compensation, management and the Compensation Committee review the compensation practices of companies in its selected peer group. Together with this comparative information, the CEO annually assesses the individual performance and development of each executive officer and recommends to the Compensation Committee the appropriate salary, annual incentive and long-term incentive for each individual. The Compensation Committee then reviews those recommendations in conjunction with its own review of Agile's performance, executive performance and comparative data and discusses and approves the compensation package.

The Compensation Committee does not set specific performance objectives in assessing the performance of the CEO and other executive officers; rather the Compensation Committee uses its experience and judgment in determining an overall compensation package for the CEO and other executive officers. The Compensation Committee assesses the performance of Agile and its executive officers relative to Agile's goals and objective and in relation to the performance of Agile's industry peer group.

Elements of Executive Compensation

Agile's executive compensation is comprised of three principal components: base salaries, stock option plan, and incentive bonus compensation which are designed to provide compensation to effectively retain and motivate the executive officers to achieve the corporate goals and objectives. Other components of executive compensation include perquisites and other personal benefits. Each component of the executive compensation program is addressed separately below. The fixed element of compensation provides a competitive base of secure compensation required to attract and retain executive talent. The variable performance-based compensation is designed to encourage both short-term and long-term performance of Agile.

Base Salaries

The base salary component is intended to provide a fixed level of competitive pay that reflects each executive officer's primary duties and responsibilities and the level of skills and experience required to successfully perform his or her role. Agile intends to pay base salaries to its executive officers, including the CEO, that are competitive with those for similar positions within Agile's selected peer group. Salaries for executive officers are reviewed annually based on corporate and personal performance and on individual levels of responsibility. Salaries of the executive officers are not determined based on benchmarks or a specific formula. The Compensation Committee determines the salary of the CEO. The Compensation Committee considers, and, if thought appropriate, approves salaries recommended by the CEO for the other executive officers of Agile.

Incentive Bonus Compensation

In addition to base salaries, Agile can award discretionary bonuses to executive officers. The bonus element of Agile's executive compensation program is designed to retain top quality talent and reward both corporate and individual performance during Agile's last completed financial year. To determine bonus awards for executive officers, including the NEOs, the Compensation Committee considers both the executive's personal performance and the performance of Agile relative to its peers. NEOs are eligible for discretionary bonus compensation payable should Agile reach certain revenue and/or net-income targets. The proposed bonus amounts and targets for executive officers are recommended by the CEO for review, discussion and approval by the Compensation Committee.

Stock Option Plan

The Board of Agile has adopted the Agile Stock Option Plan to provide an incentive to the directors, officers, employees, consultants and other personnel of Agile or any of its subsidiaries to achieve the long-term objectives of Agile; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of Agile; and to attract to and retain in the employ of Agile or any of its subsidiaries, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in Agile. See "*Information Concerning Agile – Options to Purchase Securities*" for a summary of the Agile Stock Option Plan.

The executive compensation policy of Agile is determined with a view to securing the best possible talent to run Agile. Agile Options may be awarded to executive officers in lieu of higher salaries. The grant of Agile Options under the existing Agile Stock Option Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term and to reward employees for both past and future performance. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of his or her position with and contribution to Agile.

Executive officers, along with all of Agile's officers, directors, employees, contractors and other service providers, are eligible to participate in the Agile Stock Option Plan. The Agile Stock Option Plan provides a long-term incentive designed to focus and reward eligible participants for enhancing total shareholder return over the long-term both on an absolute and relative basis. Participation in the Agile Stock Option Plan rewards overall corporate performance, as measured through the price of the Agile Common Shares. In addition, the Agile Stock Option Plan enables executives to develop and maintain a significant ownership position in Agile. This results in a significant portion of executive compensation being "at risk" and directly linked to the achievement of business results and long-term value creation.

Options are normally recommended by management and approved by the Compensation Committee and Board of Agile upon the commencement of an individual's employment with Agile based on the level of their respective responsibility within Agile. Additional grants may be made periodically, generally on an annual basis, to ensure that the number of options granted to any particular individual is commensurate with the individual's level of ongoing responsibility within Agile. In considering additional grants, a number of factors are considered including the number of options held by such individual, the exercise price and implied value of the options, the term remaining on those options and the total number of options Agile has available for grant under the Agile Stock Option Plan.

Perquisites and Other Components

Other components of compensation include perquisites and personal benefits as determined by the Compensation Committee that are consistent with the overall compensation strategy. There is no formula for how perquisites or personal benefits are utilized in the total compensation package.

Agile does not provide any pension or retirement benefits to its executive officers.

Compensation Benchmarking

Salaries of the executive officers are not determined based on benchmarks or a specific formula.

Managing Compensation Risk

The oversight and administration of Agile's compensation program requires the Compensation Committee to consider risks associated with Agile's compensation policies and practices. Potential risks associated with compensation policies and compensation awards are considered at annual meetings of the Compensation Commission at which compensation related recommendations to the Board of Agile are formulated.

Agile's executive compensation policies and practices are intended to align management incentives with the long-term interests of Agile and its shareholders. In each case, Agile seeks an appropriate balance of risk and reward. Practices that are designed to avoid inappropriate or excessive risks include (i) Agile's operating strategy and related compensation philosophy, (ii) the effective balance, in each case, between cash and equity mix, near-term and long-term focus, corporate and individual performance, and financial and non-financial performance; and (iii) a multi-faceted approach to performance evaluation and compensation that does not reward an executive for engaging in risky behavior to achieve one objective to the detriment of other objectives.

Based on this review, the Compensation Committee believes that Agile's total compensation program does not encourage executive officers to take unnecessary or excessive risk.

Agile does not prohibit the NEOs or the directors of Agile from purchasing financial instruments, including, for greater certainty, 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 such person. The NEOs and directors of Agile have advised Agile that they have not entered into any such arrangements. To the extent that they subsequently enter into an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, their economic exposure to Agile, Insider reporting laws in Canada provide that they must file a report disclosing the existence and material terms of the agreement, arrangement or understanding within five days of the event.

Share-based and Option-based Awards

Agile does not grant share-based awards. For information on option-based awards, please see "*Information Concerning Agile – Options to Purchase Securities*".

Compensation Governance

Responsibilities of the Compensation Committee

The Board of Agile has established the Compensation Committee to assist it in fulfilling its responsibilities pertaining to compensation matters including Agile's compensation policies and practices. The Compensation Committee is responsible for determining the overall compensation strategy of Agile and administering Agile's executive compensation program. As part of its mandate, the Compensation Committee approves the appointment and remuneration of Agile's executive officers, including Agile's NEOs identified in the summary compensation table below. The Compensation Committee is also responsible for reviewing Agile's compensation policies and guidelines generally.

The Compensation Committee is comprised of Brenda Brown (Chair), Musabbir Chowdhury, and Raymond Pomroy. Musabbir Chowdhury and Brenda Brown are independent directors within the meaning of NI 52-110, while Raymond Pomroy is the CEO of Agile and thus not independent. Each of the members of the Compensation Committee has business and other experience which is relevant to their work on the Compensation Committee. By virtue of their differing professional backgrounds, business experience, knowledge of Agile's industry, knowledge of corporate governance practices and, where appropriate, service on compensation committees of other reporting issuers and experience interacting with external consultants and advisors, the members of the Compensation Committee are able to make decisions on the suitability of Agile's compensation policies and practices.

Executive Compensation-Related Fees

From the date of incorporation of Agile until the financial year ended December 31, 2018, no fees were billed to Agile by any consultant or advisor, or any of its affiliates, for services related to determining compensation for any of Agile's directors and executive officers or for any other services.

Summary Compensation Table

The following table contains information about the compensation to, or earned by, individuals who were, as at the financial year ended December 31, 2018, NEOs. No compensation was awarded to, earned by, paid to, or payable to Agile's officers during the financial year ended December 31, 2016 or in 2017, as Agile was formed during 2018. The NEOs of Agile as at December 31, 2018, were Miles McDonald, CEO of Agile; Khurram Qureshi, CFO of Agile, and Kirk Fergusson, CMO of Agile.

Name and Principal Position	Year	Salary	Bonus	Committee or meeting fees	Value of Perquisites	Value of All Other Compensation(1)	Total Compensation
Miles McDonald(2)(4) *CEO*	2018	$129,875	Nil.	Nil.	Nil.	$13,504	$143,379
Khurram Qureshi *CFO*	2018	$13,300	Nil.	Nil.	Nil.	$7,194	$20,494

Name and Principal Position	Year	Salary	Bonus	Committee or meeting fees	Value of Perquisites	Value of All Other Compensation(1)	Total Compensation
Kirk Fergusson(3) *CMO*	2018	$38,959	Nil.	Nil.	Nil.	$5,668	$44,627

Notes:

(1) Fair value of vested stock options granted
(2) Miles McDonald resigned as the CEO of Agile on July 12, 2019
(3) Kirk Fergusson resigned as the CMO of Agile on July 12 2019
(4) Raymond Pomroy replaced Miles McDonald as the new CEO of Agile on September 3, 2019

Option-Based Awards

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class(1)	Date of Issue or grant	Issue, conversion or exercise price	Expiry date
Raymond Pomroy *CEO*(2)	Options to purchase Common Shares	1,175,000 (1.62%) of Agile Common Shares)	September 3, 2019	$0.10	September 3, 2021

Notes:

(1) Based on 72,534,747outstanding Agile Common Shares at the date of this Prospectus.
(2) Raymond Pomroy became the CEO of Agile on September 3, 2019.

Exercise of Compensation Securities by Directors and NEOs

There have been no securities exercised by directors of Agile or NEOs for the year to the date of the filing of this Prospectus.

Director Compensation

During the financial year ended December 31, 2018, no base annual retainer or fees for attendance at Board and Board committee meetings were awarded to, earned by, paid to, or payable to the directors.

As an officer of Agile, Raymond Pomroy has not and will not receive compensation for his services as a director and his compensation information is presented in the section relating to executive compensation above.

Indebtedness of Directors and Officers

None of the directors, executive officers or employees of Agile, nor any of their Associates or Affiliates, is or has been indebted to Agile since the commencement of the last completed financial year, nor is any such person expected to be indebted to Agile on the completion of the Transaction.

Audit Committee and Corporate Governance

As of the date hereof, the Board of Agile is comprised of five directors. Each member of Agile's Board is committed to spending sufficient time to enable them to carry out their duties as a director of Agile. Vikas Gupta, Musabbir Chowdhury, Brenda Brown and Alan Rootenberg are each independent director within the meaning of NI 52-110, while Raymond Pomroy is the CEO of Agile and thus not independent. The Audit Committee is comprised of Alan Rootenberg (Chair), Vikas Gupta, and Raymond Pomroy. The Compensation Committee is comprised of Brenda Brown (Chair), Musabbir Chowdhury, and Raymond Pomroy.

After completion of the Transaction, the Resulting Issuer will implement the appropriate provisions of NI 52-110. See "*The Resulting Issuer – Audit Committees and Corporate Governance*".

Non-Arm's Length Transactions

Except as described in "*Executive Compensation*" above or in relation to subscriptions for Agile Common Shares, since its incorporation, Agile has not completed any acquisitions of assets or services or provisions of assets or services from (i) any director or officer of Agile, (ii) an Insider of Agile, either before or after giving effect to the Transaction; or (iii) an Associate or Affiliate of any Person described in (i) or (ii). The Transaction is not a Non-Arm's Length Transaction.

Promoters

OCI Inc. may be considered a Promoter of Agile in that it took the initiative of founding Agile. The following table sets out the number and percentage of each class of voting securities and equity securities of Agile beneficially owned, or controlled or directed, directly or indirectly by OCI Inc.

Name	Designation of Class	Number of Securities	Percentage of Class
OCI Inc.	Agile Common Shares	2,638,333	3.64%

Note:

(1) Based on 72,534,747 outstanding Agile Common Shares at the date of this Prospectus.

Legal Proceedings

There are no legal proceedings or regulatory actions to which Agile is a party, or has been a party to, or of which any of its property is the subject matter of, or was the subject matter of, since its incorporation, and no such proceedings or actions are known by Agile to be contemplated.

There have been no penalties or sanctions imposed against Agile by a court or regulatory authority, and Agile has not entered into any settlement agreements before any court relating to provincial or territorial securities legislation or with any securities regulatory authority, since its incorporation.

Interests of Management and Others in Material Transactions

No director, executive officer or shareholder that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the issued Agile Common Shares, or any of their respective Associates or Affiliates, has any material interest, direct or indirect, in any transaction since the incorporation of Agile which has materially affected or is reasonably expected to materially affect Agile.

Auditor, Transfer Agent and Registrar

The auditor of Agile is MNP LLP, Chartered Professional Accountants. Agile does not have a registrar or transfer agent.

Material Contracts

Except for contracts entered into in the ordinary course of business, the only contract entered into by Agile in the two years immediately prior to the date hereof that can reasonably be regarded as presently material to Agile is the Amalgamation Agreement, which is available on the Corporation's SEDAR at www.sedar.com and may be inspected without charge at Agile's registered and records office at 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia, V7X IT2 during normal business hours until the Closing and for a period of 30 days thereafter.

Experts

No Person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of Agile or any Associate or Affiliate of Agile.

MNP LLP, the auditor of the annual financial statements of Agile included in this Prospectus, has advised Agile that it is independent of the Corporation in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Certain legal matters related to the Transaction will be passed upon on Agile's behalf by Borden Ladner Gervais LLP. To the best of Agile's knowledge, after reasonable inquiry, as of the date hereof, the aforementioned partnerships (and their partners and associates) each beneficially own, directly or indirectly, in the aggregate, less than 1% of the outstanding Agile Common Shares.

INFORMATION CONCERNING THE TRANSACTION

The Transaction

The parties to the Transaction are the Corporation, Subco and Agile. The Transaction is an arm's length transaction as Agile does not have any relationship to the Corporation or its Affiliates and Associates. Subco was incorporated by the Corporation for the sole purposes of completing the Transaction.

Subject to any regulatory or other approvals that may be required, and the satisfaction of other conditions contained in the Amalgamation Agreement, the Transaction will occur through a reverse three cornered amalgamation under the laws of British Columbia, whereby Subco will merge with and into Agile, with Agile surviving as a wholly-owned subsidiary of the Corporation. Concurrently with closing of the Transaction, a share of the Common Shares will occur, using a consolidation ratio of approximately 2.8571429:1, which shall result in the Common Shares having a deemed value of $0.07 per Common Share. Stowe One is also expected to change its name to "Agile Blockchain Corp.", or an agreed upon name.

Amalgamation Agreement

The acquisition by the Corporation of Agile Common Shares will be effected in accordance with the Amalgamation Agreement, a copy of which is available for review under the Corporation's SEDAR profile at www.sedar.com. The Amalgamation Agreement contains certain representations and warranties made by each of the Corporation, Subco and Agile with respect to various corporate matters, financial matters, operational and business matters, and matters relating to the assets, intellectual property, data privacy and security, employment, tax, as applicable, of the Corporation, Subco and Agile, respectively. In addition, each of the Corporation and Agile have provided individual and mutual covenants which govern the conduct of their operations and affairs prior to the completion of the Transaction. The Amalgamation Agreement contains a number of conditions precedent to the obligations of the parties thereunder. Unless all of such conditions are satisfied or waived by the party or parties for whose benefit such conditions exist, to the extent they may be capable of waiver, the Transaction will not proceed. There is no assurance that the conditions will be satisfied or waived on a timely basis, or at all.

Representations and Warranties

The Amalgamation Agreement contains representations and warranties of the Corporation, Subco and Agile relating to certain matters including, among other things: incorporation and qualification to conduct business; validity and enforceability of the Amalgamation Agreement; authority to execute and deliver the Amalgamation Agreement and the performance of obligations thereunder; composition of share capital; rights and obligations to purchase securities; approval and records; public disclosure; financial matters; and various other matters relating to the assets, intellectual property, data privacy and security, employment and tax, as applicable, of the Corporation, Subco and Agile.

The representations and warranties of the Corporation, Subco and Agile in the Amalgamation Agreement are solely for the purposes of the Amalgamation Agreement and will survive the closing of the Transaction, subject to the provisions of the Amalgamation Agreement.

Covenants

Each of the Corporation and Agile have given to the other usual and customary covenants in respect of the Transaction, including to take all necessary actions in order to enable it to participate in and effect the Transaction and to use all reasonable commercial efforts to obtain all necessary consents and regulatory approvals for the Transaction. Specifically, the Corporation and Agile have covenanted and agreed that until the Closing Date, each shall, among other things, (i) generally conduct its business in the ordinary course consistent with past practice, (ii) maintain payables and liabilities at levels consistent with past practice; (iii) not merge, amalgamate, consolidate or otherwise enter into any other corporate reorganization, (iv) not split, combine, reclassify, redeem, repurchase or otherwise retire its securities, (v) not alter or amend its constating documents (vi) not enter into, amend, modify, fail to renew or terminate any material agreements, (vii) not enter into or amend any employment or consulting agreement; and (viii) maintain its books, accounts and records in the usual manner.

Conditions to the Transaction

The respective obligations of the Corporation and Agile to complete the transactions contemplated by the Amalgamation Agreement are subject to a number of conditions which must be satisfied or waived in order for the Transaction to be completed. There is no assurance that these conditions will be satisfied or waived on a timely basis or at all.

The obligation of the Corporation and Subco to complete the transactions contemplated by the Amalgamation Agreement is subject to the fulfillment or waiver of certain additional conditions, as set forth in the Amalgamation Agreement, at or before the effective date of the Amalgamation, including, but not limited to:

(a) the representations and warranties of Agile contained in or made pursuant to the Amalgamation Agreement shall be true and correct as of the effective date of the Amalgamation with the same force and effect as if such representations and warranties had been made on and as of such date;

(b) Agile shall, in all material respects to the satisfaction of the Corporation and Subco, have fulfilled or complied with all obligations, covenants and agreements contained in the Amalgamation Agreement to be fulfilled or complied with by it at or prior to the effective date of the Amalgamation;

(c) between December 21, 2018 and the effective date of the Amalgamation, there will not have occurred any material adverse change with respect to Agile;

(d) Agile shall have held the Agile shareholder meeting and obtained approval from the Agile shareholders for the Transaction;

(e) all third party consents, waivers, permits, orders and approvals required in connection with the consummation of the Transaction will have been provided or obtained on terms and conditions acceptable to the Corporation, Subco and Agile, acting reasonably, at or before the effective date of the Amalgamation;

(f) Agile shall have executed and delivered this Prospectus and any CSE listing documents (as the case may be);

(g) the Financing shall have closed on or prior to the Amalgamation on terms acceptable to the Corporation, acting reasonably;

(h) the Corporation shall have received consents from Vikas Gupta, Musabbir Chowdhury, Raymond Pomroy, Alan Rootenberg, and Brenda Brown, or such other proposed directors of the Resulting Issuer that Agile in its sole discretion may determine, to act as directors of the Corporation with effect as of the effective date of the Amalgamation;

(i) no act, action, suit, legal proceeding, objection or opposition shall have been commenced, pending, threatened, taken, entered or promulgated before or by any government authority or by any other Person, and no law, regulation, policy, judgment, decision, order, ruling or directive (whether or not having the force of law) shall have been proposed, enacted, promulgated, amended or applied, in any case: (a) to cease trade, enjoin, prohibit or impose material conditions on the Transaction or the transactions contemplated therein or herein; (b) to cease trade, enjoin, prohibit or impose material conditions on the rights of the Corporation to own or exercise full rights of ownership of Amalco, including the rights to vote the Amalco common shares, upon the completion of the Transaction or conduct the business conducted by Agile; (c) to prohibit or restrict the completion of the Transaction in accordance with the terms hereof or otherwise relating to the Transaction; or (d) that would have a material adverse effect, or would materially adversely affect either of the Corporation or Subco; and

(j) Agile shall have used its commercially reasonable efforts to cause applicable Agile securityholders (as may be required by CSE policies) to have entered into the CSE escrow agreement.

The obligation of Agile to complete the transactions contemplated by the Amalgamation Agreement is subject to the fulfillment or waiver of certain additional conditions, as set forth in the Amalgamation Agreement, at or before the effective date of the Amalgamation, including, but not limited to:

(a) the representations and warranties of the Corporation and Subco contained in or made pursuant to the Amalgamation Agreement shall be true and correct as of the effective date of the Amalgamation with the same force and effect as if such representations and warranties had been made on and as of such date;

(b) the Corporation and Subco shall, in all material respects to the satisfaction of Agile, have fulfilled or complied with all obligations, covenants and agreements contained in the Amalgamation Agreement to be fulfilled or complied with by it at or prior to the effective date of the Amalgamation;

(c) between December 21, 2018 and the effective date of the Amalgamation, there will not have occurred any material adverse change with respect to the Corporation or Subco;

(d) the Corporation shall have held the Corporation's shareholder meeting and obtained approval from the Corporation's shareholders for the consolidation of the Common Shares and the name change of the Corporation;

(e) all third party consents, waivers, permits, orders and approvals required in connection with the consummation of the Transaction will have been provided or obtained on terms and conditions acceptable to the Corporation, Subco and Agile, acting reasonably, at or before the effective date of the Amalgamation;

(f) the Corporation shall have executed and delivered this Prospectus and any CSE listing documents (as the case may be);

(g) no legal proceeding or opposition shall have been commenced, pending, threatened, taken, entered or promulgated before or by any government authority or by any other Person, and no law, regulation, policy, judgment, decision, order, ruling or directive (whether or not having the force of law) shall have been proposed, enacted, promulgated, amended or applied, in any case: (a) to cease trade, enjoin, prohibit or impose material conditions on the Transaction or the transactions contemplated therein or herein; (b) to cease trade, enjoin, prohibit or impose material conditions on the rights of the Corporation to own or exercise full rights of ownership of the Amalco common shares, including the rights to vote the Amalco common shares, upon the completion of the Transaction or conduct the business conducted by Agile; (c) to prohibit or restrict the completion of the Transaction in accordance with the terms hereof or otherwise relating to the Transaction; or (d) that would have a material adverse effect, or would materially adversely affect Agile;

(h) the Corporation shall have received written resignations and releases from each director and officer of the Corporation, in each case with effect from the effective time of the Amalgamation, in a form satisfactory to Agile, acting reasonably;

(i) the Corporation shall have completed the consolidation of the Common Shares and the name change of the Corporation;

(j) the Corporation's costs, fees and expenses paid or incurred in relation to the Transaction (including any legal, financial, printing, shareholder communication and any other costs, fees and expenses and including the costs, fees and expenses of legal counsel for any special independent committee of the board of directors of the Corporation, tax structuring advice, any change of control or termination payments or costs, fees and expenses associated with any fairness opinion) shall not exceed $50,000;

(k) the working capital of the Corporation as of the effective date of the Amalgamation shall not be less than a deficit of $150,000; and

(l) if required by the CSE, the Corporation and Subco shall have entered into, and shall have used its commercially reasonable efforts to cause applicable shareholders of the Corporation (as may be required by CSE policies) to have entered into the CSE escrow agreement.

Termination of the Amalgamation Agreement

The Amalgamation Agreement may be terminated by written notice promptly given by the Corporation, Subco or Agile, as the case may be, to the other parties of the Amalgamation Agreement, at any time prior to the effective date of the Amalgamation: (i) by mutual agreement in writing by the Corporation, Subco and Agile; (ii) by any party to the Amalgamation Agreement upon the failure of any other party to satisfy a condition precedent of the Amalgamation Agreement provided that the failure to satisfy the particular condition precedent being relied upon as a basis for termination of the Amalgamation Agreement did not occur as a result of a breach by the party seeking to rely on the condition precedent of any of its covenants or obligations under the Agreement; or (iii) the effective date of the Amalgamation has not occurred by November 30, 2019.

Financing

See "*Information concerning Agile – General Developments of Agile – Financing*".

Certain Canadian Federal Income Tax Considerations

In the opinion of Borden Ladner Gervais LLP, counsel to the Corporation, the following summary describes the principal Canadian federal income tax considerations that generally apply to a Shareholder as beneficial owner of one or more Common Share and who, at all relevant times, for purposes of the Tax Act: (i) deals at arm's length with the Corporation; (ii) is not affiliated with the Corporation; and (iii) holds the Resulting Issuer Common Shares as capital property. Generally, the Resulting Issuer Common Shares will be capital property to a Shareholder provided the Shareholder does not acquire or hold them in the course of carrying on a business or as part of an adventure or concern in the nature of trade. Certain Shareholders, whose Resulting Issuer Common Shares might not otherwise be capital property, may, in certain circumstances, be entitled to have the Resulting Issuer Common Shares and all other "Canadian securities", as defined in the Tax Act, owned by such Shareholder in the taxation year in which the election is made, and in all subsequent taxation years, deemed to be capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. **Shareholders considering making an election should consult with their own advisors.**

This summary does not apply to a Shareholder: (i) that is a "financial institution", "specified financial institution" or an interest in which constitutes a "tax shelter investment", all within the meaning of the Tax Act; (ii) whose "functional currency" for the purpose of the Tax Act is a currency of a country other than Canada; (iii) that is a partnership or trust; (iv) that has entered, or will enter, into a "derivative forward agreement" (as defined in the Tax Act); or (v) that is exempt from tax under Part I of the Tax Act. **Such Shareholders should consult their own tax advisors.**

This summary is based on the current provisions of the Tax Act, and counsel's understanding of the current administrative policies and assessing practices of the CRA made publicly available prior to the date hereof. This summary takes into account all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**") and assumes that all Proposed Amendments will be enacted in the form proposed. However, no assurances can be given that the Proposed Amendments will be enacted as proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative policy or assessing practice whether by legislative, administrative or judicial action, nor does it take into account tax legislation or considerations of any province, territory or foreign jurisdiction, which may differ from those discussed herein.

This summary is of a general nature only and is not, and is not intended to be, legal, business or tax advice to any particular Shareholder. This summary is not exhaustive of all Canadian federal income tax considerations. **Accordingly, prospective purchasers of Resulting Issuer Common Shares should consult their own tax advisors having regard to their own particular circumstances.**

Shareholders Resident in Canada

This portion of the summary only applies to a Shareholder who, at all relevant times, for purposes of the Tax Act, is, or is deemed to be, resident in Canada.

Dispositions of Resulting Issuer Common Shares

On the disposition or deemed disposition of a Resulting Issuer Common Share (other than to the Resulting Issuer, unless purchased by the Resulting Issuer in the open market in the manner in which shares are normally purchased by any member of the public in the open market, in which case other considerations may arise), a Resident Shareholder will generally realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition exceed (or are exceeded by) the aggregate of the Resident Shareholder's adjusted cost base of the Resulting Issuer Common Shares and any reasonable costs of disposition. See "*Tax Treatment of Capital Gains and Losses*" below. The cost to a Resident Shareholder of a Resulting Issuer Common Share will generally be the amount paid to acquire the Resulting Issuer Common Share. The adjusted cost base to a Resident Shareholder of Resulting Issuer Common Shares will be determined by averaging the cost of such Resulting Issuer Common Shares held as capital property with the adjusted cost base of all other Resulting Issuer Common Shares held as capital property (if any) held by the Resident Shareholder immediately before the time of acquisition.

Dividends on Resulting Issuer Common Shares

A Resident Shareholder will be required to include in computing its income for a taxation year any dividends received (or deemed to be received) on the Resulting Issuer Common Shares. In the case of a Resident Shareholder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules that apply to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit applicable to any dividends designated by the Corporation as "eligible dividends" in accordance with the provisions of the Tax Act. There may be limitations on the Corporation's ability to designate its dividends on the Resulting Issuer Common Shares as "eligible dividends".

In the case of a Resident Shareholder that is a corporation, such dividends received or deemed to be received on Resulting Issuer Common Shares held by the Resident Shareholder generally will be deductible in computing its taxable income. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Shareholder that is a corporation as proceeds of disposition or a capital gain.

A Resident Shareholder that is a "private corporation", for the purposes of Part IV of the Tax Act, or any other corporation controlled, whether because of a beneficial interest in one or more trusts or otherwise, by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), will generally be liable to pay a refundable tax of 38⅓% under Part IV of the Tax Act on dividends received (or deemed to be received) on the Resulting Issuer Common Shares to the extent such dividends are deductible in computing the Resident Shareholder's taxable income for the taxation year.

A dividend received by a Resident Shareholder who is an individual (other than certain trusts) on the Resulting Issuer Common Shares may give rise to alternative minimum tax under the Tax Act, depending on the individual's circumstances.

Tax Treatment of Capital Gains and Losses

Generally, a Resident Shareholder is required to include in computing its income for a taxation year one-half of the amount of any capital gain (a "**taxable capital gain**") realized in the year. Subject to and in accordance with the provisions of the Tax Act, a Resident Shareholder is required to deduct one-half of the amount of any capital loss (an "**allowable capital loss**") realized in a taxation year from taxable capital gains realized by the Resident Shareholder in the year. Allowable capital losses in excess of taxable capital gains realized in a taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, subject to the detailed rules in the Tax Act.

The amount of any capital loss realized by a Resident Shareholder that is a corporation on the disposition of a Resulting Issuer Common Share may be reduced by the amount of any dividends received (or deemed to be received) by the Resident Shareholder on such Resulting Issuer Common Share or a share for which the Resulting Issuer Common Share is substituted or exchanged to the extent and under the circumstances described by the Tax Act. Similar rules may apply where a Resulting Issuer Common Share is owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. **Such Resident Shareholders should consult their own advisors.**

Capital gains realized by a Resident Shareholder who is an individual (other than certain trusts) may give rise to a liability for alternative minimum tax under the Tax Act.

If the Resident Shareholder is throughout the relevant taxation year a "Canadian-controlled private corporation" (as defined in the Tax Act), the Resident Shareholder may also be liable to pay a refundable tax on its "aggregate investment income", which is defined in the Tax Act to include taxable capital gains.

Shareholders Not Resident in Canada

This portion of the summary only applies to a Shareholder who, at all relevant times, for purposes of the Tax Act, is not, and is not deemed to be, resident in Canada. Special rules, which are not discussed in this summary, may apply to a non-Canadian Shareholder that is an insurer that carries on an insurance business in Canada and elsewhere.

Dividends on Resulting Issuer Common Shares

Dividends paid or credited on the Resulting Issuer Common Shares or deemed to be paid or credited on the Resulting Issuer Common Shares to a Non-Resident Shareholder will be subject to Canadian withholding tax at the rate of 25%, subject to any reduction in the rate of withholding to which the Non-Resident Shareholder is entitled under any applicable income tax convention. For example, under the Convention, as amended, where dividends on the Resulting Issuer Common Shares are considered to be paid to or derived by a Non-Resident Shareholder that is the beneficial owner of the dividends and is a United States resident for the purposes of, and is entitled to full benefits in accordance with, the provisions of the Convention, the applicable rate of Canadian withholding tax is generally reduced to 15%.

Dispositions of Resulting Issuer Common Shares

A Non-Resident Shareholder will not be subject to tax under the Tax Act on any capital gain realized on a disposition or deemed disposition of Resulting Issuer Common Shares (other than to the Resulting Issuer, unless purchased by the Resulting Issuer in the open market in the manner in which shares are normally purchased by any member of the public in the open market, in which case other considerations may arise), unless the Resulting Issuer Common Shares are "taxable Canadian property" of the Non-Resident Shareholder for purposes of the Tax Act and the Non-Resident Shareholder is not entitled to relief under an applicable income tax convention between Canada and the country in which the Non-Resident Shareholder is resident.

Generally, the Resulting Issuer Common Shares will not constitute "taxable Canadian property" of a Non-Resident Shareholder at a particular time provided that the Resulting Issuer Common Shares are listed at that time on a "designated stock exchange" for purposes of the Tax Act (which currently includes the CSE), unless at any particular time during the 60-month period that ends at that time: both: (i) (A) the Non-Resident Shareholder, (B) persons with whom the Non-Resident Shareholder does not deal with at arm's length, (C) partnerships in which the Non-Resident Shareholder or a person described in (B) holds an interest directly or indirectly through one or more partnerships or (D) any combination of (A) to (C), owned 25% or more of the issued shares of any class or series of the capital stock of the Corporation; and (ii) more than 50% of the fair market value of the Resulting Issuer Common Shares was derived directly or indirectly from one of or any combination of: (a) real or immovable properties situated in Canada, (b) "Canadian resource properties" (as defined in the Tax Act), (c) "timber resource properties" (as defined in the Tax Act), and (d) options in respect of, or interests in, or for civil law rights in, property in any of the foregoing whether or not the property exists. Notwithstanding the foregoing, in certain circumstances set out in the Tax Act, Resulting Issuer Common Shares may be deemed to be taxable Canadian property. **Non-Resident Shareholders whose Resulting Issuer Common Shares may constitute taxable Canadian property should consult their own tax advisors.**

Eligibility for Investment

Based on the provisions of the Tax Act, and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided the Resulting Issuer Common Shares are listed on a "designated stock exchange" in Canada, as defined in the Tax Act (which currently includes the CSE), the Resulting Issuer Common Shares will be "qualified investments" at the particular time for trusts governed by a Tax Deferred Plan under the Tax Act.

The Resulting Issuer Common Shares are not currently listed on a "designated stock exchange" in Canada. The Corporation will apply to list the Resulting Issuer Common Shares on the CSE, which is a "designated stock exchange" in Canada. If the Resulting Issuer Common Shares are not listed on the CSE, then the Resulting Issuer Common Shares will not be "qualified investments" for a Tax Deferred Plan. Significant penalties will be applicable if Resulting Issuer Common Shares are acquired by a Tax Deferred Plan at a time that such Resulting Issuer Common Shares are not "qualified investments" for the Tax Deferred Plan.

Shareholders that intend to transfer Resulting Issuer Common Shares to a Tax Deferred Plan after listing on the CSE should consult their own tax advisor about the applicable tax consequences with respect to such a transfer as, for example, income tax and penalties may be payable as a result of the transfer.

Notwithstanding that the Resulting Issuer common shares may be qualified investments for a Tax Deferred Plan, the holder, subscriber, or annuitant of a Registered Plan, as the case may be, will be subject to a penalty tax in respect of Resulting Issuer Common Shares held in the Registered Plan if such Resulting Issuer Common Shares are a "prohibited investment" under the Tax Act for the Registered Plan. The Resulting Issuer Common Shares will generally not be a prohibited investment for a Registered Plan if the holder, subscriber, or annuitant, as the case may be, (a) deals at arm's length with the Corporation for the purposes of the Tax Act, and (b) does not have a "significant interest" (as defined in the Tax Act) in the Corporation. Holders, subscribers, or annuitants of Registered Plans, as the case may be, will generally have a "significant interest" in the Corporation if such person, together with related and other non-arm's length persons, owns 10% or more of any class or series of issued shares of the Corporation.

Holders, subscribers, or annuitants, of Registered Plans, as the case may be, should consult their own tax advisors to ensure that the Resulting Issuer Common Shares would not be a prohibited investment for a trust governed by a Registered Plan in their particular circumstances.

INFORMATION CONCERNING THE RESULTING ISSUER

Information contained in this part assumes Closing has occurred and the acceptance by the Exchange of the Transaction.

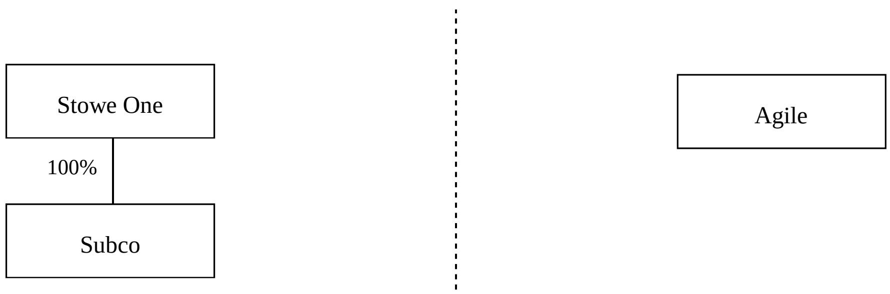
Corporate Structure

The Transaction will result in Agile becoming a wholly-owned subsidiary of the Corporation. Upon completion of the Transaction, the Corporation name will be changed to “Agile Blockchain Corp.” or another name that is acceptable to Agile and to the applicable regulatory authorities.

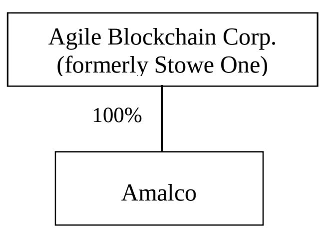
The Resulting Issuer’s head office will be located at 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600 Vancouver, BC V7X 1T2, and the registered and records office of the Resulting Issuer will be located at Suite 602 - 15 Toronto Street, Toronto, Ontario M5C 2E3.

Intercorporate relationships

The following chart shows the organizational structure of the Corporation and Agile prior to closing of the Transaction:



Pursuant to the Amalgamation, Agile will amalgamate with SubCo to create Amalco, which will be a wholly-owned subsidiary of the Corporation governed by the BCBCA. The following chart shows the organizational structure of the Resulting Issuer and its direct and indirectly held interests:



Following closing of the Amalgamation, all of the property and assets of Agile and Subco will become the property and assets of Amalco and Amalco will be liable for all of the liabilities and obligations of Agile and Subco. Amalco will be a subsidiary of the Corporation. Following completion of the Transaction, the Resulting Issuer will carry on the business of Agile.

Business of the Resulting Issuer

Principal Business and Stated Business Objectives

After the Completion of the Transaction, the Resulting Issuer will engage in the business plan of Agile, as described in *"Information Concerning Agile – Business of Agile"*

Business Objectives and Milestones

Milestones to be achieved in connection with the operations of Agile and their estimated timelines and cost are set forth below:

Business Objective	Milestones that must occur for the Business Objective to be Accomplished	Anticipated timing to achieve Business Objectives	Estimated Cost ($)
IoT tracker Launch	Tracker Proof of Concept developed	March 2020	$320,000
	Tracker Beta launched	June 2020	$75,000
	Service Level Agreement developed	July 2020	$100,000
	Tracker Launch	July 2020	Nil.
Blockchain Launch	Blockchain Proof of Concept developed	May 2020	$500,000
	Blockchain Beta launch	July 2020	$200,000
	Service Level Agreement developed	August 2020	$50,000
	Launch	August 2020	Nil.

Description of the Securities of the Resulting Issuer

The Resulting Issuer will be authorized to issue an unlimited number of Resulting Issuer Common Shares without nominal or par value of which, as at the date hereof, it is expected there will be 80,559,859 Resulting Issuer Common Shares are issued and outstanding as fully paid and non-assessable upon Closing.

<u>Common Shares</u>

All of the Resulting Issuer Common Shares shall rank equally as to voting rights, participation in a distribution of the assets of the Resulting Issuer on a liquidation, dissolution or winding-up of the Resulting Issuer and entitlement to any dividends declared by the Resulting Issuer. The holders of the Resulting Issuer Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of shareholders. Each Resulting Issuer Common Share carries the right to one vote. In the event of the liquidation, dissolution or winding-up of the Resulting Issuer, or any other distribution of the assets of the Resulting Issuer among its shareholders for the purpose of winding-up its affairs, the holders of the Resulting Issuer Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the payment by the Corporation of all of its liabilities. The holders of Resulting Issuer Common Shares are entitled to receive dividends as and when declared by the Board of the Resulting Issuer in respect of the Resulting Issuer Common Shares on a pro rata basis. The Resulting Issuer Common Shares do not have pre-emptive rights, conversion rights or exchange rights and are not subject to redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital. For a description of the Resulting Issuer's practice regarding dividends, see "*Information Concerning the Resulting Issuer – Dividends*".

Any alteration of the rights, privileges, restrictions and conditions attaching to the Resulting Issuer Common Shares under the Resulting Issuer's constating documents must be approved by at least two-thirds of the Resulting Issuer Common Shares voted at a meeting of the Resulting Issuer's shareholders.

Agile First Warrants

Upon Closing, the 9,337,373 issued and outstanding Agile First Warrants will be exercisable for Resulting Issuer Common Shares in accordance with their terms. For a description of these terms, see "*Information Concerning Agile – Description of Securities*".

Agile Second Warrants

Upon Closing, the 2,250,000 issued and outstanding Agile Second Warrants will be exercisable for Resulting Issuer Common Shares in accordance with their terms. For a description of these terms, see "*Information Concerning Agile – Description of Securities*".

Agile Options

Upon Closing, the 5,802,500 issued, outstanding and unexercised Agile Options will be exercisable for Resulting Issuer Common Shares in accordance with their terms. For a description of these terms, see "*Information Concerning Agile – Description of Securities*".

Dividends

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

Selected Pro Forma Consolidated Financial Information and Management's Discussion and Analysis

Attached to this Prospectus as Appendix "E" are the audited financial statements and MD&A of the Agile for the period from incorporation (March 2, 2018) to December 31, 2018 and unaudited financial statements and MD&A for the interim period ended September 30, 2019.

Pro Forma Consolidated Capitalization

The following table sets forth: (i) Stow One's capitalization immediately prior to the Transaction (after giving effect to the consolidation of Common Shares); (ii) Agile's capitalization immediately prior to the Transaction; and (iii) the estimated share capitalization of the Resulting Issuer after giving effect to the Financing and the Transaction, as more particularly set out in the pro forma financial statements of the Resulting Issuer attached hereto as Appendix "E":

Securities	Stow One's capitalization immediately prior to the Transaction	Agile's capitalization immediately prior to the Transaction	Resulting Issuer's estimated after giving effect to the Financing and the Transaction
Common shares [(1)]	2,525,112	78,034,747	80,559,859
Options	Nil.	5,802,500	5,802,500
Agile First Warrants	N/A	9,337,373	9,337,373
Agile Second Warrants	N/A	2,250,000	2,250,000

Notes:
(1) Including the 5,500,000 Agile Common Shares issued in satisfaction of the Subscription Receipts issued under the Financing.

Fully diluted Share Capital

The fully-diluted share capital of the Resulting Issuer, after completion of the Transaction, will consist of the securities set forth in the table below. Including all of the below securities, it is expected that there will be 80,559,859 Resulting Issuer Common Shares issued and outstanding, along with 17,389,873 securities convertible into Resulting Issuer Common Shares, or 97,949,732 Resulting Issuer Shares outstanding on a fully-diluted basis as set forth in the table below.

Categories of Securities	Number of Resulting Issuer Common Shares	Percentage of total diluted Resulting Issuer Common Share Capital post Closing
Resulting Issuer Common Shares issued in exchange for Stowe One Common Shares	2,525,112	2.6%
Resulting Issuer Common Shares issued in exchange for Agile Common Shares[(1)]	78,034,747	79.7%
Resulting Issuer Common Shares reserved for issuance upon the exercise of the Agile Options	5,802,500	5.9%
Resulting Issuer Common Shares reserved for issuance upon the exercise of the Agile First Warrants	9,337,373	9.5%
Resulting Issuer Common Shares reserved for issuance upon the exercise of the Agile Second Warrants	2,250,000	2.3%
TOTAL	97,949,732	**100%**

Notes:
(1) Including the 5,500,000 Agile Common Shares issued in satisfaction of the Subscription Receipts issued under the Financing.

Available Funds and Principal Purposes

Available Funds

Upon Completion of the Transaction, it is expected that the Resulting Issuer will have estimated available funds of $1,100,000.

Use of Available Funds

Management anticipates applying the available funds in the following manner over the next 12 months:

Use of Funds	Funds to be Expended ($)
Staff costs	$351,600
Marketing	$20,000
Capital assets	$22,500
General and administrative	$199,600
Listing and public company costs	$137,000
Accounts payable	$126,000
Unallocated working capital	$243,300
Total	**$1,100,000**

The Resulting Issuer intends to spend the available funds as stated in this Prospectus. However, there may be situations where, due to change of circumstance, outlook, research results and or business judgment, a re-allocation of funds at the discretion of the Board of the Resulting Issuer or management may be necessary in order for the Resulting Issuer to achieve its overall business objectives. There can be no assurance that additional funding required by the Resulting Issuer will be available if required. However, it is anticipated that the Available Funds will be sufficient to satisfy the Resulting Issuer's objectives over the next 12 months.

General and Administrative Expenses

The Resulting Issuer's working capital available to fund ongoing operations will be sufficient to fund its business milestones, objectives and administrative costs for the next 12 months. Estimated general and administrative expenditures during this period are comprised of the following:

Use of Funds	Funds to be Expended ($)
Executive and administrative salaries	$100,000
Professional and consulting fees	$67,200
Office expenses	$32,400
Total:	**$199,600**

Options to Purchase Securities

Stock Option Plan

It is anticipated that the Resulting Issuer will adopt the Stowe One Stock Option Plan, the material terms of which are described above at "*Information Concerning the Corporation – Options to Purchase Securities*".

There are currently nil Common Shares that have been reserved for issuance pursuant to the Stowe One Stock Option Plan and 5,802,500 Agile Common Shares that have been reserved for issuance pursuant to the Agile Option Plan and upon exercise of the Agile Options. No grants under the Stowe One Stock Option Plan nor any further grants of Agile Options under the Agile Option Plan are planned prior to Closing. Upon completion of the Transaction, it is expected that the Resulting Issuer will have 5,802,500 Resulting Issuer Options issued and outstanding to acquire Resulting Issuer Common Shares and 8,055,986 Resulting Issuer Common Shares reserved for issuance under the Resulting Issuer's stock option plan. The below table indicates the groups who will hold Resulting Issuer Options upon completion of the Transaction:

Optionee	Securities under Options granted:	Exercise or Base Price	Expiration Date
Executive Team			
Khurram Qureshi	500,000	$0.10	October 20, 2020
Raymond Pomroy[(1)]	1,175,000	$0.10	September 3, 2021
Board of Directors			
Vikas Gupta[(2)]	400,000	$0.10	September 25, 2021
Brenda Brown [(3)]	380,000	$0.10	September 25, 2021
Musabbir Chowdhury[(3)]	380,000	$0.10	September 25, 2021
Alan Rootenberg[(3)]	380,000	$0.10	September 25, 2021
Employee Options			
Josh Gale[(4)]	50,000 150,000	$0.10	November 7, 2020 September 1, 2021
Reena Shaw Muthalaly[(5)]	100,000	$0.10	September 1, 2021
Amardeep Singh[(6)]	200,000	$0.10	September 1, 2021
Jonathan Crum[(7)]	100,000 100,000	$0.10	April 25, 2021 September 1, 2021
Consultants			
Kirk Fergusson[(12)]	187,500	$0.10	November 1, 2020
	50,000	$0.10	February 1, 2020
	50,000	$0.10	March 1, 2020
	50,000	$0.10	April 1, 2020
	50,000	$0.10	May 1, 2020
Morrie Nudelman[(8)]	150,000	$0.l0	September 1, 2021
Palwinder Singh[(9)]	75,000	$0.10	September 1, 2021
Erik Backer[(10)]	125,000	$0.10	September 1, 2021
Leithland Thomas[(11)]	1,000,000	$0.10	October 1, 2021
Board Advisors			
Brad Cutten[(12)]	50,000	$0.10	October 1, 2020
Matthew Gamble[(12)]	50,000	$0.10	October 1, 2021
Shawkat Bhuiyan[(12)]	50,000	$0.10	October 1, 2021
Total:	**5,802,500**		

Notes:

(1) 508,334Vested. Remainder vests: 333,333 on Dec 31, 2019 and 333,333 on March 31, 2020.
(2) Vesting: 100,000 - October 31, 2019; 100,000 December 31, 2019; 100,000 March 31, 2020; and 100,000 June 30, 2020.
(3) Vesting: 100,000 - October 31, 2019; 100,000 December 31, 2019; 100,000 March 31, 2020; and 80,000 June 30, 2020.
(4) 18,750 vested. Remainder vests: 6,250 on November 8, 2019; 6,250 on February 8, 2019; 6,250 on May 8, 2020; 6,250 on August 8, 2020; 6,250 on November 7, 2020.
(5) 25,000 Vested. Remainder vests: 25,000 on December 31, 2019; 25,000 on March 31, 2020; 25,000 on June 30, 2020.
(6) Vesting: 50,000 on December 31, 2019; 50,000 on March 31, 2020; 50,000 on June 30, 2020; 50,000 Sept 30, 2020.
(7) 25,000 Vested. Remainder vests: 25,000 on October 25,2019; 25,00 on January 25,2020; 25,000 on April 25, 2020..

(8) Vesting: 25,000 on December 31, 2019; 25,000 on March 31, 2020; 50,000 on June 30, 2020; and 50,000 on September 30, 2020.
(9) Vesting: 25,000 on December 31, 2019, 25,000 on March 31, 2020, 25,000 on June 30, 2020.
(10) Vesting: 25,000 on December 31, 2019; 25,000 on March 31, 2020; 25,000 on June 30, 2020; 25,000 on September 30, 2020; and 25,000 on December 31, 2020.
(11) Vesting: 200,000 on September 30, 2019; 200,000 on December 31, 2019; 200,000 on March 31, 2020; 200,000 on June 30, 2020, and 200,000 on September 30, 2020.
(12) All Agile Options are vested.

Escrowed Securities

As at the date of this Prospectus, the securities expected to be subject to escrow upon completion of the CSE listing, assuming the maximum Financing size, are shown in the following table:

Designation of Class	Total Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of Class at the date of this Prospectus
Resulting Issuer Common Shares	2,638,333 (1)	3.27%(3)
Agile Options	3,215,000(2)	55.40%(4)

Notes:

(1) 2,638,333 Common Shares are subject to escrow.
(2) 3,125,000 Options are subject to escrow requirements.
(3) Based on 80,559,859 outstanding Resulting Issuer Common Shares at the date of this Prospectus.
(4) Based on 5,802,500 outstanding Resulting Issuer Options at the date of this Prospectus.

Section 3.5 of National Policy 46-201 – *Escrow for Initial Public Offerings* ("**NP 46-201**") provides that all shares of a company owned or controlled by a Principal (as defined in NP 46-201) will be escrowed at the time of that corporation's initial listing, unless the shares held by the Principal or issuable to the Principal upon conversion of convertible securities held by the Principal collectively represent less than 1% of the total issued and outstanding shares of that corporation after giving effect to the initial public offering.

At the time of its initial public offering, an issuer will be classified for the purposes of escrow as either an "exempt issuer", an "established issuer" or an "emerging issuer", as those terms are defined in NP 46-201.

Uniform terms of automatic timed release apply to Principals of exchange listed issuers, differing only according to the classification of the issuer. The Corporation anticipates that it will be classified as an "emerging issuer". As such, the Corporation anticipates that the following automatic timed releases will apply to the securities held by the Principals listed in the table above:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	1/10 of the escrow securities
6 months after the Listing Date	1/6 of the remaining escrow securities
12 months after the Listing Date	1/5 of the remaining escrow securities
18 months after the Listing Date	1/4 of the remaining escrow securities
24 months after the Listing Date	1/3 of the remaining escrow securities
30 months after the Listing Date	1/2 of the remaining escrow securities
36 months after the Listing Date	The remaining escrow securities

Principal Security Holders

To the knowledge of the directors and officers of the Corporation and Agile, it is anticipated that no shareholders will beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Resulting Issuer upon Closing.

Directors and Executive Officers

Name, Occupation and Securityholding

Following completion of the Transaction, all of the existing directors and officers of the Corporation will resign and it is proposed that Raymond Pomroy will be appointed as CEO and a director of the Resulting Issuer and Khurram Qureshi will be appointed as CFO of the Resulting Issuer. Additionally, Raymond Pomroy, Vikas Gupta, Musabbir Chowdhury, Brenda Brown and Alan Rootenberg will be appointed as directors of the Resulting Issuer.

The term of office of each of the proposed directors and officers of the Resulting Issuer will commence upon completion of the Transaction. Each director elected or appointed will hold office until the next annual general meeting of the Resulting Issuer or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the articles of the Resulting Issuer or with the provisions of the BCBCA.

The following table sets forth the name of each proposed director and executive officer of the Resulting Issuer as at the date of this Prospectus, their province or state and country of residence, their position(s) and office(s) held with the Corporation, their principal occupation(s) during the preceding five years, and the number and percentage of Resulting Issuer Common Shares they beneficially own, or control or direct, directly or indirectly.

Name and Residence	Position	Principal Occupation(s) During Past Five Years	Number and Percentage of Resulting Issuer Common Shares Held
Raymond Pomroy(1)(2)(3) Mississauga, Ontario	CEO, Director	Consultant in Enr-aid from January 2005 to present.	Nil.
Khurram Qureshi Toronto, Ontario	CFO	CFO of Agile from March 3, 2018 to present; CFO of Lingo Media Corporation from August 2011 to present; CFO of Internet of Things Inc. from April 2015 to present; Director of Pounce Technologies Inc. from July 2017 to present; Director of Majesta Minerals Inc. from August 2018 to present; CFO of Slyce Inc. from July 2014 to June 2016; and CFO of Augustine Ventures Inc. from January 2012 to February 2017.	Nil.
Vikas Gupta(1) Oakville, Ontario	Chairman of the Board & Director	CEO of TransGaming from November 2005 to May 2015.	Nil.
Musabbir Chowdhury(2)(3) Burlington, Ontario	Director	Founding director of Productivity and Innovation lab, Niagara School of Business, from November 2012 to present; professor of business in Niagara College from August 2014 to present.	Nil.
Brenda Brown(2)(3) Toronto, Ontario	Director	JMSB Advisory Board member in Concordia University from July 2015 to present; board director of OTEC Workforce Solutions from September 2015 to present; SVP talent management ESS Global in Campus Group PLC from January 2017 to July 2018.	Nil.
Alan Rootenberg(1) Toronto, Ontario	Director	CFO of Eco (Atlantic) Oil & Gas Ltd. from May 2012 to present; CFO of Osino Resources Corp from June 2018 to present; CFO of Canna-V-Cell Science Inc. from October 2018 to present; and CFO of Empower Clinic Inc. (formerly Adira Energy Ltd.) from February 2016 to May 2018.	Nil.

Notes:

(1) Proposed member of the Audit Committee.
(2) Proposed member of the compensation committee.
(3) Proposed member nominating and corporate governance committee.

Executive Officer and Director Biographies

Raymond Pomroy, Proposed CEO and Director – Raymond is an international manager who has exceptional experience in business management and supply chain management (e.g. Make, Plan, Source, Deliver) primarily in UK, Holland, Canada and the US. Prior to joining Agile Blockchain, Raymond had been working in a multinational consumer goods company for 30 years, and managed all elements of the supply chain, including USD$2.8 billion in product supply, six factories in North America, over 2,000 employees. He is experienced in supply chain strategy development, global supply, organizational redesign and implementation of restructuring, contract negotiations, and cost reduction activities. Raymond holds a Bachelor of Science and DIS from Loughborough University (UK).

Khurram Qureshi (CPA), Proposed CFO – Khurram brings over 22 years' experience in the field of accounting and corporate finance. Khurram qualified as a Chartered Accountant in 1990 and has held senior positions with several small- to medium-sized public companies. He has been a key member on several merger and acquisition teams.

Vikas Gupta, Proposed Chairman of the Board and Director – Vikas is a seasoned executive with an entrepreneurial DNA and has a strong track record with private and public companies. He is well versed in gamification, digital distribution, video games, interactive entertainment and content. Additionally, he has also built very strong expertise in financings, the creation of unique revenue models, the monetization of complex technologies, leadership, and overall growth.

Musabbir Chowdhury (PhD), Proposed Director – Musabbir is an engineer who is a business, education and technology consultant with over 20 years of IT achievements. Musabbir is a Professor at the Niagara College School of Business. Previously, he was COO for C2H Media Inc., an educational and web technology consulting and service provider for educational institutions and businesses. Musabbir was also Vice President Academic of Portage College in Alberta.

Brenda Brown (MBA, ICD.D), Proposed Director – Brenda is the former Senior VP of Global Talent Management at Compass Group PLC and has over twenty-five years of business experience in all aspects of Human Resource management in both union and non-union environments. As a member of the executive management team Brenda was involved in key strategic business decisions and was responsible for the development of employee programs, corporate culture development and assisting in ensuring the success of the corporate vision.

Alan Rootenberg (CPA), Proposed Director – Alan Rootenberg is a chartered professional accountant who has served as the Chief Financial Officer of a number of publicly traded companies listed on the TSX, TSXV, OTCBB and CSE. These companies include mineral exploration, mining, technology and companies in the burgeoning cannabis industry. He was also an investor in an early stage private crypto currency company. Alan has a Bachelor of Commerce degree from the University of the Witwatersrand in Johannesburg, South Africa and received his CPA designation in Ontario, Canada.

Corporate Cease Trade Orders

None of the Resulting Issuer's proposed directors or executive officers are, as at the date hereof, or were within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation and Agile) that (a) was subject to an Order that was issued while the proposed director or executive officer was acting in the capacity of director, chief executive officer or chief financial officer of such issuer, or (b) was subject to an Order that was issued after the proposed 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 of director, chief executive officer or chief financial officer.

Bankruptcies

None of the Resulting Issuer's proposed directors or executive officers, nor, to its knowledge, any expected shareholder holding a sufficient number of its securities to affect materially the control of the Resulting Issuer (a) are, as at the date hereof, or have been within the 10 years before the date hereof, a director or executive officer of any company (including the Corporation and Agile) 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) have, within the 10 years before the date hereof, 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 such director, executive officer or shareholder.

Penalties or Sanctions

None of the Resulting Issuer's proposed directors or executive officers, nor, to its knowledge, any expected shareholder holding a sufficient number of its securities to affect materially the control of the Resulting Issuer, have been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or have 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

To the best of the Corporation's and Agile's knowledge, there are no existing or potential material conflicts of interest between the Resulting Issuer and any of its proposed directors or officers as of the date hereof. However, certain of the Resulting Issuer's proposed directors and officers are, or may become, directors or officers of other companies with businesses which may conflict with its business. Accordingly, conflicts of interest may arise which could influence these individuals in evaluating possible acquisitions or in generally acting on the Resulting Issuer's behalf.

Pursuant to the BCBCA, the proposed directors and officers of the Resulting Issuer are required to act honestly and in good faith with a view to the best interests of the Resulting Issuer. As required under the BCBCA and the Resulting Issuer's proposed constating documents:

- a director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer of the Resulting Issuer, must promptly disclose the nature and extent of that conflict; and

- a director who holds a disclosable interest (as such term is defined under the BCBCA) in a contract or transaction into which the Resulting Issuer has entered or proposes to enter may generally not vote on any directors' resolution to approve such contract or transaction.

Generally, as a matter of practice, directors who have disclosed a material interest in any contract or transaction that the Board is considering will not take part in any board discussion respecting that contract or transaction. If on occasion such directors do participate in the discussions, they will refrain from voting on any matters relating to matters in which they have disclosed a material interest. In appropriate cases, the Resulting Issuer will establish a special committee of independent directors to review a matter in which directors or officers may have a conflict. See also: "*Risk Factors – Conflicts of Interest*".

Other Reporting Issuer Experience

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

Name of Director	Name of Reporting Issuer	Name of Trading Market	Position	Period
Vikas Gupta	TransGaming Inc.	TSX Venture Exchange	President, CEO & Director	November 2005 – June 2015

Khurram Qureshi	Augustine Ventures Inc.	TSX Venture Exchange	CFO	January 2012 – February 2017
	Lingo Media Corporation	TSX Venture Exchange	CFO	August 2011 – Present
	Internet of Things Inc.	TSX Venture Exchange	CFO	April 2015 – Present
	Majesta Minerals Inc.	TSX Venture Exchange	Director	August 2018 – Present
	Slyce Inc.	TSX Venture Exchange	CFO	July 2014 – June 2016
	Pounce Technologies Inc.	NEX Exchange	Director	July 2017 – Present
Alan Rootenberg	Canna-V-Cell Science Inc.	CSE	CFO	October 2018 – Present
	Osino Resources Corp	TSX Venture Exchange	CFO	June 2018 – Present
	Empower Clinic Inc. (formerly Adira Energy Ltd.)	CSE	CFO	February 2016 – May 2018
	Eco (Atlantic) Oil & Gas Ltd.	TSX Venture Exchange	CFO	May 2012 – Present

Executive Compensation

Upon completion of the Transaction, it is anticipated that the Resulting Issuer will adopt the executive compensation program of Agile as disclosed above at "*Information Concerning Agile – Executive Compensation*".

Executive Officer Compensation

The following table contains a summary of the anticipated compensation for each of the Resulting Issuer's CEO and CFO for the 12 month period after giving effect to the Transaction, to the extent known:

Name and Principal Position	Period	Salary	Bonus	Committee or meeting fees	Value of Perquisites	Value of All Other Compensation	Total Compensation
Raymond Pomroy *CEO*	12 months following Transaction	$52,000	Nil	Nil.	Nil.	$117,500(1)	$169,500
Khurram Qureshi CFO	12 months following Transaction	$60,000	Nil	Nil.	Nil.	$50,000(2)	$110,000

Notes:

(1) Mr. Pomroy has been awarded 1,175,000 Agile Options at an exercise price of $0.10 per Agile Common Share.
(2) Mr. Qureshi has been awarded 500,000 Agile Options at an exercise price of $0.10 per Agile Common Share.

Stock option plans and other incentive plans

See "*Information Concerning the Resulting Issuer – Options to Purchase Securities*".

Employment, consulting and management agreements

The Resulting Issuer does not initially expect enter into any new agreements or arrangements under which compensation is provided to any NEOs or directors or any persons providing services typically provided by a director or NEO.

Oversight and Description of Director and Named Executive Officer Compensation

Upon completion of the Transaction, it is anticipated that the Resulting Issuer will adopt Agile's approach to executive compensation, as described above at "*Information Concerning Agile – Executive Compensation*".

Pension Disclosure

The Resulting Issuer does not expect to have any pension or retirement plan which is applicable to the NEOs or directors.

Indebtedness of Directors and Officers

None of the directors, executive officers or employees of the Corporation or Agile, or proposed member of management or appointment as a director of the Resulting Issuer, nor any of their Associates or Affiliates, is or has been indebted to the Corporation or Agile, as applicable, since the commencement of the last completed financial year, nor is any such person expected to be indebted to the Resulting Issuer on the completion of the Transaction.

Audit Committee

The Audit Committee will provide assistance to the Board of the Reporting Issuer in fulfilling its obligations relating to the integrity of the internal financial controls and financial reporting of the Reporting Issuer. The proposed external auditors of the Reporting Issuer will report directly to the Audit Committee. The Audit Committee's primary duties and responsibilities will include: (i) reviewing and reporting to the Board of the Reporting Issuer on the annual audited financial statements (including the auditor's report thereon) and unaudited interim financial statements and any related management's discussion and analysis, if any, and other financial disclosure related thereto that may be required to be reviewed by the Audit Committee pursuant to applicable legal and regulatory requirements; (ii) reviewing material changes in accounting policies and significant changes in accounting practices and their impact on the financial statements; (iii) overseeing the audit function, including engaging in required discussions with the Resulting Issuer's external auditor and reviewing a summary of the annual audit plan at least annually, overseeing the independence of the Resulting Issuer's external auditor, overseeing the Resulting Issuer's internal auditor, and pre-approving any non-audit services to the Resulting Issuer; (iv) reviewing and discussing with management the appointment of key financial executives and recommending qualified candidates to the Board of the Reporting Issuer; (v) reviewing with management and the Resulting Issuer's external auditors, at least annually, the integrity of the internal controls over financial reporting and disclosure; (vi) reviewing management reports related to legal or compliance matters that may have a material impact on the Resulting Issuer and the effectiveness of the Resulting Issuer's compliance policies; and (vii) establishing whistleblowing procedures and investigating any complaints or concerns it deems necessary.

The Audit Committee's Charter

The full text of the Stowe One Audit Committee Charter is attached to this Prospectus as Appendix "A". It is anticipated that the Resulting Issuer will adopt the Stowe One Audit Committee Charter.

Composition of the Audit Committee

It is anticipated that the members of the Audit Committee of the Resulting Issuer will consist of Alan Rootenberg (Chair), Vikas Gupta and Raymond Pomroy. Alan Rootenberg and Vikas Gupta are independent directors and both of them are financially literate, in each case within the meaning of NI 52-110. Raymond Pomroy is financially literate within the meaning of NI 52-110 but will not be considered to be an independent director as the proposed CEO of the Resulting Issuer.

Relevant Education and Experience

Each of the members of the Audit Committee has extensive education and experience relevant to the performance of their responsibilities as members of the Audit Committee.

Alan Rootenberg

Mr. Rootenberg has experience in understanding, reading, and preparing financial statements. He is a chartered professional accountant who has served as the Chief Financial Officer of publicly traded companies listed on the TSX, TSXV. He also has ample experience in mining and technology, and is also an investor in an early-stage blockchain company.

Vikas Gupta

Mr. Gupta has considerable experience in reading and understanding financial statements both as a CEO in public and private companies, as well as his rich experience in media and entertainment industries. He also has very strong experience in finance, and helps companies create unique business models.

Raymond Pomroy

Mr. Pomroy has significant experience in corporate and project management in a multinational corporation. He managed all elements of supply chain at one of the departments at Unilever, including $2.8B US in product supply, six factories, over 2,000 employees, costs of over $1.25B US and capital expenditures of $40m US per annum. His experience in supply chain management has the potential to bring the company unique business opportunities in this niche industry sector.

Please see "*Information Concerning the Resulting Issuer – Directors and Executive Officers – Executive Officer and Director Biographies*" for additional information.

Pre-Approval Policies and Procedures

The Stowe One Audit Committee Charter, which is expected to be the audit committee charter used by the Resulting Issuer, requires that the Audit Committee pre-approve any retainer of the auditor of the Resulting Issuer to perform any non-audit services to the Resulting Issuer that it deems advisable in accordance with applicable legal and regulatory requirements and policies and procedures of the Board. The Audit Committee is permitted to delegate pre-approval authority to one of its members; however, the decision of any member of the Audit Committee to whom such authority has been delegated must be presented to the full Audit Committee at its next scheduled meeting.

Corporate Governance

Set forth below is a description of the Resulting Issuer's proposed corporate governance practices, which disclosure is provided pursuant to Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)*, which is attached to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**"). The Resulting Issuer will implement and adopt a continuous disclosure policy and Insider trading policy no later than the date on which the Resulting Issuer's first set of financial statements must be filed following Closing.

The Resulting Issuer and its proposed Board recognize the importance of corporate governance to the effective management of the Resulting Issuer and to the protection of its employees and shareholders. The Resulting Issuer's expected approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Resulting Issuer are effectively managed so as to enhance shareholder value. The Board will fulfill its mandate directly and through its committees at regularly scheduled meetings or at meetings held as required. Frequency of meetings may be increased and the nature of the agenda items may be changed depending upon the state of the Resulting Issuer's affairs and in light of opportunities or risks which the Resulting Issuer faces. The proposed directors are kept informed of the Resulting Issuer's business and affairs at these meetings as well as through reports and discussions with management on matters within their particular areas of expertise.

The proposed nominating and corporate governance committee of the Board (the "**Nominating Committee**") of the Resulting Issuer on behalf of the Board is responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of shareholders. The Nominating Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Resulting Issuer, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management. The members of the Nominating Committee consist of Musabbir Chowdhury (Chair), Brenda Brown, and Raymond Pomroy. Brenda Brown and Musabbir Chowdhury are independent directors. Raymond Pomroy will not be considered to be an independent director as the proposed CEO of the Resulting Issuer.

Board of Directors

It is proposed that the Board of the Resulting Issuer will consists of five directors, four of whom are independent based upon the test for director independence set out in NI 52-110. As such, Vikas Gupta (Chair), Musabbir Chowdhury, Brenda Brown and Alan Rootenberg are the proposed independent directors of the Resulting Issuer. Raymond Pomroy is the proposed CEO and a director of the Resulting Issuer and will engage in the management of day-to-day operations of the Resulting Issuer. As such, Raymond Pomroy will not be an independent director.

<u>Directorships</u>

Some of the proposed directors of the Resulting Issuer serve on the boards of directors of other reporting issuers (or the equivalent) in Canada or foreign jurisdictions. See "*Information Concerning the Resulting Issuer – Other Reporting Issuer Experience"*

Orientation and Continuing Education

New members of the Board of the Resulting Issuer will be provided with: (i) information respecting the functioning of the Board and its committees and a copy of the proposed Resulting Issuer's corporate governance documents; (ii) access to all documents of the Resulting Issuer, including those that are confidential; and (iii) access to management.

Each new director will participate in the Resulting Issuer's initial orientation program and each director will participate in the Resulting Issuer's continuing director development programs, both of which will be reviewed annually by the Board of the Resulting Issuer.

Resulting Issuer Board members will be encouraged to: (i) communicate with management and auditors; (ii) keep themselves current with industry trends and developments and changes in legislation with management's assistance; (iii) attend related industry seminars; and (iv) visit the Resulting Issuer's operations.

Ethical Business Conduct

The proposed Board of the Resulting Issuer will rely on the fiduciary duties placed on individual directors by the Resulting Issuer's governing corporate legislation and the common law to ensure that it operates independently of management and in the best interests of the Resulting Issuer.

Nomination of Directors

The proposed Board of the Resulting Issuer will be responsible for identifying qualified individuals to become new members of the Board and recommending new director nominees for the next annual meeting of the shareholders of the Resulting Issuer. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Resulting Issuer, the ability to devote the time required, shown support for the Resulting Issuer's mission and strategic objectives, and a willingness to serve.

Compensation

The proposed Board of the Resulting Issuer will conduct compensation reviews with regard to the compensation of directors and the chief executive officers of the Resulting Issuer once a year. In making its compensation recommendations, the Board will take into account the types and amount of compensation paid to directors and chief executive officers of comparable Canadian companies.

Compensation Committee

The proposed Board will establish the compensation committee, comprised of Musabbir Chowdhury (Chair), Brenda Brown and Raymond Pomroy. Musabbir Chowdhury and Brenda Brown are independent directors. Raymond Pomroy will not be considered to be an independent director as the proposed CEO of the Resulting Issuer.

The compensation committee is responsible for determining the overall compensation strategy of the Resulting Issuer and administering the Resulting Issuer's executive compensation program. As part of its mandate, the compensation committee will approve the appointment and remuneration of the Resulting Issuer's executive officers, including the Resulting Issuer's NEOs. The compensation committee is also responsible for reviewing the Resulting Issuer's compensation policies and guidelines generally.

Please see "*Information Concerning the Resulting Issuer – Executive Compensation*" above, which summarizes, among other things, the process by which the compensation committee and Board determines the compensation for the Resulting Issuer's directors and officers.

Audit Committee

See "*Information Concerning the Resulting Issuer – Audit Committee*" for further details.

Assessment

The proposed Board of the Resulting Issuer will be responsible for ensuring that an appropriate system is in place to evaluate the effectiveness of the Board as a whole, the individual committees of the Board, and the individual members of the Board and such committees with a view of ensuring that they are fulfilling their respective responsibilities and duties. In connection with such evaluations, each director is required to provide his or her assessment of the effectiveness of the Board and each committee as well as the performance of the individual directors, annually. Such evaluations take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts.

Auditor, Transfer Agent and Registrar

The auditor of the Resulting Issuer is expected to be MNP LLP.

The transfer agent and registrar of the Resulting Issuer is expected to be TSX Trust Company.

RISK FACTORS

The following are certain risk factors relating to the business of the Resulting Issuer assuming completion of the Transaction, which factors investors should carefully consider when making an investment decision concerning the Corporation or the Resulting Issuer. These risks and uncertainties are not the only ones facing the Resulting Issuer. Additional risks and uncertainties not currently known to the Corporation or Agile, or that the Corporation or Agile currently deems immaterial, may also impair the operations of the Resulting Issuer. The markets in which the Resulting Issuer proposes to compete are very competitive and change rapidly. New risks may emerge from time to time. If any such risks actually occur, the financial condition, liquidity and results of operations of the Resulting Issuer could be materially adversely affected and the ability of the Resulting Issuer to implement its growth plans could be adversely affected.

Transaction and General Risk Factors

Completion of the Transaction

There are risks associated with the Transaction including (i) market reaction to the Transaction and the future trading prices of the Common Shares cannot be predicted; (ii) uncertainty as to whether the Transaction will have a positive impact on the entities involved in the Transactions; and (iii) there is no assurance that required approvals will be received or conditions precedent satisfied.

The Corporation is proposing to complete the Transaction to strengthen its market position and to create the opportunity to realize certain benefits including, among other things, those set forth in this Prospectus. Achieving the benefits of the Transaction depends in part on the ability of the Resulting Issuer to effectively capitalize on its assets, to profitably sequence the growth prospects of its asset base and to maximize the potential of its improved growth opportunities and capital funding opportunities as a result of acquisition of Agile. A variety of factors, including those risk factors set forth in this Prospectus, may adversely affect the ability to achieve the anticipated benefits of the Transaction.

The completion of the Transaction is subject to several conditions some of which are outside the control of the Corporation. See "*Information Concerning the Transaction– Amalgamation Agreement – Conditions to the Transaction*". In the event that any of those conditions are not satisfied or waived, the Transaction may not be completed. There can be no certainty, nor can the Issuer provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. If the Transaction is not completed, the market price of the Common Shares may decline to the extent that the market price reflects a market assumption that the Transaction will be completed.

Additionally, each of the Corporation and Agile have the right to terminate the Amalgamation Agreement in certain circumstances. Accordingly, there is no certainty that the Amalgamation Agreement will not be terminated by either the Corporation or Agile before the completion of the Transaction.

Conflicts of Interest

Certain of the directors and officers of the Resulting Issuer will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including technology companies) and, as a result of these and other activities, such directors and officers of the Resulting Issuer may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed management of the Resulting Issuer's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Resulting Issuer and a proposed director or officer of the Resulting Issuer except as otherwise disclosed herein.

Market for Securities

Currently there is no public market for the Common Shares, and there can be no assurance that an active market for the Common Shares will develop or be sustained.

Volatility of Stock Price and Market Conditions

The market price of the Common Shares may be subject to wide fluctuations in response to factors such as actual or anticipated variations in its results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may adversely affect the market price of the Common Shares, even if the Resulting Issuer is successful in achieving positive revenues, cash flows or earnings.

Dividends

To date, the Corporation and Agile have not paid any dividends on their outstanding shares. It is not contemplated that any dividends will be paid on the Resulting Issuer Common Shares in the immediate or foreseeable future. It is anticipated that all available funds will be invested to finance the growth of the Resulting Issuer's business. Any decision to pay dividends on the Resulting Issuer Common Shares will be made by its board of directors on the basis of the Resulting Issuer's earnings, financial requirements and other conditions.

Global Financial Developments

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

Currency Risk

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

Litigation

The Corporation, Agile or the Resulting Issuer may become involved in litigation that may materially adversely affect the Resulting Issuer. From time to time in the ordinary course business, the Resulting Issuer may become involved in various legal proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Resulting Issuer to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on Reporting Issuer's business, operating results or financial condition.

Tax

Shareholders of the Corporation and Agile are urged to consult their own tax advisors with respect to the specific tax consequences to them. No advance income tax ruling has been applied for or received with respect to the income tax consequences described in this Prospectus.

There can be no assurance that Canadian federal income tax laws or the judicial interpretation thereof or the administrative or assessing practices of the CRA respecting the treatment of corporations will not be changed in a manner that adversely affects shareholders of the Corporation or Agile, or fundamentally alters the income tax consequences of investing in, holding or disposing of Common Shares, Agile Common Shares or Resulting Issuer Common Shares. There is also a risk that CRA may reassess the returns of shareholders of the Corporation or Agile relating to their investments in the Common Shares, Agile Common Shares or Resulting Issuer Common Shares.

The taxation of corporations, is complex. In the ordinary course of business, the Corporation, Agile or the Resulting Issuer may be subject to ongoing audits by tax authorities in Canada and elsewhere. \In addition, tax legislation changes periodically.

While the Corporation and Agile believe that their respective tax filing positions are appropriate and supportable, it is possible that tax matters, including the calculation and determination of revenue, expenditures, deductions, credits and other tax attributes, taxable income and taxes payable, may be reviewed and challenged by the tax authorities of Canada and other jurisdictions. If such challenge were to succeed, it could have a material adverse effect on the Corporation, Agile or Resulting Issuer's tax position. Further, the interpretation of and changes in tax laws, whether by legislative or judicial action or decision, and the administrative policies and assessing practices of taxation authorities, could materially adversely affect the Corporation, Agile or Resulting Issuer's tax position. Therefore, the Corporation and Agile are unable to predict with certainty the effect of the foregoing on its respective effective tax rate and earnings.

Risk Factors Associated with Agile's Business

Limited Operating History

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

Additional Requirements for Capital

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

Negative Operating Cash Flow

Neither the Corporation nor Agile generate operating revenue and each have negative cash flow from operating activities. It is anticipated that the Resulting Issuer will continue to have negative cash flow in the foreseeable future. Continued losses may have the following consequences:

(a) increasing the Resulting Issuer's vulnerability to general adverse economic and industry conditions;

(b) limiting the Resulting Issuer's ability to obtain additional financing to fund future working capital, capital expenditures, operating costs and other general corporate requirements; and

(c) limiting the Resulting Issuer's flexibility in planning for, or reacting to, changes in its business and industry.

Expenses May Not Align With Revenues

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

Market Acceptance

The Resulting Issuer intends to develop DApps If the DApps do not gain market acceptance, the Resulting Issuer's operating results may be negatively affected. If the markets for the Resulting Issuer's software products and services fail to develop, develop more slowly than expected or become subject to increased competition, its business may suffer. As a result, the Resulting Issuer may be unable to: (i) successfully market its DApps; (ii) develop new DApps; or (ii) complete software products and services currently under development. If the Resulting Issuer's DApps are not accepted by its customers or by other businesses in the marketplace, the Resulting Issuer's business, operating results and financial condition will be materially affected.

Intellectual Property Rights

The only significant intellectual property rights are certain domain names which Agile owns. The Resulting Issuer does not believe that it is dependent on any of these intellectual property rights; however, the loss of several of them at any one time could harm its business, results of operations and its financial condition. Although the Resulting Issuer is not aware of violating commercial and other proprietary rights of third parties, there can be no assurance that its products do not violate proprietary rights of third parties or that third parties will not assert or claim that such violation has occurred. Although no legal disputes in this respect or perceptible detrimental effects on Agile's business have arisen to date, any such claims and disputes arising may result in liability for substantial damages which in turn could harm the Reporting Issue's business, results of operations and financial condition.

When blockchain DApps are released, the intellectual property of the software becomes open source and available to anyone. However, technology/programing in development remains the intellectual property of the developing company. As such, Agile owns significant intellectual property at any given time. Ownership of the in-development software is protected in any staff employment agreements or staff contracts.

Recording of Transactions

It is feasible that blockchain validators will cease to record transactions in solved transaction blocks. In particular, transactions that do not include the payment of transaction fees will not be recorded on the blockchain until a transaction block is solved by validators who are not required to pay such transaction fees. Any widespread delays in the recording of transactions could result in a loss of confidence in the blockchain network which could adversely affect an investment in the Resulting Issuer.

Competition

The market for blockchain technology and DApps may become highly competitive on both a local and a national level. The Resulting Issuer believes that the primary competitive factors in this market are:

- product features, functionality and ease of use;
- ongoing product enhancements;
- price;
- quality service and support; and
- reputation and stability of the vendor.

Blockchain programing industry is at a very early stage. There is currently more demand for blockchain products than there are providers to create all of the blockchain products in demand. However, there are no assurances that established competitors, which may have greater financial, technical, and marketing resources than Agile does, will not choose to directly complete with Agile DApps. The Resulting Issuer’s competitors may also have a larger installed base of users, longer operating histories or greater name recognition than the Resulting Issuer will.

There can be no assurance that the Resulting Issuer will successfully differentiate its DApps from the products of its competitors, or that the marketplace will consider the Issuer's DApps to be superior to competing products.

Dependence on Third Party Relationships

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

Key Personnel

The future success of the Resulting Issuer will depend, in large part, upon its ability to retain its key management personnel and to attract and retain additional qualified marketing, sales and operational personnel to form part of its technical and customer services support center. The Resulting Issuer may not be able to enlist, train, retain, motivate and manage the required personnel. Competition for these types of personnel is intense. Failure to attract and retain personnel, particularly marketing, sales and operational personnel as well as consultants, could make it difficult for the Issuer to manage its business and meet its objectives.

Failure to manage growth successfully may adversely impact the Resulting Issuer’s operating results. The growth of the Resulting Issuer’s operations places a strain on managerial, financial and human resources. The Resulting Issuer’s ability to manage future growth will depend in large part upon a number of factors, including the ability to rapidly:

(a) build and train development, sales and marketing staff to create an expanding presence in the evolving marketplace for the Issuer's products;

(b) attract and retain qualified technical personnel in order to administer technical support required for customers located in Canada, the United States and other countries around the world;

(c) develop customer support capacity as sales increase, so that customer support can be provided without diverting resources from product sales efforts; and

(d) expand internal management and financial controls significantly, so that control can be maintained over operations as the number of personnel and size of the Issuer increases.

Inability to achieve any of these objectives could harm the business and operating results of the Resulting Issuer.

Management of Growth

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere in this Prospectus, no director, executive officer or shareholder that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the issued Common Shares, Agile Common Shares or the Resulting Issuer Common Shares, or any of their respective Associates or Affiliates, has any material interest, direct or indirect, in any transaction since the incorporation of the Corporation or Agile which has materially affected or is reasonably expected to materially affect the Corporation or Agile, or a subsidiary of the Corporation or Agile.

FINANCIAL STATEMENTS

Attached to and forming a part of this Prospectus are the following financial statements:

- Audited financial statements of Stowe One for the period from incorporation (June 16, 2017) to December 31, 2017 and the year ended December 31, 2018, and unaudited financial statements for the interim period ended September 30, 2019.

- Audited financial statements of Agile for the period from incorporation (March 2, 2018) to December 31, 2018 and unaudited financial statements for the interim period ended September 30, 2019.

- Pro forma financial statements for the Resulting Issuer giving effect to the Transaction the year ended December 31, 2018 and for the interim period ended September 30, 2019.

APPENDIX “A”
STOWE ONE AUDIT COMMITTEE CHARTER

1. **Mandate**

The primary function of the audit committee (the “**Committee**”) is to assist the board of directors (the “**Board**”) of Stowe One Investments Corp. (the “**Company**”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. The Committee’s primary duties and responsibilities are to:

(a) serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements;

(b) review and appraise the performance of the Company’s external auditor;

(c) provide an open avenue of communication among the Company’s auditor, financial and senior management and the Board; and

(d) report regularly to the Board the results of its activities.

2. **Composition**

The Committee shall be comprised of a minimum three directors as determined by the Board, a majority of whom shall not be officers or employees of the Company or any of its affiliates. If the Company ceases to be a “venture issuer” (as that term is defined in Multilateral Instrument 52 - 110 – *Audit Committees),* then all of the members of the Committee shall be free from any material relationship with the Company that, in the opinion of the Board, would interfere with the exercise of their independent judgment as a member of the Committee.

If the Company ceases to be a venture issuer then all members of the Committee shall also have accounting or related financial management expertise. All members of the Committee should have 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.

The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders’ meeting or until their successors are duly elected. Unless a chairperson (“**Chair**”) is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

3. **Meetings**

The Committee shall meet a least once quarterly, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer of the Company and the external auditor of the Company in separate sessions.

4. **Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

A. <u>Documents/Reports Review</u>

(a) review and update this Audit Committee Charter annually;

(b) review the Company’s financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditor; and

(c) review regular summary reports of directors and officers expense account claims at least annually, establish and review approval policies for expense reports and, as required, request audits of expense claims and policies for expense approval and reimbursements. The Chair of the Committee will be responsible for approving the expense reports of the President and the Chief Executive Officer of the Company, and the Chief Executive Officer of the Company will be responsible for approving the expense reports of the directors and officers of the Company.

B. External Auditor

(a) review annually, the performance of the external auditor who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;

(b) obtain annually, a formal written statement of the external auditor setting forth all relationships between the external auditor and the Company;

(c) review and discuss with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor;

(d) take, or recommend that the Board, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;

(e) recommend to the Board the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval;

(f) recommend to the Board the compensation to be paid to the external auditor;

(g) at each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;

(h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;

(i) review with management and the external auditor the audit plan for the year-end financial statements; and

(j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:

i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditor during the fiscal year in which the non-audit services are provided,

ii. such services were not recognized by the Company at the time of the engagement to be non-audit services, and

iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

C. Financial Reporting Processes

(a) in consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external;

(b) consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;

(c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;

(d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments;

(e) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;

(f) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;

(g) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;

(h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;

(i) review certification process;

(j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;

(k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and

(l) on at least an annual basis, review with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or government agencies.

D. <u>Authority</u>

(a) The Committee will have the authority to:

i. review any related-party transactions;

ii. engage independent counsel and other advisors as it determines necessary to carry out its duties;

iii. set and pay compensation for any independent counsel and other advisors employed by the Committee;

iv. communicate directly with the auditors; and

v. conduct and authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel and other professionals to assist in the conduct of any investigation.

APPENDIX "B"
INDEX TO FINANCIAL STATEMENTS AND MD&A

The following financial statements and MD&A, as applicable, for Stowe One, Agile and the Resulting Issuer are included in this Prospectus:

1. Audited financial statements and MD&A of Stowe One for the period from incorporation (June 16, 2017) to December 31, 2017 and the year ended December 31, 2018, and unaudited financial statements and MD&A for the interim period ended September 30, 2019.

2. Audited financial statements and MD&A of Agile for the period from incorporation (March 2, 2018) to December 31, 2018 and unaudited financial statements and MD&A for the interim period ended September 30, 2019.

3. Pro forma financial statements of the Resulting Issuer after giving effect to the Transaction for the year ended December 31, 2018 and for the interim period ended September 30, 2019.

APPENDIX "C"
FINANCIAL STATEMENTS AND MD&A OF STOWE ONE

Find attached the audited financial statements and MD&A of Stowe One for the period from incorporation (June 16, 2017) to December 31, 2017 and the year ended December 31, 2018, and unaudited financial statements and MD&A for the interim period ended September 30, 2019.

Stowe One Investments Corp.

Financial Statements

For the period from incorporation
on June 16, 2017 to December 31, 2017
(Expressed in Canadian dollars)

D&H Group LLP
Chartered Professional Accountants
10th Floor, 1333 West Broadway
Vancouver, BC V6H 4C1

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Independent Auditor's Report

To the Shareholders of Stowe One Investments Corp.

We have audited the accompanying financial statements of Stowe One Investments Corp., which comprise the statement of financial position as at December 31, 2017 and the statement of loss and comprehensive loss, statement of changes in equity and statement of cash flows for the period from incorporation on June 16, 2017 to December 31, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Stowe One Investments Corp. as at December 31, 2017, and its financial performance and its cash flows for the period from incorporation on June 16, 2017 to December 31, 2017 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about Stowe One Investments Corp.'s ability to continue as a going concern.

"D&H Group LLP"

Vancouver, B.C.
April 30, 2018

Chartered Professional Accountants

Stowe One Investments Corp.

Statement of Financial Position

As at December 31, 2017

(Expressed in Canadian Dollars)

	$
Assets	
Current assets	
Accounts receivable	3,201
	3,201
Liabilities	
Current liabilities	
Accounts payable and accrued liabilities	4,910
Due to related party (Note 8)	64,819
	69,729
Shareholders' equity	
Share capital (Note 6)	51
Deficit	(66,579)
	(66,528)
	3,201

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

Nature of operations and going concern (Note 1)
Subsequent event (Note 10)

These financial statements were approved for issue by the Board of Directors on April 30, 2018 and are signed on its behalf by:

"Walter Coles", **Director** ***"Barbara Broughton"***, **Director**

Stowe One Investments Corp.

Statement of Loss and Comprehensive Loss

Period from incorporation on June 16, 2017 to December 31, 2017

(Expressed in Canadian Dollars)

	$
Expenses	
Accounting	12,000
Audit	4,964
Legal	45,000
Filing and transfer agent fees	3,780
Shareholder communications	835
Net loss and comprehensive loss	(66,579)
Basic and diluted loss per share	(0.01)
Weighted average number of shares outstanding	5,049,107

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

Stowe One Investments Corp.

Statement of Changes in Equity

Period from incorporation on June 16, 2017 to December 31, 2017

(Expressed in Canadian Dollars)

	Deficit	Share capital Number of shares	Share capital Amount $	Shareholders' equity $
Balance at June 16, 2017		-	-	-
Issuance of common shares	-	5,080,725	51	51
Adjustment on spinout transaction	-	(31,618)	-	-
Net loss and comprehensive loss for the period	(66,579)	-	-	(66,579)
Balance at December 31, 2017	(66,579)	5,049,107	51	(66,528)

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

Stowe One Investments Corp.

Statement of Cash Flows

Period from incorporation on June 16, 2017 to December 31, 2017

(Expressed in Canadian Dollars)

Cash provided by (used for):	
Operating activities	
Net loss	$ (66,579)
Change in non-cash working capital accounts:	
Amounts receivable	(3,201)
Due to related party	64,819
Accounts payable and accrued liabilities	4,910
	(51)
Financing activities	
Issuance of common shares	51
Change in cash during the period	-
Cash, beginning of the period	-
Cash, end of the period	$ -

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

1. Nature of operations and going concern

Stowe One Investments Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on June 16, 2017, and its principal business activity is searching for a project to acquire, while complying with the requirements of being a public company. The Company's registered place of business is located at 650 - 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3, Canada. The Company is in the startup stage of operations, and does not yet have any revenue-generating activity.

The Company was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Company's common shares were distributed to shareholders of Anacott on a pro-rata basis.

The financial statements were prepared on a going concern basis with the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has no cash resources, has incurred significant operating losses and debts to finance operations, and will require additional financing in order to continue operations. There is no assurance that such funding will be available. An inability to raise additional funds would adversely impact the future assessment of the Company as a going concern. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The Company is dependent upon its ability to finance its operations and exploration programs through financing activities that may include issuances of additional debt or equity securities. The recoverability of the carrying value of accounts receivable and, ultimately, the Company's ability to continue as a going concern, is dependent upon the Company's ability to raise financing to complete the acquisition of a project, the realization of which is uncertain. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

2. Basis of presentation

Basis of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and they are consistent with interpretations of the IFRS Interpretations Committee ("IFRIC"). The accounting policies adopted in these financial statements are based on IFRS's in effect at December 31, 2017.

Basis of measurement

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

3. Significant accounting estimates and judgements

The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates and judgments, which, by their nature, are uncertain. The impact of estimates and judgments is pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates, or changes to judgments, are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

Significant assumptions that management has made about current unknowns, the future, and other sources of estimated uncertainty, could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made. Such significant assumptions include, but are not limited to, the following areas:

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year and include, but are not limited to, the following:

- Recovery of receivables

  The Company estimates the collectability and timing of collection of its receivables, classifying them as current assets or long-term assets, and applies provisions for collectability when necessary.

Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the following:

- Going concern

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

4. Summary of significant accounting policies

Income taxes
Deferred income taxes are provided in full, using the liability method, on temporary differences arising between the income tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income taxes are determined using income tax rates and income tax laws that have been enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the temporary differences can be utilized.

4. **Summary of significant accounting policies** - continued

Financial instruments

Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans and receivables and at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized in comprehensive income (loss). Cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity are measured at amortized cost. Accounts receivable are classified as loans and receivables.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered other than temporary.

Transaction costs associated with financial assets at FVTPL are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are measured at amortized cost. Accounts payable and accrued liabilities and due to related party are recorded as other financial liabilities.

Financial liabilities classified as FVTPL are measured at fair value with unrealized gains and losses recognized in comprehensive income (loss).

Share capital

Common shares issued by the Company are classified as equity. Costs directly attributable to the issue of common shares, share purchase warrants and share options are recognized as a deduction from equity, net of any related income tax effects.

New standards and interpretations not yet adopted

The following is an overview of accounting standard changes that the Company will be required to adopt in future years. The Company does not expect to adopt any of these standards before their effective dates. The Company does not expect these standards to have a material impact on its financial statements.

(a) IFRS 9 - *Financial Instruments*. This standard partially replaces IAS 39 - *Financial Instruments: Recognition and Measurement*. IFRS 9 measures financial assets, after initial recognition, at either amortized cost or fair value. Existing IAS 39 classifies financial assets into four measurement categories. The standard is effective for annual periods beginning on or after January 1, 2018. In the year of adoption, the Company is required to provide additional disclosures relating to the reclassified financial assets and liabilities. The Company may, but is not required to, apply the standard retroactively. In and after the year of adoption, certain disclosures relating to financial assets will change to conform to the new categories.

4. **Summary of significant accounting policies** - continued
New standards and interpretations not yet adopted - continued

(b) IFRS 15 - *Revenue from Contracts with Customers*. The standard is effective for annual periods beginning on or after January 1, 2018. IFRS 15 specifies how and when to recognize revenue as well as requires entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18 - *Revenue*, IAS 11 - *Construction Contracts*, and a number of revenue-related interpretations. The new standard will apply to nearly all contracts with customers; the main exceptions are leases, financial instruments and insurance contracts.

(c) IFRS 16 - *Leases.* This standard specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. IFRS 16 was issued in January 2016 and applies to annual reporting periods beginning on or after January 1, 2019.

5. **Risk management and financial Instruments**

Financial instruments are agreements between two parties that give rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company classifies its financial instruments as follows: cash is classified as FVTPL; accounts receivable are classified as loans and receivables; and accounts payable and accrued liabilities and due to related party, as other financial liabilities. The carrying values of these instruments approximate their fair values due to their short term to maturity.

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

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 Company's accounts receivable are exposed to credit risk. The Company manages credit risk, in respect of accounts receivable, by monitoring the age of receivables and pursuing those that are not due from government. Management believes that credit risk with respect to receivables is minimal, as the majority consists of amounts due from Canadian governmental agencies.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk consists of interest rate risk, foreign currency risk and other price risk. As at December 31, 2017, the Company is not exposed to significant market risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to attempt to ensure that it will have sufficient cash or credit available to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities, and by maintaining its lending arrangement with a related party. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of December 31, 2017, and are anticipated to be paid for by a related party.

(Expressed in Canadian dollars)

6. **Share capital**

(a) **Authorized**

The Company's authorized share capital consists of an unlimited number of common shares without par value.

(b) **Reconciliation of changes in share capital**

During the period ended December 31, 2017, the Company issued 5,080,725 common shares for cash of $51. The Company was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Company's common shares were distributed to shareholders of Anacott on a pro-rata basis. As part of the plan of arrangement, the Company's share capital was decreased by 31,618 shares.

7. **Financial instruments**

Categories of financial assets and financial liabilities
Financial instruments are classified into one of the following five categories: fair value through profit or loss ("FVTPL"); held-to-maturity investments; loans and receivables; available-for-sale; and other financial liabilities. The carrying values of the Company's financial instruments are classified into the following categories:

Financial instrument	Category	December 31, 2017 $
Cash	FVTPL	Nil
Accounts receivable	loans and receivables	3,201
Accounts payable and accrued liabilities	other financial liabilities	4,910
Due to related party	other financial liabilities	64,819

8. **Related party disclosures**

Included in accounting is $12,000 owed to Anacott, a corporation with common directors or officers, for the provision of key management services.

Due to related party at December 31, 2017 is comprised of $64,819 due to Anacott. These amounts relate primarily to the costs of incorporation and the plan of arrangement, as well as the provision of key management services as described above.

(Expressed in Canadian dollars)

9. **Income Taxes**

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 26.00% to income before income taxes. The reasons for the differences are as follows:

Loss for the year	$	(66,579)
Statutory income tax rate		26.00%
Expected income tax recovery		(17,311)
Unrecognized benefit of deferred tax assets		17,311
Income tax expense	$	-

The Company recognizes a deferred tax asset on unused tax losses or other deductible amounts only when the Company expects to have future taxable profit against which the amounts could be utilized. The Company's deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following unrecognized asset amounts:

Eligible capital property		11,541
Non-capital losses carried forward		5,770
Unrecognized deductible temporary differences	$	17,311

The Company has non-capital losses of approximately $22,192. The non-capital losses carried forward will expire in 2037 if unused.

10. **Subsequent event**

On February 19, 2018, the Company completed a private placement with a related party, raising gross proceeds of $216.55 through the issuance of 2,165,500 common shares.

Stowe One Investments Corp.
Management Discussion and Analysis
For the period from June 16, 2017 to December 31, 2017
(Expressed in Canadian dollars)

MANAGEMENT DISCUSSION AND ANALYSIS

PERIOD ENDED DECEMBER 31, 2017

INTRODUCTION

The Management Discussion & Analysis has been prepared by management and reviewed and approved by the Board of Directors on April 30, 2018. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited financial statements and the related notes thereto for the period ended December 31, 2017. The information provided herein supplements but does not form part of the financial statements. This discussion covers the period ended December 31, 2017 and the subsequent period up to April 30, 2018, the date of issue of this MD&A. Monetary amounts in the following discussion are in Canadian dollars unless otherwise noted.

Additional information regarding the Corporation can be found on the Corporation's page at www.sedar.com.

This MD&A contains Forward Looking Information.
Please read the Cautionary Statements on page 3 carefully.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws. All statements and information, other than statements of historical fact, included in or incorporated by reference into this MD&A are forward-looking statements and forward-looking information, including, without limitation, statements regarding activities, events or developments that we expect or anticipate may occur in the future. Such forward-looking statements and information can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or "continue" or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.

The forward-looking statements and forward-looking information reflect the current beliefs of the Corporation, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors which could cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. This forward-looking information includes estimates, forecasts, plans, priorities, strategies and statements as to the Corporation's current expectations and assumptions concerning, among other things, ability to access sufficient funds to carry on operations, compliance with current or future regulatory regimes, particularly in the case of ambiguities, financial and operational performance and prospects, collection of receivables, anticipated conclusions of negotiations to acquire projects or investments, our ability to attract and retain skilled staff, expectations of market prices and costs, expansion plans and objectives, requirements for additional capital, the availability of financing, and the future development and costs and outcomes of the Corporation's projects or investments. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to vary materially.

We caution readers of this MD&A not to place undue reliance on forward-looking statements and information contained herein, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements and information. These factors include: unanticipated future operational difficulties (including cost escalation, unavailability of materials and equipment, industrial disturbances or other job action and unanticipated events related to health, safety and environmental matters); social unrest; failure of counterparties to perform their contractual obligations; changes in priorities, plans, strategies and prospects; general economic, industry, business and market conditions; disruptions or changes in the credit or securities markets; changes in law, regulation, or application and interpretation of the same; the ability to implement business plans and strategies, and to pursue business opportunities; rulings by courts or arbitrators, proceedings and investigations; inflationary pressures; and various other events, conditions or circumstances that could disrupt the Corporation's priorities, plans, strategies and prospects including those detailed from time to time in the Corporation's reports and public filings with the Canadian securities administrators, filed on SEDAR.

This information speaks only as of the date of this MD&A. The Corporation undertakes no obligation to revise or update forward-looking information after the date of this document, nor to make revisions to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws or the policies of the TSX-V exchange.

STOWE ONE INVESTMENTS CORP.
Management Discussion and Analysis
December 31, 2017

THE CORPORATION

Stowe One Investments Corp. ("Stowe One" or "the Corporation") was incorporated under the Business Corporations Act (British Columbia) on June 16, 2017. The Corporation is a reporting issuer in British Columbia, and Alberta, but does not trade on a stock exchange.

The Corporation's current business is to comply with all reporting requirements while endeavoring to find, acquire and finance a suitable business or project.

RECENT EVENTS

Plan of arrangement

The Corporation was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Corporation's common shares were distributed to shareholders of Anacott on a pro-rata basis.

SUMMARY OF QUARTERLY RESULTS

The Corporation was incorporated under the Business Corporations Act (British Columbia) on June 16, 2017, and its principal business activity is searching for a project to acquire, while complying with the requirements of being a public company. As such, it has been in existence for only three of the past eight quarters.

Quarter ended		**31-Dec-17**		**30-Sep-17**		**30-Jun-17**		**31-Mar-17**
Revenue [1]		-		-		-		-
Loss for the quarter	$	(7,768)	$	(58,811)	$	-	$	N/A
Loss per share	$	(0.00)	$	(0.00)	$	(0.00)	$	N/A
Quarter ended		**31-Dec-16**		**30-Sep-16**		**30-Jun-16**		**31-Mar-16**
Revenue [1]		-		-		-		-
Loss for the quarter	$	N/A	$	N/A	$	N/A	$	N/A
Loss per share	$	N/A	$	N/A	$	N/A	$	N/A

(1) this being a Corporation without a revenue-generating business, there are no revenues from operations or investments;

Loss for the quarter ended December 31, 2017

Losses of $7,768 in the three months ended December 31, 2017 ("Q417") are not comparable to a prior year, quarter as the Corporation was established in 2017. Losses of $58,811 in the three months ended September 30, 2017 ("Q317") were significantly higher than Q417, incurred in order to establish the Corporation and to draft and enact the plan of arrangement, through which the Corporation was distributed from Anacott's ownership to the shareholders of Anacott. The largest cost in Q317 was for legal expenses at $45,000, with no legal costs in Q417. The largest cost in Q417 was for ongoing accounting costs to comply with regulatory requirements.

Loss for the period from establishment on June 16, 2017 to December 31, 2017

Losses of $66,579 in the period from establishment on June 16, 2017 to December 31, 2017 ("F17") are not comparable to a prior-period as the Corporation began operations in 2017. The largest cost in F17 was legal costs, incurred in order to establish the Corporation and to draft and enact the plan of arrangement, through which the Corporation was distributed from Anacott's ownership to the shareholders of Anacott. Accounting costs were also significant in F17 for ongoing accounting costs to comply with regulatory requirements.

Cash flows for the period from June 16, 2017 to December 31, 2017

The Corporation's operating activities were cashflow neutral, as the Corporation does not have cash to pay its payables. Any expenses cause an increase in payables. A small amount of cash was raised through the sale of common shares, and was used to reduce payables.

LIQUIDITY AND CAPITAL RESOURCES

The Corporation had a working capital[1] deficit of $66,528 as of December 31, 2017. The Corporation does not have revenues from operations, and relies on outside funding for its continuing financial liquidity. The Corporation will need additional financing in order to continue operations.

Management cautions that the Corporation's ability to raise additional funding is not certain. Additional funds will be required in order to pursue the Corporation's current business plans. An inability to raise additional funds would adversely impact the future assessment of the Corporation as a going concern.

SIGNIFICANT ACCOUNTING JUDGMENTS AND USE OF ESTIMATES

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

The Corporation's significant judgments and estimates are disclosed in Note 3 of the audited annual financial statements for the period ended December 31, 2017.

CHANGES IN ACCOUNTING POLICIES

Accounting policies used in the period, and changes anticipated in future periods, are as set out in the Corporation's audited annual financial statements for the period ended December 31, 2017 (Note 4).

Changes in Internal Controls over Financial Reporting

There have been no changes in the Corporation's internal control over financial reporting during the period ended December 31, 2017, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

[1] Working capital, a non-GAAP-measure is defined as current assets net of current liabilities.

FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash, receivables, accounts payable and accrued liabilities. It is management's opinion that the Corporation is not exposed to significant interest risk arising from the financial instruments. The Corporation is exposed to credit risk in relation to the receivables balances, however, most receivables are in relation to sales tax due from the Canadian government. Credit risk is managed for receivables by seeking prompt payment, monitoring the age of receivables, and making follow up inquiries when receivables are not paid in a timely manner. The Corporation does not engage in any hedging activities. Financial instruments do not generally expose the Corporation to risk that is significant enough to warrant reducing via purchasing specific insurance or offsetting financial instruments. Further discussion of these risks is presented in Note 5 of the Corporation's audited financial statements, for the period ended December 31, 2017.

RELATED PARTY TRANSACTIONS

Key management compensation

Key management personnel at the Corporation are the directors and officers of the Corporation. The remuneration of key management personnel during the periods is as follows:

	Period ended December 31, 2017
Director remuneration[1]	$ -
Officer remuneration[1]	$ 12,000
Share-based payments	$ -

[1] Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees for key management personnel.

Other than the amounts disclosed above, there were no short-term employee benefits or share-based payments granted to key management personnel during the period ended December 31, 2017.

In accordance with Item 1.9 of Part 2 of Form 51-102.F1 the Corporation has no ongoing contractual commitments with related parties, apart from those established under the employee-employer or service-provider relationship. Amounts are recorded at the exchange amount agreed between the parties. Remuneration was owing to Anacott ($12,000) for services of the Chief Financial Officer.

Accounts payable and accrued liabilities

Included in accounts payable and accrued liabilities at December 31, 2017 is $64,819 due to Anacott, a company with a common officer. These amounts are owed in relation to key management compensation as well as costs paid to third parties on the Corporation's behalf.

Plan of arrangement

The Corporation was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Corporation's common shares were distributed to shareholders of Anacott on a pro-rata basis.

RISK FACTORS AND MANAGEMENT'S RESPONSIBILITY OVER FINANCIAL REPORTING

Risk Factors

Early-stage entities face a variety of risks and, while unable to eliminate all of them, the Corporation aims to manage and reducing such risks as much as possible. The Corporation's ability to mitigate risk, without any cash at its disposal, is, however, extremely limited.

Selecting investments is a competitive process. The Corporation seeks to maintain an appropriate balance by carefully considering risks to ensure an investment's level of risk is commensurate with the Corporation's assessment of the project's potential.

The Corporation has a limited history of existence. There can be no assurance that it will be successful in its quest to find, acquire and finance a suitable business or project. Equity or debt financing will be required to complete the implementation of its business plan. There can be no assurance that the Corporation will be able to obtain adequate financing to continue. **The securities of the Corporation should be considered a highly speculative investment.**

The following risk factors should be given special consideration when evaluating an investment in any of the Corporation's securities:

a) the Corporation has had no profitable business activity and has not acquired any material assets since its incorporation other than cash;

b) the Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends in the foreseeable future;

c) the Corporation has only limited funds with which to continue supporting the New Entities, or alternatively with which to identify and evaluate other potential opportunities and there can be no assurance that the Corporation will be able to realize either of these goals;

d) the business or project may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;

e) there can be no assurance that an active and liquid market for the common shares will develop and an investor may find it difficult to resell its common shares; and

f) if the Corporation fails to complete the acquisition of a suitable business or project, an interim cease trade order may be issued against the Corporation's securities by an applicable securities commission.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation has not entered into any off-balance sheet arrangements.

OUTSTANDING COMMON SHARES DATA

The following section updates the outstanding common share data provided in the audited financial statements for the period ended December 31, 2017.

Common shares:

Common shares outstanding at December 31, 2017 and April 30, 2018	5,049,107

Stowe One Investments Corp.

Consolidated Financial Statements

**For the year ended December 31, 2018 and the period
from incorporation on June 16, 2017 to December 31, 2017
(Expressed in Canadian dollars)**

D&H Group LLP
Chartered Professional Accountants
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Independent Auditor's Report

To the Shareholders of Stowe One Investments Corp.

Opinion

We have audited the consolidated financial statements of Stowe One Investments Corp. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2018 and December 31, 2017, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the year ended December 31, 2018 and for the period from incorporation on June 16, 2017 to December 31, 2017, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and December 31, 2017, and its financial performance and its cash flows for the year ended December 31, 2018 and for the period from incorporation on June 16, 2017 to December 31, 2017 in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company has a working capital deficit of $124,867 as at December 31, 2018 and that the Company will require additional financing in order to continue operations. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

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

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

The engagement partner on the audit resulting in this independent auditor's report is Gordon Cummings.

"D&H Group LLP"

Vancouver, B.C.
April 26, 2019

Chartered Professional Accountants

Stowe One Investments Corp.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	December 31, 2018	December 31, 2017
ASSETS		
Current assets		
Cash	$ 7,627	$ -
Amounts receivable	5,916	3,201
	$ 13,543	$ 3,201
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	$ 31,317	$ 4,910
Due to related party (Note 8)	82,093	64,819
Deposit (Note 9)	25,000	-
	138,410	69,729
SHAREHOLDERS' DEFICIENCY		
Share capital (Note 6)	268	51
Deficit	(125,135)	(66,579)
	(124,867)	(66,528)
	$ 13,543	$ 3,201

Nature of operations and going concern (Note 1)

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

These consolidated financial statements were approved for issue by the Board of Directors on April 26, 2019 and are signed on its behalf by:

"Walter Coles", **Director** *"Barbara Broughton"*, **Director**

Stowe One Investments Corp.

Consolidated Statements of Loss and Comprehensive Loss

Year ended December 31, 2018 and period from incorporation on June 16, 2017 to December 31, 2017

(Expressed in Canadian Dollars)

	Year ended December 31, 2018	Period ended December 31, 2017
EXPENSES		
Accounting and corporate secretarial fees	26,981	12,000
Audit fees	4,050	4,964
Legal fees	20,720	45,000
Shareholder communications	-	835
Bank fees	73	-
Regulatory and transfer agent fees	6,732	3,780
Net and comprehensive loss for the period	$ 58,556	$ 66,579
Basic and diluted loss per share	$ 0.01	$ 0.01
Weighted average number of shares outstanding	6,923,896	5,049,107

The accompanying notes are an integral part of these financial statements

Stowe One Investments Corp.

Consolidated Statements of Changes in Equity

Year ended December 31, 2018 and period from incorporation on June 16, 2017 to December 31, 2017

(Expressed in Canadian Dollars)

	Deficit	Share capital		Shareholders'
		Number of shares	Amount $	equity $
Balance at June 16, 2017		-	-	-
Issuance of common shares	-	5,080,725	51	51
Adjustment on spinout transaction	-	(31,618)	-	-
Net loss and comprehensive loss for the period	(66,579)	-	-	(66,579)
Balance at December 31, 2017	(66,579)	5,049,107	51	(66,528)
Issuance of common shares	-	2,165,500	217	217
Net loss and comprehensive loss for the year	(58,556)	-	-	(58,556)
Balance at December 31, 2018	**(125,135)**	**7,214,607**	**268**	**(124,867)**

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

Stowe One Investments Corp.

Consolidated Statements of Cash Flows

Year ended December 31, 2018 and period from incorporation on June 16, 2017 to December 31, 2017

(Expressed in Canadian Dollars)

	Year ended December 31, 2018	Period ended December 31, 2017
Cash provided by (used for):		
Operating activities		
Net loss	$ (58,556)	$ (66,579)
Change in non-cash working capital:		
Amounts receivable	(2,715)	(3,201)
Accounts payable and accrued liabilities	26,407	4,910
Due to related party	17,274	64,819
Deposit	25,000	-
	7,410	(51)
Financing activities		
Issuance of common shares	217	51
	217	51
Change in cash during the period	7,627	-
Cash, beginning of the period	-	-
Cash, end of the period	$ 7,627	$ -

The accompanying notes are an integral part of these financial statements

1. **Nature of operations and going concern**

Stowe One Investments Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on June 16, 2017, and its principal business activity is searching for a project to acquire, while complying with the requirements of being a public company. The Company's registered place of business is located at 650 - 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3, Canada. The Company is in the startup stage of operations, and does not yet have any revenue-generating activity.

The Company was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Company's common shares were distributed to shareholders of Anacott on a pro-rata basis.

The consolidated financial statements were prepared on a going concern basis with the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has a working capital deficit of $124,867 (2017 – $66,528), has incurred significant operating losses and debts to finance operations, and will require additional financing in order to continue operations. There is no assurance that such funding will be available. An inability to raise additional funds would adversely impact the future assessment of the Company as a going concern. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The Company is dependent upon its ability to finance its operations and exploration programs through financing activities that may include issuances of additional debt or equity securities. The recoverability of the carrying value of accounts receivable and, ultimately, the Company's ability to continue as a going concern, is dependent upon the Company's ability to raise financing to complete the acquisition of a project, the realization of which is uncertain. The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

2. **Basis of presentation**

Basis of compliance
These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and they are consistent with interpretations of the IFRS Interpretations Committee ("IFRIC"). The accounting policies adopted in these consolidated financial statements are based on IFRS's in effect at December 31, 2018.

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

Details of the group
In addition to the Company, the consolidated financial statements include a subsidiary. Subsidiaries are corporations over which the Company is able, directly or indirectly, to control financial and operating policies, which is authority usually connected with holding majority voting rights. Subsidiaries are fully consolidated from the date on which control is acquired by the Company. Inter-company transactions and balances are eliminated upon consolidation. They are de-consolidated from the date when control by the Company ceases.

As at December 31, 2018, the Company's subsidiary is as follows:

- 11921212 BC Ltd., British Columbia – 100% owned

3. Significant accounting estimates and judgements

The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates and judgments, which, by their nature, are uncertain. The impact of estimates and judgments is pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates, or changes to judgments, are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

Significant assumptions that management has made about current unknowns, the future, and other sources of estimated uncertainty, could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made. Such significant assumptions include, but are not limited to, the following areas:

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year and include, but are not limited to, the following:

- Recovery of receivables

  The Company estimates the collectability and timing of collection of its receivables, classifying them as current assets or long-term assets, and applies provisions for collectability when necessary.

Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

- Going concern

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

4. Summary of significant accounting policies

Income taxes
Deferred income taxes are provided in full, using the liability method, on temporary differences arising between the income tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income taxes are determined using income tax rates and income tax laws that have been enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the temporary differences can be utilized.

4. **Summary of significant accounting policies (continued)**

Financial instruments

Financial assets

(i) Classification

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

(ii) Measurement

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

Financial assets and liabilities at FVTPL. Financial assets and liabilities carried at FVTPL are initially recorded at fair value. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise.

Financial assets and liabilities at FVTOCI. Financial assets and liabilities carried at FVTOCI are initially recorded at fair value. Unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTOCI are included in other comprehensive income or loss in the period in which they arise. On recognition, communicative gains and losses of financial assets in other comprehensive income or loss are reclassified to profit or loss.

(iii) Impairment of Financial Assets at Amortized Cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. Regardless of whether credit risk has increased significantly, the loss allowance for trade receivables without a significant financing component classified at amortized cost, are measured using the lifetime expected credit loss approach. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

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

4. **Summary of significant accounting policies (continued)**

Share capital
Common shares issued by the Company are classified as equity. Costs directly attributable to the issue of common shares, share purchase warrants and share options are recognized as a deduction from equity, net of any related income tax effects.

New standards and interpretations not yet adopted
The following new standards, and amendments to standards and interpretations, were not yet effective and have not been applied in preparing these consolidated financial statements.

Accounting standards issued and effective January 1, 2019
IFRS 16 Leases

A finalized version of IFRS 16 *Leases* replaces IAS 17 *Leases*. The new standard includes most leases on the statements of financial position for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. The Company is in the process of determining the impact of IFRS 16 on its consolidated financial statements.

Accounting standards issued and effective January 1, 2018
Several amendments to existing accounting standards became effective January 1, 2018 and were first adopted by the Company during the year ended December 31, 2018:

IAS 12 Income Taxes- Recognition of Deferred Tax Assets for Unrealized Losses
The amendments clarify how to account for deferred tax assets related to debt instruments measured at fair value. As the Company has no debt instruments measured at fair value, this change had no impact on the consolidated financial statements.

IFRS 15 Revenue from Contracts with Customers
IFRS 15 provides a single, principles based five-step model to be applied to all contracts with customers. As the Company does not have any revenue from customers, this change had no impact on the consolidated financial statements.

IFRS 9 Financial Instruments
The Company adopted all of the requirements of IFRS 9 Financial Instruments as of January 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward looking “expected loss” impairment model. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application.

(Expressed in Canadian dollars)

4. **Summary of significant accounting policies (continued)**

IFRS 9 Financial Instruments (continued)

As at January 1, 2018, the impact from the adoption of IFRS 9 is as follows:

	Under IAS 39			Under IFRS 9		
	Classification		Carrying amount	Classification		Carrying amount
Cash	FVTPL	$	-	FVTPL	$	-
Amounts receivable	loans and receivables	$	3,201	Amortized cost	$	3,201
Accounts payable and accrued liabilities	other financial liabilities	$	4,910	Amortized cost	$	4,910
Due to related party	other financial liabilities	$	64,819	Amortized cost	$	64,819

As the standard permits on transition to IFRS 9, the Company has not restated prior periods with respect to the new amortized cost measurement for financial assets and impairment requirements.

The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit.

5. **Risk management and financial Instruments**

Financial instruments are agreements between two parties that give rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company classifies its financial instruments as follows: cash is classified as FVTPL; accounts receivable are classified as amortized cost; and accounts payable and accrued liabilities and due to related party, as amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

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

Credit risk

Credit losses are measured using a present value and probability-weighted model that considers all reasonable and supportable information available without undue cost or effort along with the information available concerning past defaults, current conditions and forecasts at the reporting date. IFRS 9 requires the recognition of 12 month expected credit losses (the portion of lifetime expected credit losses from default events that are expected within 12 months of the reporting date) if credit risk has not significantly increased since initial recognition (stage 1), and lifetime expected credit losses for financial instruments for which the credit risk has increased significantly since initial recognition (stage 2) or which are credit impaired (stage 3). There are no expected credit losses with respect to the Company's financial instruments held at amortized cost.

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

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk consists of interest rate risk, foreign currency risk and other price risk. As at December 31, 2018, the Company is not exposed to significant market risk.

(Expressed in Canadian dollars)

5. **Risk management and financial Instruments (continued)**

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to attempt to ensure that it will have sufficient cash or credit available to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities, and by maintaining its lending arrangement with a related party. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of December 31, 2018, and are anticipated to be paid for by a related party.

6. **Share capital**

(a) **Authorized**

The Company's authorized share capital consists of an unlimited number of common shares without par value.

(b) **Reconciliation of changes in share capital**

During the period ended December 31, 2017, the Company issued 5,080,725 common shares for cash of $51. The Company was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Company's common shares were distributed to shareholders of Anacott on a pro-rata basis. As part of the plan of arrangement, the Company's share capital was decreased by 31,618 shares.

During the year ended December 31, 2018, the Company issued 2,165,500 common shares for $217 cash.

7. **Financial instruments**

Categories of financial assets and financial liabilities
Financial instruments are classified into one of the following three categories: FVTPL; FVTOCI; and amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

Financial instrument	Category	December 31, 2018	December 31, 2017
Cash	FVTPL	$ 7,627	$ -
Amounts receivable	Amortized Cost	$ 5,916	$ 3,201
Accounts payable and accrued liabilities	Amortized Cost	$ 31,317	$ 4,910
Due to related party	Amortized Cost	$ 82,093	$ 64,819

(Expressed in Canadian dollars)

8. Related party disclosures

Key management compensation

Key management personnel at the Company are the directors and officers of the Company. The remuneration of key management personnel during the periods is as follows:

	Year ended December 31, 2018	Period ended December 31, 2017
Director remuneration[1]	$ -	$ -
Officer remuneration[1]	$ 26,675	$ 12,000
Share-based payments	$ -	$ -

1 Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees for key management personnel.

Included in accounting and corporate secretarial fees is $26,675 (2017 - $12,000) owed to Anacott, a corporation with common directors or officers, for the provision of key management services.

Due to related party at December 31, 2018 is comprised of $82,093 (2017 - $64,819) due to Anacott. These amounts relate primarily to the costs of incorporation and the plan of arrangement, as well as the provision of key management services as described above.

9. Amalgamation Agreement

On December 21, 2018, the Company entered into an amalgamation agreement (the "Amalgamation Agreement") with Agile Blockchain Corp. ("Agile"). Under the terms of the Amalgamation Agreement, the Company and Agile (collectively the "Parties") propose to combine the business and assets of Agile and the Company through an amalgamation (the "Transaction").

Pursuant to the Amalgamation Agreement, Agile shall raise minimum gross proceeds of $5,000,000, through a non-brokered private placement at a price of $0.25 per common share, prior to the completion of the Transaction. Immediately prior to the closing of the Transaction, a share consolidation of the Company's common shares shall occur, using a consolidation ratio of approximately 5.48:1. The Company will change its name to Agile Blockchain Corp., or an agreed upon name.

As consideration for entering into the Amalgamation Agreement, Agile paid the Company (1) $25,000 upon the execution of the Amalgamation Agreement (paid), and (2) agreed to pay $5,000 each month thereafter, beginning January, 2019. Such payments are a non-refundable deposit to fund the working capital and Transaction expenses of the Company. Subject to certain termination events, the non-terminating Party is entitled to a $100,000 termination payment.

(Expressed in Canadian dollars)

10. Income Taxes

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 27.00% to income before income taxes. The reasons for the differences are as follows:

		2018		2017
Loss for the year	$	(58,556)	$	(66,579)
Statutory income tax rate		27.00%		26.00%
Expected income tax recovery		(15,810)		(17,311)
Effect of the income tax rate change		(666)		-
Unrecognized benefit of deferred tax assets		16,476		17,311
Income tax expense	$	-	$	-

The Company recognizes a deferred tax asset on unused tax losses or other deductible amounts only when the Company expects to have future taxable profit against which the amounts could be utilized. The Company's deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following unrecognized asset amounts:

		2018		2017
Eligible capital property		16,840		11,541
Non-capital losses carried forward		16,947		5,770
Unrecognized deductible temporary differences	$	33,787	$	17,311

The Company has non-capital losses of approximately $62,765 (2017 - $22,192). The non-capital losses carried forward will begin to expire in 2037 if unused.

Stowe One Investments Corp.

Management Discussion and Analysis

For the year ended December 31, 2018 and period from formation on June 16, 2017 to December 31, 2017

(Expressed in Canadian dollars)

MANAGEMENT DISCUSSION AND ANALYSIS

YEAR ENDED DECEMBER 31, 2018

INTRODUCTION

The Management Discussion & Analysis has been prepared by management and reviewed and approved by the Board of Directors on April 26, 2019. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited financial statements and the related notes thereto for the year ended December 31, 2018. The information provided herein supplements but does not form part of the financial statements. This discussion covers the year ended December 31, 2018 and the subsequent period up to April 26, 2019, the date of issue of this MD&A. Monetary amounts in the following discussion are in Canadian dollars unless otherwise noted.

Additional information regarding the Corporation can be found on the Corporation's page at www.sedar.com.

This MD&A contains Forward Looking Information.
Please read the Cautionary Statements on page 3 carefully.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws. All statements and information, other than statements of historical fact, included in or incorporated by reference into this MD&A are forward-looking statements and forward-looking information, including, without limitation, statements regarding activities, events or developments that we expect or anticipate may occur in the future. Such forward-looking statements and information can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or "continue" or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.

The forward-looking statements and forward-looking information reflect the current beliefs of the Corporation, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors which could cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. This forward-looking information includes estimates, forecasts, plans, priorities, strategies and statements as to the Corporation's current expectations and assumptions concerning, among other things, ability to access sufficient funds to carry on operations, compliance with current or future regulatory regimes, particularly in the case of ambiguities, financial and operational performance and prospects, collection of receivables, anticipated conclusions of negotiations to acquire projects or investments, our ability to attract and retain skilled staff and consultants, expectations of market prices and costs, expansion plans and objectives, requirements for additional capital, the availability of financing, and the future development and costs and outcomes of the Corporation's projects or investments. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to vary materially.

We caution readers of this MD&A not to place undue reliance on forward-looking statements and information contained herein, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements and information. These factors include: unanticipated future operational difficulties (including cost escalation, unavailability of materials and equipment, industrial disturbances or other job action and unanticipated events related to health, safety and environmental matters); social unrest; failure of counterparties to perform their contractual obligations; changes in priorities, plans, strategies and prospects; general economic, industry, business and market conditions; disruptions or changes in the credit or securities markets; changes in law, regulation, or application and interpretation of the same; the ability to implement business plans and strategies, and to pursue business opportunities; rulings by courts or arbitrators, proceedings and investigations; inflationary pressures; and various other events, conditions or circumstances that could disrupt the Corporation's priorities, plans, strategies and prospects including those detailed from time to time in the Corporation's reports and public filings with the Canadian securities administrators, filed on SEDAR.

This information speaks only as of the date of this MD&A. The Corporation undertakes no obligation to revise or update forward-looking information after the date of this document, nor to make revisions to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws or the policies of the TSX-V exchange.

THE CORPORATION

Stowe One Investments Corp. ("Stowe One" or "the Corporation") was incorporated under the Business Corporations Act (British Columbia) on June 16, 2017. The Corporation is a reporting issuer in British Columbia, and Alberta, but does not trade on a stock exchange.

The Corporation's current business is to comply with all reporting requirements while endeavoring to find, acquire and finance a suitable business or project, or consider options resulting in the Corporation being acquired by a third party. The Corporation has entered into an Amalgamation Agreement (see Amalgamation Agreement section below) that will result Corporation being acquired, subject to certain conditions being met.

RECENT EVENTS

Plan of arrangement

The Corporation was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Corporation's common shares were distributed to shareholders of Anacott on a pro-rata basis.

Amalgamation Agreement

On December 21, 2018, the Corporation entered into an amalgamation agreement (the "Amalgamation Agreement") with Agile Blockchain Corp. ("Agile"). Under the terms of the Amalgamation Agreement, the Corporation and Agile (collectively the "Parties") propose to combine the business and assets of Agile and the Corporation through an amalgamation (the "Transaction").

Pursuant to the Amalgamation Agreement, Agile shall raise minimum gross of proceeds of $5,000,000, through a non-brokered private placement at a price of $0.25 per common share, prior to the completion of the Transaction. Immediately prior to the closing of the Transaction, a share consolidation of the Corporation's common shares shall occur, using a consolidation ratio of approximately 5.48:1. The Corporation will change its name to Agile Blockchain Corp., or an agreed upon name.

As consideration for entering into the Amalgamation Agreement, Agile paid the Corporation (1) $25,000 upon the execution of the Amalgamation Agreement (received), and (2) agreed to pay $5,000 each month thereafter, beginning January, 2019. Such payments are a non-refundable deposit to fund the working capital and Transaction expenses of the Corporation. Subject to certain termination events, the non-terminating Party is entitled to a $100,000 termination payment.

SUMMARY OF QUARTERLY RESULTS

The Corporation was incorporated under the Business Corporations Act (British Columbia) on June 16, 2017. As such, it has been in existence for only seven of the past eight quarters.

Quarter ended		31-Dec-18		30-Sep-18		30-Jun-18		31-Mar-18
Revenue [(1)]		-		-		-		-
Loss for the quarter	$	(31,890)	$	(8,575)	$	(8,125)	$	(9,966)
Loss per share	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)
Quarter ended		**31-Dec-17**		**30-Sep-17**		**30-Jun-17**		**31-Mar-17**
Revenue [(1)]		-		-		-		-
Loss for the quarter	$	(7,768)	$	(58,811)	$	-	$	N/A
Loss per share	$	(0.00)	$	(0.00)	$	(0.00)	$	N/A

(1) this being a corporation without a revenue-generating business, there are no revenues from operations or investments;

Loss for the quarter ended December 31, 2018

Losses of $31,890 in the three months ended December 31, 2018 ("Q418") consist primarily of legal fees of $20,720 in connection to the Amalgamation Agreement, compared to $nil legal fees in the three months ended December 31, 2017 ("Q417"). The remaining loss items in Q418 total $11,170, and represent an increase in operating expenses compared to Q417 losses of $7,768 due to increased business activity relating to the Amalgamation Agreement. With the exception of increased losses in Q418 related to the Amalgamation Agreement, losses for each three month period of the year ended December 31, 2018 are comparable, and consist primarily of stable operating expenses. Losses of $58,811 in the three months ended September 30, 2017 ("Q317") were significantly higher than Q417, incurred in order to establish the Corporation and to draft and enact the plan of arrangement, through which the Corporation was distributed from Anacott's ownership to the shareholders of Anacott. The largest cost in Q317 was for legal expenses at $45,000, with legal costs in Q418 totalling $20,720.

SELECTED ANNUAL INFORMATION

The Corporation was established under the Business Corporations Act (British Columbia) on June 16, 2017. As such, it has been in existence for only part of 2017 and all of 2018.

Year ended		2018		2017 (1)	2016
Loss	$	(58,556)	$	(66,579)	N/A
Basic & loss per share	$	(0.01)	$	(0.01)	N/A
Total assets	$	13,543	$	3,201	N/A
Non-current financial liabilities	$	-	$	-	N/A
Cash dividends paid	$	-	$	-	N/A

(1) The Corporation was incorporated on June 16, 2017, and therefore the 2017 comparable period is for the period from formation June 16, 2017 to December 31, 2017.

Loss for the year ended December 31, 2018

Losses of $58,556 in the year ended December 31, 2018 ("F18") have decreased from losses of $66,579 for the period from formation on June 16, 2017 to December 31, 2017 ("F17"). General operating expenses (besides legal fees) remained steady throughout F18 and consisted primarily of accounting and corporate secretarial fees of $26,981 (F17 - $12,000), and other operating expenses. The largest cost in F18 was legal costs of $20,720, incurred in connection to the Amalgamation Agreement. The largest cost in F17 was legal costs of $45,000, incurred in order to establish the Corporation and to draft and enact the plan of arrangement, through which the Corporation was distributed from Anacott's ownership to the shareholders of Anacott. Accounting and corporate secretarial fees and other operating expenses were less in F17, as the Corporation was formed roughly half of the way through the year.

Cash flows for the year ended December 31, 2018

During F18, the Corporation received $25,000 cash in relation to the Amalgamation Agreement, and a small amount of cash from the issuance of common shares. From these cash inflows, $17,500, was used to decrease payables balances. During F17 the Corporation's operating activities were cashflow neutral, as the Corporation did not have cash to pay its payables. Any expenses cause an increase in payables. A small amount of cash was raised through the sale of common shares, and was used to reduce payables.

LIQUIDITY AND CAPITAL RESOURCES

The Corporation had a working capital[1] deficit of $124,867 (2017 - $66,528) as of December 31, 2018. The Corporation does not have revenues from operations, and relies on outside funding for its continuing financial liquidity. The Corporation will need additional financing in order to continue operations.

Management cautions that the Corporation's ability to raise additional funding is not certain. Additional funds will be required in order to pursue the Corporation's current business plans. An inability to raise additional funds would adversely impact the future assessment of the Corporation as a going concern.

[1] Working capital, a non-GAAP-measure is defined as current assets net of current liabilities.

SIGNIFICANT ACCOUNTING JUDGMENTS AND USE OF ESTIMATES

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

The Corporation's significant judgments and estimates are disclosed in Note 3 of the audited annual financial statements for the year ended December 31, 2018.

CHANGES IN ACCOUNTING POLICIES

Accounting policies used in the year, and changes anticipated in future periods, are as set out in the Corporation's audited annual financial statements for the year ended December 31, 2018 (Note 4).

Changes in Internal Controls over Financial Reporting

There have been no changes in the Corporation's internal control over financial reporting during the year ended December 31, 2018, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and a deposit. It is management's opinion that the Corporation is not exposed to significant interest risk arising from the financial instruments. The Corporation is exposed to credit risk in relation to the receivables balances, however, most receivables are in relation to sales tax due from the Canadian government. Credit risk is managed for receivables by seeking prompt payment, monitoring the age of receivables, and making follow up inquiries when receivables are not paid in a timely manner. The Corporation does not engage in any hedging activities. Financial instruments do not generally expose the Corporation to risk that is significant enough to warrant reducing via purchasing specific insurance or offsetting financial instruments. Further discussion of these risks is presented in Note 5 of the Corporation's audited financial statements, for the year ended December 31, 2018.

RELATED PARTY DISCLOSURES

Key management compensation

Key management personnel at the Corporation are the directors and officers of the Corporation. The remuneration of key management personnel during the periods is as follows:

		Year ended December 31, 2018		Period ended December 31, 2017
Director remuneration[1]	$	-	$	-
Officer remuneration[1]	$	26,675	$	12,000
Share-based payments	$	-	$	-

1 Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees for key management personnel.

Other than the amounts disclosed above, there were no short-term employee benefits or share-based payments granted to key management personnel during the year ended December 31, 2018 or period from formation on June 16, 2017 to December 31, 2017.

In accordance with Item 1.9 of Part 2 of Form 51-102.F1 the Corporation has no ongoing contractual commitments with related parties, apart from those established under the employee-employer or service-provider relationship. Amounts are recorded at the exchange amount agreed between the parties. Remuneration was owing to Anacott of $26,675 (2017 - $12,000) for services of the Chief Financial Officer.

Accounts payable and accrued liabilities

Due to related party at December 31, 2018 is comprised of $82,093 (2017 - $64,819) due to Anacott. These amounts relate primarily to the costs of incorporation and the plan of arrangement, as well as the provision of key management services as described above.

Plan of arrangement

The Corporation was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Corporation's common shares were distributed to shareholders of Anacott on a pro-rata basis.

RISK FACTORS AND MANAGEMENT'S RESPONSIBILITY OVER FINANCIAL REPORTING

Risk Factors

Early-stage entities face a variety of risks and, while unable to eliminate all of them, the Corporation aims to manage and reduce such risks as much as possible. The Corporation's ability to mitigate risk, without any cash at its disposal, is, however, extremely limited.

Selecting investments is a competitive process. The Corporation seeks to maintain an appropriate balance by carefully considering risks to ensure an investment's level of risk is commensurate with the Corporation's assessment of the project's potential.

The Corporation has a limited history of existence. There can be no assurance that it will be successful in its quest to find, acquire and finance a suitable business or project. Equity or debt financing will be required to complete the implementation of its business plan. There can be no assurance that the Corporation will be able to obtain adequate financing to continue. **The securities of the Corporation should be considered a highly speculative investment.**

The following risk factors should be given special consideration when evaluating an investment in any of the Corporation's securities:

a) the Corporation has had no profitable business activity;

b) the Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends in the foreseeable future;

c) the Corporation has only limited funds with which to continue supporting operations, or alternatively with which to identify and evaluate other potential opportunities and there can be no assurance that the Corporation will be able to realize either of these goals;

d) the business or project may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;

e) there can be no assurance that an active and liquid market for the common shares will develop and an investor may find it difficult to resell its common shares; and

f) if the Corporation fails to complete the acquisition of a suitable business or project, an interim cease trade order may be issued against the Corporation's securities by an applicable securities commission.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation has not entered into any off-balance sheet arrangements.

OUTSTANDING COMMON SHARES DATA

The following section updates the outstanding share data provided in the audited financial statements for the year ended December 31, 2018.

Common Shares:

Common Shares outstanding at December 31, 2018 and April 26, 2019	7,214,607

Stowe One Investments Corp.

Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2019 and 2018

(Expressed in Canadian dollars)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying condensed consolidated interim financial statements of Stowe One Investments Corp. are the responsibility of the Company's management and are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgment based on information currently available.

Management has developed and maintains a system of internal controls to ensure that the Company's assets are safeguarded, transactions are authorized and properly recorded, and financial information is reliable.

The Board of Directors is responsible for ensuring management fulfills its responsibilities for financial reporting and internal controls through an audit committee, which is comprised primarily of non-management directors. The Audit Committee reviews the financial statements prior to their submission to the Board of Directors for approval.

"Walter Coles Jr."

Walter Coles Jr.
Chief Executive Officer

"Andrew MacRitchie"

Andrew MacRitchie
Chief Financial Officer

Vancouver, British Columbia
November 29, 2019

Stowe One Investments Corp.

Condensed Consolidated Interim Statements of Financial Position

(Expressed in Canadian Dollars)

	September 30 2019	December 31 2018
ASSETS		
Current assets		
Cash	$ 235	$ 7,627
Amounts receivable	9,184	5,916
	$ 9,419	$ 13,543
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	$ 68,265	$ 31,317
Due to related party (Note 5)	69,248	82,093
Deposit (Note 6)	65,000	25,000
	202,513	138,410
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Share capital (Note 4)	268	268
Deficit	(193,362)	(125,135)
	(193,094)	(124,867)
	$ 9,419	$ 13,543

Nature and continuance of operations and going concern (Note 1)

These condensed consolidated interim financial statements were approved by the Board of Directors on November 29, 2019 and are signed on their behalf by:

"Walter Coles Jr.", **Director** *"Barbara Broughton"*, **Director**

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

Stowe One Investments Corp.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

	For the nine months ended September 30		For the three months ended September 30	
	2019	**2018**	**2019**	**2018**
EXPENSES				
Accounting and corporate secretarial fees	$ 19,143	$ 18,000	$ 6,008	$ 6,000
Audit fees	4,793	4,300	1,250	1,750
Consulting fees	6,300	-	6,300	-
Legal fees	34,831	-	28,546	-
Bank Fees	80	-	18	-
Regulatory and transfer agent fees	2,706	4,366	904	825
Travel	374	-	374	-
Net and comprehensive loss for the period	$ 68,227	$ 26,666	$ 43,400	$ 8,575
Basic and diluted loss per share	$ 0.01	$ 0.00	$ 0.01	$ 0.00
Weighted average number of shares outstanding	7,214,607	6,824,499	7,214,607	7,214,607

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

Stowe One Investments Corp.

Condensed Consolidated Interim Statement of Changes in Equity

(Expressed in Canadian Dollars)

	Number of Shares		Share Capital		Deficit		Shareholders' equity (deficiency)
Balance at December 31, 2017	5,049,107	$	51	$	(66,579)	$	(66,528)
Issuance of common shares	2,165,500		21		-		21
Net and comprehensive loss for the period	-		-		(26,666)		(26,666)
Balance at September 30, 2018	7,214,607	$	72	$	(93,245)	$	(93,173)
Balance at December 31, 2018	7,214,607	$	268	$	(125,135)	$	(124,867)
Net and comprehensive loss for the period	-		-		(68,227)		(68,227)
Balance at September 30, 2019	7,214,607	$	268	$	(193,362)	$	(193,094)

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

Stowe One Investments Corp.

Condensed Consolidated Interim Statements of Cash Flows

(Expressed in Canadian Dollars)

	Nine months ended September 30 2019	Nine months ended September 30 2018
Cash provided by (used for):		
Operating activities		
Net and comprehensive loss	$ (68,227)	$ (26,666)
Change in non-cash working capital:		
Accounts receivable	(3,268)	(1,207)
Accounts payable and accrued liabilities	36,948	4,424
Due to related party	(12,845)	23,428
Deposit	40,000	-
	(7,392)	(21)
Financing activities		
Issuance of common shares	-	21
	-	21
Change in cash during the period	(7,392)	-
Cash, beginning of the period	7,627	-
Cash, end of the period	$ 235	$ -

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

1. Nature of operations and going concern

Stowe One Investments Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on June 16, 2017, and its principal business activity is searching for a project to acquire, while complying with the requirements of being a public company. The Company's registered place of business is located at 650 - 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3, Canada. The Company is in the startup stage of operations, and does not yet have any revenue-generating activity.

The Company was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Company's common shares were distributed to shareholders of Anacott on a pro-rata basis.

The consolidated financial statements were prepared on a going concern basis with the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has a working capital deficit of $193,094 (December 31, 2018 – $124,867), has incurred significant operating losses and debts to finance operations, and will require additional financing in order to continue operations. There is no assurance that such funding will be available. An inability to raise additional funds would adversely impact the future assessment of the Company as a going concern. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The Company is dependent upon its ability to finance its operations and exploration programs through financing activities that may include issuances of additional debt or equity securities. The recoverability of the carrying value of accounts receivable and, ultimately, the Company's ability to continue as a going concern, is dependent upon the Company's ability to raise financing to complete the acquisition of a project, the realization of which is uncertain. The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. These adjustments could be material.

2. Summary of significant accounting policies

Basis of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting, are in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and are consistent with interpretations by the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed consolidated interim financial statements have been prepared using the accounting policies as set out in the audited annual financial statements for the year ended December 31, 2018, with the adoption of updated policies described later in note 2. The disclosures which follow do not include all disclosures required for the annual financial statements. These unaudited condensed consolidated interim financial statements should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2018.

Basis of measurement

The condensed consolidated interim financial statements have been prepared on the historical cost basis except for the revaluation of certain financial assets and financial liabilities to fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. Summary of significant accounting policies (continued)

Details of the group
In addition to the Company, the consolidated financial statements include the accounts of its sole, 100% owned subsidiary: 1191212 BC Ltd., a British Columbia corporation.

Subsidiaries are corporations over which the Company is able, directly or indirectly, to control financial and operating policies, which is authority usually connected with holding majority voting rights. Subsidiaries are fully consolidated from the date on which control is acquired by the Company. Inter-company transactions and balances are eliminated upon consolidation. They are de-consolidated from the date when control by the Company ceases.

Significant accounting estimates and judgments
The preparation of these condensed consolidated interim financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses and recoveries during the reporting periods. Actual outcomes could differ from these estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

New standards, amendments and interpretations

The IASB has issued a number of amendments to standards and interpretations, and one new standard, which were not yet effective in 2019, and have not been applied in preparing these condensed consolidated interim financial statements. It is anticipated that these amendments and the one new standard will have no impact on the Company's financial statements when they are adopted in future years.

The IASB has also issued several new standards which are effective January 1, 2019 and were first adopted by the Company in the nine-month period ended September 30, 2019. Pronouncements that are not applicable to the Company have been excluded from this note.

IFRS 16 Leases

A finalized version of IFRS 16 *Leases* replaces IAS 17 *Leases*. The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. The Company does not lease any assets, and so there was no impact on these condensed consolidated interim financial statements.

3. Risk management and financial instruments

Financial instruments are agreements between two parties that give rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company classifies its financial instruments as follows: cash is classified as fair value through profit and loss ("FVTPL"); amounts receivable are classified as amortized cost; and accounts payable and accrued liabilities and due to related party, as amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

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

3. Risk management and financial instruments (continued)

Credit risk

Credit losses are measured using a present value and probability-weighted model that considers all reasonable and supportable information available without undue cost or effort along with the information available concerning past defaults, current conditions and forecasts at the reporting date. IFRS 9 requires the recognition of 12 month expected credit losses (the portion of lifetime expected credit losses from default events that are expected within 12 months of the reporting date) if credit risk has not significantly increased since initial recognition (stage 1), and lifetime expected credit losses for financial instruments for which the credit risk has increased significantly since initial recognition (stage 2) or which are credit impaired (stage 3). There are no expected credit losses with respect to the Company's financial instruments held at amortized cost.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk consists of interest rate risk, foreign currency risk and other price risk. As at September 30, 2019, the Company is not exposed to significant market risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to attempt to ensure that it will have sufficient cash or credit available to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities, and by maintaining its lending arrangement with a related party. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of September 30, 2019.

4. Share Capital

(a) **Authorized**

The Company's authorized share capital consists of an unlimited number of common shares without par value.

(b) **Reconciliation of changes in share capital**

During the year ended December 31, 2018, the Company issued 2,165,500 common shares for $217 cash.

During the period ended September 30, 2019, the Company did not issue any common shares.

(Expressed in Canadian dollars)

5. Related party disclosures

Key management compensation

Key management personnel at the Company are the directors and officers of the Company. The remuneration of key management personnel during the periods is as follows:

		Period ended September 30 2019		Period ended September 30 2018
Director remuneration[1]	$	-	$	-
Officer remuneration[1]	$	15,200	$	18,000
Share-based payments	$	-	$	-

1 Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees for key management personnel.

Other than the amounts disclosed above, there were no short-term employee benefits or share-based payments granted to key management personnel during the period ended September 30, 2019.

Included in accounting and corporate secretarial fees is $19,143 (Period ended September 30, 2018 – $18,000) owed to Anacott, a corporation with common directors or officers, $15,200 of which relates to the provision of key management services.

Due to related party at September 30, 2019 is comprised of $69,248 (December 31, 2018 - $82,093) due to Anacott. These amounts relate primarily to the costs of incorporation and the plan of arrangement, as well as the provision of key management services as described above.

6. Amalgamation Agreement

On December 21, 2018, the Company entered into an amalgamation agreement (the "Amalgamation Agreement") with Agile Blockchain Corp. ("Agile"). Under the terms of the Amalgamation Agreement, the Company and Agile (collectively the "Parties") propose to combine the business and assets of Agile and the Company through an amalgamation (the "Transaction").

Pursuant to the Amalgamation Agreement, Agile shall raise minimum gross proceeds of $5,000,000, through a non-brokered private placement at a price of $0.25 per common share, prior to the completion of the Transaction. Immediately prior to the closing of the Transaction, a share consolidation of the Company's common shares shall occur, using a consolidation ratio of approximately 5.48:1. The Company will change its name to Agile Blockchain Corp., or an agreed upon name.

As consideration for entering into the Amalgamation Agreement, Agile paid the Company (1) $25,000 upon the execution of the Amalgamation Agreement (paid at December 31, 2018), and (2) agreed to pay $5,000 each month thereafter. Such payments are a non-refundable deposit to fund the working capital and Transaction expenses of the Company. Subject to certain termination events, the non-terminating Party is entitled to a $100,000 termination payment.

Stowe One Investments Corp.

Management Discussion and Analysis

For the nine month period ended September 30, 2019 and 2018

(Expressed in Canadian dollars)

MANAGEMENT DISCUSSION AND ANALYSIS

PERIOD ENDED SEPTEMBER 30, 2019

INTRODUCTION

The Management Discussion & Analysis has been prepared by management and reviewed and approved by the Board of Directors on November 29, 2019. The following discussion of performance, financial condition and future prospects should be read in conjunction with the unaudited condensed consolidated interim financial statements and the related notes thereto for the nine months ended September 30, 2019 and September 30, 2018, and in conjunction with the audited annual financial statements and the related notes thereto for the year ended December 31, 2018 and the period ended December 31, 2017. The information provided herein supplements but does not form part of the condensed consolidated interim financial statements. This discussion covers the period ended September 30, 2019 and the subsequent period up to November 29, 2019, the date of issue of this MD&A. Monetary amounts in the following discussion are in Canadian dollars unless otherwise noted.

Additional information regarding the Corporation can be found on the Corporation's page at www.sedar.com.

This MD&A contains Forward Looking Information.
Please read the Cautionary Statements on page 3 carefully.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws. All statements and information, other than statements of historical fact, included in or incorporated by reference into this MD&A are forward-looking statements and forward-looking information, including, without limitation, statements regarding activities, events or developments that we expect or anticipate may occur in the future. Such forward-looking statements and information can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or "continue" or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.

The forward-looking statements and forward-looking information reflect the current beliefs of the Corporation, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors which could cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. This forward-looking information includes estimates, forecasts, plans, priorities, strategies and statements as to the Corporation's current expectations and assumptions concerning, among other things, ability to access sufficient funds to carry on operations, compliance with current or future regulatory regimes, particularly in the case of ambiguities, financial and operational performance and prospects, collection of receivables, anticipated conclusions of negotiations to acquire projects or investments, our ability to attract and retain skilled staff, expectations of market prices and costs, expansion plans and objectives, requirements for additional capital, the availability of financing, and the future development and costs and outcomes of the Corporation's projects or investments. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to vary materially.

We caution readers of this MD&A not to place undue reliance on forward-looking statements and information contained herein, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements and information. These factors include: unanticipated future operational difficulties (including cost escalation, unavailability of materials and equipment, industrial disturbances or other job action and unanticipated events related to health, safety and environmental matters); social unrest; failure of counterparties to perform their contractual obligations; changes in priorities, plans, strategies and prospects; general economic, industry, business and market conditions; disruptions or changes in the credit or securities markets; changes in law, regulation, or application and interpretation of the same; the ability to implement business plans and strategies, and to pursue business opportunities; rulings by courts or arbitrators, proceedings and investigations; inflationary pressures; and various other events, conditions or circumstances that could disrupt the Corporation's priorities, plans, strategies and prospects including those detailed from time to time in the Corporation's reports and public filings with the Canadian securities administrators, filed on SEDAR.

This information speaks only as of the date of this MD&A. The Corporation undertakes no obligation to revise or update forward-looking information after the date of this document, nor to make revisions to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws or the policies of the TSX-V exchange.

THE CORPORATION

Stowe One Investments Corp. ("Stowe One" or "the Corporation") was incorporated under the Business Corporations Act (British Columbia) on June 16, 2017. The Corporation is a reporting issuer in British Columbia, and Alberta, but does not trade on a stock exchange.

The Corporation's current business is acquiring and exploring mineral properties.

RECENT EVENTS

Financing activities

During the period ended September 30, 2019, the Company did not issue any common shares and financed its operations through the generous repayment terms of its creditors.

Amalgamation Agreement

On December 21, 2018, the Corporation entered into an amalgamation agreement (the "Amalgamation Agreement") with Agile Blockchain Corp. ("Agile"). Under the terms of the Amalgamation Agreement, the Corporation and Agile (collectively the "Parties") propose to combine the business and assets of Agile and the Corporation through an amalgamation (the "Transaction").

Pursuant to the Amalgamation Agreement, Agile shall raise minimum gross proceeds of $5,000,000, through a non-brokered private placement at a price of $0.25 per common share, prior to the completion of the Transaction. Immediately prior to the closing of the Transaction, a share consolidation of the Corporation's common shares shall occur, using a consolidation ratio of approximately 5.48:1. The Corporation will change its name to Agile Blockchain Corp., or an agreed upon name.

As consideration for entering into the Amalgamation Agreement, Agile paid the Corporation (1) $25,000 upon the execution of the Amalgamation Agreement (paid at December 31, 2018), and (2) agreed to pay $5,000 each month thereafter. Such payments are a non-refundable deposit to fund the working capital and Transaction expenses of the Corporation. Subject to certain termination events, the non-terminating Party is entitled to a $100,000 termination payment.

SUMMARY OF QUARTERLY RESULTS

The Corporation was incorporated under the Business Corporations Act (British Columbia) on June 16, 2017.

Quarter ended		30-Sep-19		30-Jun-19		31-Mar-19		31-Dec-18
Revenue [1]		-		-		-		-
Loss for the quarter	$	(43,400)	$	(15,942)	$	(8,885)	$	(31,890)
Loss per share	$	(0.01)	$	(0.00)	$	(0.00)	$	(0.00)
Quarter ended		**30-Sep-18**		**30-Jun-18**		**31-Mar-18**		**31-Dec-17**
Revenue [1]		-		-		-		-
Loss for the quarter	$	(8,575)	$	(8,125)	$	(9,966)	$	(7,768)
Loss per share	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)

(1) this being a Corporation without operations or investments, there are no revenues from operations or investments;

Loss for the quarter ended September 30, 2019

Losses for three months ended September 30, 2019 ("Q319") are higher than the losses of $8,575 during the three months ended September 30, 2018 ("Q318"), due to $28,546 in legal costs and $6,300 in consulting costs in connection with the amalgamation agreement described above. Losses of $31,890 in the three months ended December 31, 2018 ("Q418") consist primarily of legal fees of $20,720 in connection to the Amalgamation Agreement, while the remaining loss items in Q418 total $11,170.

Loss for the nine months ended September 30, 2019

Losses of $68,227 in the nine months ended September 30, 2019 after removing legal costs of $34,831 and consulting costs of $6,300 represent the approximate steady-state operational costs of the Corporation, and are comparable to losses of $26,666 for the nine month period ended September 31, 2018.

Cash flows for the nine months ended September 30, 2019

During the nine months ended September 30, 2019, the Corporation was cashflow negative as $40,000 in cash collected in relation to the amalgamation agreement was applied to operating expenses, for an overall decrease in cash of $7,392 during Q319. During the period ended September 30, 2018, the Corporation's operating activities were cashflow neutral, as the Corporation did not have cash to pay its payables. Any expenses caused an increase in payables. A small amount of cash was raised through the sale of common shares, and was used to reduce payables.

LIQUIDITY AND CAPITAL RESOURCES

The Corporation had a working capital[1] deficit of $193,094 as of September 30, 2019 (December 31, 2018: deficit of $124,867). The Corporation does not have revenues from operations, and relies on outside funding for its continuing financial liquidity. The Corporation will need additional financing in order to continue operations.

Management cautions that the Corporation's ability to raise additional funding is not certain. Additional funds will be required in order to pursue the Corporation's current business plans. An inability to raise additional funds would adversely impact the future assessment of the Corporation as a going concern.

CHANGES IN ACCOUNTING POLICIES

Accounting policies used in the quarter are as set out in the Corporation's audited annual financial statements for the year ended December 31, 2018, with the adoption of updated policies to comply with evolving International Financial Reporting Standards, which are described in note 2 of the condensed consolidated interim financial statements for the period ended September 30, 2019.

FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash, receivables, accounts payable and accrued liabilities. It is management's opinion that the Corporation is not exposed to significant interest risk arising from the financial instruments. The Corporation is exposed to credit risk in relation to the receivables balances, however, most receivables are in relation to sales tax due from the Canadian government. Credit risk is managed for receivables by seeking prompt payment, monitoring the age of receivables, and making follow up inquiries when receivables are not paid in a timely manner. The Corporation does not engage in any hedging activities. Financial instruments do not generally expose the Corporation to risk that is significant enough to warrant reducing via purchasing specific insurance or offsetting financial instruments. Further discussion of these risks is presented in note 3 of the Corporation's condensed consolidated interim financial statements, for the period ended September 30, 2019.

[1] Working capital, a non-GAAP-measure is defined as current assets net of current liabilities.

RELATED PARTY TRANSACTIONS

Key management compensation

Key management personnel at the Corporation are the directors and officers of the Corporation. The remuneration of key management personnel during the periods is as follows:

		Period ended September 30 2019		Period ended September 30 2018
Director remuneration[1]	$	-	$	-
Officer remuneration[1]	$	15,200	$	18,000
Share-based payments	$	-	$	-

1 Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees for key management personnel.

Other than the amounts disclosed above, there were no short-term employee benefits or share-based payments granted to key management personnel during the period ended September 30, 2019.

Included in accounting and corporate secretarial fees is $19,143 (Period ended September 30, 2018 – $18,000) owed to Anacott, a corporation with common directors or officers, $15,200 of which relates to the provision of key management services.

Due to related party at September 30, 2019 is comprised of $69,248 (December 31, 2018 - $82,093) due to Anacott. These amounts relate primarily to the costs of incorporation and the plan of arrangement, as well as the provision of key management services as described above.

RISK FACTORS AND MANAGEMENT'S RESPONSIBILITY OVER FINANCIAL REPORTING

Risk Factors

Early-stage entities face a variety of risks and, while unable to eliminate all of them, the Corporation aims to manage and reduce such risks as much as possible. The Corporation's ability to mitigate risk, without any cash at its disposal, is, however, extremely limited.

Selecting investments is a competitive process. The Corporation seeks to maintain an appropriate balance by carefully considering risks to ensure an investment's level of risk is commensurate with the Corporation's assessment of the project's potential.

The Corporation has a limited history of existence. There can be no assurance that it will be successful in its quest to find, acquire and finance a suitable business or project. Equity or debt financing will be required to complete the implementation of its business plan. There can be no assurance that the Corporation will be able to obtain adequate financing to continue. **The securities of the Corporation should be considered a highly speculative investment.**

The following risk factors should be given special consideration when evaluating an investment in any of the Corporation's securities:

a) the Corporation has had no profitable business activity;

b) the Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends in the foreseeable future;

c) the Corporation has only limited funds with which to continue supporting operations, or alternatively with which to identify and evaluate other potential opportunities and there can be no assurance that the Corporation will be able to realize either of these goals;

d) the business or project may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;

e) there can be no assurance that an active and liquid market for the common shares will develop and an investor may find it difficult to resell its common shares; and

f) if the Corporation fails to complete the acquisition of a suitable business or project, an interim cease trade order may be issued against the Corporation’s securities by an applicable securities commission.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation has not entered into any off-balance sheet arrangements.

OUTSTANDING COMMON SHARE DATA

The following section updates the outstanding common share information provided in the unaudited condensed consolidated interim financial statements for the quarter ended September 30, 2019.

Common Shares:

Shares outstanding at September 30, 2019 and November 29, 2019	7,214,607

APPENDIX "D"
FINANCIAL STATEMENTS AND MD&A OF AGILE

Find attached the audited financial statements and MD&A of Agile for the period from incorporation (March 2, 2018) to December 31, 2018 and unaudited financial statements and MD&A for the interim period ended September 30, 2019.

FINANCIAL STATEMENTS

AGILE BLOCKCHAIN CORP.

Period Ended December 31, 2018
(Expressed in Canadian Dollars)

Agile Blockchain Corp.

FINANCIAL STATEMENTS

December 31, 2018

CONTENTS

Independent Auditors' Report

Agile Blockchain Corp.

STATEMENT OF FINANCIAL POSITION

December 31, 2018

	Notes		December 31, 2018
Assets			
Current assets:			
Cash and cash equivalents		$	**387,308**
Cash held in trust	**12**		**30,202**
Prepaid expenses and sundry assets			**27,385**
Other taxes receivable			**46,656**
			491,551
Non-current assets:			
Equipment	**4**		**12,333**
Total assets		**$**	**503,884**
Liabilities			
Current liabilities:			
Accounts payable and accrued liabilities	**5,11**	**$**	**143,874**
Total liabilities			**143,874**
Shareholders' equity			
Share capital	**6,7**		**1,372,705**
Warrants reserve	**8**		**263,970**
Stock Option Reserve	**9**		**35,808**
Deficit			**(1,312,473)**
Total shareholders' equity			**360,010**
Total liabilities and equity		**$**	**503,884**

Going Concern (Note 1)

Lease Commitment (Note 14)

Subsequent Events (Note 16)

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

"Kaiser Akbar"
Director Approved

"Ray Pomroy"
CEO Approved

Agile Blockchain Corp.

STATEMENT OF LOSS AND COMPREHENSIVE LOSS

For the period from date of inception (March 2, 2018) to December 31, 2018

	Notes		
Expenses:			
Business development		$	218,572
Management fees			125,000
Professional and consulting fees			148,971
Salaries and benefits			105,706
General and administrative expenses			134,538
Marketing			62,791
Financial expenses	6,10		479,000
Share-based compensation	9		35,808
Amortization expenses			5,285
Loss from operations			(1,315,671)
Interest income			3,198
Loss and comprehensive loss		$	(1,312,473)

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

Agile Blockchain Corp.

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

For the period from date of inception (March 2, 2018) to December 31, 2018

	Notes	Number of Shares	Share Capital	Special Warrants	Warrants	Stock Options	Deficit	Total
Balance, March 2, 2018		**-**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
Share issuance	**6**	51,700,002	479,000	-	-	-	-	479,000
Special warrants issuance	**7,8**	-	-	894,651	264,087	-	-	1,158,738
Warrant issuance cost	**6,7,8**	-	(182)	(764)	(117)	-	-	(1,063)
Conversion of Special Warrants	**6,7**	20,924,745	893,887	(893,887)	-	-	-	-
Stock options	**9**	-	-	-	-	35,808	-	35,808
Net loss		-	-	-	-		(1,312,473)	(1,312,473)
Balance, December 31, 2018		**72,624,747**	**$ 1,372,705**	**$ -**	**$ 263,970**	**$ 35,808**	**$ (1,312,473)**	**$ 360,010**

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

Agile Blockchain Corp.

STATEMENT OF CASH FLOWS

For the period from date of inception (March 2, 2018) to December 31, 2018

Cash flow from operating activities	
Net loss for the period	**$ (1,312,473)**
Adjustments to net loss for non-cash items:	
Stock options issued as compensation	**35,808**
Shares issued for services	**74,000**
Shares issued for settlement of debt	**125,000**
Amortization	**5,285**
	(1,072,380)
Changes in non-cash working capital:	
(Increase) in prepaids and other receivables	**(74,041)**
Increase in accounts payables and accrued liabilities	**143,874**
	(1,002,547)
Cash flow used in investing activities	
Purchase of equipment	**(17,618)**
	(17,618)
Cash flow from financing activities	
Proceeds from common shares issuance	**280,000**
Proceeds from special warrants issuance	**1,158,738**
Shares and warrant issuance cost	**(1,063)**
	1,437,675
Increase in cash	**417,510**
Cash, beginning of period	**-**
Cash, end of period	**$ 417,510**
Cash and cash equivalents	**$ 387,308**
Cash held in trust	**30,202**
	$ 417,510

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

1. Nature of Operations

Agile Blockchain Corp. ("Agile" or the "Company") was incorporated on March 2, 2018 in the Province of British Columbia, Canada. The Company is a software company developing software that would help different companies address their supply chain issues within their respective businesses using blockchain backed software solutions. Agile is a privately-held corporation with no subsidiaries or any other affiliated companies. The current Head Office of Agile is located at 15 Toronto Street, Suite 602, Toronto, ON M5C 2E3.

Amalgamation

On December 21, 2018, the Company signed an Amalgamation Agreement with Stowe One Investments Corp. a BC company whereby Agile will acquire 100% of issued and outstanding shares of Stowe One in exchange of Agile shares at a deemed value of a minimum of $0.07 per share. As of the date of the Amalgamation Agreement, Stowe One had a total of 7,214,607 shares outstanding. At a deemed value of $0.07 per share, Stowe One's issued and outstanding shares will be valued at $0.07 x 7,214,607 = $505,022.49 at the time of the amalgamation.

Going Concern

The Company has incurred a net comprehensive loss amounting to $1,312,473 since inception. As at December 31, 2018, the Company had working capital of $347,677. The ability of the Company to continue as a going concern is dependent upon generating profitable operations from its developed products, the continuing financial support of shareholders or other investors, or obtaining new financing on commercial terms acceptable to the Company. All of these outcomes are uncertain and cast significant doubt over the ability of the Company to continue as a going concern.

The accompanying financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The financial statements do not include any adjustments to reflect any events since December 31, 2018 or the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from this uncertainty.

2. Basis of preparation

a) Statement of Compliance:

These financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRIC"). The policies applied in these financial statements are based on IFRS in effect as at December 31, 2018. The financial statements were approved by the Board of Directors on December 31. 2019.

b) Functional and Presentation Currency:

The financial statements have been prepared on a historical cost basis except for certain financial instruments, which are measured at fair value.

The functional currency of the Company is the Canadian Dollar, which is also the presentation currency of these financial statements.

c) The preparation of these financial statements requires management to make certain estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates that, by their nature, are uncertain. The impact of such estimates is pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Areas where estimates are significant to these financial statements are as follows:

i) The estimates used in determining the fair values of warrants and stock-based compensation, utilizes estimates made by management in determining the appropriate input variables in the Black-Scholes valuation model.

Significant judgment is involved in the determination of the useful life for the computation of property, plants and equipment. No assurance can be given that actual useful lives will not differ significantly from current assumptions

d) Accounting estimates and judgements

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. The most significant judgments include those related to the ability of the Company to continue as a going concern, the determination of the useful lives of property, plant and equipment, valuation and recoverability of deferred taxes, and impairment of its financial and non-financial assets. The Company is subject to a number of risks and uncertainties associated with the going concern assumption and exercises judgment to assess the uncertainties relating to the determination of the Company's ability to continue as a going concern.

The most significant estimates and assumptions include those related to the inputs used in accounting for share-based payment transactions and in the valuation of warrants, including volatility, the fair value of financial instruments.

3. Significant Accounting Policies

a) Financial Instruments

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value through profit or loss (FVTPL); ii) those to be measured subsequently at fair value through other comprehensive income (FVOCI); and iii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

Amortized cost

This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the solely principal and interest ("SPPI") criterion. Financial asset classified in this category are measured at amortized cost using the effective interest method.

Fair value through profit or loss

This category includes derivative instruments as well as quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVOCI. This category would also include debt instruments whose cash flow characteristics fail the SPPI criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets in this category are recorded at fair value with changes recognized in profit or loss. Financial assets at fair value through other comprehensive income Equity instruments that are not held-for-trading can be irrevocably designated to have their change in fair value recognized through other comprehensive income instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at fair value through other comprehensive income are initially measured at fair value and changes therein are recognized in other comprehensive income.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in other comprehensive income.

Summary of the Company’s classification and measurements of financial assets and liabilities under IFRS9:

	Classification	**Measurement**
Cash and cash equivalents	FVTPL	Fair value
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

Impairment of financial assets

The Company accounts for impairment losses on financial assets under the expected credit loss ("ECL") approach. IFRS 9 requires the Company to record an allowance for ECLs for all debt financial assets not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate.

b) Cash and cash equivalents - Cash and cash equivalents include cash on account and demand deposits.

c) Income taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that they relate to items recognized directly in deficiency in assets or other comprehensive loss.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in loss and comprehensive loss or in equity depending on the item to which the adjustment relates.
Deferred tax assets are recognized to the extent future recovery is probable. At the end of each reporting period, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

d) Equipment

Equipment is recorded at cost less accumulated amortization. The Company provides for amortization using the following methods at rates designed to amortize the cost of the equipmenty over their estimated useful lives. The annual amortization rates and methods are as follows:

Computer hardware and software	30%	Declining balance

The estimated residual value and useful lives of assets are reviewed by management annually at each reporting date and adjusted if necessary.

e) Provisions and contingencies

Provisions are recognized when a legal contractual or constructive obligation exists, as a result of past events, and it is probable that an future outflow of resources that can be reliably estimated will be required to settle the obligation. Where the effect is material, the provision is discounted using an appropriate current market- based pre-tax discount rate. The increase in the provision due to passage of time is recognized as interest expense.
When a contingency substantiated by confirming events can be reliably measured and is likely to result in an economic outflow, a liability is recognized as the best estimate required to settle the obligation. A contingent liability is disclosed where the existence of an obligation will only be confirmed by future events, or where the amount of a present obligation cannot be measured reliably or will likely not result in an economic outflow. Contingent assets are only disclosed when the inflow of economic benefits is probable. When the economic benefit becomes virtually certain, the asset is no longer contingent and is recognized in the financial statements.

f) Impairment of assets

At each reporting date the Company assesses whether there is any indication that an asset may be impaired. Where an indication of impairment exists, the Company makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Recoverable amount is the greater of fair value (less costs to sell) and value-in-use. It is determined for an individual asset, unless the asset's value-in-use cannot be estimated to be close to its fair value (less costs to sell) and it does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs. 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.

g) Shareholders equity

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

h) Share-based compensation

The Company uses the fair value method whereby the Company recognizes compensation costs for the granting of all stock options and direct awards of stock-based compensation on their fair value over the period of vesting using the Black-Scholes option pricing model. Any consideration paid by the option holders to purchase shares is credited to capital stock.

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

i) Segment reporting

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operation results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start-up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors.

Operating segments have been identified based on the information provided to the chief operating decision makers being the executive management team.

The operations of the Company represent one operating segment under AASB 8 Operating Segments. The accounting policies applied for internal reporting purposes are consistent with those applied in the preparation of the financial report

j) Revenue

IFRS 15 Revenue from Contracts with Customers [“IFRS 15”]

IFRS 15 was issued by the IASB in May 2014 and specifies how and when revenue should be recognized based on a five-step model, which is applied to all contracts with customers:

1. Identify the contract with a customer
2. Identify the performance obligation(s)
3. Determine the transaction price
4. Allocate the transaction price to the performance obligation(s)
5. Recognize revenue when/as performance obligation(s) are satisfied

The following is the Company's revenue recognition policy in accordance with IFRS 15:

Revenue is recognized at the transaction price, which is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The Company's contracts with customers for the grant of the right to use the license of the company include multiple performance obligations. The Company has concluded that revenues from licensing and manufacturing should be recognized over time.

Recent Accounting Pronouncements

The following IFRS standard have been recently issued by the IASB. The Company is assessing the impact of this new standard on future financial statements. Pronouncements that are not applicable or where it has been determined do not have a significant impact to the Company have been excluded herein.

IFRS 16, Leases

In January 2016, the IASB issued IFRS 16, Leases, which will replace IAS 17, Leases. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The standard will be effective for annual periods beginning on or after January 1, 2019, with earlier application permitted for entities that apply IFRS 15 at or before the date of initial adoption of IFRS 16. The Company expects the impact on its financial statements for an office lease agreement from November 1, 2018 to May 31, 2021 will be $73,605.

4. Equipment

	Blockchain Hardware	Computer Equipment	Total
Cost			
Balance, March 2, 2018	-	-	-
Additions	908	16,710	17,618
Balance, December 31, 2018	**908**	**16,710**	**17,618**
Accumulated depreciation			
Balance, March 2, 2018	-	-	-
Additions	(272)	(5,013)	(5,285)
Balance, December 31, 2018	**(272)**	**(5,013)**	**(5,285)**
Net book value, December 31, 2018	**636**	**11,697**	**12,333**

5. Accounts payable and accrued liabilities

	As at December 31, 2018
Accounts Payable	$ 56,802
Accrued Liabilities	54,000
Payroll deductions payable	33,072
Balance as at December 31, 2018	**$ 143,874**

Including $14,947 in amounts due to officers (see Note 11).

6. Share Capital

Authorized
Unlimited common shares

	Note	Number of Shares	Balance as at December 31, 2018
Balance as at March 2, 2018		**-**	$ -
Shares for proceeds	6a	31,500,003	280,000
Shares for settlement of debt	6b	16,499,999	125,000
Shares for services	6c	3,700,000	74,000
Share issuance cost			(182)
		51,700,002	478,818
Conversion from Special Warrants	6d and 7	20,924,745	893,887
Balance as at December 31, 2018		**72,624,747**	**$ 1,372,705**

a) On March 19, the Company closed a private placement equity financing of $116,667 and issued 23,333,336 common shares at a price of $0.005 per share for net proceeds of $280,000.

   On March 23, 2018, the Company closed a private placement equity financing of $163,333 and issued 8,166,667 common shares at a price of $0.02 per share;

b) On March 19, 2018, the Company closed a private placement equity financing of $163,333 and issued 8,166,667 common shares at a price of $0.02 per share;

c) On March 20, 2018, the Company entered into debt settlement agreements and issued 13,666,666 common shares in settlement of $68,333 of accounts payable. The shares were issued at a deemed price of $0.005 per share, which was the fair value of the common shares at the time of the settlements.

   On March 23, 2018, the Company entered into debt settlement agreements and issued 2,833,333 common shares in settlement of $56,667 of accounts payable. The shares were issued at a deemed price of $0.02 per share, which was the fair value of the common shares at the time of the settlements.

d) On March 27, 2018, the Company closed a private placement equity financing of $74,000 and issued 3,700,000 common shares at a price of $0.02 per share. $74,000 were used in exchange for consulting services for a net value of $74,000. The transaction was measured based on the fair value of the shares issued which is determined by the most recent share transaction price.

e) Total 16,574,745 common shares, 2,100,000 common shares and 2,250,000 common shares were converted from Special Warrants on September 28, 2018, November 24, 2018 and December 18, 2018 respectively (See Note 7).

7. Special Warrants

	Note	Number of Special Warrants		Balance as at December 31, 2018
Balance as at March 2, 2018		-		-
Private Placement (March 29, 2018)	7a	16,574,745	$	621,433
Private Placement (May 28, 2018)	7b	2,100,000		78,981
Private Placement (June 21, 2018)	7c	2,250,000		194,237
		20,924,745		894,651
Special warrant issuance cost				(764)
		20,924,745		893,887
Conversion to common shares	7d	(20,924,745)		(893,887)
Balance as at December 31, 2018		**-**	**$**	**-**

a) On March 29, 2018 the Company closed a private placement equity financing and issued 16,574,745 Special Warrant Units (“SPU”) at a price of $0.05 per Unit. Each “SPU” consists of one special warrant of the Company and one-half of one common share purchase warrant (each whole warrant a “Warrant”). Each Warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of $0.15 for a period expiring 24 months after the Closing Date. The fair value of special warrants and the common share purchase warrants attached to the “SPU” was estimated to be $621,433 and $207,304 specifically, with reference to the Black-Scholes option pricing model with the following assumptions: (i) expected dividend yield of 0%; (ii) expected volatility of 120%; (iii) risk-free rate of 1.780%; (iv) share price of $0.05; (v) forfeiture rate of Nil; (vi) expected life of two years.

The Special Warrants would be converted to Common Shares and Warrants automatically earlier of: (i) the listing of the Company’s Common Shares on a Recognized Stock Exchange; and (ii) either (A) the receipt of a passed decision evidencing a receipt on behalf of each of the applicable securities commissions or other regulatory authorities for a final prospectus prepared by the Company qualifying the distribution of the Common Shares, Warrants and Warrant Shares underlying the Special Warrants; or (B) a merger, combination, reverse take-over, amalgamation, plan or arrangement, qualifying transaction or other form of business combination with or into any other person, the securities of which are listed on a Recognized Stock Exchange which results in the Special Warrants (and the underlying securities) issued to be freely tradeable securities of the Company; (iii) one hundred and eighty (180) days following the the issuance date of the Special Warrants.

b) On May 28, 2018 the Company closed a private placement equity financing and issued 2,100,000 Special Warrant Units (“SPU”) at a price of $0.05 per Unit. Each “SPU” consists of one special warrant of the Company and one-half of one common share purchase warrant (each whole warrant a “Warrant”). Each Warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of $0.15 for a period expiring 24 months after the Closing Date. The fair value of special warrants and the common share purchase warrants attached to the “SPU” was estimated to be $78,981 and $26,019 specifically, with reference to the Black-Scholes option pricing model with the following assumptions: (i) expected dividend yield of 0%; (ii) expected volatility of 120%; (iii) risk-free rate of 1.880%; (iv) unit price of $0.05; (v) forfeiture rate of 0; (vi) expected life of two years.

The Special Warrants would be converted to Common Shares and Warrants automatically earlier of: (i) the listing of the Company's Common Shares on a Recognized Stock Exchange; and (ii) either (A) the receipt of a passed decision evidencing a receipt on behalf of each of the applicable securities commissions or other regulatory authorities for a final prospectus prepared by the Company qualifying the distribution of the Common Shares, Warrants and Warrant Shares underlying the Special Warrants; or (B) a merger, combination, reverse take-over, amalgamation, plan or arrangement, qualifying transaction or other form of business combination with or into any other person, the securities of which are listed on a Recognized Stock Exchange which results in the Special Warrants (and the underlying securities) issued to be freely tradeable securities of the Company; (iii) one hundred and eighty (180) days following the issuance date of the Special Warrants.

c) On June 21, 2018 the Company closed a private placement equity financing and issued 2,250,000 Special Warrant Units ("SPU") at a price of $0.10 per Unit. Each "SPU" consists of one special warrant of the Company and one common share purchase warrant (each whole warrant a "Warrant"). Each Warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of $0.30 for a period expiring 12 months after the Closing Date. The fair value of special warrants and the common share purchase warrants attached to the "SPU" was estimated to be $193,473 and $30,647 specifically, after deduction of $881 share issuance cost, with reference to the Black-Scholes option pricing model with the following assumptions: (i) expected dividend yield of 0%; (ii) expected volatility of 120%; (iii) risk-free rate of 1.880%; (iv) unit price of $0.10; (v) forfeiture rate of 0; (vi) expected life of one year.

The Special Warrants would be converted to Common Shares and Warrants automatically earlier of: (i) the listing of the Company's Common Shares on a Recognized Stock Exchange; and (ii) either (A) the receipt of a passed decision evidencing a receipt on behalf of each of the applicable securities commissions or other regulatory authorities for a final prospectus prepared by the Company qualifying the distribution of the Common Shares, Warrants and Warrant Shares underlying the Special Warrants; or (B) a merger, combination, reverse take-over, amalgamation, plan or arrangement, qualifying transaction or other form of business combination with or into any other person, the securities of which are listed on a Recognized Stock Exchange which results in the Special Warrants (and the underlying securities) issued to be freely tradeable securities of the Company; (iii) one hundred and eighty (180) days following the issuance date of the Special Warrants.

d) As the Company has not completed any activities of listing or business combination within one hundred and eighty days following the issuance date of the above three tranches Special Warrants, the Special Warrants issued on March 29, 2019, May 28, 2019 and June 15, 2019 were automatically converted into Common Shares following the issuance dates for each tranche on May 25, 2018, November 24, 2018 and December 18, 2018, respectively and increased in total of 20,947,745 Common Shares.

8. Warrants Reserve

	Note	Number of Warrants	Balance as at December 31, 2018
Balance as at March 2, 2018		**-**	**-**
Private Placement (March 29, 2018)	7a	8,287,373	207,304
Private Placement (May 28, 2018)	7a	1,050,000	26,019
Private Placement (June 21, 2018)	7a	2,250,000	30,764
		11,587,373	264,087
Warrant issuance cost			(117)
Balance as at December 31, 2018		**11,587,373**	**263,970**

9. Stock Option Reserve

	Options Outstanding		Options Exercisable	
Range of Exercise Prices	Options Outstanding	Weighted Average Remaining Contractual Life	Options Exercisable	Weighted Average Exercise Price
$0.20	30,000	1.76	-	$0.20
$0.10	2,200,000	1.13	150,000	$0.10
	2,230,000	**2.33**	**150,000**	**$0.10**

a) On October 4, 2018, the Company granted 30,000 stock options to employees. Each option is exercisable into one common share of the Company at an exercise price of $0.20, with an expiring period of two years from the date the options were granted. The stock options will be vested in six quarters from the grant date.

b) On October 20, 2018, the Company granted 1,650,000 stock options to employees and consultants. Each option is exercisable into one common share of the Company at an exercise price of $0.10 with an expiring period of two to three years from the date the options were granted. 150,000 options vested immediately upon granting date; 1,000,000 options will be vesting over 24 months on quarterly basis; 500,000 options will be vesting over 18 months on quarterly basis.

c) On November 1, 2018, the Company granted 500,000 stock options to an employee. Each option is exercisable into one common share of the Company at an exercise price of $0.10 with an expiring period of two years from the date the options were granted and the options will be vesting over 24 months on quarterly basis.

d) On November 7, 2018, the Company granted 50,000 stock options to employees and consultants. Each option is exercisable into one common share of the Company at an exercise price of $0.10 with an expiring period of two years from the date the options were granted. The stock options will be vested over six quarters starting from the grant date.

A summary of stock options grant for the period from date of inception (March 2, 2018) to December 31, 2018 is presented below:

Outstanding, March 2, 2018	-
Granted	2,230,000
Vested	(150,000)
Forfeited	-
Outstanding unvested, December 31, 2018	2,080,000

The weighted-average grant-date fair value of option granted during the period from date of inception (March 2, 2018) to December 31, 2019 is $0.059. The total compensation expense recognized during the period is $35,808, and is included as stock-based compensation in the Company's statements of operations. Key assumptions used in the valuation include forfeitures are accounted for on an individual basis: average risk-free rate - 2.268%; expected dividend yield – 0%; weighted average expected terms – 2.52 years; volatility – 120% and underlying stock price - $0.0864.

10. Financial expenses

In the period from its commencement of operation to December 31, 2018, the Company incurred the following consulting fees for general corporate financing purpose:

Shares issued for services	$	74,000
Consulting fees		405,000
	$	**479,000**

The Company issued 3,700,000 common shares equal to $74,000 to third party consultants for the structuring of its financing activities (see Note 6).

11. Related Party Transactions

The Company's key management includes CEO, CFO, Chief Marketing Officer ("CMO") and Director of the Board. Transactions with related parties include salaries and service fees; shares and stock options issued for services, etc.

The Company had $14,947 in amounts due to officers as at December 31, 2018.

For the period from commencement of the Company, March 2, 2018 to December 31, 2018, the Company paid $150,875 consulting fees to its officers and $31,259 to a key management personnel through payroll. 3,000,000 common shares and 2,000,000 stock options ($26,367 of the fair value vested and recorded in the period) were issued to its officers as compensation for services.

12. Financial Instruments

Transactions in financial instruments may result in an entity assuming or transferring to another party one or more of the financial risks described below. The required disclosures provide information that assists users of financial statements in assessing the extent of risk related to financial instruments.

(a) Fair value

The fair value of current financial assets and current financial liabilities approximates their carrying value due to their short-term maturity dates.

(b) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises the following types of risk: credit risk, foreign exchange risk, liquidity risk and cash flow risk.

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Cash is generally invested in cash accounts held in Canadian chartered banks and in short-term GICs. Management believes the risk of loss associated with these assets to be remote. Management believes that the credit risk concentration with respect to financial instruments included in assets has been reduced to the extent presently practicable.

(d) Foreign exchange risk

The Company is not exposed to any significant foreign exchange risk. The Company did not have any hedges or any other transactions related to foreign currency clearance at the time that these financial statements were issued. In the opinion of management, the foreign exchange risk exposure to the Company is low.

(e) Liquidity risk

The Company does have a liquidity risk in the accounts payable and accrued liabilities which are due within one year. Liquidity risk is the risk that the Company cannot repay its obligations when they become due to its creditors. The Company reduces its exposure to liquidity risk by ensuring that it documents when authorized payments become due; maintains an adequate working capital to repay trade creditors as they become due. In the opinion of management, the liquidity risk exposure to the Company is low.

(f) Cash flow risk

Cash flow risk is the risk that future cash flows associated with a monetary financial instrument will fluctuate in amount, such as a debt instrument held with a floating interest rate. In the opinion of management, the cash flow risk exposure to the Company is low.

13. Income Taxes

The Company has accumulated non-capital losses expire as follows (tax attributes are subject to revision and potential adjustment by tax authorities):

Expiry Year		**Amount**
2038	**$**	**1,269,480**

A reconciliation of income taxes at statutory rates is as follows:

		December 31, 2018
Net income (loss) before recovery of income taxes	$	(1,312,473)
Effective tax rate		26.50%
Effected income tax (recovery)		(347,805)
Tax effects of:		
Non-deductible expenses and other deductions		9,767
Change in tax benefits not recognized		338,038
Income tax (recovery) expense	**$**	**-**

14. Lease commitment

As at December 31, 2018 the Company has following lease commitment for office premises:

		December 31, 2018
Within one year	$	36,000
Over one year but less than five years		51,000
	$	**87,000**

15. Capital Management

The Company includes equity, comprised of common shares, special warrants, warrant reserve, and deficit, in the definition of capital. The Company's objectives when managing capital are as follows:

(i) To safeguard the Company's assets and ensure the Company's ability to continue as a going concern; and

(ii) To raise sufficient capital to achieve the ongoing business objectives including funding of future growth opportunities and meeting its general and administrative expenditures.

The Company manages its capital structure and makes adjustments to it, based on general economic conditions, the Company's short-term working capital requirements, and its planned capital requirements and strategic growth initiatives.

The Company's principal source of capital is from the issuance of common shares or special warrants. In order to achieve its objectives, the Company expects to spend its working capital, when applicable, and raise additional funds as required.

The Company does not have any externally imposed capital requirements.

16. Subsequent Events

Stock options grant

On February 1, 2019, March 1, 2019, April 1, 2019 and May 1, 2019 the Company granted total 700,000 (175,000 stock options granted on each day listed above) stock options to officers. Each options Each option is exercisable into one common share of the Company at an exercise price of $0.10, with an expiring period of one year from the date of the options were granted. The stock options vested immediately upon granting.

On April 25, 2019, September 1, 2019 , the Company granted total 1,000,000 stock options to employees. Each option is exercisable into one common share of the Company at an exercise price of $0.10, with an expiring period of two years from the date of the options were granted. The stock options will be vested in batches on various basis pursuant agreement between the employees and the Company.

On September 3, 2019 and September 25, 2019, the Company granted further 1,175,000 and 1,540,000 stock options to its CEO and Directors of the Board. Each option is exercisable into one common share of the Company at an exercise price of $0.10, with an expiring period of two years from the date of the options were granted. The stock options will be vested in batches on various basis pursuant agreement between the stock option holders and the Company.

On September 30, 2018, the Company granted another 1,000,000 stock options to an employee. Each option is exercisable into one common share of the Company at an exercise price of $0.10, with an expiring period of two years from the date of the options were granted. The stock options will be vested in batches on various basis pursuant agreement between the employees and the Company.

Cancelation of stock options and unreleased common shares

On July 12, 2019, the Company cancelled 1,842,500 stock options and 1,750,000 unreleased common shares granted/issued to the former management personnel of the Company in accordance with consulting agreement entered during the year ended December 31, 2018.

Promissory notes issuance

Subsequent to the reporting date, the Company has issued further promissory notes in total of $198,600 for purpose of maintenance of the Company's operating fund. All promissory notes issued with interest rate of 10% per annum and extended due in 24 months from the date of issuance with an expiry date extension agreement executed. Total gain from restructuring of $25,830 was recognized in the subsequent period.

Issuance and Exercise of Performance Warrants

On September 30, 2019, the Company issued total 2,160,000 Performance Warrants ("P-Warrants"). Each P-Warrant vested immediately upon issuance and entitle the holders to purchase one Common Share of the Company on or before October 10, 2019 at an exercise price of $0.10 per share.

On October 2, 2019, 500,000 P-Warrants were exercised with net proceeds of $50,000 received. On October 8, 2019 the remaining 1,660,000 P-Warrants were exercised with net proceeds of $165,958 received.

Agile Blockchain Corp.

Management's Discussion and Analysis
Quarterly Highlights
For the period ended December 31, 2018
Prepared as of March 21, 2019

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Vancouver, British Columbia, V7X IT2.

GENERAL

The following Management Discussion and Analysis ("MD&A") presents an analysis of the financial conditions of Agile Blockchain Corp. (referred to as "Agile" or the "Company") as at and for the period ended December 31, 2018. The financial information presented in this MD&A is derived from our audited financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). There are no non-IFRS financial measures included in this MD&A.

This MD&A is the responsibility of management. Prior to its release, the Company's Board of Directors (the "Board") approved this MD&A on the Audit Committee's recommendation. The Company presents its financial statements in Canadian dollars. Amounts in this MD&A are stated in Canadian Dollars unless otherwise indicated.

Unless otherwise noted or the context indicates otherwise, "we", "us", "our", the "Company" or "Agile" refer to Agile Blockchain Corp. and its direct and indirect subsidiaries.

This MD&A contains "forward-looking statements" that are subject to risk factors set out in a cautionary note contained herein. The reader is cautioned not to place undue reliance on forward-looking statements.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Certain information included in this MD&A may constitute forward-looking statements. Statements in this MD&A that are not historical facts are forward -looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. A statement we make is forward-looking when it uses what we know and expect today to make a statement about the future. Forward-looking statements are typically identified by the words *assumption*, *goal*, *guidance*, *objective*, *outlook*, *project*, *strategy*, *target* and other similar expressions or future or conditional verbs such as *aim*, *anticipate*, *believe*, *could*, *expect*, *intend*, *may*, *plan*, *seek*, *should*, *strive,* and *will*. In this MD&A, forward-looking statements include such statements as:

- that the Company will be raising sufficient capital to achieve its immediate goals and to continue to build out its technology platforms;
- the Company believes that there will be significant demand for the Company's new products in the market, and these products will significantly increase revenue for the Company, and the Company is optimistic that this will be reflected in future results;
- the Company believes in its ability to generate new revenue from the news tracking services line, promotions and consumer fees for premium features, and data analytics services;
- the Company believes that the technologies and blockchain-related features make it well positioned for market opportunities when there is a resurgence in activity and adoption of blockchain;
- that the Company will continue to review and prioritize its expenditures to best use its cash resources that its expectation that cash expenses will be further streamlined in the near term;
- that the Company is exploring licensing opportunities for its technology into geographies and verticals in which it currently does not have a presence; and
- the Company believes in its ability to raise additional capital needed to fund operations.

Readers are cautioned not to put undue reliance on forward-looking statements. Unless otherwise indicated by us, forward-looking statements in this MD&A describe our expectations as at December 31, 2018 and, accordingly, are subject to change after that date. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Forward-looking statements, by their very nature, are subject to inherent risks and uncertainties and are based on several assumptions, both general and specific, which give rise to the possibility that actual results or events could differ materially from our expectations expressed in, or implied by, such forward-looking statements and that our business outlook, objectives, plans and strategic priorities may not be achieved. As a result, we cannot guarantee that any forward-looking statements will materialize and we caution you against relying on any of these forward-looking statements. Forward-looking statements are presented in this MD&A, for the purpose of assisting investors and others in understanding our objectives, strategic priorities and business outlook as well as our anticipated operating environment. Readers are cautioned, however, that such information may not be appropriate for other purposes. The forward-looking statements in this MD&A are based on, among other things, the following assumptions:

- the Company will be able to achieve its business objectives;
- the Company will be able to develop proprietary software to implement its plans;

- the Company will be successful in obtaining and retaining clients and licensees for its software;
- the blockchain platform will continue to develop and grow in utilization and adoption in the world;
- the Company will be able to expand its operations successfully in new geographic markets and industries;

The forward-looking statements in this MD&A are subject to, among other things, the following risks:

- the Company's operations are dependent on key technical personnel, and the loss of such personnel could have a significant impact on the Company's ability to conduct its activities;
- competition;
- currency fluctuations and exchange rates;
- the Company's ability to continue as a going concern;
- the Company may not be able to obtain all necessary funding for its operations, on terms satisfactory to the Company or at all;
- credit risk;
- the Company's dependence on information technology systems;
- risks that the Company's software and applications may contain security problems, security vulnerabilities, or defects in design or manufacture, including "bugs" and other problems that could interfere with the intended operation of its software;
- risks related to the volatility of customer demand for Agile's products;
- risks associated with cyber security and privacy violations, in particular given the Company's operations are highly dependent on online technologies and the Company obtains a significant amount of personal information in the course of operations;
- risks associated with having customers in the cannabis industry, which remain illegal in certain jurisdictions;
- risks associated with the adoption and development of blockchain platforms; and
- the Company may not be able to successfully expand its operations beyond the Canadian marketplace or into industries other than the Company's current industry focus.

We have made certain economic, market and operational assumptions in preparing the forward-looking statements contained in this MD&A. If our assumptions turn out to be inaccurate, our actual results could be materially different from what we expect.

Important risk factors including, without limitation, competitive, regulatory, economic, financial, operational, technological and other risks that could cause actual results or events to differ materially from those expressed in, or implied by, the previously-mentioned forward-looking statements.

We caution readers that the risks described in this MD&A are not the only ones that could affect us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also have a material adverse effect on our financial position, financial performance, cash flows, business or reputation. Except as otherwise indicated by us, forward-looking statements do not reflect the potential impact of any special items or of any dispositions, mergers, acquisitions, other business combinations or other transactions that may be announced or that may occur after March 21, 2019. The financial impact of these transactions and special items can be complex and depends on facts particular to each of them. We therefore cannot describe the expected impact in a meaningful way, or in the same way we present known risks affecting our business.

SELECTED FINANCIAL INFORMATION

The following is a breakdown of Company overall operational highlights for the period from date of inception (March 2, 2018 to December 31, 2018):

	Period ended December 31, 2018
	$
Sales	-
Business development	218,572
Management fees	125,000
Professional and consulting fees	148,971
Salaries and benefits	105,706
General and administrative expenses	134,538
Financial expenses	479,000
Total operating Expenses	(1,315,671)
Net loss	(1,312,473)
Loss per share	(0.02)
Weighted average shares outstanding	54,106,174

SELECTED QUARTERLY FINANCIAL INFORMATION

The following table shows selected financial information related to the Company for the periods indicated. The information contained in this table should be read in conjunction with the Company's financial statements. An analysis of the information contained in this table is set out below under "Liquidity and Capital Resources" and "Results of Operations"

		Net Loss			
Three Months Ended	**Revenues**	**Total**	**Per Share**	**Total Assets**	**Long-term Liabilities**
31-Mar-18	Nil	($199,000)	($0.01)	$1,108,527	Nil
30-Jun-18	Nil	($340,128)	($0.01)	$1,106,963	Nil
30-Sep-18	Nil	($773,345)	($0.02)		Nil

LIQUIDITY AND CAPITAL RESOURCES

	As At December 31, 2018
	$
Cash	387,308
Property, plant and equipment	12,333
Total assets	503,884
Accounts payable and accrued liabilities	143,874
Total liabilities	143,874
Total shareholders' equity	360,010
Net working capital	347,677
	Period Ended December 31, 2018
Cash used in operating activities	(1,002,547)
Cash flow used in investing activities	(17,618)
Cash flow from financing activities	1,437,675

COMPANY OVERVIEW

Agile was formed to capitalize on the opportunities available in blockchain technology development. Since incorporation, Agile has begun development work on its first proprietary blockchain decentralized applications ("**BDA**"). The first of these is a supply chain focused permission based blockchain that will be expanded to accommodate client firms in various supply chain channels with the objective of increasing client operational efficiencies while limiting their costs. The second BDA is a tracker system based on LTE technology. Cell phone networks based on GSM technology are being phased out and even now GSM towers that develop problems are simply shut down rather than fixed. Long-Term Evolution ("**LTE**") is a 4G technology that will also operate on the 5G system that will eventually replace current infrastructure. Agile's proprietary tracking system allows customers to actively track their assets and optimize their operations. By registering the trackers on Agile's supply chain blockchain, Agile can become immediately aware if malware appears on a tracker and shut it down before further damage occurs to a customer's operations. Agile has trackers operational at customer firms at present and our supply chain blockchain is undergoing continuing development to onboard entities all along a manufacturing supply chain.

Business of Agile

Agile is a software development company specializing in the development and deployment of asset tracking technology and supply chain optimization utilizing a proprietary blockchain solution. Agile intends to establish itself as a strong and growing presence in blockchain technology and innovation. Its goal is to generate "early mover advantage" as one of the very few public companies focused on exposing investors to multiple blockchain applications with a fully integrated solution.

Agile's business model and strategy are based on demonstrating the efficiency gains attainable using blockchain technology and onboard a critical mass of companies who have various intertwined relationships. Agile intends to utilize the 'Network Effect' and implement a strategy of quick onboarding and benefits demonstration.

Blockchain Decentralized Applications

Agile has developed and continues to upgrade its own proprietary supply chain focused blockchain. Blockchain software is essentially a distributed ledger that allows for low cost, highly-verified content of registration data, which Agile's supply chain focus will allow the direct communication of relevant information to permissioned parties. This distributed ledger will also maintain a registration history of all transactions.

Agile's supply chain ecosystem allows for the disruption of supply chain management software. Supply chain management software enables a single entity to monitor, measure and manage its inventory and supply management. The problems occur when this version of reality conflicts with the version of reality employed at the company's suppliers and customers. This conflict is a regular occurrence that can be alleviated by the use of a single 'channel' that contains the reality as seen by every entity permissioned to see that information. The efficiency gains realized by the Agile enabled system are large and include the reduction of communications and miscommunication between multiple entities.

Agile intends to operate its blockchain enabled network as Software as a Service ("**SaaS**"). Agile's client firms will be able to utilize their current software infrastructure without interruption while API's connect to their currently installed software and provide the 'arguments' in transactions that are deployed on our blockchain. Agile will not replace client's database or other programs, but rather conducts and registers transactions of all descriptions; RFP's, purchase orders, invoices, payments and many other transactions. These transactions are registered in this way and are made available to all entities that are enabled by the client firm, thus increasing required visibility and simultaneously reducing the number of required communications.

Agile’s proprietary tracking system provides a level of security by registering tracker profiles on the ledger using a 256-bit hash. Any changes to a tracker, as has occurred in the recent past, will automatically change the tracker hash. A mismatch of profiles will trigger a shutdown of the tracker.

Funds raised through the Financing, traditional equity markets and consulting fees will be used to cover development and marketing costs incurred by Agile directly or on behalf of clients. Blockchains built by Agile will earn recurring ‘by use’ revenue as the developer and operator of the supply chain network and tracker system.

Distribution Methods

Agile’s initial focus will be on developing a network of salaried and commissioned sales staff in various North American locations that have a critical mass of fleet vehicles and fleet management operations. By onboarding fleets to Agile’s proprietary tracking system and preparing them for inclusion in the supply chain blockchain, Agile will establish its pipeline of blockchain enabled supply chain customers.

To further establish the brand, Agile has established a blog and social media presence that are continuously updated. In addition, a public relation company and other promotional venues are to be engaged that will further solidify Agile’s niche leadership.

Result of Operations

The Company experienced a net loss from operations of $(1,312,473) for the operation inception period ended December 31, 2018.

Expenses

From the inception of the Company to December 31, 2018, the Company spent $1,002,547 in operating activities. The breakdown of expenditures in fiscal 2018 is as follows:

Business development: The management team has been participating in multiple industry conferences and promotions in multiple cities including Toronto, Montreal, and Vancouver. The majority of these expenses were spent in events to build relationships between Agile and industries institutions. The Company is now an early member of Blockchain in Transport Alliance (“BITA”) and has established sound relationships with colleges and universities in Ontario. During the period ended December 31, 2018 the Company incurred business development expenses of $218,572.

Management fees: Compensation paid to the CEO of the Company are under the management fees section. As of December 31, 2018, Miles McDonald was the Chief Executive Officer (“CEO”) of the Company, The total compensation paid to the CEO was $125,000.

Professional and consulting fees: Fees paid to the legal, accounting and other professionals are recorded under the Professional and Consulting Fees, including compensation for Khurram Qureshi, the Chief Financial Officer (“CFO”) of the Company. As of December 31, 2018, the total professional fees paid were $148,971.

Salaries and benefits: This is the amount of compensation and benefits paid to employees of the Company, including Kirk Fergusson, the Chief Marketing Officer (“CMO”) of the Company, Totaled $105,706.

General and administrative expense: a total of $134,538 were spent on the operation and administration of the Company's office in Toronto.

Marketing: a total of $62,791 were spent on marketing the blockchain solution and the tracking system of the company to designated target clients, additional cost were incurred in promoting the Company at multiple industry conferences.

Financial expenses: follow two financings completed on March 19, 2018, the Company incurred two financial expenses, totaled $74,000 consulting services paid through issuance of common shares; $125,000 consulting service fee debt settled through issuance of shares and and $280,000 consulting fees paid by cash respectively, in support of closing the private placements of raising operating fund.

Share-based payments: The Company amortizes share-based payments with a corresponding increase to the contributed surplus account. During the period, the Company recorded an expense of $38,508 as a result of issuing 2,230,000 stock options to its management, employees, board of directors and consultants.

Depreciation: All tangible assets that the Company has contains multiple computer hardware and software. They are recorded at cost less accumulated amortization, and the Company provides for amortizing using the 30% declining balance to amortize the cost of the property plant, and equipment over their estimated useful lives. The total amortization cost for the fiscal period 2018 is $5,285.

Related Party Balances and Transactions

The Company's key management includes CEO, CFO, CMO and Director of the Board. Transactions with related parties includes salaries and services fees; shares and stock options issued for service.

The Company had $14,947 in amounts due to related parties as at December 31, 2018.

For the period from commencement of the Company, March 2, 2018 to December 31, 2018, the Company paid $150,875 consulting fees to its officers. 3,000,000 common shares and 2,000,000 stock options ($3,807 of the fair value vested and recorded in the period) issued to its related parties as compensation for services.

Outstanding Share Data

The Company's authorized capital is an unlimited number of common shares without par value. The following table summarizes the outstanding share capital as of March 21, 2019:

Issued and outstanding common shares at March 21, 2019:	**72,624,747**	
Warrants		**11,587,373**
Stock Options		**987,500**

RISK FACTORS

The Common Shares should be considered highly speculative due to the nature of the Corporation's business and the present stage of its development. In evaluating the Corporation and its business, investors should carefully consider, in addition to the other information contained in this Prospectus, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in the Corporation or in connection with the Corporation's operations. There may be other risks and uncertainties that are not known to the Corporation or that the Corporation currently believes are not material but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the Common Shares could decline substantially, and investors may lose all or part of the value of the Common Shares held by them. An investment in securities of the Corporation should only be made by persons who can afford a significant or total loss of their investment. There is no market through which these securities may be sold, and purchasers may not be able to resell securities purchased under this Prospectus. Please see "*Management's Discussion and Analysis*" for a description of additional risks affecting the Corporation.

Risk Factors Related to the Common Shares

There is currently no public trading market for the Common Shares

Currently there is no public market for the Common Shares of the Issuer, and there can be no assurance that an active market for the Common Shares will develop or be sustained.

Volatility of Stock Price and Market Conditions

The market price of the Common Shares may be subject to wide fluctuations in response to factors such as actual or anticipated variations in its results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may adversely affect the market price of the Common Shares, even if the Issuer is successful in maintaining revenues, cash flows or earnings. The purchase of the Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Securities of the Issuer should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Issuer should not constitute a major portion of an investor's portfolio.

Risk Factors Associated with Agile Blockchain's Business

Limited Operating History

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

No Profits to Date

Agile Blockchain has not made profits since its incorporation and it is expected that it will not be profitable for next foreseeable future. Its future profitability will, in particular, depend upon its success in developing and managing a significant number of blockchain based internet platforms, blockchain based software as a service APIs and GPS trackers and to the extent to which any of these platforms, products or services themselves are able to generate significant revenues. Because of the limited operating history, the changes in the business and the uncertainties regarding the development of the blockchain market and blockchain technology, management does not believe that the operating results to date should be regarded as indicators for Agile Blockchain's future performance.

Additional Requirements for Capital

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

Negative Operating Cash Flow

Neither the Issuer nor Agile Blockchain generate operating revenue and both have negative cash flow from operating activities. It is anticipated that the Issuer will continue to have negative cash flow in the foreseeable future. Continued losses may have the following consequences:

(a) increasing the Issuer's vulnerability to general adverse economic and industry conditions;

(b) limiting the Issuer's ability to obtain additional financing to fund future working capital, capital expenditures, operating costs and other general corporate requirements; and

(c) limiting the Issuer's flexibility in planning for, or reacting to, changes in its business and industry.

Expenses May Not Align with Revenues

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

Development of Blockchain Software

Blockchain technology is a young and rapidly growing business area. Although it is widely predicted that blockchain solutions and products will become a leading means of securing and tracking transactions, it cannot be assured that this will in fact occur. Currently, blockchain software is dependent on the widespread acceptance of multiple stakeholders with diverse and sometimes divergent interests coming together to use a single solution or product which in essence creates what is known as the network effect, securing this critical mass for optimal business efficacy might be challenging and sometime may not happen. For a number of reasons, including, for example, the lack of recognized security technologies, inefficient processing of transactions, problems in the handling of warranty claims, limited user-friendliness, inconsistent quality, lack of availability of cost-efficient high-speed services and lack of clear universally applicable regulation as well as uncertainties regarding proprietary rights and other legal issues, it can't be ruled out that such blockchain activities may prove in the long run to be an unprofitable means for businesses.

In particular, the factors affecting the further development of the blockchain industry include:

(a) Worldwide adoption, standardization and usage of blockchain solutions;

(b) Regulations by governments and/or by organizations directing governmental regulations (such as the European Union) regarding the use and operation of and access to blockchain solutions and products;

(c) Changes in consumer demographics and public behavior, tastes and preferences;

(d) The development of other forms of publicly acceptable means of buying, selling tracking and securing transactions of goods and services; and

(e) General economic conditions and the regulatory environment related to.

Market Acceptance

If Agile Blockchain's products and solutions do not gain market acceptance, its operating results may be negatively affected. Agile Blockchain intends to develop blockchain solutions and products. If the markets for Agile Blockchain's software products and services fail to develop, develop more slowly than expected or become subject to increased competition, its business may suffer. As a result, Agile Blockchain may be unable to: (i) successfully market its blockchain products and solutions; (ii) develop new blockchain products and solutions; or (ii) complete software products and services currently under development. If Agile Blockchain's blockchain products and solutions are not accepted by its customers or by other businesses in the marketplace, Agile Blockchain's business, operating results and financial condition will be materially affected.

Global Financial Developments

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

Regulatory Risks

Changes in or more aggressive enforcement of laws and regulations could adversely impact the Issuer's business. Failure or delays in obtaining necessary approvals could have a materially adverse effect on the Issuer's financial condition and results of operations. Furthermore, changes in government, regulations and policies and practices could have an adverse impact on the Issuer's future cash flows, earnings, results of operations and financial condition.

Regulatory agencies could shut down or restrict the use of platforms or blockchain based technologies. This could lead to a loss of any investment made in the Issuer and may trigger regulatory action by the BCSC or other securities regulators.

The legal status of blockchain based solutions (such as smart contracts) and products may vary substantially from country to country and is still undefined and changing in many of them thus leading to varying levels of uncertainty

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

The success as a developer of blockchain solutions, products and platforms will depend by and large upon the continued development of a stable public infrastructure, with the necessary speed, data capacity and security, and the timely development of complementary products such as high-speed devices for providing reliable internet access and services. Blockchain based software has experienced and is expected to continue to experience significant growth in the number of users, amount of content and bandwidth availability. It cannot be assured that the blockchain infrastructure will continue to be able to support the demands placed upon it by this continued growth or that the performance or reliability of the technology will not be adversely affected by this continued growth. It is further not assured that the infrastructure or complementary products or services necessary to make blockchain software a viable medium for digital transactions will be developed in a timely manner, or that such development will not result in the requirement of incurring substantial costs in order to adapt the Issuer's services to changing technologies.

Intellectual Property Rights

The only significant intellectual property rights are certain domain names which Agile Blockchain owns. The Issuer does not believe that it is dependent on any of these intellectual property rights; however, the loss of several of them at any one time could harm its business, results of operations and its financial condition. Although the Issuer is not aware of violating commercial and other proprietary rights of third parties, there can be no assurance that its products do not violate proprietary rights of third parties or that third parties will not assert or claim that such violation has occurred. Although no legal disputes in this respect or perceptible detrimental effects on Agile Blockchain's business have arisen to date, any such claims and disputes arising may result in liability for substantial damages which in turn could harm the Issuer's business, results of operations and financial condition.

Volatilities in Blockchain Sector

The Blockchain sector may face uncertainty from new technologies though at this moment this seems unlikely it may be that in the future some new substitute technology may arise that may replace current blockchain technology this may force Agile Blockchain to adapt to newer technologies that may require significant expenditures. Other macroeconomic changes may cause significant volatility such as recessions, declines in supplementary products and services, overall financial malaise in target customer segments etc. may force significant volatility to Agile Blockchains business. Several factors may affect the price and the volatility of blockchain based industry, including, but not limited to:

(a) Global demand for blockchain based software overall, depending on the acceptance of blockchain based software and products by retail merchants and commercial businesses, the perception that the use of blockchain based software is safe and secure as well as other regulatory restrictions;

(b) Investor's expectations with respect to the rate of inflation;

(c) Interest rates;

(d) Currency exchange rates;

(f) Interruption of internet services or failures of major cloud computing services;

(h) Monetary policies of governments, trade restrictions, currency de- and revaluations;

(i) Regulatory measures restricting the use of blockchain based software;

(j) Global or regional political, economic or financial events and situations, including increased threat of terrorist activities;

(k) Self-fulfilling expectations of changes in the blockchain software market.

Changes in Hyperledger Fabric

Agile Blockchain Corp's products are based on open source Hyperledger Fabric supported by a consortium by Linux Foundation and IBM. Any changes in this can adversely affect Agile's business plans. If complete support for Hyperledger Fabric is for any reason removed or if significant technical changes are made to it these may affect any software designed using it. This in turn can affect Agile's ability to develop, support and market that software adversely affecting its business. Blockchain networks are based on a protocol governing the peer-to-peer interactions between computers that are connected to each other within a blockchain network. The governing code regulating such math-based protocol is informally managed by a development team. This development team, though, might propose and implement amendments to the blockchain network's source code through software upgrades altering the original protocol, including fundamental ideas such as the irreversibility of transactions and limitations on the validation of blockchain software distributed ledgers. Such changes of the original protocol and software may adversely affect an investment in the Issuer.

Possible Misuse of Blockchain Systems

Misuses could occur if a malicious actor or botnet (i.e. a series of computer controlled by a networked software coordinating the actions of the computers) obtains a majority of the processing power controlling the Blockchain system validating activities and altering the blockchain which transactions rely upon. This could adversely affect Agile Blockchain business and its investors.

Competition

The market for blockchain technology may become highly competitive on both a local and a national level. The Issuer believes that the primary competitive factors in this market are:

- product features, functionality and ease of use;
- ongoing product enhancements;
- price;
- quality service and support; and
- reputation and stability of the vendor.

The Agile Blockchain programing industry is at a very early stage. There is currently more demand for blockchain products than there are providers to create all of the blockchain products in demand. However, there are no assurances that established competitors, which may have greater financial, technical, and marketing resources than Agile Blockchain does, may choose to directly complete with Agile Blockchain services or products. The Issuer's competitors may also have a larger installed base of users, longer operating histories or greater name recognition than the Issuer will.

There can be no assurance that the Issuer will successfully differentiate its solutions, products and services from the products of its competitors, or that the marketplace will consider the Issuer's DApps products and services to be superior to competing products.

Dependence on Third Party Relationships

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

Key Personnel

The future success of the Issuer will depend, in large part, upon its ability to retain its key management personnel and to attract and retain additional qualified marketing, sales and operational personnel to form part of its technical and customer services support center. The Issuer may not be able to enlist, train, retain, motivate and manage the required personnel. Competition for these types of personnel is intense. Failure to attract and retain personnel, particularly marketing, sales and operational personnel as well as consultants, could make it difficult for the Issuer to manage its business and meet its objectives.

Failure to manage growth successfully may adversely impact the Issuer's operating results. The growth of the Issuer's operations places a strain on managerial, financial and human resources. The Issuer's ability to manage future growth will depend in large part upon a number of factors, including the ability to rapidly:

(a) build and train development, sales and marketing staff to create an expanding presence in the evolving marketplace for the Issuer's products;

(b) attract and retain qualified technical personnel in order to administer technical support required for customers located in Canada, the United States and other countries around the world;

(c) develop customer support capacity as sales increase, so that customer support can be provided without diverting resources from product sales efforts; and

(d) expand internal management and financial controls significantly, so that control can be maintained over operations as the number of personnel and size of the Issuer increases.

Inability to achieve any of these objectives could harm the business and operating results of the Issuer.

Management of Growth

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

Litigation

Agile Blockchain may become involved in litigation that may materially adversely affect it. From time to time in the ordinary course of Agile Blockchain's business, it may become involved in various legal proceedings. Such matters can be time-consuming, divert management's attention and resources and cause Agile Blockchain to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on Agile Blockchain's business, operating results or financial condition.

Conflicts of Interest

The directors of the Issuer are required by law to act honestly and in good faith with a view to the best interests of the Issuer and to disclose any interests, which they may have in any project or opportunity of the Issuer. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. Conflicts, if any, will be subject to the procedures and remedies as provided under the BCBCA.

To the best of the Issuer's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest between the Issuer and its directors and officers except that certain of the directors and officers may serve as directors and/or officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Issuer and their duties as a director or officer of such other companies.

Currency Risk

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

No dividend history

No dividends have been paid by the Issuer or Agile Blockchain to date. The Issuer anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the Board after taking into account many factors, including the Issuer's financial condition and current and anticipated cash needs.

Limited Operating History

The Company has a limited operating history and has limited revenues derived from its operations. The Company may not be able to achieve profitability or continue operations on an ongoing basis. As well, the Company has encountered and will continue to encounter risks and difficulties frequently experienced by growing companies in rapidly changing industries, including challenges in accurate financial planning and forecasting.

Problems Resulting from Rapid Growth

The Company will be pursuing a plan to market its solutions and platform throughout Canada, the USA and abroad, and will require capital in order to meet these growth plans. There can be no assurances that proceeds from the Company's financings will enable the Company to meet these growth needs. The Company expects to require significant working capital and other financial resources to implement its plan for rapid growth, including attracting and retaining qualified personnel. No assurance exists that the plan will be successful, and this may have a material adverse consequence on the business of the Company.

Growth of E-Commerce

The business of selling goods and services over the internet is dynamic and relatively new. Concerns about fraud, privacy and other challenges may discourage consumers and customers from adopting the internet as a medium of commerce.

Liquidity and Capital Requirements

The Company faces significant challenges in order to achieve profitability. There can be no assurance that it will be able to maintain adequate liquidity or achieve long-term viability. The Company's ability to meet its obligations in the ordinary course of business is dependent upon management's ability to establish profitable operations or raise capital, as needed, through public, or private debt or equity financing, or other sources of financing to fund operations.

The disruption of the capital markets and/or a decline in economic conditions, amongst other factors, could negatively impact the Company's ability to achieve profitability or raise additional capital when needed. In order to optimize the growth of the business, the Company may need to raise additional debt or equity financing. There can be no assurance that the Company will be able to identify a source of such financing, or that such financing will be available on acceptable terms, if at all. Moreover, should the opportunity to raise additional capital arise, any additional debt or equity financing could result in significant dilution of the existing holders of the Company's common shares.

Acquisitions or Other Business Transactions

The Company may, when and if opportunities arise, acquire other products, technologies or businesses that are complementary to its business. Acquisitions involve numerous risks, including difficulties in the assimilation of the operations, technologies and products of the acquired companies, the diversion of management's attention from other business concerns, risks associated with entering new markets or conducting operations in industry segments in the Company has no or limited experience, and the potential loss of key employees of the investee companies. Moreover, there can be no assurances that any anticipated benefits of an acquisition will be realized. Future acquisitions by the Company, could result in potentially dilutive issuances of equity securities, the use of cash, the incurrence of debt and contingent liabilities, and write-off of acquired research and development costs, all of which could materially adversely affect the Company's financial condition, results of operations and cash flows.

Retention or Maintenance of Key Personnel

Although the Company's management has made efforts to align the interests of key employees by, among other things, granting equity interests in the Company to its operations personnel with vesting schedules tied to continued employment, there is no assurance that the Company can attract or retain key personnel in a timely manner as the need arises. Failure to have adequate personnel may materially compromise the ability of the Company to operate its business.

Conflicts of Interest

The Company may contract with affiliated parties, members of management of the Company, or companies owned or controlled by members of the Company's management. These parties or persons may obtain compensation and other benefits in transactions relating to the Company.

Certain members of management of the Company have other business activities in addition to the business of the Company, although each such member of management is contracted to devote the substantial majority of his or her working time to the Company. Despite management's intention to act fairly, it is possible that the Company could inadvertently enter into arrangements with related parties that feature less favourable terms than could have been obtained from unrelated parties.

Approval

On December 31, 2019, the Board of Directors of Agile Blockchain Corp. approved the disclosures contained in this MD&A.

Additional Information

Additional information relating to the Company can be found on SEDAR at www.sedar.com.

CONDENSED INTERIM FINANCIAL STATEMENTS

AGILE BLOCKCHAIN CORP.

Nine Months Ended September 30, 2019
(Unaudited - Expressed in Canadian Dollars)

Agile Blockchain Corp.

CONDENSED INTERIM FINANCIAL STATEMENTS

Nine Months Ended September 30, 2019

(Unaudited, Expressed in Canadian Dollars)

CONTENTS

Agile Blockchain Corp.

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
Unaudited, Expressed in Canadian Dollars

	Notes	September 30, 2019	December 31, 2018
Assets			**(Audited)**
Current assets:			
Cash and cash equivalents		$ 1,229	$ 387,308
Cash held in trust		202	30,202
Prepaid expenses and sundry assets		70,535	27,385
Other taxes receivable		38,572	46,656
		110,538	491,551
Non-current assets:			
Equipment	4	9,663	12,333
Right-of-use asset	5	46,624	-
		56,287	12,333
Total assets		$ 166,825	$ 503,884
Liabilities			
Current liabilities:			
Accounts payable and accrued liabilities	6	$ 201,468	$ 143,874
Lease liability - current	7	28,846	-
		230,314	143,874
Long-term liabilities:			
Lease liability - long-term	7	21,823	-
Promissory notes	8	137,729	-
		159,552	-
Total liabilities		389,866	143,874
Shareholders' equity (deficiency)			
Share capital	9,10	1,327,705	1,372,705
Warrants reserve	11	263,970	263,970
Contributed surplus	12	256,044	35,808
Deficit		(2,070,760)	(1,312,473)
Total shareholders' equity (deficiency)		(223,041)	360,010
Total liabilities and equity		$ 166,825	$ 503,884

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

"Musabbir Chowdhury"
Director Approved

"Raymond Pomroy"
CEO Approved

Agile Blockchain Corp.

CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Unaudited, Expressed in Canadian Dollars)

	Notes	For the three months ended September 30, 2019	For the three months ended September 30, 2018	For the nine months ended September 30, 2019	For the nine months ended September 30, 2018
Sales		$ -	$ -	$ 24,955	$ -
Expenses:					
Development costs		$ 45,809	$ 100,430	$ 169,722	$ 131,246
Management fees		2,400	25,000	4,400	75,000
Professional and consulting fees		14,803	27,187	73,969	39,919
Salaries and benefits		85,351	15,751	299,858	15,751
General and administrative expenses		1,674	33,954	43,833	78,584
Marketing		-	18,165	33,404	40,115
Financial expenses	9,13	-	100,000	-	479,000
Share-based compensation		113,554	-	185,236	-
Amortization expenses		7,919	-	23,756	-
Loss from operations		(271,510)	(320,487)	(809,223)	(859,615)
Interest income		-	-	(129)	-
Gain on debt restructuring	8	(38,445)		(64,275)	
Interest expenses		4,454	-	11,196	-
Other (income) / expense		(33,991)	-	(53,208)	-
Loss and comprehensive loss		$ (237,519)	$ (320,487)	$ (756,015)	$ (859,615)

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

Agile Blockchain Corp.

CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
(Unaudited, Expressed in Canadian Dollars)
Nine Months Ended September 30, 2019

	Notes	Number of Shares	Share Capital	Special Warrants	Warrants	Contributed Surplus	Deficit	Total
Balance, March 2, 2018		**-**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
Share issuance	**9,10**	51,700,002	479,000	-	-	-	-	479,000
Special warrants issuance	**9,10**	-	-	894,651	264,087	-	-	1,158,738
Shares/warrant issuance cost	**9,10,11**	-	(182)	(764)	(117)	-	-	(1,063)
Net loss		-	-	-	-	-	(859,615)	(859,615)
Balance, September 30, 2018		**51,700,002**	**$ 478,818**	**$ 893,887**	**$ 263,970**	**$ -**	**$ (859,615)**	**$ 777,060**
Balance, January 1, 2019		**72,624,747**	**$ 1,372,705**	**$ -**	**$ 263,970**	**$ 35,808**	**$ (1,312,473)**	**$ 360,010**
Adopting IFRS 16 Lease								
2018 interest expense			-	-	-	-	**$ (2,272)**	**$ (2,272)**
Adjusted balance, January 1, 2019		**72,624,747**	**1,372,705**	**-**	**263,970**	**35,808**	**(1,314,745)**	**357,738**
Recall shares issued for service	**9**	(2,250,000)	(45,000)	-	-	35,000	-	(10,000)
Stock based compensation		-	-	-	-	185,236	-	185,236
Net loss		-	-	-	-	-	(756,015)	(756,015)
Balance, September 30, 2019		**70,374,747**	**$ 1,327,705**	**$ -**	**$ 263,970**	**$ 256,044**	**$ (2,070,760)**	**$ (223,041)**

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

Agile Blockchain Corp.

CONDENSED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited, Expressed in Canadian Dollars)

Nine Months Ended September 30,		2019		2018
Cash flow from operating activities				
Net loss for the period	$	(756,015)	$	(859,615)
Adjustments to net loss for non-cash items:				
Stock options issued as compensation		185,236		-
Shares issued for services		-		74,000
Shares issued for settlement of debt		-		125,000
Interest accrued on promissory notes		3,404		-
Gains on debt restructuring		(64,275)		-
Amortization - Right-of-use asset		20,981		-
Amortization - Property, Plant and Equipment		2,775		-
		(607,894)		(660,615)
Changes in non-cash working capital:				
Increase in prepaids and other receivables		(35,066)		(32,525)
Increase in accounts payables and accrued liabilities[a)]		38,386		22,180
		(604,574)		(670,960)
Cash flow from investing activities				
Purchase of equipment		(105)		(908)
		(105)		(908)
Cash flow from financing activities				
Proceeds from common shares issuance		-		280,000
Proceeds from promissory notes issuance		198,600		-
Cancellation of common shares issued		(10,000)		-
Proceeds from special warrants issuance		-		1,158,738
Shares and warrant issuance cost		-		(1,063)
		188,600		1,437,675
Increase (decrease) in cash		(416,079)		765,807
Cash, beginning of period		417,510		-
Cash, end of period	$	1,431	$	765,807
Cash and cash equivalents	$	1,229	$	735,605
Cash held in trust		202		30,202
	$	1,431	$	765,807

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

Supplemental cash flow information:

[a)] Unpaid portion of lease liability included in accounts payables and accrued liabilities	$	19,208		-

1. Nature of Operations

Agile Blockchain Corp. (“Agile" or the "Company") was incorporated on March 2, 2018 in the Province of British Columbia, Canada. The Company is a software company developing software that would help different companies address their supply chain issues within their respective businesses using blockchain backed software solutions. Agile is a privately-held corporation with no subsidiaries or any other affiliated companies. The current Head Office of Agile is located at 15 Toronto Street, Suite 602, Toronto, ON M5C 2E3.

Amalgamation

On December 21, 2018, the Company signed an Amalgamation Agreement with Stowe One Investments Corp. a BC company whereby Agile will acquire 100% of issued and outstanding shares of Stowe One in exchange of Agile shares at a deemed value of a minimum of $0.07 per share. As of the date of the Amalgamation Agreement, Stowe One had a total of 7,214,607 shares outstanding.

Going Concern

The Company has accumulated deficit amounting to $2,070,760 as at September 30, 2019 (December 31, 2018: $1,312,473. As at September 30, 2019, the Company had working capital deficit of $119,776 (December 31, 2018: working capital of $347,677). The ability of the Company to continue as a going concern is dependent upon generating profitable operations from its developed products, the continuing financial support of shareholders or other investors, or obtaining new financing on commercial terms acceptable to the Company. All of these outcomes are uncertain and cast significant doubt over the ability of the Company to continue as a going concern.

The accompanying condensed interim financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The condensed interim financial statements do not include any adjustments to reflect any events since September 30, 2019 or the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from this uncertainty.

2. Basis of preparation

a) Statement of Compliance:

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting (“IAS 34”). The condensed interim financial statements should be read in conjunction with the audited annual financial statements of the Company for the period from the date of inception (March 2, 2018) to December 31, 2018, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

These condensed interim financial statements were approved by the Board of Directors for issue on December 24, 2019.

b) Functional and Presentation Currency:

These condensed interim financial statements have been prepared on a historical cost basis except for certain financial instruments, which are measured at fair value.

The functional currency of the Company is the Canadian Dollar, which is also the presentation currency of these condensed interim financial statements.

c) Accounting estimates and judgements

The preparation of these condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed interim financial statements and the reported amounts of income and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. The most significant judgments include those related to the ability of the Company to continue as a going concern, the determination of the useful lives of property, plant and equipment, valuation and recoverability of deferred taxes, impairment of its financial and non-financial assets, and incremental borrowing rate used to assess the lease liability. The Company is subject to a number of risks and uncertainties associated with the going concern assumption and exercises judgment to assess the uncertainties relating to the determination of the Company's ability to continue as a going concern.

The most significant estimates and assumptions include those related to the inputs used in accounting for share-based payment transactions and in the valuation of warrants, including volatility, the fair value of financial instruments.

3. Significant Accounting Policies

The accounting policies applied by the Company in these condensed interim financial statements except for above first-time adoption of IFRS 16 – Lease are the same as those applied by the Company in its financial statements for the period from date of inception (March 2, 2018) to December 31, 2018.

First time adoption of new accounting policy

1) <u>Leases</u>

The Company adopted IFRS 16 – Leases on January 1, 2019. IFRS 16 - Leases was issued by the IASB in January 2016 and applies to annual reporting periods beginning on or after January 1, 2019. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance leases is retained. Under IFRS 16, a lessee recognizes a right-of-use asset and a lease liability. The right-of-use asset is treated similarly to other non-financial assets and depreciated accordingly, and the liability accrues interest. This will typically produce a front-loaded expense profile (whereas operating leases under IAS 17 would typically have had straight-line expenses) as an assumed linear depreciation of the right-of-use asset and the decreasing interest on the liability will lead to an overall decrease of expense over the reporting period.

The lease liability is initially measured at the present value of the lease payments payable over the lease term, discounted at the rate implicit in the lease if that can be readily determined. If that rate cannot be readily determined, the lessee shall use their incremental borrowing rate. As with IFRS 16's predecessor, IAS 17, lessors classify leases as operating or finance in nature. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise a lease is classified as an operating lease.

(Unaudited, Expressed in Canadian Dollars)

Since there is only one lease agreement, to which none of the practical expedients applied the Company assessed it's not complicated for gathering the relevant information and has elected to apply the modified retrospective method by setting right-of-use assets based on the lease liability at the date of initial application, adjusted by the amount of lease payments.

The following table summarize the impacts of adopting IFRS 16 on the balance sheet as September 30, 2019 and the statement of loss and comprehensive loss for the period then ended for each of the line items affected. There was no material impact on the statement of cash flows for the period ended September 30, 2019:

		December 31, 2018		Adjustments		January 1, 2019 - IFRS 16
Assets						
Right-of-use assets, net		-	$	67,605	$	67,605
Liability						
Lease liabilities - current		-	$	24,452	$	24,452
Lease liabilities - long-term		-	$	45,425	$	45,425
Equity						
Deficit	$	(1,312,473)	$	(2,272)	$	(1,314,745)

On transition to IFRS 16, the Company recognized a right of use asset and lease liability of $73,605. The recognition of the right of use asset is considered non-cash items within the statement of cash flows. When measuring operating lease commitments, the Company used an incremental borrowing rate of 20%.

Operating lease commitments as at December 31, 2018	$	87,000
Effect of discounting using the incremental borrowing rate		(17,123)
Lease liability recognized on January 1, 2019	$	69,877

2) *Revenue recognition*

The Company generates revenue through the sale of services for the Blockchain software products.

Primary products and services include:

- Supply-chain ecosystem which enables a single entity to monitor, measure and manage its inventory and supply management
- Tracking system that provides a level of security by registering tracker profiles on the ledger using a 256-bit hash.

The Company adopted IFRS 15, Revenues from contracts with Customers as at January 1, 2019.

Revenue is measure based on the gross consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control over a product or service to a customer.

The Company follows the five-step model in the Standard to recognize revenues:

1. Identify the contract with customers
2. Identify the performance obligation in the contract
3. Determine the transaction price

(Unaudited, Expressed in Canadian Dollars)

4. Allocate the transaction price to performance obligations in the contract
5. Recognize revenue when the Company satisfies a performance obligation

The Company recognizes blockchain software revenue when a contractual exchange agreement has been entered into, the software development obligations have been performed, and the customers accept of the software products delivered, in an amount that reflects the consideration the Company expects to receive in exchange for the software products delivered.

4. Equipment

	Blockchain Hardwares	Computer Equipment	Total
Cost			
Balance, March 2, 2018	$ -	$ -	$ -
Additions	908	16,710	17,618
Balance, December 31, 2018	**908**	**16,710**	**17,618**
Additions	105	-	105
Balance, September 30, 2019	**$ 1,013**	**$ 16,710**	**$ 17,723**
Accumulated depreciation			
Balance, March 2, 2018	$ -	$ -	$ -
Additions	(272)	(5,013)	(5,285)
Balance, December 31, 2018	**(272)**	**(5,013)**	**(5,285)**
Additions	(143)	(2,632)	(2,775)
Balance, September 30, 2019	**($ 415)**	**($ 7,645)**	**($ 8,060)**
Net book value, December 31, 2018	**$ 636**	**$ 11,697**	**$ 12,333**
Net book value, September 30, 2019	**$ 598**	**$ 9,065**	**$ 9,663**

5. Right-of-use asset

	Right-of-use asset
Cost	
Balance, December 31, 2018	$ -
Opening balance adjustment for adopting IFRS 16	73,605
Balance, September 30, 2019	**$ 73,605**
Accumulated depreciation	
Balance, December 31, 2018	$ -
Opening balance adjustment for adopting IFRS 16	(6,000)
Additions	(20,981)
Balance, September 30, 2019	**($ 26,981)**
Net book value, December 31, 2018	**$ -**
Net book value, Adjusted January 1, 2019	**$ 67,605**
Net book value, June 30, 2019	**$ 46,624**

(Unaudited, Expressed in Canadian Dollars)

6. Accounts payable and accrued liabilities

	As at September 30, 2019	As at December 31, 2018
Accounts Payable	$ 96,812	$ 56,802
Accrued Liabilities	43,900	54,000
Payroll deductions payable	60,756	33,072
Balance as at end of period	**$ 201,468**	**$ 143,874**

7. Lease liability

	Lease liability
Balance, December 31, 2018	$ -
Opening balance adjustment for adopting IFRS 16	73,605
Rent	(6,000)
Interest	2,272
Balance, January 1, 2019, adjusted for adopting IFRS 16	**$ 69,877**
Rent	(27,000)
Interest	7,792
Balance, September 30, 2019	**$ 50,669**
Current	28,846
Long-term	21,823
	$ 50,669

(See Note 3 – First time adoption of new accounting policy)

8. Promissory notes

	Promissory notes
Balance, January 1, 2019	$ -
Principals	198,600
Interest accrued	3,404
Debt restructuring gain	(64,275)
Balance, September 30, 2019	**$ 137,729**

1) *2019 Q2 issuance:*

On May 24, 2019 and June 28, 2019, the Company issued promissory notes of $84,000 in total, with interest rate of 10% per annum, for the purpose of maintenance of the Company's operating fund.

On June 30, 2019, the Company and the promissory notes holders agreed to extend the maturity periods of these promissory notes of 24 months each. Pursuant which the Company extinguished the previous promissory notes with $26,852 gains of debt restructuring recognized.

(Unaudited, Expressed in Canadian Dollars)

2) *2019 Q3 issuance:*

From July 15, 2019 to September 19, 2019, the Company further issued total of $114,600 promissory notes with interest rate of 10% per annum.

On September 25, 2019, the Company and the promissory notes holders agreed to extend the maturity period of the above promissory notes of 24 months each. Pursuant which the Company extinguished the previous promissory notes issued between July 15, 2019 and September 19, 2019, with further $37,423 gains of debt restructuring recognized.

A summary of the Company's promissory notes issuance is as below:

Date of issuance		Notes amount	Original expiry date	Extended expiry date
2019 Q2 issuance:				
May 24, 2019	$	51,000	June 30, 2019	June 30, 2021
June 28, 2019		33,000	September 28, 2019	September 28, 2021
		84,000		
2019 Q3 issuance:				
July 15, 2019		22,500	October 15, 2019	October 15, 2021
July 31, 2019		33,000	October 31, 2019	October 31, 2021
August 15, 2019		15,000	November 15, 2019	November 15, 2021
August 31, 2019		12,300	November 30, 2019	November 30, 2021
September 13, 2019		19,800	December 15, 2019	December 15, 2021
September 19, 2019		12,000	December 19, 2019	December 19, 2021
		114,600		
	$	**198,600**		

9. Share Capital

Authorized
Unlimited common shares

	Note	Number of Shares		Amount
Balance as at March 2, 2018		-	$	-
Shares for proceeds	a)	31,500,003		280,000
Shares for settlement of debt	b)	16,499,999		125,000
Shares for services	c)	3,700,000		74,000
Share issuance cost				(182)
Conversion of special warrants	d)	20,924,745		893,887
Balance as at December 31, 2018		**72,624,747**	**$**	**1,372,705**
Recall shares issued for services	e), f)	(2,250,000)		(45,000)
Balance as at September 30, 2019		**70,374,747**	**$**	**1,327,705**

a) On March 19, 2018, the Company closed 1) a private placement equity financing of $116,667 and issued 23,333,336 common shares at a price of $0.005 per share for net proceeds of $280,000; 2) On March 23, 2018, the Company closed a private placement equity financing of $163,333 and issued 8,166,667 common shares at a price of $0.02 per share.

(Unaudited, Expressed in Canadian Dollars)

b) On March 20, 2018, the company entered into debt settlement agreements and issued 13,666,666 common shares in settlement of $68,333 of accounts payable. The shares were issued at a deemed price of $0.005 per share, which was the fair value of the common shares at the time of the settlements.

On March 23, 2018, the company entered into debt settlement agreements and issued 2,833,333 common shares in settlement of $56,667 of accounts payable. The shares were issued at a deemed price of $0.02 per share, which was the fair value of the common shares at the time of the settlements.

c) On March 27, 2018, the company closed a private placement equity financing of $74,000 and issued 3,700,000 common shares at a price of $0.02 per share. $74,000 were used in exchange for services for a net value of $74,000. The transaction was measured based on the fair value of the shares issued which is determined by the most recent share transaction price.

d) As the Company has not completed any activities of listing or business combination within one hundred and eighty days following the issuance date of the above three tranches Special Warrants, the Special Warrants issued on March 29, 2019, May 28, 2019 and June 15, 2019 were automatically converted into Common Shares following the issuance dates for each tranche on May 25, 2018, November 24, 2018 and December 18, 2018, respectively and increased in total of 20,947,745 Common Shares.

e) On January 16, 2019, the Company incurred $10,000 to recall 500,000 common shares that were issued for services to a former service provider upon termination of the service agreement.

f) On July 12, 2019, the Company cancelled 1,750,000 unreleased common shares issued at a price of $0.02 per share to the former management personnel of the Company in accordance with consulting agreement entered during the year ended December 31, 2018.

10. Special Warrants

	Note	Number of Special Warrants		Amount
Balance as at March 2, 2018		-		-
Private Placement (March 29, 2018)	a)	16,574,745	$	621,433
Private Placement (May 28, 2018)	b)	2,100,000		78,981
Private Placement (June 21, 2018)	c)	2,250,000		194,237
		20,924,745		894,651
Special warrant issuance cost				(764)
		20,924,745		893,887
Conversion to common shares	d)	(20,924,745)		(893,887)
Balance as at December 31, 2018 and September 30, 2019		-	$	-

a) On March 29, 2018 the Company closed a private placement equity financing and issued 16,574,745 Special Warrant Units (“SPU”) at a price of $0.05 per Unit. Each “SPU” consists of one special warrant of the Company and one-half of one common share purchase warrant (each whole warrant a “Warrant”). Each Warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.15 for a period expiring 24 months after the Closing Date. The fair value of special warrants and the common share purchase warrants attached to the “SPU” was estimated to be $621,433 and $207,304 specifically, with reference to the Black-Scholes option pricing model with the following assumptions: (i) expected dividend yield of 0%; (ii) expected volatility of 120%; (iii) risk-free rate of 1.780%; (iv) unit price of $0.05; (v) forfeiture rate of 0; (vi) expected life of two years. Out of the total 16,574,745 “SPU” issued, 2,300,000 “SPU” were issued for exchanging of services.

The Special Warrants would be converted to Common Shares and Warrants automatically earlier of: (i) the listing of the Company’s Common Shares on a Recognized Stock Exchange; and (ii) either (A) the receipt of a passport decision evidencing a receipt on behalf of each of the applicable securities commissions or other regulatory authorities for a final prospectus prepared by the Company qualifying the distribution of the Common Shares, Warrants and Warrant Shares underlying the Special Warrants; or (B) a merger, combination, reverse take-over, amalgamation, plan or arrangement, qualifying transaction or other form of business combination with or into any other person, the securities of which are listed on a Recognized Stock Exchange which results in the Special Warrants (and the underlying securities) issued to be freely tradeable securities of the Company; (iii) one hundred and eighty (180) days following the issuance date of the Special Warrants.

b) On May 28, 2018 the Company closed a private placement equity financing and issued 2,100,000 Special Warrant Units (“SPU”) at a price of $0.05 per Unit. Each “SPU” consists of one special warrant of the Company and one-half of one common share purchase warrant (each whole warrant a “Warrant”). Each Warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of $0.15 for a period expiring 24 months after the Closing Date. The fair value of special warrants and the common share purchase warrants attached to the “SPU” was estimated to be $78,981 and $26,019 specifically, with reference to the Black-Scholes option pricing model with the following assumptions: (i) expected dividend yield of 0%; (ii) expected volatility of 120%; (iii) risk-free rate of 1.880%; (iv) unit price of $0.05; (v) forfeiture rate of 0; (vi) expected life of two years.

The Special Warrants would be converted to Common Shares and Warrants automatically earlier of: (i) the listing of the Company’s Common Shares on a Recognized Stock Exchange; and (ii) either (A) the receipt of a passed decision evidencing a receipt on behalf of each of the applicable securities commissions or other regulatory authorities for a final prospectus prepared by the Company qualifying the distribution of the Common Shares, Warrants and Warrant Shares underlying the Special Warrants; or (B) a merger, combination, reverse take-over, amalgamation, plan or arrangement, qualifying transaction or other form of business combination with or into any other person, the securities of which are listed on a Recognized Stock Exchange which results in the Special Warrants (and the underlying securities) issued to be freely tradeable securities of the Company; (iii) one hundred and eighty (180) days following the issuance date of the Special Warrants.

c) On June 21, 2018 the Company closed a private placement equity financing and issued 2,250,000 Special Warrant Units (“SPU”) at a price of $0.10 per Unit. Each “SPU” consists of one special warrant of the Company and one common share purchase warrant (each whole warrant a “Warrant”). Each Warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of $0.30 for a period expiring 12 months after the Closing Date. The fair value of special warrants and the common share purchase warrants attached to the “SPU” was estimated to be $193,473 and $30,647 specifically, after deduction of $881 share issuance cost, with reference to the Black-Scholes option pricing model with the following assumptions: (i) expected dividend yield of 0%; (ii) expected volatility of 120%; (iii) risk-free rate of 1.880%; (iv) unit price of $0.10; (v) forfeiture rate of 0; (vi) expected life of one year.

(Unaudited, Expressed in Canadian Dollars)

The Special Warrants would be converted to Common Shares and Warrants automatically earlier of: (i) the listing of the Company's Common Shares on a Recognized Stock Exchange; and (ii) either (A) the receipt of a passed decision evidencing a receipt on behalf of each of the applicable securities commissions or other regulatory authorities for a final prospectus prepared by the Company qualifying the distribution of the Common Shares, Warrants and Warrant Shares underlying the Special Warrants; or (B) a merger, combination, reverse take-over, amalgamation, plan or arrangement, qualifying transaction or other form of business combination with or into any other person, the securities of which are listed on a Recognized Stock Exchange which results in the Special Warrants (and the underlying securities) issued to be freely tradeable securities of the Company; (iii) one hundred and eighty (180) days following the issuance date of the Special Warrants.

d) As the Company has not completed any activities of listing or business combination within one hundred and eighty days following the issuance date of the above three tranches Special Warrants, the Special Warrants issued on March 29, 2019, May 28, 2019 and June 21, 2019 were automatically converted into Common Shares following the issuance dates for each tranche on May 25, 2018, November 24, 2018 and December 18, 2018, respectively and issuance a total of 20,947,745 Common Shares.

11. Warrants Reserve

	Note	Number of Warrants		Balance as at period end
Balance as at March 2, 2018		-		-
Private Placement (March 29, 2018)	9a	8,287,373	$	207,304
Private Placement (May 28, 2018)	9b	1,050,000		26,019
Private Placement (June 21, 2018)	9c	2,250,000		30,764
		11,587,373		**264,087**
Warrant issuance cost				(117)
Balance as at September 30, 2019 and December 31, 2018		**11,587,373**	**$**	**263,970**

12. Contributed Surplus

	Options Outstanding		Options Exercisable	
Range of Exercise Prices	Options Outstanding	Weighted Average Remaining Contractual Life	Options Exercisable	Weighted Average Exercise Price
$0.10	**5,802,500**	**1.87**	**1,481,251**	**$0.10**

a) On October 4, 2018, the Company granted 30,000 stock options to employees. Each option is exercisable into one common share of the Company at an exercise price of $0.20, with an expiring period of two years from the date the options were granted. The stock options will be vested in six quarters from the grant date.

b) On October 20, 2018, the Company granted 1,650,000 stock options to employees and consultants. Each option is exercisable into one common share of the Company at an exercise price of $0.10 with an expiring period of two to three years from the date the options were granted. 150,000 options vested immediately upon grant date; 1,000,000 options will be vesting over 24 months on quarterly basis; 500,000 options will be vesting over 18 months on quarterly basis.

c) On November 1, 2018, the Company granted 500,000 stock options to an employee. Each option is exercisable into one common share of the Company at an exercise price of $0.10 with an expiring period of two years from the date the options were granted and the options will be vesting over 24 months on quarterly basis.

d) On November 7, 2018, the Company granted 50,000 stock options to employees and consultants. Each option is exercisable into one common share of the Company at an exercise price of $0.10 with an expiring period of two years from the date the options were granted. The stock options will be vested over six quarters starting from the grant date.

e) The Company granted 175,000 stock options on February 1, 2019, March 1, 2019, April 1, 2019 and May1, 2019, respectively, to two officers. Each option is exercisable into one common share of the Company at an exercise price of $0.10, with an expiring period of one year from the date of granted. All 700,000 stock options were vested immediately on grant date.

f) On April 25, 2019, the Company granted 100,000 stock options to an employee. Each option is exercisable into one common share of the Company at an exercise price of $0.10, with an expiring period of two years from the date of the options were granted. The stock options will be vested over four quarters starting from the grant date.

g) On July 12, 2019, the Company cancelled 1,842,500 stock options granted to the former management personnel of the Company in accordance with consulting agreement entered during the year ended December 31, 2018.

h) On September 1, 2019 and September 30, 2019, the Company granted 900,000 and 1,000,000 stock options to employees, respectively. Each option is exercisable into one common share of the Company at an exercise price of $0.10, with an expiring period of two years from the date of the options were granted. The stock options will be vested in batches on various basis pursuant agreement between the employees and the Company.

i) On September 3, 2019 and September 25, 2019, the Company granted 1,175,000 and 1,540,000 stock options to its CEO and Directors of the Board. Each option is exercisable into one common share of the Company at an exercise price of $0.10, with an expiring period of two years from the date of the options were granted. The stock options will be vested in batches on various basis pursuant agreement between the stock option holders and the Company.

j) On September 30, 2019, the Company issued total 2,160,000 Performance Warrants (“P-Warrants”). Each P-Warrant vested immediately upon issuance and entitle the holders to purchase one Common Share of the Company on or before October 10, 2019 at an exercise price of $0.10 per share.

A summary of stock options grant for the period from March 2, 2018 to September 30, 2019 is presented below:

(Unaudited, Expressed in Canadian Dollars)

Outstanding, March 2, 2018	-
Granted	2,230,000
Vested	(150,000)
Forfeited	-
Outstanding, December 31, 2018	2,080,000
Granted	5,415,000
Vested	(1,331,251)
Cancelled	(1,842,500)
Outstanding unvested, September 30, 2019	4,321,249

The weighted-average grant-date fair value of option granted during the period from date of inception (March 2, 2018) to December 31, 2019 and nine months ended September 30, 2019 are $0.059 and $0.10 respectively. The total compensation expense recognized during the period from inception date (March 2, 2018) to September 30, 2018 and the nine months ended September 30, 2019 are $Nil and $185,236, respectively. The expense is included as stock-based compensation in the Company's statements of operations. Key assumptions used in the valuation for nine months ended September 30, 2019 including forfeitures are accounted for on an individual basis: average risk-free rate – 1.611%; expected dividend yield – 0%; weighted average expected terms: 1.87 years; volatility – 120% and underlying stock price: $0.10, (period from inception date (March 2, 2018 to December 31, 2018: average risk-free rate – 2.268%; expected dividend yield – 0%; weighted average expected terms: 2.52 years; volatility – 120% and underlying stock price: $0.0864).

13. Financial expenses

The Company incurred the following financial expenses in the nine months period ended September 30, 2019 and 2018, for consulting services relate to general corporate financing:

		Nine months ended September 30, 2019	**Nine months ended September 30, 2018**
Shares issued for services	a)	$ -	$ 74,000
Consulting fees		-	405,000
		$ -	**$ 479,000**

a) During the nine months period ended September 30, 2018, the Company issued 3,700,000 common shares equal to $74,000 to third party consultants in structuring its financing activities (See Note 9).

14. Related Party Transactions

The Company's key management includes CEO, CFO, CMO and Director of the Board. Transactions with related parties include salaries and service fees; shares and stock options issued for services, etc.

The Company had $18,400 due to officers as at September 30, 2019; ($14,947 as at December 31, 2018).

The Company had $3,250 due from former key management, as at September 30, 2019 ($Nil as at December 31, 2018).

For the nine months ended September 30, 2019 and 2018, the Company paid $90,437 and $37,500 salaries and service fees to its key management. $18,000 service fee due to key management was accrued in the nine months period ended September 30, 2019.

Nil common shares issued to the Company's related parties in the nine months ended September 30, 2019 (Nine months ended September 30, 2018: 3,000,000 common shares issued to the Company's related parties, out of which 1,750,000 unreleased common shares were cancelled in July 2019).

In the nine months ended September 30, 2019, 1,375,000 stock options ($39,208 of the fair value vested and recorded in the period) issued to its related parties as compensation for services (nine months ended September 30, 2018: Nil stock options issued to the Company's related parties).

15. Subsequent Events

Exercise of Performance Warrants

On October 2, 2019, 500,000 P-Warrants were exercised with net proceeds of $50,000 received. On October 8, 2019 the remaining 1,660,000 P-Warrants were exercised with net proceeds of $165,958 received.

1Agile Blockchain Corp.

Management's Discussion and Analysis
For the quarter ended September 30, 2019

1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600,
Vancouver, British Columbia, V7X IT2.

MANAGEMENT'S DECISION AND ANALYSIS

The following interim Management Discussion and Analysis ("MD&A") presents an analysis of the financial conditions of Agile Blockchain Corp. (referred to as "Agile" or the "Company") as at and for the three and nine month periods ended September 30, 2019, compared with the corresponding periods in the prior year, and should be read in conjunction with the unaudited condensed interim financial statements of the Company for the period ended September 30, 2019. It has been prepared to provide an update since the Company's last MD&A for the six month period ended June 30, 2019. This MD&A should also be read in conjunction with the Company's audited financial statements and accompanying notes for the period from inception (March 2, 2018) to December 31, 2018. The financial information presented in this MD&A is derived from our condensed interim financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). There are no non-IFRS financial measures included in this MD&A.

The information presented in this MD&A is as of December 31, 2019. The Company presents its interim financial statements in Canadian dollars. Amounts in this MD&A are stated in Canadian Dollars unless otherwise indicated.

Unless otherwise noted or the context indicates otherwise, "we", "us", "our", the "Company" or "Agile" refer to Agile Blockchain Corp. and its direct and indirect subsidiaries.

Additional information with respect to the Company, including interim filings, audited financial statements and can be found on SEDAR at www.sedar.com. This MD&A contains "forward-looking statements" that are subject to risk factors set out in a cautionary note contained herein. The reader is cautioned not to place undue reliance on forward-looking-statements.

CAUTIONARY NOTES REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

Certain information included in this MD&A may constitute forward-looking statements. Statements in this MD&A that are not historical facts are forward -looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. A statement we make is forward-looking when it uses what we know and expect today to make a statement about the future.

Forward-looking statements are typically identified by the words *assumption*, *goal*, *guidance*, *objective*, *outlook*, *project*, *strategy*, *target* and other similar expressions or future or conditional verbs such as *aim*, *anticipate*, *believe*, *could*, *expect*, *intend*, *may*, *plan*, *seek*, *should*, *strive*, and *will*. In this MD&A, forward-looking statements include such statements as:

- that the Company will be raising sufficient capital to achieve its immediate goals and to continue to build out its technology platforms;

- the Company believes that the *Agile Tracking System* and *Agile Blockchain Marketplace* could be a desirable solution in that marketplace;

- the Company believes that there will be significant demand for the Company's new products in the market, and these products will significantly increase revenue for the Company, and the Company is optimistic that this will be reflected in future results;

- the Company believes in its ability to generate new revenue from tracking services, promotions and consumer fees for premium features, and data analytics services;

- the Company believes that the technologies and blockchain-related features make it well positioned for market opportunities when there is a resurgence in activity and adoption of blockchain;

- that the Company will continue to review and prioritize its expenditures to best use its cash resources that its expectation that cash expenses will be further streamlined in the near term;
- that the Company is exploring licensing opportunities for its technology into geographies and verticals in which it currently does not have a presence;
- the Company believes in its ability to raise additional capital needed to fund operations.

Readers are cautioned not to put undue reliance on forward-looking statements. Unless otherwise indicated by us, forward-looking statements in this MD&A describe our expectations as at September 30, 2019 and, accordingly, are subject to change after that date. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Forward-looking statements, by their very nature, are subject to inherent risks and uncertainties and are based on several assumptions, both general and specific, which give rise to the possibility that actual results or events could differ materially from our expectations expressed in, or implied by, such forward-looking statements and that our business outlook, objectives, plans and strategic priorities may not be achieved. As a result, we cannot guarantee that any forward-looking statements will materialize and we caution you against relying on any of these forward-looking statements. Forward-looking statements are presented in this MD&A, for the purpose of assisting investors and others in understanding our objectives, strategic priorities and business outlook as well as our anticipated operating environment. Readers are cautioned, however, that such information may not be appropriate for other purposes. The forward-looking statements in this MD&A are based on, among other things, the following assumptions:

- the Company will be able to achieve its business objectives;
- the Company will be able to develop proprietary software to implement its plans;
- the Company will be successful in obtaining and retaining clients and licensees for its software;
- the blockchain platform will continue to develop and grow in utilization and adoption in the world;
- the Company will be able to expand its operations successfully in new geographic markets and industries;

The forward-looking statements in this MD&A are subject to, among other things, the following risks:

- the Company's operations are dependent on key technical personnel, and the loss of such personnel could have a significant impact on the Company's ability to conduct its activities;
- competition;
- currency fluctuations and exchange rates;
- the Company's ability to continue as a going concern;
- the Company may not be able to obtain all necessary funding for its operations, on terms satisfactory to the Company or at all;
- credit risk;
- the Company's dependence on information technology systems;
- risks that the Company's software and applications may contain security problems, security vulnerabilities, or defects in design or manufacture, including "bugs" and other problems that could interfere with the intended operation of its software;
- risks related to the volatility of customer demand for Agile's products;
- risks associated with cyber security and privacy violations, in particular given the Company's operations are highly dependent on online technologies and the Company obtains a significant amount of personal information in the course of operations;
- risks associated with having customers in the cannabis industry, which remain illegal in certain jurisdictions;
- risks associated with the adoption and development of blockchain platforms;
- the Company may not be able to successfully expand its operations beyond the Canadian marketplace or into industries other than the Company's current industry focus;

We have made certain economic, market and operational assumptions in preparing the forward-looking statements contained in this MD&A. If our assumptions turn out to be inaccurate, our actual results could be materially different from what we expect.

Important risk factors including, without limitation, competitive, regulatory, economic, financial, operational, technological and other risks that could cause actual results or events to differ materially from those expressed in, or implied by, the previously-mentioned forward-looking statements.

We caution readers that the risks described in this MD&A are not the only ones that could affect us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also have a material adverse effect on our financial position, financial performance, cash flows, business or reputation.

Except as otherwise indicated by us, forward-looking statements do not reflect the potential impact of any special items or of any dispositions, mergers, acquisitions, other business combinations or other transactions that may be announced or that may occur after September 30, 2019. The financial impact of these transactions and special items can be complex and depends on facts particular to each of them. We therefore cannot describe the expected impact in a meaningful way, or in the same way we present known risks affecting our business.

COMPANY OVERVIEW

Agile was incorporated pursuant to the British Columbia Business Corporations Act on March 2, 2018. On September 19, 2018, Agile and Stowe One Investments Corp. ("Stowe One") signed a letter of intent and on December 27, 2018, the Company, Stowe One and 1191212 BC Ltd. ("1191212") entered into an Amalgamation Agreement (the "Agreement") under which the parties have agreed to complete a reverse acquisition transaction. Under the terms of the Agreement, Stowe One will issue 78,034,747 shares to Agile shareholders, 5,802,500 stock options and 11,587,373 warrants.

The Company's corporate office is 1200 Waterfront Centre, 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia, V7X IT2.

OPERATIONAL OVERVIEW

Agile was formed to capitalize on the opportunities available in blockchain technology development. Since incorporation, Agile has begun development work on its first proprietary blockchain decentralized applications ("**BDA**"). The first of these is a supply chain focused permission based blockchain that will be expanded to accommodate client firms in various supply chain channels with the objective of increasing client operational efficiencies while limiting their costs. The second BDA is a tracker system based on LTE technology. Cell phone networks based on GSM technology are being phased out and even now GSM towers that develop problems are simply shut down rather than fixed. Long-Term Evolution ("**LTE**") is a 4G technology that will also operate on the 5G system that will eventually replace current infrastructure. Agile's proprietary tracking system allows customers to actively track their assets and optimize their operations. By registering the trackers on Agile's supply chain blockchain, Agile can become immediately aware if malware appears on a tracker and shut it down before further damage occurs to a customer's operations. Agile has trackers operational at customer firms at present and our supply chain blockchain is undergoing continuing development to onboard entities all along a manufacturing supply chain.

BUSINESS OF AGILE

Agile is a software development company specializing in the development and deployment of asset tracking technology and supply chain optimization utilizing a proprietary blockchain solution. Agile intends to establish itself as a strong and growing presence in blockchain technology and innovation. Its goal is to generate "early mover advantage" as one of the very few public companies focused on exposing investors to multiple blockchain applications with a fully integrated solution.

Agile's business model and strategy are based on demonstrating the efficiency gains attainable using blockchain technology and onboard a critical mass of companies who have various intertwined relationships.

Agile intends to utilize the ‘Network Effect’ and implement a strategy of quick onboarding and benefits demonstration.

Blockchain Decentralized Applications

Agile has developed and continues to upgrade its own proprietary supply chain focused blockchain. Blockchain software is essentially a distributed ledger that allows for low cost, highly-verified content of registration data, which Agile’s supply chain focus will allow the direct communication of relevant information to permissioned parties. This distributed ledger will also maintain a registration history of all transactions.

Agile’s supply chain ecosystem allows for the disruption of supply chain management software. Supply chain management software enables a single entity to monitor, measure and manage its inventory and supply management. The problems occur when this version of reality conflicts with the version of reality employed at the company’s suppliers and customers. This conflict is a regular occurrence that can be alleviated by the use of a single ‘channel’ that contains the reality as seen by every entity permissioned to see that information. The efficiency gains realized by the Agile enabled system are large and include the reduction of communications and miscommunication between multiple entities.

Agile intends to operate its blockchain enabled network as Software as a Service (“**SaaS**”). Agile’s client firms will be able to utilize their current software infrastructure without interruption while API’s connect to their currently installed software and provide the ‘arguments’ in transactions that are deployed on our blockchain. Agile will not replace client’s database or other programs, but rather conducts and registers transactions of all descriptions; RFP’s, purchase orders, invoices, payments and many other transactions. These transactions are registered in this way and are made available to all entities that are enabled by the client firm, thus increasing required visibility and simultaneously reducing the number of required communications.

Agile’s proprietary tracking system provides a level of security by registering tracker profiles on the ledger using a 256-bit hash. Any changes to a tracker, as has occurred in the recent past, will automatically change the tracker hash. A mismatch of profiles will trigger a shutdown of the tracker.

Funds raised through the Financing, traditional equity markets and consulting fees will be used to cover development and marketing costs incurred by Agile directly or on behalf of clients. Blockchains built by Agile will earn recurring ‘by use’ revenue as the developer and operator of the supply chain network and tracker system.

Agile Blockchain Marketplace

Agile Blockchain Marketplace is a business to business social market place with immutable transaction records. The Marketplace will serve as the integration focus for Agile’s technology, bringing together cryptographically secure data storage, asset and information tracking and AI-driven search capabilities to enable supply-chain sourcing and fulfillment optimization across industries on a SaaS platform. The Marketplace’s searchable company directory and product/service offering catalog, combined with a common data model for transactional supply chain data insights will facilitate dynamic intelligent matching of supply and demand within a suite of procurement and fulfillment management tools. The integration with the IoT/5G sensor cloud will enable real-time visibility into product location and status, and platform contracts (RFPs, purchase orders, invoices and other documents) will record fulfillment status across common types of business activities, incorporating electronic data interchange (EDI) and international classification standards. Agile's blockchain-based data pipeline underlying the platform will immutably record input and output flows, increasing confidence in crucial data quality and integrity.

The Marketplace has a number of advantages for business operations and transactions:

- **Speed** - By applying search algorithms to procurement fulfillment data we can improve supplier selection;
- **Efficiency -** By improving supplier selection we can recommend optimized, complex supply chains;
- **Cost -** By recommending supply chains we can enable dynamic management and reduce business risk.

These enhancements will enable domestic small and medium companies to lower business to business risks and engage the global economy fully by adopting Agile's platform at lower costs than engaging with large, integrated ERP offerings or connecting with its business social network through Application Programming Interfaces (API). The platform will create value by ordering business to business transaction data with Agile's unique scoring mechanism, applied through points of contact in information access, business connections, fulfillment monitoring, sensor tracking, ERP integration, record visibility, and sourcing management.

The Company's focus on fulfillment enables sellers and buyers to emphasis critical operational supply chain factors, including price, quality, lead-time – over marketing and branding. All these functionalities will help clients save capital by optimizing business focus on customer value.

Agile Tracking Solution

The Agile tracking solution is a simple, secure, and powerful LTE tracking solution hat provides vehicle fleet management with an array of up-to-date tracking system. Together with the historical data and the capability of implementing analytics, the platform is able to deliver a dashboard that contains multiple applicable features including GPS location and heading, temperature, battery, ground velocity, odometer, engine speed, fuel consumption, engine ON hours, engine idle hours, vehicle state, ignition, coolant temperature, engine load, and fuel level.

The Tracking Solution runs encrypted on private servers, with an optional backend connection to Agile Blockchain Q platform, which includes an option for secure deployment on cloud.

Given regulatory and market shifts in Canada and the U.S., Agile Blockchain's next-generation LTE tracking solution will be well positioned for significant growth in the near future. In 2021, the Transport Canada ELD mandate for commercial drivers takes effect, aligning with current ELD regulations in the U.S. Yet today, most trackers in Canada are on GSM/2G or 3G infrastructure (that is being shut down). Agile Blockchain offers businesses a next-generation 4G LTE tracking solution enabling them to manage this new technology shift, and meet their supply-chain needs, while also ensuring regulatory compliance.

The System Q

The system ‘Q’ is an experimental R&D architecture. The goal of this project is to implement key characteristics of blockchain without some of its bottlenecks: Traditional blockchain technologies (2018 and prior) have been constrained to <100 transactions/second. Recent developments have attempted to bypass these limitations, with varying degrees of success. Noteworthy academic articles have shown some results in the 10K-20K range, and there are some hopes that a different data structure (e.g. “hashgraphs”) will break through these limitations to reach upwards of 100,000/s.

Until whether the approach has merit is determined, the project is proprietary and should be kept confidential. In the broadest detail:

- The company believes that the most attractive/useful features of blockchain / distributed ledger technologies are their ability to render data immutable (i.e. cannot be altered or deleted after the fact without being detected) and to provide non-repudiation (i.e. once a record exist, its author cannot claim it doesn’t or that they are not its author).
- The company also believes that these features can be achieved sufficiently for most enterprise applications without some of the technical limitations and bottlenecks which have historically afflicted blockchain.
- As we continue to polish the architecture and code, the internal testing has shown results significantly faster than current blockchain transactions can provide.
- Subject to successfully completing this R&D phase, we might find ourselves with a functional alternative to blockchain which has the following attractive characteristics:
    - Software as a Service (SaaS): Any stateful system should be able to use Q to its advantage, providing it with a court-admissible audit trail, with very little effort needed for the integration itself (though modifications to existing systems might be necessary)
    - No leakage of data into the public domain. By-product: almost no security / access management overhead
    - Very high bandwidth applications, with minimal latencies. We hope that in future development cycles we will achieve throughputs in the hundreds of thousands per second.
    - Programming-language and (for the most part) blockchain agnostic.

Principal Markets

As of mid-2017, the blockchain sector was moving into the implementation stage, creating huge opportunities for development and distribution of blockchain-enabled supply chains.

While many of the world’s largest banks and retailers are investing hundreds of millions in researching the utilization of blockchains, it is still a wide-open frontier. There is currently a void of usable software applications that fully exploit the power and value inherent in this technology. Agile will create value for its shareholders by developing massively scalable blockchain channels that fill this void. Agile will be focused on developing revenue generating blockchain applications through a proof of concept approach and launching blockchain channels in an efficient manner.

Numerous opportunities are emerging for blockchain-based supply chain networks world-wide, in a wide variety of other non-financial, but data driven industries. Such industries include, but are not limited to:

- Manufacturing;
- Logistics;
- Enterprise Resource Planning ("**ERP**");
- Agriculture;
- Financial Services;
- Financial Exchanges;
- Registered ownership tracking;
- Payment Processing;
- Online shopping;
- Real Estate Transactions; and
- Supply Chain Product Validation.

Industry experts are predicting that almost every application in the future will eventually utilize a blockchain. Agile believes it is positioned at the ground-level of this new digital break through. The key to Agile's success will be its ability to combine useful blockchain-based supply chain applications with efficient time-to-market methods to ensure a solid first mover advantage and substantial ongoing returns on investments.

Distribution Methods

Agile's initial focus will be on developing a network of salaried and commissioned sales staff in various North American locations that have a critical mass of fleet vehicles and fleet management operations. By onboarding fleets to Agile's proprietary tracking system and preparing them for inclusion in the supply chain blockchain, Agile will establish its pipeline of blockchain enabled supply chain customers.

To further establish the brand, Agile has established a blog and social media presence that are continuously updated. In addition, a public relation company and other promotional venues are to be engaged that will further solidify Agile's niche leadership.

DIRECTORS AND OFFICERS

Raymond Pomroy – *Chief Executive Officer and Director*

Raymond is an international manager who has exceptional experience in business management and supply chain management (e.g. Make, Plan, Source, Deliver) primarily in UK, Holland, Canada and the US. Prior to joining Agile Blockchain, Raymond had been working in a multinational consumer goods company for 30 years, and managed all elements of the supply chain, including USD$2.8 billion in product supply, six factories in North America, over 2,000 employees. He is experienced in supply chain strategy development, global supply, organizational redesign and implementation of restructuring, contract negotiations, and cost reduction activities. Raymond holds a Bachelor of Science and DIS from Loughborough University (UK).

Khurram Qureshi – *Chief Financial Officer*

Khurram brings over 22 years' experience in the field of accounting and corporate finance. Khurram qualified as a Chartered Accountant in 1990 and has held senior positions with several small- to medium-sized public companies. He has been a key member on several merger and acquisition teams.

Vikas Gupta – *Chairman of the Board*

Vikas is a seasoned executive with an entrepreneurial DNA and has a strong track record with private and public companies. He is well versed in gamification, digital distribution, video games, interactive entertainment and content. Additionally, he has also built very strong expertise in financings, the creation of unique revenue models, the monetization of complex technologies, leadership, and overall growth.

Musabbir Chowdhury (PhD) – *Director*

Musabbir is an engineer who is a business, education and technology consultant with over 20 years of IT achievements. Musabbir is a Professor at the Niagara College School of Business. Previously, he was COO for C2H Media Inc., an educational and web technology consulting and service provider for educational institutions and businesses. Musabbir was also Vice President Academic of Portage College in Alberta.

Brenda Brown (MBA, ICD.D) – *Director*

Brenda is the former Senior VP of Global Talent Management at Compass Group PLC and has over twenty-five years of business experience in all aspects of Human Resource management in both union and non-union environments. As a member of the executive management team Brenda was involved in key strategic business decisions and was responsible for the development of employee programs, corporate culture development and assisting in ensuring the success of the corporate vision.

Alan Rootenberg (CPA) – *Director*

Alan Rootenberg is a chartered professional accountant who has served as the Chief Financial Officer of a number of publicly traded companies listed on the TSX, TSXV, OTCBB and CSE. These companies include mineral exploration, mining, technology and companies in the burgeoning cannabis industry. He was also an investor in an early stage private crypto currency company. Alan has a Bachelor of Commerce degree from the University of the Witwatersrand in Johannesburg, South Africa and received his CPA designation in Ontario, Canada.

SELECTED FINANCIAL INFORMATION

The following is a breakdown of Company overall operational highlights for the three months period ended September 30, 2019:

	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018
	$	$
Sales	-	-
Development costs	45,809	100,430
Management fees	2,400	25,000
Professional and consulting fees	14,803	27,187
Salaries and benefits	85,351	15,751
General and administrative expenses	1,674	33,954
Marketing	-	18,165
Share-based compensation	113,554	-
Financial expenses	-	100,000
Amortization expenses	7,919	-
Total operating Expenses	(271,510)	(320,487)
Gain on debt restructuring	(38,445)	-
Interest expenses	4,454	-
Net loss	(237,519)	(320,487)
Loss per share	(0.00)	(0.01)
Weighted average shares outstanding	70,603,005	52,240,480

The following is a breakdown of Company overall operational highlights for the nine months period ended September 30, 2019:

	Nine Months Ended September 30, 2019	**Nine Months Ended September 30, 2018**
	$	$
Sales	24,955	-
Development costs	169,722	131,246
Management fees	4,400	75,000
Professional and consulting fees	73,969	39,919
Salaries and benefits	299,858	15,751
General and administrative expenses	43,833	78,584
Marketing	33,404	40,115
Share-based compensation	185,236	-
Financial expenses	-	479,000
Amortization expenses	23,756	-
Total operating Expenses	(809,223)	(859,615)
Gain on debt restructuring	64,275	-
Interest Income	129	-
Interest expenses	(11,196)	-
Net loss	(756,015)	(859,615)
Loss per share	(0.01)	(0.02)
Weighted average shares outstanding	71,641,228	47,397,452

SELECTED QUARTERLY FINANCIAL INFORMATION

The following table shows selected financial information related to the Company for the periods indicated. The information contained in this table should be read in conjunction with the Company's financial statements. An analysis of the information contained in this table is set out below under "Liquidity and Capital Resources" and "Results of Operations".

		Net Loss			
Three Months Ended	**Revenues**	**Total**	**Per Share**	**Total Assets**	**Long-term Liabilities**
30-Jun-19	6,070	($240,398)	($0.00)	$171,733	$88,631
31-Mar-19	Nil	($278,097)	($0.00)	$329,523	Nil
31-Dec-18	Nil	($452,858)	($0.01)	$503,884	Nil
30-Sep-18	Nil	($320,487)	($0.01)	$799,240	Nil

RESULTS OF OPERATIONS

The Company reported a net loss for the three months ended September 30, 2019 of $237,519 ($0.00 per share) as compared to a net loss for the period ended September 30, 2018 of $320,487 or $0.01 per share.

The Company continued working on developing its blockchain-based applications for supply chain management services. The Company has total sales of $Nil for the three months ended September 30, 2019 as compared to $Nil sales for the three months ended September 30, 2018.

The total operating expenditure for the Company decreased to $271,510 for the three months ended September 30, 2019 compared to $320,487 for the three months ended September 30, 2018. It is noted by management that this decrease is largely due to the decrease in business development, general and administrative expenses and financial expenses incurred during the three months period ended September 30, 2019 even though expenses in other factors increased; overall, total expenditure has decreased. Several factors that led to the increase in expenses:

- Development costs were $45,809, a decrease of 54% in Q3 2019 compared to Q3 2018 ($100,430). The decrease of the expense is because Agile has switched its focuses from developing external partners to product and software development. In the mean time, Agile will continue searching potential partners and clients that will fit into Agile's blockchain ecosystem, and we expect the cost in business development will remain at a similar level for the near future.
- Management Fees were $2,400, a significant decrease as compared to $25,000 in Q3 2018. This expense represented compensation to the Company's CEO.
- Professional and consulting fees were $14,803, decrease of 46% in Q3 2019 compare to Q3 2018 ($27,187). These are normal charges for legal, accounting, auditing, and other professional services incurred regularly or one time for completing the go public transaction.
- Salaries and benefits increased from $15,751 in Q3 2018 to $85,351 one year later. The increase is due to the Company has recruiting multiple full-time employees including business analysts and developers to work on multiple business projects and blockchain system development.

- General and administrative expenses decreased 95% from $33,954 in Q3 2018 to $1,674 in Q3 2019. This was achieved by cost cuttings implemented by the Company.
- Share-based compensation increased from $Nil in Q3 2018 to $113,554 in Q3 2019, as the Company only started its Stock Option Plan and granting stock options since Q3 2018. Share-based compensation represented fair value for stock options issued and vested during the period. On September 30, 2019, the Company issued total 2,160,000 Performance Warrants ("P-Warrants"). Each P-Warrant vested immediately upon issuance and entitle the holders to purchase one Common Share of the Company on or before October 10, 2019 at an exercise price of $0.10 per share. Total fair value $5,832 of the warrants issued has been included into above share-based compensation.
- Financial expenses totaled $100,000 in Q3 2018 was paid to the Company's financial advisor for its financial advisory services that include equity financing conducted in the year 2018 and others. $Nil incurred for the three months ended September 30, 2019.

LIQUIDITY AND CAPITAL RESOURCES

	Balance as at September 30, 2019	**Balance as at December 31, 2018**
	$	$
Cash and cash held in trust	1,431	417,510
Equipment	9,663	12,333
Right-of-use asset	46,624	Nil
Total assets	166,825	503,884
Accounts payable and accrued liabilities	201,468	143,874
Lease liability	50,669	Nil
Promissory notes	137,729	Nil
Total liabilities	389,866	143,874
Total shareholders' equity/(deficiency)	(223,041)	360,010
Net working capital / (Net working capital deficit)	(119,776)	347,677
	Nine months Ended September 30, 2019	**Nine months Ended September 30, 2018**
Cash flow from operating activities	(604,574)	(670,960)
Cash flow from investing activities	(105)	-
Cash flow from financing activities	188,600	1,437,675

General Financial Condition

As of September 30, 2019, Agile had a working capital deficit of $119,776 compared to working capital of $347,677 as at December 31, 2018. The Company had cash on hand as at September 30, 2019 of $1,431 (December 31, 2018 - $417,510) and relies on operating cash flow from sales of software and hardware, and future equity and/or debt financing(s) to fund its operations.

Operating Activities

Cash used by operating activities during the nine months ended September 30, 2019 was $604,574, a 10% decrease compared to the nine months ended December 31, 2018. The increase over the period relates to increased operating, developing activities and transactions.

Financing Activities

There are multiple rounds of financing incurred in both periods:

Promissory Notes Issuance:

2019 Q2 issuance:

On May 24, 2019 and June 28, 2019, the Company issued promissory notes of $84,000 in total, with interest rate of 10% per annum, for the purpose of maintenance of the Company's operating fund.

On June 30, 2019, the Company and the promissory notes holders agreed to extend the maturity periods of these promissory notes of 24 months each. Pursuant which the Company extinguished the previous promissory notes with $26,852 gains of debt restructuring recognized.

2019 *Q3 issuance:*

From July 15, 2019 to September 19, 2019, the Company further issued total of $114,600 promissory notes with interest rate of 10% per annum.

On September 25, 2019, the Company and the promissory notes holders agreed to extend the maturity period of the above promissory notes of 24 months each. Pursuant which the Company extinguished the previous promissory notes issued between July 15, 2019 and September 19, 2019, with further $37,423 gains of debt restructuring recognized.

A summary of the Company's promissory notes issuance is as below:

Date of issuance	Notes amount		Original expiry date	Extended expiry date
2019 Q2 issuance:				
May 24, 2019	$	51,000	June 30, 2019	June 30, 2021
June 28, 2019		33,000	September 28, 2019	September 28, 2021
		84,000		
2019 Q3 issuance:				
July 15, 2019		22,500	October 15, 2019	October 15, 2021
July 31, 2019		33,000	October 31, 2019	October 31, 2021
August 15, 2019		15,000	November 15, 2019	November 15, 2021
August 31, 2019		12,300	November 30, 2019	November 30, 2021
September 13, 2019		19,800	December 15, 2019	December 15, 2021
September 19, 2019		12,000	December 19, 2019	December 19, 2021
		114,600		
	$	**198,600**		

Common Shares Transactions

On March 19, 2018, the Company closed 1) a private placement equity financing of $163,333 and issued 8,166,667 common shares at a price of $0.02 per share; 2) a private placement equity financing of $126,667 and issued 23,333,336 common shares at a price of $0.005 per share for net proceeds of $280,000.

On March 20, 2018, the company entered into debt settlement agreements and issued 13,666,666 common shares in settlement of $68,333 of accounts payable. The shares were issued at a deemed price of $0.005 per share, which was the fair value of the common shares at the time of the settlements.

On March 23, 2018, the company entered into debt settlement agreements and issued 2,833,333 common shares in settlement of $56,667 of accounts payable. The shares were issued at a deemed price of $0.02 per share, which was the fair value of the common shares at the time of the settlements.

On March 27, 2018, the company closed a private placement equity financing of $74,000 and issued 3,700,000 common shares at a price of $0.02 per share. $74,000 were used in exchange for services for a net value of $74,000. The transaction was measured based on the fair value of the shares issued which is determined by the most recent share transaction price.

As the Company has not completed any activities of listing or business combination within one hundred and eighty days following the issuance date of the above three tranches Special Warrants, the Special Warrants issued on March 29, 2019, May 28, 2019 and September 21, 2019 were automatically converted into Common Shares following the issuance dates for each tranche on May 25, 2018, November 24, 2018 and December 18, 2018, respectively and increased in total of 20,947,745 Common Shares.

On January 16, 2019, the Company recalled 500,000 common shares, valued $10,000 that were issued for services to a former service provider upon closing of the service agreement.

On July 12, 2019, the Company cancelled 1,750,000 unreleased common shares issued at a price of $0.02 per share to the former management personnel of the Company in accordance with consulting agreement entered during the year ended December 31, 2018.

Special Warrants Transactions

On March 29, 2018 the Company closed a private placement equity financing and issued 16,574,745 Special Warrant Units ("SPU") at a price of $0.05 per Unit. Each "SPU" consists of one special warrant of the Company and one-half of one common share purchase warrant (each whole warrant a "Warrant"). Each Warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.15 for a period expiring 24 months after the Closing Date. The fair value of special warrants and the common share purchase warrants attached to the "SPU" was estimated to be $621,433 and $207,304 specifically, with reference to the Black-Scholes option pricing model with the following assumptions: (i) expected dividend yield of 0%; (ii) expected volatility of 120%; (iii) risk-free rate of 1.780%; (iv) unit price of $0.05; (v) forfeiture rate of 0; (vi) expected life of two years. Out of the total 16,574,745 "SPU" issued, 2,300,000 "SPU" were issued for exchanging of services.

On May 28, 2018 the Company closed a private placement equity financing and issued 2,100,000 Special Warrant Units ("SPU") at a price of $0.05 per Unit. Each "SPU" consists of one special warrant of the Company and one-half of one common share purchase warrant (each whole warrant a "Warrant"). Each Warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of $0.15 for a period expiring 24 months after the Closing Date. The fair value of special warrants and the common share purchase warrants attached to the "SPU" was estimated to be $78,981 and $26,019 specifically, with reference to the Black-Scholes option pricing model with the following assumptions: (i) expected dividend yield of 0%; (ii) expected volatility of 120%; (iii) risk-free rate of 1.880%; (iv) unit price of $0.05; (v) forfeiture rate of 0; (vi) expected life of two years.

On June 21, 2018 the Company closed a private placement equity financing and issued 2,250,000 Special Warrant Units ("SPU") at a price of $0.10 per Unit. Each "SPU" consists of one special warrant of the Company and one common share purchase warrant (each whole warrant a "Warrant"). Each Warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of $0.30 for a period expiring 12 months after the Closing Date. The fair value of special warrants and the common share purchase warrants attached to the "SPU" was estimated to be $193,473 and $30,647 specifically, after deduction of $881 share issuance cost, with reference to the Black-Scholes option pricing model with the following assumptions: (i) expected dividend yield of 0%; (ii) expected volatility of 120%; (iii) risk-free rate of 1.880%; (iv) unit price of $0.10; (v) forfeiture rate of 0; (vi) expected life of one year.

As the Company has not completed any activities of listing or business combination within one hundred and eighty days following the issuance date of the above three tranches Special Warrants, the Special Warrants issued on March 29, 2019, May 28, 2019 and June 21, 2019 were automatically converted into Common Shares following the issuance dates for each tranche on May 25, 2018, November 24, 2018 and December 18, 2018, respectively and issuance a total of 20,947,745 Common Shares.

OUTSTANDING SHARE DATA

The Company’s authorized capital is an unlimited number of common shares without par value. The following table summarizes the outstanding share capital as of December 31 2019:

Issued and outstanding common shares:	72,534,747
Warrants	11,587,373
Stock options	5,802,500

MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements are the responsibility of the Company's management and have been approved by the board of directors. The financial statements were prepared by the Company’s management in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

Approval

On December 31, 2019, the Board of Directors of Agile Blockchain Corp. approved the disclosures contained in this MD&A.

RISK FACTORS

Business Risk and Uncertainties

We are subject to a number of risks and uncertainties that can significantly affect our business, financial condition and future financial performance, as described below. In particular, there remain significant uncertainties in capital markets impacting the availability of equity financing. While these uncertainties in capital markets do not have a direct impact on our ability to carry out our business, the Company may be impacted should it become more difficult to gain access to capital when and if needed. These risks and uncertainties are not necessarily the only risks the Company faces. Additional risks and uncertainties that are presently unknown to the Company may adversely affect our business.

Limited Operating History

The Company has a limited operating history and has limited revenues derived from its operations. The Company may not be able to achieve profitability or continue operations on an ongoing basis. As well, the Company has encountered and will continue to encounter risks and difficulties frequently experienced by growing companies in rapidly changing industries, including challenges in accurate financial planning and forecasting.

Problems Resulting from Rapid Growth

The Company will be pursuing a plan to market its solutions and platform throughout Canada, the USA and abroad, and will require capital in order to meet these growth plans. There can be no assurances that proceeds from the Company's financings will enable the Company to meet these growth needs. The Company expects to require significant working capital and other financial resources to implement its plan for rapid growth, including attracting and retaining qualified personnel. No assurance exists that the plan will be successful, and this may have a material adverse consequence on the business of the Company.

Growth of E-Commerce

The business of selling goods and services over the internet is dynamic and relatively new. Concerns about fraud, privacy and other challenges may discourage consumers and customers from adopting the internet as a medium of commerce.

Liquidity and Capital Requirements

The Company faces significant challenges in order to achieve profitability. There can be no assurance that it will be able to maintain adequate liquidity or achieve long-term viability. The Company's ability to meet its obligations in the ordinary course of business is dependent upon management's ability to establish profitable operations or raise capital, as needed, through public, or private debt or equity financing, or other sources of financing to fund operations.

The disruption of the capital markets and/or a decline in economic conditions, amongst other factors, could negatively impact the Company's ability to achieve profitability or raise additional capital when needed. In order to optimize the growth of the business, the Company may need to raise additional debt or equity financing. There can be no assurance that the Company will be able to identify a source of such financing, or that such financing will be available on acceptable terms, if at all. Moreover, should the opportunity to raise additional capital arise, any additional debt or equity financing could result in significant dilution of the existing holders of the Company's common shares.

Acquisitions or Other Business Transactions

The Company may, when and if opportunities arise, acquire other products, technologies or businesses that are complementary to its business. Acquisitions involve numerous risks, including difficulties in the assimilation of the operations, technologies and products of the acquired companies, the diversion of management's attention from other business concerns, risks associated with entering new markets or conducting operations in industry segments in the Company has no or limited experience, and the potential loss of key employees of the investee companies. Moreover, there can be no assurances that any anticipated benefits of an acquisition will be realized. Future acquisitions by the Company, could result in potentially dilutive issuances of equity securities, the use of cash, the incurrence of debt and contingent liabilities, and write-off of acquired research and development costs, all of which could materially adversely affect the Company's financial condition, results of operations and cash flows.

Retention or Maintenance of Key Personnel

Although the Company's management has made efforts to align the interests of key employees by, among other things, granting equity interests in the Company to its operations personnel with vesting schedules tied to continued employment, there is no assurance that the Company can attract or retain key personnel in a timely manner as the need arises. Failure to have adequate personnel may materially compromise the ability of the Company to operate its business.

Conflicts of Interest

The Company may contract with affiliated parties, members of management of the Company, or companies owned or controlled by members of the Company's management. These parties or persons may obtain compensation and other benefits in transactions relating to the Company.

Certain members of management of the Company have other business activities in addition to the business of the Company, although each such member of management is contracted to devote the substantial majority of his or her working time to the Company. Despite management's intention to act fairly, it is possible that the Company could inadvertently enter into arrangements with related parties that feature less favourable terms than could have been obtained from unrelated parties.

Proprietary Rights Could Be Subject to Suits or Claims

No assurance exists that the Company or any company with which it conducts business can or will be successful in pursuing protection of the Company's proprietary rights such as business names, logos, marks, ideas, inventions, copyrights in photos and other visual works, and technology. In many cases, governmental registrations may not be available or advisable, considering legalities and expense, and even if registrations are obtained, adverse claims or litigation could occur.

Additional Information

Additional information relating to the Company can be found on SEDAR at www.sedar.com.

APPENDIX "E"
PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER

Find attached the pro forma financial statements of the Resulting Issuer after giving effect to the Transaction for the year ended December 31, 2018 and for the interim period ended September 30, 2019.

Stowe One Investments Corp.

Pro Forma Consolidated Financial Statements

As At September 30, 2019

(Unaudited – In Canadian Dollars unless otherwise specified)

Stowe One Investments Corp.

Pro Forma Consolidated Statement of Financial Position
September 30, 2019.
(Unaudited – In Canadian Dollars unless otherwise specified)

	Stowe One Investments Corp.	Agile Blockchain Corp.	Notes	Adjustments Dr.	Adjustments Cr.	Notes	Acquisition formula	Resulting Issuer, September 30, 2019
	September 30, 2019	*September 30, 2019*						
Assets								
Cash and cash equivalents	235	1,431	3(a)	1,100,000	-	3(c)	(263,000)	
			3(g)	-	69,248	3 (g)	-	
			3(f)	216,000	-		-	985,418
Trade and other receivables	9,184						-	9,184
Prepaid Expenses and deposits	-	70,535		-	-	3(d)	(65,000)	5,535
Other taxes receivable	-	38,572		-	-		-	38,572
Total current assets	9,419	110,538		1,316,000	69,248		(328,000)	1,038,709
Non-Current assets								
Right-of-use assets		46,624		-	-		-	46,624
Property plant and equipment	-	9,663		-	-		-	9,663
Total non-current assets	-	56,287		-	-		-	56,287
Total assets	**9,419**	**166,825**		**1,316,000**	**69,248**		**(328,000)**	**1,094,996**
Liabilities and shareholders' equity								
Current liabilities								
Trade and other payables	68,265	201,468		-	-	3(c)	(126,000)	143,733
Deposit	65,000			-	-	3(d)	(65,000)	-
Lease liability - current		28,846		-	-		-	28,846
	133,265	230,314		-	-		(191,000)	172,579
Loans payable	69,248	137,729	3(g)	69,248	-		-	137,729
Lease liability - long term		21,823						21,823
	202,513	389,866		69,248	-		(191,000)	332,131
Shareholders' equity (Deficit)								
Share capital	268	1,327,705	3(a)	-	1,100,000			
			3(f)		216,000	3(b)	(268)	
						3(b)	505,022	3,148,727
Warrants	-	263,970		-	-		-	263,970
Contributed surplus	-	256,044		-	-		-	
					-			256,044
Accumulated deficit	(193,362)	(2,070,760)		-	-		-	
				-	-	3(b)	(698,116)	
				-	-	3(b)	193,362	
				-	-	3(c)	(137,000)	
				-	-		-	(2,905,876)
Total shareholders' equity	(193,094)	(223,041)		-	1,316,000		(137,000)	762,865
Total liabilities and shareholders' equity	**9,419**	**166,825**		**69,248**	**1,316,000**		**(328,000)**	**1,094,996**

Stowe One Investments Corp.

Pro Forma Consolidated Statement of Comprehensive Income
September 30, 2019.
(Unaudited – In Canadian Dollars unless otherwise specified)

	Stowe One Investments Corp.	Agile Blockchain Inc.	Note	Adjustments Dr.	Adjustments Cr.	Resulting Issuer, September 30, 2019
	September 30, 2019	*September 30, 2019*				
Revenue	-	24,955				24,955
Expenses						
Development costs		169,722				169,722
Management fees		4,400				4,400
Professional and consulting fees	58,767	73,969	3(c)	137,000		269,736
Salaries and benefits		299,858				299,858
General and administrative expenses	9,460	43,833				53,293
Marketing		33,404				33,404
Finance expenses		-				-
Share-based compensation		185,236	3(e)			185,236
Amortization		23,756				23,756
Interest expense		11,067				11,067
Gain on debt restructuring		(64,275)				(64,275)
Listing expense		-	3(b)	698,116		698,116
Total expenses	68,227	780,970		835,116	-	1,684,313
Net and comprehensive loss	**(68,227)**	**(756,015)**		**(835,116)**	-	**(1,659,358)**
Total shares outstanding						80,559,859
Loss per share						**(0.02)**

Stowe One Investments Corp.

Pro Forma Consolidated Statement of Comprehensive Income
December 31, 2018.
(Unaudited – In Canadian Dollars unless otherwise specified)

	Stowe One Investments Corp.	Agile Blockchain Inc.	Note	Adjustments Dr.	Adjustments Cr.	Resulting Issuer
	December 31, 2018	*December 31, 2018*				
Revenue	-	-				-
Expenses						
Development costs		218,572				218,572
Management fees		125,000				125,000
Professional and consulting fees	24,770	148,971	3(c)	137,000		310,741
Salaries and benefits		105,706				105,706
General and administrative expense:	33,786	134,538				168,324
Marketing		62,791				62,791
Finance expenses		479,000				479,000
Share-based compensation		35,808	3(e)	44,963		80,771
Amortization		5,285				5,285
Interest expense		(3,198)				(3,198)
Listing expense		-	3(b)	654,716		654,716
Total expenses	58,556	1,312,473		836,679	-	2,207,708
Net and comprehensive loss	**(58,556)**	**(1,312,473)**		**(836,679)**	-	**(2,207,708)**
Total shares outstanding						80,559,859
Loss per share						**(0.03)**

1. Basis of Presentation

The accompanying unaudited pro forma consolidated statement of financial position of Stowe One Investments Corp. ("Stowe One" or "the Company") has been prepared by management to reflect the acquisition of Agile Blockchain Corp. ("Agile") by Stowe One after giving effect to the proposed transactions as described in Notes 2 and 3.

The unaudited pro forma statement of financial position has been prepared for inclusion in the Non-Offering Prospectus of the Company in relation to its acquisition of 100% of the issued and outstanding common shares of Agile ("Amalgamation"). Completion of the acquisition is subject to customary closing conditions, including all necessary approvals and consents and all applicable Canadian Securities Exchange ("CSE") approvals. In the opinion of the Company's management, the unaudited pro forma consolidated statement of financial position includes all adjustments necessary for fair presentation of the transactions contemplated in the Amalgamation agreement ("Amalgamation Agreement").

In connection with the Amalgamation, Stowe One intends to continue its domicile in the Province of British Columbia.

2. Pro Forma Assumptions

The unaudited pro forma consolidated statement of financial position is prepared as if the transaction described below occurred on September 30, 2019.

The Amalgamation is subject to the satisfaction of all closing conditions and receipt of regulatory and shareholder approvals, if necessary.

The unaudited pro forma financial statements of Stowe One should be read in conjunction with the December 31, 2018 financial statements of Stowe One and Agile and September 30, 2019 unaudited interim financial statements of Stowe One and Agile.

The unaudited pro forma consolidated statement of financial position of the Company has been compiled from and includes:

a) the statement of financial position of the Company as at September 30, 2019;
b) the unaudited interim statement of financial position of Agile as at September 30, 2019; and
c) the additional information and assumptions set out in Note 2.

For presentation purposes the Amalgamation is assumed to have occurred at September 30, 2019. The unaudited pro forma consolidated statement of financial position is not intended to reflect the financial position of the Company which would have actually resulted had the proposed transactions been effected on the date indicated. Actual amounts recorded upon consummation of the Amalgamation Agreement will differ from those recorded in the unaudited pro forma consolidated statement of financial position. No adjustments have been made to reflect additional costs or cost savings that could result from the combination of the operations of Stowe One and Agile.

Principal Terms of the Transaction

The Transaction will involve the amalgamation of Agile with 1191212 BC Ltd. ("NewCo"), a wholly-owned subsidiary of the Company. Pursuant to the Amalgamation Agreement, the Company will issue Resulting Issuer Shares, Resulting Issuer Warrants, Resulting Issuer Stock Options and Resulting Issuer Compensation Options in exchange for the delivery of the Agile Shares, Agile Warrants, Agile Stock Options and Agile Compensation Options, respectively. The aggregate number of Resulting Issuer Shares, Resulting Issuer Warrants, Resulting Issuer Stock Options and Resulting Issuer Compensation Options to be issued in exchange for the issued and outstanding Agile Shares, Agile Warrants, Agile Stock Options and Agile Compensation Options shall be determined by multiplying the relevant number of Agile Securities issued and outstanding at the time of Closing by the Share Exchange Ratio. In addition, if the Agile Compensation Shares have not been issued by Agile as of the Closing Date, the Resulting Issuer has agreed that it is contractually obligated to issue Resulting Issuer Shares on the same terms subject to appropriate adjustments proportional to the Share Exchange Ratio.

Thus, an aggregate of 78,034,747 Resulting Issuer Shares, 11,587,373 Resulting Issuer Warrants, 5,802,500 Resulting Issuer Stock Options will be issued in exchange for the Agile Shares, Agile Warrants and Agile Stock Options. See "Information Concerning the Resulting Issuer – Pro Forma Fully Diluted Share Capital" for details with respect to the Agile Securities being exchanged for Resulting Issuer Securities.

There are currently 70,374,747 Agile Shares, 11,587,373 Agile Warrants and 5,802,500 Agile Stock Options issued and outstanding. Immediately prior to Completion of the Transaction, the Agile Private Placement will be completed by issuance of a total of 5,500,000 Agile Shares.

There are currently total 7,214,607 Stowe One Shares and Nil Stowe One Options issued and outstanding. In addition, it is expected that prior to the Completion of the Transaction, the Company will change its name to "Agile Blockchain Inc.."

The Company and Agile have entered into a Letter of Intent ("Agreement") dated December 21, 2018. Pursuant to the terms of the Agreement, the Company intends to issue an aggregate of 70,374,747 common shares to the former shareholders of Agile in exchange for all of the issued and outstanding Agile shares at an exchange ratio of one new share for each old Agile share (the Acquisition").

3. Pro Forma Adjustments

a) On Closing, Agile intends to close a $1,100,000 private placement financing (the "Financing") through subscription receipts at $0.20 per subscription receipt. Each subscription receipt will be automatically converted into one common share of Agile after the liquidity event of going public.

b) Agile Acquisition
Since the Company's operations do not constitute a business, the Transaction has been accounted for in accordance with IFRS 2, which results in the following:

Agile is deemed to be the acquirer and the Company is deemed to be the acquire for accounting purposes;

Accordingly, the assets and liabilities of Stowe One are included in the unaudited pro forma consolidated statement of financial position and are presented at their fair value, which is deemed to be equal to their carrying value; The pre-acquisition equity of Stowe One will be eliminated upon consolidation. This includes its share capital of $268, reserve for stock options of $nil and accumulated deficit of $(193,362).

The purchase price is recorded as the cost to acquire the share capital at the fair value at the time of the transaction. The excess of the amount paid over the fair value of the assets is charged to listing expense. Accordingly, share capital is increased by $505,022 and $nil being the fair value of common shares and options issued for the acquisition. (See Note 7)

Stowe One and Agile have executed a letter of intent which outlines the proposed terms by which Stowe One will acquire Agile. As consideration for Agile, Stowe One has agreed to issue 78,034,747 common shares of the Company (the "Consideration Shares") to the Shareholders on closing of the Transaction.

c) Transaction Costs
The transaction costs related to the acquisition are estimated at $263,000 for the professional fees, exchange and transfer agent fees. Of which, $126,000 is already accrued as of September 30, 2019 and balance of $137,000 is expected to be invoiced to the Company.

d) Deposits – the deposits paid by Agile for the Transaction will be eliminated through the consolidation of Agile and Stowe One.

e) Loans Payable - Subsequent to the reporting date, the Company has issued further promissory notes in total of $137,729 for purpose of maintenance of the Company's operating fund. All promissory notes issued with interest rate of 10% per annum and due in 24 months from the date of issuance.

f) On September 30, 2019, the Company issued a total of 2,160,000 Performance Warrants ("P-Warrants"). Each P-Warrant vested immediately upon issuance and entitles the holders to purchase one Common Share of the Company on or before October 8, 2019 at an exercise price of $0.10 per share. On October 4, 2019, 500,000 P-Warrants were exercised with net proceeds of $50,000 received. On October 8, 2019 the remaining 1,660,000 P-Warrants were exercised with total gross proceeds of $216,000 received for both exercises.

g) Repayment of Stowe One loans payable.

4. Pro Forma Share Capital September 30, 2019

Pro Forma Number of Common Shares	**Shares**	**Amount**
Agile Blockchain Shares at September 30, 2019	70,374,747	$ 1,327,705
Shares issued - warrants exercise	2,160,000	216,000
Shares issued - private placement - Agile	5,500,000	1,100,000
Shares outstanding prior to acquisition acquisition	78,034,747	2,643,705
Share exchange @ 1.00 new shares for each old share	78,034,747	
Stowe One Shares at September 30, 2019	7,214,607	505,022
Stowe One - Share consolidation (1 : 2.8571429)	(4,689,495)	-
ProForma Balance of common shares outstanding	80,559,859	$ 3,148,727

5. Warrants

	Number of Warrants		Amount
Agile Blockchain Warrants at June 30, 2019	11,587,373	$	265,087
Issuance of warrants - September 30, 2019	2,160,000	$	5,832
Exercise of warrants - October 8, 2019	(2,160,000)		(5,832)
	11,587,373	$	265,087

6. Stock Options

	Number of Options		Amount
Agile Blockchain Options at September 30, 2019	5,802,500	$	193,093
	5,802,500	$	193,093

As part of the transaction the resulting issuer will issue 5,802,500 replacement options to holders of Agile Options. The fair value of the Options has been estimated at the date of issue using the Black-Scholes warrant pricing model with the following assumptions: (i) expected dividend yield of 0%; (ii) expected volatility of 120%; (iii) risk-free interest rate of 1.88%; (iv) share price of $0.10; forfeiture rate of nil; and (v) expected life of 24 months. The expected volatility is based on the trading prices of comparable publicly listed companies.

7. Acquisition – listing expense

Total purchase price of Stowe One is as follows:	
Common shares issued and outstanding, Stowe One	7,214,607
Stowe One - Share consolidation (1 : 2.8571429)	(4,689,495)
	2,525,112
Price per share based on concurrent financing	$ 0.20
Cost of acquisition, share issuance	505,022
Fair value of stock options issued	-
Total consideration	505,022
Fair value of net assets including cash	193,094
Excess paid over assets - listing expense	698,116
Fair Value Asset Calculation of Stowe One:	
Assets	9,419
Liabilities	(202,513)
	(193,094)

8. Income Tax

The effective consolidated pro forma tax rate is expected to approximate 26.5%. The Company will have over $4.6 million in tax loss carry forwards to use in Canada.

CERTIFICATE OF THE CORPORATION

Dated: December 31, 2019

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Corporation as required by the securities legislation of British Columbia and Alberta.

(signed) *"Walter Coles"*	(signed) *"Andrew MacRitchie"*
Walter Coles Chief Executive Officer	Andrew MacRitchie Chief Financial Officer

On Behalf of the Board of Directors

(signed) *"Joseph E. Mullin"*	(signed) *"Barbara Broughton"*
Joseph E. Mullin Director	Barbara Broughton Director

CERTIFICATE OF AGILE

Dated: December 31, 2019

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by Agile as required by the securities legislation of British Columbia and Alberta.

(signed) *"Raymond Pomroy"*	(signed) *"Khurram Qureshi"*
Raymond Pomroy Chief Executive Officer	Khurram Qureshi Chief Financial Officer

On Behalf of the Board of Directors

(signed) *"Vikas Gupta"*	(signed) *"Brenda Brown"*
Vikas Gupta Director	Brenda Brown Director

CERTIFICATE OF THE PROMOTER

Dated: December 31, 2019

This Prospectus constitutes full, true and plain disclosure of all material facts as required by the securities legislation of British Columbia and Alberta.

OCI Inc.

(signed) *"Rahim Allani"*

Rahim Allani
Director