

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws and accordingly, these securities may not be offered, sold, exercised, pledged, or otherwise transferred within the United States or to, or for the account or benefit of, a "U.S. person" (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or pursuant to an exemption from the registration requirements of the 1933 Act and applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

PROSPECTUS

INITIAL PUBLIC OFFERING

October 26, 2018

CANNAONE TECHNOLOGIES INC.

\$500,000 Offering of Common Shares

(1,250,000 Common Shares at a price of \$0.40 per Common Share)

This Prospectus qualifies the distribution (the "Offering") by CANNAONE TECHNOLOGIES INC. (the "Issuer" or "CannaOne") of 1,250,000 Common Shares (each a "Share") of the Issuer at a price of \$0.40 per Share (the "Offering Price") for aggregate gross proceeds of \$500,000. The Offering is subject to a minimum aggregate subscription of 1,250,000 Common Shares for aggregate gross proceeds of \$500,000. See "Description of the Securities Offered". The Offering Price was determined by negotiation between the Issuer and the Agent (as hereinafter defined).

	<u>Price to the Public</u>	<u>Agent's Commission⁽¹⁾</u>	<u>Net Proceeds to the Issuer⁽²⁾</u>
Per Share	\$0.40	\$0.032	\$0.368
Total Offering	\$500,000	\$40,000	\$460,000

- (1) Pursuant to the terms and conditions of an agency agreement (the "Agency Agreement") dated for reference October 23, 2018, between Leede Jones Gable Inc. (the "Agent") and the Issuer, the Issuer has agreed to pay to the Agent, upon closing of the offering (the "Closing"), a cash commission (the "Agent's Commission") equal to 8% of the gross proceeds realized from the sale of the Shares under the Offering. In addition, the Issuer has agreed to grant to the Agent, as additional compensation, non-transferable common share purchase options (the "Agent's Option") that will entitle the Agent to purchase such number of Common Shares (each an "Agent's Option Share") of the Issuer equal to 8% of the aggregate number of Shares sold under the Offering. Each Agent's Option will entitle the holder to purchase one Agent's Option Share at an exercise price of \$0.40 per Agent's Option Share until the date which is 24 months after the Closing. The Agent's Options are qualified for distribution

by this Prospectus. See Plan of Distribution. The Issuer has further agreed to pay to the Agent a corporate finance fee (the "Corporate Finance Fee") in the amount of \$30,000 plus Goods and Services Tax (\$31,500 in the aggregate) of which \$15,750 has been paid and is non-refundable.

- (2) Before deducting non-refundable expenses of the Offering (which shall consist of remaining legal fees, transfer agent fees, and filing fees), estimated to be \$40,000, and the \$15,750 unpaid portion of the Corporate Finance Fee.

There is no market through which the Shares may be sold and purchasers may not be able to resell the Shares purchased under this Prospectus. The Issuer has applied to list the Common Shares (as defined below) on the Canadian Securities Exchange (the "Exchange"), which listing is subject to the Issuer fulfilling all of the listing requirements of the Exchange, including the distribution of the Shares to a minimum number of public shareholders.

As at the date of this Prospectus, the Issuer does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America.

As at the date of this Prospectus, members of the Agent's "Pro Group", which includes all employees, directors and officers of the Agent and their associates, hold no Common Shares (as defined below). Based on the foregoing, the Issuer is not considered to be a "connected issuer" or a "related issuer" of the Agent under applicable Canadian securities legislation.

This Offering is not underwritten and is subject to a minimum aggregate subscription of 1,250,000 Common Shares for aggregate gross proceeds of \$500,000. The Agent is conditionally offering the Shares on a "commercially reasonable efforts" basis and subject to prior sale, if, as, and when issued by the Issuer and accepted by the Agent in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution".

Pursuant to policy statements of certain securities regulators, the Agent may not, throughout the period of distribution, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Common Shares. Such exceptions include a bid or purchase permitted under applicable by-laws and rules of the relevant self-regulatory authorities relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution".

The Agent, or registered sub-agents who assist the Agent in the distribution of the shares, conditionally offers the Shares for sale on a commercially reasonable best efforts basis, subject to sale, if, and when, issued by the Issuer and accepted by the Agent in accordance with the terms of the Agency Agreement. Certain legal matters in relation to the Offering have been reviewed on the Issuer's behalf by Macdonald Tuskey, of North Vancouver, British Columbia, and on the Agent's behalf by Salley Bowes Harwardt LC, of Vancouver, British Columbia. See "Experts".

These securities are considered to be highly speculative due to the nature of the Issuer's business and its formative stage of development. The Issuer has issued Common Shares during the private stage at prices substantially lower than the issue price of the securities offered hereby. As a result, investors will experience a substantial dilution of their investment. There is no market through which these securities may be sold and subscribers may not be able to resell securities purchased under this Prospectus. **An investment in the Shares involves a high degree of risk and should only be considered by those investors who can afford to lose their entire investment.**

Notwithstanding the foregoing, the Offering will be discontinued in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for the final Prospectus, unless an amendment to the final Prospectus is filed and a receipt has been issued for such amendment, in which case the Offering will be discontinued in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for an amendment to the final Prospectus and, in any event, not more than 180 days after the issuance of a receipt for the final Prospectus. One or more global certificates that represent the aggregate principal number of Shares subscribed for will be issued in registered form to The Canadian Depository for Securities Limited ("CDS"), unless the Agent elects for book entry delivery, and will be deposited with CDS on the date of Closing. All of the purchasers of Shares will receive only a customer confirmation from the Agent as to

the Shares purchased, except that certificates representing the Shares in registered and definitive form may be issued in certain other limited circumstances.

No person is authorized by the Issuer to provide any information or to make any representation in connection with the Offering other than as is contained in this Prospectus.

AGENT:

Leede Jones Gable Inc.
Suite 1800 – 1140 West Pender Street
Vancouver, British Columbia V6E 4G1
Telephone: (604) 658-3000
Facsimile: (604) 658-3099

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ELIGIBILITY FOR INVESTMENT

It is anticipated, based on the current provisions of the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations thereunder (the "**Regulations**"), 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, and provided the Common Shares are listed on a "designated stock exchange", as defined in the *Income Tax Act* (Canada) (the "**Tax Act**") (which currently includes the Canadian Securities Exchange), that the Common Shares will be "qualified investments" for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts ("**TFSA**s") under the Tax Act (collectively, the "**Plans**"). **However, prospective holders that intend to hold Common Shares in any Plans are urged to consult their own tax advisers prior to purchasing Common Shares.**

Notwithstanding that the Common Shares may, at a particular time, be qualified investments for a trust governed by a TFSA, the holder of a TFSA will be subject to a penalty tax with respect to the Common Shares held in a TFSA if such shares are "prohibited investments" for the TFSA within the meaning of the Tax Act. Provided that the holder of a TFSA does not hold a "significant interest" (as defined in the Tax Act) in the Issuer or any corporation, partnership or trust that does not deal at arm's length with the Issuer for the purposes of the Tax Act, and provided that such holder deals at arm's length with the Issuer for the purposes of the Tax Act, the Common Shares will not be "prohibited investments" for a trust governed by the TFSA. **Prospective holders that intend to hold Common Shares in a TFSA are urged to consult their own tax advisers.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information, or financial outlooks (collectively, "forward looking information") within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Issuer's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to capital and operating expenditures, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. In particular, this Prospectus contains forward-looking statements pertaining to the following:

- Proposed expenditures for business expansion and development, and general and administrative expenses and the intended use of the available funds (see "Use of Proceeds" for further details);
- The intention to complete the listing of the Common Shares on the Exchange and all transaction related thereto; and
- Treatment under applicable governmental regimes and regulatory systems (see "Risk Factors").

Such forward-looking statements are based on a number of material factors and assumptions, and include the availability and final receipt of required approvals, licenses and permits, the availability of sufficient working capital to develop and operate the Issuer's business, continued expansion of legal marijuana commerce in Canada, favorable interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified workforce, and the ultimate ability of the Issuer to successfully develop, launch and market its BloomKit software platform. While the Issuer considers these assumptions to be reasonable based on information currently available to it, they may prove incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. See "Risk Factors". Forward-looking statements are based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Issuer does not intend, and undertakes no obligation to update any forward looking information to reflect, among other things, new information or future events.

As a reporting issuer, the Issuer will discuss in its quarterly and annual reports any events or circumstances known to the Issuer which occur during the periods to which such reports relate, and which are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this Prospectus. However, management will be unable to identify all relevant events or circumstances as they emerge from time to time, or to assess in advance the extent to which such events or circumstance may cause actual results to differ materially from those contained in any forward-looking statement.

Investors are cautioned against placing undue reliance on forward-looking statements.

CURRENCY PRESENTATION

In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian currency and references to “\$” and “dollars” are to Canadian currency.

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Offering and certain information relating to the Issuer, and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Reference is made to the Glossary for certain terms with initial capital letters used in this Prospectus and in this summary.

The Issuer: The Issuer, CannaOne Technologies Inc. or “CannaOne”, has developed BloomKit, a cloud-based solution for the cannabis industry that offers: themed online storefronts, automated customer acquisition tools, shipping, logistics, payment, marketing and site management tools such as reviews, newsletters and search engine optimization (“SEO”). As the Issuer commercializes BloomKit, its associated data engine will collect, store and sort all the data created by BloomKit users, and through intelligent machine learning will provide BloomKit users with detailed industry business intelligence and, ultimately, predictive analytics. See "Corporate Structure", "General Development of the Business" and "Narrative Description of the Business".

The Offering: The Offering consists of 1,250,000 Common Shares (each a "Share") of the Issuer. Completion of the Offering is subject to the sale of all 1,250,000 Shares on offer.
See "Description of the Securities Offered" and "Plan of Distribution".

Issue Price: \$0.40 per Share

Use of Proceeds: The gross proceeds to the Issuer from the sale of the Shares hereby offered will be \$500,000. The maximum total funds available to the Issuer at the closing of the Offering, after deducting the estimated remaining expenses of the Offering of \$40,000, the \$15,750 unpaid balance of the Corporate Finance Fee (which is payable in cash), the Agent's Commission of \$40,000, and the Issuer's working capital deficit as at September 30, 2018 of approximately \$33,967, are estimated to be \$370,283. The Issuer intends to expend its available funds for the following principal purposes:

<u>Use of Proceeds</u>	<u>Offering</u>
Office and administrative expenses ⁽¹⁾	\$39,830
Legal and accounting fees	\$40,000
Marketing and advertising ⁽²⁾	\$62,499
Entertainment & Travel	\$3,581
Salaries and consulting fees ⁽⁴⁾	\$121,800
Development Costs	\$50,328
Financial Transaction Platform Installation and License fees	\$52,245 ⁽³⁾
Total	<u>\$370,283⁽⁵⁾</u>

- (1) Estimated for the 12 month period following the completion of the Offering and includes provision for rent of \$35,000, internet fees of \$3,000, insurance of \$600, bank charge & fees of \$500, and miscellaneous expenses of \$300.
- (2) For additional detail, see "BloomKit Development Activities" under "Narrative Description of the Business"
- (3) Represents a one-time installation, set-up, and white-label fee of US\$10,500 payable to the licensor (VMoney, Inc.) upon implementation of the VMoney financial transaction technology by the Issuer (anticipated January, 2019), and License Fees of US\$10,000 per month payable to the licensor from the date of implementation (anticipated January, 2019) through March, 2019, using a currency conversion rate of \$1.29 Canadian Dollars per \$1.00 US Dollars.
- (4) For additional detail see "Executive Compensation"
- (5) Any proceeds from the exercise of the Agent's Options and Options will be added to working capital.

See "Use of Proceeds".

Board and Management:

<u>Name</u>	<u>Position Held</u>
	Director, President & Chief
Solomon Riby-Williams	Executive Officer
Erynn Tomlinson	Director
Robert Chisholm	Director, Chief Financial Officer
Adrian Lamoureux	Director

See "Management and Key Personnel" and "Directors, Officers and Promoters".

Business Objectives:

The Issuer has developed and is testing the first version of its BloomKit software with functionality for use by online (non-storefront) cannabis dispensaries. The Issuer intends to use the net proceeds raised in the Offering to complete testing and commercial launch of BloomKit, together with a multi-stage, 12 month program of development and testing to introduce additional functionality, and complimentary research, marketing and advertising. See "Narrative Description of the Business" and "Use of Proceeds".

Risk Factors:

These securities are considered to be highly speculative due to the nature of the Issuer's business and its formative stage of development. An investment in the Shares is subject to a number of risks, all of which should be carefully considered by a prospective investor. Such risks include those risks summarized below. The Issuer has limited operating history, has not generated operating revenue and has incurred negative cash flow from operating activities. It is anticipated that the Issuer will incur additional negative cash flow in future periods, which, in the absence of additional financing, may necessitate the allocation of a portion of the proceeds to fund such negative cash flow. There is no assurance that the Issuer can obtain further financing when it is required. There is no assurance that the Issuer will successfully complete the planned development or commercialization of its software products or services, or

that those products or services will gain commercial acceptance. The Issuer may experience or find itself privy to unforeseen barriers to entry to the use or acceptance of its software products should they be successfully commercialized or furthermore subject to possible or potential IP infringement. The Issuer may not be able to obtain insurance for all risks. The success of the Issuer is highly dependent on the performance of its board and management. The Issuer does not have Non-Disclosure or Non-Compete Agreements in place with its Officers or Director's. There may not be adequate infrastructure to enable the Issuer to conduct operations. Certain directors and officers of the Issuer may have conflicts of interest. The Issuer is developing technology that targets the Cannabis industry and therefore may subject the Issuer to presently unforeseen liability, legal or regulatory hurdles. The Issuer is highly dependent on its key personnel for its success and the Issuer's growth will require new personnel. Investors will experience dilution of the value of their investment due to the issue of lower priced securities at the private stage, and may experience further dilution upon the exercise of other rights to purchase Common Shares of the Issuer. The continued operations of the Issuer are dependent on the Issuer's ability to generate revenues and to procure additional financing. Prices of publicly traded securities are volatile and there may be market liquidity problems. There is no market for the Common Shares and there is no assurance that a market will develop. The Issuer has never paid dividends and does not expect to pay any dividends in the near future. **An investment in the Shares is suitable for only those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment. Subscribers should consult their own professional advisors to assess the income tax, legal and other aspects of an investment in Shares.** See "Risk Factors".

**Summary
Financial
Information**

The following table sets forth selected financial information with respect to the financial operations of the Issuer for the nine months ended July 31, 2018, for the year ended October 31, 2017, and for the period from October 19, 2016 (the date of incorporation) to October 31, 2016. The below information has been derived from the unaudited financial statements of the issuer (for the nine months ended July 31, 2018) and the audited financial statements of the Issuer (for the Year Ended October 31, 2017 and the period from October 19, 2016 (date of incorporation) to October 31, 2016) and should be read in conjunction with such financial statements and related notes and Management's Discussion and Analysis of Financial Condition and the Results of Operations for the nine months ended July 31, 2018, for the Year Ended October 31, 2017, and for the period from October 19, 2016 (the date of incorporation) to October 31, 2016, which are included elsewhere in this Prospectus.

	Nine Months Ended July 31, 2018 (unaudited)	Year Ended October 31, 2017 (audited)	October 19, 2016 (the date of incorporation) to October 31, 2016 (audited)
<u>Statement of Net Loss, Comprehensive Loss and Deficit</u>			
Revenue	14,286	Nil	Nil
Expenses	334,538	\$ 254,842	\$4,500
Net loss	\$320,252	\$254,842	\$4,500
Net Loss per Share	0.018	\$0.015	\$0.012
	As At July 31, 2018 (unaudited)	As At October 31, 2017 (audited)	As At October 31, 2016 (audited)
<u>Balance Sheet</u>			
Current Assets	\$180,184	\$260,342	\$1
Total Assets	\$604,261	\$672,910	\$1
Liabilities	\$289,788	\$91,424	\$4,500
Share Capital	\$840,828	\$840,828	\$25,001
Deficit	\$579,594	\$259,342	\$4,500

GLOSSARY

In this Prospectus, unless the context otherwise requires, the following words and phrases shall have the meanings set forth below:

Agency Agreement	means the agency agreement dated for reference October 23, 2018 between the Issuer and the Agent with respect to the Offering, as more particularly described under the heading "Plan of Distribution";
Agent	means Leede Jones Gable Inc.;
Agent's Options	means the non-transferable common share purchase options granted to the Agent, to purchase that number of Agent's Option Shares equal to 8% of the number of Shares sold under the Offering, with each Agent's Option entitling the holder to purchase one Agent's Option Share at any time on or before 24 months after the Closing at an exercise price of \$0.40 per Agent's Option Share;
Agent's Option Shares	means the Common Shares issuable upon exercise of one Agent's Option at an exercise price of \$0.40 per Common Share until the date which is 24 months after the Closing;
Board	means the board of directors of the Issuer;
Business Corporations Act	means the <i>Business Corporations Act</i> (British Columbia), S.B.C. 2002, c. 57, as amended, including the regulations promulgated thereunder;
Closing	means the closing of the issue and sale of Shares pursuant to the Offering;
Common Share or Shares	means, respectively, one or more common shares without par value in the capital of the Issuer;
Escrow Agreement	means the Form 46-201F1 escrow agreement dated August 3, 2018 among the Issuer, Trustco and certain shareholders of the Issuer;
Exchange	means the Canadian Securities Exchange;
Issuer or CannaOne	means CANNAONE TECHNOLOGIES INC.;
Offering	means the public offering and sale of up to 1,250,000 Shares described herein or in any amendment hereto;
Option	means a stock option of the Issuer granted pursuant to the Issuer's stock option plan which was approved by the Board on November 10, 2017;

Selling Jurisdictions	means the Provinces of British Columbia and Alberta, being the jurisdictions in which the Shares may be sold pursuant to the Offering;
Offering Price	means the purchase price of \$0.40 per Share;
Pooling Agent	means W.L. Macdonald Law Corporation (dba Macdonald Tuskey), legal counsel for the Issuer;
SaaS	means Software as a Service, a software licensing and delivery model in which software is licensed on a subscription basis and is centrally hosted;
SEO	means Search Engine Optimization, the process of maximizing the number of visitors to a particular website by ensuring that the site appears high on the list of results returned by a search engine;
Trustco	means National Issuer Services Ltd., the registrar and transfer agent of the Issuer;
Voluntary Pooling Agreement	means the voluntary pooling agreement dated April 12, 2018 among the Issuer, the Pooling Agent, and certain shareholders of the Issuer.
VWAP	means volume weighted average price, which is calculated by dividing the sum of all dollars traded for every transaction (price multiplied by number of shares traded) by the total shares traded during the applicable period.

CORPORATE STRUCTURE

Name and Incorporation

The Issuer, CannaOne Technologies Inc., or “CannaOne,” was incorporated by Certificate of Incorporation and Articles pursuant to the provisions of the *Business Corporations Act* (British Columbia) on October 19, 2016.

The head office of CannaOne is located at Suite 413 – 375 Water Street, Vancouver, British Columbia V6S 5C6. The registered and records office of the Issuer is located at Suite 409 – 221 W. Esplanade, North Vancouver, British Columbia V7M 3J3.

CannaOne has no subsidiaries. It is not currently a reporting issuer in any jurisdiction, and the Common Shares are not listed or quoted for trading on any stock exchange.

GENERAL DEVELOPMENT OF THE BUSINESS

CannaOne was formed on October 19, 2016 to engage in the business of developing and marketing a software technology platform for use by the cannabis industry in Canada. CannaOne’s flagship product, known as BloomKit, which is undergoing testing and ongoing development, is a comprehensive web-based software-as-a-service (“SaaS”) for the cannabis vendors and producers designed as an integrated business management, marketing, and sales tools. BloomKit incorporates themed online storefronts, automated customer acquisition tools, and production, inventory, shipping, logistics, payment, marketing, and website management features, among others.

History

Period from October 19, 2016 to October 31, 2016

Subsequent to incorporation on October 19, 2016 through October 31, 2016, CannaOne’s operations focused on team building, product planning and concept design. Activities included an evaluation of available technologies and formats for the construction of BloomKit, and a survey and analysis of cannabis industry trends and regulation with an emphasis on the evolving Canadian marketplace.

In October 2016, CannaOne entered into term sheets to retain certain officers, directors and key employees. The term sheets are a provisional understanding regarding compensation for the applicable individuals during the first 36 months of the Issuer’s development. Each term sheet provides for the accrual of annual compensation at a fixed, minimum rate for the period from October 27, 2016 to October 27, 2019. Each term sheet also provides that accrued salary will be recorded (and not paid) until such time as the Issuer is in a financial position to pay, that compensation shall be reviewed and adjusted annually, if, deemed appropriate, and that each employee will be eligible to receive an annual bonus, or to participate in the Issuer’s stock option plan when such plan is implemented. Compensation accruing pursuant to the term sheets is as follows:

- Carlos Plashchinski (Social Media Specialist)—\$18,000 per annum,
- Dominic Stann (Director of Marketing)—\$30,000 per annum,
- James Petry (Marketing Analyst)—\$6,000 per annum;
- Scott Williamson (Lead Developer)—\$6,000 per annum;
- Erynn Tomlison (Independent Director)—\$12,000 per annum, and
- Solomon Riby-Williams (President, CEO & Director)—\$30,000 per annum.

Subsequently, with effect from August 31, 2018, CannaOne entered into a memorandum of agreement with certain of its officers, directors, employees and consultants (including Domenic Stann (Chief Operating Officer) Carlos Plashchinski (Social Media Specialist), Erynn Tomlinson (Director), and Scott Williamson (Chief Technology Officer and Lead Developer) pursuant to which those parties agreed to defer payment of accruing compensation payable by the Company until April 30, 2020. The agreement further provides that re-payment of accrued salaries may be made, at CannaOne’s discretion, in cash, by the issuance of common shares of CannaOne, or by any combination of cash or

shares. Payment made in common shares will be calculated based on a 20% discount to the then prevailing market price at that time and, if the common shares are publicly traded at the time of conversion, based on a 5 day VWAP from the 5 trading days prior to conversion, but not less than \$0.05 per share pursuant to the requirements of the Exchange.

The Issuer expects to re-evaluate compensation and to enter into formal compensation arrangements with its officers, directors and key employees following the commercial launch of BloomKit.

Period from November 1, 2016 to October 31, 2017

In November, 2016 CannaOne began an ongoing search engine optimization (SEO) program in anticipation of its eventual product launch. SEO serves to ensure that internet users searching for key phrases related to CannaOne's business are led to the Issuer's website.

On November 10, 2016 CannaOne entered into a consulting agreement with Inspired Networks Inc. a company owned by Scott Williamson, CannaOne's lead software developer. Pursuant to that agreement, CannaOne agreed to pay an aggregate of \$75,000 + GST to Inspired Networks for development services related to the construction of CannaOne's primary website and dashboard interface for BloomKit. As at October 31, 2017, CannaOne had paid \$50,025 to Inspired Networks, which amounts have been recognized as development costs for CannaOne's new consumer website. An additional and final payment of \$25,000 + GST) was subsequently paid in January, 2018. The agreement provides that all work product shall be the exclusive property of the Issuer. The agreement also imposes a perpetual obligation of confidentiality on Inspired Networks regarding the subject matter of the agreement and related services, and a six month obligation following termination not to solicit or hire any employee or consultant of the Issuer who has been in the employ of the issuer within the previous six months. The agreement may be terminated by Inspired Networks or by the Issuer with 10 working days' notice, or without notice by the Issuer in the event of serious misconduct or material breach by Inspired Networks.

On December 1, 2016 CannaOne entered into a Technology Sale Agreement with Fountain Drive Limited, Campanula Advisory Limited, and Morpheus Financial Corporation Limited (the "Sellers") to acquire the Sellers' proprietary data management software solution. The platform, which incorporates data privacy and security features for safeguarding medical information, has since been enhanced and integrated into CannaOne's BloomKit product. Pursuant to the Technology Sale Agreement, CannaOne acquired 100% of all right and title in and to the technology, and all associated know-how and intellectual property of the Sellers. The acquisition also included \$50,200 of computer equipment, system servers and overall hardware infrastructure. In consideration for the assets acquired, CannaOne issued to the sellers 5,416,667 Common Shares, reflecting a purchase price of \$325,000 or \$0.06 per share. At the time of the acquisition, the Sellers estimated their development costs were \$326,590. There are no family or other relationships between the Sellers and any of the directors or officers of CannaOne.

On March 20, 2017 CannaOne entered into a licensing agreement with VMoney, Inc. regarding VMoney's proprietary software platform, which facilitates financial transactions between merchants and VMoney customers. VMoney is a privately controlled, Philippines based company. Its software is currently used by a range of retailers and institutions located in Asia, Australia and North America. The licensing agreement enables CannaOne to personalize the VMoney platform (known as white labeling) to provide transaction processing services within BloomKit. The agreement also appoints CannaOne as VMoney's exclusive partner in Canada for the medicinal and recreational marijuana industry. In consideration for the license and exclusive rights to the VMoney platform in Canada, CannaOne issued to VMoney 250,000 Common Shares and must pay to VMoney a royalty of 2.5% of its gross income, net of taxes. Upon implementation of the VMoney platform CannaOne will also pay a one-time installation, set-up, and white-label fee of US\$10,500, and a licensing fee of US\$10,000 per month. The Issuer anticipates that it will implement the VMoney platform in January, 2019. The agreement is for a term of three years commencing upon commercial operations and renewable with automatic one year renewals thereafter.

In addition to the exclusive right to use the VMoney platform in Canada in the marijuana industry, CannaOne has the non-exclusive right to use the platform in all other areas of the world, and the right of first refusal to acquire exclusive rights for any territory for which VMoney offers exclusivity. There are no family or other relationships between VMoney and any officer or director of CannaOne.

In August, 2017, CannaOne engaged its auditors, Jackson & Company.

During the year ended October 31, 2017 CannaOne completed two rounds of private seed capital equity financing, raising an aggregate of \$446,100. These funds have been and continue to be used for ongoing business development and marketing, software development and testing, and general working capital.

CannaOne achieved the following BloomKit development milestones during the year ended October 31, 2017:

- dashboard build out for the BloomKit website (completed March, 2017);
- construction of front-end interface (UI) (completed June 2017);
- user experience (UX) development to ensure user flow, allow creation of user profiles, enable product tracking and referencing, integrate review/rating system (completed July 2017);
- integrate client custom web building tools (completed August 2017);
- enable inventory classification and tracking by product type (completed September, 2017); and
- enable predictive data logging (completed October, 2017).

Period from November 1, 2017 to Date of this Prospectus

Since November 1, 2017, CannaOne has continued ongoing development and testing of BloomKit. Notable development milestones achieved during the first quarter of 2018 include the creation of back-end web design tools, enabling keyword and category product searching, enabling the tracking of user preferences, and completion of BloomKit's first user template designed for online dispensary customers.

Also in November 2017, CannaOne engaged its transfer agent, National Issuer Services Ltd.

In July, 2018 CannaOne intends to complete trial testing of its online dispensary user package, followed by a commercial launch of BloomKit for online dispensary customers in September of 2018.

See "Narrative Description of the Business" for further details.

Trends

The Issuer's financial performance is dependent upon many external factors. Circumstances and events beyond its control could materially affect the financial performance of the Issuer. Apart from this risk, and the risk factors noted under the heading "Risk Factors", the Issuer is not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Issuer's business, financial conditions or results of operations.

NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

CannaOne is engaged in the business of developing and marketing a software technology platform for use by the Canadian cannabis industry. CannaOne's intention was to build a comprehensive web-based software-as-a-service ("SaaS") solution that would incorporate point of sale (POS) functionality and an online presence.

In December 2016, the Issuer acquired the technology that forms the foundation of its BloomKit software product. CannaOne is near completion of its first iteration of BloomKit for use by online cannabis dispensaries, and plans to complete beta testing and product launch in the second quarter of 2018.

About BloomKit

CannaOne's flagship product, BloomKit, is a cloud-based solution for the cannabis industry that offers: themed online storefronts, automated customer acquisition tools, and shipping, logistics, payment, marketing, and site

management tools, such as reviews, newsletters and search engine optimization (“SEO”). As the Issuer commercializes BloomKit, its associated data engine will collect, store and sort all the data created by BloomKit users. Using intelligent machine learning to analyze this data, CannaOne aims to provide BloomKit users with detailed industry business intelligence and, ultimately, predictive analytics.

BloomKit seeks to provide vendors and producers with tools required to operate their business on a day-to-day basis. The Issuer’s proprietary data engine, which sits behind BloomKit, takes the data from all BloomKit users, creates data sets and through machine learning identifies trends and opportunities that BloomKit customers can use to fine-tune their business models and make better, faster, and more informed decisions.

Given the highly regulated nature of the cannabis industry, BloomKit is designed with multiple levels of security and access control. In light of anticipated distinctions between reporting requirements from province to province, CannaOne has designed BloomKit to be easily configured for customers in different regulatory environments. For example, when the recreational cannabis market launches in Canada in 2018, each province will each have different reporting requirements.

The key features of BloomKit are summarized below.

Storefront

CannaOne is developing custom themes suitable for a range of cannabis businesses. CannaOne’s planned offerings for 2018 will include templates for online and physical recreational cannabis dispensaries. It is anticipated that templates for medical dispensaries, wholesalers and growers will be included in subsequent expansions of the BloomKit platform. The Issuer is working with top level designers who understand cannabis culture and the challenges it faces to build identities that enhance customer recognition and brand loyalty. Customers also have the option of working with CannaOne to build a custom template.

Each template is designed to enable users to quickly and easily add their own logos and pictures to create the feel of a customized website at a fraction of the cost. In addition, the storefronts are optimized for mobile viewing and payments, through smart and responsive design.

Product Tools

CannaOne recognizes that cannabis has a unique set of inventory management constraints, in addition to time sensitivity traits as a perishable product. BloomKit’s inventory management system tracks ounces and grams using automated weight conversion to ensure inventory needs are met. All inventory is tracked in real-time with each incoming and outgoing transaction.

BloomKit makes it easy to track multiple product categories, such as flowers or extracts. All products also have universal tags when uploaded into a store, giving users more visibility into trends. The database is easily searchable and staff and customers can search using pre-set filters.

BloomKit also incorporates tools that dynamically evaluate customers based on their data so the right product for their desired use can be showcased.

Marketing Tools

At the core of any successful online business is SEO. As the cannabis market continues to grow, building a brand and acquiring customers is becoming very costly. BloomKit will support SEO best practices such as customizable H1, title, and meta tags which are favorable for indexing a website.

BloomKit will also allow users to manage local marketing campaigns, and administer client incentive and reward programs for referrals, coupons and repeat business.

Each BloomKit website template offers users the tools to create their own blogs and newsletters to engage and attract customers. BloomKit offers customer relationship management tools such as SMS text regulations and push notifications for reminders, announcements and special offers. BloomKit also integrates with all of a user's social media platforms to ensure consistent messaging and branding.

User Approval

CannaOne has created a custom on-boarding process for new customers that is customizable for recreational or medical BloomKit users. The customized module enables customers to upload the required identification or prescription documentation in a secure and seamless process.

In the recreational market, for example, all customers must be of legal age, which varies between jurisdictions. Customers must therefore be identified and verified using a valid piece of government-issued photo ID. BloomKit includes a proprietary approval module that allows a customer to upload their ID, and to have it seamlessly applied to their private and secure customer profile.

Online user approval is particularly important for BloomKit users who operate multiple facilities, meaning their customers can easily purchase from any location, online or offline. BloomKit's user approval module features a two-step verification process using email, text or call verification to ensure that businesses stay on the right side of regulations.

Delivery and Payment

BloomKit currently incorporates multiple options for product delivery and payment, giving users the ability to integrate common third party courier service, electronic payment, and point-of-sale software into their template. CannaOne is also developing expanded delivery tools which would allow user to manage car and bicycle couriers, or independent courier services, as permitted by local regulation. Future planned features include integrated maps to set delivery zones, and a courier commission tool to incentivize independent couriers for BloomKit deliveries. In January, 2019 CannaOne also intends to incorporate a custom integrated financial transaction tool into BloomKit, allowing user to bypass third-party transaction software. To that end, CannaOne has licensed a proprietary software platform from VMoney Inc. See "Dependence on Certain Agreements" below.

Security and Protection

CannaOne believes the implementation of data security and protection is paramount to the integrity of BloomKit. CannaOne has engineered BloomKit for optimal data protection, security and confidentiality in adherence to all applicable government and industry standards, such as the Personal Information Protection and Electronic Documents Act ("PIPEDA") in Canada.

PIPEDA, which is administered by the Office of the Privacy Commissioner of Canada, sets out the requirements for how private-sector organizations collect, use or disclose personal information in the course of commercial activities across Canada. It also applies to personal information of employees of federally-regulated works, undertakings, or businesses (organizations that are federally-regulated, such as banks, airlines, and telecommunications companies). BloomKit is also equipped for compliance with the U.S. Health Insurance Portability and Accountability Act ("HIPAA"), which sets U.S. privacy and protection standards for personal health information. .

Big Data Storage

CannaOne will employ a variety of best practices and technologies to ensure BloomKit data is not overwritten and secure. All data will be archived on redundant servers to safeguard against data loss or corruption. The Issuer is currently evaluating cloud based platforms for long term data storage with a view to optimizing security, efficiency and scalability.

Market and Competitive Conditions

Cannabis Regulation in Canada

CannaOne has designed and is commercially targeting BloomKit for the Canadian cannabis industry, which is currently in a state of rapid regulatory transition and commercial expansion.

Criminal prohibition of cannabis in Canada began in 1923. In 2001, Health Canada introduced the Medical Marijuana Access Program (MMAP), which authorized physicians to prescribe cannabis for the treatment of a limited range of chronic illnesses and disease, and in the context of providing compassionate end-of-life care. In 2013, the MMAP was replaced by the Marihuana [sic] for Medical Purposes Regulations (MMPR), introduced to create conditions for a new, commercial industry to assume responsibility for the production and distribution of medicinal cannabis in Canada. Under the MMPR, individuals with a medical need could access quality-controlled dried marijuana produced under secure and sanitary conditions by designated licensed producers. In August, 2016, the MMPR was replaced by the Access to Cannabis for Medical Purposes Regulations (ACMPR).

The ACMPR was Canada's response to the Federal Court of Canada's February 2016 decision in *Allard v. Canada*. This decision found that requiring individuals to obtain marijuana only from licensed producers violated liberty and security rights protected by section 7 of the Canadian Charter of Rights and Freedoms. The Court found that individuals who require marijuana for medical purposes did not have "reasonable access". The ACMPR aims to expand access by allowing eligible individuals to register to produce a limited amount of cannabis for their own medical purposes or to designate someone to produce cannabis for them. Under the ACMPR, Health Canada continues to accept and process applications to become a licensed producer that were submitted under the former MMPR. Further, all licenses and security clearances granted under the MMPR continue under the ACMPR, which means that licensed producers may continue to register and supply clients with cannabis for medical purposes. New applicants may also continue to apply for licenses to produce under the ACMPR.

Cannabis (marijuana) remains a Schedule II drug under the Controlled Drug and Substances Act, and, unless otherwise regulated for production and distribution for medical purposes, is subject to offences under that Act. Possessing and selling cannabis for non-medical purposes is still illegal everywhere in Canada. However, in addition to dozens of authorized medical marijuana clinics, estimated hundreds of unlicensed cannabis retailers, known as dispensaries, have proliferated across Canada catering to a recreational market. This proliferation resulted in part from several factors, including legalization of recreational marijuana in several U.S. States, passive municipal and provincial law enforcement, and growing parliamentary support for the decriminalization or legalization and regulation of recreational cannabis use in Canada.

On April 13, 2017, Bill C-45, with short title Cannabis Act, was introduced to the Canadian Parliament, sponsored by the Minister of Justice and Attorney General of Canada. The Cannabis Act was passed into law on June 21, 2018 and became effective on October 17, 2018. It allows for national use by individuals 18 and over, and possession of up to 30 grams of Cannabis for recreational purposes. The Cannabis Act provides for the federal government to regulate commercial production, provinces and territories will have authority to regulate certain aspects like distribution, retail and a range of other matters – as they do for tobacco and liquor. For example, provinces and territories will determine how and where cannabis can be sold and where it can be consumed in its jurisdiction. Provinces and territories, acting on their own authorities, would also have the ability to increase but not lower the minimum age, lower the possession limit, and impose additional requirements on personal cultivation.

Although the precise details of proposed Provincial and Territorial regulatory regimes remain uncertain, several provinces, such as British Columbia and Ontario, have introduced regulations incorporating the following characteristics:

- minimum age to possess, purchase and consume cannabis will be 19 years old;
- purchasers of legal age will be able to purchase non-medical cannabis through privately run retail stores or government-operated retail stores and online sales;
- the operating rules governing public and private retail stores will be similar to those currently in place for liquor;

- wholesale distribution will be based on a provincial controlled model; similar to the models used for liquor and spirits

Prohibitive Regulatory Conditions in the United States of America

CannaOne does not presently have any intention to carry on business in the United States due to the continued prohibition on the use, sale, and possession of cannabis under US federal law, and the January 4, 2018 rescission by the US Attorney General of the Cole Memorandum, a directive to federal prosecutors to refrain from targeting state-legal marijuana operations except where such operations pose a threat to the public welfare. CannaOne intends to re-evaluate prospective expansion of operations into the US if and when federal legislative or policy measures are implemented to protect state-legal cannabis activities from enforcement under US federal law. In the uncertain event that CannaOne does entertain licensing BloomKit to US customers, it intends to employ all reasonable measures to ensure that such customers are in compliance with applicable US state licensing requirements and regulation.

Estimating the Market for BloomKit

A 2017 report by Statistics Canada estimated the country's cannabis black market in 2015 was worth as much as \$6.2 billion. The report used several estimates of the price of marijuana to determine the market was about one-half to two-thirds of the size of \$9.2 billion beer sector, or 70 to 90 per cent of the size of the \$7-billion wine market. The report estimates Canadians consumed 697.5 tonnes of cannabis in 2015 and assumed a price range of \$7.14 to \$8.84 per gram¹. More recently, in 2018, Statistics Canada estimated that Canadian adults spent \$5.7 billion on marijuana in 2017 with approximately 90 per cent of that amount spent for non-medical purposes².

There are currently 132 federally licensed producers of medical marijuana in Canada servicing medical marijuana clinics across the country³, while it is commonly estimated that over two hundred unlicensed cannabis retailers, known as dispensaries or compassion clubs, have proliferated across Canada catering to a recreational market. In light of the pending enactment of federal and provincial legislation, CannaOne's management anticipates, that the enactment of the Cannabis Act will result in the establishment of sanctioned producers, wholesalers and re-sellers in sufficient numbers to assume responsibility for a significant portion of current consumption, and the numbers of authorized cannabis producers, storefront retailers, and online sellers could multiply significantly across Canada.

Competitive Position

CannaOne estimates that there are several established or development stage companies in Canada which are offering or planning to offer a variety of cannabis business management software. These include software solutions designed exclusively for growers licensed under Canada's current medical regulatory regime, and dispensary point-of-sale systems, among others.

Distribution Methods

CannaOne intends to employ a *Software as a Service* licensing and delivery model for the distribution of BloomKit. In a SaaS delivery model, BloomKit will be licensed by users on a subscription basis and be centrally hosted by CannaOne. Users will not receive any physical form of the software, and will not be required to download the software onto their personal computers. Instead, customers may subscribe for BloomKit through CannaOne's website, and use BloomKit by remote internet connection to CannaOne's servers. SaaS is a common delivery model for many business applications, including office, payroll processing, and accounting software, among others.

¹ Macdonald, R. and Rotermann, M., Economic Analysis Division and Health Analysis Division (Statistics Canada). (December 18, 2017) Economic Insights: Experimental Estimates of Cannabis Consumption in Canada, 1960 to 2015. Available at: <http://www.statcan.gc.ca/pub/11-626-x/11-626-x2017077-eng.htm>) (Accessed April 12, 2018)

² Statistics Canada (January 25, 2018) *Cannabis Economic Account, 1961 to 2017*. Available at: <http://www.statcan.gc.ca/daily-quotidien/180125/dq180125c-eng.htm> (Accessed April 12, 2018).

³ Health Canada. *Authorized Licensed Producers of Cannabis for Medical Purposes*. Available at: <https://www.canada.ca/en/health-canada/services/drugs-health-products/medical-use-marijuana/authorized-licensed-producers/authorized-licensed-producers-medical-purposes.html> (Accessed April 12, 2018)

Customers

As at the date of this Prospectus CannaOne has one customer using BloomKit on a provisional, month to month basis. The arrangement is in furtherance of CannaOne's ongoing development and testing of BloomKit.

Intellectual Property

CannaOne asserts common law copyright and trademark rights over its intellectual property assets, which include its corporate name, BloomKit™, its proprietary software, and the contents of its website and marketing materials. Following the planned commercial launch of BloomKit, CannaOne intends to implement additional measures to protect its intellectual property on an as needed basis. Such measures may include copyright or trademark registrations in select jurisdictions, or prosecution of infringers on its intellectual property. However, the Issuer believes that customary technological measures to protect against physical copying (which are integrated into BloomKit) will be sufficient of its software assets.

Dependence on Certain Agreements

CannaOne relies on certain third party arrangements to satisfy certain labour and technology requirements.

Licensing Agreement dated March 20, 2017 with VMoney, Inc.

The Issuer intends to launch its BloomKit software without a custom integrated financial transaction tool. Instead, BloomKit will allow users to integrate or plug-in third-party electronic transaction or point-of-sale software, such as PayPal, or Interac Online. However, the Issuer aims to include a fully integrated financial transaction tool for BloomKit users. To that end, on March 20, 2017, CannaOne entered into a licensing agreement with VMoney, Inc. regarding VMoney's proprietary software platform, which facilitates financial transactions between merchants and VMoney customers. VMoney is a privately controlled, Philippines based company. Its software is currently used by a range of retailers and institutions located in Asia, Australia and North America. The licensing agreement enables CannaOne to personalize the VMoney platform (known as white labeling) to provide transaction processing services within BloomKit. The agreement also appoints CannaOne as VMoney's exclusive partner in Canada for the medicinal and recreational marijuana industry. In consideration for the license and exclusive rights to the VMoney platform in Canada, CannaOne issued to VMoney 250,000 Common Shares and must pay to VMoney a royalty of 2.5% of its gross income, net of taxes. Upon implementation of the VMoney platform CannaOne will also pay a one-time installation, set-up, and white-label fee of US\$10,500, and a licensing fee of US\$10,000 per month. The Issuer anticipates that it will implement the VMoney platform in January, 2019. The agreement is for a term of three years commencing upon commercial operations and renewable with automatic one year renewals thereafter.

In addition to the exclusive right to use the VMoney platform in Canada in the marijuana industry, CannaOne has the non-exclusive right to use the platform in all other areas of the world, and the right of first refusal to acquire exclusive rights for any territory for which VMoney offers exclusivity.

Consulting Agreement with Inspired Networks Inc.

On November 10, 2016 CannaOne entered into a consulting agreement with Inspired Networks Inc. a company owned by Scott Williamson, CannaOne's lead software developer. Pursuant to that agreement, CannaOne agreed to pay an aggregate of \$75,000 + GST to Inspired Networks for development services related to the construction of CannaOne's primary website and dashboard interface for BloomKit. As at October 31, 2017, CannaOne had paid \$50,025 to Inspired Networks, which amounts have been recognized as development costs for CannaOne's new consumer website. A final payment of \$28,750 will be due upon successful completion and testing of the website.

CannaOne does not expect to be affected in the current financial year by renegotiation or termination of any contracts or sub-contracts on which it relies. Furthermore, CannaOne does not anticipate that the unexpected termination of any contract or sub-contract would have a material effect on its ability to carry on business, due to the availability of alternative service providers on which it relies.

Employees and Consultants

As at the date of this Prospectus, CannaOne retains 7 part-time employees and consultants to meet its administrative, business development, software development, marketing, accounting and management requirements. Our employees and consultants dedicate, on average, 15 hours per week in performance of their duties to the Issuer. The Issuer does not anticipate any material change in the number of employees or consultants during fiscal 2018. CannaOne anticipates, however, that it will seek to retain employees on a full-time basis as its human resource requirements increase with the planned expansion of its business.

Effective August 31, 2018, CannaOne entered into a memorandum of agreement with certain of its officers, directors, employees and consultants (including Domenic Stann (Chief Operating Officer) Carlos Plaschinski (Social Media Specialist), Erynn Tomlinson (Director), and Scott Williamson (Chief Technology Officer and Lead Developer) pursuant to which those parties agreed to defer payment of accruing compensation payable by the Company until April 30, 2020. The agreement further provides that re-payment of accrued salaries may be made, at CannaOne's discretion, in cash, by the issuance of common shares of CannaOne, or by any combination of cash or shares. Payment made in common shares will be calculated based on a 20% discount to the then prevailing market price at that time and, if the common shares are publicly traded at the time of conversion, based on a 5 day VWAP from the 5 trading days prior to conversion, but not less than \$0.05 per share pursuant to the requirements of the Exchange.

BloomKit Development Activities

As at July 31, 2018 CannaOne has invested an aggregate of \$399,825 in the development of BloomKit, including \$274,800 for the acquisition of the underlying data management software platform, \$50,000 to acquire a license to the VMoney transaction software, and an additional \$75,025 in development service fees paid to Inspired Networks Inc. for development services.

CannaOne achieved the following BloomKit development milestones as at July 31, 2018:

- dashboard build out for the BloomKit website (completed March, 2017);
- construction of front-end interface (UI) (completed June 2017);
- user experience (UX) development to ensure user flow, allow creation of user profiles, enable product tracking and referencing, integrate review/rating system (completed July 2017);
- integrate client custom web building tools (completed August 2017);
- enable inventory classification and tracking by product type (completed September, 2017);
- enable predictive data logging (completed October, 2017); and
- creation of back-end web design tools (completed November, 2017);
- enabling keyword and category product searching (completed November, 2017); and
- completion of user templated for online dispensary customers (completed November, 2017).

In February, 2018 CannaOne began trial testing of its first product offering, an online dispensary user template. In July, 2018 CannaOne intends to complete trial testing of its online dispensary user package, followed by a commercial launch of BloomKit for online dispensary customers in September, 2018.

Following the launch of BloomKit for online dispensaries, CannaOne intends to introduce a user template for an industry marketplace which would enable BloomKit clients to deliver a website with the functionality to browse and purchase a variety of goods and services for the cannabis businesses. CannaOne has tentatively targeted June, 2018 to complete development and testing of the BloomKit Marketplace user template.

In November, 2018 CannaOne intends to introduce a user template for storefront/in person retail dispensaries. This template will necessitate the integration of a host of functions including compatibility with point of sale (POS) devices, retail geo-location function with search filtering by product availability, and expanded product delivery/pick-up options and shipment notifications, amongst other functions.

From September, 2018 through January, 2019 CannaOne will endeavor to expand BloomKit features and user templates to integrate an expanded delivery service management tool, allowing synchronization of BloomKit with a

variety delivery service providers. During that period, CannaOne also intends to continue ongoing research and planning in for the creation of additional BloomKit user templates for medical dispensaries, growers, and other industry participants. No timeline has been determined for development and testing of these additional templates.

In January, 2019 CannaOne intends to integrate the VMoney financial transaction platform into BloomKit, which would allow users to bypass third party electronic transaction and point-of-sale tools, such as Paypal or Interac.

Concurrently with its development activities, CannaOne intends to continue its ongoing marketing program to attract potential customers. Marketing plans include search engine optimization (on-site and off-site), and paid advertising (on-line and off-line).

Summary of Development Targets

CannaOne's projected development targets for the 12 months following completion of the Offering are summarized as follows:

- Complete Testing of BloomKit Online User Dispensary Template—*October, 2018*
- Soft Launch of a BloomKit user template for Online Dispensary Customers—*November, 2018*
- Complete Development and Testing of Online Marketplace user template—*November, 2018*
- Commercial/Advertising Launch of BloomKit for Online Dispensary Customers—*December 2018*
- Complete Development and Testing of BloomKit user template for Retail/Storefront Dispensaries—*December, 2018*
- Commercial Launch of BloomKit user template for Retail/Storefront Dispensaries—*January, 2019*
- Develop and Integrate Enhanced Delivery Management Tools—*Winter 2019*
- Continue Research and Development for Additional User Templates for Medical Dispensary, Grower, etc.—*December 2019 through April 2019*
- Implementation of VMoney financial transaction platform—*January, 2019*
- Continue marketing and advertising program including search engine optimization (on-site and off-site), and paid advertising (on-line and off-line)—*Ongoing-12 months*

In connection with the above development targets during the 12 months following completion of the Offering, CannaOne estimates that it will incur monthly development costs of approximately \$4,194, and monthly salaries of \$10,150. Also during the period, CannaOne anticipates incurring average monthly advertising and marketing expenses of approximately \$5,548, primarily in relation to search engine optimization and paid advertisements. A one-time installation, set-up, and white-label fee of US\$10,500 and monthly licensing fees of US\$10,000 will become payable upon implementation of the VMoney financial transaction software platform, which is expected in January, 2019.

Trends

The Issuer's financial performance is dependent upon many external factors. Circumstances and events beyond its control could materially affect the financial performance of the Issuer. Apart from this risk, and the risk factors noted under the heading "Risk Factors", the Issuer is not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Issuer's business, financial conditions or results of operations.

USE OF PROCEEDS

Proceeds and Principal Purposes

The net proceeds to the Issuer from the sale of the Shares, after deducting the maximum Agent's Commission of \$40,000, the estimated remaining expenses of the Offering of approximately \$40,000 and the \$15,750 unpaid balance of the Corporate Finance Fee, will be approximately \$404,250.

The total funds expected to be available to the Issuer upon closing of the Offering are as follows:

	<u>Offering</u>
Net Proceeds	\$404,250 ⁽¹⁾
Working Capital deficit as at September 30, 2018	<u>\$(33,967)⁽²⁾</u>
Total Funds Available	<u>\$370,283</u>

- (1) This excludes the proceeds to the Issuer from the issuance of any Common Shares that may be issued upon exercise of the Agent's Options.
- (2) Further to an agreement dated August 31, 2018 among the Issuer and certain of its officers, directors, employees and consultants (including Domenic Stann (Chief Operating Officer) Carlos Plaschinski (Social Media Specialist), Erynn Tomlinson (Director), and Scott Williamson (Chief Technology Officer and Lead Developer) pursuant to which those parties have agreed to defer payment of accrued compensation payable by the Company until April 30, 2020, the Issuer does not anticipate paying any Net Proceeds to related parties in respect of accrued and unpaid compensation.

The proposed principal uses of the total funds available to the Issuer upon completion of the Offering are as follows:

<u>Use of Proceeds</u>	<u>Offering</u>
Office and administrative expenses ⁽¹⁾	\$39,830
Legal and accounting fees	\$40,000
Marketing and advertising ⁽²⁾	\$62,499
Entertainment & Travel	\$3,581
Salaries and consulting fees ⁽³⁾	\$121,800
Development Costs	\$50,328
Financial Transaction Platform Installation and License fees	\$52,245 ⁽⁴⁾
Total	<u>\$370,283⁽⁵⁾</u>

- (1) Estimated for the 12 month period following the completion of the Offering and includes provision for rent of \$35,000, internet fees of \$3,000, insurance of \$600, bank charge & fees of \$500, and miscellaneous expenses of \$300.
- (2) For additional detail, see "BloomKit Development Activities" under "Narrative Description of the Business"
- (3) For additional detail see "Executive Compensation"
- (4) Represents a one-time installation, set-up, and white-label fee of US\$10,500 payable to the licensor (VMoney, Inc.) upon implementation of the VMoney financial transaction platform by the Issuer (anticipated January, 2019), and License Fees of US\$10,000 per month payable to the licensor from the date of implementation (anticipated January, 2019) through March, 2019, using a currency conversion rate of \$1.29 Canadian Dollars per \$1.00 US Dollars.
- (5) Any proceeds from the exercise of the Agent's Options and Options will be added to working capital.

Business Objectives

The Issuer intends to spend the funds available to it as stated in this Prospectus toward the achievement of the following business objectives during the 12 months following completion of the Offering:

Objective	Targeted Completion
Complete Testing of BloomKit Online User Dispensary Template	<i>October, 2018</i>
Soft Launch of a BloomKit user template for Online Dispensary Customers	<i>November, 2018</i>
Complete Development and Testing of Online Marketplace user template	<i>November, 2018</i>
Commercial/Advertising Launch of BloomKit for Online Dispensary Customers	<i>December, 2018</i>
Complete Development and Testing of BloomKit user template for Retail/Storefront Dispensaries	<i>December, 2018</i>
Commercial Launch of BloomKit user template for Retail/Storefront Dispensaries	<i>December</i>
Develop and Integrate Enhanced Delivery Management Tools	<i>Winter, 2018</i>
Continue Research and Development for Additional User Templates for Medical Dispensary, Grower, etc.	<i>December, 2018 through April, 2019</i>
Implement VMoney financial transaction platform—January, 2019	<i>January, 2019</i>
Continue marketing and advertising program including search engine optimization (on-site and off-site), and paid advertising (on-line and off-line)	<i>Ongoing—12 Months</i>

In connection with the above development targets during the 12 months following completion of the Offering, CannaOne estimates that it will incur monthly development costs of approximately \$4,194, and monthly salaries of \$10,150. Also during the period, CannaOne anticipates incurring average monthly advertising and marketing expenses of approximately \$5,208, primarily in relation to search engine optimization and paid advertisements. A one-time installation, set-up, and white-label fee of US\$10,500 and monthly licensing fees of US\$10,000 will become payable upon implementation of the VMoney financial transaction software platform, which is expected in January, 2019.

There may be circumstances, however, where for sound business reasons, a reallocation of funds may be necessary in order for the Issuer to achieve the above described business objectives, which are subject to change. Importantly, the Issuer has not generated operating revenue and has incurred negative cash flow from operating activities. It is anticipated that the Issuer will incur additional negative cash flow in future periods, which, in the absence of additional financing, may necessitate the allocation of a portion of the proceeds to fund such negative cash flow. The actual use of available funds will vary depending on the Issuer's operating and capital needs from time to time and will be subject to the discretion of the management of the Issuer. Pending such use, the Issuer intends to invest the available funds to the extent practicable in short-term, investment grade, interest-bearing deposit accounts and other marketable securities.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion of the operating results and financial position of the Issuer should be read in conjunction with the unaudited financial statements and related notes for the three and nine months ended July 31, 2018, and the audited financial statements and related notes as at and for the year ended October 31, 2017, and for the period from October 19, 2016 to October 31, 2016, forming part of this Prospectus. The Issuer's financial statements have been prepared in accordance with International Financial Reporting Standards. The information below is as at July 31, 2018 (unless otherwise specified below).

Overview

The Issuer is engaged in the business of software development for the cannabis industry in Canada. The Issuer's first product is BloomKit, a comprehensive solution for Canadian cannabis vendors that can manage all aspects of their business, including inventory management, customer acquisition, logistics, and marketing. Underlying BloomKit is a data engine that collects and amalgamates cannabis industry data from BloomKit users and converts it into actionable intelligence.

Overall Performance

Following incorporation on October 19, 2016, the Issuer capitalized itself through the issuance of Common Shares and special warrants on a private placement basis prior to the Offering. The Issuer raised an aggregate of \$440,827 in net cash through the issuance of its securities and settled \$375,000 through the issuance of its Common Shares for the acquisition of its technology and third party software license. The Issuer has not yet achieved profitable operations, has incurred significant operating losses and negative cash flows from operations. As at July 31, 2018, the Issuer has accumulated losses of \$579,5940 since inception.

On November 10, 2016 the Issuer engaged Inspired Networks Inc. to develop the consumer website and dashboard interface for BloomKit. As at July 31, 2018 the Issuer has capitalized aggregate software development costs of \$75,025 resulting from fees paid to BloomKit.

On December 1, 2016 CannaOne entered into a Technology Sale Agreement with Fountain Drive Limited, Campanula Advisory Limited, and Morpheus Financial Corporation Limited to acquire a proprietary data management software solution which forms the basis for the BloomKit application. CannaOne issued 5,416,667 Common Shares in consideration for the technology with an agreed value of \$325,000. The acquisition included \$50,200 of computer equipment.

On March 20, 2017 CannaOne entered into a licensing agreement with VMoney, Inc. to acquire the exclusive right to use the VMoney payment platform for the cannabis industry in Canada. In consideration CannaOne issued 250,000 shares of Common Shares, valued at \$50,000, and agreed to pay to VMoney 2.5% of its gross revenue and a service fee of US\$10,000 per month. The agreement is for a term of three years commencing upon commercial operations and renewable with automatic one year renewals thereafter.

As at the date of this Prospectus, the Issuer's inaugural product, BloomKit for online cannabis dispensaries, has not yet been delivered to customers (with the exemption of a single customer using a pre-market version of BloomKit on a provisional basis), and it is anticipated that approximately \$30,000 (inclusive of monthly development costs, salaries, and office and administrative expense) will be required to complete the development, testing and commercial launch of the product, which is anticipated during the month of September, 2018. Following the launch of BloomKit, the Issuer intends to progressively introduce additional features and user templates during the 12 month period following completion of the Offering.

In connection with its development targets during the 12 month period following completion of the Offering, CannaOne estimates that it will incur monthly development costs of approximately \$4,194, monthly salary of \$10,150, and estimated average monthly advertising and marketing expenses of approximately \$5,458. This is in addition to anticipated monthly office & administrative expenses of approximately \$3,320. The Issuer will also pay licensing fees of \$10,000 for use of the VMoney transaction software beginning in January, 2019.

There is no assurance that the Issuer will be successful in generating and maintaining profitable operations, or able to secure future debt or equity financing for its working capital and development activities. If the Issuer is unable to obtain sufficient funding in this fashion, the ability of the Issuer to meet its obligations as they come due and, accordingly, the appropriateness of the use of the going concern assumption will be in significant doubt. Management anticipates that it will incur considerably more expenses following the listing of the Common Shares on the Exchange. These funds will include increased professional fees necessary to comply with applicable securities rules and increased development and costs as the Issuer executes the completion and commercialization of its software products.

Selected Financial Information

The following table sets out selected financial information for the Issuer for the nine months ended July 31, 2018 and July 31, 2017, for the fiscal year ended October 31, 2017, and for the period from October 19, 2016 to October 31, 2016. The selected financial information should only be read in conjunction with the Issuer's financial statements, including the notes thereto, included elsewhere in this Prospectus.

Statement of Operations, Comprehensive Loss and Deficit Data

	Three Months Ended July 31, 2018 (unaudited)	Three Months Ended July 31, 2018 (unaudited)	Nine Months Ended July 31, 2018	Nine Months Ended July 31, 2017	Year Ended October 31, 2017 (audited)	October 19, 2016 (the date of incorporation) to October 31, 2016 (audited)
Revenue	\$9,524	Nil	\$14,286	Nil	Nil	Nil
Expenses	\$85,378	\$59,501	\$334,538	\$165,174	\$254,842	\$4,500
Net loss	\$75,854	\$59,501	\$320,252	\$165,174	\$254,842	\$4,500
Net Loss per Share	\$0.004	\$0.003	\$0.018	\$0.010	\$0.015	\$0.012

Balance Sheet Data

	As At July 31, 2018 (unaudited)	As At October 31, 2017 (audited)	As At October 31, 2016 (audited)
Current Assets	\$180,184	\$260,342	\$1
Total Assets	\$604,261	\$672,910	\$1
Liabilities	\$289,788	\$91,424	\$4,500
Share Capital	\$840,828	\$840,828	\$25,001
Deficit	\$579,594	\$259,342	\$4,500

As a development stage company, the Issuer has not generated only nominal revenues from its technology assets. The Issuer expects to complete development of, and commercialize, its BloomKit product during fiscal 2018, however it does not have any commitments for the purchase or license of its products. Management anticipates that expenses related to software development & marketing and administration of the Issuer will materially increase following closing of the Offering. Management anticipates that such expenses will include increased development and marketing

costs for BloomKit, increased professional fees, and other costs associated with compliance with applicable securities laws following closing of the Offering.

Results of Operations

CannaOne recorded nominal revenues of \$9,524 and \$14,286 during the three and nine month periods ended July 31, 2018, respectively. The Issuer had not previously recorded revenue since inception. During the three months ended July 31, 2018, CannaOne incurred a net loss and comprehensive loss of \$75,854 (2017-\$59,501). During the nine months ended July 31, 2018, CannaOne incurred a net loss and comprehensive loss of \$320,252 (2017-\$165,174). For the year ended October 31, 2017, CannaOne incurred a net loss and comprehensive loss of \$254,842 (for the period from the date of incorporation on October 19, 2016 to October 31, 2016 - \$4,500).

At July 31, 2018, CannaOne had a deficit of \$579,594 (October 31, 2017 - \$259,342), equity of \$314,473 (October 31, 2017 - \$581,486) and a working capital deficit of \$9,604 (October 31, 2017 – surplus of \$168,918). CannaOne’s ability to continue as a going concern is dependent on its ability to secure additional financing to fund the development & commercialization of its software products, and its ongoing administrative expenditures. While CannaOne has been successful in financing its operations to date, there can be no assurance that it will be able to do so in the future.

Software development involves a high degree of risk and there can be no assurance that the development of the Issuer’s products will result in profitable operations. The Issuer has no source of revenue, and has significant cash requirements to complete its development and marketing plan, meet its administrative overhead, and maintain its license to use third party software.

Three and Nine Month Periods Ended July 31, 2018 and July 31, 2017

CannaOne recorded nominal revenues of \$9,524 and \$14,286 during the three and nine month periods ended July 31, 2018, respectively. Revenues consisted of payment received for the initial setup and integration of CannaOne’s first BloomKit client. The client is assisting CannaOne in testing and refinement of BloomKit. The Issuer had previously generated no revenue since its inception on October 19, 2016.

During the three months ended July 31, 2018, CannaOne incurred total expenses of \$85,378 compared to expenses of \$59,501 incurred during the same period in 2017. Expenses during the three months ended July 31, 2018 included depreciation of \$4,497 (2017-\$4,458), general and administrative of \$21,941 (2017-\$23,344), management fees of \$25,500 (2017-\$25,500), professional fees of \$23,350 (2017-(\$4,241)), stock-based compensation expense of \$Nil (2017-Nil), and rent of \$10,090 (2017-\$10,440).

During the nine months ended July 31, 2018, CannaOne incurred total expenses of \$334,538 compared to expenses of \$165,174 incurred during the same period in 2017. Expenses during the nine months ended July 31, 2018 included depreciation of \$13,491 (2017-\$11,743), general and administrative of \$57,602 (2017-\$30,900), management fees of \$76,500 (2017-\$76,500), professional fees of \$102,256 (2017-\$25,151), stock-based compensation expense of \$53,239 (2017-Nil), and rent of \$31,450 (2017-\$20,880).

The overall increase in CannaOne’s operating expenses during the three and nine months ended July 31, 2018 (as compared to the same periods in 2017) resulted from (i) increased professional fees related to the preparation of this Prospectus, to the Offering, and related financial statements; (ii) increased general and administrative expenses related to accelerated product development activities; and (iii) stock-based compensation expense related to the engagement of the Issuer’s Chief Financial Officer.

For the year ended October 31, 2017 and for the period from October 19, 2016 (inception) to October 31, 2016.

During the fiscal year ended October 31, 2017, CannaOne incurred total expenses of \$254,842 compared to total expenses of \$4,500 incurred during the period from inception to October 31, 2016. Expenses during the fiscal year ended October 31, 2017 included, management fees of \$102,000, legal and accounting fees of \$60,885, general and administrative fees of \$34,941, rent of \$31,531, depreciation of \$16,219, travel of \$6,073, development expenses of \$2,091 and foreign exchange loss of \$1,102. For the period from October 19, 2016 (inception) to October 31, 2016, CannaOne’s expenses were limited to \$1,000 in management fees and \$3,500 of legal, accounting and audit fees.

Liquidity, Financial Positions, and Capital Resources

CannaOne has financed its operations to date through the issuance of Common Shares and special warrants. The Issuer continues to seek capital through various means including the issuance of equity and/or debt. As at April 30, 2018 and October 31, 2017 and October 31, 2016, respectively, CannaOne's liquidity and capital resources were as follows:

	July 31, 2018	October 31, 2017	October 31, 2016
	\$	\$	\$
Cash and cash equivalents	130,310	250,742	1
Account Receivable	5,000	Nil	Nil
GST Recoverable	10,274	Nil	Nil
Prepaid Expenses	34,600	9,600	Nil
Other Assets	424,077	412,568	Nil
Total current assets	180,184	260,342	1
Due to related party	125,526	62,906	1,000
Payables and accrued expenses	64,262	28,518	3,500
Working capital (deficit)	9,604	168,918	(4,999)

CannaOne's operations consist of the acquisition, development, and commercialization of software and other intellectual property. The Issuer's financial success will be dependent on the extent to which it can successfully commercialize its products.

As at July 31, 2018, CannaOne has cash and cash equivalents of \$130,310 consisting mainly of proceeds from private placements (October 31, 2017 - \$250,742, October 31, 2016 - \$1). In addition, CannaOne had accounts receivable of \$5,000 as at July 31, 2018 (October 31, 2017 - \$Nil, October 31, 2016 - \$Nil), GST Recoverable of \$10,274 (October 31, 2017 - \$Nil, October 31, 2016 - \$Nil), and prepaid expenses of \$34,600 (October 31, 2017 - \$9,600, October 31, 2016 - \$Nil).

CannaOne has sufficient funds on hand to meet anticipated administrative expenses over the next six months (beginning August 1, 2018), but additional net proceeds of approximately \$404,350 will be required to pay for marketing, administration, and on-going technology development and roll out strategies to execute CannaOne's business plan during the 12 months following completion of the Offering.

CannaOne's continuation as a going concern is dependent upon the successful development and commercialization of its software product, and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. See "Risks and Uncertainties".

Off Balance Sheet Arrangements

CannaOne does not have any off-balance sheet arrangements.

Related Party Transactions

Included in the Loss from Operations and Comprehensive Loss for the nine months ended July 31, 2018 and 2017, for the year ended October 31, 2017, and for the period from October 19, 2016 (date of incorporation) to October 31, 2016, are the following amounts, which arose due to transactions with related parties:

As at July 31, 2018, CannaOne owed \$125,526 (October 31, 2017 - \$62,906, October 31, 2016 - \$1,000) to a Director (Solomon Riby-Williams) and key management personnel (including Dominic Stann, Carlos Plaschinski, Erynn Tomlinson, Scott Williamson and James Petry) for management fees. As at July 31, 2018 the loan is unsecured without interest and due on demand. Subsequent to the period, effective from August 31, 2018, CannaOne entered into a memorandum of agreement with certain of its officers, directors, employees and consultants (including Domenic Stann (Chief Operating Officer) Carlos Plaschinski (Social Media Specialist), Erynn Tomlinson (Director), and Scott Williamson (Chief Technology Officer and Lead Developer) pursuant to which those parties agreed to defer payment of accruing compensation payable by the Issuer until April 30, 2020. The agreement further provides that re-payment

of accrued salaries may be made, at CannaOne's discretion, in cash, by the issuance of common shares of CannaOne, or by any combination of cash or shares. Payment made in common shares will be calculated based on a 20% discount to the then prevailing market price at that time and, if the common shares are publicly traded at the time of conversion, based on a 5 day VWAP from the 5 trading days prior to conversion, but not less than \$0.05 per share pursuant to the requirements of the Exchange.

On June 1, 2018, the Issuer entered into an agreement with 0714556 BC Limited, a shareholder of the Issuer, for a loan of \$100,000. The loan is unsecured, non-interest bearing until July 31, 2021 after which interest of 0.5% per month is to be accrued and paid, together with the outstanding principal, at the loan maturity date of July 31, 2023. Paul Guterres has voting and dispositive control over securities held by 0714556 BC Ltd.

During the year ended October 31, 2017, CannaOne paid management fees of \$30,000 to a Director (Solomon Riby-Williams), and management fees to key management personnel (including Dominic Stann (Director of Marketing), Carlos Plaschinski (Social Media Specialist), Erynn Tomlinson (Director), Scott Williamson (Lead Developer) and James Petry (Marketing Analyst)) of \$70,000.

On October 31, 2016, CannaOne issued 5,000,000 Common Shares for the value of \$25,000 to a Director (Solomon Riby-Williams,) and key management personnel of the Issuer (including Dominic Stann (Director of Marketing), Carlos Plaschinski (Social Media Specialist), Erynn Tomlinson (Director), Scott Williamson (Lead Developer) and James Petry (Marketing Analyst)) and the payment was outstanding as at October 31, 2016. The subscription receivable was subsequently offset with management fee payable to the individuals in question during the year ended October 31, 2017.

During the period from October 19, 2016 (inception) to October 31, 2016 CannaOne paid management fees of \$1,000 to a Director (Solomon Riby-Williams).

Significant Accounting Policies

Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the fiscal year. The Issuer makes estimates for, among other items, useful lives for depreciation and amortization, determination of future cash flows associated with impairment testing for long-lived assets, determination of the fair value of stock options and warrants, valuation allowance for deferred tax assets, allowances for doubtful accounts, and potential income tax assessments and other contingencies. The Issuer bases its estimates on historical experience, current conditions, and other assumptions that it believes to be reasonable under the circumstances. Actual results could differ from those estimates and assumptions.

Intangible assets

Intangible assets include software development costs, acquired intellectual property and license agreements which are amortized on a straight-line basis over the estimated useful lives of five years for software and intellectual property and no amortization for the license agreement. The Issuer periodically evaluates whether changes have occurred that would require revision of the remaining estimated useful lives. The Issuer performs periodic reviews of its capitalized intangible assets to determine if the assets have continuing value to the Issuer. Based on these valuations, no impairment charges were recognized during the year ended October 31, 2017.

The Issuer expenses software development costs as incurred until technological feasibility has been established, at which time those costs are capitalized until the product is available for general release to customers. Judgement is required in determining when technical feasibility of a product is established. The Issuer has determined that after technological feasibility for software products is reached, the Issuer continues to address all high risk development

issues through coding and testing prior to release of the products to customers. The amortization of these costs is included in cost of revenue over the estimated life of the products.

As at July 31, 2018 software development costs of \$75,025 (October 31, 2017 -\$50,025 (2016: \$nil) have been capitalized. As at July 31, 2018, the products have not been delivered yet to customers and therefore no amortization charge have been made for these development costs. Amortization of intangible assets for each of the next four years is estimated to be approximately \$75,000 per year.

A detailed summary of all of the Issuer's significant accounting policies is included in Note 3 to the financial statements included in and forming part of this Prospectus.

Future Changes in Accounting Standards

At December 8, 2017, the date of authorization of the Issuer's audited financial statements for the years ended October 31, 2017 and October 31, 2016, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been early-adopted by the Issuer.

Management anticipates that all of the pronouncements will be adopted in the Issuer's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Issuer's financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Issuer's financial statements.

IFRS 9 Financial Instruments

Issued by the IASB July 2014, effective for the Issuer's annual periods beginning May 1, 2018.

IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement and IFRIC 9 Reassessment of Embedded Derivatives. The final version of this new standard supersedes the requirements of earlier versions of IFRS 9. However, for annual periods beginning before January 1, 2018, an entity may elect to apply those earlier versions instead of applying the final version of this new standard if its initial application date is before February 1, 2015.

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- Classification and measurement of financial assets:

Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: "amortized cost", "fair value through other comprehensive income", or "fair value through profit or loss" (default). Equity instruments are classified and measured as "fair value through profit or loss" unless upon initial recognition elected to be classified as "fair value through other comprehensive income".

- Classification and measurement of financial liabilities:

When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.

- Impairment of financial assets:

An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at "amortized cost" or "fair value through other comprehensive income", lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes twelve-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition and lifetime expected credit losses otherwise.

- Hedge accounting:

Hedge accounting remains a choice, however, is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).

The Issuer is currently evaluating the impact of the final standard and amendments on its financial statements.

IFRS 16 Leases

IFRS 16, Leases (“IFRS 16”) In January 2016, the IASB issued IFRS 16 - Leases which replaces IAS 17 - Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Issuer is currently assessing the impact of IFRS 16.

IFRS 15 Revenue from Contracts with Customers

IFRS 15, Revenue from Contracts with Customers (“IFRS 15”) In May 2014, the IASB and the Financial Accounting Standards Board (“FASB”) completed its joint project to clarify the principles for recognizing revenue and to develop a common revenue standard for IFRS and US GAAP. As a result of the joint project, the IASB issued IFRS 15, Revenue from Contracts with Customers, and will replace IAS 18, Revenue, IAS 11, Construction Contracts, and related interpretations on revenue. IFRS 15 establishes principles to address the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. The standard is effective for annual periods beginning on or after January 1, 2018. The Issuer has not yet commenced revenue-producing operations.

IFRIC Interpretation 22

IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration (“IFRIC 22”) On December 8, 2016, the IASB issued IFRIC 22, which addresses the exchange rate to use in transactions that involve advance consideration paid or received in a foreign currency. The Standard provides guidance on how to determine the date of the transaction for the purpose of determining the spot exchange rate used to translate the asset, expense or income on initial recognition that relates to, and is recognized on the de-recognition of, a non-monetary prepayment asset or a non-monetary deferred income liability. It is effective January 1, 2018. The Issuer is currently assessing the impact on the adoption of this interpretation.

Financial Risk Management

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 Issuer’s cash and cash held in trust are exposed to credit risk. The Issuer reduces its credit risk on cash and cash equivalents by placing these instruments with institutions of high credit worthiness. As at October 31, 2017, the Issuer’s exposure is the carrying value of the financial instruments. The Issuer’s maximum exposure to credit risk is the carrying value of its financial assets.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Issuer manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

The Issuer maintained cash at October 31, 2017 in the amount of \$250,742 (2016: \$1), in order to meet short-term business requirements. At October 31, 2017, the Issuer had due to related party of \$62,906 (2016: \$1,000) and account payable and accrued expenses of \$28,518 (2016: \$3,500). All payables are current.

Market risk

The significant market risks to which the Issuer is exposed are interest rate risk and currency risk.
Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at October 31, 2017, the Issuer has no exposure for this regard.

Currency risk

The Issuer is exposed to currency risk to the extent that monetary assets and liabilities held by the Issuer are not denominated in Canadian dollars. The Issuer has not entered into any foreign currency contracts to mitigate this risk.

As at October 31, 2017, the Issuer is exposed to currency risk for its US dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars. As at October 31, 2017, the Issuer has exposure to \$3,750 USD (2016: \$nil) for its cash and cash equivalents. A 10% depreciation or appreciation of the US dollar relative to the Canadian dollar would result in approximately \$375 change in the Issuer's net loss and comprehensive loss.

DESCRIPTION OF THE SECURITIES OFFERED

Common Shares

The Issuer is authorized to issue an unlimited number of Common Shares. There are 18,162,168 Common Shares issued and outstanding as of the date of this Prospectus. Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Issuer and to attend and cast one vote per Common Share at all such meetings, except meetings at which only holders of another specified class or series of shares of the Issuer are entitled to vote separately as a class or series. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro rata basis such dividends on the Common Shares, if any, as and when declared by the Issuer's Board at its discretion from funds legally available therefor. Upon the liquidation, dissolution or winding up of the Issuer, holders of Common Shares are entitled to receive on a pro rata basis the net assets of the Issuer after payments of debts and other liabilities. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement dated for reference October 23, 2018, between the Agent and the Issuer, the Issuer has appointed the Agent to act as its agent to offer for distribution in the Selling Jurisdictions, on a commercially reasonable efforts basis, up to 1,250,000 Shares at a purchase price of \$0.40 per Share for aggregate gross proceeds to the Issuer of up to \$500,000 under the Offering, subject to the terms and conditions of the Agency Agreement. The Agent may enter into selling arrangements with other investment dealers at no additional cost to the Issuer. The Issuer will pay a cash commission to the agent equal to 8% (the "Agent's Commission") from the gross proceeds realized from the sale of the Shares under the Offering. In addition, the Issuer has agreed to grant to the Agent, as additional compensation, non-transferable common share purchase option (each an "Agent's Option") that will entitle the Agent to purchase such number of Common Shares (each an "Agent's Option Share") of the Issuer that is equal to 8% of the aggregate number of Shares sold under the Offering. Each Agent's Option will entitle the holder to purchase one Agent's Option Share at an exercise price of \$0.40 per Agent's Option Share until the date which is 24 months after the Closing. The Issuer has further agreed to pay to the Agent a corporate finance fee (the "Corporate Finance Fee")

in the amount of \$30,000 plus Goods and Services Tax (\$31,500 in the aggregate), of which \$15,000 plus GST has been paid. This Prospectus qualifies the distribution of the Agent's Options.

In addition, the Issuer will reimburse the Agent for its legal fees and other expenses incurred pursuant to the Offering. The Issuer has provided the agent with a deposit of \$25,000 for these expenses.

Pursuant to policy statements of certain securities regulators, the Agent may not, throughout the period of distribution, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions, on the conditions that the bid or purchase not be engaged for the purpose of creating actual or apparent active trading in, or raising the price of, the Common Shares. Such exceptions include a bid or purchase permitted under applicable bylaws and rules of the relevant self-regulatory authorities relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Such transactions, if commenced, may be discontinued at any time.

The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets or upon the occurrence of certain stated events.

The offering price of the Shares was determined by negotiation between the Issuer and the Agent.

The Agent hereby conditionally offers, as agent on behalf of the Issuer, up to 1,250,000 Shares on a commercially reasonable efforts basis, subject to prior sale if, as, and when issued by the Issuer and accepted by the Agent in accordance with the Agency Agreement. All funds received from subscribers for Shares will be held by the Agent pursuant to the terms of the Agency Agreement. Notwithstanding the foregoing, the Offering will be discontinued in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the date of issuance of a receipt for the final Prospectus, unless an amendment to the final Prospectus is filed and a receipt has been issued for such amendment, in which case the Offering will be discontinued in the event that a Closing in respect of the Offering has not occurred on or prior to the date which is 90 days from the issuance of a receipt for an amendment to the final Prospectus and, in any event, not more than 180 days after the issuance of a receipt for the final Prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without prior notice.

One or more global certificates that represent the aggregate principal number of Shares subscribed for will be issued in registered form to The Canadian Depository for Securities Limited ("CDS"), unless the Agent elects for book entry delivery, and will be deposited with CDS on the date of Closing. All of the purchasers of Shares will receive only a customer confirmation from the Agent as to the Shares purchased, except that certificates representing the Shares in registered and definitive form may be issued in certain other limited circumstances.

This Prospectus qualifies the distribution of the Shares issuable in respect of the Offering.

There is no market through which the Shares may be sold and purchasers may not be able to resell the Shares purchased under this Prospectus. The Issuer has applied to list the Shares on the Exchange, which listing is subject to the Issuer fulfilling all of the listing requirements of the Exchange, including the distribution of the Shares to a minimum number of public shareholders.

As at the date of this Prospectus, the Issuer does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America.

PRIOR SALES

The Issuer has issued an aggregate of 18,162,168 Common Shares since the date of its incorporation on October 19, 2016 as follows:

Date	Number of Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
October 19, 2016	1	\$1	\$1	Cash
October 31, 2016	5,000,000	\$0.005	\$25,000	Management Fees
November 11, 2016	5,000,000 ⁽¹⁾	\$0.02	\$100,000	Cash
December 9, 2016	5,416,667	\$0.06	\$325,000	Acquisition of technology assets
February 6, 2017	2,100,000	\$0.10	\$210,000	Cash
March 24, 2017	250,000	\$0.20	\$50,000	Acquisition of software license
May 12, 2017	236,000 ⁽¹⁾	\$0.25	\$59,000	Cash
May 12, 2017	133,000	\$0.50	\$66,500	Cash
May 12, 2017	26,500 ⁽¹⁾	\$0.40	\$10,600	Cash
Total	<u>18,162,168</u>		<u>\$846,101</u>	

⁽¹⁾Represents special warrants entitling the holder to acquire, for no additional consideration, one common share of the Issuer. Common Shares underlying the special warrants were subsequently issued upon deemed exercise of the special warrants four months and one day following the applicable subscription date.

Of the 18,162,168 Common Shares currently issued and outstanding, it is expected that 5,300,000 Common Shares which are held by directors, officers, and management of the Issuer will be held in escrow. See "Escrowed Securities". An additional 5,000,000 Common Shares are expected to be subject to the Voluntary Pooling Agreement. See "Escrowed and Pooled Securities".

CAPITALIZATION

The following table sets forth the capitalization of the Issuer. The table should be read in conjunction with the financial statements of the Issuer appearing elsewhere in this Prospectus:

	<u>Amount Authorized</u>	<u>Outstanding as at April 30, 2018(unaudited)</u>	<u>Outstanding as at April 30, 2018 After Giving Effect to the Offering⁽¹⁾⁽²⁾ (unaudited)</u>
Common Shares	Unlimited	18,162,168	19,412,668

- (1) Does not include 100,000 Common Shares underlying Agent's Options and 250,000 Common Shares underlying outstanding Options.
- (2) An aggregate of 5,300,000 Common Shares are expected to be subject to escrow requirements, and an additional 5,000,000 shares are expected to be subject to the Voluntary Pooling Agreement. See "Escrowed and Pooled Securities".

The following table sets out the anticipated fully diluted share capital structure of the Issuer after giving effect to the Offering:

	Number of Common Shares Outstanding Upon Completion of the Offering	% of Fully Diluted Share Capital Upon Completion of the Offering
Issued by the Issuer as of the date of this Prospectus	18,162,168	91.90%
Common Shares issued pursuant to the Offering	1,250,000	6.32%
Reserved for issuance upon the exercise of the Agent's Options	100,000	0.50%
Reserved for issuance upon the exercise of outstanding Options	250,000	1.26%
TOTAL:	<u>19,762,168</u>	<u>100%</u>

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES OF THE ISSUER

Stock Options

During the nine months ended July 31, 2018 the Issuer granted 250,000 options to its Chief Financial Officer and director, Robert Chisholm, in partial consideration for executive services rendered during the period from March 1, 2018 through February 28, 2018. The options are exercisable at \$0.40 per share, fully vested and expire February 28, 2020. No other stock options have been granted to the executive officers or directors of the Issuer as at the date of the Prospectus:

Stock Option Plan

The Issuer has adopted a 10% rolling incentive stock option plan (the "Stock Option Plan"), in accordance with the policies of the Exchange, which provides that the Board of the Issuer may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Issuer non-transferable options ("Options"), which are exercisable for a period of up to ten years, to purchase up to 10% of the issued and outstanding Common Shares of the Issuer, except that prior to the Common Shares being listed for trading on the Canadian Securities Exchange (or such other trading facility as the Common Shares may be listed on) the number of Common Shares which will be available for purchase pursuant to Options granted pursuant to the Stock Option Plan may exceed 10% of the number of Common Shares which are issued and outstanding on the particular date of grant of Options. In addition, the number of Common Shares reserved for issuance to any one person in a 12 month period shall not exceed 5% of the issued and outstanding Common Shares, the maximum number of Options which may be granted to any one consultant in a 12 month period will not exceed 2% of the issued and outstanding Common Shares and the maximum number of Options which may be granted to employees or consultants engaged in investor relations activities in a 12 month period will not exceed 2% of the issued and outstanding Common Shares and such Options granted to employees or consultants engaged in investor relations activities must vest in stages over 12 months with no more than 25% of the Options vesting in any three month period. The Board will determine the price per Common Share and the number of Common Shares which may be allotted to each director, officer, employee and consultant and all other terms and conditions of the Options, subject to the rules of the Exchange, when such Options are granted. Options must be exercised within 90 days of termination of employment or cessation of the option holder's position with the Issuer, subject to the expiry date of such Option and certain other provisions of the Stock Option Plan. The price per Common Share set by the Board, provided that the Common Shares are traded on an organized trading facility, shall not be less than the closing trading price of the Common Shares on the last day prior to the date on which such Option is granted, less the applicable discount permitted (if any) by such applicable exchange or market.

During the six months ended April 30, 2018 the Issuer granted 250,000 Options under the Stock Option Plan to its Chief Financial Officer and director, Robert Chisholm, in partial consideration for executive services rendered during the period from March 1, 2018 through February 28, 2018. The options are exercisable at \$0.40 per share, fully vested and expire February 28, 2020.

ESCROWED AND POOLED SECURITIES

Escrow Agreement

The Issuer has issued a total of 5,300,000 Common Shares (the "Escrow Shares") to principals of the Issuer, as that term is defined in National Policy 46-201 – Escrow for Initial Public Offerings (the "Escrow Policy").

The following table sets out the Escrow Shares which are expected to be subject to escrow restrictions imposed by the Escrow Policy:

<u>Designation of Class</u>	<u>Number of Securities in Escrow</u>	<u>Percentage of Class as at the date of this Prospectus</u>	<u>Percentage of Class After Completion of Offering⁽¹⁾</u>
Common Shares	5,300,000	29.18%	27.30%

- (1) Assumes the maximum offering of 1,250,000 Common Shares for an aggregate of 19,412,668 Common Shares outstanding after completion. Does not include 100,000 Common Shares reserved for issuance upon the exercise of Agent's Options.

As required by applicable securities laws, concurrent with the closing of the Offering, the shareholders of the Issuer described below will enter into a Form 46-201F1 escrow agreement with Trustco and the Issuer (the "Escrow Agreement"), pursuant to which such shareholders will agree to deposit an aggregate of 5,300,000 Escrow Shares into escrow with Trustco as escrow agent. Under the terms of the Escrow Policy, the Corporation will, at the time of the Offering, be categorized as an "emerging" issuer. The Escrow Agreement provides that 10% of the number of Escrow Shares held thereunder will be released on the date that the Common Shares are listed and posted for trading on the Exchange (the "Listing Date"), and an additional 15% of the number of securities originally held thereunder shall be released on each of 6 months, 12 months, 18 months, 24 months, 30 months and 36 months from the date of the Listing Date.

The following is a list of the holders of the Escrowed Shares:

<u>Name and Municipality of Residence</u>	<u>Number of Escrowed Shares</u>
Dominic Stann <i>Vancouver, BC</i>	1,500,000
Solomon Riby-Williams <i>Vancouver, BC</i>	1,500,000
Carlos Plaschinski <i>North Vancouver, BC</i>	1,000,000
Erynn Tomlinson <i>Vancouver, BC</i>	400,000
Scott Williamson <i>Vancouver, BC</i>	300,000
James Petry <i>Orange County, CA</i>	300,000
Adrian Lamoureux <i>New Westminster, BC</i>	300,000
TOTAL	5,300,000

Voluntary Pooling Agreement

Additionally, certain shareholders of the Issuer who acquired an aggregate of 5,000,000 Common Shares (the "Pooled Shares") at a price of \$0.02 per Common Share have entered into the Voluntary Pooling Agreement, pursuant to which their Pooled Shares will be held in escrow for a period of 12 months from the Listing Date with 20% of such Pooled Shares released on the Listing Date and 20% every three months thereafter.

The following is a list of the holders of the Pooled Shares:

Name and Municipality of Residence or Domicile	Number of Pooled Shares
0714556 BC Limited ⁽¹⁾ <i>Vancouver, BC</i>	1,800,000
Fannie Mao Guterres <i>Vancouver, BC</i>	1,800,000
Agnes McDonald <i>North Vancouver, BC</i>	1,400,000
TOTAL	<u>5,000,000</u>

(1) Paul Guterres has voting and dispositive control over securities held by 0714556 BC Ltd.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Issuer, no shareholders as at the date hereof who, beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the Common Shares.

DIRECTORS, OFFICERS AND PROMOTERS

The following table describes the names and the municipalities of residence of the directors, executive officers and the management of the Issuer, their positions and offices with the Issuer and their principal occupations during the past five years. The following information relating to the directors and officers is based on information received by the Issuer from said persons.

<u>Name and Municipality of Residence</u>	<u>Position and Term with the Issuer</u>	<u>Principal Occupation During the Past Five Years</u>	<u>Amount/Percentage of Current Shares (Before Offering)</u>	<u>Amount/Percentage of Shares After Offering</u>
Solomon Riby-Williams ⁽¹⁾ <i>Vancouver, BC</i>	President, and Director since October 19, 2016, Chief Executive Officer since March 1, 2017.	Business Development Consultant, Web Development Consultant and Project Manager	1,500,000 / 8.26%	1,500,000 / 7.73%

<u>Name and Municipality of Residence</u>	<u>Position and Term with the Issuer</u>	<u>Principal Occupation During the Past Five Years</u>	<u>Amount/Percentage of Current Shares (Before Offering)</u>	<u>Amount/Percentage of Shares After Offering</u>
Erynn Tomlinson ⁽¹⁾ <i>Vancouver, BC</i>	Director since March 1, 2017	Software and Web Developer, Digital Designer, Creative Director, Project Manager	400,000 / 2.20%	400,000 / 2.06%
Robert Chisholm <i>Vancouver, BC</i>	Chief Financial Officer and Director since March 1, 2017	Accountant, Chief Financial Officer	Nil ⁽²⁾	Nil ⁽²⁾
Adrian Lamoureux ⁽¹⁾ <i>New Westminster, BC</i>	Director since March 1, 2017	Mineral Exploration Entrepreneur and Executive	300,000 / 1.65%	300,000 / 1.55%

(1) Member of Audit Committee.

(2) Does not include 250,000 Options held by Mr. Chisolm, with each Option exercisable until February 28, 2020 to purchase one Common Share at \$0.40 per share.

Each of the Directors of the Issuer will hold office until the next annual general meeting of the shareholders of the Issuer pursuant to the Business Corporations Act, or unless his office is earlier vacated in accordance with the Articles of the Issuer, or with the provisions of the Business Corporations Act.

As at the date hereof, the directors and officers of the Issuer currently own, directly or indirectly, or exercise control or direction over, 2,200,000 Common Shares, or 12.11% of the issued and outstanding Common Shares. After the completion of the Offering and prior to the exercise of any other outstanding rights to acquire Common Shares (including the Agent's Options, and outstanding incentive Options exercisable to purchase up to 250,000 Common Shares held by Robert Chisholm), the directors and officers of the Issuer will own approximately 12.07% of the issued and outstanding Common Shares assuming 100% of the Offering is achieved.

Management and Key Personnel

The proposed management team and key personnel are highlighted below.

Solomon Riby-Williams – President, Chief Executive Officer & Director

Solomon Riby-Williams has worked as a business development and web development contractor for the last 10 years and has an understanding of software development. He has lead development teams, oversaw personnel, implemented strategies for traditional and online customer acquisition, and worked as a production designer and digital strategist. Mr. Riby-Williams holds a Certificate in Marketing Management from the British Columbia Institute of Technology. Mr. Riby-Williams will devote 100% of his time to the affairs of the Issuer. He is 41 years of age, and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Robert Chisolm- Chief Financial Officer & Director

Since March 2009, Mr. Chisolm has served as a senior manager of finance at Emprise Capital Corp., a Vancouver based merchant bank in the business of restructuring and reorganizing distressed public and private companies. At

Emprise, Mr. Chisolm's duties include financial stewardship and restructuring of portfolio companies, including financial analysis and planning, including development and implementation of a comprehensive budgeting process, public market listings and oversight of contract negotiations.

Mr. Chisolm has also recently served as the Chief Financial Officer for PNI Digital Media ULC. (formerly PNI Digital Media Inc., formerly Photo Channel Networks Inc.), a TSX listed company providing technology and utilizing telecommunications infrastructure to bridge consumer ordered content (Music, Photos, Games, Video, Mobile Content) with retailers that have on demand manufacturing capabilities for the production of merchandise in real time. During the last three years Mr. Chisolm has served as CFO of Quadron Capital Corporation (since May 2016), Identillect Technologies Corp. (since May 2016), Siyata Mobile Inc. (July 2015 to August 2016), NEMI Northern Energy & Mining Inc. (August 2013 to September 2016), and Desmond Investments Ltd. (since April 2014), Crossroad Ventures Inc. (August 2013 to September 2016), Bravern Ventures Ltd. (since May 2014), Ladera Ventures Corp. (since November 2012), and Ripper Oil and Gas Inc. (from May 2012 to June 2015). He has also served as a Director of North Bluff Capital Corp. (December 2014 to September 2017), Bravern Ventures Ltd. (Since June 2013), and Ladera ventures Corp. (since October 2012).

Mr. Chisolm holds a professional accounting designation as a CPA, CMA and received his BBA with a major in accounting from Saint Francis Xavier University in Nova Scotia.

Mr. Chisolm will devote approximately 20% of his time to the affairs of the Issuer. He is 50 years of age, and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Scott Williamson - Lead Developer

Scott Williamson is the owner and principal of Inspired Networks, a Vancouver, BC based software and web development firm he founded in 2005. At Inspired Networks, his duties include overseeing the firm's network management, web design and application development, and hosted services. He also provides high level network engineer services to many businesses and their in-house IT departments. Mr. Williamson is the project lead developer for BloomKit. He brings to CannaOne more than 13 years of experience in the field of network security, architecture and web platforms. As a technology consultant, he has previously with companies such as Lulu lemon, Mulgrave School, and the Greater Vancouver Food Bank. Mr. Williamson will devote approximately 20% of his time to the Issuer. He is 31 years of age, and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Dominic Stann – Director of Marketing

From July 2013 to February 2017, he served as co-founder and head of marketing for Superdate Networks Inc., an online dating platform where he was responsible for brand identity, user experience modelling for development, and content development. He brings to the Issuer a background in marketing and web-based technologies, with particular expertise in online community development and multi-vendor platforms. Mr. Stann will devote 100% of his time to the affairs of the Issuer. He is 38 years of age, and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Scott Postle – Lead User Interface / User Experience

Scott Postle has served as Lead Developer of Inspired Networks since 2008. He is experienced in leading in-house development teams and managing contract development. Scott has experience in security and usability while employing cutting edge technology resulting in a sophisticated product that meets high customer expectations.

He is 31 years of age, and has not entered into any non-competition or non-disclosure agreements with the Issuer.

James Petry—Marketing Analyst

James Petry is a founder member of CannaOne's team, bringing over 11 years' experience as a digital analyst involved in search engine optimization, conversion rate optimization, and lead generation. From November 2012 to December 2014, Mr. Petry was Manager of Web Analytics & Optimization for shoe manufacturer and retailer TOMS, where he

was responsible for analytics and testing for the company's ecommerce department. Since December 2014, he has served as Director of Analytics & Optimization for We Are ENVOY, a brand and digital transformation consultancy based in Irvine, California. Mr. Petry holds a Bachelor of Science (Business Administration) with Honours from the University of California Marshall School of Business. He is 36 years of age, and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Carlos Plaschinski – Social Media Specialist

Also a founding team member of CannaOne, Carlos Plaschinski has experience in social media, media buying, photo and video production, branding and design, website development, and consulting. In August 2015 Mr. Plaschinski co-founded DORMVIP, a student concierge service. He served as Director of Marketing for DormVIP until February 2016. From May 2015 to September 2016, Mr. Plaschinski was a Project Manager with Antisocial Media Solutions, a Vancouver based digital branding and marketing agency. He also served as Social Media Director from July 2012 to January 2016 for Hyphy Events Ltd., an event and live entertainment production company. Mr. Plaschinski holds a Bachelor of Arts in Art History, Criticism and Conservation from the University of British Columbia. He is 25 years of age, and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Directors

The proposed Board of Directors are outlined below. Mr. Riby-Williams' and Mr. Chisolm's biographies are contained in the management section above.

Solomon Riby-Williams

Mr. Riby-Williams' biography is contained in the management section above. Mr. Riby-Williams will devote substantially all of his time to the affairs of the Issuer.

Robert Chisolm

Mr. Chisolm's biography is contained in the management section above. Mr. Chisolm will devote approximately 20% of his time to the affairs of the Issuer.

Erynn Tomlinson (Independent Director)

Ms. Tomlinson has over 20 years of experience in digital design. Since December 2017, Ms. Tomlinson has served as Vice President of Products Development of Etherparty Smart Contracts Inc., a Vancouver BC based technology firm specializing in blockchain software to support cryptocurrency transactions. In January 2014 Ms. Tomlinson founded EyeLoveBirds (EyeLove Life Interactive Inc.), a bird watching application which uses technology to connect people to nature. From October 2015 to March 2017, she served as CEO of Superdate Networks Inc., and from September 2014 to September 2016, she was director of User Experience for Roadhouse Interactive Limited, oversee product design across two studios and a dozen mobile game products. From April 2012 to May 2014 she was creative director of Plentyoffish Media Inc., an online dating website.

Ms. Tomlinson will devote approximately 20% of her time to the affairs of the Issuer. She is 38 years of age, and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Adrian Lamoureux (Independent Director)

Mr. Lamoureux has worked in the venture capital markets since 2010, involved in the design and implementation of market strategies and corporate development. Mr. Lamoureux has an interest in the mineral exploration and development sector. During his time working in the venture capital markets, Mr. Lamoureux has financed a number of successful private and public companies. Since January 2014 he has served as the President and CEO of 92 Resources Corp., a TSXV listed mineral exploration firm.

Mr. Lamoureux will devote approximately 15% of his time to the affairs of the Issuer. He is 42 years of age, and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Reporting Issuer Experience of the Directors, Officers and Promoters of Issuer

The following table sets out the directors, officers and promoters of the Issuer that are, or have been within the last five years, directors, officers, promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

<u>Name</u>	<u>Name of Reporting Issuer</u>	<u>Exchange or Market</u>	<u>Position</u>	<u>From</u>	<u>To</u>
Adrian Lamoureux	92 Resources Corp.	TSXV	President, Chief Executive Officer	January, 2014	Present
Robert Chisolm	Quadron Capital Corporation	CSE	Chief Financial Officer	May, 2016	Present
	Identillect Technologies	TSXV	Chief Financial Officer	May, 2016	Present
	Siyata Mobile Inc. (formerly Teslin River Resources Corp.)	TSXV	Chief Financial Officer	July, 2015	August, 2016
	North Bluff Capital Corp.	TSXV	Director	December, 2014	September, 2017
	Desmond Investments Ltd.	TSXV	Chief Financial Officer	April, 2014	Present
	NEMI Northern Energy & Mining Inc.	CSE	Chief Financial Officer	August, 2013	September, 2016
	Crossroad Ventures Inc.	None	Chief Financial Officer	August, 2013	Present
	Bravern Ventures Ltd. (formerly Prima Columbia Hardwood Inc.)	TSXV	Director Chief Financial Officer	June, 2013 May, 2014	Present Present
	NeutriSci International Inc. (formerly Disani Capital Corp.)	TSXV	Director, Chief Financial Officer	March, 2013	November, 2014
	Camex Energy Corp.	TSXV	Chief Financial Officer	December, 2012	Present
	Ladera Ventures Corp. (formerly T.M.T. Resources Inc.)	TSXV	Director Chief Financial Officer	October, 2012 November, 2011	Present Present
	Ripper Oil and Gas Inc.	TSXV	Chief Financial Officer	May, 2012	June, 2015

<u>Name</u>	<u>Name of Reporting Issuer</u>	<u>Exchange or Market</u>	<u>Position</u>	<u>From</u>	<u>To</u>
	Anavex Life Sciences Corp.		Director, President Chief Executive Officer	May, 2012 June, 2012 June, 2012	January, 2013
	Anavex Life Sciences Corp.		Chief Executive Officer	June, 2012	
	AnalytixInsight Inc.		Director, Chief Financial Officer	July, 2011	May, 2014
	AnalytixInsight Inc.		Chief Financial Officer		

Corporate Cease Trade Orders

Except as set out below, no director or executive officer of the Issuer is, as at the date of this Prospectus, or was within 10 years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Issuer), that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer

Bankruptcies

The Issuer's Chief Financial Officer and director, Robert Chisholm, was a shareholder and, from September 25, 2012 to October 17, 2013, a director, of OCION Water Sciences Group Ltd. ("OCION"), a privately held corporation. On October 17, 2014 a secured creditor of OCION appointed a receiver to OCION, whereupon Mr. Chisholm resigned as director. The board of directors of OCION subsequently determined that the interest of all stakeholders would be best protected by an assignment into bankruptcy, which occurred on November 6, 2014.

Except with respect to the above described receivership and bankruptcy of OCION, no director or executive officer of the Issuer, and no shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer:

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

Penalties or Sanctions

No director or executive officer of the Issuer, and no shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts Of Interest

There are potential conflicts of interest to which the directors and officers of the Issuer will be subject in connection with the operations of the Issuer. In particular, certain of the directors and officers of the Issuer are involved in managerial and/or director positions with other companies whose operations may, from time to time, be in direct competition with those of the Issuer. Conflicts, if any, will be subject to the procedures and remedies available under the Business Corporations Act. The Business Corporations Act provides that in the event that a director has an interest in a contract or proposed contract or agreement, 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 unless otherwise provided by the Business Corporations Act. See "Risk Factors – Conflicts of Interest" for further details.

EXECUTIVE COMPENSATION

Compensation Discussion & Analysis

The Issuer was not a reporting issuer at any time during the most recently completed financial period. It is expected that in the future the directors and officers of the Issuer, including the Named Executive Officers (as defined below), will be granted, from time to time, incentive stock options in accordance with the Issuer's Stock Option Plan. See "Options and Other Rights to Purchase Securities of the Issuer – Stock Option Plan" for a summary of the terms of the Issuer's Stock Option Plan. Given the Issuer's size and its stage of development, the Issuer has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. It is anticipated that once the Issuer becomes a reporting issuer, the Board will consider appointing such a committee and adopting such guidelines. The Issuer currently relies solely on Board discussion without any formal objectives, criteria and analysis to determine the amount of compensation payable to officers of the Issuer.

Philosophy

Compensation paid to the Named Executive Officers is based on informal estimates of, and comparison to, compensation paid to officers of companies in a similar business, size and stage of development and reflects the need to provide incentive and compensation for the time and effort expended by the Named Executive Officers, while taking into account the financial and other resources of the Issuer, as well as increasing shareholder value.

The Issuer's executive compensation currently consists of long-term incentives in the form of participation in the Issuer's Stock Option Plan. Once the Issuer becomes a reporting issuer, it is expected that the Board will review the compensation of Named Executive Officers and make adjustments, if appropriate, to ensure that the compensation of the Named Executive Officers is commensurate with the services they provide.

Base Salary

It is expected that once the Issuer becomes a reporting issuer, base salary will be the principal component of executive compensation and the base salary for each executive officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable companies. Individual and corporate performance will also be taken into account in determining base salary levels for executives.

Compensation Term Sheets

In October 2016, CannaOne entered into term sheets to retain certain officers, directors and key employees. The term sheets are a provisional understanding regarding compensation for the applicable individuals during the first 36 months of the Issuer's development. Each term sheet provides for the accrual of annual compensation at a fixed, minimum rate for the period from October 27, 2016 to October 27, 2019. Each term sheet also provides that accrued salary will be recorded (and not paid) with the intent to pay such amounts at the completion of the Offering. Such compensation shall be reviewed and adjusted annually, if, deemed appropriate, and that each employee will be eligible to receive an annual bonus, or to participate in the Issuer's stock option plan when such plan is implemented. Compensation accruing pursuant to the term sheets is as follows:

- Carlos Plashchinski (Social Media Specialist)—\$18,000 per annum,
- Dominic Stann (Director of Marketing)—\$30,000 per annum,
- James Petry (Marketing Analyst)—\$6,000 per annum;
- Scott Williamson (Lead Developer)—\$6,000 per annum;
- Erynn Tomlison (Independent Director)—\$12,000 per annum, and
- Solomon Riby-Williams (President, CEO & Director)—\$30,000 per annum.

Effective March 1, 2017, CannaOne entered into a term sheets with Emprise Capital Corp. for the services of Robert Chisholm as Chief Financial Officer of the Issuer. In that capacity, Mr. Chisholm will be responsible for the oversight of all accounting functions for the Issuer, including preparation of quarterly and annual financial statements and liaising with the Issuer's auditors. The term sheet is a provisional understanding regarding Mr. Chisholm's compensation for the period from March 1, 2017 through February 28, 2020, which shall be calculated at the rate of \$150 per hour. The Company has accordingly allocated \$19,800 for anticipated compensation to Mr. Chisholm in its estimated salaries and consulting fees for the 12 months following completion of the Offering—see "Use Of Proceeds". The term sheet also provides that Emprise Capital will be eligible to participate in any bonuses awarded by the Issuers, and will be entitled to receive, upon completion of one year of service, 250,000 fully vested stock options with each option to exercisable for 3 years to purchase one Common Share of the Issuer at the price of \$0.40. Either Emprise Capital or the Issuer may terminate the agreement with or without cause. In the event of voluntary termination by Emprise Capital or termination for cause by CannaOne, vesting of options will cease upon termination, unvested restricted share awards will be terminated, and no unearned bonuses will be awarded. In the event of termination without cause by Cannaone, or termination due to the disability or inability to perform by Mr. Chisholm, all stock option awards will immediately vest, restricted stock grants shall vest on a pro-rata basis pursuant to the schedule determined on the grant date. Finally, if the agreement is terminated due to non-renewal, Emprise Capital shall be entitled to a bonus equal to the greater of the prior and then current year's bonus award. If Emprise's engagement is terminated prior to completion of the 36 month term, unexercised options will be cancelled on a pro-rated basis at the rate of approximately 20,833 options (1/12th of the options issued) for every quarter of the three year option term during which the services are not provided.

The Issuer expects to re-evaluate compensation and to enter into formal compensation arrangements with its, officers, directors and key employees following the commercial launch of Bloomkit.

Option-based Awards

The Issuer believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Issuer's Stock Option Plan. Options will be granted to senior management and employees taking into account a number of factors, including, base salary and bonuses and competitive factors.

The stock option component of executive officers' compensation is intended to advance the interests of the Issuer by encouraging the directors, officers, employees and consultants of the Issuer to acquire shares, thereby increasing their proprietary interest in the Issuer, encouraging them to remain associated with the Issuer and furnishing them with additional incentive in their efforts on behalf of the Issuer in the conduct of its affairs. Grants under the Issuer's Stock Option Plan are intended to provide long term awards linked directly to the market value performance of the Issuer's shares. The Board will review management's recommendations for the granting of stock options to management,

directors, officers and other employees and consultants of the Issuer and its subsidiaries. Stock options are granted according to the specific level of responsibility of the particular executive. The number of outstanding Options is also considered by the Board when determining the number of Options to be granted in any particular year due to the limited number of Options which are available for grant under the Issuer's Stock Option Plan.

Named Executive Officers

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officers"):

- (a) the Issuer's chief executive officer ("CEO");
- (b) the Issuer's chief financial officer ("CFO");
- (c) each of the Issuer's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, for that financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Issuer, nor acting in a similar capacity, at the end of that financial year.

During the period from October 19, 2016 (date of incorporation) to October 31, 2017, the Issuer had two Named Executive Officer, being Solomon Riby-Williams, the President and CEO, and Robert Chisholm, the CFO.

Summary Compensation Table

The following table is a summary of compensation paid to the Named Executive Officers for the period from October 19, 2016 (date of incorporation) to October 31, 2017:

					Non-equity incentive plan compensation (\$)				
Name And Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Annual incentive plans	Long-term incentive plans	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Solomon Riby-Williams President and CEO	2017 ⁽¹⁾	30,000 ⁽²⁾	⁽³⁾	Nil	Nil	Nil	Nil	Nil	\$30,000
	2016 ⁽³⁾	\$1,000 ⁽⁴⁾	⁽²⁾	Nil	Nil	Nil	Nil	Nil	\$1,000
Robert Chisholm CFO	2017 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016 ⁽³⁾	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

(1) Year Ended October 31, 2017

(2) Of the \$30,000 in compensation accrued to Mr. Williams, \$6,500 was settled in consideration for the issuance of 1,300,000 Common Shares at the price of \$0.005 per share.

(3) Period from October 19, 2016 (date of incorporation) to October 31, 2016

(4) The \$1,000 in compensation accrued to Mr. Williams was settled in consideration for the issuance of 200,000 Common Shares at the price of \$0.005 per share.

The Issuer does not provide retirement or other benefits for any of its directors or officers and the Issuer does not have any plans, other than the Stock Option Plan, pursuant to which cash or non-cash compensation is paid or distributed to the Named Executive Officers.

There are no arrangements for compensation with respect to the termination of Named Executive Officers, including in the event of a change of control.

Incentive Plan Awards

The Issuer did not grant any share-based awards or option-based awards to the Named Executive Officers from the date of incorporation of the Issuer on October 19, 2016 to October 31, 2017. During the six months ended April 30, 2018 the Issuer granted 250,000 incentive Options to its Chief Financial Officer and director, Robert Chisholm, in partial consideration for executive services rendered during the period from March 1, 2018 through February 28, 2018. The Options are exercisable at \$0.40 per share, fully vested and expire February 28, 2020.

Pension Plan Benefits

The Issuer does not provide retirement benefits for directors or executive officers.

Compensation of Directors

Since incorporation, no compensation has been paid by the Issuer to its directors for acting as directors.

Except as otherwise disclosed herein, there were no standard arrangements, or other arrangements in addition to or in lieu of standard arrangements, under which the directors were compensated by the Issuer for services in their capacity as a director (including any additional amounts payable for committee participation or special assignments), during the period from incorporation to October 31, 2017. No directors' fees are expected to be paid by the Issuer.

All directors are also entitled to be reimbursed for reasonable expenses incurred on behalf of the Issuer.

There are no arrangements for compensation with respect to the termination of directors in the event of a change or control of the Issuer.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

There has been no indebtedness outstanding by directors or senior officers of the Issuer to the Issuer or under any applicable securities purchase programs at any time since the date of incorporation.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The Audit Committee's Charter

A. PURPOSE

The overall purpose of the Audit Committee (the "Committee") is to ensure that the Issuer's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Issuer and to review the Issuer's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "Board").

2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Issuer and to the Issuer's external auditors, and to such information respecting the Issuer, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Issuer as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Issuer's accounting principles, reporting practices and internal controls and its approval of the Issuer's annual and interim consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Issuer's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Issuer has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfillment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) to recommend to the Board a firm of external auditors to be engaged by the Issuer, and to verify the independence of such external auditors;

- (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Issuer's financial and auditing personnel;
 - (iv) co-operation received from the Issuer's personnel during the audit;
 - (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Issuer;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (viii) the non-audit services provided by the external auditors;
 - (e) to discuss with the external auditors the quality and not just the acceptability of the Issuer's accounting principles; and
 - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Committee as they relate to the Issuer's internal auditors are to:
- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
 - (b) review and approve the internal audit plan; and
 - (c) review significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Issuer are to:
- (a) review the appropriateness and effectiveness of the Issuer's policies and business practices which impact on the financial integrity of the Issuer, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Issuer's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Issuer; and
 - (d) periodically review the Issuer's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

5. The Committee is also charged with the responsibility to:
- (a) Review and approve the Issuer's interim financial statements and related Management's Discussion & Analysis ("MD&A"), including the impact of unusual items and changes in accounting principles and estimates;
 - (b) review and approve the financial sections of:
 - (i) the annual report to shareholders;
 - (ii) the annual information form;
 - (iii) annual MD&A;
 - (iv) prospectuses;
 - (v) news releases discussing financial results of the Issuer; and
 - (vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
 - (c) review regulatory filings and decisions as they relate to the Issuer's consolidated financial statements;
 - (d) review the appropriateness of the policies and procedures used in the preparation of the Issuer's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (e) review and report on the integrity of the Issuer's consolidated financial statements;
 - (f) review the minutes of any audit committee meeting of subsidiary companies;
 - (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Issuer and the manner in which such matters have been disclosed in the consolidated financial statements;
 - (h) review the Issuer's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
 - (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.

Composition of the Audit Committee

The members of the Issuer's Audit Committee are Solomon Riby-Williams, Erynn Tomlinson and Adrian Lamoureux. Erynn Tomlinson and Adrian Lamoureux are independent members of the Audit Committee. Solomon Riby-Williams is not independent, as he is an executive officer of the Issuer. All members are considered to be financially literate.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Issuer. A material relationship means a relationship which could, in the view of the Issuer's Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer.

Relevant Education and Experience

Each member of the Issuer's present and proposed Audit Committee has adequate education and experience that is relevant to his performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Issuer's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

See "Directors, Officers, and Promoters – Management and Key Personnel" for further details of the relevant education and experience of each of the members of the audit committee.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any external auditor that was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Issuer's most recently completed financial period ended August 31, 2017, the Issuer has not relied on the exemption in section 2.4 (De Minimis Non-audit Services) of National Instrument 52-110-Audit Committees ("NI 52-110") or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. The Issuer is relying upon the exemption in Section 6.1 (Venture Issuers) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

Fees incurred with Jackson & Company for audit and non-audit services during the period from October 19, 2016 (date of incorporation) to April 30, 2018 for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Auditor for Period Ended April 30, 2018
Audit Fees ⁽¹⁾	\$20,000.00
Audit-Related Fees ⁽²⁾	\$1,600.00
Tax Fees ⁽³⁾	\$1071.00
All Other Fees ⁽⁴⁾	Nil
Total	\$22,491.00

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation. Audit-Related Fees additionally includes administrative expenses incurred in relation to the audit and audit-related services.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

Corporate Governance

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Issuer. A material relationship is a relationship which could, in the view of the Issuer's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The independent members of the Board of the Issuer at present are Erynn Tomlinson and Adrian Lamoureux.

The non-independent directors of the Issuer are Solomon Riby-Williams, the current President, Chief Executive Officer and a director of the Issuer, and Robert Chisholm, the current Chief Financial Officer and a director of the Issuer.

Currently, the Board is not comprised of a majority of independent directors.

The Board facilitates its independent supervision over management by having regular Board meetings and by establishing and implementing prudent corporate governance policies and procedures.

Directorships

Certain directors are presently a director of one or more other reporting issuers. See "Reporting Issuer Experience of the Directors, Officers and Promoters of the Issuer" above for further details.

Orientation and Continuing Education

When new directors are appointed they receive orientation, commensurate with their previous experience, on the Issuer's business, assets and industry and on the responsibilities of directors. Board meetings may also include presentations by the Issuer's management and employees to give the directors additional insight into the Issuer's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Issuer's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Issuer.

Nomination of Directors

The Board will consider its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Issuer, this policy will be reviewed.

Compensation

Management of the Issuer will conduct an annual review of the compensation of the Issuer's directors and executive officers and make recommendations to the Board. The Board determines compensation for the directors and executive officers.

Other Board Committees

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

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. The Board does not consider that formal assessments would be useful at this stage of the Issuer's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and the Audit Committee. As part of the assessments, the Board may review its mandate and conduct reviews of applicable corporate policies.

DIVIDEND RECORD AND POLICY

There is no restriction that would prevent the Issuer from paying dividends on the Common Shares. However, the Issuer has not paid any dividends on its Common Shares and it is not contemplated that the Issuer will pay any dividends on its Common Shares in the immediate or foreseeable future.

RISK FACTORS

Dilution

Based on the Issuer's Net Book Value of \$33,246 as at January 31, 2018, Investors will experience immediate and substantial dilution in net tangible book value per Common Share of \$0.343, a decrease of approximately 93.2% from the \$0.0368 net value per Common Share purchased in the Offering. Subject to completion of the Offering, there will also be outstanding Agent's Options pursuant to which up to 100,000 additional Common Shares may be issued in the future, which would result in dilution to the Issuer's shareholders. Also, the Issuer may in the future grant to some or all of its key employees and consultants options to purchase Common Shares at exercise prices equal to market prices at times when the public market is depressed. To the extent that significant numbers of such options are granted and exercised, the interests of then existing shareholders of the Issuer will be subject to additional dilution. Finally, if the Issuer raises additional funds through the sale of equity securities, shareholders may have their investment further diluted.

Operations Dependent on Revenues and Financing

The continued operation of the Issuer will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Issuer is unable to generate such revenues or obtain such additional financing, any investment in the Issuer may be lost. In such event, the probability of resale of the shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continued fluctuations in price will not occur. It may be anticipated that

any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Issuer in creating revenues, cash flows or earnings.

Absence of Public Trading Market

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 after this Offering.

Dividend Record and Policy

The Issuer has not paid any dividends since incorporation and does not anticipate declaring any dividends on the Common Shares in the foreseeable future. The directors of the Issuer will determine if and when dividends should be declared and paid in the future based on the Issuer's financial position at the relevant time.

Risk Factors Associated with CannaOne's Business

Limited Operating History

CannaOne 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 market for software related to cannabis retail industry. There is no certainty that the Issuer will operate profitably.

No Profits to Date

CannaOne 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 commercializing its BloomKit software as a service platform, and the extent to which BloomKit is able to generate significant revenues. Because of the limited operating history, and the uncertainties regarding the development of the retail cannabis market, management does not believe that the operating results to date should be regarded as indicators for CannaOne's future performance.

Additional Requirements for Capital

Substantial additional financing may be required for the Issuer successfully develop its software 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

The Issuer has not generated operating revenue and has incurred 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 the Issuer's ability to align incurred expenses with recognized revenues. The Issuer incurs operating expenses based upon anticipated revenue trends. Since a high percentage of these expenses

may be relatively fixed, a delay in recognizing revenues from transactions related to these expenses (such a delay may be due to the factors described elsewhere in this risk factor section or it may be due to other factors) could cause significant variations in operating results from quarter to quarter, and such a delay could materially reduce operating income. If these expenses are not subsequently matched by revenues, the Issuer's business, financial condition, or results of operations could be materially and adversely affected.

Market Acceptance

If CannaOne's BloomKit software service does not gain market acceptance, its operating results may be negatively affected. The Issuer intends to complete development of, and market and sell, BloomKit. If the markets for BloomKit fails to develop, develop more slowly than expected, or become subject to increased competition, the Issuer's business may suffer. As a result, the Issuer may be unable to successfully market BloomKit or to develop new products and services. If CannaOne's BloomKit platform is not accepted by its customers or by other businesses in the marketplace, CannaOne's business, operating results and financial condition will be materially affected.

Vulnerability to Negative Publicity or Consumer Perception

The licensing of software such as BloomKit to manage marijuana related businesses and transactions is part of a new and rapidly evolving industry that is subject to a high degree of consumer and media scrutiny stemming, in part, from regulatory uncertainty, and from public uncertainty and speculation regarding the ethical, social, and health related impacts of newly sanctioned and developing commerce in marijuana. In this climate of uncertainty and public scrutiny, CannaOne (and other participants in the marijuana industry) are notably vulnerable to negative consumer sentiment, and negative media coverage or publicity. The occurrence of such negative sentiment, coverage, or publicity may adversely impact CannaOne's business in a number of ways, such as discouraging use of its products & services, impairing goodwill attributed to its brand, impeding its ability to raise additional financing, or compromising its ability to attract and retain qualified employees, among others.

Management Experience and Dependence on Key Personnel and Employees

The Issuer's success is currently largely dependent on the performance of its directors and officers. Certain members of the Issuer's management team have experience in the software development and information technology industries, while others have experience in areas including financial management, corporate finance and sales and marketing. The experience of these individuals is a factor which will contribute to the Issuer's continued success and growth. The Issuer will initially be relying on its board members, as well as on independent consultants, for certain aspects of its business. The amount of time and expertise expended on the Issuer's affairs by each of the Issuer's management team and the Issuer's directors will vary according to the Issuer's needs. The Issuer does not intend to acquire any key man insurance policies and there is therefore a risk that the death or departure of any member of management, the Issuer's board, or any key employee or consultant, could have a material adverse effect on the Issuer's performance, including the continuity or quality of its business. Investors who are not prepared to rely on the Issuer's management team should not invest in the Issuer's securities.

Limited Intellectual Property Protection.

CannaOne intends to rely in part on technological barriers, and on the protections afforded by copyright and common law trademark rights to reduce potential duplication or imitation of its products and services by future competitors. As its business and products develop, CannaOne may seek additional protection of its intellectual property assets through the registration of trademarks or, if warranted by unanticipated product innovations, the prosecution of patents. However, even if CannaOne is successful in obtaining such protections, which is not guaranteed, those protections alone will be insufficient to prevent copying or passing off by third parties of similar products and services. CannaOne may be unable to devote sufficient legal resources to the enforcement of any intellectual property rights it may hold from time to time, and may therefore lose market share to competitors who may produce similar or identical products at a lower cost. If CannaOne is unable to protect its intellectual property, its vulnerability to third party imitators will increase significantly, which would make its business uncompetitive.

Risks Associated with VMoney.

On March 20, 2017 CannaOne entered into a licensing agreement with VMoney, Inc. to license VMoney's proprietary software platform, which facilitates financial transactions between merchants and customers. The license will allow CannaOne to provide transaction processing services within BloomKit. Once the VMoney financial transaction platform is incorporated by CannaOne into BloomKit, the unmitigated loss or disruption of the VMoney service may cause CannaOne to incur significant replacement costs, loss of revenue or customers, or reputational damage.

Although VMoney's software is currently used by a range of retailers and institutions located in Asia, Australia and North America, in the event VMoney does not perform under the license agreement, it may be difficult for CannaOne to obtain legal remedies against VMoney because the license agreement is governed by, and subject to, the laws and jurisdiction of the Republic of the Philippines. Although the Republic of the Philippines possesses a developed legal system and codified civil laws, the enforcement of contractual rights in the Philippines is, by reputation, procedurally onerous, requiring an average of 2.3 years to obtain and enforce civil judgments. Accordingly, CannaOne may be unable to enforce its contractual rights in relation to the VMoney agreement, in a timely, meaningful, or economical way.

Regulatory Risks

Changes in or more aggressive enforcement of laws and regulations related to the businesses of prospective customers of the Issuer could adversely impact its business. Regulatory uncertainty in the recreational and medical marijuana industries could have a material adverse effect on the operations or operational requirements of prospective customers of the Issuer, which may in turn constrain the market for the Issuer's products, or require un-anticipated investment by the Issuer to ensure compliance of its products with regulatory regimes. Accordingly, changes in government, regulations and regulatory policies or practices could have an adverse impact on the Issuer's future cash flows, earnings, results of operations and financial condition.

The legal status and regulation of marijuana varies substantially from country to country, state to state, and province to province, and is still undefined and changing in many of them. While some jurisdictions have explicitly allowed its use and trade, others have banned or restricted it. Likewise, various government agencies, departments, and courts have imposed varying operational requirements and restrictions on marijuana commerce, all of which are subject to change. .

Risk of Security Weaknesses in the BloomKit or VMoney Network Core Infrastructure Software

The BloomKit and VMoney network software consists of open source software that is itself based on open source software. There is a risk that the developers of BloomKit or VMoney, or other third parties may intentionally or unintentionally introduce weaknesses or bugs into the core infrastructural elements of the network software interfering with the use of or causing the loss of customer information, transaction information, or other data.

General Cyber Security Risk,

CannaOne's dependence on information technology systems to deliver the BloomKit service, and to otherwise administer its business, places it at significant risk for cyber security breaches, either directly or through its third party service providers (such as VMoney, internet service providers, or data storage providers). Hackers or other groups or organizations may attempt to interfere with the BloomKit network software or its availability any number of ways, including but not limited to denial of service attacks (flooding the bandwidth or resources of a web server, triggering a system crash), spoofing (masquerading as another by falsifying data for the purposes of theft or disruption), malware attacks (the introduction of software intended to damage or disable computers and computer systems), or consensus-based attacks (the injection of random false data into the communication links so as to degrade the network performance). While CannaOne intends to employ customary measures to maintain the security of its networks (including, without limitation, the use access controls, firewalls, intrusion detection products, regular security audits, and security updates), there is no guarantee that it will not suffer incidence of cyber security interference. Incidence of such interference may result in a number of adverse impacts to CannaOne's business including but not limited to:

- the misuse, theft, corruption or loss of confidential customer or employee information, or other data;
- lost revenues due to a disruption of activities;
- incurring unanticipated remediation costs;
- litigation, fines and liability for failure to comply with privacy and information security laws;
- reputational harm affecting customer and investor confidence; and
- diminished competitive advantage and negative impacts on future opportunities.

Competition

The market for software solutions for the marijuana retail industry may become highly competitive on both a national and international level. The Issuer believes that the primary competitive factors in this market are: •(i) product features, (ii) functionality and ease of use; (iii) ongoing product enhancements; (iv) price; (v) quality service and support; and (vi) reputation and stability of the vendor. Additionally, the marijuana retail industry is at a very early stage, and the ultimate demand for industry related software solutions is uncertain. Accordingly, there are no assurances that that the Issuer will successfully compete with new and existing competitors, which may have greater financial, technical, and marketing resources than does the Issuer. The Issuer's competitors may also have a larger installed base of users, longer operating histories or greater name recognition than will the Issuer. There can be no assurance that the Issuer will successfully differentiate its BloomKit platform from the products of its competitors, or that the marketplace will consider the Issuer's platform to be superior to competing products.

Dependence on Third Party Relationships.

The Issuer is highly dependent on a number of third party relationships to develop its products and implement its business plan, and it cannot be assured that all such relationships will be successful, advantageous or optimal. In addition, there is no guarantee that relevant third parties will fulfill their contractual obligations or, in the event of contractual breach, that the Issuer may legally compel performance of such agreements, or identify or secure alternative assistance.

Absence of Non-Compete and Confidentiality Agreements with Directors, Officers, Employees, and Consultants

The directors, executive officers, and consultants of the Issuer have not entered into non-competition or non-disclosure agreements with the Issuer, and they are not expected to be a party to any such agreement upon completion of the Offering. Accordingly, the Issuer may have limited recourse (such as the inability to seek injunctive relief) to prevent its directors, officers, employees or consultants from entering into competition with the Issuer, or from misappropriating or otherwise utilizing information related to the Issuer's business or technology in a manner detrimental to the Issuer.

PROMOTERS

Solomon Riby-Williams may be considered a promoter of the Issuer in that he took the initiative in founding and organizing the business of the Issuer. See "Directors, Officers and Promoters" above and "Executive Compensation" above for further information.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere in this Prospectus, no director, executive officer, principal shareholder or any known associate or affiliate of such persons, has any material interest, direct or indirect, in any transaction within the last three years or in any proposed transaction, that has materially affected or is reasonably expected to materially affect the Issuer.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS CONCERNING THE ISSUER

To the knowledge of Issuer's management, there is no material litigation outstanding, threatened or pending, as of the date hereof, by or against the Issuer which would be material to a purchaser of securities of the Issuer. To the knowledge of Issuer's management, there have been no penalties or sanctions imposed by a court or regulatory body against the Issuer, nor has the Issuer entered into any settlement agreement with a court or securities regulatory authority, as of the date hereof, which would be material to a purchaser of securities of the Issuer.

RELATIONSHIP BETWEEN THE ISSUER AND THE AGENT

The Issuer is not a related party or connected party (as such terms are defined in National Instrument 33-105 Underwriting Conflicts) of the Agent.

INCOME TAXATION

Income tax consequences to investors are not viewed as a material aspect of the Offering of the Shares hereunder. Investors should consult their own tax advisors for advice with respect to the income tax consequences associated with their acquisition of Shares under this Prospectus.

EXPERTS

Certain legal matters relating to the Offering of the Shares will be passed upon by Macdonald Tuskey on behalf of the Issuer and by Salley Bowes Harwardt LC on behalf of the Agent. Jackson & Company Chartered Accountants has prepared an auditor's report in connection with the Financial Statements included in this Prospectus.

INTEREST OF EXPERTS

Except as disclosed herein, none of Macdonald Tuskey, Salley Bowes Harwardt LC, Jackson & Company Chartered Accountants or any director, officer, employee, principal or partner thereof received or will receive a direct or indirect interest in the business of the Issuer or of any associate or affiliate of the Issuer. In addition, except as disclosed herein, no other director, officer, partner or employee of any of the aforementioned companies and partnerships is currently expected to be elected, appointed or employed as a director, officer or employee of the Issuer or of any associates or affiliates of the Issuer.

Jackson & Company Chartered Accountants has been the auditor of the Issuer since August, 2017 and is independent of the Issuer within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Issuer is Jackson & Company Chartered Accountants, of Suite 800 – 1199 West Hastings Street, Vancouver, BC V6E 3T5.

The transfer agent and registrar for the Common Shares of the Issuer is National Issuer Services Ltd. of Suite 760 – 777 Hornby Street, Vancouver, BC V6Z 1S4.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only contracts entered into by the Issuer since incorporation which can reasonably be regarded as material, are the following:

1. Technology Sale Agreement between the Issuer and Fountain Drive Limited dated December 1, 2016. See "Narrative Description of the Business".
2. VMoney Licensing Agreement between the Issuer and VMoney, Inc., dated March 20, 2017. See "Narrative Description of the Business".

3. Stock Option Plan of the Issuer dated November 10, 2017. See "Options and Other Rights to Purchase Securities of the Issuer – Stock Option Plan".
4. Agency Agreement dated October 23, 2018 between the Issuer and the Agent. See "Plan of Distribution".
5. Escrow Agreement dated August 3, 2018 among the Issuer, Trustco, and certain shareholders of the Issuer. See "Escrowed and Pooled Securities".
6. Voluntary Pooling Agreement dated April 12, 2018 among the Issuer, the Pooling Agent, 0714556 BC Limited, Fannie Mae Guterres, and Agnes McDonald. See "Escrowed and Pooled Securities".
7. Loan Agreement dated June 20, 2018 between the Issuer and 0714556 BC Limited.
8. Related Party Understanding dated August 31, 2018 among the Issuer, Dominic Stann, Carlos Plaschinski, Erynn Tomlinson, Scott Williamson, and James Petry.

Copies of these agreements will be available for inspection at the offices of the Issuer's counsel, Macdonald Tuskey, at Suite 409 – 221 W. Esplanade, North Vancouver, BC V7M 3J3 at any time during ordinary business hours during the course of distribution of the Shares, and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

To management of the Issuer's knowledge, there are no further material facts or particulars in respect of the securities being distributed pursuant to this Prospectus that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

PURCHASERS' STATUTORY RIGHTS

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

FINANCIAL STATEMENTS

Included in this Prospectus are the audited financial statements of the Issuer for the fiscal year ended October 31, 2017, and the unaudited financial statements of the Issuer for the nine months ended July 31, 2018.

**CANNAONE TECHNOLOGIES INC.
FINANCIAL STATEMENTS**

**For the year ended October 31, 2017 and for the period from October 19, 2016 to October 31,
2016**

(Expressed in Canadian Dollars)

CANNAONE TECHNOLOGIES INC.

Index to the Financial Statements

For the year ended October 31, 2017 and for the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

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INDEPENDENT AUDITORS' REPORT

To the Directors of CannaOne Technologies Inc.,

We have audited the accompanying financial statements of CannaOne Technologies Inc. which comprise the statement of financial position as at October 31, 2017 and 2016, and the statements of loss and comprehensive loss, cash flows, and changes in equity for the year ended October 31, 2017 and the period from incorporation on October 19, 2016 to October 31, 2016, and the related notes comprising 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 as issued by the International Accounting Standards Board, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian Generally Accepted Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audits 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 our 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, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of CannaOne Technologies Inc. as at October 31, 2017, and its financial performance and cash flows for the year ended October 31, 2017 and the period from incorporation on October 19, 2016 to October 31, 2016 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of CannaOne Technologies Inc. to continue as a going concern.

CHARTERED PROFESSIONAL ACCOUNTANTS

Jackson & Company
Vancouver, British Columbia
December 8, 2017

CANNAONE TECHNOLOGIES INC.**Statement of Financial Position
As at October 31, 2017 and 2016
(Expressed in Canadian Dollars)**

	October 31, 2017	October 31, 2016
ASSETS	\$	\$
Current assets		
Cash and cash equivalents	250,742	1
Prepaid expenses (Note 4)	9,600	-
	260,342	1
Non-Current assets		
Equipment (Note 5)	37,743	-
Intangible assets (Note 6)	374,825	-
	412,568	-
	672,910	1
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities		
Due to related party (Note 8)	62,906	1,000
Accounts payable and accrued expenses (Note 9)	28,518	3,500
	91,424	4,500
SHAREHOLDERS' EQUITY		
Share capital (Note 7)		
Common shares (Note 7)	840,828	25,001
Subscription receivable (Note 7)	-	(25,000)
Deficit	(259,342)	(4,500)
	581,486	(4,499)
	672,910	1
Going concern – Note 1		
Commitments – Note 14		
Subsequent events – Note 15		

The accompanying notes form an integral part of the financial statement.

CANNAONE TECHNOLOGIES INC.**Statement of Loss and Comprehensive Loss****For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016****(Expressed in Canadian Dollars)**

	For the year ended October 31, 2017	For the period from October 19, 2016 (date of incorporation) to October 31, 2016
CONTINUED OPERATIONS		
Management fees (Note 8)	\$ (102,000)	\$ (1,000)
Legal, accounting and audit fees	(60,885)	(3,500)
General and administrative (Note 13)	(34,941)	-
Rent	(31,531)	-
Depreciation (Note 5)	(16,219)	-
Travel	(6,073)	-
Development expenses	(2,091)	-
Foreign exchange loss	(1,102)	-
LOSS FROM OPERATIONS AND COMPREHENSIVE LOSS	(254,842)	(4,500)
LOSS PER SHARE		
Basic and diluted	\$ (0.015)	\$ (0.012)
WEIGHTED AVERAGE COMMON SHARES		
Basic and diluted	16,597,183	384,616

The accompanying notes form an integral part of the financial statements.

CANNAONE TECHNOLOGIES INC.**Statement of Changes in Shareholders' Equity (Deficiency)****For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016****(Expressed in Canadian Dollars)**

	Common Shares		Subscription		
	Number	(Note 7)	Receivable	Deficit	Total
			\$	\$	\$
Balance as at October 19, 2016 (date of incorporation) (Note 7)	1	1	-	-	1
Issuance of shares for management fees (Note 7)	5,000,000	25,000	(25,000)	-	-
Net loss for the period	-	-	-	(4,500)	(4,500)
Balance as at October 31, 2016	5,000,001	25,001	(25,000)	(4,500)	(4,499)
Issuance of shares for licensing agreement (Note 7)	250,000	50,000	-	-	50,000
Issuance of shares for management fees (Note 7)	-	-	25,000	-	25,000
Issuance of shares for acquisition of Technology (Note 7)	5,416,667	325,000	-	-	325,000
Issuance of shares for cash (Note 7)	7,495,500	446,100	-	-	446,100
Issuance costs (Note 7)	-	(5,273)	-	-	(5,273)
Net loss for the period	-	-	-	(254,842)	(254,842)
Balance as at October 31, 2017	18,162,168	840,828	-	(259,342)	581,486

The accompanying notes form an integral part of the financial statements.

CANNAONE TECHNOLOGIES INC.**Statement of Cash Flows****For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016****(Expressed in Canadian Dollars)**

	For the year ended October 31, 2017	For the period from October 19, 2016 (date of incorporation) to October 31, 2016
OPERATING ACTIVITIES	\$	\$
Net loss	(254,842)	(4,500)
Non-cash expenses:		
Depreciation	16,219	-
Shares issued for management fees	25,000	-
Changes in non-cash working capital:		
Prepaid expenses	(9,600)	-
Due to related party	61,906	1,000
Accounts payable and accrued expenses	25,018	3,500
Net cash used in operating activities	(136,299)	-
INVESTING ACTIVITIES		
Purchase of equipment	(3,762)	-
Acquisition of intangible assets	(50,025)	-
Net cash used in investing activities	(53,787)	-
FINANCING ACTIVITIES		
Proceeds from issuance of common shares, net of issuance costs	440,827	1
Net cash provided by financing activities	440,827	1
INCREASE IN CASH FOR THE PERIOD	250,741	1
Cash and cash equivalents - beginning of period	1	-
CASH - END OF PERIOD	250,742	1

The accompanying notes form an integral part of the financial statements.

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

CannaOne Technologies Inc. (“the Company”) was incorporated under the laws of the Province of British Columbia on October 19, 2016. The Company has developed technology that leverages big data to deliver predictive analytics and actionable insight to the emerging cannabis industry. The Company’s first two products are BloomKit, a comprehensive solution for cannabis vendors and producers that can manage all aspects of their business from customer acquisition to logistics; and, GreenMachine, a data engine that collects and amalgamates cannabis industry data from BloomKit users and converts it into actionable intelligence.

These financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business in the foreseeable future. These financial statements do not include any adjustments to the carrying value and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company’s operations to date have been financed by issuing common shares and special warrants. The Company’s ability to continue as a going concern is dependent upon its ability to commence profitable operations, generate funds therefrom and raise additional financing in order to meet current and future obligations. The Company has not yet achieved profitable operations, has incurred significant operating losses and negative cash flows from operations, and has been reliant on equity financing. As at October 31, 2017, the Company has accumulated losses of \$259,342 since inception. There is no assurance that the Company will be successful in generating and maintaining profitable operations, or able to secure future debt or equity financing for its working capital and development activities. If the Company is unable to obtain sufficient funding in this fashion, the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of the going concern assumption will be in significant doubt.

These financial statements do not reflect any adjustments to the amounts and classifications of assets and liabilities, which would be necessary should the Company be unable to continue as a going concern.

The Company intends to finance its operation for next twelve months after the issuance of this report through the use of its cash reserves and funding raised through the planned initial public offering.

2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Accounting Standards (“IAS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These financial statements have been prepared on a going concern basis, under historical cost convention. The principal accounting policies and critical estimate and judgements, used when compiling these financial statements are set out below. These financial statements were approved by the Board of Directors on December 8, 2017.

3. SIGNIFICANT ACCOUNTING POLICIES

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (the “functional currency”). The functional currency and presentation currency of the Company is the Canadian dollar. Revenues and expenses in currencies other than the Canadian dollar are translated at the rate of exchange at the time of the transaction.

Transaction gains and losses that arise from exchange-rate fluctuations on transactions denominated in a currency other than the functional currency are recognized in the Statement of Loss and Comprehensive Loss.

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

Cash and cash equivalents include bank demand deposit accounts and highly liquid short term investments with maturities of three months or less when purchased. Cash consists of checking accounts held at financial institutions in Canada and funds held in trust which, at times, balances may exceed insured limits. The Company has not experienced any losses related to these balances, and management believes the credit risk to be minimal.

Equipment

Equipment are primarily comprised of computer hardware that is recorded at cost and depreciated using the straight-line method over their estimated useful lives of 3 years.

Repairs and maintenance are charged to expense as incurred. Expenditures that substantially increase the useful lives of existing assets are capitalized.

Intangible assets

Intangible assets include software development costs, acquired intellectual property and license agreements which are amortized on a straight-line basis over the estimated useful lives of five years for software and intellectual property and no amortization for the license agreement. The Company periodically evaluates whether changes have occurred that would require revision of the remaining estimated useful lives. The Company performs periodic reviews of its capitalized intangible assets to determine if the assets have continuing value to the Company. Based on these valuations, no impairment charges were recognized during the year ended October 31, 2017.

The Company expenses software development costs as incurred until technological feasibility has been established, at which time those costs are capitalized until the product is available for general release to customers. Judgement is required in determining when technical feasibility of a product is established. The Company has determined that after technological feasibility for software products is reached, the Company continues to address all high risk development issues through coding and testing prior to release of the products to customers. The amortization of these costs is included in cost of revenue over the estimated life of the products.

During the year ended October 31, 2017 software development costs of \$50,025 (2016: \$nil) have been capitalized. As at October 31, 2017, the products have not been delivered yet to customers and therefore no amortization charge have been made for these development costs.

Impairment of other long-lived assets

The Company evaluates the recoverability of its equipment and intangible assets whenever events or changes in circumstances indicate impairment may have occurred. An impairment loss is recognized when the net book value of such assets exceeds the estimated future undiscounted cash flows attributed to the assets or the business to which the assets relate. Impairment losses, if any, are measured as the amount by which the carrying value exceeds the fair value of the assets. Intangible assets with indefinite useful lives and intangible assets not yet ready are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

During the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016 the Company recorded no impairment losses related to the Company's long-lived assets.

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Income taxes

Income taxes represent the sum of current and deferred tax expense. Income tax is recognized in net earnings except to the extent it relates to items recognized directly in shareholders' equity, in which case the income tax expense is recognized in shareholders' equity. Current income taxes are measured at the amount, if any, expected to be recoverable from or payable to taxation authorities based on the income tax rates enacted or expected to be enacted at the end of the reporting period.

The Company follows the asset and liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are recorded to reflect differences between the accounting and tax base of assets and liabilities, and income tax loss carry forwards. Deferred income taxes are measured using tax rates that are expected to apply to the period when the deferred tax assets are realized or deferred tax liabilities are settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. The effect of any changes in tax rates is recognized in net income in the period in which the change occurs or in shareholders' equity, depending on the nature of the items affected by the adjustment.

Deferred income tax assets and liabilities are not recognized for temporary differences relating to the initial recognition of goodwill; the initial recognition of an asset or a liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit or loss or taxable profit or loss; and certain differences associated with subsidiaries, branches and associates, and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognized for deductible temporary differences to the extent it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent it is no longer probable that sufficient taxable profits will be available to allow the asset to be recovered.

The Company offsets deferred tax assets and deferred tax liabilities relating to the same taxable entity. The Company may also offset deferred tax assets and deferred tax liabilities relating to different taxable entities, where the amounts relate to income taxes levied by the same taxation authority and the entities intend to realize the assets and settle the liabilities simultaneously.

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share capital

Proceeds from the exercise of stock options, special warrants and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company. Share capital and special warrants issued for non-monetary consideration are valued at the closing market price at the date of issuance. The proceeds from the issuance of units are allocated between common shares, special warrants and warrants based on the residual value method. Under this method, the proceeds are allocated first to share capital based on the fair value of the common shares at the time the units are priced and any residual value is allocated to the warrants reserve. Consideration received for the exercise of options or warrants is recorded in share capital and the related residual value is transferred to share capital. For those warrants that expire, the recorded value is transferred to expired warrants reserve in equity. As at October 31, 2017, the Company has no outstanding warrants.

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in private placements is determined to be the more easily measurable component and are valued at their fair value, as determined by the closing price on the issuance date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded to reserves. If the warrants expire unexercised, the value attributed to the warrants is transferred to accumulated deficit. As at August 31, 2017, the Company has no outstanding warrants.

Net loss per share

Basic net loss per share is calculated by dividing the net loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. Diluted loss per share takes into consideration common shares outstanding (computed under basic loss per share) and potentially dilutive securities. Common shares issuable are considered outstanding as of the original approval date for purposes of earnings per share comparisons.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the fiscal year. The Company makes estimates for, among other items, useful lives for depreciation and amortization, determination of future cash flows associated with impairment testing for long-lived assets, determination of the fair value of stock options and warrants, valuation allowance for deferred tax assets, allowances for doubtful accounts, and potential income tax assessments and other contingencies. The Company bases its estimates on historical experience, current conditions, and other assumptions that it believes to be reasonable under the circumstances. Actual results could differ from those estimates and assumptions.

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Comprehensive income (loss)

Comprehensive income (loss) includes all changes in equity of the Company, except those resulting from investments by owners and distributions to owners. Comprehensive income (loss) is the total of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) comprises revenues, expenses, gains and losses that, in accordance with IFRS, require recognition, but are excluded from net income (loss). The Company does not have any items giving rise to other comprehensive income, nor is there any accumulated balance of other comprehensive income. All gains and losses, including those arising from measurement of all financial instruments have been recognized in net income for the period. Net loss for the period is equivalent to comprehensive loss for the period.

Financial instruments

Financial assets

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired, or have been transferred and the Company has transferred substantially all of the risks and rewards of ownership. Financial liabilities are derecognized when the obligation specified in the contract is discharged, cancelled or expires.

At initial recognition, the company classifies its financial instruments in the following categories:

- Financial assets at fair value through profit or loss

A financial asset or liability is classified in this category if acquired principally for the purpose of selling or repurchasing in the short term. Derivatives are also included in this category unless they are designated as hedges.

Financial instruments in this category are recognized initially at cost, and subsequently at fair value. Transaction costs are expensed in the statement of loss. Gains and losses arising from changes in fair value are presented in the statement of loss in the period in which they arise. Non-derivative financial assets and liabilities at fair value through profit or loss are classified as current, except for the portion expected to be realized or paid beyond twelve months of the balance sheet date, which are classified as long-term. Interest rate swaps and warrants are classified as current.

As at October 31, 2017 and 2016, the Company had no financial instruments under this classification.

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

- Available-for-sale investments:

Available-for-sale investments are non-derivatives that are either designated in this category or not classified in any of the other categories.

Available-for-sale investments are recognized initially at fair value plus transaction costs, and are subsequently carried at fair value. Gains or losses arising from re-measurement are recognized in the other comprehensive income, except for exchange gains and losses on the translation of equity securities, which are recognized in the statement of loss. When an available-for-sale investment is sold or impaired, the accumulated gains or losses are moved from the accumulated other comprehensive income to the statements operations, and are included in “gains (losses) on sale of debt and equity security (net)”. Available-for-sale investments are classified as non-current, unless an investment matures within twelve months, or management expects to dispose of it within twelve months.

Interest on available-for-sale debt instruments, calculated using the effective interest method, is recognized in the statement of operations as part of the interest income. Dividends on available-for-sale equity instruments are recognized in the statement of loss as dividend income, when the Company’s right to receive payment is established.

As at October 31, 2017 and 2016, the Company had no financial instruments under this classification.

- Loans and receivables:

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company’s loans and receivables comprise cash and cash equivalents and prepayments. Loans and receivables are initially recognized at the amount expected to be received, less, when material, a discount to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method less a provision for impairment.

- Financial liabilities at amortized cost:

Financial liabilities at amortized include due to related parties and accounts payable and accrued expenses. Payable costs are initially recognized at the amount required to be paid, less, when material, a discount to reduce the payables to fair value. Subsequently, accounts payables are measured at amortized cost using the effective interest method. Due to related parties are recognized initially at fair value, net of any transaction costs incurred, and subsequently at amortized cost using the effective interest method. These are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities.

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Fair value hierarchy.

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

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

The carrying value of the cash and cash equivalent, prepaid expenses, due to related parties and accounts payable and accrued expenses approximate their fair value.

New and revised accounting standards issued but not yet effective

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been early-adopted by the Company.

Management anticipates that all of the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Company's financial statements.

IFRS 9 Financial Instruments

Issued by the IASB July 2014, effective for the Company's annual periods beginning May 1, 2018.

FRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement and IFRIC 9 Reassessment of Embedded Derivatives. The final version of this new standard supersedes the requirements of earlier versions of IFRS 9. However, for annual periods beginning before January 1, 2018, an entity may elect to apply those earlier versions instead of applying the final version of this new standard if its initial application date is before February 1, 2015.

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

New and revised accounting standards issued but not yet effective (continued)

IFRS 9 Financial Instruments (continued)

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- **Classification and measurement of financial assets:**
Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: "amortized cost", "fair value through other comprehensive income", or "fair value through profit or loss" (default). Equity instruments are classified and measured as "fair value through profit or loss" unless upon initial recognition elected to be classified as "fair value through other comprehensive income".
- **Classification and measurement of financial liabilities:**
When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.
- **Impairment of financial assets:**
An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at "amortized cost" or "fair value through other comprehensive income", lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes twelve-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition and lifetime expected credit losses otherwise.
- **Hedge accounting:**
Hedge accounting remains a choice, however, is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).

The Company is currently evaluating the impact of the final standard and amendments on its financial statements.

IFRS 16 Leases

IFRS 16, Leases ("IFRS 16") In January 2016, the IASB issued IFRS 16 - Leases which replaces IAS 17 - Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company is currently assessing the impact of IFRS 16.

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

New and revised accounting standards issued but not yet effective (continued)

IFRS 15 Revenue from Contracts with Customers

IFRS 15, Revenue from Contracts with Customers ("IFRS 15") In May 2014, the IASB and the Financial Accounting Standards Board ("FASB") completed its joint project to clarify the principles for recognizing revenue and to develop a common revenue standard for IFRS and US GAAP. As a result of the joint project, the IASB issued IFRS 15, Revenue from Contracts with Customers, and will replace IAS 18, Revenue, IAS 11, Construction Contracts, and related interpretations on revenue. IFRS 15 establishes principles to address the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The standard is effective for annual periods beginning on or after January 1, 2018. The Company has not yet commenced revenue-producing operations.

IFRIC Interpretation 22

IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration ("IFRIC 22") On December 8, 2016, the IASB issued IFRIC 22, which addresses the exchange rate to use in transactions that involve advance consideration paid or received in a foreign currency. The Standard provides guidance on how to determine the date of the transaction for the purpose of determining the spot exchange rate used to translate the asset, expense or income on initial recognition that relates to, and is recognized on the de-recognition of, a non-monetary prepayment asset or a non-monetary deferred income liability. It is effective January 1, 2018. The Company is currently assessing the impact on the adoption of this interpretation.

4. PREPAID EXPENSES

Prepaid expenses consist of the following:

	October 31, 2017	October 31, 2016
	\$	\$
Rental office deposit	9,600	-
	9,600	-

5. EQUIPMENT

Equipment consist of the following:

	October 31, 2017	October 31, 2016
	\$	\$
Computer equipment	37,743	-
	37,743	-

CANNAONE TECHNOLOGIES INC.**Notes to the Financial Statements****For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016****(Expressed in Canadian Dollars)****5. EQUIPMENT (continued)**

	Computer Equipment
	\$
Cost	
Balance at October 31, 2016	-
Additions	53,962
Balance at October 31, 2017	53,962
Accumulated Depreciation	
Balance at October 31, 2016	-
Charge for the period	(16,219)
Balance at October 31, 2017	(16,219)
Net Book Value	
Balance at October 31, 2017	37,743

6. INTANGIBLE ASSETS

Intangible assets consist of the following:

	October 31, 2017	October 31, 2016
	\$	\$
Intellectual property	274,800	-
License agreement	50,000	-
Development costs	50,025	-
	374,825	-

	Development Costs	Intellectual property	License agreement	Total
	\$	\$	\$	\$
Cost				
Balance at October 31, 2016	-	-	-	-
Additions	50,025	274,800	50,000	374,825
Balance at October 31, 2017	50,025	274,800	50,000	374,825
Accumulated Amortization				
Balance at October 31, 2016	-	-	-	-
Charge for the period	-	-	-	-
Balance at October 31, 2017	-	-	-	-
Net Book Value				
Balance at October 31, 2017	50,025	274,800	50,000	374,825

Amortization of intangible assets for each of the next four years is estimated to be approximately \$75,000 per year.

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

6. INTANGIBLE ASSETS (continued)

License Agreement

The Company has acquired the exclusive right to use the VMoney payment platform for the cannabis industry in Canada in return for the issuance of 250,000 shares of common shares, valued at \$50,000 in addition to agreement to pay to VMoney 2.5% of gross revenue. The agreement is for a term of three years commencing upon commercial operations and renewable with automatic one year renewals thereafter.

The Company has the non-exclusive right to use the VMoney platform in all other areas of the world and the right of first refusal to acquire the rights exclusively at such time when VMoney decides that it will enter into exclusive licensing for these areas.

The Company has the option, expiring December 31, 2017, to purchase the platform for US \$5,500,000.

Intellectual Property

The Company acquired a proprietary HIPPA data solution that targets relational and medical aspects of cannabis users to the ultimate informational benefit of its business users for the issuance of 5,416,667 common shares with an agreed value of \$325,000. The acquisition included \$50,200 of computer equipment.

Development Costs

The Company has engaged Inspired Networks Inc. to develop a new commercial platform, BloomKit. As at October 31, 2017, \$50,025 (2016: \$nil) has been paid and recognized as development costs for the new consumer website. A final payment of \$28,750 will be due upon completion of the website.

7. SHARE CAPITAL

Authorized Share Capital

The Company is authorized to issue an unlimited number of shares of common stock without par value.

Issued Share Capital: Common Shares and Special Warrants

At October 31, 2017, there were 18,162,168 common shares (2016: 5,000,001)

For period from date of incorporation, on October 19, 2016, to October 31, 2016

- On October 19, 2016, the Company issued 1 common share for cash proceeds of \$1; and
- On October 31, 2016, the Company issued 5,000,000 common shares for the value of \$25,000 to the Director and key management personnel of the Company and the payment was outstanding as at October 31, 2016. The subscription receivable was subsequent offset with management fee payable to Director and key management personnel of the Company during the year ended October 31, 2017 (Note 8).

Year ended October 31, 2017

- On November 11, 2016, the Company 5,000,000 special warrants, since converted to common shares, for cash proceeds of \$100,000;
- On December 9, 2016, the Company issued 5,416,667 special warrants, since converted to common shares, for technology assets acquired with a fair value of \$325,000;
- On February 6, 2017, the Company issued 2,100,000 special warrants, since converted to common shares, for cash proceeds of \$210,000;

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

7. SHARE CAPITAL (continued)

Year ended October 31, 2017 (continued)

- On March 24, 2017, the Company issued 250,000 common shares for licensing agreement with a fair value of \$50,000;
- On May 12, 2017, the Company issued 236,000 special warrants, since converted to common shares, for cash proceeds of \$59,000;
- On May 12, 2017, the Company issued 133,000 common shares for cash proceeds of \$66,500; and
- On May 12, 2017, the Company issued 26,500 special warrants, since converted to common shares, for cash proceeds of \$10,600.

The Company paid costs \$5,273 related to the issuance of the common shares.

Each Special Warrant entitles the holder to acquire, for no additional consideration, one common share of the Company. The Special Warrants are exercisable by the holders thereof at any time after the closing date of the Offering (the "Closing Date") for no additional consideration and all unexercised Special Warrants will be deemed to be exercised on the earlier of:

- (a) The date that is four months and a day following the Closing Date, and
- (b) The third business day after a receipt is issued for a final prospectus by the securities regulatory authorities in each of the Provinces of Canada where the Special Warrants are sold (the "Qualifying Provinces") qualifying the Common Shares to be issued upon the exercise or deemed exercise of the Special Warrants (the "Final Qualification Prospectus").

Warrants

There were no outstanding warrants during the period ended October 31, 2017.

Stock Options

There were no outstanding stock options during the period ended October 31, 2017.

8. RELATED PARTY TRANSACTIONS

Related parties or transactions with related parties are assessed in accordance with IAS 24 "Related Party Disclosures". Related parties may enter into transactions which unrelated parties might not. Transactions between related parties are generally affected on the same terms, conditions and amounts as transactions between unrelated parties.

When considering each possible related party, not only their legal status is taken into account, but also the substance of the relationship between these parties.

Included in the Operations and Comprehensive Loss for the the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016, are the following amounts, which arose due to transactions with related parties:

	2017	2016
	\$	\$
Management fees from Director	(30,000)	(1,000)
Management fees from key management personnel	(70,000)	-
	(102,000)	(1,000)

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS (continued)

The Company had the following outstanding as at August 31, 2017 with related parties.

	October 31, 2017	October 31, 2016
	\$	\$
Due to Director	8,406	1,000
Due to key management personnel	54,500	-
	62,906	1,000

As at October 31, 2017, the Company owed \$62,906 (2016: \$1,000) to Director and key management personnel for management fees. This loan is unsecured without interest and due on demand.

Subscription receivable of \$25,000 is related to share issued in October 2016 to the Director and key management personnel of the Company and the cash collection was outstanding as at October 31, 2016. The subscription receivable was subsequent offset with management fee payable to Director and key management personnel during the year ended October 31, 2017.

9. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following:

	October 31, 2017	October 31, 2016
	\$	\$
Trade payable	25,018	3,500
Accrued expenses	20,000	-
	28,518	3,500

10. INCOME TAXES

The income tax provision recorded differs from the income tax obtained by applying the statutory income tax rate of 26% to the income for the year ended October 31, 2017 and for the period from October 19, 2016 to October 31, 2016 and is reconciled as follows:

	2017	2016
Loss before income taxes	\$ (254,842)	\$ (4,500)
Combined statutory rate	26%	26%
Expected income tax recovery	(66,259)	(1,170)
Non-deductible items	(1,000)	-
Change in unrecognized deductible temporary differences	67,259	1,170
	\$ -	\$ -

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

10. INCOME TAXES (continued)

Significant components of the Company's future tax assets and liabilities are as follows:

	2017	2016
	\$	\$
Share issuance costs	1,000	-
Non-capital losses available for future period	66,259	1,170
	67,259	1,170
Unrecognized deferred tax assets	(67,259)	(1,170)
Net deferred tax assets	-	-

The Company has non-capital losses of \$259,342 available for carry-forward to reduce future years' Income for income tax purposes. The expiration year for the losses are: 2036 for \$4,500 and 2037 for \$254,842.

11. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development of its technologies and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company considers its capital for this purpose to be its shareholders' equity.

The Company's primary source of capital is through the issuance of equity. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term, but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital.

12. FINANCIAL RISK MANAGEMENT

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 cash and cash held in trust are exposed to credit risk. The Company reduces its credit risk on cash and cash equivalents by placing these instruments with institutions of high credit worthiness. As at October 31, 2017, the Company's exposure is the carrying value of the financial instruments.

The Company's maximum exposure to credit risk is the carrying value of its financial assets.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

The Company maintained cash at October 31, 2017 in the amount of \$250,742 (2016: \$1), in order to meet short-term business requirements. At October 31, 2017, the Company had due to related party of \$62,906 (2016: \$1,000) and account payable and accrued expenses of \$28,518 (2016: \$3,500). All payables are current.

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

12. FINANCIAL RISK MANAGEMENT (continued)

Market risk

The significant market risks to which the Company is exposed are interest rate risk and currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at October 31, 2017, the Company has no exposure for this regard.

Currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

As at October 31, 2017, the Company is exposed to currency risk for its US dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars. As at October 31, 2017, the Company has exposure to \$3,750 USD (2016: \$nil) for its cash and cash equivalents. A 10% depreciation or appreciation of the US dollar relative to the Canadian dollar would result in approximately \$375 change in the Company's net loss and comprehensive loss.

13. GENERAL AND ADMINISTRATIVE

For the year ended October 31, 2017 and for the period from October 19, 2016 to October 31, 2016, the Company has incurred the following general and administrative expenses:

	2017	2016
	\$	\$
IT Costs	(14,174)	-
Marketing expenses	(9,795)	-
Design fees	(5,923)	-
Computer and internet expense	(1,948)	-
Office expenses	(1,616)	-
Bank charges	(885)	-
Insurance	(600)	-
	(34,941)	-

CANNAONE TECHNOLOGIES INC.

Notes to the Financial Statements

For the year ended October 31, 2017 and the period from October 19, 2016 to October 31, 2016

(Expressed in Canadian Dollars)

14. COMMITMENTS

Non-cancellable operating rental are payable as follow:

2018	\$	34,974
2019		36,180
2020		31,155
	\$	102,309

15. SUBSEQUENT EVENTS

No events or transactions have occurred since the balance sheet date, which could have a material effect upon the financial statements at that date, or which need to be mentioned in the financial statements in order to make them not misleading as to the financial position, or result of operations at the balance sheet date.

**CANNAONE TECHNOLOGIES INC.
INTERIM FINANCIAL STATEMENTS**

**For the nine months ended July 31, 2018 and 2017
(unaudited – prepared by management)**

(Expressed in Canadian Dollars)

CANNAONE TECHNOLOGIES INC.
Index to the Interim Financial Statements
For the nine months ended July 31, 2018 and 2017
(Expressed in Canadian Dollars)

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Independent Auditors' Report on Review of Interim Financial Statements

To the Director of CannaOne Technologies Inc.,

Introduction

We have reviewed the accompanying interim financial statements of CannaOne Technologies Inc. that comprise the interim statements of financial position as at July 31, 2018, and the interim statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the nine months then ended, and a summary of significant accounting policies and other explanatory information. Management is responsible for the preparation and presentation of these interim financial statements in accordance with IAS 34, 'Interim Financial Reporting'. Our responsibility is to express a conclusion on these interim financial statements based on our review.

Scope of Review

Our responsibility is to express a conclusion on the accompanying interim financial statements based on our review. We conducted our review in accordance with Canadian generally accepted standards for review engagements, which require us to comply with relevant ethical requirements.

A review of interim financial statements in accordance with Canadian generally accepted standards for review engagements is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less in extent than, and vary in nature from, those performed in an audit conducted in accordance with Canadian generally accepted auditing standards. Accordingly, we do not express an audit opinion on these interim financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial statements as at July 31, 2018, are not prepared, in all material respects, in accordance with IAS 34, 'Interim Financial Reporting'.

Emphasis of Matter

Without qualifying our conclusion, we draw attention to Note 1 in the interim financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of CannaOne Technologies Inc. to continue as a going concern.

Jackson & Company
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, British Columbia
October 4, 2018

CANNAONE TECHNOLOGIES INC.**Interim Statements of Financial Position****As at July 31, 2018 and October 31, 2017****(Expressed in Canadian Dollars)**

	July 31, 2018	October 31, 2017
ASSETS	\$	\$
Current assets		
Cash and cash equivalents	130,310	250,742
Account receivable	5,000	-
GST recoverable	10,274	-
Prepaid expenses (Note 4)	34,600	9,600
	180,184	260,342
Non-current assets		
Equipment (Note 5)	24,252	37,743
Intangible assets (Note 6)	399,825	374,825
	424,077	412,568
	604,261	672,910
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued expenses (Note 9)	64,262	28,518
Due to related parties (Note 8)	125,526	62,906
	189,788	91,424
Non-current liabilities		
Loan payable (Note 10)	100,000	-
	289,788	
SHAREHOLDERS' EQUITY		
Common shares (Note 7)	840,828	840,828
Reserve (Note 7)	53,239	-
Deficit	(579,594)	(259,342)
	314,473	581,486
	604,261	672,910

Going concern – Note 1

Commitments – Note 14

Subsequent events – Note 15

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

CANNAONE TECHNOLOGIES INC.
Interim Statements of Loss and Comprehensive Loss
For the three and nine months ended July 31, 2018 and 2017
(Expressed in Canadian Dollars)

	Three months ended July 31,		Nine months ended July 31,	
	2018	2017	2018	2017
CONTINUED OPERATIONS				
Revenues (Note 11)	\$ 9,524	\$ -	\$ 14,286	\$ -
	9,524	-	14,286	-
Expenses				
Management fees (Note 8)	25,500	25,500	76,500	76,500
Professional fees (recovery)	23,350	(4,241)	102,256	25,151
General and administrative	21,941	23,344	57,602	30,900
Depreciation (Note 5)	4,497	4,458	13,491	11,743
Stock-based compensation (Note 7)	-	-	53,239	-
Rent	10,090	10,440	31,450	20,880
	85,378	59,501	334,538	165,174
LOSS FROM OPERATIONS AND COMPREHENSIVE LOSS	\$ (75,854)	\$ (59,501)	\$ (320,252)	\$ (165,174)
LOSS PER SHARE				
Basic and diluted	\$ (0.004)	\$ (0.003)	\$ (0.018)	\$ (0.010)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES				
	18,162,168	18,157,119	18,162,168	16,321,359

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

CANNAONE TECHNOLOGIES INC.
Interim Statements of Changes in Shareholders' Equity
For the nine months ended July 31, 2018 and 2017
(Expressed in Canadian Dollars)

	Common Shares		Reserve	Subscription	Deficit	Total
	Number	Amount		Receivable		
		\$	\$	\$	\$	\$
Balance as at October 31, 2016	5,000,001	25,001	-	(25,000)	(4,500)	(4,499)
Issuance of shares for cash (Note 7)	7,495,500	446,100	-	-	-	446,100
Issuance costs (Note 7)	-	(5,273)	-	-	-	(5,273)
Subscription receivable offset with management fees payable (Note 7)	-	-	-	25,000	-	25,000
Issuance of shares for acquisition of Technology (Note 7)	5,416,667	325,000	-	-	-	325,000
Issuance of shares for acquisition of license (Note 7)	250,000	50,000	-	-	-	50,000
Net loss for the period	-	-	-	-	(165,174)	(165,174)
Balance as at July 31, 2017	18,162,168	840,828	-	-	(169,674)	671,154
Balance as at October 31, 2017	18,162,168	840,828	-	-	(259,342)	581,486
Stock-based compensation (Note 7)	-	-	53,239	-	-	53,239
Net loss for the period	-	-	-	-	(320,252)	(320,252)
Balance as at July 31, 2018	18,162,168	840,828	53,239	-	(579,594)	314,473

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

CANNAONE TECHNOLOGIES INC.
Interim Statements of Cash Flows
For the nine months ended July 31, 2018 and 2017
(Expressed in Canadian Dollars)

	2018	2017
	\$	\$
OPERATING ACTIVITIES		
Net loss	(320,252)	(165,174)
Non-cash expenses:		
Depreciation	13,491	11,743
Shares issued for management fees	-	25,000
Stock options issued for services	53,239	-
Changes in assets and liabilities:		
Account receivable	(5,000)	-
GST recoverable	(10,274)	-
Prepaid expenses	(25,000)	(9,600)
Accounts payable and accrued expenses	35,744	41,422
Due to related parties	62,620	-
Net cash used in operating activities	(195,432)	(96,609)
INVESTING ACTIVITIES		
Acquisition of intangible assets	(25,000)	(50,025)
Purchase of capital assets	-	(3,530)
Net cash used in investing activities	(25,000)	(53,555)
FINANCING ACTIVITIES		
Proceeds from issuance of capital stock, net of costs and special warrants, net of costs	-	440,827
Proceeds from loan	100,000	-
Net cash provided by financing activities	100,000	440,827
Increase (decrease) in cash and cash equivalents during the period	(120,432)	290,663
Cash and cash equivalents – beginning of period	250,742	1
Cash and cash equivalents – end of period	130,310	290,664

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

CANNAONE TECHNOLOGIES INC.
Notes to the Interim Financial Statements
For the nine months ended July 31, 2018 and 2017
(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

CannaOne Technologies Inc. (“the Company”) was incorporated under the laws of the Province of British Columbia on October 19, 2016. The Company has developed technology that leverages big data to deliver predictive analytics and actionable insight to the emerging cannabis industry. The Company’s first two products are BloomKit, a comprehensive solution for cannabis vendors and producers that can manage all aspects of their business from customer acquisition to logistics; and, GreenMachine, a data engine that collects and amalgamates cannabis industry data from BloomKit users and converts it into actionable intelligence.

These interim financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business in the foreseeable future. These interim financial statements do not include any adjustments to the carrying value and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company’s operations to date have been financed by issuing common shares and special warrants. The Company’s ability to continue as a going concern is dependent upon its ability to commence profitable operations, generate funds therefrom and raise additional financing in order to meet current and future obligations. The Company has not yet achieved profitable operations, has incurred significant operating losses and negative cash flows from operations, and has been reliant on equity financing. As at July 31, 2018, the Company has accumulated losses of \$579,594 since inception. There is no assurance that the Company will be successful in generating and maintaining profitable operations, or able to secure future debt or equity financing for its working capital and development activities. If the Company is unable to obtain sufficient funding in this fashion, the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of the going concern assumption will be in significant doubt.

These interim financial statements do not reflect any adjustments to the amounts and classifications of assets and liabilities, which would be necessary should the Company be unable to continue as a going concern.

The Company intends to finance its operation for next twelve months after the issuance of this report through the use of its cash reserves and funding raised through the planned initial public offering.

2. BASIS OF PREPARATION

These interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Accounting Standards (“IAS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These interim financial statements have been prepared in full compliance with International Accounting Standard 34, “Interim Financial Reporting” (“IAS 34”). Accordingly, these unaudited condensed interim financial statements follow the same accounting principles and methods of application as the audited annual financial statements for the year ended October 31, 2017 but may condense or omit certain disclosures that otherwise would be present in annual financial statements prepared in accordance with IFRS. These interim financial statements should therefore be read in conjunction with the audited annual financial statements for the year ended October 31, 2017. Results from the period ended July 31, 2018 are not necessarily indicative of future results.

These interim financial statements have been prepared on a going concern basis, under historical cost convention. The principal accounting policies and critical estimate and judgements, used when compiling these interim financial statements are set out below. These interim financial statements were approved by the Board of Directors on October 4, 2018.

CANNAONE TECHNOLOGIES INC.
Notes to the Interim Financial Statements
For the nine months ended July 31, 2018 and 2017
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3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Company in these interim financial statements are the same as those applied by the Company in its audited financial statements as at and for the year ended October 31, 2017.

Changes in Accounting Policies – Financial Instruments

The Company adopted all of the requirements of IFRS 9 Financial Instruments (“IFRS 9”) as of January 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking “expected loss” impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company’s accounting policy with respect to financial liabilities is unchanged. 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. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date.

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

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

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

Financial asset / liabilities	Original classification IAS 39	New classification IFRS 9
Cash	Amortized cost	Amortized cost
Accounts receivable	Amortized cost	Amortized cost
GST receivable	Amortized cost	Amortized cost
Due to related parties	Amortized cost	Amortized cost
Account payable and accrued expenses	Amortized cost	Amortized cost
Loan payable	Amortized cost	Amortized cost

The Company did not restate prior periods as it recognized the effects of retrospective application to shareholders’ equity at the beginning of the 2018 annual reporting period, which also includes the date of initial application. The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit nor to the opening balance of accumulated comprehensive income on January 1, 2018.

CANNAONE TECHNOLOGIES INC.
Notes to the Interim Financial Statements
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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(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 and transaction costs are expensed in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income in the period in which they arise.

(iii) Impairment of financial assets at amortized cost

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

Changes in Accounting Policies – Revenue from contracts with customers

The Company adopted all of the requirements of IFRS 15 Revenue from Contracts with Customers (“IFRS 15”) as of January 1, 2018. The new standard establishes a five-step model to account for revenue arising from contracts with customers. IFRS 15 utilizes a methodical framework for entities to follow in order to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The change did not impact the cumulated revenue recognized or the related assets and liabilities on the transition date.

Revenues from the Company services are recognized when receivable under a contract following delivery of a service or in line with the stage of the work completed. Stage of completion is measured by reference to labour hours incurred to date as a percentage of total estimated hours for each contract. At the reporting date, the Company has only recognized revenues from its first client for the initial set-up fees (refer to Note 11).

4. PREPAID EXPENSES

Prepaid expenses consist of the following:

	July 31, 2018	October 31, 2017
	\$	\$
Rental office deposit	9,600	9,600
Other prepaid expenses	25,000	-
	34,600	9,600

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5. EQUIPMENT

Equipment consists of the following:

	July 31, 2018	October 31, 2017
	\$	\$
Computer equipment	24,252	37,743
	24,252	37,743

	Computer Equipment	
		\$
Cost		
Balance as at October 31, 2017		53,962
Additions		-
Balance as at July 31, 2018		53,962
Accumulated Depreciation		
Balance as at October 31, 2017		(16,219)
Charge for the period		(13,491)
Balance as at July 31, 2018		(29,710)
Net Book Value		
Balance as at October 31, 2017		37,743
Balance as at July 31, 2018		24,252

6. INTANGIBLE ASSETS

Intangible assets consist of the following:

	July 31, 2018	October 31, 2017
	\$	\$
Intellectual property	274,800	274,800
License agreement	50,000	50,000
Development costs	75,025	50,025
	399,825	374,825

	Intellectual property	License agreement	Development costs	Total
	\$	\$	\$	\$
Cost				
Balance as at October 31, 2017	274,800	50,000	50,025	374,825
Additions	-	-	25,000	25,000
Balance as at July 31, 2018	274,800	50,000	75,025	399,825
Accumulated Amortization				
Balance as at October 31, 2017	-	-	-	-
Charge for the period	-	-	-	-
Balance as at July 31, 2018	-	-	-	-
Net Book Value				
Balance as at October 31, 2017	274,800	50,000	50,025	374,825
Balance as at July 31, 2018	274,800	50,000	75,025	399,825

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6. INTANGIBLE ASSETS (continued)

Amortization of intangible assets for each of the next four years is estimated to be approximately \$75,000 per year.

License Agreement

The Company has acquired the exclusive right to use the VMoney payment platform for the cannabis industry in Canada in return for the issuance of 250,000 shares of common shares, valued at \$50,000 in addition to agreement to pay to VMoney 2.5% of gross revenue. The agreement is for a term of three years commencing upon commercial operations and renewable with automatic one year renewals thereafter.

The Company has the non-exclusive right to use the VMoney platform in all other areas of the world and the right of first refusal to acquire the rights exclusively at such time when VMoney decides that it will enter into exclusive licensing for these areas.

Intellectual Property

The Company acquired a proprietary HIPPA data solution that targets relational and medical aspects of cannabis users to the ultimate informational benefit of its business users for the issuance of 5,416,667 common shares with an agreed value of \$325,000. The acquisition included \$50,200 of computer equipment.

Development Costs

The Company has engaged Inspired Networks Inc. to develop a new commercial platform, BloomKit. As at July 31, 2018, \$75,025 (October 31, 2017: \$50,025) has been paid and recognized as development costs for the new consumer website.

7. SHARE CAPITAL

Authorized Share Capital

The Company is authorized to issue an unlimited number of shares of common stock without par value.

Issued Share Capital: Common Shares and Special Warrants

As at October 31, 2017 and July 31, 2018, there were 18,162,168 common shares.

For period from date of incorporation, on October 19, 2016, to July 31, 2018

- On October 19, 2016, the Company issued 1 common share for cash proceeds of \$1;
- On October 31, 2016, the Company issued 5,000,000 common shares for the value of \$25,000 to a director and key management personnel of the Company and the payment was outstanding as at October 31, 2016. The subscription receivable was subsequently offset with management fee payable to director and key management personnel of the Company during the year ended October 31, 2017;

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7. SHARE CAPITAL (continued)

For period from date of incorporation, on October 19, 2016, to July 31, 2018 (continued)

- On November 11, 2016, the Company issued 5,000,000 special warrants, since converted to common shares, for cash proceeds of \$100,000;
- On December 9, 2016, the Company issued 5,416,667 special warrants, since converted to common shares, for technology assets acquired with a fair value of \$325,000;
- On February 6, 2017, the Company issued 2,100,000 special warrants, since converted to common shares, for cash proceeds of \$210,000;
- On March 24, 2017, the Company issued 250,000 common shares for licensing agreement with a fair value of \$50,000;
- On May 12, 2017, the Company issued 236,000 special warrants, since converted to common shares, for cash proceeds of \$59,000;
- On May 12, 2017, the Company issued 133,000 common shares for cash proceeds of \$66,500; and
- On May 12, 2017, the Company issued 26,500 special warrants, since converted to common shares, for cash proceeds of \$10,600.

The Company paid \$5,273 related to the issuance of the common shares.

Each Special Warrant entitles the holder to acquire, for no additional consideration, one common share of the Company. The Special Warrants are exercisable by the holders thereof at any time after the closing date of the Offering (the "Closing Date") for no additional consideration and all unexercised Special Warrants will be deemed to be exercised on the earlier of:

- (a) the date that is four months and a day following the Closing Date; and
- (b) the third business day after a receipt is issued for a final prospectus by the securities regulatory authorities in each of the Provinces of Canada where the Special Warrants are sold (the "Qualifying Provinces") qualifying the Common Shares to be issued upon the exercise or deemed exercise of the Special Warrants (the "Final Qualification Prospectus").

Warrants

There were no outstanding warrants as at October 31, 2017 and July 31, 2018.

Stock Options

On November 1, 2017, the Company set up an Incentive Stock Option Plan for employees, directors and consultants of the Company. This is a rolling stock option plan under which the total number of options granted under the plan and all other options granted will not exceed 10% of the issued capital of the Company. Options granted will have a term as set in the option grant but in no case greater than five years.

No options have been granted under the Incentive Stock Option Plan as at July 31, 2018.

During the nine months ended July 31, 2018, the Company granted 250,000 options to an officer and director. The options are exercisable at \$0.40 per share, fully vested and expire on February 28, 2021.

CANNAONE TECHNOLOGIES INC.
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7. SHARE CAPITAL (continued)

Stock Options (continued)

	Stock options	
	Number	Weighted average exercise price \$
Outstanding, October 31, 2017	-	-
Issued	250,000	0.40
Outstanding, July 31, 2018	250,000	0.40

During the nine months ended July 31, 2018, the Company recognized share-based compensation of \$53,239 (2017 - \$Nil) related to the stock options granted. The fair value of the options was calculated using the Black-Scholes option pricing model with the following assumptions:

	2018
Risk-free interest rate	2.50 %
Expected volatility	100%
Expected life	3 years
Expected dividend yield	0%

As at July 31, 2018, exercisable incentive stock options were outstanding as follow:

Exercisable options	Exercise price	Expiry date	Weighted average remaining life (in years)
#	\$		
250,000	0.40	February 28, 2021	2.58
250,000			

8. RELATED PARTY TRANSACTIONS

Included in the Loss from Operations and Comprehensive Loss for the the nine months ended July 31, 2018 and 2017, are the following amounts, which arose due to transactions with related parties:

	2018	2017
	\$	\$
Management fees from director	76,500	76,500
	76,500	76,500

The Company had the following outstanding amounts as at July 31, 2018 and October 31, 2017 due to related parties:

	July 31, 2018	October 31, 2017
	\$	\$
Due to director	36,026	8,406
Due to key management personnel	89,500	54,500
	125,526	62,906

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8. RELATED PARTY TRANSACTIONS (continued)

As at July 31, 2018, the Company owed \$125,526 (October 31, 2017: \$62,906) to a director and key management personnel for management fees. This loan is unsecured without interest and due on demand.

9. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following:

	July 31, 2018	October 31, 2017
	\$	\$
Trade payables	58,717	3,500
Accrued expenses	5,545	25,018
	64,262	28,518

10. LOAN PAYABLE

On June 1, 2018, the Company entered into an agreement with a shareholder for a loan of \$100,000. The loan is unsecured, non-interest bearing until July 31, 2021 after which interest of 0.5% per month is to be accrued and paid, together with the outstanding principal, at the loan maturity date of July 31, 2023.

11. REVENUES

Revenues consist of initial set-up fees covering the wireframing layout and user interface development to the integrate the customer into Bloomkit.

12. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development of its technologies and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company considers its capital for this purpose to be its shareholders' equity.

The Company's primary source of capital is through the issuance of equity. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term, but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital.

13. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

Financial instruments

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued expenses and due to related parties.

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are as follows:

CANNAONE TECHNOLOGIES INC.
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13. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

Financial instruments (continued)

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3: Inputs that are not based on observable market data.

The carrying value of cash, accounts receivable, accounts payable and accrued expenses and due to related parties approximate their fair value.

Financial risk management

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 cash, cash held in trust and accounts receivable are exposed to credit risk. The Company reduces its credit risk on cash and cash equivalents by placing these instruments with institutions of high credit worthiness. As at July 31, 2018, the Company's exposure is the carrying value of the financial instruments. The Company's maximum exposure to credit risk is the carrying value of its financial assets.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

The Company maintained cash at July 31, 2018 in the amount of \$130,310, in order to meet short-term business requirements. As at July 31, 2018, the Company had due to related parties of \$125,526 and accounts payable and accrued expenses of \$64,262, and a loan payable of \$100,000. All payables are current.

Market risk

The significant market risks to which the Company is exposed are interest rate risk and currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at July 31, 2018, the Company has no exposure for this regard.

Currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

As at July 31, 2018, the Company is exposed to currency risk for its US dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars. As at July 31, 2018, the Company has exposure to \$321 for its cash and cash equivalents. A 10% depreciation or appreciation of the US dollar relative to the Canadian dollar would result in approximately \$32 change in the Company's net loss and comprehensive loss.

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14. COMMITMENTS

Non-cancellable operating rental are payable as follows:

2018	\$	8,744
2019		36,180
2020		31,155
	\$	76,079

15. SUBSEQUENT EVENTS

No events or transactions have occurred since the balance sheet date, which could have a material effect upon the interim financial statements at that date, or which need to be mentioned in the financial statements in order to make them not misleading as to the financial position, or result of operations at the balance sheet date.

CERTIFICATE OF ISSUER

Dated: October 26, 2018

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia and Alberta.

"Solomon Riby-Williams"
Solomon Riby-Williams
Chief Executive Officer

"Robert Chisholm"
Robert Chisholm
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Erynn Tomlinson"
Erynn Tomlinson
Director

"Adrian Lamoureux"
Adrian Lamoureux
Director

CERTIFICATE OF PROMOTER

Dated: October 26, 2018

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia and Alberta.

"Solomon Riby-Williams"
Solomon Riby-Williams

CERTIFICATE OF AGENT

Dated: October 26, 2018

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia and Alberta.

LEEDE JONES GABLE INC.

“Richard H. Carter”

By: Richard H. Carter
Senior Vice President, General Counsel and
Secretary