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*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities. This prospectus does not constitute a public offering of securities.*

*The securities disclosed hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and except pursuant to an exemption from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, a U.S. Person (as that term is defined in Regulation S under the U.S. Securities Act). This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities disclosed hereby within the United States or to, or for the account or benefit of, any U.S. Persons.*

## PRELIMINARY PROSPECTUS

New Issue

September 28, 2022

# 1332996 B.C. LTD.

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### [3,500,000] RESULTING ISSUER SHARES UPON DEEMED EXERCISE OF [3,500,000] OUTSTANDING SPECIAL WARRANTS

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#### No securities are being offered pursuant to this Prospectus.

This non-offering prospectus (this "**Prospectus**") of 1332996 B.C. Ltd. (the "**Company**"), is being filed with the British Columbia Securities Commission ("**BCSC**"), as principal regulator, and with the Alberta Securities Commission ("**ASC**") (ASC and BCSC referred to collectively as the "**Jurisdictions**"), to meet one of the eligibility requirements for the listing of the Company Shares (as defined herein) on the Canadian Securities Exchange (the "**CSE**") and to qualify the distribution of [3,500,000] common shares in the capital of the Resulting Issuer (as defined herein) (the "**SW Shares**"), issuable for no additional consideration, upon the deemed automatic exercise of [3,500,000] issued and outstanding Special Warrants.

The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the SW Shares. Upon the issuance of the final receipt for this Prospectus by the applicable securities regulatory authorities, the Company will become a reporting issuer in the Jurisdictions. As no securities are being sold pursuant to this Prospectus, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its available funds.

The Special Warrants were issued by the Company on [●], 2022, on a private placement basis pursuant to the Special Warrant Financing (as defined herein). The Company issued an aggregate of [3,500,000] Special Warrants at a price of \$0.30 per Special Warrant for aggregate gross proceeds of \$[1,050,000]. The Special Warrants were created and issued pursuant to the terms of an indenture (the "**Special Warrant Indenture**"), entered into on the Closing Date between the Issuer and Odyssey Trust Company, in its capacity as agent for the Special Warrants. The Purchaser, by its execution of this Subscription Agreement, agrees to be bound by the terms and conditions of the Special Warrant Indenture as if it were an original party thereto. Pursuant to the Special Warrant Indenture, all unexercised Special Warrants shall be deemed to be automatically exercised (without any further action or payment on the part of the holder thereof) at 4:00 p.m. (Vancouver time) on the Automatic Conversion Date. The "**Automatic Conversion Date**" shall be the earlier of (a) the date on which the securities commissions or other securities regulatory authorities in each of the Selling Provinces (as defined herein) issue a receipt for the final long form prospectus of the Company qualifying the distribution of the SW Shares (the "**Qualification Date**") and (b) [●], 2023.

Assuming no Special Warrants are exercised prior to the Qualification Date, upon the deemed automatic exercise of the Special Warrants, the Resulting Issuer will issue [3,500,000] SW Shares for no additional consideration.

The Company received gross proceeds of \$[1,050,000] from the sale of the Special Warrants. The Company has used and will use the proceeds from the Special Warrant Financing as set out in "*Information Concerning the Resulting Issuer – Use of Available Funds by the Resulting Issuer*".

Notwithstanding that this Prospectus is being filed to qualify the distribution of the SW Shares, in the event that a holder of Special Warrants exercises the Special Warrants prior to the Qualification Date, the securities issued upon exercise of those Special Warrants will be subject to statutory hold periods under applicable securities legislation and will bear any legends as required by applicable securities laws.

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

Pursuant to an amended and restated LLC interest purchase agreement dated August 15, 2022 (the "**Purchase Agreement**"), between the Company, Integrated Cyber Solutions, LLC, a limited liability company constituted under the laws of the State of Connecticut ("**Integrated Cyber**") and the Integrated Cyber Members (as defined herein), the Company acquired 100% of the issued and outstanding Integrated Cyber Interests (as defined herein) as part of the reverse takeover of the Company by the Integrated Cyber Members on [●], 2022 (the "**Acquisition**"). As consideration for the sale of the Integrated Cyber Interests, the Company issued to the Integrated Cyber Members an aggregate of 32,280,000 Company Shares. See "*Information Concerning the Acquisition – Acquisition of Integrated Cyber by the Company*",

Concurrently with the Listing (as defined herein) and subject to other requisite approvals, the Company is expected to be renamed "Integrated Cyber Solutions Inc." and Integrated Cyber will be a wholly-owned subsidiary of the Company and the business of Integrated Cyber, as described elsewhere in this Prospectus, will constitute all of the operations of the Resulting Issuer (as defined herein). See "*Information Concerning Integrated Cyber*" and "*Information Concerning the Resulting Issuer*".

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

**No underwriter or selling agent has been involved in the preparation of this Prospectus or performed any review or independent due diligence investigation of the contents of this Prospectus.** No person has been authorized to provide any information or to make any representation not contained in this Prospectus and, if provided or made, such information or representation should not be relied upon. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

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

**Readers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of Common Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires Common Shares.**

**[The Company has filed an application to have the Resulting Issuer Shares (as defined herein) listed for trading on the Canadian Securities Exchange (the "CSE").]** Listing on the CSE (the "**Listing**") is subject to the Company fulfilling all of the listing requirements the CSE. The CSE has not conditionally approved the Company's listing application and there is no assurance that it will do so.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto

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

Unless otherwise noted, all currency amounts in this Prospectus are stated in U.S. Dollars.

Integrated Cyber and McCafferty & Company, P.C. the auditor of Integrated Cyber, are both incorporated under the laws of a foreign jurisdiction. Faramarz Haddadi (President, director and promoter of the Company), Alan Guibord (CEO of Integrated Cyber), Robert Consaga (CFO of Integrated Cyber), Pete Karolczak (COO of Integrated Cyber) Jeri Dunn (Director of the Company), and Rob Bain (Director of the Company) each resides outside of Canada. Each of the foregoing persons has appointed MLT Aikins LLP, located at 2600 – 1066 West Hastings Street, Vancouver, British Columbia V6E 3X1, as its agent for service of process in Canada. Investors are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process, see "*Integrated Cyber – Enforcement of Civil Liberties*" and "*The Resulting Issuer – Enforcement of Civil Liberties*".

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## GLOSSARY

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

**"2021 Private Placement Financing"** means the non-brokered private placement of the Company completed on December 14, 2021 consisting of 12,000,000 Company Units at a price of \$0.005 per Company Unit for aggregate proceeds of \$60,000. Each Company Unit issued under the 2021 Private Placement Financing is comprised of one Company Share and one-half of one Company Share purchase warrant (a **"Company Warrant"**). Each whole Company Warrant issued under the 2021 Private Placement Financing entitles the holder thereof to acquire one Company Share at a price of \$0.10 per Company Share until December 14, 2026.

**"2022 \$0.02 Private Placement Financing"** means the non-brokered private placement of the Company completed on February 25, 2022 consisting of 7,000,000 Company Shares at a price of \$0.02 per Company Share for aggregate proceeds of \$140,000.

**"2022 \$0.10 Private Placement Financing"** means the non-brokered private placement of the Company completed on May 16, 2022 consisting of 300,000 Company Shares at a price of \$0.10 per Company Share for aggregate proceeds of \$30,000.

**"2022 \$0.20 Private Placement Financing"** means the non-brokered private placement of the Company completed on June 20, 2022 consisting of 600,000 Company Shares at a price of \$0.20 per Company Share for aggregate proceeds of \$120,000.

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

**"Alke"** means Alke Capital Limited.

**"Alke Advisory Services"** has the meaning ascribed to such term under the heading *"Information Concerning the Acquisition - Alke Agreement"*.

**"Alke Agreement"** means the investment and advisory agreement dated April 15, 2022, between Alke and the Company.

**"Alke Condition Precedents"** has the meaning ascribed to such term under the heading *"Information Concerning the Acquisition – Alke Agreement"*.

**"Alke Drawdown Facility"** has the meaning ascribed to such term under the heading *"Information Concerning the Acquisition – Alke Agreement"*.

**"Alke Drawdown Notice"** has the meaning ascribed to such term under the heading *"Information Concerning the Acquisition - Alke Agreement"*.

**"Alke Fee Warrants"** has the meaning ascribed to such term under the heading *"Information Concerning the Acquisition - Alke Agreement"*.

**"Alke Pricing Period"** has the meaning ascribed to such term under the heading *"Information Concerning the Acquisition - Alke Agreement"*.

**"Alke Private Placement"** has the meaning ascribed to such term under the heading *"Information Concerning the Acquisition - Alke Agreement"*.

**"Alke Top-Up Warrants"** means the issuance of Company Warrants to Alke such that prior to Listing, Alke has 5,034,550 Company Warrants, representing 8.5% of the issued and outstanding Resulting Issuer Shares on Listing.

**"ASC"** means the Alberta Securities Commission.

"**Automatic Conversion Date**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Available Funds**" has the meaning ascribed to such term under the heading "*Information Concerning the Resulting Issuer - Funds Available and Use of Available Funds*".

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

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

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

"**Board Reorganization**" means the appointment of (i) Alan Guibord, Robert Consaga and Pete Karolczak to the board of directors of the Company, and (ii) Alan Guibord as CEO of the Company, Robert Consaga as CFO of the Company, and Pete Karolczak as COO of the Company, which was effected in connection with the Closing.

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

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

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

"**COO**" means Chief Operating Officer.

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

"**Code**" means the Code of Business Conduct and Ethics of the Company adopted by the Company Board on May 23, 2022.

"**Company**" means 1332996 B.C. Ltd. prior to the completion of the Acquisition.

"**Company Annual Financial Statements**" means the audited financial statements of the Company for the period from incorporation on November 12, 2021 until June 30, 2022, including the accompanying notes thereto, attached as Appendix A to this Prospectus.

"**Company Annual MD&A**" means the MD&A of the Company for the period from incorporation on November 12, 2021 until June 30, 2022, attached as Appendix G to this Prospectus.

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

"**Company Changes**" has the meaning ascribed to such term under the heading "*Information Concerning the Company- Consolidated Capitalization*".

"**Company Financial Statements**" means the Company Annual Financial Statements.

"**Company MD&A**" means the Company Annual MD&A.

"**Company Shareholders**" means the holders of Company Shares.

"**Company Shares**" means common shares without par value in the capital of the Company and "**Common Share**" means any one of them.

"**Company Warrants**" means a Company Share purchase warrant of the Company.

"**COVID-19**" has the meaning ascribed to such term under the heading "*Note Regarding Forward-Looking Information*".

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

**"Equity Incentive Plan"** means the equity incentive plan adopted by the Company on May 23, 2022.

**"Escrowed Holders"** has the meaning ascribed to such term under the heading "*Information Concerning the Resulting Issuer – Escrowed Securities and Other Securities Subject to Resale Restrictions*".

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

**"Escrow Agent"** means Odyssey Trust Company.

**"Escrow Agreement"** has the meaning ascribed to such term under the heading "*Information Concerning the Resulting Issuer – Escrowed Securities and Other Securities Subject to Resale Restrictions*".

**"Escrow Shareholders"** has the meaning ascribed to such term under the heading "*Information Concerning the Resulting Issuer – Escrowed Securities and Other Securities Subject to Resale Restrictions*".

**"Financial Statements"** has the meaning ascribed to such term under the heading "*General Matters - Financial Statement Presentation In This Prospectus*".

**"Form 51-102F6V"** means Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*.

**"forward looking information"** has the meaning ascribed to such term under the heading "*General Matters – Note Regarding Forward-looking Information*".

**"Funding Commitment"** has the meaning ascribed to such term under the heading "*Information Concerning the Acquisition – Alke Agreement*".

**"Governmental Authority"** means (i) any court, judicial body or arbitral body, (ii) any domestic or foreign government whether multinational, national, federal, provincial, territorial, state, municipal or local and any governmental agency, governmental authority, governmental tribunal or governmental commission of any kind whatever, (iii) any subdivision or authority of any of the foregoing, (iv) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the above, (v) any supranational or regional body such as the World Trade Organization, and (vi) any stock exchange.

**"IC360"** means the real-time data analytics platform developed by Integrated Cyber to identify vulnerabilities in a client's information security framework.

**"Integrated Cyber"** means Integrated Cyber Solutions, LLC, a limited liability company existing under the laws of the State of Connecticut.

**"Integrated Cyber Annual Financial Statements"** means the audited financial statements of Integrated Cyber for the year ended December 31, 2021 and 2020, including the accompanying notes thereto, attached as Appendix B to this Prospectus.

**"Integrated Cyber Annual MD&A"** means the MD&A of Integrated Cyber for the year ended December 31, 2021, attached as Appendix I to this Prospectus.

**"Integrated Cyber Board"** means the board of directors of Integrated Cyber.

**"Integrated Cyber Bridge Financing"** means the \$100,000 loan advanced by the Company to Integrated Cyber for the purposes of funding the Listing Process and as provided for under the Purchase Agreement.

**"Integrated Cyber Changes"** has the meaning ascribed to such term under the heading "*Information Concerning I - Consolidated Capitalization*".

**"Integrated Cyber Financial Statements"** means the Integrated Cyber Annual Financial Statements and the Integrated Cyber Interim Financial Statements.



**"Integrated Cyber Interests"** means the member interests in the capital of Integrated Cyber.

**"Integrated Cyber Interim Financial Statements"** means the unaudited interim financial statements of Integrated Cyber for the three and six months ended June 30, 2022, including the accompanying notes thereto, attached as Appendix C to this Prospectus.

**"Integrated Cyber Interim MD&A"** means the MD&A of Integrated Cyber for the three and six months ended June 30, 2022, attached as Appendix J to this Prospectus.

**"Integrated Cyber Members"** means the persons who hold member interests in Integrated Cyber prior to the Closing.

**"Integrated Cyber MD&A"** means the Integrated Cyber Annual MD&A and Integrated Cyber Interim MD&A.

**"Integrated Cyber Securityholder Vendors"** means the Integrated Cyber Members.

**"IFRS"** means International Financial Reporting Standards.

**"Issue Price"** has the meaning ascribed to such term on the face page of this Prospectus.

**"Jurisdictions"** has the meaning ascribed to such term on the face page of this Prospectus.

**"Listing"** means the listing of the Resulting Issuer Shares on the CSE.

**"Listing Date"** means the date the Resulting Issuer Shares are listed on the CSE.

**"Management"** means the management of the Company.

**"MD&A"** means management's discussion and analysis.

**"MDR"** means managed detection and response outsourced cybersecurity services designed to protect a client's data even if a threat evades common organizational security controls.

**"MSSP"** means managed security service provider.

**"Named Executive Officer"** or **"NEO"** means each of the following individuals (a) each individual who, in respect of the applicable company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer. (b) each individual who, in respect of the applicable company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer. (c) in respect of the applicable company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year. (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the applicable company, and was not acting in a similar capacity, at the end of that financial year.

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

**"NI 51-102"** means National Instrument 51-102 – *Continuous Disclosure Requirements*.

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

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

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

**"Order"** has the meaning ascribed to such term under the heading *"Information Concerning I - Directors and Executive Officers - Corporate Cease Trade Orders and Bankruptcies."*

**"Private Placement"** has the meaning ascribed to such term on the face page of this Prospectus.

**"Pro Forma Assumptions"** means (a) the issuance of [32,280,000] Company Shares at Closing; (b) the issuance of Alke Top-Up Warrants, being 3,377,050 Warrants to Alke pursuant to the terms of the Alke Warrant Certificate; (c) the deemed automatic exercise of [3,500,000] Special Warrants on the Qualification Date; and (d) such other assumptions as are described in the notes to the Pro Forma Financial Statements.

**"Pro Forma Financial Statements"** means the unaudited pro forma consolidated financial statements of the Company as at June 30, 2022, assuming the Pro Forma Assumptions, including the accompanying notes thereto, attached as Appendix F to this Prospectus.

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

**"Qualification Date"** has the meaning ascribed to such term on the cover page of this Prospectus.

**"Qualified Securities"** has the meaning ascribed to such term on the face page of this Prospectus.

**"Release Condition"** has the meaning ascribed to such term on the face page of this Prospectus.

**"Release Deadline"** has the meaning ascribed to such term on the face page of this Prospectus.

**"Resulting Issuer"** means the Company following completion of the Acquisition and includes Integrated Cyber as a wholly-owned subsidiary of the Company, as applicable in the context used.

**"Resulting Issuer Board"** means the board of directors of the Resulting Issuer, as currently contemplated.

**"Resulting Issuer Shares"** means common shares without par value in the capital of the Resulting Issuer.

**"Routine Indebtedness"** has the meaning ascribed to such term in section 10.3(c) of Form 51-102F5 – *Information Circular* of the Canadian Securities Administrators.

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

**"Selling Provinces"** means those Canadian Provinces in which Special Warrants are sold pursuant to the Special Warrant Financing, excluding Quebec.

**"Purchase Agreement"** the amended and restated LLC interest purchase agreement between the Company, Integrated Cyber and the Integrated Cyber Members dated as of August 15, 2022, as may be amended from time to time.

**"SOC"** means security operations centre, a required component of a complete MDR solution.

**"Special Warrant Certificate"** has the meaning ascribed to such term on the face page of this Prospectus.

**"Special Warrants"** has the meaning ascribed to such term on the face page of this Prospectus.

**"Stock Options"** has the meaning ascribed to such term under the heading "*Information Concerning the Company - Options to Purchase Securities - Equity Incentive Plan*".

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

**"U.S."** means the United States of America.

## GENERAL MATTERS

### ABOUT THIS PROSPECTUS

**The Company is not offering to sell securities under this Prospectus.** Accordingly, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds. The reader should rely only on the information contained in this Prospectus and is not entitled to rely on parts of the information contained in this Prospectus to the exclusion of others. The Company has not authorized anyone to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, including statements in the media about the Company, such information should not be relied on. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus.

References in this Prospectus to the "Company" refer to 1332996 B.C. Ltd.

References in this Prospectus to "Integrated Cyber" refer to Integrated Cyber Solutions, LLC.

References in this Prospectus to the "Resulting Issuer" refer to the Company after the completion of the Acquisition.

Prospective investors should read this Prospectus in its entirety and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of an investment in any securities of the Company or the Resulting Issuer.

### FINANCIAL STATEMENT PRESENTATION IN THIS PROSPECTUS

This Prospectus contains financial information for the Company and Integrated Cyber for the periods and dates indicated. The "selected financial information" and "selected pro forma financial information" of the Company and Integrated Cyber in this Prospectus has been derived from (i) the audited financial statements of the Company for the period from incorporation on November 12, 2021, until June 30, 2021; (ii) the audited financial statements of Integrated Cyber for the year ended December 31, 2021; (iii) the unaudited interim financial statements of Integrated Cyber for the three and six months ended June 30, 2022; and (iv) the pro forma consolidated financial statements for the combined business of the Resulting Issuer as at June 30, 2022, assuming the Pro Forma Assumptions (collectively, the "**Financial Statements**"), which have been prepared in accordance with IFRS and are included in this Prospectus, as follows:

Appendix A	—	the audited financial statements of the Company for the period from incorporation on November 12, 2021, until June 30, 2022;
Appendix B	—	the audited financial statements of Integrated Cyber for the year ended December 31, 2021 and 2020;
Appendix C	—	the unaudited interim financial statements of Integrated Cyber for the three and six months ended June 30, 2022; and
Appendix D	—	the unaudited pro forma consolidated financial statements of the Company as at June 30, 2022, assuming the Pro Forma Assumptions.

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

### NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains "forward-looking information" within the meaning of applicable Canadian securities legislation ("**forward-looking information**"), with respect to the Company, Integrated Cyber and the Resulting Issuer. The forward-looking information included in this Prospectus is not based on historical facts, but rather on the expectations of the Company and Integrated Cyber regarding the future growth of the Resulting Issuer, its results of operations, performance, business prospects, and opportunities. Often, but not necessarily always, words such

as "will", "should", "additional", "affect", "anticipate", "be required", "believe", "budget", "contemplate", "continue", "could", "does not expect", "effect", "estimate", "expect", "intend", "is expected", "may", "plan", "planned", "potential", "target", "predict", "project", "prospects", "results", "will exist" and similar expressions have been used to identify forward-looking information. This information reflects the current beliefs of the Company and Integrated Cyber and is based on information currently available to the Company and Integrated Cyber. Forward-looking information involves significant risks, uncertainties and assumptions. A number of factors could cause actual results to differ materially from the results discussed in forward-looking information, including those factors listed in the "Risk Factors" section of this Prospectus.

More particularly and without limitation, this Prospectus contains forward-looking information relating to the following:

- the completion of the Listing, the deemed automatic exercise of the Special Warrants and matters related thereto;
- the intentions, plans and future actions of the Company, Integrated Cyber and the Resulting Issuer;
- the business and future activities of the Company, Integrated Cyber and the Resulting Issuer and anticipated developments in the operations of the Company, Integrated Cyber and the Resulting Issuer;
- market position, ability to compete and future financial or operating performance of the Company, Integrated Cyber and the Resulting Issuer;
- the timing and amount of funding required to execute the business plans of the Company, Integrated Cyber and the Resulting Issuer;
- capital expenditures of the Company, Integrated Cyber and the Resulting Issuer;
- expectations regarding the ability to raise further capital;
- the effect on the Company, Integrated Cyber and the Resulting Issuer of any changes to existing or new legislation or policy or government regulation;
- the length of time required to obtain permits, certifications and approvals;
- the availability of labour;
- estimated budgets;
- currency fluctuations;
- the adequacy of financial resources and requirements for additional capital;
- limitations on insurance coverage;
- the timing and possible outcome of regulatory and permitting matters;
- the timing of and issuance of a receipt for this Prospectus in a timely manner, and receipt of regulatory and other required approvals;
- the issuance of additional securities of the Company, Integrated Cyber and the Resulting Issuer;
- the use of available funds;
- conversion of any convertible securities of the Company, Integrated Cyber and the Resulting Issuer;
- the Resulting Issuer's anticipated compensation policy and practices;
- the Resulting Issuer's expected reliance on key management personnel, advisors and consultants;
- improvements to the products and applications of the Company, Integrated Cyber and the Resulting Issuer;
- changes and developments in the business of the Company, Integrated Cyber and the Resulting Issuer; and
- effects of the novel coronavirus ("**COVID-19**") pandemic.

Forward-looking information is not a guarantee of future performance and are based upon a number of estimates and assumptions of the Company and Integrated Cyber in light of their experience and perception of trends, current conditions and expected developments, as well as other factors that the Company and Integrated Cyber believe to be relevant and reasonable in the circumstances, as of the date of this Prospectus including, without limitation, assumptions about:

- the ability to raise any necessary additional capital on reasonable terms to execute the business plan of the Company, Integrated Cyber and the Resulting Issuer;
- that general business and economic conditions will not change in a material adverse manner;
- the accuracy of budgeted costs and expenditures;
- the ability of the Company, Integrated Cyber and the Resulting Issuer to attract and retain skilled personnel;
- political and regulatory stability;

- the receipt of governmental, regulatory and third-party approvals, licenses and permits on favourable terms to the extent required;
- obtaining required approvals, licenses and permits on favourable terms and any required renewals of the same;
- requirements under applicable laws;
- stability in financial and capital markets; and
- expectations regarding the level of disruption to as a result of COVID 19.

Although the Company and Integrated Cyber believe that the expectations reflected in the forward-looking information in this Prospectus is reasonable, it can give no assurance that such expectations will prove to be correct. Since forward- looking information addresses future events and conditions, by its very nature it involves inherent risks and uncertainties. Actual results may differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the risks associated with:

- the limited operating history of the Company and Integrated Cyber;
- global economic conditions;
- the COVID-19 pandemic;
- the current conflict between Russia and Ukraine and economic conditions relating to the foregoing;
- changing economic conditions and the economic environment in which the Company, Integrated Cyber and the Resulting Issuer operate;
- risks associated with acquisitions;
- operational risks;
- cybersecurity risks;
- financial forecasts and performance;
- competition;
- management of growth;
- reliance on management;
- insurance risk;
- regulatory risk;
- public opinion and consumer preferences;
- growth of the customer base of the Company, Integrated Cyber and the Resulting Issuer;
- dependence on suppliers and third party owned communications networks;
- requirements for further financing;
- litigation risk;
- conflicts of interest; and
- intellectual property related risks.

For more information, see "*Risk Factors*".

Although the Company and Integrated Cyber have attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained in this Prospectus is provided as of the date hereof and, unless so required by applicable law, the Company, Integrated Cyber and the Resulting Issuer undertake no obligation to update publicly or revise any forward-looking information, whether as a result of new information future events or otherwise. The forward-looking information contained in this Prospectus is expressly qualified by this cautionary statement.

### **CERTAIN ADDITIONAL INFORMATION**

Aggregated figures in graphs, charts and tables contained in this Prospectus may not add due to rounding. Historical statistical data and/or historical returns do not necessarily indicate future performance. Unless otherwise indicated, the market and industry data contained in this Prospectus is based upon information from industry and other publications and the knowledge of management and experience of the Company and Integrated Cyber in the

markets in which the Company and Integrated Cyber operate. Words importing the singular number include the plural and vice versa, and words importing any gender or the neuter include both genders and the neuter.

### CURRENCY AND EXCHANGE RATE DATA

The Company presents its financial statements in Canadian dollars and Integrated Cyber presents its financial statements in US dollars. Unless otherwise indicated, all references to "\$" or "C\$" in this Prospectus refer to Canadian dollars and all references herein to "US\$" in this Prospectus refer to US dollars.

The table below sets forth the high and low exchange rates in Canadian dollars for one US dollar for each period indicated, the average of the exchange rates for each period indicated and the exchange rate at the end of each such period, based on the Bank of Canada rate of exchange on the date specified.

	Year ended December 31		Quarter ended June 30	
	2021	2020	2022	2021
Rate at end of period	\$1.2678	\$1.2732	\$1.2886	\$1.2394
Average rate of period	\$1.2535	\$1.3415	\$1.2768	\$1.2282
High for period	\$1.2942	\$1.4496	\$1.3039	\$1.2617
Low for period	\$1.2040	\$1.2718	\$1.2451	\$1.2040

As of [●], 2022, the last business day prior to the date of this Prospectus, the conversion rate for Canadian dollars to one U.S. Dollar was \$[●].

## SUMMARY OF PROSPECTUS

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

<b>The Company</b>	<p>The Company was incorporated under the BCBCA on November 12, 2021, with the name 1332996 B.C. Ltd.</p> <p>See "<i>Information Concerning the Company - Corporate Structure</i>".</p>
<b>The Company's Business</b>	<p>The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets.</p> <p>See "<i>Information Concerning the Company - Business of the Company</i>".</p>
<b>Integrated Cyber</b>	<p>Integrated Cyber was organized under the <i>Limited Liability Company Act</i> (Connecticut) on November 8, 2016 with the name Integrated Cyber Solutions, LLC.</p> <p>See "<i>Information Concerning Integrated Cyber - Corporate Structure</i>".</p>
<b>Integrated Cyber's Business</b>	<p>Integrated Cyber delivers affordable, advanced, and next-generation cyber services to small-to-medium businesses through integrating various third-party security service providers into the IC360 operating system, which allows organizations to easily upgrade cyber security software providers without affecting network security.</p> <p>See "<i>Information Concerning Integrated Cyber – Business of Integrated Cyber</i>".</p>
<b>The Resulting Issuer</b>	<p>Upon completion of the Acquisition, Integrated Cyber will become a wholly owned subsidiary of the Resulting Issuer, the Resulting Issuer will continue to be governed under the BCBCA and Integrated Cyber will continue to be governed under the <i>Limited Liability Company Act</i> (Connecticut). The Resulting Issuer's head office and registered office will continue to be located at 2600-1066 West Hastings Street, Vancouver, British Columbia V6E 3X1.</p> <p>See "<i>Information Concerning the Resulting Issuer - Corporate Structure</i>".</p>
<b>The Resulting Issuer's Business</b>	<p>Assuming completion of the Acquisition, the Resulting Issuer will carry on the business of Integrated Cyber and use the funds available to it as stated in this Prospectus.</p> <p>See "<i>Information Concerning the Resulting Issuer - Business of the Resulting Issuer</i>".</p>
<b>Acquisition</b>	<p>Pursuant to the Purchase Agreement, on [●], 2022, the Company acquired 100% of the issued and outstanding Integrated Cyber Interests. As consideration for the Integrated Cyber Interests, the Company issued an aggregate of 32,280,000 Company Shares.</p> <p>In connection with the Closing, the Board Reorganization was effected, the Company entered into the Management Consulting Agreements, and the Resulting Issuer issued the Alke Top-Up Warrants.</p> <p>See "<i>Information Concerning the Acquisition – Acquisition of Integrated Cyber by the Company</i>."</p>
<b>Conditions to the Completion of the Acquisition</b>	<p>The conditions precedent to the Closing included the following, among others:</p>

- the Resulting Issuer Shares issued to Integrated Cyber Members pursuant to the SPA shall be exempt from the prospectus and registration requirements under applicable securities laws;
- immediately prior to Closing, the Integrated Cyber Members will own 100% of the Integrated Cyber Interests;
- the Company will have received gift deeds from the Integrated Cyber Members transferring their Resulting Issuer Shares to certain employees and associates of Integrated Cyber immediately following Closing;
- [the Company will have received clearance from the BCSC to file a final long form prospectus]; and
- There will have been no change in the nature, conduct, assets, position (financial or trading), profits or prospectus of the business of ICS or the Company that would result in a material adverse effect and no contract, license or financial agreement that is material to either business will have been terminated or had its terms materially and adversely amended.

Following completion of the Acquisition, Integrated Cyber will be a wholly-owned subsidiary of the Resulting Issuer and the Company and Integrated Cyber intend for the business of Integrated Cyber, as described in this Prospectus, to be the business of the Resulting Issuer.

See "*Information Concerning the Acquisition – Acquisition of Integrated Cyber by the Company*".

**Application for Listing**

**[The Company has filed an application to have the Resulting Issuer Shares listed for trading on the CSE.]** The Listing is subject to the Company fulfilling all of the listing requirements the CSE. The CSE has not conditionally approved the Company's listing application and there is no assurance that it will do so.

In connection with the Listing, it is anticipated that 3,377,050 Resulting Issuer Warrants will be issued to Alke in connection with their Top-Up Entitlement under the Alke Warrant Certificate. See "*Information Concerning the Acquisition – Alke Agreement*".

**Management, Directors and Officers of the Resulting Issuer**

Name	Position
Alan Guibord	Chief Executive Officer, Director
Pete Karolczak	Chief Technology Officer, Director
Robert Consaga	Chief Financial Officer, Director
Kevin Thomas	Chief Marketing Officer
Rob Bain	Independent Director
Jeri Dunn	Independent Director

See "*Information Concerning the Resulting Issuer - Directors and Executive Officers*".

**The Special Warrant Financing**

The Special Warrants were issued by the Company on [●], 2022, on a private placement basis pursuant to the Special Warrant Financing. The Company issued an aggregate of [3,500,000] Special Warrants at a price of \$0.30 per Special Warrant for aggregate gross proceeds of [C\$1,050,000].



Each unexercised Special Warrant will be deemed to be automatically exercised on the Automatic Conversion Date. Assuming no Special Warrants are exercised prior to the Automatic Conversion Date, upon the deemed exercise of the Special Warrants, the Company will issue [3,500,000] SW Shares for no additional consideration.

**Funds Available and Use of Available Funds**

The Company received gross proceeds of [C\$1,050,000] from the sale of the Special Warrants. As at August 31, 2022, the Company had working capital of C\$1,329,056 on a *pro forma* basis, assuming the Pro Forma Assumptions. The Available Funds will be used, to the extent required, for the principal purposes set out in this Prospectus. However, there may be circumstances were, for business reasons, a reallocation of funds or further financing may be necessary.

See "*Information Concerning the Resulting Issuer - Use of Available Funds By the Resulting Issuer*".

**Risk Factors**

A purchase of any of the securities of the Company or the Resulting Issuer involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Company or the Resulting Issuer should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment.

The current business of Integrated Cyber will be the business of the Resulting Issuer following completion of the Acquisition. Accordingly, risk factors relating to Integrated Cyber's current business will be risk factors relating to the Resulting Issuer's business.

Prospective purchasers should evaluate carefully the risk factors below associated with an investment in the securities of the Company or the Resulting Issuer prior to purchasing any of the securities.

1. There is no guarantee the deemed automatic exercise of the Special Warrants or the Listing will be completed as presently expected or at all.
2. There is currently no market through which any of the Company Shares or Resulting Issuer Shares may be sold and there is no assurance that the Company Shares or Resulting Issuer Shares will be listed for trading on a Canadian stock exchange, or if listed, will provide a liquid market for such securities.
3. the Company has yet generated material income.
4. The business of Integrated Cyber could be significantly adversely affected by the effects of any widespread global outbreak of contagious disease such as the COVID-19 pandemic.
5. As part of the Resulting Issuer's overall business strategy, the Resulting Issuer may pursue select strategic acquisitions and such future acquisitions may expose it to potential risks.
6. Integrated Cyber is affected by a number of operational risks and may not be adequately insured.
7. Integrated Cyber faces intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and marketing experience than Integrated Cyber.

8. The industries within which Integrated Cyber operates are rapidly evolving and intensely competitive, and are subject to changing technology, shifting user needs, and frequent introductions of new offerings.
9. Integrated Cyber may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls.
10. The success of Integrated Cyber will be dependent upon the ability, expertise, judgment, discretion, and good faith of its key executives, including the directors and officers of the Resulting Issuer and a small number of highly skilled and experienced executives and personnel.
11. The financial performance of Integrated Cyber will be significantly determined by its success in adding, retaining, engaging and monetizing active customers of its services.
12. The ability of Integrated Cyber to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour;
13. Integrated Cyber may need to obtain further financing, whether through debt financing, equity financing or other means.
14. Integrated Cyber may be subject to litigation claims through the ordinary course of its business operations or otherwise.
15. Certain of the directors and officers of Integrated Cyber are, or may become directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of Integrated Cyber and as officers and directors of such other companies.

See "*Information Concerning the Resulting Issuer - Risk Factors*"

**Summary of  
Selected Financial  
Information of the  
Company**

The table below sets forth selected financial information for the Company. The selected financial information has been derived from, and is qualified by, the Company's audited financial statements for the period from incorporation (November 12, 2021) to June 30, 2022, attached as Appendix A to this Prospectus. The selected financial information should be read in conjunction with those financial statements and the accompanying notes, as well as the Company's MD&A attached as Appendix E to this Prospectus.

	<b>Period Ended June 30, 2022 (audited)</b>
Current Assets	C\$164,116
Total Assets	C\$164,116
Current Liabilities	C\$150,731
Total Liabilities	C\$150,731
Revenue	NIL
Expenses	C\$529,203
Net Income (Loss)	C\$(529,203)

See "*Information Concerning the Company - Selected Financial Information and Management Discussion & Analysis*".

**Summary of  
Selected Financial  
Information of  
Integrated Cyber**

The table below sets forth selected financial information for Integrated Cyber. The selected financial information has been derived from, and is qualified by, Integrated Cyber's audited financial statements for the year ended December 31, 2021, attached as Appendix B to this Prospectus and Integrated Cyber's unaudited financial statements for the six month period ended June 30, 2022 attached as Appendix C to this Prospectus. The selected financial information should be read in conjunction with those financial statements and the accompanying notes, as well as the MD&A attached as Appendices F and G to this Prospectus.

	<b>Six months ended June 30, 2022 (unaudited)</b>	<b>Year ended December 31, 2021 (audited)</b>
Current Assets	\$258,869	\$209,862
Total Assets	\$289,036	\$241,878
Current Liabilities	\$61,796	\$49,616
Total Liabilities	\$270, 201	\$165,472
Revenue	\$173, 312	\$400,457
Expenses	\$89,562	\$176,648
Net Income (Loss)	\$(57,569)	\$(62,808)

See "*Information Concerning Integrated Cyber - Selected Financial Information and Management Discussion & Analysis*".

**Summary of  
Selected Pro  
Forma Financial  
Information**

The table below sets forth selected *pro forma* financial information of the Company, assuming completion of the Acquisition. The selected *pro forma* financial information has been derived from, should be read in conjunction with, and is qualified in its entirety by, the *pro forma* consolidated financial statements of the Company as at June 30, 2022, and the notes thereto, attached as Appendix D to this Prospectus.

	<b><i>Pro Forma as at June 30, 2022, assuming completion of the Acquisition</i></b>
Current Assets	C\$1,317,895
Total Assets	C\$1,356,735
Current Liabilities	C\$369,100
Total Liabilities	C\$987,635
Revenue	C\$223,139
Expenses	C\$11,289,360 <sup>(1)</sup>
Net Income (Loss)	C\$11,066,221

**Note:**

(1) Includes transaction expenses of \$10,178,417 associated with the Transaction and Listing.

See "*Pro Forma Financial Statements of the Resulting Issuer*" attached hereto as Appendix D.

## **INFORMATION CONCERNING THE COMPANY**

### **CORPORATE STRUCTURE**

#### **Name, Address and Incorporation**

The Company was incorporated under the BCBCA on November 12, 2021, with the name 1332996 B.C. Ltd.

The registered office of the Company is located at 2600-1066 West Hastings Street, Vancouver, British Columbia V6E 3X1.

### **BUSINESS OF THE COMPANY**

The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets. The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. There can be no assurance that the Company will be able to complete such activities or obtain financing to continue; therefore, a material uncertainty exists that casts significant doubt over the Company's ability to continue as a going concern.

On November 12, 2021, the Company was incorporated and issued 500,000 Company Shares at a price of \$0.0001 per share to its incorporator. The funds raised pursuant to the incorporation are not subject to any conditions.

On December 14, 2021, the Company completed a non-brokered private placement, issuing 12,000,000 units of the Company at a price of \$0.005 per unit, with each unit comprised of one Company Share and one-half of one Company Warrant, for aggregate gross proceeds of \$60,000. Each whole Company Warrant is exercisable to acquire one Company Share at a price of \$0.10 per share until December 14, 2026. The funds raised pursuant to the non-brokered private placement are not subject to any conditions.

The Company entered into the Purchase Agreement on January 21, 2022, as amended and restated on August 15, 2022, with Integrated Cyber and the Integrated Cyber Members. See "*Information Concerning the Acquisition – Acquisition of Integrated Cyber by the Company*".

On February 25, 2022, the Company completed a non-brokered private placement, issuing 7,000,000 Company Shares at a price of \$0.02 per share for aggregate gross proceeds of \$140,000. The funds raised pursuant to the non-brokered private placement are not subject to any conditions.

On April 1, 2022, Strategic Investments LLC ("**Strategic**") entered into a loan agreement with the Company whereby Strategic loaned the Company \$80,000 at a 10% annual interest rate (the "**Related Loan**"). The Related Loan matures on December 31, 2022. As at the date of this Prospectus, Strategic owns 23.3% of the Company Shares. For more information, see "*Information Concerning the Company – Principal Securityholders*".

On April 15, 2022, the Company and Alke entered into the Alke Agreement. Pursuant to the Alke Agreement, Alke will (a) provide certain advisory services to the Company, and (b) make available to the Company an equity drawdown facility in the aggregate amount of up to \$5,000,000. Please see "*Information Concerning the Acquisition - Alke Agreement*" for a summary of certain key terms of the Alke Agreement. A copy of the Alke Agreement will be made available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Readers should review the Alke Agreement in its entirety for a better understanding of the Alke Agreement.

On May 16, 2022, the Company completed a non-brokered private placement, issuing 300,000 Company Shares at a price of \$0.10 per share for aggregate gross proceeds of \$30,000. The funds raised pursuant to the non-brokered private placement are not subject to any conditions.

On June 20, 2022, the Company completed a non-brokered private placement, issuing 600,000 Company Shares at a price of \$0.20 per share for aggregate gross proceeds of \$120,000. The funds raised pursuant to the non-brokered private placement are not subject to any conditions.

On [●], 2022, the Company completed the Special Warrant Financing, issuing [3,500,000] Special Warrants at a price of \$0.30 per Special Warrant for aggregate gross proceeds of [\$1,050,000]. Each unexercised Special Warrant will be deemed to be automatically exercised on the Automatic Conversion Date. Assuming no Special Warrants are exercised prior to the Automatic Conversion Date, upon the deemed automatic exercise of the Special Warrants, the Company will issue [3,500,000] SW Shares for no additional consideration.

On [●], 2022, the Company completed the acquisition of 100% of the issued and outstanding Integrated Cyber Interests. As consideration for the sale of the Integrated Cyber Interests, the Company agreed to issue to the Integrated Cyber Members an aggregate of [32,280,000] Company Shares at a deemed price per share of \$0.02. Immediately following closing, Alan Guibord and the James Henry Noble Revocable Trust, two Integrated Cyber Members, gifted 6,328,000 Company Shares to certain employees and associates of Integrated Cyber.

Following completion of the Acquisition, ICS is a wholly-owned subsidiary of the Resulting Issuer and the business of ICS, as described in this Prospectus, is the business of the Resulting Issuer. See “*Information Concerning ICS*” and “*Information Concerning the Resulting Issuer*”.

In connection with the Closing, the Board Reorganization was effected and the Company entered into the Management Consulting Agreements. See “*Information Concerning the Acquisition – Acquisition of Integrated Cyber by the Company*”.

## **DIVIDENDS OR DISTRIBUTIONS**

The Company has neither declared nor paid any dividends on the Company Shares. The Company intends to retain its cash to finance growth and expand its operations and does not anticipate paying any dividends on the Company Shares in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of the Company Board and will depend on many factors, including, among others, the Company's financial condition, current and anticipated cash requirements, contractual restrictions and financing agreement covenants, solvency tests imposed by applicable corporate law and other factors that the Company Board may deem relevant.

## **SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION & ANALYSIS**

### **Selected Financial Information**

The table below sets forth selected financial information for the Company. The selected financial information has been derived from, and is qualified by, the Company's audited financial statements for the period from incorporation (November 12, 2021) to June 30, 2022, attached as Appendix A to this Prospectus. The selected financial information should be read in conjunction with those financial statements and the accompanying notes, as well as the Company's MD&A attached as Appendix F to this Prospectus.

	<b>Year ended June 30, 2022 (audited)</b>
Current Assets	C\$164,116
Total Assets	C\$164,116
Current Liabilities	C\$150,731
Total Liabilities	C\$150,731
Revenue	Nil
Expenses	C\$529,203
Net Income (Loss)	C\$(529,203)

### **MD&A**

Attached to this Prospectus as Appendix F is the Company's MD&A for the period from incorporation (November 12, 2021) to June 30, 2022. The discussion of results in the MD&A is as of the date stated in the Company's MD&A.

The Company's MD&A should read be in conjunction with the Company's Financial Statements and the disclosure contained in this Prospectus.

## DESCRIPTION OF SHARE CAPITAL

### Company Shares

The Company's authorized capital consists of an unlimited number of Company Shares, of which 23,450,000 Company Shares were issued and outstanding immediately before the Closing.

Holders of the Company Shares are entitled to vote at all general meetings of the Company and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Company Shares, to receive dividends as and when declared by the directors and to participate rateably in any distribution of the Company's property or assets upon liquidation or wind-up.

## CONSOLIDATED CAPITALIZATION

Excluding the Closing, there have been no material changes in the capital of the Company since June 30, 2022, except for completion of the Special Warrant Financing and [●] ([collectively,] the "**Company Changes**"). See "*Information Concerning the Company - Prior Sales*" and "*Information Concerning the Company – Business of the Company*".

The table below outlines (a) the consolidated capitalization of the Company as at June 30, 2022; and (b) the *pro forma* consolidated capitalization of the Company as at June 30, 2022, after giving effect to the Company Changes. The table below should be read in conjunction with the Company Financial Statements, together with the notes thereto.

Description	Authorized	Outstanding as at June 30, 2022	Outstanding as at June 30, 2022, after giving effect to the Company Changes
Company Shares	Unlimited	23,450,000	23,450,000
Company Warrants	N/A	7,657,500	7,657,500
Stock Options	Variable <sup>(1)</sup>	200,000	200,000
Special Warrants	3,500,000	Nil.	[3,500,000]
Indebtedness	N/A	C\$51,995 <sup>(2)</sup>	C\$51,995 <sup>(2)</sup>

#### Notes:

- (1) The Equity Incentive Plan allows for the grant of a maximum number of Stock Options as is equal to 10% of the issued and outstanding Company Shares from time to time.
- (2) Consists of trade and other payables.

For information regarding changes in the Company's consolidated capitalization that are expected to result from the Acquisition, see "*Information Concerning the Resulting Issuer – Pro-Forma Consolidated Capitalization*".

## OPTIONS TO PURCHASE SECURITIES

### Equity Incentive Plan

As at the date of this Prospectus, there are 450,000 stock options of the Company ("**Stock Options**") issued and outstanding under the equity incentive plan of the Company (the "**Equity Incentive Plan**"). The Equity Incentive Plan was approved by the Board on May 25, 2022. The purpose of the Equity Incentive Plan is to provide an incentive to the directors, officers, employees, consultants and other personnel of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability of such persons who contribute materially to the success of the Company; and to attract to and retain in the employment of the Company, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company.

The table below provides a summary of the Equity Incentive Plan assuming the listing of the Company Shares on the Exchange. The full text of the Equity Incentive Plan will be available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Key Terms	Summary
Administration	The Equity Incentive Plan is administered by the Company Board or by a special committee of directors appointed from time to time by the Company Board.
Stock Exchange Rules	All Stock Options granted pursuant to the Equity Incentive Plan are subject to applicable rules and policies of any stock exchange or exchanges on which the Company Shares are listed and any other regulatory body having jurisdiction.
Company Shares Subject to Plan	The aggregate number of Company Shares issuable upon the exercise of all Options granted under the Stock Option Plan are not to exceed 10% of the issued and outstanding Company Shares from time to time. If any Stock Options granted under the Equity Incentive Plan expires for any reason without being exercised, the unpurchased Company Shares are available for the purpose of the Equity Incentive Plan.
Eligibility	Directors, officers, consultants and employees of the Company and employees of a person or company which provides management services to the Company are eligible to participate in the Equity Incentive Plan. Subject to compliance with requirements of the applicable regulators, participants may elect to hold Stock Options granted to them in an incorporated entity wholly owned by them and such entity is bound by the Equity Incentive Plan in the same manner as if the Stock Options were held by the participant.
Number of Optioned Shares	<p>No single participant may be granted Stock Options to purchase a number of Company Shares equaling more than 5% of the issued Company Shares in any 12 month period unless the Company has obtained disinterested shareholder approval in respect of such grant and meets applicable regulatory requirements.</p> <p>Stock Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Company Shares in any 12 month period to a consultant of the Company.</p> <p>Stock Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Company Shares in any 12 month period to persons employed to provide investor relations activities. Stock Options granted to consultants performing investor relations activities will contain vesting provisions such that vesting occurs over a minimum of 12 months with no more than 1/4 of the Stock Options vesting in any three month period.</p>
Exercise Price	The exercise price of the Company Shares subject to each Stock Options shall be determined by the Company Board, subject to approval by the regulators (if applicable), at the time any Stock Options is granted.



<b>Key Terms</b>	<b>Summary</b>
Vesting and Exercise Period	<p>Each Stock Options and all rights thereunder shall expire on the date set out in an option agreement, provided that in no circumstances shall the duration of an Stock Options exceed the maximum term permitted by the applicable regulators.</p> <p>If any Stock Options expire during a period when trading of the Company's securities by certain persons as designated by the Company is prohibited or within ten business days after the end of such a period, the term of those Stock Options will be extended to ten business days after the end of the prohibited trading period, unless such extension is prohibited by any applicable law or the policies of the applicable regulators.</p>
Cessation of Employment	<p>Unless otherwise specified in the award agreement pursuant to which the Stock Options are granted to the participant, if a participant ceases to be a director, officer, consultant or employee of the Company, or ceases to be a management company employee, for any reason (other than death or termination for cause), such participant may exercise their Stock Options to the extent that the participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the participant ceases to be a director, officer, consultant or employee, or a management company employee, unless such participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the participant's services to the Company.</p>
Death of Participant	<p>In the event of the death of a participant, the Stock Options previously granted shall be exercisable only within 12 months after such death and only if and to the extent that such participant was entitled to exercise the Stock Options at the date of death.</p>

The table below sets forth the aggregate number of Stock Options which are outstanding as at the date of this Prospectus.

<b>Holders of Stock Options</b>	<b>Number of optionees</b>	<b>Company Shares underlying Stock Options</b>	<b>Exercise price</b>	<b>Expiry date</b>
Executive officers	1	50,000	\$0.30	June 6, 2027
Directors (other than those who are also executive officers)	2	400,000	\$0.30	June 6, 2027 and July 1, 2027
Consultants and employees	Nil	Nil	Nil	Nil
<b>TOTAL</b>	<b>3</b>	<b>450,000</b>		

### **Company Warrants**

As of the date of this Prospectus, there are 7,657,500 Company Warrants, including 1,657,500 Alke Fee Warrants, issued and outstanding, as follows:

<b>Number of Company Warrants</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
6,000,000	\$0.10	December 14, 2026
1,657,500	\$0.10	April 20, 2025

6,000,000 Company Warrants were issued in connection with an equity financing completed by the Company on December 14, 2021, each exercisable for the purchase of one Company Share at an exercise price of \$0.10 per share and with an expiry date of December 14, 2026.

Pursuant to the Alke Agreement, the Company issued to Alke 1,657,500 Alke Fee Warrants each exercisable into one Company Share at an exercise price of \$0.10 until the date that is four (4) years from the date of issuance, being April 20, 2022. See "*Information Concerning the Acquisition - Alke Agreement*". Prior to Listing, Alke will be issued the Alke Top-Up Warrants, an additional 3,377,050 Alke Warrants by the Resulting Issuer in accordance with the terms of the Alke Warrant Certificate, such that Alke shall own common share purchase warrants of the Resulting Issuer equal to 8.5% of the issued and outstanding Resulting Issuer Shares immediately prior to Listing. See "*Information Concerning the Acquisition – Alke Agreement*".

### DESCRIPTION OF SPECIAL WARRANTS

As of the date of this Prospectus, there are [3,500,000] Special Warrants issued and outstanding.

On [●], the Company closed the Special Warrant Financing Private Placement and issued an aggregate of [3,500,000] Special Warrants at a price of \$0.30 per Special Warrants for gross proceeds of [\$1,050,000] received by the Company (the "**SW Proceeds**").

Each Special Warrant entitles the holder to receive, without further payment, one SW Share. Each unexercised Special Warrant will be deemed to be automatically exercised on the Automatic Conversion Date.

The Company has granted to each hold of Special Warrants a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires another security of the Company on deemed automatic exercise of the Special Warrant (as provided for in this Prospectus) is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the Prospectus or an amendment to the Prospectus containing a misrepresentation:

- (a) The holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired;
- (b) The holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company on the acquisition of the Special Warrant; and
- (c) If the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder were the original subscriber.

## PRIOR SALES

The table below summarizes the issuances of Company Shares and securities that are convertible or exchangeable into Company Shares from the date of incorporation of the Company (November 12, 2021) to the date of this Prospectus.

Issue date	Type of security	Number issued	Issue price	Exercise price	Description of issuance
November 12, 2021	Company Shares	500,000	\$0.001	N/A	Incorporator's shares
December 14, 2021	Company Shares <sup>(1)</sup>	12,000,000	\$0.005	N/A	Private placement
December 14, 2021	Company Warrants <sup>(1)</sup>	6,000,000	N/A	\$0.10	Private Placement
February 25, 2022	Company Shares	7,000,000	\$0.02	N/A	Private placement
April 20, 2022	Company Shares <sup>(2)</sup>	3,050,000	\$0.05	N/A	Shares for Services
April 20, 2022	Company Warrants <sup>(3)</sup>	1,657,500	N/A	\$0.10	Shares for Services
May 16, 2022	Company Shares	300,000	\$0.10	N/A	Private Placement
June 20, 2022	Company Shares	600,000	\$0.20	N/A	Private Placement
■	Special Warrants	[3,500,000] <sup>(4)</sup>	\$0.30	N/A	Private Placement
■	Company Shares	[32,280,000] <sup>(5)</sup>	\$0.02	N/A	Asset Acquisition

**Notes:**

- (1) On December 14, 2021, the Company completed a non-brokered private placement offering of units, comprised of one Company Share and one-half of one Company Warrant. Each Company Warrant is exercisable at a price of \$0.10 to obtain one Company Share until December 14, 2026.
- (2) On April 15, 2022, the Company entered into an investment and advisory agreement with Alke Capital Limited (the "**Alke Investment Agreement**") whereby Alke Capital Limited ("**Alke**") agreed to commit \$5,000,000 to the Company to support its growth following Listing (the "**Commitment**"). As consideration for the Commitment, the Company issued 3,000,000 Company Shares to Alke. Under the Alke Investment Agreement, the Company also issued 50,000 Company Shares to Alke for advisory services provided by Alke to the Company until the effective date of the agreement.
- (3) See "*Information Concerning the Acquisition – Alke Agreement*".
- (4) Each Special Warrant entitles the holder thereof to acquire, without payment of additional consideration, one SW Share. Each unexercised Special Warrant will be deemed to be automatically exercised on the Automatic Conversion Date. See "*Information Concerning the Company – Description of Special Warrants*".
- (5) Issued to the Integrated Cyber Members at Closing. See "*Information Concerning the Acquisition – Acquisition of Integrated Cyber by the Company*".

## PRINCIPAL SECURITYHOLDERS

Other than as set out in the table below, as of the date of this Prospectus, no person beneficially owns or exercises control or direction over Company Shares carrying more than 10% of the votes attached to the Company Shares.

Name	Designation of security	Quantity of securities	Percentage of Company Shares immediately before Closing <sup>(1)</sup>
Strategic Investments LLC <sup>(2)</sup>	Common Shares	5,466,667	23.3% <sup>(5)</sup>
Adelaid Investments LLC <sup>(3)</sup>	Common Shares	5,400,000	23.0% <sup>(5)</sup>

Name	Designation of security	Quantity of securities	Percentage of Company Shares immediately before Closing <sup>(1)</sup>
Alke Capital Limited <sup>(4)</sup>	Common Shares	3,050,000	13.0% <sup>(5)</sup>
Maynard Communications Limited	Common Shares	4,000,000	17.1% <sup>(5)</sup>

**Notes:**

- (1) Immediately before Closing, the Company will have [23,450,000] Company Shares issued and outstanding.
- (2) Strategic Investments LLC holds 3,300,000 Company Warrants, each exercisable for the purchase of one (1) Company Share at an exercise price of \$0.10 per share and with an expiry date of December 14, 2026.
- (3) Adelaide Investments LLC holds 2,700,000 Company Warrants, each exercisable for the purchase of one (1) Company Share at an exercise price of \$0.10 per share and with an expiry date of December 14, 2026.
- (4) Alke Capital Limited holds 1,657,500 Company Warrants, each exercisable for the purchase of one (1) Company Share at an exercise price of \$0.10 per share and with an expiry date of April 20, 2026. The Alke Warrants have a top-up entitlement, whereby after Closing but prior to Listing, the Resulting Issuer will issue to Alke an additional 3,377,050 Resulting Issuer Warrants.
- (5) On a fully diluted basis, assuming the exercise of [7,657,500] Company Warrants and [450,000] Company Options and the deemed automatic conversion of [3,500,000] Special Warrants but excluding Closing, the Company would have [35,057,500] Common Shares outstanding and the following Principal Shareholders would own:
  - a. Strategic Investments LLC would hold 25.0% of the Company Shares;
  - b. Adelaide Investments LLC would hold 23.1% of the Company Shares;
  - c. Maynard Communications Limited would hold 11.4% of the Company Shares; and
  - d. Alke Capital Limited would hold 13.4% of the Company Shares.

## DIRECTORS AND EXECUTIVE OFFICERS

### Name, Occupation and Security Holdings

The table below sets out the names, state or province and country of residence, position, principal occupations during the five preceding years and the number of Company Shares that each of its directors and executive officers of the Company beneficially owns, directly or indirectly, or exercises control over, as of the date of this Prospectus.

Director, role(s) and residence	Director since	Principal occupation (past 5 years)	Company Shares owned	Percentage of Company Shares <sup>(1)</sup>
Faramarz Haddadi <sup>(2)</sup> Director and Chief Executive Officer <i>Vancouver, BC</i>	November 12, 2021	CEO, 1319275 B.C. Ltd. (2022 – Present); Present and CEO, F&M Property Investments Ltd. (2003 – 2021); Director, Auxo Growth Partners Ltd. (2022 – Present)	500,000	2.1%
Shao Bo Lu Director and Chief Financial Officer <i>Vancouver, British Columbia</i>	June 6, 2022	Controller, H.G.L. Investments Ltd. (July 2022 – Present); CFO, 1319275 B.C. Ltd. (2022 – Present); President, Devin Lu CPA Inc. (2022 – Present); Realtor, Keller Williams Realty VanCentral (2020 – Present); Financial Manager, New Start Technology Ltd. (2020 – 2022); Realtor, RE/MAX Colonial Pacific Realty Ltd.	Nil	Nil

Director, role(s) and residence	Director since	Principal occupation (past 5 years)	Company Shares owned	Percentage of Company Shares <sup>(1)</sup>
		(2020 – 2021); Self-employed (2019-2020); Realtor, Royal Pacific Realty Kingsway (2017-2019);		
Robert Bain <sup>(2)</sup> Director <i>Dubai, UAE</i>	June 6, 2022	Managing Director, Eshara Water/Air Trading Units Limited (2020 – Present); Managing Director, Robin Hood Energy Limited (2017 – 2020)	Nil	Nil
Jeri Dunn <sup>(2)</sup> Director <i>Naples, Florida</i>	July 1, 2022	Executive Coach and Mentor, Boston University and CIO Executive Council “Pathways” Program (2011 – Present)	Nil	Nil

**Notes:**

- (1) Based on an aggregate of [23,450,000] Company Shares issued and outstanding immediately before Closing;
- (2) Members of the Company's Audit Committee. Mr. Bain serves as the chair of the Company's Audit Committee.
- (3) On a fully diluted basis, assuming the exercise of an aggregate of 7,657,500 Company Warrants, 450,000 Company Options and the deemed automatic conversion of [3,500,000] Special Warrants, Mr. Faramarz Haddadi would hold 1.4% of the Company Shares.

The board of directors and executive officers of the Company were reconstituted following the Closing to comprise of the individuals set out under “*Information Concerning the Resulting Issuer – Directors and Executive Officers.*”

**Background – Directors and Executive Officers**

The following is a brief description of the director of the Company, including his name, age, position and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus, experience in the Company's industry and the amount of time intended to be devoted to the affairs of the Company:

**Faramarz Haddadi, Director and Chief Executive Officer, Age: 69**

Faramarz Haddadi has served as the Company's Chief Executive Officer since November 2021. Mr. Haddadi has a master degree in Accounting and Financing from NIOC Accounting Faculty. Mr. Haddadi has over 15 years of experience in the finance and investment industry. He is presently a director of Auxo Growth Partner Ltd., a private investment firm, and was president of F&M Property Investments Ltd. from 2003 to 2021.

Mr. Haddadi will devote 50% of his time to the affairs of the Company. Mr. Haddadi is not an employee of the Company and has not entered into a non-competition or non-disclosure agreement with the Company.

**Shao Bo Lu, Director and Chief Financial Officer, Age:42**

Shao Bo Lu has served as the Company's Chief Financial Officer since June 2022. Mr. Lu is the founder of Devin Lu CPA Inc., which is a Vancouver-based accounting firm providing accounting and tax services to local businesses in various industries. In his public practice, he has developed experience in pre-IPO preparation and is currently serving as a controller of a few mining companies in British Columbia. In addition to his public practice, Mr. Lu has over 10 years of account experience in various industries, including manufacturing, mining and real estate.

Mr. Lu will devote 15% of his time to the affairs of the Company. Mr. Lu is not an employee of the Company and has not entered into a non-competition or non-disclosure agreement with the Company.

**Robert Bain, Director, Age: 55**

Robert Bain is a businessman with an extensive career in accounting, finance, and capital raising in financial markets. Mr. Bain has an honorary bachelors degree in accountancy and management from Sheffield University, and he is part of the Institute of Chartered Accountants in England and Wales. Mr. Bain has experience in financial auditing, advising clients on business mergers and acquisitions, and he has spent over 27 years of his career working in a variety of different roles in the financial sector.

Mr. Bain is the managing director of a water business in Abu Dhabi, UAE,, he has worked at EY and PKF for over 10 years and 8 years as CEO and managing partner of VV Capital LLP a small uk based investment and private equity firm. Mr. Bain has extensive experience in growing small and medium sized businesses, and he also has successfully developed investment strategies and raised capital within private equity markets.

Mr. Bain devotes 20% of his time to the affairs of the Company. Mr. Bain is not an employee of the Company and has not entered into a non-competition or non-disclosure agreement with the Company.

**Jeri Dunn, Director, Age: 67**

Jeri Dunn is a businesswomen with wealth of management experience in the information technology sector. Ms. Dunn has a associated degree in computer technology from Edinboro State University, and she is a founding member of the Arkansas Chapter for Women in Technology.

Ms. Dunn has experience managing business information systems for large multi-national corporations, and she has recently spent her professional time mentoring and providing coaching to executives through Boston University and CIO Executive Council's Pathways program.

Ms. Dunn devotes 30% of her time to the affairs of the Company. Ms. Dunn is not an employee of the Company and has not entered into a non-competition or non-disclosure agreement with the Company.

**Corporate Cease Trade Orders and Bankruptcies**

No director or executive officer of the Company (nor any personal holding company of any such persons) is, as of the date hereof, or was within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company), that: (i) was subject to an Order, and that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of the Company (nor any personal holding company of any such persons), or shareholder of the Company holding a sufficient number of securities of the Company to affect materially the control of the Company: (i) is, as of the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any company (including the Company) 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 (ii) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

### **Penalties or Sanction and Personal Bankruptcies**

No director or executive officer of the Company (nor any personal holding company of any of such persons), or Shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to: (i) 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 (ii) 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.

No existing or proposed director, executive officer or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is as of the date hereof, or within the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

### **Conflicts of Interest**

Other than as disclosed herein, there are no existing or potential material conflicts of interest among the Company and a current or prospective director or officer of the Company at the date of this Prospectus.

## **EXECUTIVE COMPENSATION**

Since incorporation the Company has not paid any compensation to its directors or its Named Executive Officers.

### **Director and Named Executive Officer Compensation, Excluding Compensation Securities**

The table below sets out the compensation to the Company's Named Executive Officers, being Faramarz Haddadi and Shao Bo Lu, and directors of the Company, Robert Bain and Jerry Dunn, from incorporation (November 12, 2021) to June 30, 2022.

<b>Name and position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission</b>	<b>Bonus</b>	<b>Committee or meeting fees</b>	<b>Value of perquisites</b>	<b>Value of all other compensation</b>	<b>Total compensation</b>
Faramarz Haddadi <i>Director, President, and Chief Executive Officer</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
Shan Bo Lu <i>Director and Chief Financial Officer</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
Robert Bain <i>Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
Jerry Dunn <i>Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil

**Stock Options and Other Compensation Securities**

The table below sets out the compensation securities granted or issued to each director and Named Executive Officer of the Company from incorporation (November 12, 2021) to June 30, 2022.

<b>Name and position</b>	<b>Type of compensation security</b>	<b>Number of compensation securities, number of underlying securities, and percentage of class</b>	<b>Date of issue or grant</b>	<b>Issue, conversion or exercise price</b>	<b>Closing price of security or underlying security on date of grant</b>	<b>Closing price of security or underlying security at year end</b>	<b>Expiry date</b>
Faramarz Haddadi <i>Director and Chief Executive Officer</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Shao Bo Lu <i>Director and Chief Financial Officer</i>	Stock Option	50,000	June 6, 2022	\$0.30	N/A	N/A	June 6, 2027
Rob Bain <i>Director</i>	Stock Option	150,000	June 6, 2022	\$0.30	N/A	N/A	June 6, 2027
		100,000	July 1, 2022	\$0.30	N/A	N/A	July 1, 2027
Jeri Dunn <i>Director</i>	Stock Option	150,000	July 1, 2022	\$0.30	N/A	N/A	July 1, 2027

**Exercise of Compensation Securities by Directors and NEOs**

No directors or Named Executive Officer of the Company has exercised any compensation securities.

**Equity Incentive Plan**

For a description of the material terms of the Equity Incentive Plan and the corresponding Stock Options, see "*Information Concerning the Company - Options to Purchase Securities - Equity Incentive Plan*".

**Compensation to Associates**

No awards, earnings, payments or payables were made to any associates of named executives or directors of the Company.

**External Management Companies**

All named executives of the Company were employees or consultants of the Company.



### **Employment, Consulting and Management Agreements**

The Company does not have any employment, consulting or management agreements with any directors or officers of the Company.

### **Oversight and Description of Director and Named Executive Compensation**

The Company Board determines the annual compensation of Named Executive Officers. Current market conditions, market compensation, and company finances are taken into account when determining compensation.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

### **Aggregate Indebtedness**

Other than Routine Indebtedness, no directors, executive officers and employees and no former directors, executive officers and employees of the Company are or were indebted to the Company in connection with a purchase of securities and all other indebtedness as at the date of this Prospectus.

### **Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs**

Other than Routine Indebtedness, no directors or executive officers of the Company, and associates of such directors or executive officers are or were indebted to the Company as at the date of this Prospectus.

## **AUDIT COMMITTEE AND CORPORATE GOVERNANCE**

### **Audit Committee**

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

### **Composition of the Audit Committee**

The Audit Committee of the Company is composed of three directors, being Mr. Haddadi, Mr. Bain (Chair) and Ms. Dunn. Of the members of the Audit Committee of the Company, Mr. Bain and Ms. Dunn are considered to be independent directors and all are considered financially literate, in each case within the meaning of NI 52-110.

## Relevant Education and Experience

Each of the members of the Audit Committee of the Company has extensive education and experience relevant to the performance of their responsibilities as members of the Audit Committee. See "*Information Concerning the Company - Directors and Executive Officers - Background – Directors and Executive Officers*".

## Pre-Approval Policies and Procedures

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

## External Auditor Service Fees

Fees billed by the Company's external auditor, Davidson & Company LLP, during the financial period ended June 30, 2022 were as set out in the table below.

Fiscal Period Ending	Audit Fees <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
June 30, 2022	C\$15,000	C\$15,000	\$Nil	\$Nil

### Notes:

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

## Reliance on Exemptions

Following Listing, the Company will be a "venture issuer" and will therefore be exempt from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

## Corporate Governance Disclosure

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

## The Company Board

The Company Board currently consists of four directors, of whom two are independent based on the test for director independence set out in NI 52-110. Jeri Dunn and Robert Bain are the independent directors of the Company. Mr. Haddadi and Mr. Lu are the Chief Executive Officer and the Chief Financial Officer of the Company, respectively, and are not considered to be independent based on the test for director independence set out in NI 52-110.

## Directorships

None of the directors of the Company serve on the boards of directors of other reporting issuers (or the equivalent) in Canada or foreign jurisdictions.

## **Orientation and Continuing Education**

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

Each new director participates in the Company's initial orientation program and each director participates in the Company's continuing director development programs, both of which are reviewed annually by the Company Board.

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

## **Ethical Business Conduct**

The Company Board has adopted the Code for the directors, officers, employees and consultants of the Company. All new employees must read the Code when hired and acknowledge that they will abide by the Code.

The Company Board is responsible for monitoring compliance with the Code. In accordance with the Code, directors, officers, employees and consultants of the Company should raise questions regarding the application of any requirement under the Code, and report a possible violation of a law or the Code, promptly to their superior or manager. If reporting a concern or complaint to a superior or manager is not possible or advisable, or if reporting it to such person does not resolve the matter, the matter should be addressed with the Chief Financial Officer of the Company.

The Company Board monitors compliance with the Code by, among other things, obtaining reports from the Chief Executive Officer regarding breaches of the Code. The Company Board also reviews investigations and any resolutions of complaints received under the Code. In addition, the Company Board approves changes to the Code it considers appropriate, at least annually. The Code will be available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company Board takes steps to ensure that directors, officers and other employees exercise independent judgment in considering transactions and agreements in respect of which a director, officer or other employee of the Company has a material interest, which include ensuring that directors, officers and other employees are thoroughly familiar with the Code and, in particular, the rules concerning reporting conflicts of interest and obtaining direction from their superior or manager or the Chief Financial Officer regarding any potential conflicts of interest.

The Company Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to directors, officers and other employees to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct.

## **Nomination of Directors**

The Company Board does not have a nominations committee or a formal procedure with respect to the nomination of directors. In addition, the Company does not have any defined policy or procedure requirements of shareholders to submit recommendations or nominations for directors, and it has not established any specific or minimum criteria for nominating directors or specific process for evaluating any such nominees. The Company Board expects to identify future potential director candidates from recommendations made by its directors, management and shareholders, as appropriate.

## **Compensation**

The Company Board is responsible for determining compensation for the officers, employees, and non-executive directors of the Company. The Company Board annually reviews all forms of compensation paid to officers, employees and non-executive directors, both with regards to the expertise and experience of each individual and in relation to industry peers. See "*Information Concerning the Company - Executive Compensation*".

### **Other Board Committees**

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

### **Director Assessments**

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

### **PROMOTER**

Faramarz Haddadi may be considered to be the promoter of the Company, as that term is defined in the *Securities Act* (British Columbia). As of the date of this Prospectus, Mr. Haddadi beneficially owns, or controls or directs, directly or indirectly, 500,000 Company Shares, representing 2.1% of the Company Shares.

### **RISK FACTORS**

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

### **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

The Company is not a party to any legal proceeding nor was it a party to, nor is or was any of its property the subject of any legal proceeding, from the date of incorporation of the Company to the date of this Prospectus.

From the date of incorporation of the Company to the date of this Prospectus, there were no: (i) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority; (ii) penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision; or (iii) settlement agreements the Company entered into before a court relating to securities legislation or with a securities regulatory authority.

### **INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Other than as described below, there are no material interests, direct or indirect, of directors, senior officers, any person holding more than 10% of the Company Shares, or any known associates or affiliates of such persons, in any transaction since the incorporation of the Company or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Company.

On April 1, 2022, Strategic Investments LLC ("**Strategic**") entered into a loan agreement with the Company whereby Strategic loaned the Company \$80,000 at a 10% annual interest rate (the "**Related Loan**"). The Related Loan matures on December 31, 2022.

As at the date of this Prospectus, Strategic owns 23.3% of the Company Shares. For more information, see "*Information Concerning the Company – Principal Securityholders*".

## INFORMATION CONCERNING INTEGRATED CYBER

### CORPORATE STRUCTURE

#### Name, Address and Incorporation

Integrated Cyber was organized under the Limited Liability Company Act (Connecticut) on November 8, 2016, under the name, Integrated Cyber Solutions, LLC. Integrated Cyber has no subsidiaries and operates as a limited liability company.

The registered office address of Integrated Cyber is One Stiles Rd., Suite 105, Salem, New Hampshire, 03079, USA.

Integrated Cyber is not a reporting issuer in any jurisdiction, and no securities of Integrated Cyber are listed or posted for trading on any stock exchange. Integrated Cyber's financial year-end is December 31.

### BUSINESS OF INTEGRATED CYBER

#### General Overview of Integrated Cyber

Integrated Cyber delivers cybersecurity managed services to the Small-to-Medium Business ("**SMB**") and Small-to-Medium Enterprise ("**SME**") segments, integrating best-in-class capabilities from multiple third-party cybersecurity providers. By providing cybersecurity as a 'managed service,' they are able to continuously evolve services as technology (and providers) evolve, thus future-proofing their customer's investment in Integrated Cyber. In addition to providing key cybersecurity services, Integrated Cyber correlates information across multiple siloed platforms in their customers' environments to help them better understand and manage their environments with simple, understandable and actionable insights. Integrated Cyber emphasizes the human side of cybersecurity management, simplifying cyber concepts, and focusing on the critical role employee behavior plays in a company's cyber defenses.



Figure 1: Summary of Integrated Cyber's product offering

Integrated Cyber integrates and leverages or manages its customers' existing software platforms to offer a comprehensive set of solutions for SMBs and SMEs that may not have a dedicated Chief Information Security Officer ("CISO") or security team. The key services (and partners) for Integrated Cyber are as follows:

**1. Managed Detection and Response (MDR):**

- a. *Talion XDR* – managed Detection and Response aimed at the larger companies, including the ability to support and provide xDR services on top of a customer's owned SIEM (log data platform);
- b. *Vijilan XDR* – Managed Incident Detection and Response aimed at the SMB or less complex companies;
- c. *SentinelOne EDR* – offers Endpoint Detection and Response ("EDR") for users' smartphones and computers; and
- d. Additional EDR partners are also supported based on customer preference

**2. Vulnerability Management:**

- a. *Vulnera* – offers vulnerability assessment and penetration testing;
- b. *DarkWebID* – offers extremely affordable dark web scanning to their clients. This service is included in their broader offering as a value-add;
- c. *Rapid7* – more advanced vulnerability management for larger customers; and
- d. Additionally, Integrated Cyber offers a Vulnerability Remediation Office – a program office aimed at continuous prioritization, remediation execution, and tracking of a company's vulnerability remediation efforts.

**3. Employee Awareness & Engagement:**

- a. *Proofpoint PSAT* – delivers security awareness and training for their customer's employees
- b. *KnowBe4* – delivers security awareness and training for their customer's employees

**4. Cyber Insurance**

- a. *Cysurance* – offers insurance to clients in the event of a cyber security breach. Cysurance is a licensed insurance broker and offers multiple insurance offerings with varying liability limits based on industry. Integrated Cyber is not licensed to sell insurance, so they broker cyber insurance to interested companies in exchange for a small sales commission.

**Three-Year History of Integrated Cyber**

2019

2019 was the first full year of operations for the Integrated Cyber delivery model.

During 2019, the first full year of operations, Integrated Cyber began acquiring clients while continuing to refine its business model with quantifiable financial performance and delivery costs. During the year, Integrated Cyber established critical delivery and technology partnership agreements. The service providers integrated into Integrated Cyber's delivery model included, in chronological order:

By this point, no additional capital infusion was made in Integrated Cyber.

- *Vijilan* – an affordable Managed Detection and Response (MDR) provider of Security Information and Event Management (SIEM) / Security Operations Center (SOC) services around which Integrated

Cyber manages the customer engagement and response processes. Vijilan is still used today for the Managed Incident Detection and Response service – SMB Edition.

- Vijilan was included in several initial deals for Integrated Cyber, including a multi-state energy provider in the northeast, a global metal parts manufacturer, and a financial services firm in New York City.
- This SMB edition of Integrated Cyber's MDR service was also sold through Integrated Cyber's Managed Service Provider (MSP) channel partner, Atrion, to several of their clients in the New Jersey area.
- BluSapphire – a provider of Managed Detection and Response (SIEM/SOC) services, was introduced into the portfolio to offer a higher level of service to larger or more complex customers. Integrated Cyber invested directly in designing and developing APIs between BluSapphire and TruOps (risk/vulnerability management).
  - BluSapphire was initially selected as Integrated Cyber's premium ITAR-compliant (International Traffic in Arms Regulations) model for an opportunity in the Middle East (see below). It was replaced by a partnership with Talion in 2021.
- Bitdefender was selected as Integrated Cyber's Small Business Edition EPP (Endpoint Protection) partner.
- Rapid7, TruOps, and Tenable were introduced as partner options for Risk and Vulnerability Management; but not included in active deals. They were going to be included as an option for premium customers.
- SecurityAdvisor was selected as the initial partner for employee awareness and engagement. Joint investments were made to wrap the core platform into a robust offering provided by Integrated Cyber.
  - SecurityAdvisor was featured in Integrated Cyber's first sale for their Employee Awareness and Engagement Service in a large global manufacturing customer. SecurityAdvisor has since then been acquired by KnowBe4 and services are being delivered through the new security platform.
- Cysurance was introduced as an add-on offering for cyber insurance.

In 2019, an introduction was made to a defense solutions company in the Middle East with the goal of leveraging the Integrated Cyber business model, Go-to-Market infrastructure and marketing content, service portfolio, and partnerships to offer the same service in the region. After multiple extensive trips and negotiations, a formal professional services engagement was put in place to build out its cyber strategy, portfolio, and investment business case. This included securing specialized terms, ensuring all technologies and solutions were ITAR compliant and starting the process of translating collateral, tools, and other capabilities for the local market. During this time, additional investments were made in ITAR compliant partners. Ongoing marketing collaboration and sales efforts were also included in this investment, requiring multiple trips to the region for active business planning and joint sales.

This large professional services engagement fueled additional investments in Integrated Cyber, including the first phase of Integrated Cyber's Unified Portal, that was built in both Integrated Cyber and the Middle East Partner's brand.

During this year, Integrated Cyber completed the initial architectural design of its integration platform, IC360 – partnering with Xenovus, a software development firm, in September 2019 to build and release its first version in March 2020. The initial phase of the IC360 Platform focused on a Unified Portal offering clients a single secure experience from which they can access and manage multiple cyber services, receive personalized notifications and reports from Integrated Cyber, while easily integrating their own local software or third-party Software-as-a-Service platforms. The Unified Portal was the first of three critical layers in the IC360 Architecture.

Initial designs for the remaining two layers: an Integrated Data Lake (for cross-platform data correlation and machine learning) and an Integration / API Backbone (for no-code integration of third-party application, data and services) were completed, but the COVID-19 pandemic impacted the subsequent release investments. Design investments have continued, awaiting a return to pre-pandemic levels of investment.

## 2020

In 2020, the COVID-19 pandemic created a sales slowdown for Integrated Cyber. More importantly, it caused substantial challenges for several of Integrated Cyber's partners and potential customers. The Middle East Partner was impacted substantially, and the project of replicating Integrated Cyber was put on indefinite hold.

Integrated Cyber continued to build partnerships and integrations to enhance its portfolio:

- Lucideus – a provider of premium Vulnerability Management software was actively involved in prototyping their Platform with Integrated Cyber clients, though their clients had frozen all investments during the economic downturn.
- IDAgent's DarkWebID – a lightweight software service that traces client email domains for presence on the Dark Web was introduced as an add-on to incentivize new sales and as a free add-on for existing clients to retain loyalty.
- SentinelOne – a more effective Endpoint Protection software was selected to replace Bitdefender as Integrated Cyber's SMB Edition, offering software resale and direct SentinelOne integration with the Vijilan SIEM.

During the COVID-19 pandemic, no additional capital investments were made. The management team reduced recurring compensation to a bare minimum to focus on delivering against customer commitments.

## 2021

Despite the ongoing challenges, Integrated Cyber continued to build partnerships with cybersecurity technology providers to strengthen their portfolio. Integrated Cyber also began offering professional services and consulting to help bolster sales during the market downturn, including security remediation strategies and execution services.

- Talion – a provider of advanced Detection and Response software and services replaced BluSapphire as Integrated Cyber's Premium Edition partner for Managed Detection and Response, including discrete services for SIEM Management/Tuning, SOAR (Orchestration and Automated Response platform), and Managed SOC (Security Operations Center) services. Investments were made in joint marketing, and Talion is now being qualified as the future Platform for any business in the Middle East.
- KnowBe4 – the premium provider of awareness training was selected as one of two premium software partners for Integrated Cyber's Employee Awareness and Engagement service. In 2021, KnowBe4 also acquired Integrated Cyber's previous partner, Security Advisor. One of Integrated Cyber's premier clients immediately switched to the new KnowBe4 Platform of the service upon introduction. Integrated Cyber also sold additional KnowBe4 deals during the this year.
- Proofpoint Security Awareness and Training (formerly Wombat) – a second industry-leading provider of awareness training was added to Integrated Cyber's Employee Awareness and Engagement service – resulting in an immediate sale of managed awareness service to an existing MDR client in the energy sector.
- Vulnera (formerly Furtim) – an online software solution for both one-time and continuous vulnerability assessments and management, was introduced in a new Vulnerability Management SMB Edition. A managed service was built around the software platform and quickly sold into one of Integrated Cyber's larger clients, with a sales pipeline being built for additional clients.

During this year, Integrated Cyber focused on running existing customers as efficiently as possible, investing in extensive automation and orchestration of critical workflows both for business operations (i.e., partner, customer,



and employee onboarding) as well as delivery operations (new service implementation and monthly recurring management processes). Integrated Cyber selected a workflow orchestration provider, PipelineApp.io, to automate these critical processes. There is no partnership involved as Integrated Cyber is a paying customer of the software provided by PipelineApp.io. Still, significant investment has been made in using that software platform to automate and manage multiple critical delivery and customer-facing processes.

Investments in marketing and sales automation were established with the goal of increasing awareness in the market without significant expense. Additional sales and marketing platforms were selected and deployed internally.

During this phase, Integrated Cyber's priorities also shifted toward helping clients with professional services to get through the challenge of managing remote workforces. Integrated Cyber closed several robust consulting engagements with new clients, assisting them with vulnerability remediation.

On October 15, 2021, Integrated Cyber entered into a Corporate Finance Advisory Agreement with Peter Einstein to assist in Integrated Cyber's go-public process (the "**Pre-Listing Advisory Agreement**"). Under the Pre-Listing Advisory Agreement, Mr. Einstein is entitled to 5% of the gross proceeds raised by Integrated Cyber. Also as part of the Pre-Listing Advisory Agreement, Mr. Einstein is entitled to 10% of the Resulting Issuer Shares granted to the Integrated Cyber Members.

## 2022

As the market impact of the COVID-19 pandemic began to subside, Integrated Cyber started to see an increase in sales of managed services again. Integrated Cyber introduced a new service around continuous vulnerability monitoring (based on the Vulnera platform) and sold a significant engagement to an incumbent client. Integrated Cyber also expanded sales of their Employee Awareness and Engagement service to two additional clients.

On January 21, 2022, as amended and restated on August 15, 2022, Integrated Cyber entered into a LLC Interest Purchase Agreement with the Company whereby the Company agreed to purchase all of the issued and outstanding Integrated Cyber Interests in exchange for 32,280,000 Company Shares, with each Company Share being issued at a deemed value of \$0.02 per Company Share, for aggregate consideration for Integrated Cyber of \$645,600. The Company Shares issuable to the principals of Integrated Cyber will be subject to contractual escrow, whereby 25% of Company Shares get released 12 months from the closing date; 25% of Company Shares get released 18 months from the closing date, and 50% of Company Shares are released from escrow 24 months from the closing date. As part of the Purchase Agreement, the Company agreed to provide a loan of \$20,000 upon execution of the Purchase Agreement to Integrated Cyber to assist in the preparation of audited financial statements (the "**Initial Loan**"). Integrated Cyber received the \$20,000 loan from the Company on February 10, 2022. The Purchase Agreement also allows Integrated Cyber to seek an additional loan of \$80,000 in the event this Prospectus had not been filed by March 31, 2022. On April 26 2022, the Company advanced a further \$80,000 to Integrated Cyber (the "**Second Company Loan**", and together with the Initial Loan, the "**Company Indebtedness**"). The Company Indebtedness will mature and become payable at the sole discretion of the Company, upon the termination of the Purchase Agreement or if Integrated Cyber defaults on any obligation under the Purchase Agreement. As of the date of this Prospectus, the Company has not matured the Company Indebtedness. As part of the Company Indebtedness, Peter Einstein received \$5,000 as part of the Pre-Listing Advisory Agreement. The Purchase Agreement also provides for the transfer of Resulting Issuer Shares on Closing by the Integrated Cyber Members to certain employees and affiliates of Integrated Cyber. Alan Guibord agreed to gift 2,841,200 Resulting Issuer Shares and the Noble Trust agreed to gift 3,486,800 Resulting Issuer Shares to certain employees and associates in satisfaction of past commitments, including commitments of Integrated Cyber under the Pre-Listing Advisory Agreement.

For more information on the Purchase Agreement, see "*Information Concerning the Acquisition – Acquisition of Integrated Cyber by the Company*".

No additional capital investments were made in Integrated Cyber, pending the finalization of the above transaction.

On January 31, 2022, Integrated Cyber entered into a Pay-Off Agreement and Release (the "**Grillo Pay-Off Agreement**") with Dominic and Pasquale Grillo (the "**Grillo Parties**") pursuant to the settlement of certain debts incurred between the Grillo Parties and Integrated Cyber. Under the Grillo Pay-Off Agreement, Integrated Cyber agreed to repay \$100,000 in indebtedness (the "**Grillo Indebtedness**") over twenty-four (24) months by paying the

Grillo Parties equal monthly installments of \$4,167.00 as full and final satisfaction of any indebtedness between Integrated Cyber and the Grillo Parties under the Independent Investor Agreement dated August 8, 2018 between Integrated Cyber and each of Dominic and Pasquale Grillo.

## **Business of Integrated Cyber**

### **Background**

Cyber threats continue to increase as businesses become fully networked and integrated. Breaches are complex and often executed over multiple steps, known as the threat lifecycle. The typical threat lifecycle starts with an initial exploit to enter a system, historically using malware but now using fileless methods to penetrate endpoints and establish a foothold inside a corporate network. Once inside, the attacker moves laterally across the corporate environment, collecting credentials and escalating privileges to allow total exploitation of the corporate network, including encrypting, destroying, or silently exfiltrating sensitive data. Given the various ways an attacker can penetrate a network and the multiple ways a company can address its vulnerabilities, Integrated Cyber has seen a rapid proliferation of products and services provided by technology companies to help reduce the increased risk of cyberattacks. By partnering with best-of-breed software providers, Integrated Cyber offers all the tools available to mitigate the threats associated with each stage of the threat lifecycle while also offering data analytics to ensure a corporate network has no easy penetration method.

As the cost of computing and as-a-Service platforms become more acceptable and affordable, SMBs have begun to shift their businesses toward cloud-based solutions. This change enables Integrated Cyber to easily monitor traffic through either of their Security Operations Center (SOC) partners, Talion or Vijilan, to ensure cybersecurity monitoring is in place and they can make recommendations to their clients that drive the continual evaluation of a network to prevent cybersecurity protocols from becoming outdated or ineffective.

### **Opportunity**

Integrated Cyber believes that an opportunity exists to simplify and humanize cybersecurity to allow SMBs and SMEs to have the same level of cyber protection as large multinationals without the overhead and significant upfront investment while helping them better understand and manage cyber in simple, actionable ways. Integrated Cyber offers a turn-key cybersecurity solution that allows SMBs and SMEs to offload cybersecurity responsibilities, network design, network monitoring, vulnerability assessments, and employee awareness and engagement training to ensure everyone in an organization is as strong as possible. Integrated Cyber achieves a competitive advantage by bringing diPurchase Agreementrate technologies and services into a single service with a holistic view horizontally and interconnected intelligence across each cybersecurity point solution.

The IC360 Platform will enable clients to access a single platform that combines Managed Detection and Response, Vulnerability Assessment, Email/Collaboration platforms, Active Directory, Endpoint Protection, and Employee Awareness and Engagement results. The Platform will allow the integration of third-party services into a Machine Learning (ML) engine that analyzes data generated from multiple services into artificial intelligence-driven (AI) algorithms that identify weaknesses in a network, allowing Integrated Cyber to identify and improve the security level of its client's network. Below is a summary of the service offering of Integrated Cyber and how it will achieve a unique market position for cybersecurity services.

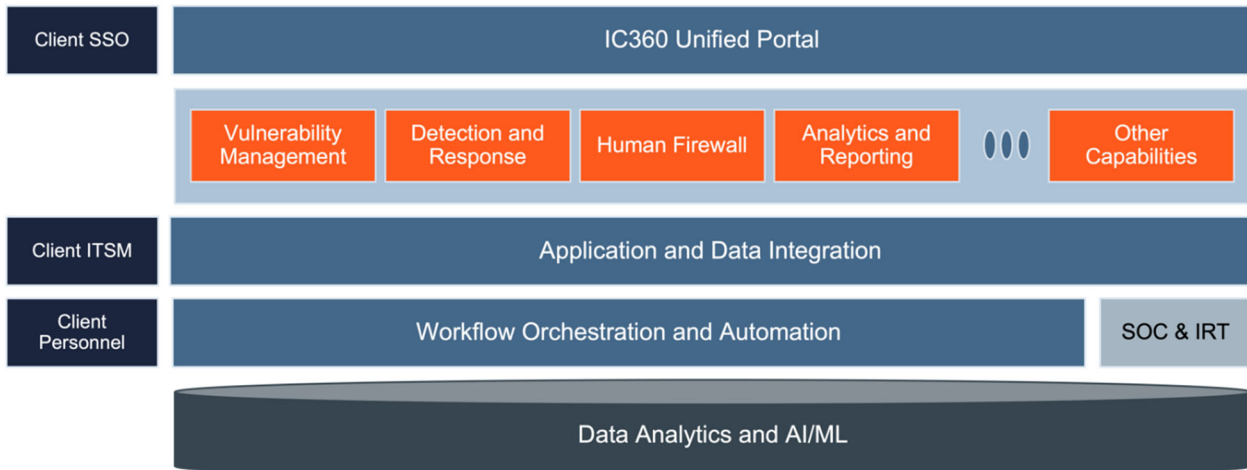


Figure 2: Schematic of Integrated Cyber's integration of different product and service offerings

### Managed Detection and Response (MDR)

As described above, Managed Detection and Response is the cornerstone of Integrated Cyber's services portfolio. In this service, Integrated Cyber partner with both Vijilan and Talion to deliver detection and response services for both the smaller SMB segment and the larger more mature small enterprise segment.

At the core of every company's cyber defense is the ability to continuously monitor for and detect cyber threats and to respond to them as quickly as possible. This part of the cyber continuum focuses on the capture of events from all points of infrastructure (network, servers, endpoints, cloud), the detection, validation, and prioritization of threats from those events, and ultimately the timely response – either via automation where policy allows or rapid engagement with the customer's IT organization. A specialized Security Operations Center (SOC) is staffed 24x7 to ensure threats are detected and managed at all hours.

Every company of any size requires this capability – as preventative measures (such as network security or endpoint protection) do not guarantee that threats or incidents cannot occur. Larger companies tend to build their own Security Operations Center (and underlying capabilities), while smaller to mid-sized companies are entirely dependent on outside providers. Even larger companies find managing their own Incident Detection and Response Security Operations Center (SOC) extremely challenging and often seek partners to assist them.

### Vulnerability Management

The best defense is a strong offense, so companies have learned that understanding their vulnerabilities BEFORE an incident or threat gives them the chance to remediate those risks before bad actors can take advantage of them. Some customers assess their vulnerabilities on a frequent but discrete basis (such as bi-annual penetration testing or vulnerability scans). In contrast, others choose to invest in continuous assessments of their vulnerabilities.

The market for vulnerability assessment or continuous vulnerability management has expanded over the recent years as companies realize the importance of understanding and managing the proactive elimination of risks. Larger companies tend to have the talent and budget to invest in their own vulnerability management capabilities, while small-and-mid-sized companies struggle in this area. The key is making it affordable, which Integrated Cyber has focused on bringing to market and delivering.

As described above, this service offering includes capabilities based on both Vulnera and Lucideus vulnerability management platforms – offering both one-time vulnerability assessments (and penetration tests) or continuous assessments.

### Employee Awareness and Engagement Training

Greater than 85% of cyber threats across all sizes of companies and all industries originate with employees making mistakes or unintentionally inviting a threat into Integrated Cyber via phishing or related employee targeted scams. Historically, employees were treated as part of the problem, and defenses and policies were enacted to keep employees from creating harm. Integrated Cyber follows the school of thought believing that employees can and should be part of the solution, not the problem – and that continuous management of their education/awareness (including testing) and the management of their results in approachable, non-judgmental ways is key. Additionally, Integrated Cyber believes strongly that awareness must be continuous and digestible – such as sending frequent small posters, tests, and 30-second videos vs. the traditional annual 4-hour mandatory training classes.

Integrated Cyber's managed service runs on the major Training/Awareness platforms, Proofpoint or KnowB4, and delivers a proven set of results beyond the base-level capabilities delivered on their platforms. Both companies enjoy extremely large installed bases, and Integrated Cyber's service is applicable to that entire market. Unlike most of Integrated Cyber's other services, this managed service can be sold to even the largest companies in the world.

### Analytics and Reporting

Each service capability includes analytics and reporting capabilities specific to its focus – such as vulnerability or employee engagement or threat detection. On a regular basis (determined by the SLA signed with each customer), Integrated Cyber analyzes events and issues – and constructs a personalized set of recommendations and insights to their customers.

Integrated Cyber is investing in the design (and development) of a data correlation engine to support advanced automated machine learning, statistical pattern detection, and insights reporting to their customers through the IC360 Platform. Today, Integrated Cyber offers a multitude of different reporting and analytics based on the services provided to each client. With the completion of their planned IC360 data lake, Integrated Cyber will offer both embedded reporting and notifications in their IC360 Unified Portal, as well as self-service reporting for their clients.

### Other Supporting Capabilities

Integrated Cyber offers point solutions in other areas of cybersecurity, including cyber insurance (through their partner Cysurance and others) as well as advanced training through several training partners.

The most important additional capability is their ability to establish a Vulnerability Remediation Office ("**VRO**") for clients seeking assistance in managing through their extensive list of vulnerabilities. Once Integrated Cyber sells vulnerability assessment/management services, most customers struggle with how to remediate and execute their long list of issues. Integrated Cyber's VRO service assists their clients in the overall organization, prioritization, governance, and execution tracking across their company – and, if required, facilitates the tactical execution of remediation projects with a network of specialists and partners. This is an Integrated Cyber provided service.

Lastly, Integrated Cyber offers a Virtual Chief Information Security Officer (CISO) service whereby trained CISOs are made available on a fractional basis to smaller companies who would otherwise not be able to afford or hire a professional CISO. Integrated Cyber currently has one resident Virtual CISO who is able to support up to three clients depending on the level of engagement they require. When not billable, the resident vCISO assists in sales and delivery activities to existing clients.

## **Business Model**

The core pillars of Integrated Cyber's business model are:

- Create shareholder value by providing managed cybersecurity solutions for SMBs and SMEs, covering the core proactive and reactive capabilities required by all companies.
- Differentiate their services with an extreme commitment to customer satisfaction, personalization, and a focus on demystifying the jargon and complexity of cybersecurity.

- Expand the share of wallet with each client through continuous high-quality delivery and active installed base sales.
- Develop relationships with premier cyber technology partners that can integrate into Integrated Cyber's existing service offerings.
- Utilize analytics through Integrated Cyber's IC360 Platform to drive value for clients, while continuing to add capabilities and functionality to IC360

The success of Integrated Cyber depends mainly on the ability to successfully leverage and sell third-party software platform services and integrate these services into their proprietary Platform, IC360. The success of the IC360 Platform largely depends on the software's ability to identify customer security gaps, allowing Integrated Cyber to cross-sell and deploy additional services to address deficiencies. Integrated Cyber will remain abreast of the cyber threat landscape to keep IC360 fully capable of protecting its customers.

Revenue is generated from several sources:

1. Managed Incident Detection and Response Services (MDR) (recurring) – this service combines in-house value-added service delivery with a service resell for back-office monitoring capabilities provided by Vijilan and Talion. Integrated Cyber owns the overall relationship with the customer, ongoing management governance over issues, and first point of contact and response.
2. Employee Awareness and Engagement Training Managed Services (recurring) – This service executes on third-party software provided by Proofpoint or KnowBe4, The entire service is defined and delivered by Integrated Cyber. In some cases, customers may choose to also procure the software through Integrated Cyber as a licensed reseller.
3. Vulnerability Assessment / Management Services (non-recurring or recurring) – This service executes on core software provided by Vulnera or Lucideus. The managed service is defined and delivered by Integrated Cyber. For this solution, the software is embedded in the service and not resold separately.
4. Professional services across the cybersecurity core security services (non-recurring), including remediation execution, training, strategy development, and others, are managed by Integrated Cyber and augmented, as required, by specialized subcontractors. Virtual CISO services are recurring professional services and are offered by Integrated Cyber directly.
5. Software resell for Endpoint Protection (such as SentinelOne), and other standard software is offered as a matter of convenience for Integrated Cyber's clients. Smaller clients will often benefit from the discount structure, while larger customers can procure software themselves.

Integrated Cyber also generates revenue through set-up fees, customization, training, and support through the onboarding of clients in each of these services.

## **Initial Sector Targets**

### *Small and Growing Business Segment*

The "small and growing" business segment is a subset of the SMB and SME market category that highlights a specific type of client that would most benefit from Integrated Cyber's service offerings. While the industry has historically focused on large enterprises with the budget and staff to manage complex cybersecurity infrastructures, there has been an increased focus on moving 'down market' to mid-sized enterprises. Integrated Cyber believes that the SMB and SME segments have been underserved and need robust cybersecurity protection as they face increased security challenges and much of the same challenges as the large enterprises.

## **Distribution Methods**

Integrated Cyber has developed different distribution strategies across markets by using the following multi-channel sales and marketing approach:

1. In March of 2022, Integrated Cyber implemented a direct Account-Based Marketing ("**ABM**") strategy and program that optimizes resources on a set of target accounts within a market based on user measurable user intent targeted toward Integrated Cyber's services. ABM executes targeted campaigns designed for active market buyers by establishing the marketing message, channel, and outreach on the specific attributes and needs of the account;
2. Outbound lead generation and appointment setting leveraging intent data from Integrated Cyber's ABM data insights;
3. Direct sales used for outbound prospecting and managing qualified inbound opportunities generated through the ABM and lead generation company;
4. Strategic partnerships with industry partners that do not compete directly with Integrated Cyber;
5. Referrals by existing clients as well as personal networks of principals; and
6. Selected events – both online and in-person.

### Foreign Partnerships

As of the date of this Prospectus, Integrated Cyber does not have any active partnerships with foreign entities, although Integrated Cyber intends to re-visit licensing strategies to enter the Middle East as COVID-19 restrictions ease and business returns to normalcy. See "*Information Concerning Integrated Cyber – Three Year History*" for more information on Integrated Cyber's relationship with the Middle East partner.

### Timing and Stage of Software Development Programmes

#### Integrated Cyber Development Budget Overview

Integrated Cyber's anticipated costs for the critical post-acquisition phase are outlined in the table below. Upon closing of the Acquisition and access of the Resulting Issuer to the funds advanced under the Alke Agreement, Integrated Cyber (and the Resulting Issuer) will focus on the first release of Integrated Cyber's intelligent data backplane and the first set of critical enhancements to Integrated Cyber's unified portal. As revenue and funding is made available, subsequent phases of these architectural components will follow.

All product design and associated IP will be owned by Integrated Cyber. It will utilize its offshore development partner, Xenovus, to ensure high quality software engineering at a competitive cost.

Integrated Cyber will follow an Agile development methodology and anticipate the first major release to be delivered within the first 12 months post-investment.

Development Phase	Estimate Time of Completion	Estimated Cost
Next Release of the IC360 Unifying Portal, including additional usability features, embedded reporting and notifications, and rapid cross-capability workflows customization. <ul style="list-style-type: none"> <li>• Starting immediately after acquisition (estimating October 2022) with a completion target of early February 2023.</li> </ul>	4 months	\$150,000 <sup>(1)</sup>
Complete design and v1 development of the IC360 intelligent correlation data lake, including data ingestion, graph-based relationship correlations, and micro-apps/APIs to the front-end portal for reporting and notifications	6 months	\$350,000 over 3 quarters <sup>(1)</sup>

Development Phase	Estimate Time of Completion	Estimated Cost
<ul style="list-style-type: none"> <li>Starting October 2022 with a completion target of April 2023. Subsequent releases will happen on a quarterly cadence.</li> </ul>		
Mobile application solution for employee personalized engagement; currently targeted for end of 2023 pending business results	End of 2023	\$200,000 <sup>(1)</sup>
<b>Total required</b>		<b>\$700,000</b>

**Notes:**

- (1) Comprised of costs associated with (a) embedded low-level software licences, including database and middleware licenses; (b) Integrated Cyber led software/solution design; and (c) Integrated Cyber and third-party software/solution development.

Integrated Cyber's anticipated general and administrative costs for the first 12 months post-acquisition are outlined in the table below. Integrated Cyber executive team will remain under reduced compensation terms until growth returns to pre-pandemic levels.

General and Administrative Costs	Available funds
Salaries and Consulting fees	\$650,000
Accounting and audit fees	\$50,000
Legal fees	\$10,000
IT, Travel, Office and Miscellaneous	\$70,000
Marketing and inside sales	\$110,000
Other administration costs (ie, payroll tax, insurance)	\$60,000
<b>Total</b>	<b>\$950,000</b>

See “*Information on the Resulting Issuer – Use of Available Funds by the Resulting Issuer*”.

## Short-Term Objectives

### Product Development

The first phase goals of Integrated Cyber's targeted development include usability improvements to the IC360 Unified Portal. Integrated Cyber will focus on increased personalization speed, significant work on building a robust data lake, embedded reporting capabilities, and replacing spreadsheet-based correlation and analysis that are in place today. With these investments, the secret sauce of Integrated Cyber's correlation will be codified as a scalable software solution that can add additional revenue streams in the future.

### Expand Sales and Delivery

Significant use of funds will be aimed at growth. These investments will be divided into three key areas described below:

Marketing and Demand Generation – as described in the Account Base Marketing automation earlier, Integrated Cyber will be expanding their awareness campaigns and programs to reach a broader market, including Canada.

Inside Sales – Integrated Cyber will be engaging a third-party appointment setting partner to assist in expanding the reach and volume of vetted contacts and setting qualified sales appointments. Integrated Cyber expect to finalize the selection of this sales partner shortly before the public listing.

A cyber specialist will join the staff to play a critical role in not only service strategy and delivery but also in active consultative selling, which is required in the cyber services market. This specialist will expand Integrated Cyber's ability to engage clients in both pre-sales and post-sales activities.

Integrated Cyber's business plan assumes they will add at least six new deals in the first year; four of which should be new logos. Integrated Cyber's installed base growth, and add-on sales will remain a focus as they anticipate several new opportunities for growth.

If the partner in the Middle East can restart their investment, Integrated Cyber anticipates additional new sales through that partnership in the first year.

## **Medium to Long-Term Objectives**

### Continue Development of IC360

The design plans for IC360 will continue as aggressively as growth allows but are primarily aimed at increased pre-integration of additional technology partners and additional Machine Learning (ML) intelligence built on top of the data lake. Integrated Cyber's goal will continue to simplify cybersecurity and make technical issues easier to understand and action. Investments in data science will enable this competitive differentiation and expand Integrated Cyber's software and data IP moving forward for increased shareholder value.

### Additional Medium to Long-Term Objectives

M&A will be strongly considered to expand Integrated Cyber's owned IP and installed base. Integrated Cyber will be selectively vetting possible acquisition targets in the first year with a goal of expanding in the second year. While acquiring market and clients is important, the plan will be to enhance long-term value through competitive IP.

## **Specialised Skill and Knowledge**

### Technology Development and Delivery

Computer engineers are at the core of Integrated Cyber's technical group, each with 25+ years of technology, cyber, IT, education, and program management experience. Integrated Cyber believes these engineers have the expertise required to finish development and maintain the IC360 Platform, prototyping, testing, and production.

Integrated Cyber software development and service delivery are led by Pete Karolczak, an industry veteran in the IT and Managed Services Purchase Agreement with previous experience working as a senior vice-president with Hewlett-Packard. Mr. Karolczak has extensive experience in managed services, service operations, and software development in both enterprises and startups. He brings a proven network of affordable, high-quality software engineering partners and talent to Integrated Cyber.

Part-time contract product designers, data architects and product managers will be involved in the final detailed design of the software platform. Integrated Cyber has had good success using crowd-sourced talent in targeted, focused engagements to achieve results. In all cases, Integrated Cyber owns the design and the IP rights to its software.

One of these key strategic partners is a Silicon Valley company called Xenovus, Inc ("**Xenovus**"). Xenovus specializes in outsourced product development with a focus on integration. They have provided engineering support for the solutions designed by Integrated Cyber. They will continue to offer advanced talent with a blended off-shore engineering model (Silicon Valley, California, and Hyderabad, India) to make it affordable.

Xenovus is one of several potential vendors offering affordable, high-quality outsourced product development. Integrated Cyber will continue to evaluate the performance of all vendors regularly. As of the date of this Prospectus, the management of Integrated Cyber believes that if Xenovus cannot deliver against expectations, another provider will be quickly vetted and engaged. Under the existing agreement with Xenovus, all intellectual property developed by Xenovus is the property of Integrated Cyber.

The initial engagement with Xenovus is defined in the first section of this Prospectus.



### Management, Marketing and Sales

The management of Integrated Cyber is led by Mr. Alan Guibord, the Chief Executive Officer of Integrated Cyber, and Robert Consaga, Chief Financial Officer of Integrated Cyber. Integrated Cyber (and the Resulting Issuer) anticipates that Mr. Guibord's experience will ensure that funding and compliance requirements are prioritized. Integrated Cyber's marketing and sales functions are led by Kevin Thomas, the Chief Marketing Officer of Integrated Cyber, with 36 years of experience in IT and services marketing, including executive experience with Hewlett Packard as Global Director of Sales Enablement and Communications. See "Information Concerning I- Directors and Executive Officers."

### **Competitive Conditions**

The managed cybersecurity services offerings of Integrated Cyber are designed to meet a significant gap in the market that was identified by the Integrated Cyber management team, who believe there is no other company that "demystifies and humanizes" cybersecurity in a way that brings cybersecurity to SMBs and SMEs.

### **New Products**

Expanding from its IC360 Platform, Integrated Cyber is designing new software products and capabilities to further its competitive differentiation. As these products remain commercially sensitive and confidential, they will be publicized as they approach the stage when they can be released to the market.

### **Intellectual Property**

The intellectual property owned by Integrated Cyber is mainly contained within the integration, the canonical data model, Machine Learning (ML), and Artificial Intelligence (AI) engines being built within the IC360 Platform.

### Intellectual Property Protection

At this point, Integrated Cyber has no plans to file patents for its integration or insights correlation engine, deeming them differentiated but not patentable. Under copyright law in both the US and Canada, source code is immediately copyrighted without requiring registration with each respective Copyright Office.

### **Business Cycles**

Since most economic activity occurs over the Internet, cybersecurity is not affected by business cycles in the same way as resource or consumer sectors. Companies must always maintain protection from threats; otherwise, they become vulnerable and run the risk of attack and business disruption. Integrated Cyber believes its specific industry will not be exposed to typical business cycles as the secular trend of cybersecurity grows in importance.

### **Economic Dependence**

Integrated Cyber depends on the ability to distribute the products, software, and wholesale (partial) services from third-party partners. Partner agreements are in place with all providers of partial service, including revenue sharing models, roles, and responsibility clarity between both firms and other commercial terms. In the case of a wholesale service provider, Integrated Cyber always owns the customer relationship, the first point of contact, and responsibility for all governance processes associated with the offering. Examples of whole service providers include:

- Vijlan and Talion are sub-contracted XDR service partners providing partial monitoring, basic reporting, and advisory triggers in the case of an incident. Integrated Cyber provides all front-end customer engagement, architectural integration, and incident response oversight. Both parties collaborate in sales pursuits to ensure pricing is as competitive as it needs to be.
- Vulnera, which provides back-office vulnerability monitoring via its software platform, collaborates on initial scoping/pricing and otherwise remains behind the scenes, allowing Integrated Cyber to own the customer relationship, analytics, packaging and recommendations to the customer.
- Most software-only partners do not require a formal agreement to sell their products; however, Integrated Cyber provides the Employee Awareness and Engagement Training programs provided by KnowBe4, Inc.

pursuant to a managed service provider agreement (the "**KnowBe4 Agreement**"). Under the KnowBe4 Agreement, Integrated Cyber was granted a nonexclusive license to distribute KnowBe4 products across North America. If Integrated Cyber lost the ability to sell KnowBe4 products, that would not negatively impact Integrated Cyber's business prospects.

- Reseller agreements are in place for other software providers including SentinelOne, Kaseya, Bitdefender, and TruOps.

## Employees

As of December 31, 2021, being the end of the most recent fiscal year of Integrated Cyber, Integrated Cyber had no employees.

## Foreign Operations

As of the date of this Prospectus, all of Integrated Cyber's operations are located in the United States.

## DIVIDENDS OR DISTRIBUTIONS

Integrated Cyber has neither declared nor paid any dividends on the Integrated Cyber Interested. Integrated Cyber intends to retain its cash to finance growth and expand its operations and does not anticipate paying any dividends on the Integrated Cyber Units in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of the Integrated Cyber Board and will depend on many factors, including, among others, Integrated Cyber's financial condition, current and anticipated cash requirements, contractual restrictions and financing agreement covenants, solvency tests imposed by applicable corporate law and other factors that the Integrated Cyber Board may deem relevant.

## SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION & ANALYSIS

### Selected Financial Information

The table below sets forth selected financial information for Integrated Cyber. The selected financial information has been derived from, and is qualified by Integrated Cyber's audited financial statements for the year ended December 31, 2021, attached as Appendix B to this Prospectus and Integrated Cyber's unaudited financial statements for the three and six month period ended June 30, 2022, attached as Appendix C to this Prospectus. The selected financial information should be read in conjunction with those financial statements and the accompanying notes, as well as Integrated Cyber's annual and interim MD&A attached as Appendices E and F to this Prospectus.

	Six months ended June 30, 2022 (unaudited)	Year ended December 31, 2021 (audited)
Current Assets	\$258,869	\$209,862
Total Assets	\$289,036	\$241,878
Current Liabilities	\$61,796	\$49,616
Total Liabilities	\$270,201	\$165,472
Revenue	\$173,312	\$400,457
Expenses	\$89,562	\$176,648
Net Income (Loss)	\$(57,569)	\$(62,808)

## **MD&A**

Attached to this Prospectus as Appendices E and F are Integrated Cyber's MD&A for the year ended December 31, 2021, and the three and six months ended June 30, 2022.

Integrated Cyber's MD&A included herein should be read in conjunction with Integrated Cyber's Financial Statements and the disclosure contained in this Prospectus. The discussions of results is as of the respective dates stated in Integrated Cyber's MD&A.

### **Additional Disclosure for IPO Venture Issuers without Significant Revenue**

The table below sets forth a comparative breakdown of material components of (a) expensed research and development costs, (b) intangible assets arising from development, (c) general and administrative expenses, and (d) any material costs, whether expensed or recognized as assets, not referred to in paragraphs (a) through (c) for the three and six months ended June 30, 2022, and the year ended December 31, 2021 and 2020.

	Six months ended June 30, 2022 (unaudited)	Year ended December 31, 2021 (audited)	Year ended December 31, 2020 (audited)
Expensed research and development	\$0	\$0	\$0
Intangible assets arising from development	\$0	\$0	\$0
General and administrative expenses	\$89,562	\$195,299	\$350,121
Other material costs not disclosed above	\$141,319	\$286,617	\$449,987

**Note:**

(1) Net of accumulated amortization and impairment.

### **Additional Disclosure for Junior Issuers**

Integrated Cyber had negative cash flow from operations for its most recently completed financial year and expects to have sufficient funds available to fund operations for a period of 12 months. Integrated Cyber estimates total operating costs of \$1,250,000 to achieve its stated short-term business objectives. See more information on short-term business objectives of Integrated Cyber at "*Information Concerning Integrated Cyber – Business of Integrated Cyber – Timing of Stage of Software Development Programs*". See "Information Concerning the Resulting Issuer - Use of Available Funds By the Resulting Issuer" for information on available capital for the 12 months from the date of listing of the Resulting Issuer Shares.

## **DESCRIPTION OF SHARE CAPITAL**

### **Authorized Share Capital**

Integrated Cyber's authorized capital consists of Class A ICS Units and Class B ICS Units, of which 100 Class A ICS Units are issued and outstanding as at the date of this Prospectus.

### **Integrated Cyber Units**

#### **Class A Units**

Holders of the Class A ICS Units are entitled to receive notice of any general meeting of Integrated Cyber. On a show of hands, each holder of Class A ICS Units (other than being present by proxy) is entitled to one vote, and on a poll, each member present is entitled to one vote. The Class A ICS Units entitle the holders thereof to receive distributions as and when declared by the managers of Integrated Cyber and to participate rateably in any distribution of the Integrated Cyber's property or assets upon liquidation or wind-up. Before issuing Class A ICS Units or options to acquire Class A ICS Units, of which no options have been issued since the organization of

Integrated Cyber, to any person, the Integrated Cyber managers must offer to issue them to existing holders of Class A ICS Units. Prior to a transfer of Class A ICS Units, the holder of the Class A ICS Units to be transferred must first offer such Class A ICS Units to other holders of Class A ICS Units.

### Class B Units

Class B Units are intended to be issued to employees, independent contractors, or other service providers to Integrated Cyber. The terms of Class B Unit awards are set forth in a separate award notice. Upon receipt of a Class B Unit, an individual must sign a joinder agreement to join the LLC Agreement. The Class B Units are non-transferable and do not carry the right to vote. Under the LLC Agreement, holders of Class B Units are only entitled to distributions in the event a certain benchmark amount is met by Integrated Cyber. No Class B Units have ever been issued by Integrated Cyber.

### OPTIONS TO PURCHASE SECURITIES

Integrated Cyber does not have any options to purchase securities of Integrated Cyber as of the date of this Prospectus.

### CONSOLIDATED CAPITALIZATION

There have been no material changes in the capital of Integrated Cyber since June 30, 2022.

The table below outlines the consolidated capitalization of Integrated Cyber as at June 30, 2022. The table below should be read in conjunction with the unaudited interim financial statements of Integrated Cyber for the three and six months ended June 30, 2022, together with the notes thereto.

Description	Authorized	Outstanding as at June 30, 2022	Outstanding as at June 30, 2022, after giving effect to the Integrated Cyber Changes
Class A ICS Units	100	100	100
Class B ICS Units	Nil	Nil	Nil
Indebtedness	N/A	\$289,036 <sup>(1)</sup>	\$289,036 <sup>(1)</sup>

Note:

(1) Includes the Company Indebtedness under the Purchase Agreement and the Grillo Indebtedness and other trade payables.

### PRIOR SALES

The table below summarizes the issuances of Integrated Cyber Units and securities that are convertible or exchangeable into Integrated Cyber Units for the 12-month period prior to the date of this Prospectus.

Issue Date	Type of Security	Number/ Aggregate Amount Issued	Issue Price	Exercise/ Conversion Price	Description of Issuance
November 8, 2016	Integrated Cyber Interests	100 <sup>(1)</sup>	N/A	N/A	Initial Grant of Integrated Cyber Interests to founding members

Notes:

(1) On August 21, 2021, Integrated Cyber amended and restated their LLC Agreement, which, among others, include Pete Karolczak as an Integrated Cyber Member and gave him 20 Integrated Cyber Interests. Following the amended and restated LLC Agreement, Alan Guibord and James Noble had 40 Integrated Cyber Interests each and Pete Karolczak has 20 Integrated Cyber Interests.

## PRINCIPAL SECURITYHOLDERS

Other than as set out in the table below, as of the date of this Prospectus, no person beneficially owns or exercises control or direction over Integrated Cyber Units carrying more than 10% of the votes attached to the Integrated Cyber Units.

Name	Designation of security	Quantity of securities	Percentage of Integrated Cyber Units as of the date of this Prospectus <sup>(1)</sup>
Alan Guibord	Integrated Cyber Interests	40	40%
Pete Karolczak	Integrated Cyber Interests	20	20%
The James Henry Noble Revocable Trust u/d/t January 8, 2021 <sup>(2)</sup>	Integrated Cyber Interests	40	40%

**Notes:**

(1) Based on 100 Integrated Cyber Interests issued and outstanding as of the date of this Prospectus.

(2) On January 21, 2022, James Noble, founder of Integrated Cyber, passed away. All of his interests in Integrated Cyber vested into the Noble Trust.

## DIRECTORS AND EXECUTIVE OFFICERS

### Name, Occupation and Security Holdings

The table below sets out the names, state or province and country of residence, position, principal occupations during the five preceding years and the number of Integrated Cyber Units that each of its directors and executive officers of Integrated Cyber beneficially owns, directly or indirectly, or exercises control over, as of the date of this Prospectus.

Member, role(s) and residence	Member since	Principal occupation (past 5 years)	Integrated Cyber Units owned	Percentage of Integrated Cyber Units <sup>(1)</sup>
<b>Alan Guibord</b> Chief Executive Officer and Member <i>West Palm Beach, Florida</i>	November 8, 2016	CEO, Integrated Cyber 2/2022 - present CAO, Integrated Cyber 11/2016-2/2022	40	40%
<b>Robert Consaga</b> Chief Financial Officer <i>Portsmouth, New Hampshire</i>	N/A	CPA, Robert J Consaga Jr PC CPA (6/1991 - present)	Nil	Nil
<b>Pete Karolczak</b> Chief Operating Officer and Member <i>Palo Alto, California</i>	August 20, 2021	CEO, Purple Koru, Inc. (8/2015-present) SVP, GM of HP Enterprise Services (2/2010-7/2015)	20	20%
<b>Kevin Thomas</b> Chief Marketing Officer <i>San Francisco, California</i>	N/A	CMO, Purple Koru, Inc (5/2019 – present) CMO, Integrated Cyber, (12/2019 – present) CMO, Iverify Security, (6/2017 – 4/2019)	Nil	Nil

Member, role(s) and residence	Member since	Principal occupation (past 5 years)	Integrated Cyber Units owned	Percentage of Integrated Cyber Units <sup>(1)</sup>
		Director, Sales Enablement, HP/Hewlett Packard Enterprise, (6/2013 – 6/2017)		

**Notes:**

(1) Based on 100 Integrated Cyber Units issued and outstanding as of the date of this Prospectus.

**Background – Directors and Executive Officers**

The following is a brief description of each of the directors and executive officers of Integrated Cyber, including their names, ages, positions, and responsibilities with Integrated Cyber, relevant educational background, principal occupations, or employment during the five years preceding the date of this Prospectus, experience in Integrated Cyber's industry and the amount of time intended to be devoted to the affairs of Integrated Cyber:

**Alan Guibord, Member and Chief Executive Officer, Age: 75**

Alan R. Guibord has more than 35 years of global IT and management experience. Currently, he is the Chairman and Co-Founder of Integrated Cyber. Alan is also co-founder of The Advisory Council International, an organization of over 25 former Fortune 100 CIOs providing technical guidance to Board-level and C-suite executives as well as coaching and direction to IT Leaders 2004-present.

During his career, he has served as the President and CEO of Computerworld 2001-2003, a media firm for IT Executives, CIO of Fort James Corp., a pulp and paper company later acquired by Georgia-Pacific LLC 1997-2001, CIO of R.R. Donnelley & Sons Publishing Corp, a commercial printer 1995-1997.

Mr. Guibord has also served as a member of several key executive boards, including Oracle 1997-2001, and Microsoft 1997-2001. In addition he has been an active board member for organizations both in the public and private sectors. He also sat on the Advisory boards of The Grocery Manufacturers Association 1997-2001, The University of Illinois Chicago Centre for Research in Technology 1995-1997 and The Chicago Library Foundation 1995-1997. Mr. Guibord is a graduate of Merrimack College, MA, where he earned a Bachelor of Science in Business Management/Accounting. He has completed graduate courses in Business Administration from New Hampshire College. He has also written a book on Leadership published by John Wiley & Sons, Inc. (IT Leadership Manual: Roadmap to Becoming a Trust Business Partner, ISBN: 9781118119884).

Mr. Guibord devotes 100% of his time to the affairs of Integrated Cyber. Mr. Guibord currently provides his CEO services to Integrated Cyber as a consultant through his wholly-owned management consulting business, ADSA, Inc., where he earns \$10,000 per month for his services. Mr. Guibord will be converting over to a full-time w-2 employee at the time of closing. Mr. Guibord has not entered into a non-competition and non-disclosure agreement with Integrated Cyber. See "Information Concerning Integrated Cyber - Employment, Consulting and Management Agreements".

Alan will act fulltime as both CEO and Board Chairman.

**Robert J Consaga, Jr CPA, CVA, Chief Financial Officer, Age 61**

Mr. Consaga has more than 35 years of financial management experience and is responsible for the financial management of Integrated Cyber. He started his career working for a Fortune 100 company and then for an International Public Accounting firm where he worked with multiple small businesses and startup companies in high tech, real estate, construction and multinational companies where he specialized in providing tax strategies and planning opportunities to companies with sales that ranged from \$20 million to over \$1 billion.

Bob founded a CPA firm in his name in 1991 where he has provided financial and tax services to small and medium sized businesses and senior executives in the manufacturing, high technology, retail, construction, real estate and

professional industries, as well as individual tax clients. He has participated and has been an integral part in many sales, merger and acquisition transactions in the printing, publishing and High-Tech industries.

He graduated with a Bachelors Degree in Accounting from Northeastern University and is a member of the American Institute of Certified Public Accountants, the New Hampshire Society of Certified Public Accountants and the National Association of Certified Valuators and Analysts.

Mr. Consaga devotes his time to the affairs of Integrated Cyber as needed. Mr. Consaga provides his CFO services to Integrated Cyber as a Consultant through his CPA Firm which is wholly owned by him. His firm receives \$8,000 per month for his services. He has not entered into a non-competition and non-disclosure agreement with Integrated Cyber.

#### **Pete Karolczak, Member and Chief Operating Officer, Age 59**

Peter Karolczak brings over 30 years of experience in IT, IT Services, Software and Consulting Purchase Agreementnning fortune 10 global enterprises to early-stage startups to Integrated Cyber. Prior to joining Integrated Cyber, Pete held several executive positions at Hewlett Packard Company from 1987 to 2016. From 2011 until his retirement as senior vice president and general manager of the IT Outsourcing division at Hewlett-Packard Company, Pete was responsible for managing a \$15 billion division of Hewlett-Packard Company, which included managed security services, enterprise cloud and mobility services. Pete obtained a Bachelor Degree in Mathematics and Computer Science from Stanford University.

Mr. Karolczak devotes 25% of his time as required to the affairs of Integrated Cyber. Mr. Karolczak provides his COO services to Integrated Cyber as a consultant through his co-owned management consulting business, Purple Koru, Inc., earning equity in exchange for his services. Mr. Karolczak has not entered into a non-competition and non-disclosure agreement with Integrated Cyber.

#### **Kevin Thomas, Chief Marketing Officer, Age 60**

Kevin Thomas has 36 years of marketing, sales enablement, and sales operations experience across multiple technology companies, including cybersecurity, data storage, AI & ML, data center, enterprise technology services, geoPurchase Agreementntial, software, and telecommunications sectors. Kevin was an executive with Hewlett Packard from 2013 to 2017, leading global sales enablement for their services division. He has held executive marketing roles at Iverify Security from 2017to 2019, NTT RagingWire Data Centers from 2012 to 2013, Intermap Technologies from 2006 to 2011, and others. Mr. Thomas has a Bachelor of Science degree in Business Administration, Marketing, from the University of Nevada, Reno.

Mr. Thomas devotes 33% of his time to the affairs of Integrated Cyber. Mr. Thomas provides his CMO services to Integrated Cyber as a consultant through his co-owned management consulting business, Purple Koru, Inc., Mr. Thomas has not entered into a non-competition and non-disclosure agreement with Integrated Cyber.

#### **Corporate Cease Trade Orders and Bankruptcies**

No director or executive officer of Integrated Cyber (nor any personal holding company of any such persons) is, as of the date hereof, or was within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including Integrated Cyber), that: (i) 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, in each case that was in effect for a period of more than 30 consecutive days (any of which, an "Order"), and that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of Integrated Cyber (nor any personal holding company of any such persons), or shareholder of Integrated Cyber holding a sufficient number of securities of Integrated Cyber to affect materially the control of Integrated Cyber: (i) is, as of the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any company (including Integrated Cyber) 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 (ii) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

### **Penalties or Sanction and Personal Bankruptcies**

No director or executive officer of Integrated Cyber (nor any personal holding company of any of such persons), or Shareholder holding a sufficient number of securities of Integrated Cyber to affect materially the control of Integrated Cyber, has been subject to: (i) 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 (ii) 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.

Except as disclosed below, no existing or proposed director, executive officer or a shareholder holding a sufficient number of securities of Integrated Cyber to affect materially the control of Integrated Cyber is as of the date hereof, or within the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

### **Conflicts of Interest**

Other than as disclosed herein, there are no existing or potential material conflicts of interest among Integrated Cyber and a current or prospective director or officer of Integrated Cyber at the date of this Prospectus.

## **EXECUTIVE COMPENSATION**

### **Director and Named Executive Officer Compensation, Excluding Compensation Securities**

The table below sets out the compensation to Integrated Cyber's Named Executive Officers and Members, being Alan Guibord (CEO) and Robert Consaga (CFO) as NEOs, and Pete Karolczak as Member, for the financial years ended December 31, 2021 and 2020.

<b>Name and position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission</b>	<b>Bonus</b>	<b>Committee or meeting fees</b>	<b>Value of perquisites</b>	<b>Value of all other compensation</b>	<b>Total compensation</b>
Alan Guibord <sup>(1)</sup> <i>CEO and Member</i>	2021	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.
	2020	\$87,000	Nil.	Nil.	Nil.	Nil.	\$87,000
Robert Consaga <sup>(2)</sup> <i>CFO</i>	2021	\$5,000	Nil.	Nil.	Nil.	Nil.	\$5,000
	2020	\$64,000	Nil.	Nil.	Nil.	Nil.	\$64,000
Pete Karolczak <sup>(3)</sup> <i>COO and Member</i>	2021	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.
	2020	\$64,000	Nil.	Nil.	Nil.	Nil.	\$64,000
James Noble <sup>(3)</sup> <i>Former Member</i>	2021	\$2,000	Nil.	Nil.	Nil.	Nil.	\$2,000
	2020	\$97,000	Nil.	Nil.	Nil.	Nil.	\$97,000

**Notes:**

- (1) Alan Guibord was paid through ASDA Inc. through a consulting arrangement with Integrated Cyber. Mr. Guibord owns 100% of ASDA Inc.
- (2) Robert Consaga was paid through Robert J Consaga Jr PC. Mr. Consaga owns 100% of Robert J Consaga Jr PC.
- (3) Pete Karolczak was paid through Purple Koru, Inc. through a consulting arrangement with Integrated Cyber. Mr. Karolczak owns 66.6% of Purple Koru, Inc.
- (4) James Noble passed away on January 21, 2022.



### **Stock Options and Other Compensation Securities**

No option-based awards were issued during the financial years ended December 31, 2021 and 2020.

### **Exercise of Compensation Securities by Directors and NEOs**

No directors or Named Executive Officer of Integrated Cyber has exercised any compensation securities.

### **Equity Incentive Plan**

Integrated Cyber does not have an equity incentive plan.

### **Compensation to Associates**

No awards, earnings, payments or payables were made to any associates of named executives or directors of Integrated Cyber. As consideration for efforts made during the pre-listing process, Alan Guibord and the Noble Trust have agreed to gift 6,328,000 Resulting Issuer Shares immediately following closing to certain employees and associates of Integrated Cyber.

### **External Management Companies**

All NEOs of Integrated Cyber provided services through consulting companies.

### **Employment, Consulting and Management Agreements**

On [●], Integrated Cyber entered into an engagement agreement with Purple Koru Inc., a company controlled by Peter Karolczak, pursuant to which Integrated Cyber will use best efforts to pay a monthly fee of a target of \$10,000 (and in each case no less than \$5,000 if Integrated Cyber determines in good faith that it does not have the financial resources to pay such full amount) in consideration for the services provided by Mr. Karolczak and Mr. Thomas to Integrated Cyber. Purple Koru, Inc. nor its employees or principals are subject to a non-solicitation or non-competition agreement with Integrated Cyber.

Integrated Cyber does not have a formal engagement agreement with Alan Guibord, although Integrated Cyber uses best efforts to pay a monthly fee of a target of \$10,000 (and in each case no less than \$5,000 if Integrated Cyber determines in good faith that it does not have the financial resources to pay such full amount) to ASDA Inc., a consulting company wholly-owned by Alan Guibord in consideration for the services provided by Mr. Guibord to Integrated Cyber. Mr. Guibord is not subject to a non-solicitation or non-competition agreement with Integrated Cyber.

### **Oversight and Description of Director and Named Executive Compensation**

The Integrated Cyber Board determines the annual compensation of Named Executive Officers. Current market conditions, market compensation, and company finances are taken into account when determining compensation.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

### **Aggregate Indebtedness**

Other than Routine Indebtedness, no directors, executive officers and employees and no former directors, executive officers and employees of Integrated Cyber are or were indebted to Integrated Cyber in connection with a purchase of securities and all other indebtedness as at the date of this Prospectus.

### **Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs**

Other than Routine Indebtedness, no directors or executive officers of Integrated Cyber, and associates of such directors or executive officers are or were indebted to Integrated Cyber as at the date of this Prospectus.

## AUDIT COMMITTEE

As of the date hereof, Integrated Cyber does not have a formal audit committee.

## PROMOTER

Alan Guibord and Pete Karolczak may be considered promoters of ICS, as that term is defined in the *Securities Act* (British Columbia). As of the date of this Prospectus, Mr. Guibord beneficially owns, or controls or directs, directly or indirectly, [10,070,800] Resulting Issuer Shares, representing [17%] of the issued and outstanding Resulting Issuer Shares. As of the date of this Prospectus, Mr. Karolczak beneficially owns, or controls or directs, directly or indirectly, [7,256,000] Resulting Issuer Shares, representing [12.3%] of the issued and outstanding Resulting Issuer Shares.

Integrated Cyber has entered into consulting agreements with companies controlled by each of Mr. Guibord and Mr. Karolczak to provide senior management related services, whereby Integrated Cyber pays ASDA Inc. (as a wholly-owned consulting company of Mr. Guibord) and Purple Koru, Inc. (as a consulting company controlled by Mr. Karolczak) each a base salary of \$10,000 per month, subject to the financial condition of Integrated Cyber. See "*Information Concerning Integrated Cyber – Executive Compensation – Employment, Consulting and Management Agreements.*" Upon closing of the Purchase Agreement, Mr. Guibord no longer provides services to ICS through ASDA Inc. and became a full-time employee of the Resulting Issuer.

## RISK FACTORS

The business of Integrated Cyber is subject to a number of risks, and will be the business of the Resulting Issuer after the Acquisition. Accordingly, the following risk factors are also applicable to the Resulting Issuer following the Acquisition.

The following are certain risk factors relating to the business carried on by Integrated Cyber which prospective investors should carefully consider before deciding whether to invest. Integrated Cyber and the Resulting Issuer will face a number of challenges in the development of its business. Due to the nature of Integrated Cyber, its business and present stage of development, Integrated Cyber is subject to significant risks. Readers should carefully consider all such risks, including those set out in the discussion below.

Much of the information included in this Prospectus includes or is based upon estimates, projections or other forward-looking information. Such forward-looking information includes any projections or estimates made by Integrated Cyber and its management in connection with its business operations. While this forward-looking information, and any assumptions upon which it is based, are made in good faith and reflect Integrated Cyber's current judgment regarding the direction of Integrated Cyber's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Such estimates, projections or other forward-looking information involve various risks and uncertainties as outlined below and elsewhere in this Prospectus. Integrated Cyber cautions readers of this Prospectus that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking information. See "*General Matters - Note Regarding Forward-Looking Information.*"

In evaluating Integrated Cyber, its business and any investment, readers should carefully consider the factors below.

### **General**

A purchase of any of the securities of Integrated Cyber involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of Integrated Cyber should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the securities of Integrated Cyber prior to purchasing any securities.

## **Risks Relating to Integrated Cyber**

### **Limited Operating History**

Integrated Cyber has not yet generated income. Integrated Cyber is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that Integrated Cyber will be successful in achieving a return on shareholders' investment and likelihood of success must be considered in light of the early stage of operations.

### **Negative Cash Flow from Operating Activities**

Integrated Cyber has had negative cash flow from operating activities since inception. Significant capital investment will be required to achieve Integrated Cyber's existing plans. There is no assurance that Integrated Cyber's business will generate earnings, operate profitably or provide a return on investment in the near future. Accordingly, Integrated Cyber may be required to obtain additional financing in order to meet its future cash commitments.

### **History of Operating Losses**

Integrated Cyber has a history of operating losses and may not sustain profitability. Integrated Cyber cannot guarantee investors that it will become profitable, and even if Integrated Cyber achieves profitability, given the competitive and evolving nature of industry in which it operates, Integrated Cyber may not be able to sustain or increase profitability and its failure to do so could adversely affect its business, including its ability to raise additional funds.

### **Going-Concern Risk**

Integrated Cyber's financial statements have been prepared on a going concern basis under which the entity is considered to be able to realize its assets and liabilities in the ordinary course of business. Integrated Cyber's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that Integrated Cyber will be successful in completing equity or debt financing or in achieving profitability.

### **Global Economic Risk**

Integrated Cyber's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and consequently, impact Integrated Cyber's sales and profitability. Any economic slowdown and downturn of global capital markets could make the raising of capital by equity or debt financing more difficult. Access to financing may be negatively impacted by global economic risks. These factors may impact Integrated Cyber's ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to Integrated Cyber. If uncertain market conditions exist, Integrated Cyber's ability to raise capital could be jeopardized, which could have an adverse impact on Integrated Cyber's operations and the price of Integrated Cyber's securities.

### **COVID-19 Risk**

The business of Integrated Cyber could be significantly adversely affected by the effects of any widespread global outbreak of contagious disease. A significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn and disruption to mining activities that could affect demand for the services of Integrated Cyber and likely impact operating results. In particular, the recent outbreak of COVID-19 has had a negative impact on global financial conditions. Integrated Cyber cannot accurately predict the impact COVID-19 will have on their ability to remain open in response to government public health efforts to contain COVID-19 and to obtain financing or third parties' ability to meet their obligations to Integrated Cyber, including due to uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries; and future demand of the products and services of Integrated Cyber. In the event that the prevalence of the coronavirus continues to

increase (or fears in respect of the coronavirus continue to increase), governments may increase regulations and restrictions regarding the flow of labour or products, and travel bans, and the operations, suppliers, customers and distribution channels of Integrated Cyber, and the ability to advance their projects, could be adversely affected. In particular, should any employees or consultants of Integrated Cyber become infected with COVID-19 or similar pathogens, it could have a material negative impact on operations and prospects.

### **Changing Economic Conditions**

The demand for products and services of Integrated Cyber can be sensitive to commodity prices, and thus can be affected by changes in the economy, which can be difficult to predict and beyond the control of Integrated Cyber. Unfavorable changes in general economic conditions, including recessions, economic slowdowns, sustained high levels of unemployment, and increasing fuel or transportation costs or the perception by customers of weak or weakening economic conditions, may result in decreased sales to the affected commodity providers. As a result, the Integrated Cyber cannot ensure that demand for its products and services will remain constant. Adverse developments affecting economies throughout the world, including a general tightening of availability of credit, decreased liquidity in certain financial markets, increased interest rates, foreign exchange fluctuations, increased costs of supplies, acts of war or terrorism, transportation disruptions, natural disasters, declining consumer confidence, sustained high levels of unemployment or significant declines in stock markets, as well as concerns regarding epidemics and the spread of contagious diseases, could lead to a further reduction in defence, emergency service or other government spending. Any significant or prolonged decrease in corporate or government spending could adversely affect the demand for the products and services of Integrated Cyber, reducing their cash flows and revenues. If Integrated Cyber experiences a significant unexpected decrease in demand for its products and services, its business may be materially harmed.

### **Economic Environment**

Integrated Cyber's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence global markets and consequently, impact Integrated Cyber's sales and profitability. As well, general demand for cybersecurity services cannot be predicted and future prospects of such areas might be different from those predicted by Integrated Cyber's management.

The economic environment in the jurisdictions in which Integrated Cyber operates and those in which Integrated Cyber may operate in the future have at times experienced significant fluctuations that may affect the operations of Integrated Cyber. In particular, the conflict between Russia and Ukraine and any restrictive actions that are or may be taken by Canada, the United States and other countries in response thereto, such as sanctions or export controls, could have negative implications on the economic environment. Accordingly, these factors, as well as other related factors, may cause fluctuations in demand for Integrated Cyber's products.

### **Operational Risks**

Integrated Cyber will be affected by a number of operational risks and Integrated Cyber may not be adequately insured for certain risks, including costs associated with loss of client's productivity. There is no assurance that the foregoing risks and hazards will not result in personal injury or death, environmental damage, adverse impacts on Integrated Cyber's operation, costs, monetary losses, potential legal liability and adverse governmental action, any of which could have an adverse impact on Integrated Cyber's future cash flows, earnings and financial condition. Also, Integrated Cyber may be subject to or affected by liability or sustain loss for certain risks and hazards against which Integrated Cyber cannot insure or which Integrated Cyber may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on Integrated Cyber's future cash flows, earnings, results of operations and financial condition. Additional operational risks are outlined below.

### **Financial Projections May Prove Materially Inaccurate or Incorrect**

Integrated Cyber's financial estimates, projections and other forward-looking information herein were prepared by Integrated Cyber without the benefit of reliable historical industry information or other information customarily used in preparing such estimates, projections and other forward-looking information. Such forward-looking information is based on assumptions of future events that may or may not occur, which assumptions may not be disclosed in such documents. Investors should inquire of Integrated Cyber and become familiar with the assumptions underlying any

estimates, projections or other forward-looking information. Projections are inherently subject to varying degrees of uncertainty and their achievability depends on the timing and probability of a complex series of future events.

There is no assurance that the assumptions upon which these projections are based will be realized. Actual results may differ materially from projected results for a number of reasons including increases in operational expenses, changes or shifts in regulatory rules, undiscovered and unanticipated adverse industry and economic conditions, and unanticipated competition. Accordingly, investors should not rely on any projections to indicate the actual results Integrated Cyber and its subsidiaries might achieve.

### **Difficulty to Forecast**

Integrated Cyber must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the self deploying skid category of products. A failure in the demand for its products and services to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations, and financial condition of Integrated Cyber.

### **General Competition**

There is potential that Integrated Cyber will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and marketing experience than Integrated Cyber. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition, and results of operations of Integrated Cyber. To remain competitive, Integrated Cyber will require a continued high level of investment in research and development, marketing, sales, and client support.

### **Competition in Industry**

The industries within which Integrated Cyber operates are rapidly evolving and intensely competitive, and are subject to changing technology, shifting user needs, and frequent introductions of new offerings. Integrated Cyber's potential competitors include large and established companies as well as other start-up companies. Such competitors may spend more money and time on developing and testing products and services, undertake more extensive marketing campaigns, adopt more aggressive pricing or promotional policies or otherwise develop more commercially successful products or services than Integrated Cyber, which could negatively impact its business. Furthermore, new competitors, whether licensed or not, may enter Integrated Cyber's key product and/or geographic markets. There is no assurance that Integrated Cyber will be able to maintain or grow its position in the marketplace.

As a result of the foregoing, among other factors, Integrated Cyber will have to continually introduce and successfully market new and innovative technologies, product offerings and product enhancements to remain competitive and effectively stimulate customer demand, acceptance and engagement. The process of developing new product offerings and systems is inherently complex and uncertain, and new product offerings may not be well received by customers, even if well-reviewed and of high quality. Furthermore, Integrated Cyber may not recover the often substantial up-front costs of developing and marketing new technologies and product offerings, or recover the opportunity cost of diverting management and financial resources away from other technologies and product offerings. Additionally, if Integrated Cyber cannot efficiently adapt its processes and infrastructure to meet the needs of its product offering innovations, its business could be negatively impacted.

### **Management of Growth**

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

## **Reliance on Management**

The success of Integrated Cyber will be dependent upon the ability, expertise, judgment, discretion, and good faith of its key executives, including the directors and officers of Integrated Cyber and a small number of highly skilled and experienced executives and personnel. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on Integrated Cyber's business, operating results, or financial condition. The competition for highly skilled technical, research and development, management and other employees is high and there can be no assurance that Integrated Cyber will be able to engage or retain the services of such qualified personnel in the future.

## **Security Threats**

Integrated Cyber may obtain and store sensitive and proprietary information across a broad industry spectrum. Cyber attacks and other malicious internet-based activity continue to increase in frequency and in magnitude generally, and cloud-based content collaboration services have been targeted in the past. These increasing threats are being driven by a variety of sources including nation-state sponsored espionage and hacking activities, industrial espionage, organized crime and hacking groups and individuals. As Integrated Cyber become more widely known and recognized and used in more heavily regulated industries where there may be a greater concentration of sensitive and protected data, Integrated Cyber may become more of a target for these malicious third parties.

If an actual or perceived security breach occurs, the market perception of the effectiveness of Integrated Cyber's security measures could be harmed, Integrated Cyber could be subject to indemnity or damage claims in certain customer contracts, and Integrated Cyber could lose future sales and customers, any of which could harm its business and operating results.

## **Service Outages**

Integrated Cyber is expecting significant growth in the number of customers. Integrated Cyber seeks to maintain sufficient excess capacity in its operations infrastructure to meet the needs of all of its customers. Integrated Cyber also seeks to maintain excess capacity to facilitate the rapid provisioning of new customer deployments and the expansion of existing customer deployments. In addition, Integrated Cyber needs to properly manage its technological operations infrastructure in order to support version control, changes in hardware and software parameters and the evolution of its services, and its ability to do so will largely depend on the availability of human and financial resources. Accordingly, Integrated Cyber may in the future experience website disruptions, outages and other performance problems. These problems may be caused by a variety of factors, including infrastructure changes, human or software errors, viruses, security attacks, fraud, spikes in customer usage and denial of service issues. In some instances, Integrated Cyber may not be able to identify the cause or causes of these performance problems within an acceptable period of time, which may harm Integrated Cyber's reputation and operating results. Furthermore, if it does not accurately predict its infrastructure requirements, Integrated Cyber existing customers may experience service outages that may subject Integrated Cyber to financial penalties, financial liabilities and customer losses. If Integrated Cyber's operations infrastructure fails to keep pace with increased sales, customers may experience delays as Integrated Cyber seeks to obtain additional capacity, which could adversely affect Integrated Cyber's reputation and its revenue.

## **Errors**

The software technology enabling Integrated Cyber's services is complex and, despite testing prior to their release, the related application software may contain errors, vulnerabilities or defects, especially when upgrades or new versions are released. Any errors or vulnerabilities that are discovered after commercial release could result in loss of revenues or delay in market acceptance, diversion of development resources, damage to our reputation, increased service and warranty costs, liability claims and our end-customers' unwillingness to buy products from us. In addition, it is possible that our product may become the subject of a third-party attack or disruption, whether malicious or otherwise. This could detrimentally affect the persistence of our technology, which could have a material adverse effect on our business.

## **Research and Market Development**

Although Integrated Cyber is committed to researching and developing new markets and products and improving existing products, there can be no assurances that such research and market development activities will prove profitable or that the resulting markets and/or products, if any, will be commercially viable or successfully produced and marketed.

## **Commitments**

Integrated Cyber provides service level commitments under its service agreements. Failure to meet these contractual commitments could obligate Integrated Cyber to provide credits or refunds for prepaid amounts related to unused subscription services or face subscription terminations, which could adversely affect our revenue. Furthermore, any failure in our delivery of high-quality customer support services may adversely affect our relationships with our customers and our financial results.

## **Risks Relating to Insurance**

Integrated Cyber intends to insure its operations in accordance with technology industry practice. However, such insurance may not be available, uneconomical for Integrated Cyber, or the nature or level may be insufficient to provide adequate insurance cover. Further, Integrated Cyber will not be insured against cyber-theft or hacking attacks. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on Integrated Cyber.

## **Risks Related to Regulation**

### **Changes in Legislation, Regulation and Government Policies**

The business of Integrated Cyber is subject to the applicable legislative, regulatory and policy regime in place for the mining, emergency service and defence sectors. As such, Integrated Cyber's business generally is susceptible to significant delays, changes or anticipated changes or adverse regulatory occurrences affecting these sectors or government incentives which may favour competitors. In most jurisdictions, once the government implements specific policies or incentives either supporting a specific company or the sector as a whole, such policies or incentives are generally applicable for a specified period of time. However, governments may modify their tax, tariff, or incentive regimes, and the future availability of any policies or incentives that increase demand, either in current jurisdictions beyond the prescribed timeframes or in new jurisdictions, is uncertain. Any changes in the regulatory frameworks governing the mining, emergency service and defence sectors could have a material adverse effect on Integrated Cyber's profitability, results of operation and financial condition.

### **Regulatory Investigations**

From time to time, Integrated Cyber may receive formal and informal inquiries from government authorities and regulators, including securities authorities, tax authorities, regarding its compliance with laws and other matters. Violation of existing or future regulatory orders or consent decrees could subject Integrated Cyber to substantial monetary fines and other penalties that could negatively affect its financial condition and results of operations. In addition, it is possible that future orders issued by, or inquiries or enforcement actions initiated by, government or regulatory authorities could cause Integrated Cyber to incur substantial costs, expose it to unanticipated civil and criminal liability or penalties, or require it to change its business practices in a manner materially adverse to its business.

## **Risks Related to the Industry**

### **Dependence on Suppliers**

Integrated Cyber's ability to compete and expand will be dependent on having access, at a reasonable cost, to high quality equipment, parts and components and related maintenance services provided by reliable counterparties that are technologically and economically competitive with those utilized by Integrated Cyber's competitors. There can be no assurance that Integrated Cyber will have adequate resources or skilled personnel required to properly serve

necessary operations and maintenance functions on an in-house basis. Accordingly, there can be no assurance that the operations of Integrated Cyber's counterparties will continue to be viable. Continued financial instability and bankruptcies of suppliers and customers may limit the range of choice Integrated Cyber has when selecting its counterparties, increase its costs due to lessened competition resulting from market exits, result in events of default under certain project level credit facilities and expose Integrated Cyber to uncertainty relating to coverage under the warranties provided by affected counterparties for their equipment and services. These factors or a failure to receive compensation under warranty claims in a timely manner or at all due to the financial instability of Integrated Cyber's suppliers could have a material adverse effect on Integrated Cyber's results of operations, financial condition and growth prospects.

### **Equipment Failure**

Integrated Cyber's projects are subject to the risk of equipment failure due to deterioration of assets from use or age, latent defect and design or operator error, among other things. To the extent that a Integrated Cyber's equipment requires longer-than-forecast down times for maintenance and repair, or suffers disruptions of service for other reasons, Integrated Cyber's business, operating results, financial condition or prospects could be adversely affected.

### **Defective Software**

Integrated Cyber's software products may contain undetected errors, defects or bugs. Further, Integrated Cyber's software products may have errors, defects or bugs that result from upgrades and updates to such products or updates and upgrades to third party software providers or operating systems. Although Integrated Cyber has not suffered significant harm from any errors, defects or bugs to date, Integrated Cyber may discover significant errors, defects or bugs in the future that it may not be able to correct or correct in a timely manner. It is possible that errors, defects or bugs will be found in Integrated Cyber's software products and related services with the possible results of delays in, or loss of market acceptance of, Integrated Cyber's products and services, diversion of its resources, injury to its reputation, increased service and warranty expenses and payment of damages.

### **Dependence on Skilled Labour**

The ability of Integrated Cyber to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that Integrated Cyber will be successful in maintaining its required supply of skilled labour, equipment, parts and components.

### **Evolving Industries**

The industries in which Integrated Cyber operates are relatively new and continue to evolve. Integrated Cyber's future revenue and expectations regarding the growth of its market are somewhat dependent on the advancement of technology and could be impacted by changes and advancements in technology. To the extent that technological advancements are delayed or fail to function as expected, Integrated Cyber's assumptions about its future revenue and operations could be adversely affected. There is also no assurance that Integrated Cyber will be able to respond effectively to technological advancements, which could have an adverse impact on Integrated Cyber's revenue and operations.

### **Negative Public Response**

Negative public or community response to projects undertaken by Integrated Cyber or its industry participants could adversely affect Integrated Cyber's ability to supply and operate Integrated Cyber's projects. Opposition to Integrated Cyber's requests for permits or successful challenges or appeals to permits issued to it could lead to legal, public relations and other drawbacks and costs that impede Integrated Cyber's ability to meet its growth targets, achieve commercial operations for a project on schedule and generate revenues.



## **Requirements for Further Financing**

Integrated Cyber may need to obtain further financing, whether through debt financing, equity financing or other means. Integrated Cyber must obtain such financing through a combination of equity and debt financing and there can be no assurance that Integrated Cyber can raise the required capital it needs to build and expand its current operations, nor that the capital markets will fund the business of Integrated Cyber. Without this additional financing, Integrated Cyber may be unable to achieve positive cash flow and earnings as quickly as anticipated. There can be no certainty that Integrated Cyber can obtain these funds, in which case any investment in Integrated Cyber may be lost.

## **Litigation**

Integrated Cyber may be subject to litigation claims through the ordinary course of its business operations or otherwise, regarding, among other things, employment matters, tax matters, security of customer and employee personal information, third-party contracts, marketing, intellectual property right infringement, its current and former operations and the operations of businesses it acquired or may acquire in the future prior to their respective acquisitions. Litigation to defend Integrated Cyber against claims by third parties, or to enforce any rights that it may have against third parties, may be necessary, which could result in substantial costs and diversion of its resources, causing a material adverse effect on its business, financial condition and results of operations. Given the nature of Integrated Cyber's business, it is, and may from time to time in the future be, party to various, and at times numerous, legal, administrative and regulatory inquiries, investigations, proceedings and claims that arise in the ordinary course of business, as well as potential class action lawsuits. Because the outcome of such legal matters is inherently uncertain, if one or more of such legal matters were to be resolved against Integrated Cyber for amounts in excess of management's expectations or any applicable insurance coverage or indemnification right, or if such legal matters result in decrees or orders preventing it from offering certain features, functionalities, products or services, or requires that it changes its development process or other business practices, its results of operations and financial condition could be materially adversely affected. Any litigation to which Integrated Cyber may be a party may result in an onerous or unfavorable judgment that may not be reversed upon appeal, or in payments of substantial monetary damages or fines, the posting of bonds requiring significant collateral, letters of credit or similar instruments.

## **Conflicts of Interest**

Certain of the directors and officers of Integrated Cyber are, or may become directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of Integrated Cyber and as officers and directors of such other companies.

## **Period to Period Fluctuations**

Integrated Cyber's quarterly operating results, including its levels of revenue, gross margin, profitability, cash flow and deferred revenue, may vary significantly in the future, and period-to-period comparisons of its operating results may not be meaningful. Accordingly, the results of any one quarter should not be relied upon as an indication of future performance. Integrated Cyber's quarterly financial results may fluctuate as a result of a variety of factors, many of which are outside of Integrated Cyber's control and, as a result, may not fully reflect the underlying performance of Integrated Cyber's business. Fluctuations in quarterly results may negatively impact the value of Integrated Cyber's securities. Factors that may cause fluctuations in Integrated Cyber's quarterly financial results include, but are not limited to:

- the ability to attract new customers;
- retention rates;
- the timing of recognition of revenue;
- the amount and timing of operating expenses related to the maintenance and expansion of Integrated Cyber's business, operations and infrastructure;

- general economic, industry, and market conditions;
- increases or decreases in the number of features in Integrated Cyber's services or pricing changes upon any renewals of customer agreements;
- changes in Integrated Cyber's pricing policies or those of Integrated Cyber's competitors;
- seasonal variations in sales of Integrated Cyber's services; and
- the timing and success of new services and service introductions by Integrated Cyber and its competitors or any other change in the competitive dynamics of Integrated Cyber's industry, including consolidation among competitors, customers, or strategic partners.

### **Intellectual Property Risk**

If the registration and enforcement policies regarding Integrated Cyber's intellectual property are inadequate to deter unauthorized use or appropriation by third parties, the value of Integrated Cyber's brands and other intangible assets may be diminished and competitors may be able to more effectively mimic its brands, products, services and methods of operations. Such events could adversely affect Integrated Cyber's business and financial results. At the same time, Integrated Cyber has to be mindful of how it will be perceived by its customers and potential customers if it deploys an unduly strict enforcement policy; an overly aggressive position may deter its customers from supporting the brands and therefore damage not only the brands' reputation in the market place but also negatively impact financial results.

Moreover, due to the differences in foreign patent, trademark, copyright and other laws concerning proprietary rights, Integrated Cyber's intellectual property may not receive the same degree of protection in each jurisdiction where it operates. Integrated Cyber's failure to possess, obtain or maintain adequate protection of its intellectual property rights for any reason in these jurisdictions could have a material adverse effect on its business, results of operations and financial condition.

Furthermore, infringement and other intellectual property claims, with or without merit, can be expensive and time-consuming to litigate, and Integrated Cyber may not have the financial and human resources to defend itself against any infringement suits that may be brought against it. Litigation can also distract management from day-to-day operations of the business.

In addition, Integrated Cyber's future success may depend upon its ability to obtain licenses to use new marks and its ability to retain or expand existing licenses for certain products. If Integrated Cyber is unable to obtain new licenses or renew or expand existing licenses, it may be required to discontinue or limit its use of such products that use the licensed marks and its financial condition, operating results or prospects may be harmed.

Integrated Cyber may also infringe other intellectual property rights belonging to third parties, such as trademarks, copyrights and confidential information. The infringement of trademarks, copyrights and confidential information involve complex legal and factual issues and Integrated Cyber's products, branding or associated marketing materials may be found to have infringed existing third-party rights. When any third-party infringement occurs, Integrated Cyber may be required to stop using the infringing intellectual property rights, pay damages and, if it wishes to keep using the third-party intellectual property, purchase a license or otherwise redesign the product, branding or associated marketing materials to avoid further infringement. Such a license may not be available or may require Integrated Cyber to pay substantial royalties.

If Integrated Cyber fails to adapt and respond effectively to rapidly changing technology, evolving industry standards and changing customer needs or requirements, its technology, such as its platforms and offerings, may become less competitive or obsolete.

Integrated Cyber's future success depends on its ability to adapt and enhance its suite of technology and software, such as its platforms, as well as its product offerings. To attract new customers, Integrated Cyber will need to enhance and improve its platforms, product offerings, features and enhancements to meet customer needs at competitive prices. Such efforts will require adding new functionality and responding to technological advancements

or disruptive technologies, such as artificial intelligence, which will increase Integrated Cyber's research and development costs. If Integrated Cyber is unable to develop technology and products that address customers' needs, or enhance and improve its platforms and product offerings in a timely manner, that could have a material adverse effect on its business, revenues, operating results and financial condition. Integrated Cyber's ability to grow is also subject to the risk of future disruptive technologies. If new and/or disruptive technologies emerge, such technologies could adversely affect Integrated Cyber's ability to compete.

### **Obsolescence**

Maintaining a competitive position requires constant growth, development and strategic marketing and planning. If Integrated Cyber is unable to maintain a technological advantage, the Issuer's ability to grow its business will be adversely affected and its products may become obsolete compared with other technologies.

### **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

Integrated Cyber is not a party to any legal proceeding nor was it a party to, nor is or was any of its property the subject of any legal proceeding, from December 31, 2021, to the date of this Prospectus.

From December 31, 2021, to the date of this Prospectus, there were no: (i) penalties or sanctions imposed against Integrated Cyber by a court relating to securities legislation or by a securities regulatory authority; (ii) penalties or sanctions imposed by a court or regulatory body against Integrated Cyber that would likely be considered important to a reasonable investor in making an investment decision; or (iii) settlement agreements Integrated Cyber entered into before a court relating to securities legislation or with a securities regulatory authority.

### **INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

There are no material interests, direct or indirect, of directors, senior officers, any person holding more than 10% of the Integrated Cyber Units, or any known associates or affiliates of such persons, in any transaction within the last three most recently completed financial years or during the current financial year or in any proposed transaction which has materially affected or is reasonably expected to materially affect Integrated Cyber or Integrated Cyber.

## INFORMATION CONCERNING THE ACQUISITION

### PROPOSED ACQUISITION OF INTEGRATED CYBER BY THE COMPANY

The Company entered into the Purchase Agreement on January 21, 2022, as amended and restated on August 15, 2022, with Integrated Cyber, the Integrated Cyber Members and certain employees and associates of Integrated Cyber Members that will be receiving Resulting Issuer Shares immediately upon Closing pursuant. On [●], 2022, the Acquisition was completed. Pursuant to the Purchase Agreement, the Company has agreed to purchase and the Integrated Cyber Members have agreed to sell 100% of the issued and outstanding Integrated Cyber Interests. As consideration for the sale of the Integrated Cyber Interests, the Company has agreed to issue to the Integrated Cyber Members, an aggregate of 32,280,000 Company Shares at a deemed price per Company Shares of \$0.02 per share.

The conditions precedent to the closing of the Acquisition include the following, among others:

- the Resulting Issuer Shares that are to be issued to Integrated Cyber Members pursuant to the Purchase Agreement shall be exempt from the prospectus and registration requirements under applicable securities laws;
- immediately prior to the closing of the Acquisition, the Integrated Cyber Members under the Purchase Agreement will own 100% of the Integrated Cyber Interests;
- the Company will have received duly executed gift deeds, in form and substance satisfactory to the Company, in its sole discretion, from each Integrated Cyber Member providing for transfers (the “**Closing Transfers**”) to certain employees and associates of Integrated Cyber (collectively, the “**Integrated Cyber Associates**”), along with any other documentation required under Applicable Securities Laws or policies of the CSE, as the case may be, from the Integrated Cyber Members or the Associates;
- the Company shall have received a clearance to file a final long form prospectus from the British Columbia Securities Commission, as principal regulator the Company;
- the Company shall have no more than 59,230,000 Resulting Issuer Shares issued and outstanding following Closing;
- there will have been no change in the nature, conduct, assets, position (financial or trading), profits or prospects of the business of Integrated Cyber or the Company that would result in a material adverse effect and no contract license or financial agreement that is material to either business will have been terminated or had its terms materially and adversely amended.

Following the completion of the Acquisition, Integrated Cyber will be a wholly-owned subsidiary of the Resulting Issuer and the Company and Integrated Cyber intend for the business of Integrated Cyber, as described in this Prospectus, to be the business of the Resulting Issuer. See “*Information Concerning Integrated Cyber – Business of Integrated Cyber*”.

The Resulting Issuer Shares issuable in connection with the Acquisition will be subject to a contractual escrow, with 25% of the Resulting Issuer Shares issued to the Integrated Cyber Members and Integrated Cyber Associates be released on the twelfth and eighteenth-month anniversary of the Closing, with the remaining 50% of the Resulting Issuer Shares issued to the Integrated Cyber Members and Integrated Cyber Associates will be released on the twenty-four month anniversary of Closing. All Resulting Issuer Shares issuable as consideration for the Integrated Cyber Interests will be subject to resale restrictions in accordance with National Instrument 45-102 – *Resale of Securities*. See “*Information Concerning the Acquisition – Escrowed Securities and Other Securities Subject to Resale Restrictions*”.

On Closing of the Purchase Agreement, the Resulting Issuer entered into an employment agreement with Alan Guibord to serve as CEO of the Resulting Issuer (the “**ICS CEO Agreement**”). Under the ICS CEO Agreement, Mr. Guibord will be employed as CEO of the Resulting Issuer in consideration for an annual base of salary of \$120,000 on a full-time basis. There ICS CEO Agreement includes a termination provision whereby if Mr. Guibord is

terminated without cause, he will receive 2 months' notice (the "**Separation Entitlement**"). Mr. Guibord is not subject to a non-competition or non-competition agreement under his ICS CEO Agreement.

On Closing of the Purchase Agreement, the Resulting Issuer entered into a consulting agreement with Purple Koru, Inc., a company of which Mr. Pete Karolczak owns 66.6% of the issued and outstanding securities (the "**ICS Management Consulting Agreement**"). Pursuant to the ICS Management Consulting Agreement, Purple Koru, Inc. will earn a monthly consulting fee of \$10,000 for the provision of services of Mr. Pete Karolczak as COO and Mr. Kevin Thomas as CMO. The ICS Management Consulting Agreement can be terminated by either party upon two (2) weeks' prior written notice. Mr. Karolczak and Mr. Thomas are not subject to a non-competition or non-competition agreements under his ICS Management Consulting Agreement.

## ALKE AGREEMENT

On April 15, 2022, the Company and Alke entered into the Alke Agreement. Pursuant to the Alke Agreement, Alke will (a) provide certain advisory services to the Company ("**Alke Advisory Services**"), and (b) make available to the Company an equity drawdown facility in the aggregate amount of up to \$5,000,000 (the "**Funding Commitment**"). The following summary of the Alke Agreement is a summary of certain key terms of the Alke Agreement, does not purport to provide an overview of all terms and is qualified in its entirety by the Alke Agreement, a copy of which will be made available for review under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Readers should review the Alke Agreement in its entirety for a better understanding of the Alke Agreement.

The Funding Commitment is for an aggregate amount of up to \$5,000,000 and a term of three years. In addition, the Company may use the Funding Commitment as security, with the consent of Alke, to secure additional financing avenues if it so chooses. Upon Listing and assuming the satisfaction of the other condition precedents as stated in the Alke Agreement, the Company can immediately start drawing down funds from the \$5,000,000 Funding Commitment during the three-year term at the Company's discretion by providing a notice to Alke (a "**Alke Drawdown Notice**").

In return for each Alke Drawdown Notice funded by Alke, the Resulting Issuer will allot and issue fully paid Resulting Issuer Shares to Alke (each, a "**Alke Private Placement**"). There is no obligation to repay the each Alke Drawdown Notice funded by Alke in cash. The Resulting Issuer Shares issued in connection with any Alke Private Placement will be priced at 85% of the average closing bid price resulting from the following ten days of trading after the Alke Drawdown Notice ("**Alke Pricing Period**"). The Alke Drawdown Notice amount requested by the Company cannot exceed 500% of the average daily trading volume of the Pricing Period. Under the terms of the Alke Agreement, the Funding Commitment is limited to the extent that the issuance of Resulting Issuer Shares pursuant to a Drawdown Notice cannot result in Alke holding in excess of 9.9% of the outstanding Resulting Issuer Shares at the time of issuance.

The Alke Advisory Services include advisory services with respect to (a) general corporate and public company matters; (b) identifying strategic investment opportunities for the Company; (c) identifying business development opportunities; (d) identifying, negotiating and completing strategic mergers and acquisitions for the Company; and (e) such other services as agreed to by the Company and Alke in writing from time-to-time. The Alke Advisory Services provided by Alke, including compensation related to any specific services to the Company pursuant to the Alke Agreement, will be on a project specific basis. In connection with the provision of the Alke Advisory Services, the Company paid an initial fee of \$2,500, paid by issuance of 50,000 Company Shares at a deemed price per share of \$0.05.

Additionally, on April 20, 2022, the Company paid to Alke a commitment fee of \$150,000, equal to 3.0% of the Funding Commitment, paid by issuance of 3,000,000 Company Shares at a deemed price per share of \$0.05, and issued to Alke 1,657,500 Alke Fee Warrants each exercisable into one Company Share at an exercise price of \$0.10 until the date that is three years from the date of issuance, being April 20, 2025. Under the terms of the warrant certificate evidencing the Alke Fee Warrants, Alke is entitled to received an addition 3,377,050 Resulting Issuer Warrants on the same terms as the original Alke Fee Warrants, representing 8.5% of the total issued and outstanding Resulting Issuer Shares immediately following Listing. The terms of the Alke Top-Up Warrants will be the same as the original Alke Fee Warrants

Pursuant to the Alke Agreement, the Company has agreed to pay Alke a cash top up payment upon the occurrence of a top up triggering event, being the circumstances where the VWAP of the Company Share during the 30 day period immediately following any drawdown date is less than the issue price of such Company Share. The cash top up payment will be payable within five business days of the date of delivery by Alke to the Company of a notice exercising such top up right.

The Company may from time to time during the term request an increase in the principal amount of the Funding Commitment by delivering a written request for additional commitment. An additional commitment fee and additional Alke Fee Warrants are payable if the Investor accepts a request for additional commitment.

If the Company undertakes an equity offering up to 12 months after the closing date of the Alke Agreement, the Company will promptly provide written notice to the Investor of such offering, and the Investor shall have the right to participate with a maximum position of 15%.

The Company also agreed to provide certain customary indemnities and pay for certain fees incurred by Alke pursuant to the Alke Agreement.

#### **CHANGE OF NAME**

Concurrently with the completion of the Acquisition and subject to other requisite approvals, the Company is expected to be renamed "Integrated Cyber Solutions Inc."

## **INFORMATION CONCERNING THE RESULTING ISSUER**

### **CORPORATE STRUCTURE**

#### **Name, Address and Incorporation**

Upon completion of the Acquisition, the Resulting Issuer will continue to be the subject of the BCBCA. The Resulting Issuer's head office and registered office will continue to be located at 2600-1066 West Hastings Street, Vancouver, British Columbia V6E 3X1. See "*Information Concerning the Company*".

#### **Intercorporate Relationships**

Upon completion of the Acquisition, Integrated Cyber will be a wholly-owned subsidiary of the Company. See "*Information Concerning Integrated Cyber*".

### **BUSINESS OF THE RESULTING ISSUER**

The Resulting Issuer will carry on the business of Integrated Cyber and use the funds available to it as stated in this Prospectus. See "*Information Concerning Integrated Cyber – Business of Integrated Cyber*".

### **DIVIDENDS OR DISTRIBUTIONS**

The Resulting Issuer intends to retain its cash to finance growth and expand its operations and does not anticipate paying any dividends on the Resulting Issuer Shares in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of the Resulting Issuer Board and will depend on many factors, including, among others, the Resulting Issuer's financial condition, current and anticipated cash requirements, contractual restrictions and financing agreement covenants, solvency tests imposed by applicable corporate law and other factors that the Resulting Issuer Board may deem relevant.

### **DESCRIPTION OF SHARE CAPITAL**

#### **Resulting Issuer Shares**

The attributes of the Resulting Issuer Shares will be the same as the Company Shares, and will not change as a result of the Acquisition. See "*Information Concerning the Company - Description of Share Capital*".

### **OPTIONS TO PURCHASE SECURITIES**

#### **Stock Options**

The Resulting Issuer will maintain the Equity Incentive Plan. See "*Information Concerning the Company - Options to Purchase Securities - Equity Incentive Plan*".

#### **Warrants**

Upon Listing, the Resulting Issuer anticipates having 11,034,550 Resulting Issuer Warrants issued and outstanding. Each of the Resulting Issuer Warrants issued and outstanding on Listing will have an exercise price of \$0.10 per Resulting Issuer Share. 6,000,000 Resulting Issuer Warrants will expire on December 14, 2026 and 5,034,550 Resulting Issuer Warrants will have an expiry date of April 20, 2025. See "*Information Concerning the Company – Options to Purchase Securities – Company Warrants*".

#### **Alke Fee Warrants**

Pursuant to the Alke Agreement, the Company issued to Alke 1,657,500 Alke Fee Warrants each exercisable into one Company Share at an exercise price of \$0.10 until the date that is three years from the date of issuance, being April 20, 2025. Such Alke Fee Warrants will be exercisable to acquire one Resulting Issuer Share on the same terms after the Closing. See "*Information Concerning the Acquisition - Alke Agreement*". Immediately following

Listing, under the terms of the Alke Fee Warrants, Alke is entitled to an additional issuance of the Alke Top-Up Warrants, being an issuance of 3,377,050 Resulting Issuer Warrants, which brings the total amount of Alke Fee Warrants following Listing to 5,034,550, representing 8.5% of the total issued and outstanding Resulting Issuer Shares upon Listing. The Alke Top-Up Warrants carry the same terms as the Alke Fee Warrants, including the \$0.10 per Resulting Issuer Share exercise price and an expiry date of April 20, 2025.

### **Special Warrants**

Until the Qualification Date, the Resulting Issuer will have 3,500,000 Special Warrants issued and outstanding, assuming no Special Warrants are exercised prior to the Qualification Date. Upon the deemed automatic exercise of the Special Warrants on the Automatic Conversion Date, the Resulting Issuer will issue 3,500,000 SW Shares for no additional consideration. See “*Information Concerning the Resulting Issuer – Plan of Distribution*”.

### ***PRO FORMA CONSOLIDATED CAPITALIZATION***

The table below sets forth the pro forma consolidated capitalization of the Resulting Issuer before and after giving effect to the Pro Forma Assumptions and the Company Changes. The table below should be read in conjunction with the unaudited pro forma consolidated financial statements of the Company as at June 30, 2022, and the notes thereto, attached as Appendix D to this Prospectus.

<b>Description</b>	<b>Authorized</b>	<b>Outstanding as at June 30, 2022</b>	<b>Outstanding as at June 30, 2022, after giving effect to the Pro Forma Assumptions and the Company Changes</b>
Resulting Issuer Shares	Unlimited	23,450,000	59,230,000
Share purchase warrants	N/A	7,657,500	11,034,550 <sup>(2)</sup>
Stock Options	Variable <sup>(1)</sup>	200,000	200,000
Special Warrants	[3,500,000]	Nil	Nil
Indebtedness	N/A	C\$369,100	C\$369,100 <sup>(3)</sup>

**Notes:**

- (1) The Equity Incentive Plan will allow for the grant of a maximum number of Stock Options as is equal to 10% of the issued and outstanding Resulting Issuer Shares from time to time. See “*Information Concerning the Resulting Issuer - Options To Purchase Securities*”.
- (2) Includes the Alke Fee Warrants and the Alke Top-Up Warrants.
- (3) Includes the Company Indebtedness and the Grillo Indebtedness, as well as trade and other payables.

The table below sets forth the anticipated holders of the Resulting Issuer Shares following completion of the Acquisition.

<b>Holders</b>	<b>Number of Resulting Issuer Shares held</b>	<b>Percentage of Resulting Issuer Share<sup>(1)</sup></b>
Former Company Shareholders	23,450,000	39.59%
Former Integrated Cyber Members	25,952,000	43.82%
Integrated Cyber Associates	6,328,000	10.68%
Special Warrantholders	[3,500,000]	[5.9]%

**Notes:**

- (1) Based on an aggregate of 59,230,000 Resulting Issuer Shares outstanding following completion of the Acquisition and the deemed automatic conversion of 3,500,000 Special Warrants on the Qualification Date.



## PRINCIPAL SECURITYHOLDERS

Other than as set out in the table below, upon completion of the Acquisition, no person is expected to beneficially own or exercise control or direction over Resulting Issuer Shares carrying more than 10% of the votes attached to the Resulting Issuer Shares.

Name	Designation of security	Quantity of securities	Percentage of Resulting Issuer Shares as of the date of this Prospectus <sup>(1)</sup>
Alan Guibord	Resulting Issuer Shares	10,070,800	17.0% <sup>(4)</sup>
Marcel Hermes <sup>(2)</sup>	Resulting Issuer Shares	7,540,160	12.7% <sup>(4)</sup>
Purple Koru, Inc. <sup>(3)</sup>	Resulting Issuer Shares	7,256,000	12.3% <sup>(4)</sup>

**Notes:**

- (1) Based on an aggregate of 59,230,000 Resulting Issuer Shares outstanding following completion of the Acquisition and the deemed automatic conversion of 3,500,000 Special Warrants on the Qualification Date.
- (2) Under the Noble Trust, 20% of the Resulting Issuer Shares issued to the Noble Trust under the Purchase Agreement are bequeathed to named beneficiaries. The remaining 80% of the Resulting Issuer Shares issued to the Noble Trust under the Purchase Agreement are bequeathed to Marcel Hermes, the residual beneficiary.
- (3) Purple Koru, Inc. is owned by Pete Karolczak and Kevin Thomas, two officers of the Resulting Issuer. Mr. Karolczak owns 66.6% of Purple Koru, Inc. while Kevin Thomas owns 33.3%.
- (4) On a fully diluted basis and assuming the issuance of 11,035,550 Resulting Issuer Warrants (inclusive of the Alke Warrants) and the 450,000 Resulting Issuer Options,
- (5) Alan Guibord would exercise control over an aggregate of 10,070,800 Resulting Issuer Shares representing approximately 14.24% of the Resulting Issuer Shares;
- (6) Marcel Hermes would exercise control over an aggregate of 7,540,160 Resulting Issuer Shares representing approximately 10.66% of the Resulting Issuer Shares; and
- (7) Purple Koru, Inc. would exercise control over an aggregate of 7,256,000 Resulting Issuer Shares representing approximately 10.2% of the Resulting Issuer Shares.

## ESCROWED SECURITIES AND OTHER SECURITIES SUBJECT TO RESALE RESTRICTIONS

In the event that the Resulting Issuer Shares become listed on the CSE, the Company and Integrated Cyber anticipate that the Resulting Issuer will be classified as an "emerging issuer", as defined under NP 46-201 upon such listing.

### Escrowed Securities

As at the date of this Prospectus, the securities of the Resulting Issuer expected to be subject to escrow upon completion of the Listing are shown in the table below.

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class <sup>(1)</sup>
Resulting Issuer Shares	32,280,000	54.50%

**Notes:**

- (1) Based on an aggregate of 59,230,000 Resulting Issuer Shares outstanding on the Listing Date, which assumes the deemed automatic exercise of 3,500,000 Special Warrants on the Qualification Date.

### Escrow Agreement

Directors, executive officers and insiders of the Resulting Issuer (the "**Escrow Shareholders**") will enter into an escrow agreement (the "**Escrow Agreement**") with the Resulting Issuer pursuant to which the Escrow Shareholders have agreed to deposit the securities of the Resulting Issuer which they hold with Odyssey Trust Company until they are released in accordance with terms of the Escrow Agreement, the policies of the CSE and applicable securities law as follows:

Date of automatic timed release	Amount of escrowed securities released
On the Listing Date	1/10 of the escrowed securities

6 months after the Listing Date	1/6 of the remaining escrowed securities
12 months after the Listing Date	1/5 of the remaining escrowed securities
18 months after the Listing Date	1/4 of the remaining escrowed securities
24 months after the Listing Date	1/3 of the remaining escrowed securities
30 months after the Listing Date	1/2 of the remaining escrowed securities
36 months after the Listing Date	The remaining escrowed securities

### **Contractual Escrow**

Pursuant to the Share Purchase Agreement, an aggregate of 32,280,000 Resulting Issuer Shares will be subject to contractual escrow as follow:

- 25% of the aggregate 32,280,000 Resulting Issuer Shares issuable to the Integrated Cyber Members and Integrated Cyber Associates will be released on the twelve-month anniversary of the closing of the Acquisition;
- 25% of the aggregate 32,280,000 Resulting Issuer Shares issuable to the Integrated Cyber Members and Integrated Cyber Associates will be released on the eighteen-month anniversary of the closing of the Acquisition; and
- 50% of the aggregate 32,280,000 Resulting Issuer Shares issuable the Integrated Cyber Members and Integrated Cyber Associates will be released on the twenty-four month anniversary of the closing of the Acquisition.

### **DIRECTORS AND EXECUTIVE OFFICERS**

The table below sets out the anticipated directors and executive officers of the Resulting Issuer.

<b>Director, role(s) and residence</b>	<b>Director since</b>	<b>Principal occupation (past 5 years)</b>	<b>Anticipated Resulting Issuer Shares owned</b>	<b>Anticipated Percentage of Resulting Issuer Shares<sup>(1)</sup></b>
Alan Guibord Director and Chief Executive Officer <i>West Palm Beach, Florida</i>	Closing	CEO, Integrated Cyber (2/2022 – Present); CAO, Integrated Cyber (11/2016 – 2/2022)	[10,070,800]	[17.0]%
Robert Consaga <sup>(2)</sup> Director and Chief Financial Officer <i>Portsmouth, New Hampshire</i>	Closing	CPA, Robert J Consaga Jr PC CPA (6/1991 - Present)	[800,000]	[1.35]%
Rob Bain <sup>(2)</sup> Director <i>Dubai, UAE</i>	June 6, 2022	Managing Director, Eshara Water/Air Trading Units Limited (2020 – Present); Managing Director, Robin Hood Energy Limited (2017 – 2020)	Nil	Nil.

Director, role(s) and residence	Director since	Principal occupation (past 5 years)	Anticipated Resulting Issuer Shares owned	Anticipated Percentage of Resulting Issuer Shares <sup>(1)</sup>
Jeri Dunn <sup>(2)</sup> <i>Director</i> <i>Naples, Florida</i>	July 1, 2022	Executive Coach and Mentor, Boston University and CIO Executive Council "Pathways" Program (2011 – Present)	Nil	Nil.
Pete Karolczak <i>Chief Operating Officer and Director</i> <i>Palo Alto, California</i>	Closing	CEO, Purple Koru, Inc. (8/2015 – Present) SVP, GM of HP Enterprise Services (2/2010-7/2015)	[4,788,960] <sup>(3)</sup>	[8.1]%
Kevin Thomas <i>Chief Marketing Officer</i> <i>San Francisco, California</i>	N/A	CMO, Purple Koru, Inc (5/2019 – Present); CMO, Integrated Cyber, (12/2019 – Present) CMO, Iverify Security, (6/2017 – 4/2019) Director, Sales Enablement, HP/Hewlett Packard Enterprise, (6/2013 – 6/2017)	[2,394,480] <sup>(3)</sup>	[4.0]%

**Note:**

- (1) Based on an aggregate of 59,230,000 Resulting Issuer Shares outstanding on the Listing Date, which assumes the deemed automatic exercise of 3,500,000 Special Warrants on the Qualification Date.
- (2) Anticipated member of the Resulting Issuer's Audit Committee. Rob Bain is expected to serve as the chair of the Resulting Issuer's Audit Committee.
- (3) Shares beneficially owned by Pete Karolczak and Kevin Thomas are registered in Purple Koru, Inc. Purple Koru, Inc. is owned by Pete Karolczak and Kevin Thomas, two officers of the Resulting Issuer. Mr. Karolczak owns 66.6% of Purple Koru, Inc. while Kevin Thomas owns 33.3%.

Directors of the Resulting Issuer will hold office from the closing of the Acquisition and, unless re-elected, will retire from office at the next annual general meeting of Resulting Issuer shareholders.

Each executive officer of the Resulting Issuer will be an independent contractor with the Resulting Issuer. Each director and officer will dedicate to their respective positions with the Resulting Issuer as set out in the table below.

Name	Percentage of time
Alan Guibord	100%
Pete Karolczak	40%
Kevin Thomas	80%
Robert Consaga	80%
Robert Bain	20%
Jeri Dunn	30%

### **Background – Directors and Executive Officers**

The following is a brief description of each of the directors and executive officers of the Resulting Issuer that has not otherwise been disclosed in this Prospectus, including their names, ages, positions and responsibilities with Resulting Issuer, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus, experience in Resulting Issuer's industry and the amount of time intended to be devoted to the affairs of Resulting Issuer:

#### **Alan Guibord, Director and Chief Executive Officer, Age: 75**

Alan R. Guibord has more than 35 years of global IT and management experience. Currently, he is the Chairman and Co-Founder of Integrated Cyber. Alan is also co-founder of The Advisory Council International, an organization of over 25 former Fortune 100 CIOs providing technical guidance to Board-level and C-suite executives as well as coaching and direction to IT Leaders 2004-present.

During his career, he has served as the President and CEO of Computerworld 2001-2003, a media firm for IT Executives, CIO of Fort James Corp., a pulp and paper company later acquired by Georgia-Pacific LLC 1997-2001, CIO of R.R. Donnelley & Sons Publishing Corp, a commercial printer 1995-1997.

Mr. Guibord has also served as a member of several key executive boards, including Oracle 1997-2001, and Microsoft 1997-2001. In addition he has been an active board member for organizations both in the public and private sectors. He also sat on the Advisory boards of The Grocery Manufacturers Association 1997-2001, The University of Illinois Chicago Centre for Research in Technology 1995-1997 and The Chicago Library Foundation 1995-1997. Mr. Guibord is a graduate of Merrimack College, MA, where he earned a Bachelor of Science in Business Management/Accounting. He has completed graduate courses in Business Administration from New Hampshire College. He has also written a book on Leadership published by John Wiley & Sons, Inc. (IT Leadership Manual: Roadmap to Becoming a Trust Business Partner, ISBN: 9781118119884).

Mr. Guibord will devote 100% of his time to the affairs of Resulting Issuer. Upon Closing of the Purchase Agreement, Mr. Guibord will convert over to a full-time employee of the Resulting Issuer. Mr. Guibord will not be entering into a non-competition and non-disclosure agreement with the Resulting Issuer.

Alan will act fulltime as both CEO and Board Chairman.

#### **Robert J Consaga, Jr CPA, CVA, Director and Chief Financial Officer, Age 61**

Mr. Consaga has more than 35 years of financial management experience and is responsible for the financial management of Integrated Cyber. He started his career working for a Fortune 100 company and then for an International Public Accounting firm where he worked with multiple small businesses and startup companies in high tech, real estate, construction and multinational companies where he specialized in providing tax strategies and planning opportunities to companies with sales that ranged from \$20 million to over \$1 billion.

Bob founded a CPA firm in his name in 1991 where he has provided financial and tax services to small and medium sized businesses and senior executives in the manufacturing, high technology, retail, construction, real estate and professional industries, as well as individual tax clients. He has participated and has been an integral part in many sales, merger and acquisition transactions in the printing, publishing and High-Tech industries.

He graduated with a Bachelors Degree in Accounting from Northeastern University and is a member of the American Institute of Certified Public Accountants, the New Hampshire Society of Certified Public Accountants and the National Association of Certified Valuators and Analysts.

Mr. Consaga will devote his time to the affairs of the Resulting Issuer as needed. Mr. Consaga will provide his CFO services to the Resulting Issuer as a Consultant through his CPA Firm which is wholly owned by him. It is estimated his firm will receive \$8,000 per month for his services. Mr. Consaga will not be entering into a non-competition and non-disclosure agreement with the Resulting Issuer.

**Pete Karolczak, Member, Director and Chief Operating Officer, Age 59**

Peter Karolczak brings over 30 years of experience in IT, IT Services, Software and Consulting spanning fortune 10 global enterprises to early-stage startups to Integrated Cyber. Prior to joining Integrated Cyber, Pete held several executive positions at Hewlett Packard Company from 1987 to 2016. From 2011 until his retirement as senior vice president and general manager of the IT Outsourcing division at Hewlett-Packard Company, Pete was responsible for managing a \$15 billion division of Hewlett-Packard Company, which included managed security services, enterprise cloud and mobility services. Pete obtained a Bachelor Degree in Mathematics and Computer Science from Stanford University.

Mr. Karolczak will devote 40% of his time to the affairs of the Resulting Issuer. Mr. Karolczak will provide his COO services to the Resulting Issuer as a consultant through his co-owned management consulting business, Purple Koru, Inc. Mr. Karolczak will not be entering into a non-competition and non-disclosure agreement with the Resulting Issuer.

**Kevin Thomas, Chief Marketing Officer, Age 60**

Kevin Thomas has 36 years of marketing, sales enablement, and sales operations experience across multiple technology companies, including cybersecurity, data storage, AI & ML, data center, enterprise technology services, geospatial, software, and telecommunications sectors. Kevin was an executive with Hewlett Packard from 2013 to 2017, leading global sales enablement for their services division. He has held executive marketing roles at Iverify Security from 2017 to 2019, NTT RagingWire Data Centers from 2012 to 2013, Intermap Technologies from 2006 to 2011, and others. Mr. Thomas has a Bachelor of Science degree in Business Administration, Marketing, from the University of Nevada, Reno.

Mr. Thomas will devote 80% of his time to the affairs of the Resulting Issuer. Mr. Thomas will provide his CMO services to the Resulting Issuer as a consultant through his co-owned management consulting business, Purple Koru, Inc. Mr. Thomas will not be entering into a non-competition and non-disclosure agreement with the Resulting Issuer.

**Robert Bain, Director, Age: 55**

Robert Bain is a businessman with an extensive career in accounting, finance, and capital raising in financial markets. Mr. Bain has an honorary bachelors degree in accountancy and management from Sheffield University, and he is part of the Institute of Chartered Accountants in England and Wales. Mr. Bain has experience in financial auditing, advising clients on business mergers and acquisitions, and he has spent over 27 years of his career working in a variety of different roles in the financial sector.

Mr. Bain is the managing director of a water business in the UAE, and he has worked at EY and PKF for over 10 years and 8 years as CEO and managing partner of VV Capital LLP a small uk based investment and private equity firm.. Mr. Bain has extensive experience in growing small and medium sized businesses, and he also has successfully developed investment strategies and raised capital within private equity markets.

Mr. Bain will devote 20% of his time to the affairs of the Resulting Issuer. Mr. Bain will not be an employee of the Resulting Issuer and has not entered into a non-competition or non-disclosure agreement with the Company.

**Jeri Dunn, Director, Age: 67**

Jeri Dunn is a businesswomen with wealth of management experience in the information technology sector. Ms. Dunn has a associated degree in computer technology from Edinboro State University, and she is a founding member of the Arkansas Chapter for Women in Technology.

Ms. Dunn has experience managing business information systems for large multi-national corporations, and she has recently spent her professional time mentoring and providing coaching to executives through Boston University and CIO Executive Council's Pathways program.

Ms. Dunn will devote 30% of her time to the affairs of the Resulting Issuer. Ms. Dunn will not be an employee of the Resulting Issuer and will not be entering into a non-competition and non-disclosure agreement with the Resulting Issuer.

**Other Reporting Issuer Experience**

Some of the proposed directors of the Resulting Issuer serve or have served on the boards of directors of other reporting issuers (or the equivalent) in Canada or foreign jurisdictions. The following table lists the directors of the Company who serve or have served on boards of directors of other reporting issuers (or the equivalent) and the identities of such reporting issuers (or the equivalent).

Director	Reporting Issuer	Exchange	Position
Rob Bain	Brands Hatch Leisure Group PLC	LSE	Finance Director

For additional information regarding other reporting issuer experience of the directors and executive officers of the Resulting Issuer, see "*Information Concerning the Company - Directors and Executive Officers*" and "*Information Concerning Integrated Cyber - Directors and Executive Officers*".

**Corporate Cease Trade Orders or Bankruptcies, Penalties or Sanction and Personal Bankruptcies**

For additional information regarding corporate cease trade orders or bankruptcies, penalties or sanction and personal bankruptcies of the directors and executive officers of the Resulting Issuer, see "*Information Concerning the Company - Directors and Executive Officers*" and "*Information Concerning Integrated Cyber - Directors and Executive Officers*".

**AUDIT COMMITTEE AND CORPORATE GOVERNANCE**

**Audit Committee**

The Resulting Issuer is expected to maintain the charter of the Company's Audit Committee, including pre-approval policies and procedures.

See "*Information Concerning the Company - Audit Committee and Corporate Governance - Audit Committee*".

**Composition of the Audit Committee**

The Audit Committee of the Resulting Issuer is expected to be composed of three directors, being Robert Consaga, Rob Bain and Jeri Dunn, all of which Rob Bain and Jeri Dunn are independent directors and all of whom are financially literate, in each case within the meaning of NI 52-110.

**Relevant Education and Experience**

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

See "*Information Concerning Integrated Cyber - Directors and Executive Officers*" and "*Information Concerning the Company – Directors and Executive Officers*".

**Corporate Governance**

The Resulting Issuer will adopt the corporate governance practices of the Company, and will implement and adopt a continuous disclosure policy and insider trading policy prior to the date on which the Resulting Issuer is required to file financial statements under applicable Canadian securities laws.

## EXECUTIVE COMPENSATION

### Compensation Philosophy

The Resulting Issuer expects to provide a market-based blend of base salaries, bonuses and Stock Options to align the interests of executive officers of the Resulting Issuer with the interests of its shareholders.

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

The Resulting Issuer Board as a whole will determine the compensation of directors of the Resulting Issuer. It is not anticipated that the Resulting Issuer will provide its directors with any compensation for attending meetings of the Resulting Issuer Board or any of its committees. However, directors will be eligible to receive Stock Options pursuant to the Equity Incentive Plan, from time to time, on a basis commensurate with industry standards, reflecting the responsibilities and risks involved in being a director of the Resulting Issuer. Non-management directors will also be reimbursed for transportation and other out-of-pocket expenses incurred in connection with attending meetings, and generally in discharging their director functions.

The Resulting Issuer Board will determine all compensation with respect to any employment, consulting and management agreements.

### NEO Compensation

The table below sets out the anticipated compensation to the Resulting Issuer's anticipated Named Executive Officers, being Alan Guibord (CEO) and Robert Consaga (CFO) for the 12-month period following the completion of the Acquisition. The Resulting Issuer may also grant Stock Options to the Named Executive Officers. Such equity based compensation will be approved by the Resulting Issuer Board.

Name and position	Period	Salary, consulting fee, retainer or commission	Bonus	Committee or meeting fees	Value of perquisites	Value of all other compensation	Total compensation
Alan Guibord CEO and Director	12 months following the Acquisition	\$120,000	Nil	Nil	Nil	Nil	\$120,000
Robert Consaga <sup>(1)</sup> CFO and Director	12 months following the Acquisition	\$72,000	Nil	Nil	Nil	Nil	\$72,000

**Notes:**

(1) Robert Consaga will be paid through Robert J Consaga Jr PC. Mr. Consaga owns 100% of Robert J Consaga Jr PC.

It is anticipated that the Resulting Issuer will pay non-executive directors an amount per person per Resulting Issuer Board meeting at a rate to be determined. The definition of "director" under securities legislation includes an individual who acts in a capacity similar to that of a director.

### **Pension Plan Benefits and Other Deferred Compensation Plans**

It is anticipated the Resulting Issuer will not have any pension or deferred compensation plan in the 12-month period following the completion of the Acquisition.

### **Equity Incentive Plan**

The Resulting Issuer will maintain the Equity Incentive Plan. See "Information Concerning the Company - Options to Purchase Securities - Equity Incentive Plan".

### **Compensation to Associates**

No awards, earnings, payments or payables are expected to be made to any associates of Named Executive Officers or directors of the Resulting Issuer.

### **External Management Companies**

All named executives of the Resulting Issuer are expected to be employees or consultants of the Resulting Issuer.

### **Employment, Consulting and Management Agreements**

The Resulting Issuer will assume the Company and Integrated Cyber's obligations under existing consulting agreement of the Company and Integrated Cyber upon Closing. It is anticipated that the Resulting Issuer will enter into an employment agreement in relation to his position as the CEO of the Resulting Issuer post-Closing. See [●].

### **Oversight and Description of Director and Named Executive Compensation**

The Resulting Issuer Board will determine the annual compensation of Named Executive Officers. Current market conditions, market compensation, and company finances are expected to be taken into account when determining compensation.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

### **Aggregate Indebtedness**

Other than Routine Indebtedness, no directors, executive officers and employees and no former directors, executive officers and employees of the Integrated Cyber or the Company are or were indebted to Integrated Cyber or the Company in connection with a purchase of securities and all other indebtedness as at the date of this Prospectus.

### **Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs**

Other than Routine Indebtedness, no directors or executive officers of Integrated Cyber or the Company, and associates of such directors or executive officers are or were indebted to Integrated Cyber or the Company as at the date of this Prospectus.

## **PLAN OF DISTRIBUTION**

### **Special Warrant**

This Prospectus qualifies the distribution of [3,500,000] SW Shares to be issued, without additional payment, upon the exercise or deemed exercise of [3,500,000] Special Warrants issued pursuant to the Special Warrant Financing. The Special Warrants were issued pursuant to an in accordance with the Special Warrant Indenture between the Company and Odyssey Trust Company, in its capacity as agent for the Special Warrants.

Pursuant to the Special Warrant Indenture, all unexercised Special Warrants shall be deemed to be automatically exercised (without any further action or payment on the part of the holder thereof) at 4:00pm (Vancouver time) on the Automatic Conversion Date, being the earlier of (a) the Qualification Date, being the date on which the securities



commissions or other securities regulatory authorities in each of the Selling Provinces issue a receipt for the final long form prospectus of the Company qualifying the distribution of the SW Shares and (b) [●], 2023. Assuming no Special Warrants are exercised prior to the Qualification Date, upon the deemed automatic exercise of the Special Warrants, the Resulting Issuer will issue [3,500,000] SW Shares for no additional consideration.

No securities are being offered or sold pursuant to this Prospectus. This Prospectus is being filed by the Company with its overseeing regulators. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and no agent or underwriter is involved.

### **Listing of Common Shares on CSE**

[The Company has applied to list the Resulting Issuer Shares on the CSE.] Listing of the Resulting Issuer Shares is subject to the Company fulfilling all of the listing requirements of the CSE, including becoming a reporting issuer.

### **IPO Venture Issuer**

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequis NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by the PLUS Markets Group plc).

## **PROMOTER**

Faramarz Haddadi, Alan Guibord and Pete Karolczak will be considered a promoter of the Resulting Issuer, as that term is defined in the *Securities Act* (British Columbia). See "*Information Concerning the Company – Promoter*" and "*Information Concerning Integrated Cyber – Promoter*".

## **RISK FACTORS**

The current business of Integrated Cyber will be the business of the Resulting Issuer following completion of the Acquisition. Accordingly, risk factors relating to Integrated Cyber's current business and the Company's current business will be risk factors relating to the Resulting Issuer's business. Additional risks related to the Acquisition and the Resulting Issuer are set out below.

See "*Information Concerning the Company – Risk Factors*" and "*Information Concerning Integrated Cyber – Risk Factors*".

### **No Market for Securities**

There is currently no market through which any of the securities of the Company or the Resulting Issuer may be sold and there is no assurance that the securities of the Company or the Resulting Issuer will be listed for trading on a Canadian stock exchange, or if listed, will provide a liquid market for such securities. Until the securities of the Company or the Resulting Issuer are listed on a Canadian stock exchange, holders of the securities of the Company and the Resulting Issuer may not be able to sell their securities. Even if the Listing is obtained, there can be no assurance that an active public market for the securities of the Company or the Resulting Issuer will develop or be sustained. The holding of securities of the Company and the Resulting Issuer involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. The securities of the Company and the Resulting Issuer should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

### **Market Price Volatility**

The market price of the Resulting Issuer Shares may be adversely affected by a variety of factors relating to the Resulting Issuer's business, including fluctuations in the Resulting Issuer's operating and financial results, the results of any public announcements made by the Resulting Issuer and the failure to meet analysts' expectations.

The market price of the Resulting Issuer Shares may experience wide fluctuations which may not necessarily be related to the financial condition, operating performance, underlying asset values or prospects of the Resulting Issuer. Securities of micro-cap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries.

Other factors unrelated to the Resulting Issuer's performance that may have an effect on the price of the Resulting Issuer Shares include (among others) the following: (i) the extent of analytical coverage available to investors concerning the Resulting Issuer's business may be limited if investment banks with research capabilities do not follow the Resulting Issuer Shares; (ii) lessening in trading volume and general market interest in the Resulting Issuer Shares may affect an investor's ability to trade significant numbers of Resulting Issuer Shares; (iii) the size of the Resulting Issuer's public float may limit the ability of some institutions to invest in the Resulting Issuer Shares; and (iv) a substantial decline in the price of the Resulting Issuer Shares that persists for a significant period of time could cause the Resulting Issuer Shares to be delisted from the CSE or from any other exchange upon which the Resulting Issuer Shares may trade from time to time, further reducing market liquidity.

As a result of any of these factors, the market price of the Resulting Issuer Shares at any given point in time may not accurately reflect the Resulting Issuer's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Resulting Issuer may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Financial markets historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. In particular, the conflict between Russia and Ukraine and any restrictive actions that are or may be taken by Canada, the U.S. and other countries in response thereto, such as sanctions or export controls, could have negative implications on the financial markets. Accordingly, the market price of the Resulting Issuer Shares may decline even if the Resulting Issuer's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Resulting Issuer's operations could be adversely impacted and the trading price of the Resulting Issuer Shares may be materially adversely affected.

#### **Increased Costs of Being a Publicly Traded Company**

If the Resulting Issuer successfully lists on the CSE, the Resulting Issuer will incur significant additional legal, accounting and filing fees that, at present, are not being incurred. Securities legislation and the rules and policies of the CSE require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information all of which will significantly increase legal and financial compliance costs.

#### **Requirements for Further Financing**

[The Company has applied for the listing of the Resulting Issuer Shares on the CSE.] The Resulting Issuer may need to obtain further financing, whether through debt financing, equity financing or other means. There can be no guarantee that the securities of the Resulting Issuer will be listed on any stock exchange. The Resulting Issuer must obtain such financing through equity or debt financing or a combination of the two, and there can be no assurance that the Resulting Issuer can raise the required capital it needs to build and expand its current operations, nor that the capital markets will fund the business of the Resulting Issuer. Without this additional financing, the Resulting Issuer may be unable to achieve positive cash flow and earnings as quickly as anticipated. There can be no certainty that the Resulting Issuer will be able to obtain these funds, in which case any investment in the Resulting Issuer may be lost. The raising of equity funding would also result in dilution of the equity of the Resulting Issuer's shareholders.

### **Regulatory Approval Required**

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

### **Termination of the Purchase Agreement**

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

### **Cash Flow from Operations**

Since incorporation, neither the Company nor Integrated Cyber have generated cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue. Neither the Company nor Integrated Cyber can guarantee that the Resulting Issuer will attain or maintain positive cash flow status into the future. To the extent that the Resulting Issuer has negative cash flow in any future period, the Resulting Issuer will be reliant on any working capital and future equity financings to meet its cash flow requirements.

### **Risks Associated with Acquisitions**

As part of the Resulting Issuer's overall business strategy, the Resulting Issuer may pursue select strategic acquisitions, which would provide additional product offerings, vertical integrations, additional industry expertise, and a stronger industry presence in both existing and new jurisdictions. Future acquisitions may expose it to potential risks, including risks associated with: (a) the integration of new operations, services and personnel; (b) unforeseen or hidden liabilities; (c) the diversion of resources from the Resulting Issuer's existing business and technology; (d) potential inability to generate sufficient revenue to offset new costs; (e) the expenses of acquisitions; or (f) the potential loss of or harm to relationships with both employees and existing users resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

### **Reliance on Management**

Equity-based awards are expected to comprise a key component of executive and senior management compensation, and if the price of the Resulting Issuer Shares declines or is volatile, it may be difficult to retain such individuals. The Resulting Issuer's retention and recruiting may require significant increases in compensation expense, which may adversely affect its results of operation.

### **Eligibility for Registered Plans**

There is no assurance when, or if, the securities of the Resulting Issuer will be listed on any stock exchange. If the securities of the Resulting Issuer are not listed on a designated stock exchange in Canada at the time they are acquired or if the Resulting Issuer does not otherwise satisfy the conditions in the *Income Tax Act* (Canada) (the "**Tax Act**") to be a "public corporation", the securities of the Resulting Issuer will not be considered to be a qualified investment under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a registered disability savings plan, a tax-free savings account and a deferred profit sharing plan (collectively, "**Registered Plans**") from their date of issue. Where a Registered Plan acquires a Resulting Issuer Share in circumstances where the securities of the Resulting Issuer are not a qualified investment under the Tax Act for the Registered Plan, adverse tax consequences may arise for the Registered Plan and the annuitant, subscriber or holder (the "**Controlling Individual**") under the Registered Plan, as the case may be, including that the Registered Plan may become subject to penalty taxes, the Controlling

Individual of such Registered Plan may be deemed to have received income therefrom or be subject to a penalty tax or, in the case of a registered education savings plan, such plan may have its tax exempt status revoked.

### LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Resulting Issuer is not a party to any legal proceeding nor was it a party to, nor is or was any of its property the subject of any legal proceeding, from June 30, 2022, to the date of this Prospectus.

From June 30, 2022, to the date of this Prospectus, there were no: (i) penalties or sanctions imposed against the Resulting Issuer by a court relating to securities legislation or by a securities regulatory authority; (ii) penalties or sanctions imposed by a court or regulatory body against the Resulting Issuer that would likely be considered important to a reasonable investor in making an investment decision; or (iii) settlement agreements the Resulting Issuer entered into before a court relating to securities legislation or with a securities regulatory authority.

### INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interest, direct or indirect, of directors, senior officers, any person holding more than 10% of the Company Shares or the Integrated Cyber Interests, or any known associates or affiliates of such persons, in any transaction within the last three most recently completed financial years or during the current financial year or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Company or Integrated Cyber.

### USE OF AVAILABLE FUNDS BY THE RESULTING ISSUER

The Company is not raising any funds in conjunction with this Prospectus. Accordingly, there are no proceeds to the Company, Integrated Cyber or the Resulting Issuer in connection with the filing of this Prospectus. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses in connection with the preparation and filing of this Prospectus will be paid by the Company from its working capital.

### FUNDS AVAILABLE AND USE OF AVAILABLE FUNDS

As of August 31, 2022, the most recent month end before filing this Prospectus, the Company had working capital of C\$131,219, applying the Bank of Canada rate or exchange as at August 31, 2022, being \$1 for C\$1.3111, and Integrated Cyber had working capital of, resulting in an aggregate *pro forma* working capital of the Resulting Issuer of \$1,013,695 (together, the "**Working Capital**"). In addition to the Available Funds the Resulting Issuer expects to generate additional net working capital of \$250,000 in the next 12 months. (the "**Projected Working Capital**").

The Company further has access to the Funding Commitment to a maximum of C\$5,000,000 pursuant to the Alke Agreement (together with the Working Capital and the Projected Working Capital, the "**Available Funds**") on Listing.

It is anticipated that the Resulting Issuer will have sufficient cash and cash equivalents to meet its ongoing obligations and objectives and that the Resulting Issuer will use the Available Funds as follows:

Use of Available Funds	Estimated amounts
Next Release of IC360 Unifying Portal <sup>(1)</sup>	\$100,000
Complete design and v1 development of IC360 intelligent correlation data lake <sup>(1)</sup>	\$100,000
General and administrative costs	\$850,000
Unallocated Working Capital	\$200,000
<b>TOTAL:</b>	<b>\$1,250,000</b>

**Notes:**

- (1) Comprised of costs associated with (a) embedded low-level software licences, including database and middleware licenses; (b) Integrated Cyber led software/solution design; and (c) Integrated Cyber and third-party software/solution development.

While the Company and Integrated Cyber currently anticipate that the Resulting Issuer will use its available funds as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Resulting Issuer to achieve its objectives. The Resulting Issuer may require additional funds in order to fulfill all of its expenditure requirements to meet its business objectives and may either issue additional securities or incur debt. There can be no assurance that additional funding required by the Resulting Issuer will be available, if required.

The Company and Integrated Cyber estimate that the Available Funds will be sufficient to meet the Resulting Issuer's administrative costs for the 12-month period following the Acquisition. Estimated administrative costs for such 12-month period are described in the table below.

<b>Estimated General and Administrative Costs</b>	<b>Available funds</b>
Salaries and Consulting fees	\$620,000
Accounting and audit fees	\$30,000
Legal fees	\$10,000
IT, Travel, Office and Miscellaneous	\$50,000
Marketing and inside sales	\$90,000
Other administration costs (ie, payroll tax, insurance)	\$50,000
<b>Total</b>	<b>\$850,000</b>

### **Negative Operating Cash Flow**

Since incorporation, neither the Company nor Integrated Cyber have generated cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue. Although the Company and Integrated Cyber have allocated amounts to fund the Resulting Issuer's ongoing operations for a period of twelve months, thereafter, the Resulting Issuer will be reliant on any working capital and future equity financings for its funding requirements.

### **BUSINESS OBJECTIVES AND MILESTONES**

In the twelve-month period following the Acquisition, the Company and Integrated Cyber expect the Resulting Issuer to accomplish the following business objectives:

<b>Development Phase</b>	<b>Estimate Time of Completion</b>	<b>Estimated Cost</b>
Next Release of the IC360 Unifying Portal, including additional usability features, embedded reporting and notifications, and rapid cross-capability workflows customization. <ul style="list-style-type: none"> <li>Starting immediately after acquisition (estimating October 2022) with a completion target of early February 2023.</li> </ul>	4 months	\$100,000 <sup>(1)</sup>
Complete design and v1 development of the IC360 intelligent correlation data lake, including data ingestion, graph-based relationship correlations, and micro-apps/APIs to the front-end portal for reporting and notifications	6 months	\$100,000 over 3 quarters <sup>(1)</sup>

<b>Development Phase</b>	<b>Estimate Time of Completion</b>	<b>Estimated Cost</b>
<ul style="list-style-type: none"> <li>Starting October 2022 with a completion target of April 2023. Subsequent releases will happen on a quarterly cadence.</li> </ul>		
<b>Total required</b>		<b>\$200,000</b>

**Notes:**

- (1) Comprised of costs associated with (a) embedded low-level software licences, including database and middleware licenses; (b) Integrated Cyber led software/solution design; and (c) Integrated Cyber and third-party software/solution development.

### **AUDITORS, TRANSFER AGENT AND REGISTRAR**

The auditor of the Company is Davidson & Company LLP, at its offices located at 1200 – 609 Granville Street, Vancouver, British Columbia, Canada V7Y 1G6; the auditor of Integrated Cyber is McCafferty & Company, P.C.; and the auditor of the Resulting Issuer is expected to be Davidson & Company LLP, at its offices located at 1200 – 609 Granville Street, Vancouver, British Columbia, Canada V7Y 1G6. Davidson & Company LLP, have advised that they are independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia, and McCafferty & Company, P.C., have advised that they are independent of Integrated Cyber within the meaning of IFRS.

McCafferty & Company, P.C. audited the financial statements of Integrated Cyber for the years ended December 31, 2021 and 2020, and issued an auditors report dated February 28, 2022, McCafferty & Company, P.C. was not required by securities legislation to enter, and had not entered, into a participation agreement with the Canadian Public Accountability Board. An audit firm that enters in a participation agreement is subject to the oversight program of the Canadian Public Accountability Board.

The transfer agent and registrar for the Resulting Issuer Shares is expected to be Odyssey Trust Company located at 409 Granville St., Vancouver, British Columbia V6C 1T2.

### **MATERIAL CONTRACTS**

Except for material contracts entered into in the ordinary course of business, set out below are material contracts which the Company entered into prior to or since the date of incorporation of the Company or which Integrated Cyber entered into within two years of the date of this Prospectus and considered material to the Resulting Issuer. Upon completion of the Acquisition, the below material contracts will be filed with the Canadian securities regulatory authorities and will be available for review under the Resulting Issuer's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

- the Equity Incentive Plan;
- the Code;
- the Alke Agreement; and
- the Purchase Agreement.

### **EXPERTS**

The following professional persons have prepared reports or have provided opinions that are either included in or referred to in this Prospectus: Davidson & Company LLP, as auditor of the Company, and McCafferty & Company, P.C., the auditor of Integrated Cyber.

No person or company who is named as having prepared or certified a part of this Prospectus or prepared or certified a report or valuation described or included in this Prospectus has, or will have immediately following completion of the Acquisition, any direct or indirect registered or beneficial interest in the securities or any other property of Company, Integrated Cyber or any associate or affiliate of the Company or Integrated Cyber and no

such person is or is expected to be elected, appointed or employed as director, officer or employee of the Company or Integrated Cyber.

#### **OTHER MATERIAL FACTS**

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

#### **ENFORCEMENT OF CIVIL LIBERTIES**

Integrated Cyber and McCafferty & Company, P.C., the auditor of Integrated Cyber, are both incorporated under the laws of a foreign jurisdiction. Alan Guibord, Pete Karolczak, Robert Consaga and Kevin Thomas, each resides outside of Canada. Each of the foregoing persons appointed MLT Aikins LLP, located at 2600 – 1066 West Hastings Street, Vancouver, British Columbia V6E 3X1 as its agent for service of process. Investors are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

#### **RIGHTS OF WITHDRAWAL AND RESCISSION**

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

APPENDIX A

AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED JUNE 30, 2022



**1332996 B.C. LTD.**

Financial Statements  
(Expressed in Canadian Dollars)

For the period from incorporation on  
November 12, 2021 to June 30, 2022

## INDEPENDENT AUDITOR'S REPORT

To the Directors of  
1332996 B.C. Ltd.

### *Opinion*

We have audited the accompanying financial statements of 1332996 B.C. Ltd. (the "Company"), which comprise the statement of financial position as at June 30, 2022, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the period from incorporation on November 12, 2021 to June 30, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2022, and its financial performance and its cash flows for the period from incorporation on November 12, 2021 to June 30, 2022, in accordance with International Financial Reporting Standards ("IFRS").

### *Basis for Opinion*

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

### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 of the financial statements, which indicates that events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### *Other Information*

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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

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



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

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

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

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

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

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

The engagement partner on the audit resulting in this independent auditor's report is Daniel Nathan.

Vancouver, Canada

Chartered Professional Accountants

DATE

**1332996 B.C. LTD.**

## Statement of Financial Position

As at June 30, 2022

(Expressed in Canadian dollars)

		As at June 30, 2022
<b>Assets</b>		
Current Assets		
Cash	\$	34,601
Loan receivable (Note 7)		129,515
<b>Total Assets</b>	<b>\$</b>	<b>164,116</b>
<b>Liabilities and Shareholders' Equity</b>		
Current Liabilities		
Accounts payable and accrued liabilities	\$	51,995
Loan payable (Note 8)		98,736
		150,731
Shareholders' Equity		
Share capital (Note 6)		502,550
Reserves (Note 6)		40,038
Deficit		(529,203)
		13,385
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$</b>	<b>164,116</b>

Nature of business and continuing operations (Note 1)

Proposed Transaction (Note 14)

Subsequent Events (Note 15)

Approved on Behalf of the Board on September 27, 2022:

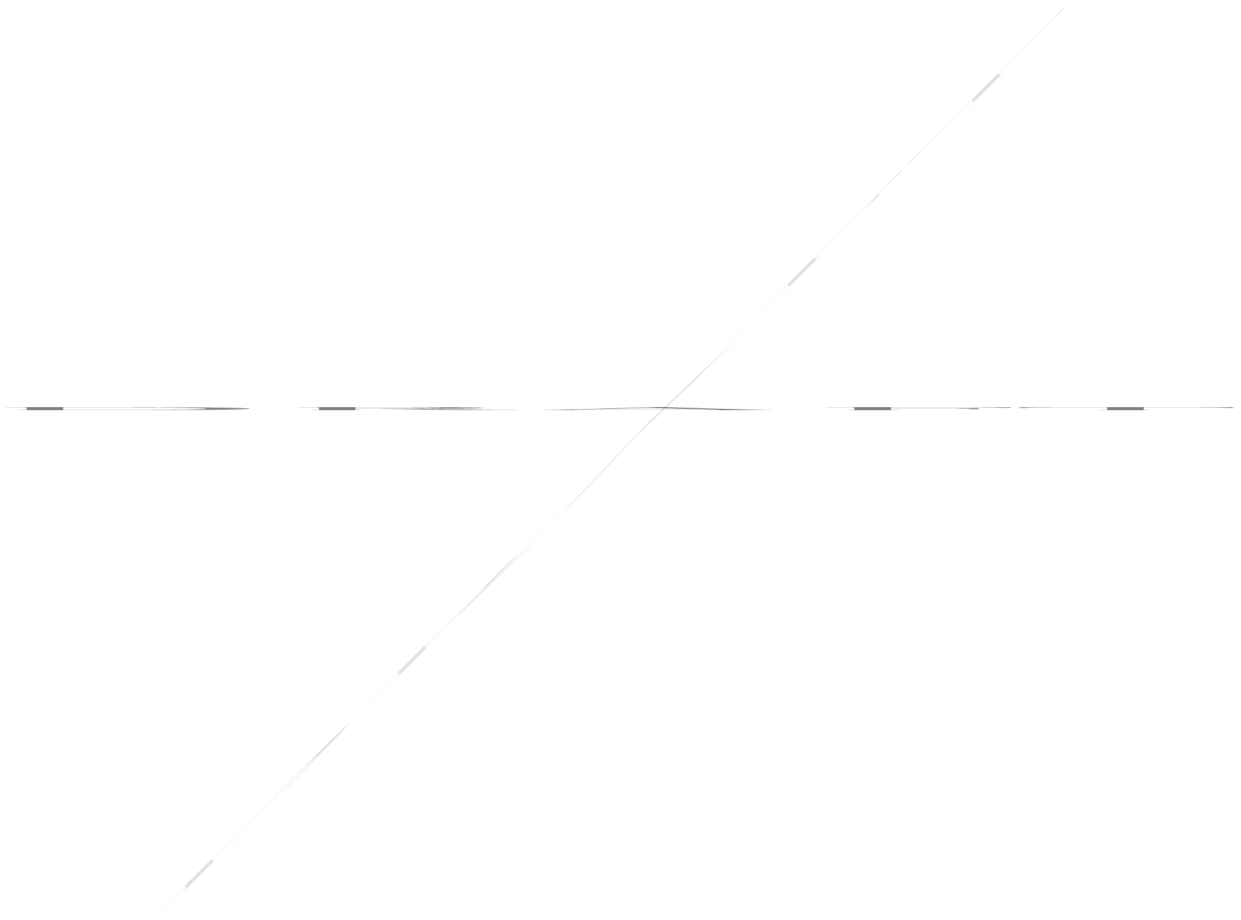
"Faramarz Haddadi"  
Faramarz Haddadi – CEO/Director

"Shao Bo Devin Lu"  
Shao Bo Devin Lu – CFO/Director

"Robert Bain"  
Robert Bain – Director

"Jeri Dunn"  
Jeri Dunn - Director

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



**1332996 B.C. LTD.**

## Statement of Loss and Comprehensive Loss

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

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	<b>Period from incorporation on November 12, 2021 to June 30, 2021</b>
<b>Expenses</b>	
Advisory fees (Note 9)	\$ 422,500
General and Admin fees	4,670
Professional fees	61,995
Share-based payments (Note 6)	40,038
	<b>(529,203)</b>
<b>Loss and comprehensive loss for the period</b>	<b>\$ (529,203)</b>
<b>Weighted average number of common shares outstanding – basic and diluted (Note 10)</b>	<b>15,661,087</b>
<b>Basic and diluted loss per share</b>	<b>\$ (0.03)</b>

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

**1332996 B.C. LTD.**

## Statement of Changes in Shareholders' Equity

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

	Share Capital		Reserves	Deficit	Total Shareholders' Equity
	Number	Amount			
<b>Balance, (incorporation) – November 12, 2021</b>	-	\$ -	\$ -	\$ -	\$ -
Common shares issued	20,400,000	350,050	-	-	350,050
Common shares issued for services (Note 6,9)	3,050,000	152,500	40,038	-	192,538
Loss for the period	-	-	-	(529,203)	(529,203)
<b>Balance, June 30, 2022</b>	<b>23,450,000</b>	<b>\$ 502,550</b>	<b>\$ 40,038</b>	<b>\$ (529,203)</b>	<b>\$ 13,385</b>



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

**1332996 B.C. LTD.**

## Statement of Cash Flows

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

	For the period from incorporation on November 12, 2021 to June 30, 2022	
<b>Cash provided by (used for):</b>		
<b>Operating Activities:</b>		
Loss for the period	\$	(529,203)
Items not involving cash:		
Common shares issued for services (Note 6,9)		152,500
Share-based payments (Note 6)		40,038
Net change in non-cash working capital items:		
Accounts payable and accrued liabilities		51,995
		<u>(284,670)</u>
<b>Investing Activity:</b>		
Loan receivable (Note 7)		(129,515)
		<u>(129,515)</u>
<b>Financing Activity:</b>		
Proceeds from share issuance (Note 6b)		350,050
Proceeds from loan payable (Note 8)		98,736
		<u>448,786</u>
<b>Change in cash for the period</b>		<b>34,601</b>
<b>Cash, beginning of the period</b>		<b>-</b>
<b>Cash, end of the period</b>	<b>\$</b>	<b>34,601</b>
<b>Supplemental information:</b>		
Interest paid	\$	-
Income taxes	\$	-

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

## **1332996 B.C. LTD.**

### Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

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#### **1. NATURE OF BUSINESS AND CONTINUING OPERATIONS**

1332996 B.C. LTD. (the “Company” or “1332996 B.C. LTD.”) was incorporated under the British Columbia Business Corporations Act on November 12, 2021. The Company’s head office and records and registered office is located at 2600 – 1066 West Hastings Street Vancouver, BC V6E 3X1.

The Company is currently investigating and evaluating business opportunities to either acquire or in which to participate. On January 21, 2022 the Company entered into a proposed transaction, see Note 14.

The Company has an accumulated deficit of \$529,203 as at June 30, 2022. The Company’s ability to continue its operations is dependent upon identifying and acquiring an operating business, and obtaining additional financing sufficient to cover its operating costs. All the preceding indicates the existence of a material uncertainty that may cast substantial doubt about the Company’s ability to continue as a going concern. These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

#### **2. STATEMENT OF COMPLIANCE**

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

#### **3. BASIS OF PRESENTATION**

The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. The financial statements are presented in Canadian dollars, which is also the functional currency of the Company. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information. The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgement of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in.

#### **4. SIGNIFICANT ACCOUNTING POLICIES**

##### **(a) Income taxes**

Income tax is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income or loss or directly in equity, in which case it is recognized in other comprehensive income or loss or equity.

**1332996 B.C. LTD.**

Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

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**4. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Income taxes (continued)**

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period applicable to the period of expected realization or settlement.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the group intends to settle its current tax assets and liabilities on a net basis.

**(b) Share capital**

Common shares are classified as shareholders' equity. Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

**(c) Basic and diluted loss per share**

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. Contingently issuable shares are not considered outstanding common shares and consequently are not included in loss per share calculations.

**(d) Financial instrument measurement and valuation**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

## 1332996 B.C. LTD.

### Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Financial instrument measurement and valuation (continued)

Level 1	Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2	Inputs other than quoted prices that are observable for the assets or liability either directly or indirectly; and
Level 3	Inputs that are not based on observable market data.

The measurement of the Company's financial instruments is disclosed in Note 13 to these financial statements. Any financial instrument that is valued using level 2 or 3 inputs will involve estimation uncertainty.

##### Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) 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.

The Company's accounting policy for each of the categories is as follows:

**Financial assets at FVTPL:** Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed to profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in profit or loss in the period.

**Financial assets at FVTOCI:** Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income (loss) in which they arise.

**Financial assets at amortized cost:** A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

**Impairment of financial assets at amortized cost:** The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in

**1332996 B.C. LTD.**

Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

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**4. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Impairment of financial assets at amortized cost (continued)**

credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

**Financial liabilities and equity:** Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued are recorded at the proceeds received, net of direct issue costs.

**(e) Critical accounting estimates and judgements**

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, and expenses. Estimates and associated assumptions applied in determining asset or liability values are based on historical experience and various other factors including other sources that are believed to be reasonable under the circumstances but are not necessarily readily apparent or recognizable at the time such estimate or assumption is made. Actual results may differ from these estimates.

Estimates and underlying assumptions used in determining asset and liability values are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Information about critical accounting estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

***Judgements***

**Going Concern**

The preparation of the financial statements requires management to make judgments regarding the going concern of the Company.

## **1332996 B.C. LTD.**

Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

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### **4. SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### *Estimates*

##### **Deferred tax assets and liabilities**

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected.

### **5. 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. 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.

During the period from incorporation on November 12, 2021, to June 30, 2022, the Company incurred advisory fees of \$60,000 to Strategic Investments LLC, a significant shareholder who is considered a related party. As of June 30, 2022, there was a loan of \$80,000 USD received from Strategic Investments LLC (Note 8).

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

During the period from incorporation on November 12, 2021 to June 30, 2022, \$nil was recorded as compensation costs for key management personnel and companies related to them.

### **6. SHARE CAPITAL**

#### **(a) Authorized**

Unlimited number of common and preferred shares without par value.

#### **(b) Issued and outstanding**

**1332996 B.C. LTD.**

## Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

On November 12, 2021 the Company issued 500,000 common shares at \$0.0001 per share.

On December 14, 2021 the Company issued 12,000,000 units at a price per unit of \$0.005. Each unit comprised of one common Share and one-half of one common share purchase warrant. Each warrant is exercisable to acquire one common Share at a price of \$0.10 per share until December 14, 2026 (Note 6c). The value of the issued warrants are \$nil.

On February 25, 2022 the Company issued 7,000,000 common shares at \$0.02 per share.

On April 20, 2022 the Company paid to Alke Capital Limited a commitment fee of 3,050,000 common shares at \$0.05 per share (Note 9) and issued 1,657,500 common share purchase warrants. The warrants will be exercisable by Alke for three years from the date of issuance to April 20, 2025 at a price per share equal to \$0.10 (Note 6c). The value of the issued warrants are \$40,038. The following weighted-average assumptions have been used for the Black-Scholes valuation for the warrants granted: risk-free interest rate – 1.5%; expected life – 3; expected volatility – 100% and expected dividends – nil.

On May 16, 2022 the Company issued 300,000 common shares at \$0.10 per share.

On June 20, 2022 the Company issued 600,000 common shares at \$0.20 per share.

As at June 30, 2022, the issued share capital was comprised of 23,450,000 common shares.

	Number of Shares	Amount \$
<b>Balance, (incorporation) November 12, 2021</b>	-	-
November 12, 2021 – share issuance	500,000	50
December 14, 2021 – share issuance	12,000,000	60,000
February 25, 2022 – share issuance	7,000,000	140,000
April 20, 2022 – share issuance for services	3,050,000	152,500
May 16, 2022 – share issuance	300,000	30,000
June 20, 2022 – share issuance	600,000	120,000
<b>Balance, June 30, 2022</b>	<b>23,450,000</b>	<b>502,550</b>

**(c) Warrants**

A summary of the Company's warrant activity is as follows:

	Number of warrants	Weighted Average Exercise Price \$
Balance, November 12, 2021	-	-



**1332996 B.C. LTD.**

## Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

Granted	7,657,500	0.10
<b>Balance, June 30, 2022</b>	<b>7,657,500</b>	<b>\$0.10</b>

As at June 30, 2022, outstanding warrants were as follows:

Grant Date	Number of warrants outstanding and exercisable	Exercise Price	Expiry date	Remaining contractual life (years)
December 14, 2021	6,000,000	\$0.10	December 14, 2026	4.46
April 20, 2022	1,657,500	\$0.10	April 20, 2025	2.81
<b>Total</b>	<b>7,657,500</b>	<b>\$0.10</b>		

**(d) Options**

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, November 12, 2021	-	\$ -
Granted	200,000	0.30
<b>Balance, June 30, 2022</b>	<b>200,000</b>	<b>\$0.30</b>

As at June 30, 2022, outstanding options were as follows:

Grant Date	Number of options outstanding	Number of options exercisable	Exercise Price	Expiry date	Remaining contractual life (years)
June 6, 2022	200,000	0	\$0.30	June 6, 2027	4.94
<b>Total</b>	<b>200,000</b>	<b>0</b>	<b>\$0.30</b>		

On June 6, 2022, the Company issued 200,000 stock options to various directors at an exercise price of \$0.30 of which all options vest on June 6, 2023 and expire on June 6, 2027. The following weighted-average assumptions have been used for the Black-Scholes valuation for the stock options granted: risk-free interest rate – 2.85%; expected life – 5; expected volatility – 100% and expected dividends – nil.

**7. LOAN RECEIVABLE**

On March 31, 2022 the Company entered into a loan agreement to advance \$100,000 United States Dollars ("USD") to Integrated Cyber Solutions LLC (See Note 14). The loan is interest free

## **1332996 B.C. LTD.**

### Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

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until its maturity date of December 31, 2022, after which point it accrues interest rate of 10% per annum.

#### **8. LOAN PAYABLE**

On April 1, 2022 the Company entered into a loan agreement to borrow \$80,000 USD from a related party. The loan is interest free until its maturity date of December 31, 2022, after which point it accrues interest rate of 10% per annum.

#### **9. INVESTMENT AND ADVISORY AGREEMENT**

On April 15, 2022 the Company and Alke Capital Limited ("Alke") entered into the investment and advisory agreement (the "Alke Agreement"). Pursuant to the Alke Agreement, Alke will (a) provide certain advisory services to the Company, ("Alke Advisory Services"), and (b) make available to the Company a non-revolving equity drawdown facility in the aggregate amount of up to \$5,000,000 (the "Funding Commitment").

The Funding Commitment is for an aggregate amount of \$5,000,000 and a term of three years. In addition, the Company may use the Funding Commitment as security, with the consent of Alke, to secure additional financing avenues if it so chooses. Upon listing of its common shares on the Canadian Stock Exchange (the "Listing") and under the terms of the Alke Agreement, the Company can immediately start drawing down funds from the \$5,000,000 Funding Commitment during the three-year term at the Company's discretion by providing a notice to Alke (a "Alke Drawdown Notice").

The Alke Advisory Services include (a) advisory services with respect to general corporate and public company matters; (b) assistance in identifying strategic investment opportunities for the Company; and (c) such other services as agreed to by the Company and Alke in writing from time-to-time. The Alke Advisory Services provided by Alke including compensation related to any specific services to the Company pursuant to the Alke Agreement will be on a project specific basis. In connection with the provision of the Alke Advisory Services, the Company paid an initial fee of \$2,500, paid by issuance of 50,000 shares at \$0.05 per share.

Additionally, the Company paid to Alke a commitment fee of \$150,000, equal to 3.0% of the Funding Commitment, paid by issuance of 3,000,000 shares at \$0.05 per share, and issued 1,657,500 common share purchase warrants. The warrants will be exercisable by Alke for three years from the date of issuance to April 20, 2025 at a price per share equal to \$0.10. Moreover, in the event that the Shares of the Company become listed for trading on a recognized stock exchange in North America then the Company will issue additional warrants to Alke equal up to 8.5% less the 1,657,500 common share purchase warrants of the total issued and outstanding Shares on an undiluted basis immediately following Listing ("Top-Up Warrants"). The Top-Up Warrants will be on the same terms and conditions as the initial common share purchase warrants issued to Alke.

**1332996 B.C. LTD.**

Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

**10. BASIC AND DILUTED LOSS PER SHARE**

The calculation of basic and diluted loss per share for the period ended June 30, 2022 was based on the loss attributable to common shareholders of \$529,203 and the weighted average number of common shares outstanding of 15,661,087.

**11. INCOME TAXES**

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

	<b>2022</b>
<b>Loss before income taxes</b>	<b>\$ (529,203)</b>
<b>Expected income tax (recovery) at statutory rates</b>	<b>\$ (143,000)</b>
<b>Change in unrecognized deductible temporary differences</b>	<b>143,000</b>
<b>Income tax expense (recovery)</b>	<b>\$ -</b>

The significant components of the Company's deferred income tax assets that have not been included on the statement of financial position are as follows:

	<b>2022</b>
<b>Deferred tax assets (liabilities)</b>	
<b>Non-capital losses available for future periods</b>	<b>143,000</b>
<b>Unrecognized deferred tax assets</b>	<b>(143,000)</b>
<b>Net deferred tax assets</b>	<b>\$ -</b>

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the Company's statement of financial position are as follows:

	<b>2022</b>	Expiry Date
<b>Temporary Differences</b>	<b>\$</b>	
Non-capital losses available for future periods	529,000	2042

Tax attributes are subject to review and potential adjustment by tax authorities.

## **1332996 B.C. LTD.**

### Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

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## **12. MANAGEMENT OF CAPITAL**

The Company defines capital as consisting of shareholder's equity (comprised of issued share capital, share-based payment reserve, and deficit). Management's objective is to provide investment management services to shareholders which includes investing in marketable securities for the purpose of returns in the form of investment income and capital appreciation, as well as the ability to meet its on-going operational obligations as they become due.

The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. As at June 30, 2022 the Company is not subject to any externally imposed capital requirements or debt covenants.

## **13. FINANCIAL INSTRUMENTS**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

### **Market Risk**

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

#### **(i) Currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds an immaterial USD cash balance, and has loans receivable and payable which are denominated in USD, and is therefore exposed to fluctuations between the USD and the Canadian dollar. This exposure is not considered material.

#### **(ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in interest rates. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

#### **(iii) Price rate risk**

The Company has no exposure to price risk with respect to equity prices as the Company is not listed. Equity price risk is defined as the potential adverse impact on the Company's earnings

**1332996 B.C. LTD.**

## Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

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due to movements in individual equity prices or general movements in the level of the stock market.

**Credit Risk**

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's maximum exposure to credit risk is attributable to its cash and loan receivable. The Company limits the exposure to credit risk by only storing its cash with high-credit quality financial institutions. The Company's loan receivable would be subject to moderate collection risk if the proposed transaction (Note 14) did not complete. Management believes that the credit risk is acceptably low.

**Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At June 30, 2022, the Company has a cash balance of \$34,601 to settle current liabilities of \$150,731. As such, the Company has insufficient cash to fund corporate overhead costs for the next year.

The Company likely has insufficient funds from which to finance any identified business acquisition and as such will require additional financing to accomplish the Company's long-term strategic objectives. Future funding may be obtained by means of issuing share capital and/or debt financing. There can be no certainty of the Company's ability to raise additional financing through these means. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern. Consequently, the Company is exposed to liquidity risk as at June 30, 2022.

**Fair Value Measurements**

The Company does not have any financial instruments at fair value.

As at June 30, 2022 the Company's financial instruments consist of cash, loan receivable, accounts payable and accrued liabilities, and loan payable. Cash and loan receivable are classified as amortized cost. Accounts payable and accrued liabilities and loan payable are classified as financial liabilities at amortized cost. The fair values of these financial instruments approximate their carrying values because of their short-term nature.

**14. PROPOSED TRANSACTION**

On January 21, 2022 the Company signed a LLC Interest Purchase Agreement with Integrated Cyber Solutions LLC ("ICS") and revised on August 15, 2022 by which the Company would acquire all of the issued and outstanding LLC interests of ICS in exchange for 32,280,000 common shares of the Company, once the Common shares of 1332996 B.C. Ltd. has been approved for listing on the Canadian Stock Exchange.

**1332996 B.C. LTD.**

Notes to the Financial Statements

For the period from incorporation on November 12, 2021 to June 30, 2022

(Expressed in Canadian dollars)

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**15. SUBSEQUENT EVENTS**

On July 1, 2022 the Company appointed Jeri Dunn as a director of the Company and issued 150,000 stock options to her exercisable 12 months from the date of her appointment at an exercise price of \$0.30. The options have an expiry date of July 1 2027.

On July 1, 2022 the Company issued 100,000 stock options to Rob Bain a director of the company. The stock options vest once the Company has listed its shares on the Canadian Stock exchange at an exercise price of \$0.30, they have an expiry date of July 1, 2027.

On August 15, 2022, the company and ICS entered into an amended and restated LLC interest purchase agreement to extend the closing date within the termination clause of the SPA to November 15, 2022 and provide for certain closing transfers to associates of ICS, among other changes.

APPENDIX B

AUDITED FINANCIAL STATEMENTS OF INTEGRATED CYBER FOR THE YEAR ENDED DECEMBER 31,  
2021

**Integrated Cyber Solutions LLC**

**Financial Statements**

**December 31, 2021 and 2020**



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*Members*

*American Institute of  
Certified Public Accountants*

*Massachusetts Society of  
Certified Public Accountants*

*New Hampshire Society of  
Certified Public Accountants*



*President  
Edward McCafferty*

*Treasurer  
Stephen Bahsler*

*Vice President  
Stanley Maksalla*

*Tax Manager  
Robert Khouri*

**INDEPENDENT AUDITOR'S REPORT**

To the Members  
Integrated Cyber Solutions LLC  
125 Park Avenue  
New York, NY 10017

**Opinion**

We have audited the accompanying financial statements of Integrated Cyber solutions, LLC, which comprise the statement of financial position as of December 31, 2021 and 2020, and the related statements of profit and loss, members' equity and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Integrated Cyber Solutions, LLC as of December 31, 2021 and 2020 and the results of its operations and its cash flows for the year then ended in accordance with international financial reporting standards.

**Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Integrated Cyber Solutions, LLC and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Responsibilities of Management for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles established by International Financial Reporting Standards, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Integrated Cyber Solution, LLC's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of non detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- \* Exercise professional judgment and maintain professional skepticism throughout the audit.
- \* Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- \* Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Integrated Cyber Solution, LLC's internal control. Accordingly, no such opinion is expressed.
- \* Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- \* Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Integrated Cyber Solution, LLC's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of audit, significant audit findings, and certain internal control related matters that we identified during the audit.

*McCafferty & Company, P.C.*

MCCAFFERTY & COMPANY, P.C.  
Certified Public Accountants  
Newton, Massachusetts 02459  
February 28, 2022

**Integrated Cyber solutions, LLC**  
**Statement of Financial Position**  
**As of December 31, 2021 and 2020**

<b>ASSETS</b>	<u>2021</u>	<u>2020</u>
 <b>NON CURRENT ASSETS</b>		
Computer Equipment	\$ 28,979	\$ 28,979
Furniture	1,911	1,911
Leasehold improvements	9,777	9,777
Software	<u>865</u>	<u>865</u>
	<u>41,532</u>	<u>41,532</u>
Less: Accumulated Depreciation	<u>20,766</u>	<u>17,068</u>
<b>NET</b>	20,766	24,464
Security Deposit	<u>11,250</u>	<u>11,250</u>
<b>TOTAL NON CURRENT ASSETS</b>	<u>32,016</u>	<u>35,714</u>
 <b>CURRENT ASSETS</b>		
Cash	7,226	26,063
Account Receivable	200,544	233,294
Loan Receivable	<u>2,092</u>	<u>2,092</u>
<b>TOTAL CURRENT ASSETS</b>	<u>209,862</u>	<u>261,449</u>
 <b>TOTAL ASSETS</b>	 <u>241,878</u>	 <u>297,163</u>
 <b>EQUITY and LIABILITIES</b>		
Members Equity	<u>76,406</u>	<u>241,213</u>
 <b>LIABILITIES</b>		
Accounts Payable	49,616	43,934
Loans Payable	<u>115,856</u>	<u>12,016</u>
	<u>165,472</u>	<u>55,950</u>
 <b>TOTAL EQUITY AND LIABILITIES</b>	 <u>\$ 241,878</u>	 <u>\$ 297,163</u>

**Integrated Cyber solutions, LLC**  
**Statement of Profit and Loss**  
**For the Years Ended December 31, 2021 and 2020**

	2021	2020
<b>REVENUE</b>	\$ 400,457	\$ 926,793
Costs of Providing Services	286,617	449,987
Profit Before Operating Expenses	113,840	476,806
 <b>OPERATING EXEPNSES</b>		
Computer Fees	6,823	6,066
Depreciation Expense	3,697	4,123
Insurance	18,489	15,811
Professional Fees	105,396	191,910
Software Expense	21,437	27,372
Contract Labor	4,500	57,645
Other Expenses	16,306	47,194
TOTAL	176,648	350,121
(Loss) Profit	\$ (62,808)	\$ 126,685

**Integrated Cyber Solutions, LLC**  
**Statement of Members Equity**  
**For the Years Ended December 31, 2021 and 2020**

	<u>2021</u>	<u>2020</u>
Beginning Balance, January 1	\$ 241,213	\$ 298,528
Members' Contributions	-	-
Members' Draw	(102,000)	(184,000)
Net (Loss) Income	<u>(62,808)</u>	<u>126,685</u>
Ending Balance, December 31	<u>\$ 76,405</u>	<u>\$ 241,213</u>

**Integrated Cyber Solutions, LLC**  
**Statement of Cash Flows**  
**For the Years Ended December 31, 2021 and 2020**

<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<u>2021</u>	<u>2020</u>
Net Loss	\$ (62,808)	\$ 126,685
Non Cash Operating Expenses		
Depreciation	3,697	4,123
Decrease (Increase) in Accounts Receivable	32,750	(126,334)
Increase (Decrease) in Accounts Payable	5,682	(25,245)
Decrease in Other Assets	-	7,160
	<u>(20,679)</u>	<u>(13,611)</u>
 Cash Flows from Investing Activities		
Cash Flows from Financing Activities		
Member Loans	103,840	-
Members Contribution	-	-
Members Distributions	<u>(102,000)</u>	<u>(184,000)</u>
	<u>1,840</u>	<u>(184,000)</u>
 Decrease in Cash	(18,837)	(197,611)
Cash - Beginning	26,063	223,674
Cash - Ending	<u>\$ 7,226</u>	<u>\$ 26,063</u>

**Integrated Cyber Solutions, LLC**  
**Notes to Financial Statements**  
**December 31, 2021 AND 2020**

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Integrated Cyber Solutions, LLC is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who are responsible for their integrity and objectivity. These accounting policies conform to International Financial Reporting Standards promulgated by the International Accounting Standards Board and have been consistently applied in the preparation of the financial statements.

BUSINESS ACTIVITY

The Company's principal activities includes the sale of management security systems along with monitoring such systems. The Company also provides training with respect to security awareness and maintenance of security systems. The Company markets its products internationally.

PROPERTY AND EQUIPMENT

Property and Equipment are carried at cost with the exception of capitalized leases being carried at the present value of the minimum lease payments. The cost of the property and equipment is charged against the income over their estimated useful lives, using the straight line method of depreciation. Depreciation totals \$3,697 and \$4,123 in fiscal years ended December 2021 and 2020 respectively.

ADVERTISING COSTS

Advertising and marketing costs are expensed as incurred.

USE OF ESTIMATES

The preparation of Financial Statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and the reported amounts of revenues and expenses during the period. Accordingly, actual results could differ from those estimates.

ALLOWANCE FOR DOUBTFUL ACCOUNTS

An allowance for doubtful accounts is provided for based on estimated amounts of uncollectible accounts annually. Estimates are based on status of current accounts as well as past history. No allowance for uncollectible accounts was deemed necessary for the periods presented.

BASIS OF PRESENTATION

The financial statements have been prepared using the accrual basis of accounting in accordance with IFRS as issued by the International Accounting Standards Board ("IASB")



**Integrated Cyber Solutions, LLC**  
**Notes to Financial Statements**  
**December 31, 2021 and 2020**

**NOTE B - CASH FLOW INFORMATION**

The Company considers all short term investments with a maturity of three months or less to be considered cash equivalents.

**NOTE C - SUBSEQUENT EVENTS**

Management has reviewed subsequent events through February 28, 2022, the date on which the financial statements were available to be issued.

**NOTE D - REVENUE RECOGNITION**

The Company derives its revenues from the sale of cyber security managed services, consulting, and training services. Revenues are recognized over time, as control of these products and services is transferred to and billed to its customers, in an amount the Company expects to be entitled to in exchange for those products and services. Contracts allow for the Company to bill customers based on value of performance completed to date. Costs incurred to obtain a contract will be expensed as incurred when the amortization period is less than a year.

**NOTE E - COVID VIRUS PANDEMIC**

The ongoing worldwide pandemic has negatively affected the Company's operations. International travel has been restricted limiting the Company's ability to market its product and services. Continued pandemic restrictions could adversely affect operations.

**NOTE F - CASH**

The Company places its cash with high-credit-quality financial institutions. At times, such balances may exceed Federal Deposit Insurance Corporation (FDIC") insured limits of \$250,000 per bank. As of December 31, 2021, the Company does not have uninsured funds.

**NOTE G - FAIR VALUE OF FINANCIAL INSTRUMENTS**

The carrying amounts reflected in the balance sheets for cash, receivables, and loans payable approximate their respective fair values.

**NOTE H - INCOME TAXES**

The Company is a limited liability company. Accordingly, under the U.S. Internal Revenue Code, all taxable income or loss flows through to its members. Therefore, no income tax expense or liability is recorded in the accompanying financial statements.

Currently, the 2018, 2019 and 2020 tax years are open and subject to examination by the tax authorities.

**Integrated Cyber Solutions, LLC**  
**Notes to Financial Statements**  
**December 31, 2021 and 2020**

**NOTE I - FOREIGN CURRENCY RISK**

The Company bills its foreign clients in USD to avoid the exposure to currency fluctuations.

**NOTE J -CONCENTRATIONS**

Accounts Receivable: At December 31, 2021 and 2020, the Company's top three customers accounted for 94% and 98% of total accounts receivable, respectively.

Billed Revenue: At December 31, 2021 and 2020, the Company's top three customers accounted for 68% and 84% of total sales revenue, respectively.

Service Vendors: At December 31, 2021 and 2020, the Company's top three service providers accounted for 91% and 91% of total accounts receivable, respectively.

**NOTE K - PROPOSED TRANSACTIONS**

On January 21, 2022 the Company entered into a Share Purchase Agreement with 1332996 B.C. LTD. Pursuant to the SPA, the Company has agreed to sell and 1332996 has agreed to purchase 100% of the Company's Member interests. As consideration for the sale of the ICS Member interests, 1332996 has agreed to issue to the ICS Members and Key Management team members an aggregate of 32,280,000 Common Shares.

The directors of the Company believe that the sale of the Company will be a beneficial acquisition. The board of directors and member of the Company have decided to proceed with the acquisition.

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APPENDIX C

UNAUDITED FINANCIAL STATEMENTS OF INTEGRATED CYBER FOR THE PERIOD ENDED JUNE 30,  
2022

**Integrated Cyber Solutions LLC**

**Financial Statements**

**June 30, 2022 and 2021**

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Members

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Edward McCafferty

Treasurer  
Stephen Bahsler

Vice President  
Stanley Maksalla

Tax Manager  
Robert Khouri

## **INDEPENDENT ACCOUNTANT'S REVIEW REPORT**

To the Members  
Integrated Cyber Solutions LLC  
125 Park Avenue  
New York, NY 10017

### **Opinion**

We have reviewed the accompanying financial statements of Integrated Cyber Solutions, LLC, which comprise the Statement of Financial Position as of June 30, 2022 and 2021 and the related Statement of Loss, Member's Equity and Cash Flows for the six months then ended and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls relevant to the preparation and fair presentation of the financial statements that are free from material misstatement whether due to fraud or error.

### **Accountants' Responsibility**

Our responsibility is to conduct the review engagements in accordance with Statement on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with International Financial Reporting Standards. We believe that the results of our procedures provide a reasonable basis for our conclusion.

**Accountants' Conclusion**

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with International Financial Reporting Standards.

*McCafferty & Company, P.C.*

MCCAFFERTY & COMPANY, P.C.  
Certified Public Accountants  
Newton, Massachusetts 02459  
July 13, 2022



**Integrated Cyber Solutions, LLC**  
**Statement of Financial Position**  
**As of June 30, 2022 and 2021**

<b>ASSETS</b>	<u>June 30, 2022</u>	<u>June 30, 2021</u>
 <b>NON CURRENT ASSETS</b>		
Computer Equipment	\$ 28,979	\$ 28,979
Furniture	1,911	1,911
Leasehold improvements	9,777	9,777
Software	<u>865</u>	<u>865</u>
	<u>41,532</u>	<u>41,532</u>
Less: Accumulated Depreciation	<u>22,615</u>	<u>17,069</u>
<b>NET</b>	18,917	24,465
Security Deposit	<u>11,250</u>	<u>11,250</u>
<b>TOTAL NON CURRENT ASSETS</b>	<u>30,167</u>	<u>35,715</u>
 <b>CURRENT ASSETS</b>		
Cash	88,797	41,205
Accounts Receivable	167,980	208,465
Loan Receivable	<u>2,092</u>	<u>2,092</u>
<b>TOTAL CURRENT ASSETS</b>	<u>258,869</u>	<u>251,762</u>
 <b>TOTAL ASSETS</b>	 <u>\$ 289,036</u>	 <u>\$ 287,477</u>
 <b>EQUITY and LIABILITIES</b>		
Members Equity	<u>\$ 18,835</u>	<u>\$ 184,836</u>
 <b>LIABILITIES</b>		
Accounts Payable	53,396	93,985
Accrued Expenses	8,400	-
Loans Payable	<u>208,405</u>	<u>8,656</u>
	<u>270,201</u>	<u>102,641</u>
 <b>TOTAL EQUITY AND LIABILITIES</b>	 <u>\$ 289,036</u>	 <u>\$ 287,477</u>

**Integrated Cyber Solutions, LLC**  
**Statement of Loss**  
**For the Six Months Ended June 30, 2022 and 2021**

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
<b>REVENUE</b>	\$ 173,312	\$ 166,741
Costs of Providing Services	<u>141,319</u>	<u>131,693</u>
Profit Before Operating Expenses	<u>31,993</u>	<u>35,048</u>
 <b>OPERATING EXPENSES</b>		
Computer Fees	2,582	3,742
Depreciation Expense	1,850	-
Insurance	7,541	7,458
Professional Fees	44,266	54,919
Software Expense	9,253	13,898
Other Expenses	<u>24,070</u>	<u>11,410</u>
TOTAL EXPENSES	<u>89,562</u>	<u>91,427</u>
<b>Net Loss</b>	<u><u>\$ (57,569)</u></u>	<u><u>\$ (56,379)</u></u>

**Integrated Cyber Solutions, LLC**  
**Statement of Members' Equity**  
**For the Six Months Ended June 30, 2022 and 2021**

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Beginning Balance, January 1	\$ 76,404	\$ 241,215
Members' Contributions	-	-
Members' Draw	-	-
Net Loss	(57,569)	(56,379)
<b>Ending Balance, June 30</b>	\$ 18,835	\$ 184,836

**Integrated Cyber Solutions, LLC**  
**Statement of Cash Flows**  
**For the Six Months Ended June 30, 2022 and 2021**

<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Net Loss	\$ (57,569)	\$ (56,379)
Non Cash Operating Expenses		
Depreciation	1,850	-
Cash Flows From Operating Activities		
Decrease in Accounts Receivable	32,564	24,829
Increase in Accounts Payable	3,779	50,052
Increase in Accrued Expenses	8,400	-
	<u>(10,976)</u>	<u>18,502</u>
Cash Flows from Financing Activities		
Member Loans	92,550	(3,360)
Members Contributions	-	-
Members Distributions	-	-
	<u>92,550</u>	<u>(3,360)</u>
Increase in Cash	81,574	15,142
Cash - Beginning of Period	7,223	26,063
Cash - End of Period	<u>\$ 88,797</u>	<u>\$ 41,205</u>

**Integrated Cyber Solutions, LLC**  
**Notes to Financial Statements**  
**June 30, 2022 and 2021**

**NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies of Integrated Cyber Solutions, LLC is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who are responsible for their integrity and objectivity. These accounting policies conform to International Financial Reporting Standards promulgated by the International Accounting Standards Board and have been consistently applied in the preparation of the financial statements. The explanatory notes to these interim financial statements are designed to provide an explanation of events and transactions that are significant to an understanding of the change in financial position and performance of the entity since the last annual reporting date. Refer back to the most recent annual report for additional information.

**BUSINESS ACTIVITY**

The Company's principal activities includes the sale of management security systems along with monitoring such systems. The Company also provides training with respect to security awareness and maintenance of security systems. The Company markets its products internationally.

**PROPERTY AND EQUIPMENT**

Property and Equipment are carried at cost with the exception of capitalized leases being carried at the present value of the minimum lease payments. The cost of the property and equipment is charged against the income over their estimated useful lives, using the straight line method of depreciation. Depreciation for the six months ended June 30, 2022 is \$1,850.

**ADVERTISING COSTS**

Advertising and marketing costs are expensed as incurred.

**USE OF ESTIMATES**

The preparation of Financial Statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and the reported amounts of revenues and expenses during the period. Accordingly, actual results could differ from those estimates.

**ALLOWANCE FOR DOUBTFUL ACCOUNTS**

An allowance for doubtful accounts is provided for based on estimated amounts of uncollectible accounts annually. Estimates are based on status of current accounts as well as past history. No allowance for uncollectible accounts was deemed necessary for the periods presented.

**BASIS OF PRESENTATION**

The financial statements have been prepared using the accrual basis of accounting in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") The financial statements have been prepared in accordance with IAS 34, Interim Financial Statements.

**Integrated Cyber Solutions, LLC**  
**Notes to Financial Statements**  
**June 30, 2022 and 2021**

**NOTE B - CASH FLOW INFORMATION**

The Company considers all short term investments with a maturity of three months or less to be considered cash equivalents.

**NOTE C - SUBSEQUENT EVENTS**

Management has reviewed subsequent events through July 13, 2022, the date on which the financial statements were available to be issued.

**NOTE D - REVENUE RECOGNITION**

The Company derives its revenues from the sale of cyber security managed services, consulting, and training services. Revenues are recognized over time, as control of these products and services is transferred to and billed to its customers, in an amount the Company expects to be entitled to in exchange for those products and services. Contracts allow for the Company to bill customers based on value of performance completed to date. Costs incurred to obtain a contract will be expensed as incurred when the amortization period is less than a year.

**NOTE E - COVID VIRUS PANDEMIC**

The ongoing worldwide pandemic has negatively affected the Company's operations. International travel has been restricted limiting the Company's ability to market its product and services. Continued pandemic restrictions could adversely affect operations.

**NOTE F - CASH**

The Company places its cash with high-credit-quality financial institutions. At times, such balances may exceed Federal Deposit Insurance Corporation (FDIC") insured limits of \$250,000 per bank. As of June 30, 2022, the Company does not have uninsured funds.

**NOTE G - FAIR VALUE OF FINANCIAL INSTRUMENTS**

The carrying amounts reflected in the balance sheets for cash, receivables, and loans payable approximate their respective fair values.

**NOTE H - INCOME TAXES**

The Company is a limited liability company. Accordingly, under the U.S. Internal Revenue Code, all taxable income or loss flows through to its members. Therefore, no income tax expense or liability is recorded in the accompanying financial statements.

Currently, the 2018, 2019, 2020 and 2021 tax years are open and subject to examination by the tax authorities.

**Integrated Cyber Solutions, LLC**  
**Notes to Financial Statements**  
**June 30, 2022 and 2021**

**NOTE I - FOREIGN CURRENCY RISK**

The Company bills its foreign clients in USD to avoid the exposure to currency fluctuations.

**NOTE J -CONCENTRATIONS**

Accounts Receivable: At June 30, 2022 and 2021, the Company's top three customers accounted for 94% and 98% of total accounts receivable, respectively.

Billed Revenue: At June 30, 2022 and 2021, the Company's top three customers accounted for 68% and 84% of total sales revenue, respectively.

Service Vendors: At June 30, 2022 and 2021, the Company's top three service providers accounted for 91% and 91% of total accounts receivable, respectively.

**NOTE K - PROPOSED TRANSACTIONS**

On January 21, 2022 the Company entered into a Share Purchase Agreement with 1332996 B.C. LTD. Pursuant to the SPA, the Company has agreed to sell and 1332996 has agreed to purchase 100% of the Company's Member interests. As consideration for the sale of the ICS Member interests, 1332996 has agreed to issue to the ICS Members and Key Management team members an aggregate of 32,280,000 Common Shares.

The directors of the Company believe that the sale of the Company will be a beneficial acquisition. The board of directors and Member of the Company have decided to proceed with the acquisition.

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APPENDIX D

PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER

Unaudited Pro Forma Consolidated Financial Statements

**1332996 B.C. LTD**

June 30, 2022

(Expressed in Canadian Dollars)

(Prepared by Management)

**1332996 B.C. LTD**

Unaudited Pro Forma Consolidated Statement of Financial Position

(Expressed in Canadian Dollars)

	1332996 BC Ltd.	ICS		
	As at June 30,	As at June 30,	Pro Forma	Pro Forma
	2022	2022	adjustments	consolidated
	<u>(unaudited)</u>	<u>(unaudited)</u>	<u>Note</u>	<u>consolidated</u>
<b>ASSETS</b>	\$	\$	\$	\$
<b>Current Assets</b>				
Cash	34,601	114,326	950,000 5(b)(i),(c)(iv)	1,098,927
Trade and other receivables	129,515	218,968	(129,515) 5(a)	218,968
<b>TOTAL CURRENT ASSETS</b>	<b>164,116</b>	<b>333,294</b>	<b>820,485</b>	<b>1,317,895</b>
<b>NON-CURRENT ASSETS</b>				
Net tangible assets	-	24,356	-	24,356
Security Deposit	-	14,484	-	14,484
<b>TOTAL NON-CURRENT ASSETS</b>	<b>0</b>	<b>38,840</b>	<b>-</b>	<b>38,840</b>
<b>TOTAL ASSETS</b>	<b>164,116</b>	<b>372,134</b>	<b>820,485</b>	<b>1,356,735</b>
<b>LIABILITIES</b>				
<b>CURRENT LIABILITIES</b>				
Trade and other payables	51,995	68,747	-	120,742
Loan and Borrowings	98,736	268,322	(129,515) 5(a)	237,543
Accrued Expenses	-	10,815		10,815
<b>TOTAL LIABILITIES</b>	<b>150,731</b>	<b>347,884</b>	<b>(129,515)</b>	<b>369,100</b>
<b>NET ASSETS (LIABILITIES)</b>	<b>13,385</b>	<b>24,250</b>	<b>690,970</b>	<b>987,635</b>
<b>EQUITY</b>				
Share Capital	502,550		8,632,450 5(b)(i)5(c)(i),(vi)	9,135,000
Reserves	40,038	98,370	2,780,448 5(b)(ii),(c)(ii)(iii)(vi)	2,918,856
Retained earnings (losses)	(529,203)	(74,120)	(10,462,898) 5(b)(ii),(c),(c)(vi)	(11,066,221)
<b>TOTAL EQUITY (DEFICIT)</b>	<b>13,385</b>	<b>24,250</b>	<b>950,000</b>	<b>987,635</b>

**1332996 B.C. LTD**

## Unaudited Pro Forma Consolidated Statement of Loss and Comprehensive Loss

For the period from incorporation on November 12,2021 to June 30, 2022

(Expressed in Canadian Dollars)

---

	1332996 BC Ltd.	ICS		
	For the period of	As at June 30,		
	From incorporation			
	On November 12 ,2021			
	to June 30,2022	2022	Pro Forma	Pro Forma
	<u>(unaudited)</u>	<u>(unaudited)</u>	<u>adjustments</u>	<u>Note consolidated</u>
	\$	\$	\$	\$
Revenue		223,139		223,139
Cost of providing services		(181,948)		(181,948)
Profit before operating expenses		41,191		41,191
Administrative Expenses	(529,203)		-	(529,203)
Operating Expenses	-	(113,311)	(813,684)	5(b)(ii) (926,995)
Other Expenses – Listing fee			(10,178,417)	5(c) (10,178,417)
Remove 1332996 BC Ltd retained loss			529,203	5(c)(vi) 529,203
Net Loss	(529,203)	(74,120)	(10,462,898)	(11,064,221)

## **1332996 B.C. LTD**

### Notes to Unaudited Pro Forma Consolidated Financial Statements

As at June 30, 2022

(Expressed in Canadian dollars)

#### **1. Description of Business**

The accompanying unaudited pro forma consolidated financial statements of 1332996 B.C. Ltd. (the "Company") has been prepared to give effect to the proposed acquisition of all of the issued and outstanding common shares of Integrated Cyber Solutions LLC ("ICS"), referred to hereafter as the "Transaction", and the resulting combined entity as the "Resulting Issuer".

The Company was incorporated under the Business Corporations Act of British Columbia on November 12, 2021. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets.

ICS was incorporated as a Limited Liability Company on November 8 2016 constituted in Connecticut, US. ICS principal activities the sale of management security system along with monitoring such systems. ICS also provides training with respect to security awareness and maintenance of security systems. ICS markets its products internationally.

#### **2. Accounting Policies**

These unaudited pro forma consolidated financial statements have been compiled using the significant accounting policies as set out in the audited consolidated financial statements of ICS as of December 31, 2021. Management has determined that no material pro forma adjustments are necessary to conform the Company's accounting policies to the accounting policies used by ICS in the preparation of its audited financial statements.

## **1332996 B.C. LTD**

Notes to Unaudited Pro Forma Consolidated Financial Statements 5151

As at June 30, 2022

(Expressed in Canadian dollars)

### **3. Basis of Presentation**

The unaudited pro forma consolidated statement of financial position has been prepared to give effect to the Transaction as if it closed on June 30, 2022. The unaudited pro forma consolidated statements of loss and comprehensive loss for the period from incorporation on November 12, 2021 to June 30, 2022 and have been prepared to give effect to the transaction as if it closed on November 12, 2021. None of these statements intended to be indicative of the financial position or results of the Company that will exist following closing of the Transaction. Actual amounts recorded when the Transaction closes will likely differ from those recorded in unaudited pro forma consolidated financial statements. No adjustments have been made to capture any potential synergies that may be realized from the Transaction.

The unaudited pro forma consolidated financial statements of the Company are presented in Canadian dollars and have been compiled from the following financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and with reference to the accounting policies disclosed therein:

- The audited financial statements of the Company for the period from incorporation on November 12, 2021 to June 30, 2022; and
- The unaudited financial statements of ICS as at June 30, 2022. No adjustments were made to reconcile the pro forma loss and comprehensive loss for the six month period ended 30 June 2022 with the Company's profit and loss account for the period from incorporation on November 12, 2021 to June 30, 2022 in the preparation of the pro forma consolidated statement of loss and comprehensive loss.

The unaudited statement of financial position and unaudited statement of profit or loss and other comprehensive income of ICS as at June 30, 2022 has been converted from United States dollars to be expressed in Canadian dollars in the unaudited pro forma consolidated financial statements at a conversion rate of 1.2875.

The unaudited pro forma consolidated financial statements do not contain all of the information required for annual financial statements. Accordingly, it should be read in conjunction with the most recent audited annual and unaudited interim financial statements of both the Company and ICS.

## **1332996 B.C. LTD**

Notes to Unaudited Pro Forma Consolidated Financial Statements

As at June 30, 2022

(Expressed in Canadian dollars)

### **4. Proposed Reverse Takeover (“RTO”) Transaction**

On April 15, 2022 the Company signed the LLC Interest Purchase Agreement (“Purchase Agreement”) with ICS, an amended and restate Purchase Agreement with ICS was agreed on August 15 2022 by which the Company would acquire all of the issued and outstanding shares of ICS in exchange for 32,280,000 common shares of the Company.

The Company does not meet the definition of a business nor does the Transaction meet the definition of a business combination under IFRS 3. The Transaction constitutes a reverse takeover of the Company by ICS and has been accounted for as a reverse acquisition in accordance with the guidance provided in IFRS 2, Share-based Payment.

For accounting purposes, ICS was treated as the accounting parent company (legal subsidiary) and the Company has been treated as the accounting subsidiary (legal parent) in the unaudited pro forma consolidated statement of financial position. Accordingly, as a result of the transaction, the pro forma financial statements have been adjusted for the elimination of the Company’s equity balances.

The pro forma adjustments and allocations of the estimated consideration transferred are based in part on estimates of the fair value of assets to be acquired and liabilities to be assumed. The final determination of the consideration transferred and the related allocation of the fair value of the Company’s net assets to be acquired pursuant to the Transaction will ultimately be determined after the closing of the transactions.

## 1332996 B.C. LTD

Notes to Unaudited Pro Forma Consolidated Financial Statements

As at June 30, 2022

(Expressed in Canadian dollars)

### 5. Pro Forma Adjustments and Assumptions

- a) A loan between the Company and ICS has been eliminated from the Company's trade and other receivables, and ICS's loan and borrowings accounts, in the amount of \$129,515 as it will become an inter-company balance for the Resulting Issuer.
- b) Adjustments have been made to give effect to the following transactions closed by the Company subsequent to June 30, 2022:
  - i. Cash has been increased for the planned issue of 3,500,000 Special Warrants at a price of \$0.30 per special warrant for gross proceeds of \$1,050,000, which has also been applied to share capital because the Special Warrants convert into common shares upon completion of the Transaction.
  - ii. Expenses and reserves increased by \$813,684 for Alke Top-up warrants such that prior to Listing Alke has 5,034,550 Company Warrants, representing 8.5% of the issued and outstanding Resulting Issuer Shares on Listing total warrants will then total 8.5% of the share capital of the Company. The Black Scholes model was used to value these warrants with the following inputs: forecast stock price on listing \$0.3, exercise price of \$0.10, volatility of 100%, expected life of three years, and a discount rate of 1.5%.



## 1332996 B.C. LTD

Notes to Unaudited Pro Forma Consolidated Financial Statements

As at June 30, 2022

(Expressed in Canadian dollars)

### 5. Pro Forma Adjustments and Assumptions (con't...)

- c) An adjustment was made to give effect to the RTO, including:
- i. Common shares in issue to 1332996 BC Ltd shareholders valued at \$0.30 per common share resulted in an increase to share capital of \$8,085,000.
  - ii. Increase to reserves of \$100,736 for the replacement share of share options calculated using the black scholes method
  - iii. Increase to reserves of \$1,906,066 for the replacement share of warrants calculated using the black scholes method
  - iv. Estimated transaction costs of \$100,000 have been deducted from cash.
  - v. An increase to expenses of \$10,178,417 as the amount of the listing expense, determined as shown in the table below.
  - vi. An entry was made to eliminate the historical share capital of \$502,550, reserves of \$40,038, and retained earnings of \$529,203 of the Company.

	\$
Consideration deemed to be 26,950,000 common shares at a fair value of \$0.30 per share (5)(c)(i)	8,085,000
Replacement options	100,736
Replacement warrants (5)(c)(ii)	1,906,066
Estimated transaction costs(5)(c)(ii)	100,000
<u>Total consideration</u>	<u>10,191,802</u>
Less:	
Net assets of the Company at June 30, 2022	13,385
<u>Listing expense</u>	<u>10,178,417</u>

## 1332996 B.C. LTD

Notes to Unaudited Pro Forma Consolidated Financial Statements

As at June 30, 2022

(Expressed in Canadian dollars)

### 6. Pro Forma Share Capital

Shares in the unaudited pro forma consolidated financial statements are comprised of the following:

	<b>Note</b>	<b>Number of Shares</b>	<b>Share Capital (\$)</b>
1332996 B.C. Ltd – common shares outstanding		23,450,000	502,550
Reverse takeover adjustment – 1332996 B.C. Ltd.	5(c)(vi)	-	(502,550)
Special Warrants Financing, converted to common shares of Resulting Issuer	5(b)(i)	3,500,000	1,050,000
Common shares issued to ICS shareholders		32,280,000	8,085,000
<b>Pro forma consolidated share capital</b>		<b>59,230,000</b>	<b>9,135,000</b>

APPENDIX E

MD&A OF THE COMPANY FOR THE YEAR ENDED JUNE 30, 2022

**1332996 B.C. LTD.**

Management's Discussion and Analysis  
for the period from November 12, 2021 to June 30, 2022

Prepared as of September 27, 2022

## **ABOUT THIS MD&A**

The following management's discussion and analysis ("**MD&A**") of financial condition and results of operations of 1332996 B.C. Ltd (the "**Company**") should be read in conjunction with the Company's audited consolidated financial statements for the period from incorporation on November 12, 2021 to June 30, 2022, and the accompanying notes thereto (the "**Financial Statements**"), which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). This MD&A has been prepared as of September 27, 2022, pursuant to the disclosure requirements under National Instrument 51-102 - *Continuous Disclosure Obligations* of the Canadian Securities Administrators.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This MD&A contains certain statements which may constitute "forward-looking information" and "forward-looking statements" within the meaning of Canadian securities law requirements (collectively, "**forward-looking statements**" or "**FLS**"). These forward-looking statements are made as of the date of this MD&A and the Company does not intend, and does not assume any obligation, to update these FLS, except as required under applicable securities legislation. FLS relate to future events or future performance and reflect Company management's expectations or beliefs regarding future events. In certain cases, FLS can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "intends" and "estimates". By their very nature FLS involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the FLS. The Company provides no assurance that FLS will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on FLS.

The Company's anticipated future operations are forward-looking in nature and, as a result, are subject to certain risks and uncertainties. Although the Company believes that the expectations reflected in these FLS are reasonable, undue reliance should not be placed on them as actual results may differ materially from the forward-looking statements. Such FLS are estimates reflecting the Company's best judgment based upon current information and involve a number of risks and uncertainties, and there can be no assurance that other factors will not affect the accuracy of such forward-looking statements.

## DESCRIPTION OF BUSINESS

The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets. The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. There can be no assurance that the Company will be able to complete such activities or obtain financing to continue; therefore, a material uncertainty exists that casts significant doubt over the Company's ability to continue as a going concern.

## OVERALL PERFORMANCE FROM NOVEMBER 12, 2021 (THE DATE OF INCORPORATION) TO JUNE 30, 2022.

The Company was incorporated under the *Business Corporations Act* (British Columbia) on November 12, 2021. The Company's head office and records and registered office is located at 2600 – 1066 West Hastings Street Vancouver, BC V6E 3X1.

On November 12, 2021, the Company completed a non-brokered private placement of 500,000 common shares in the capital of the Company (the "**Common Shares**") at a price of \$0.0001 per share, for gross proceeds of \$50. No finder's fees were paid in connection with such private placement.

On December 14, 2021, the Company completed a non-brokered private placement of 12,000,000 units of the Company (the "**December Units**") at a price per October Unit of \$0.005, for gross proceeds of \$60,000. Each December Unit is comprised of one Common Share and one-half of one common share purchase warrant (each whole warrant, a "**December Warrant**"). Each December Warrant is exercisable to acquire one Common Share at a price of \$0.10 per share until December 14, 2026. No finder's fees were paid in connection with such private placement.

On January 21, 2022, the Company entered into an arms length LLC interest purchase agreement (the "Purchase Agreement") with Integrated Cyber Solutions LLC ("ICS") and the Interestholders of ICS (the "ICS Interestholders"). Pursuant to the Purchase Agreement, the Company has agreed to purchase and the ICS Interestholders have agreed to sell 100% of the issued and outstanding interest in ICS (the "ICS Interests"). As consideration for the sale of the ICS Interests, the Company has agreed to issue to the ICS Interestholders an aggregate of 32,280,000 Common Shares. ICS is a US limited liability company principal activities the sale of management security system along with monitoring such system. Also provides training with respect to security awareness and maintenance of security system. ICS markets its products internationally.

On February 25, 2022, the Company completed a non-brokered private placement of 1,000,000 common shares of \$0.02 per share, for gross proceeds of \$20,000. No finder's fees were paid in connection with such private placement. Pursuant to the non-brokered private placement, the Common Shares will be sold to accredited investors under the private issuer prospectus exemption in accordance with Section 2.4 of National Instrument 45-106 prospectus Exemptions (collectively, the "Subscribers") on a private placement basis pursuant to the terms of subscriptions agreements to be entered into between the Company and each subscriber( collectively, the "Subscription Agreements").

On February 25, 2022, the Company completed a non-brokered private placement of 2,000,000 common shares at a price of \$0.02 per share, for gross proceeds of \$40,000. No finder's fees were paid in connection with such private placement.

On March 31, 2022, the Company entered into a loan agreement with ICS (the "**Loan Agreement**"). Pursuant to the Loan Agreement, the Company and has advanced \$100,000 USD to ICS at an [annual] interest rate of 10% with a maturity date of December 31, 2022.

On April 1, 2022, the Company entered into a loan agreement with Thomas Lynch (the "**Loan Agreement**"). Pursuant to the Loan Agreement, the Company and has borrowed \$80,000 USD from Thomas Lynch at an [annual] interest rate of 10% with a maturity date of December 31, 2022.

On April 15, 2022, the Company and Alke Capital Limited ("**Alke**") entered into the investment and advisory agreement (the "**Alke Agreement**"). Pursuant to the Alke Agreement, Alke will (a) provide certain advisory services to the Company, ("**Alke Advisory Services**"), and (b) make available to the Company a non-revolving equity drawdown facility in the aggregate amount of up to \$5,000,000 (the "**Funding Commitment**").

The Funding Commitment is for an aggregate amount of \$5,000,000 and a term of three years. In addition, the Company may use the Funding Commitment as security, with the consent of Alke, to secure additional financing avenues if it so chooses. Upon listing of the Common Shares on the Canadian Stock Exchange (the "**Listing**") and under the terms of the Alke Agreement, the Company can immediately start drawing down funds from the \$5,000,000 Funding Commitment during the three-year term at the Company's discretion by providing a notice to Alke (an "**Alke Drawdown Notice**").

In return for each Alke Drawdown Notice funded by Alke, the Company will allot and issue fully paid Common Shares to Alke (each, an "**Alke Private Placement**"). The Common Shares issued in connection with any Alke Private Placement will be priced at 85% of the average closing bid price resulting from the following ten days of trading after the Alke Drawdown Notice ("**Alke Pricing Period**"). The Alke Drawdown Notice amount requested by the Company cannot exceed 500% of the average daily trading volume of the Alke Pricing Period. Under the terms of the Alke Agreement, the Funding Commitment is limited to the extent that the issuance of Shares pursuant to a Drawdown Notice cannot result in Alke holding in excess of 9.9% of the outstanding Common Shares at the time of issuance.

The Alke Advisory Services include (a) advisory services with respect to general corporate and public company matters; (b) assistance in identifying strategic investment opportunities for the Company; and (c) such other services as agreed to by the Company and Alke in writing from time-to-time. The Alke Advisory Services provided by Alke including compensation related to any specific services to the Company pursuant to the Alke Agreement will be on a project specific basis. In connection with the provision of the Alke Advisory Services, the Company paid an initial fee of \$2,500, paid by issuance of 50,000 Common Shares at a price per Common Share of \$0.05.

Additionally, the Company paid to Alke a commitment fee of \$150,000, equal to 3% of the Funding Commitment, paid by issuance of 3,000,000 Common Shares at a price per Common Share of \$0.05., and issued 1,657,500 common share purchase warrants. The warrants will be exercisable by Alke for three years from the date of issuance to April 20, 2025 at a price per share equal to \$0.10. Moreover, in the event that the Shares of the Company become listed for trading on a recognized stock exchange in North America then the Company will issue additional warrants to Alke equal up to 8.5% less the 1,657,500 common share purchase warrants of the total issued and outstanding Shares on an undiluted basis immediately following Listing ("**Top-Up Warrants**"). The Top-Up Warrants will be on the same terms and conditions as the initial common share purchase warrants issued to Alke. Finally, if the volume-weighted average price of the Common Shares (the "**VWAP**") for the 20 trading days immediately preceding the first anniversary of the issue date for the Alke Fee Warrants is less than the exercise price of the applicable Alke Fee Warrants, then the exercise price is reduced to the VWAP for the 20 trading days immediately preceding such date.

On May 16, 2022, the Company completed a non-brokered private placement of 300,000 Common Share of \$0.10 per share, for gross proceeds of \$30,000. No finder's fees were paid in connection with such private placement.

On June 20, 2022, the Company completed a non-brokered private placement of 600,000 common shares in the capital of the Company (the "**Common Shares**") at a price of \$0.20 per share, for gross proceeds of \$120,000 No finder's fees were paid in connection with such private placement.

The Company entered into an independent director services agreement dated June 6, 2022, with Mr. Robert Bain, a director of the Company, to provide director related services. On the same date the Company granted to Mr Robert Bain 150,000 stock options which vest on June 6 2023, each exercisable to acquire one common share at \$0.30 until June 6 2027.

The Company entered into an independent director services agreement dated June 6, 2022, with Mr. Shao Bo (Devin) Lu, a director of the Company, to provide director related services. On the same date the Company granted to Mr Shao Bo (Devin) Lu 50,000 stock options which vest on June 6 2023, each exercisable to acquire one common share at \$0.30 until June 6 2027.

## **SELECTED ANNUAL INFORMATION**

(Information extracted from the Company's audited financial statements)

### **Selected Annual Financial Information** (Expressed in Canadian Dollars)

	<b>Fot the period of June 30, 2022</b>
Total revenue	Nil
Net loss	\$(529,203)
Loss per share (basic and diluted)	\$(0.03)
Total assets	\$164,116
Shareholders' equity	\$13,385
Share capital	\$502,550
Reserves	\$40,038

## **DISCUSSION OF OPERATIONS**

Share capital increased as securities were issued to raise equity. The Company has total assets of \$164,116, which includes \$129,515 as a loan to ICS pursuant to the Loan Agreement. During the period from incorporation on November 12, 2021, to June 30, 2022, the Company didn't have any revenue; however, the Company has spent \$422,500 on advisory and \$61,995 on professional fees.

## **LIQUIDITY AND CAPITAL RESOURCES**

For the period from incorporation on November 12, 2021 to June 30, 2022, the Company received an aggregate amount of \$448,786 from financing activities. The amount received from financing activities is comprised in its entirety of proceeds from non-brokered private placements of securities of the Company. As of June 30, 2022, the Company has an aggregate of 23,450,000 Common Shares and 7,657,500 Warrants issued and outstanding and 200,000 stock options outstanding..

<b>CASH FLOW ANALYSIS</b>	
<b>Operating Activities</b>	
Loss for the period	\$(529,203)
Items not involving cash:	
Common shares issued for services	\$152,500
Share based payments	40,038
Net changes in non-cash working capital items:	
Accounts payable and accrued liabilities	\$51,995
Net Operating Activities	\$(284,670)
<b>Investing Activity:</b>	
Loan receivable	\$(129,515)
<b>Financing Activity:</b>	
Proceeds from share issuance	\$350,050
Proceed from loan payable	\$98,736



Cash, end of the period	\$34,601
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The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource, property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise programs depending on its working capital position.

As at June 30, 2022 the Company had a cash balance of \$34,601. The company had accumulated deficit of \$529,203 and working capital of \$13,385. Cash used in operating activities were \$(284,670). Cash used in investing activities were \$(129,515). Cash provided by financing activities were \$448,786, for the period ended June 30, 2022. The Company has no assets and has no pledges as security for loans, or otherwise and is not subject to any debt covenants.

Other than the above-mentioned current liabilities, the Company has no short-term capital spending requirements and future plans and expectations are based on the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to obtain adequate financing in the future or if available that such financing will be on acceptable terms. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

Historically, the Company's sole source of funding has been from private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

#### **OFF-BALANCE SHEET TRANSACTIONS**

During the period from incorporation November 12 2022 to June 30, 2022, the Company has not entered into any off-balance sheet arrangements.

#### **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. 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.

As at June 30, 2022, \$nil was due to related parties.

#### **PROPOSED TRANSACTIONS**

On January 21, 2022 the Company entered into an LLC interest purchase agreement with ICS and the ICS Members (the "Purchase Agreement"). The parties to the Purchase Agreement amended and restated the Purchase Agreement on August 15, 2022. Pursuant to the Purchase Agreement, the Company has agreed to purchase and the ICS Shareholders have agreed to sell 100% of the ICS Shares. As consideration for the sale of the ICS Shares, the Company has agreed to issue to the ICS Shareholders an aggregate of 32,280,000 Common Shares.

Upon completion of the acquisition, ICS will become a wholly owned subsidiary of the Resulting Issuer with the Resulting Issuer continuing to be governed by the BCBCA and ICS continuing to be governed by the US Corporation Act.

The Company anticipates filing an application to have the Resulting Issuer Shares Listed for trading for 30 cent per share on the CSE. The CSE has not conditionally approved the Company's listing application and there is no assurance that it will do so.

The Directors believe that the acquisition of ICS, combined with a further investment raise will be a beneficial acquisition for the company. The Board has decided to proceed with the acquisition, and believe shareholders will likewise approve the acquisition. The board is confident that the proposed business model of the target ICS with the proposed fund raiser will not have negative effect on the financial condition of the company.

### **CRITICAL ACCOUNTING ESTIMATES**

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

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

### **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

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

### **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

The three levels of the fair value hierarchy are:

- Level 1 - unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 – inputs other than quoted prices that are observable for the assets or liability either directly or indirectly; and
- Level 3 – inputs that are not based on observable market data.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The board of directors of the Company approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

#### **Credit Risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and subscription receivable. The majority of cash is deposited in bank accounts held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as

determined by rating agencies. Credit risk related to cash is assessed as low. Subscription receivable was owed by subscribers to the Company's private placements. Credit risk related to subscription receivable was assessed as low.

### **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. As of June 30, 2022, the Company had working capital of \$13,385.

Historically, the Company's sole source of funding has been private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

### **Foreign Exchange Risk**

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

### **Interest Rate Risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at June 30, 2022, the Company did not have any financial instruments subject to interest rate risk.

### **Price Rate Risk**

The Company has no exposure to price risk with respect to equity prices as the Company is not listed. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

### **Management of Capital**

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

## **SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies in Note 4 of the Company's audited consolidated financial statements for the period from November 12 , 2021 to June 30, 2022, have been consistently applied to all periods presented in the Financial Statements.

## **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

Please see Note 13 of the Company's audited consolidated financial statements for the period ended June 30, 2022, for full discussion on financial instruments, the fair value measurement and associated risk management.

## **SUMMARY OF OUTSTANDING SHARE DATA**

As at the date of this MD&A, the Company has 23,450,000 Common Shares issued and outstanding, 7,657,500 warrants outstanding and 450,000 stock options outstanding.

## **KEY DEVELOPMENTS SUBSEQUENT TO JUNE 30, 2022**

On July 1, 2022 the Company appointed Jeri Dunn as a director of the Company and issued 150,000 stock options to her exercisable 12 months from the date of her appointment at an exercise price of \$0.30. The options have an expiry date of July 1 2027.

On July 1, 2022 the Company issued 100,000 stock options to Rob Bain a director of the company. The share options vest once the Company has listed its shares on the Canadian Stock exchange at an exercise price of \$0.30, they have an expiry date of July 1, 2027.

On August 15 2022 the company and ICS entered into an amended and restated Purchase Agreement to extend the closing date within the termination clause of the Purchase Agreement to November 15, 2022 and to provide for certain closing transfers by the Vendors.

## **LIMITATIONS ON SCOPE OF DESIGN**

The company has no any limits its design of its disclosure controls and procedures or internal control over financial reporting, which are required pursuant to National Instrument 52-109, and the summary of financial information does not any the proportionately consolidated, special purpose entity or business that the Company acquired has been proportionately consolidated or consolidated in the issuer's financial statements.

## **RISK FACTORS**

In addition to the other information included in this report, readers should consider carefully the following factors, which describe the risks, uncertainties and other factors that may materially and adversely affect the Company's business, products, financial condition and operating results. There are many factors that affect the Company's business and results of operations, some of which are beyond the Company's control. The following is a description of some of, but not all of, the important factors that may cause the Company's actual results of operations in future periods to differ materially from those currently expected or discussed in the FLS set forth in this report relating to the Company's financial results, operations and business prospects. Except as required by law, the Company undertakes no obligation to update any such FLS to reflect events or circumstances after the date of this MD&A.

For the purposes of this section, "**Material Adverse Change**" means any change of circumstances or any event which has, or would reasonably be expected to have, a material adverse effect in respect of the Company, any one or more changes, events or occurrences, and "**material adverse effect**"

means, in respect of the Company, any change (or any condition, event or development involving a prospective change) in the business, operations, affairs (including the employment status of key employees), assets, liabilities (including any contingent liabilities that may arise through outstanding, pending or threatened litigation or otherwise) capitalization, financial condition, licenses, permits, rights or privileges of the Company or any of its subsidiaries which in the judgment of the Company, acting reasonably in the circumstances, could reasonably be expected to materially and adversely affect the Company and its subsidiaries taken as a whole or the value of the securities of the Company.

These risks include, but are not limited to the following:

### **Limited Operating History**

As the Company just begun to operate in the industry, there is no guarantee that the Company's products/services will be attractive to potential consumers or that the revenues generated from such products/services will meet the Company's projections. In addition, the Company is subject to all of the business risks and uncertainties associated with any early-stage enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenues. The Company has been incurring operating losses. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. Furthermore, the Company expects to continue to increase operating expenses as it implements initiatives to grow its business. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of the early stage of the Company's operations.

### **Going-Concern Risk**

The Company's financial statements have been prepared on a going-concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

### **Negative Cash Flow**

The Company has a limited history of operations, and very little history of earnings, cash flow or profitability. The Company has had negative operating cash flow since the Company's inception, and the Company will continue to have negative operating cash flow for the foreseeable future. No assurance can be given that the Company will ever attain positive cash flow or profitability or that additional funding will be available for operations.

### **Technology Sector Risk**

After the completion of the transactions contemplated by the Purchase Agreement, the Company anticipates becoming a technology company. General risks of technology companies include the risks of rapidly changing technologies, short product life cycles, fierce competition, aggressive pricing and reduced profit margins, loss of patent, copyright and trademark protections, cyclical market patterns, evolving industry standards and frequent new product introductions.

### **Regulatory Risks**

Changes in or more aggressive enforcement of laws and regulations could have a material adverse effect on the companies involved in the infrastructure, technology, and technological infrastructure sector.

Failure or delays in obtaining necessary approvals, changes in government regulations and policies and practices could result in a Material Adverse Change to such businesses' future cash flows, earnings, results of operations and financial condition.

### **Intellectual Property Rights**

After the completion of the transactions contemplated by the Purchase Agreement, the Company anticipates becoming a technology company. Companies involved in the development and operation of certain technologies may be dependent on intellectual property rights; the loss of which could harm its business, results of operations and its financial condition. There can be no assurance that any of the Company's products will not violate proprietary rights of third parties or that third parties will not assert or claim that such violation has occurred.

Any such claims and disputes arising may result in liability for substantial damages which in turn could harm the underlying business, results of operations and financial condition.

### **Cyber Security Risks**

After the completion of the transactions contemplated by the Purchase Agreement, the Company anticipates being dependent on information technologies to conduct its operations, including management information systems and computer control systems. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber-attacks could seriously harm operations and result in a Material Adverse Change to the operation results. Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the issue or loss of control over computer control systems, and breaches due to employee error.

The Company's exposure to cyber security risks includes exposure through third parties on whose systems it places significant reliance for the conduct of its business. There can be no assurance that the Company has the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications.

### **Key Personnel**

The Company is dependent upon the continued availability and commitment of its management, whose contributions to immediate and future operations are of significant importance. The loss of any such management could negatively affect the Company's business operations. From time to time, the Company will also need to identify and retain additional skilled management to efficiently operate its business. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of its ability to attract and retain such personnel. If it is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material adverse effect on its profitability, results of operations and financial condition.

### **Internal Controls**

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

result in a Material Adverse Change to the price of Common Shares.

APPENDIX F

MD&A OF INTEGRATED CYBER FOR THE YEAR ENDED DECEMBER 31, 2021



**Integrated Cyber Solutions, LLC**

Management's Discussion and  
Analysis

for the Calendar year from January 1, 2021 to  
December 31, 2021

Prepared as of July 29, 2022

## **ABOUT THIS MD&A**

The following Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of operations of Integrated Cyber Solutions, LLC. (the "**Company**") should be read in conjunction with the Company's audited financial statements for the period from January 1, 2021 to December 31, 2021, and the accompanying notes thereto (the "**Financial Statements**"), which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). This MD&A has been prepared as of July 28, 2022, pursuant to the disclosure requirements under National Instrument 51-102 - *Continuous Disclosure Obligations* of the Canadian Securities Administrators.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This MD&A contains certain statements which may constitute "forward-looking information" and "forward-looking statements" within the meaning of Canadian securities law requirements (collectively, "**forward-looking statements**" or "**FLS**"). These forward-looking statements are made as of the date of this MD&A, and the Company does not intend, and does not assume any obligation, to update these FLS, except as required under applicable securities legislation. FLS relates to future events or future performance and reflects Company management's expectations or beliefs regarding future events. In certain cases, FLS can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "intends" and "estimates". By their very nature, FLS involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the FLS. The Company provides no assurance that FLS will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on FLS.

The Company's anticipated future operations are forward-looking in nature and, as a result, are subject to certain risks and uncertainties. Although the Company believes that the expectations reflected in these FLS are reasonable, undue reliance should not be placed on them as actual results may differ materially from the forward-looking statements. Such FLS are estimates reflecting the Company's best judgment based upon current information and involve a number of risks and uncertainties, and there can be no assurance that other factors will not affect the accuracy of such forward-looking statements.

## **DESCRIPTION OF BUSINESS**

Integrated Cyber Solutions, LLC (ICS) was organized in the state of Connecticut, USA, in November 2016. The Company's operational address is One Stiles Rd., Suite 105, Salem, New Hampshire 03079, USA.

Integrated Cyber delivers cybersecurity managed services to the Small-to-Medium Business (SMB) and Small-to-Medium Enterprise (SME) segments, integrating best-in-class capabilities from multiple third-party cybersecurity providers. By providing cybersecurity as a managed service, we can continuously improve and evolve services as technologies (and providers) evolve, thus adding continuous value to our customers expectations and their investment in our services. In addition to providing key cybersecurity services, Integrated Cyber correlates information across multiple siloed platforms in our customers' environments to help them better understand and manage their environments with simple, understandable, and actionable insights. The Company emphasizes the human side of cybersecurity management, simplifying cyber concepts, and focusing on the critical role that employee behavior plays in a company's cyber defenses.

## **OVERALL PERFORMANCE FROM INCORPORATION to December 31 2021**

Despite ongoing market challenges, the Company has continued to build partnerships with cybersecurity technology providers to strengthen and diversify its portfolio. These partnerships have enabled Integrated Cyber to remain on the cutting edge of cyber technology and quickly react to ever-changing cyber threats. The Company has expanded their partnerships with:

- Talion – a provider of advanced Managed Detection and Response (MD&R) software and services, that replaced BluSapphire as the Company's Premium Edition partner for Managed Detection and Response, including discrete services for SIEM Management/Tuning, SOAR (Orchestration and Automated Response platform), and Managed SOC (Security Operations Center) services. Investments were made in joint marketing, and the qualification of the Talion platform for potential Middle-East business opportunities.
- KnowBe4 – a premium awareness training provider was selected as one of two premium software partners for the Company's Employee Awareness and Engagement service. In 2021, KnowBe4 acquired the Company's previous partner, Security Advisor. One of the Company's premier clients immediately switched to the new KnowBe4 Platform of the service upon introduction of the new platform. The Company also sold other managed KnowBe4 services during the year.
- Proofpoint Security Awareness and Training (formerly Wombat) – is a second industry-leading provider of cyber awareness training was added to the Company's Employee Awareness and Engagement service – resulting in an immediate sale of managed awareness service to an existing Managed Detection and Response (MDR) client in the energy sector.
- Vulnera (formerly Furtim) – a solution for both one-time and continuous vulnerability assessments and management, was introduced as part of the Company's new Vulnerability Management SMB Edition. A managed service was built around the software platform and quickly sold to one of the Company's larger clients.

During 2021, Integrated Cyber focused on operating existing customers as efficiently as possible, investing in extensive automation and orchestration of critical workflows for business operations (i.e., partner, customer, and employee onboarding) and delivery operations (new service implementation and monthly recurring management processes). The Company selected workflow orchestration provider, PipelineApp.io, to automate many of these critical processes. Significant investment has been made in using the orchestration software platform to create efficiencies by automating and managing multiple critical delivery and customer-facing processes. Investments in marketing and sales automation were established to increase awareness in the market without significant expense. Additionally, sales and marketing platforms were selected and deployed internally. During this phase, the Company's priorities also shifted towards vulnerability remediation, which resulted in the Company acquiring several new clients.

**SELECTED ANNUAL INFORMATION** (Information extracted from the Company's audited financial statements)

**Selected Annual Financial Information**  
(Expressed in US Dollars)

	<b>December 31, 2021</b>	<b>March 31,2022</b>
Total revenue	\$ 400,457	\$ 126,357
Net Income/ (Loss)	\$ (62,808)	\$ 23,871
Total assets	\$ 241,878	\$ 273,116
Current liabilities	\$ 49,616	\$ 77,740
Members Equity	\$ 76,405	\$ 95,376

**DISCUSSION OF OPERATIONS**

**LIQUIDITY AND CAPITAL RESOURCES**

As of December 31, 2021, the Company currently had total assets of \$241,878, which includes \$115,856 of long-term investor loans advanced to ICS pursuant to a loan that advanced funds of \$20,000 in February 2022 and \$80,000 in April 2022.

For the period from January 1, 2022 to March 31,2022, the Company received an aggregate amount of \$100,000 from an investor pursuant to a purchase agreement executed in January 2022. As of March 31, 2022, the Company has an aggregate of 19,500,000 Common Shares and 6,000,000 October Warrants issued and outstanding.

<b>CASH FLOW ANALYSIS</b>	<b>December 31, 2021</b>	<b>March 31, 2022</b>
Cash at the beginning of the period	\$26,063	34,893
<b>Operating Activities</b>		
Loss for the period	\$(62,808)	
Items not involving cash:		
Net changes in non-cash working capital items:		
Accounts payable and accrued liabilities	\$ 5,682	
Net Operating Activities	\$36,449	
<b>Investing Activity:</b>		
Loan receivable	Nil	\$(25,396)
<b>Financing Activity:</b>		
Member loans	\$ 1,840	\$140,000
Net Cash Flow from Financing Activities	\$ 1,840	\$114,600
Cash, end of the period	\$ 7,226	\$9,316

The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource, property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise programs depending on its working capital position.

As of December 31, 2021, the Company had a cash balance of \$7,226 and Member's Equity of \$76,406. The Company had working capital of \$160,246. Cash used in operating activities was \$20,679. There was \$115,856 in private investor loans to the Company. The Company has no pledges as security for loans, or otherwise and is not subject to any debt covenants.

Other than the above-mentioned current liabilities, the Company has no short-term capital spending requirements, and future plans and expectations are based on the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to obtain adequate financing in the future or, if available, that such financing will be on acceptable terms. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. Please see footnote below concerning proposed transaction.

Historically, the Company's sole source of funding has been from private investors. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

#### **OFF-BALANCE SHEET TRANSACTIONS**

During the twelve months ended December 31, 2021, the Company has not entered any off-balance sheet arrangements.

#### **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. 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.

As of December 31, 2021, there were no related party transactions.

#### **PROPOSED TRANSACTIONS**

On January 21, 2022 the Company entered into a Share Purchase Agreement with 1332996 B.C LTD. Pursuant to the SPA, the Company has agreed to sell and 1332996 has agreed to purchase 100% of the Company's shares. As consideration for the sale of the ICS Shares, the 1332996 has agreed to issue to the ICS Shareholders an aggregate of 32,280,000 Common Shares.

The directors of the Company believe that the sale of the Company will be a beneficial acquisition. The board of directors and Shareholders of the Company have decided to proceed with the acquisition.

#### **CRITICAL ACCOUNTING ESTIMATES**

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

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

## **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

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

## **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

The three levels of the fair value hierarchy are:

- Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 – inputs other than quoted prices that are observable for the assets or liability either directly or indirectly; and
- Level 3 – inputs that are not based on observable market data.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The board of directors of the Company approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

### **Credit Risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and subscription receivable. Cash is deposited in bank accounts held with a major bank in the United States. As all of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major bank with high credit quality financial institutions as determined by rating agencies. Credit risk related to cash is assessed as low.

### **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its cash holdings.

Historically, the Company's sole source of funding has been private investments. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

### **Foreign Exchange Risk**

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

### **Interest Rate Risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As of December 31, 2021, the Company did not have any financial instruments subject to interest rate risk.

**Price Rate Risk**

The Company has no exposure to price risk with respect to equity prices as the Company is not listed. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

**Management of Capital**

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

**SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies in Note A of the Company's audited financial statements as of December 31, 2021, have been consistently applied to all periods presented in the Financial Statements.

**KEY DEVELOPMENTS SUBSEQUENT TO December 31, 2021**

In February of 2022, 1332996 LTD created a loan to the Company for the purpose of expanding sales operations as well as the development of the Company's proprietary IC360 software in advance of the public offering. The loan was provided with an initial loan amount of \$20,000 in February 2022 and an additional loan amount of \$80,000 in April 2022.

## **LIMITATIONS ON SCOPE OF DESIGN**

The Company has no limits to the design of its disclosure controls and procedures or internal control over financial reporting. The summary of financial information should be read in conjunction with the complete set of the Company's audited financial statements that are attached to this discussion.

## **RISK FACTORS**

In addition to the other information included in this report, readers should carefully consider the following factors, which describe the risks, uncertainties, and other factors that may materially and adversely affect the Company's business, products, financial condition, and operating results. There are many factors that affect the Company's business and results of operations, some of which are beyond the Company's control. The following is a description of some of, but not all of, the important factors that may cause the Company's actual results of operations in future periods to differ materially from those currently expected or discussed in the FLS set forth in this report relating to the Company's financial results, operations, and business prospects. Except as required by law, the Company undertakes no obligation to update any such FLS to reflect events or circumstances after the date of this MD&A.

For the purposes of this section, "**Material Adverse Change**" means any change of circumstances or any event which has, or would reasonably be expected to have, a material adverse effect in respect of the Company, any one or more changes, events or occurrences, and "**material adverse effect**" means, in respect of the Company, any change (or any condition, event or development involving a prospective change) in the business, operations, affairs (including the employment status of key employees), assets, liabilities (including any contingent liabilities that may arise through outstanding, pending or threatened litigation or otherwise) capitalization, financial condition, licenses, permits, rights or privileges of the Company or any of its subsidiaries which in the judgment of the Company, acting reasonably in the circumstances, could reasonably be expected to materially and adversely affect the Company and its subsidiaries taken as a whole or the value of the securities of the Company.

These risks include, but are not limited to the following:

### **Going-Concern Risk**

The Company's financial statements have been prepared on a going-concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

### **Technology Sector Risk**

After the completion of the transactions contemplated by the SPA, the Company anticipates becoming a technology company. General risks of technology companies include the risks of rapidly changing technologies, short product life cycles, fierce competition, aggressive pricing and reduced profit margins, loss of patent, copyright and trademark protections, cyclical market patterns, evolving industry standards, and frequent new product introductions.

### **Regulatory Risks**

Changes in or more aggressive enforcement of laws and regulations could have a material adverse effect on the companies involved in the infrastructure, technology, and technological infrastructure sector. Failure or delays in obtaining necessary approvals, changes in government regulations and policies and



practices could result in a Material Adverse Change to such businesses' future cash flows, earnings, results of operations and financial condition.

### **Intellectual Property Rights**

Companies involved in the development and operation of certain technologies may be dependent on intellectual property rights; the loss of which could harm its business, results of operations, and its financial condition. There can be no assurance that any of the Company's products will not violate the proprietary rights of third parties or that third parties will not assert or claim that such violation has occurred.

Any such claims and disputes arising may result in liability for substantial damages which in turn could harm the underlying business, results of operations and financial condition.

### **Cyber Security Risks**

The Company anticipates being dependent on information technologies to conduct its operations, including management information systems and computer control systems. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber-attacks could seriously harm operations and result in a Material Adverse Change to the operation results. Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the issue or loss of control over computer control systems, and breaches due to employee error.

The Company's exposure to cyber security risks includes exposure through third parties on whose systems it places significant reliance on for the conduct of its business. There can be no assurance that the Company has the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications.

### **Key Personnel**

The Company is dependent upon the continued availability and commitment of its management, whose contributions to immediate and future operations are significant. The loss of any such management could negatively affect the Company's business operations. From time to time, the Company will also need to identify and retain additional skilled management to efficiently operate its business. Recruiting and retaining qualified personnel is critical to the Company's success, and there can be no assurance of its ability to attract and retain such personnel. If it is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material adverse effect on its profitability, results of operations and financial condition.

### **Internal Controls**

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company has undertaken several procedures and implemented a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations, or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's financial statements and result in a Material Adverse Change.

**APPENDIX G**

**INTERIM MD&A OF INTEGRATED CYBER FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2022**

**Integrated Cyber Solutions, LLC**

Management's Discussion and Analysis  
for the Six months ended June 30, 2022

Prepared as of August 16, 2022

## **ABOUT THIS MD&A**

The following Management's Discussion and Analysis ("**MD&A**") of financial condition and results of operations of Integrated Cyber Solutions, LLC. (the "**Company**") should be read in conjunction with the Company's reviewed Financial Statements for the period from January 1, 2022 to June 30, 2022 and the accompanying notes thereto (the "**Financial Statements**"), which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). This MD&A has been prepared as of August 16, 2022, pursuant to the disclosure requirements under National Instrument 51-102 - *Continuous Disclosure Obligations* of the Canadian Securities Administrators.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This MD&A contains certain statements which may constitute "forward-looking information" and "forward-looking statements" within the meaning of Canadian securities law requirements (collectively, "**forward-looking statements**" or "**FLS**"). These forward-looking statements are made as of the date of this MD&A and the Company does not intend, and does not assume any obligation, to update these FLS, except as required under applicable securities legislation. FLS relate to future events or future performance and reflect Company management's expectations or beliefs regarding future events. In certain cases, FLS can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "intends" and "estimates". By their very nature FLS involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the FLS. The Company provides no assurance that FLS will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on FLS.

The Company's anticipated future operations are forward-looking in nature and, as a result, are subject to certain risks and uncertainties. Although the Company believes that the expectations reflected in these FLS are reasonable, undue reliance should not be placed on them as actual results may differ materially from the forward-looking statements. Such FLS are estimates reflecting the Company's best judgment based upon current information and involve a number of risks and uncertainties, and there can be no assurance that other factors will not affect the accuracy of such forward-looking statements.

## **DESCRIPTION OF BUSINESS**

Integrated Cyber Solutions, LLC (ICS) was organized in the state of Connecticut in November 2016. The Company's operational address is One Stiles Rd Suite 105 Salem, NH 03079

Integrated Cyber delivers cybersecurity managed services to the Small-to-Medium Business (SMB) and Small-to-Medium Enterprise (SME) segments, integrating best-in-class capabilities from multiple third-party cybersecurity providers. By providing cybersecurity as a managed service, we can continuously improve and evolve services as technologies (and providers) evolve, thus adding continuous value to our customers expectations and their investment in our services. In addition to providing key cybersecurity services, Integrated Cyber correlates information across multiple siloed platforms in our customers' environments to help them better understand and manage their environments with simple, understandable, and actionable insights. The Company emphasizes the human side of cybersecurity management, simplifying cyber concepts, and focusing on the critical role that employee behavior plays in a company's cyber defenses.

## **OVERALL PERFORMANCE FROM INCORPORATION to June 30, 2022**

Despite ongoing challenges, the Company has continued to build partnerships with cybersecurity technology providers to strengthen and diversify its portfolio. These partnerships have given Integrated Cyber the ability to remain on the cutting edge of cyber technology and quickly react to ever changing cyber threats. We have partnered with:

- Talion – a provider of advanced Managed Detection and Response (MDR) software and services replaced BluSapphire as the Company's Premium Edition partner for Managed Detection and Response, including discrete services for SIEM Management/Tuning, SOAR (Orchestration and Automated Response platform), and Managed SOC (Security Operations Center) services. Investments were made in joint marketing, and Talion is now being qualified as and a premiere domestic solution and the future platform for potential business in the Middle East.
- KnowBe4 – the premium provider of cyber awareness training was selected as one of two premium software partners for the Company's Employee Awareness and Engagement service. In 2021, KnowBe4 also acquired the Company's previous partner, Security Advisor. One of the Company's premier clients immediately switched to the new KnowBe4 Platform of the service upon introduction. The Company also sold additional KnowBe4 deals during the this year.
- Proofpoint Security Awareness and Training (formerly Wombat) – a second industry-leading provider of cyber awareness training was added to the Company's Employee Awareness and Engagement service – resulting in an immediate sale of managed awareness service to an existing MDR client in the energy sector.
- Vulnera (formerly Furtim) – an online software solution for both one-time and continuous vulnerability assessments and management, was introduced in a new Vulnerability Management SMB Edition. A managed service was built around the software platform and quickly sold into one of the Company's larger clients, with a sales pipeline being built for additional clients.

Integrated Cyber has focused on running existing customers as efficiently as possible, investing in extensive automation and orchestration of critical workflows both for business operations (i.e., partner, customer, and employee onboarding) as well as delivery operations (new service implementation and monthly recurring management processes). The Company selected a workflow orchestration provider, PipelineApp.io, to automate these critical processes. Significant investment has been made in using that software platform to automate and manage multiple critical delivery and customer-facing processes. Investments in marketing and sales automation were established with the goal of increasing awareness in the market without significant expense. Additionally, sales and marketing platforms were selected and deployed internally. During this phase, the Company's priorities also shifted towards vulnerability assessment and remediation which resulted in the Company acquiring several new clients that will hopefully result in long term relationships.

## **SELECTED ANNUAL and SEMI-ANNUAL INFORMATION**

(Information extracted from the Company's 2021 year end audited financial statements and unaudited financial statements for the six months ended June 30, 2022)

(Expressed in US Dollars)

	<b>December 31, 2021</b>	<b>June 30, 2022</b>
Total revenue	\$ 400,457	\$ 173,312
Net Income/ (Loss)	\$ (62,808)	\$ (57,569)
Total assets	\$ 241,878	\$ 289,036
Current liabilities	\$ 49,616	\$ 61,796
Members Equity	\$ 76,405	\$ 18,835

## **DISCUSSION OF OPERATIONS**

For the six months ended June 30, 2022, Integrated Cyber increased its sales by four percent over the same period last year. The Company has continued to pursue sales opportunities with both existing and new clients. Since the global pandemic has shown signs of easing in 2022, one of the 'Company's key clients has expressed interest in increasing its cyber technology needs with Integrated Cyber again. Management is encouraged by this 'client's need for services given its solid sales history with Integrated Cyber. The Company sees strong interest from small to mid-sized businesses and institutions across a variety of industries. .

The Company launched two new sales and marketing programs to increase market awareness and generate qualified leads into the sales funnel. The Account-Based Marketing (ABM) efforts and outbound lead generation program jointly work together to create qualified leads actively searching for cyber solutions for their organizations. The Company's new customer acquisition program is focused on its productized vulnerability management and employee awareness and engagement training services. These offerings are intended as quicker entry-point services, enabling the Company to expand penetration of additional cybersecurity services as the relationship matures.

In January 2022, the Company entered into a Share Purchase Agreement (SPA) with 1332996 B.C. LTD. In that agreement, 1332996 B.C. LTD agreed to buy 100 percent of Integrated Cyber. The agreement involves the Merger of two Companies with the issuance of 30,000,000 shares (with each 'Company's share being issued at a deemed \$.02 per share). Integrated 'Cyber's aggregate value in the transaction is \$645,000. As part of the transaction 1332996 B.C. LTD agreed to provide to provide a loan to ICS in the amount of \$100,000. The loan will mature and become payable at the sole discretion of 1332996 B.C, if ICS defaults on any obligation under the SPA or upon termination of the SPA. The funds were advanced in two installments. The first installment of \$20,000 was issued in February 2022. The second installment of \$80,000 was issued in April of 2022. The loan was generated to assist ICS with professional fees related to the public offering and for marketing fees. With the loan proceeds from 1332996 B.C LTD, several marketing and sales efforts have commenced with the hiring of marketing firms to assist the Company in identifying key potential clients that will benefit from the various products that ICS has developed with its partners.

Following the merger of the two above Companies, Management expects that the 'Company's sales will increase substantially in the second half of 2022. Increased capital infusion from its investors will allow management to develop its sales efforts to onboard clients and strengthen its infrastructure.

The merged Company will also be focused on identifying acquisition targets to strengthen its product capability, achieve economies of scale, and strengthen the 'Company's ability to transition its products quickly with Cyber Security technology changes.

## **LIQUIDITY AND CAPITAL RESOURCES**

As of December 31, 2021, and June 30, 2022 respectively, the Company had total assets of \$241,878 and \$289,036. At the date of this report, no shares of stock have been issued. ICS will continue to operate as a Limited Liability Company (LLC) until the public offering occurs. The sources and uses of the Company's cash is presented below:

<b>CASH FLOW ANALYSIS</b>	<b>December 31, 2021</b>	<b>June 30, 2022</b>
Cash at the beginning of the period	\$26,063	\$ 7,226
<b>Operating Activities</b>		
Loss for the period	\$(62,808)	\$(57,569)
Items not involving cash:	3,697	\$ 1,850
Net changes in non-cash working capital items:		
Accounts payable and accrued liabilities	\$ 5,682	\$ 12,176
Net Operating Activities	\$32,750	\$ 32,564
<b>Investing Activity:</b>		
Loan receivable	Nil	Nil
<b>Financing Activity:</b>		
Member loans	\$ 1,842	\$ 92,550
Net Cash Flow from Financing Activities	\$ 1,842	\$ 92,550
Cash, end of the period	\$ 7,226	\$ 88,797

The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource, property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise programs depending on its working capital position.

As of December 31, 2021, the Company had a cash balance of \$7,226 and Members Equity of \$76,406. The Company had working capital of \$160,246. Cash used in operating activities was \$20,679. There was \$115,856 in private investor loans to the Company. The Company has no pledges as security for loans, or otherwise and is not subject to any debt covenants.

Other than the above-mentioned current liabilities, the Company has no short-term capital spending requirements and future plans and expectations are based on the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to obtain adequate financing in the future or if available that such financing will be on acceptable terms. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. Please see footnote below concerning proposed transaction.

Historically, the Company's sole source of funding has been from private investors. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

## **OFF-BALANCE SHEET TRANSACTIONS**

During six months ended June 30, 2022, the Company has not entered any off-balance sheet arrangements.

## **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. 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.

As of June 30, 2022, there were no related party transactions.

## **PROPOSED TRANSACTIONS**

On January 21, 2022 the Company entered into a Share Purchase Agreement with 1332996 B.C LTD. Pursuant to the SPA, the Company has agreed to sell and 1332996 has agreed to purchase 100% of the Company's shares. As consideration for the sale of the ICS Shares, the 1332996 has agreed to issue to the ICS Shareholders an aggregate of 32,280,000 Common Shares.

The directors of the Company believe that the sale of the Company will be a beneficial acquisition. The board of directors and Shareholders of the Company have decided to proceed with the acquisition.

## **CRITICAL ACCOUNTING ESTIMATES**

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

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

## **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

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

## **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

The three levels of the fair value hierarchy are:

- Level 1 - unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 – inputs other than quoted prices that are observable for the assets or liability either directly or indirectly; and
- Level 3 – inputs that are not based on observable market data.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The board of directors of the Company approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:



## **Credit Risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and subscription receivable. Cash is deposited in bank accounts held with a major bank in Canada. As all of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major bank with high credit quality financial institutions as determined by rating agencies. Credit risk related to cash is assessed as low.

## **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been private investments. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

## **Foreign Exchange Risk**

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

## **Interest Rate Risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As of December 31, 2021, the Company did not have any financial instruments subject to interest rate risk.

## **Price Rate Risk**

The Company has no exposure to price risk with respect to equity prices as the Company is not listed. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

## **Management of Capital**

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

## **SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies in Note A of the Company's audited financial statements as of June 30, 2022, have been consistently applied to all periods presented in the Financial Statements.

## **KEY DEVELOPMENTS SUBSEQUENT TO December 31, 2021**

In February of 2022, 1332996 LTD created a loan to the Company for the purpose of expanding sales operations as well as development of the Company's proprietary IC360 software in advance of the public offering. The loan was provided with an initial loan amount of \$20,000 in February 2022 and an additional loan amount of \$80,000 in April 2022.

## **LIMITATIONS ON SCOPE OF DESIGN**

The Company has no limits to the design of its disclosure controls and procedures or internal control over financial reporting. The summary of financial information should be read in conjunction with the complete set of the Company's audited financial statements that are attached to this discussion.

## **RISK FACTORS**

In addition to the other information included in this report, readers should consider carefully the following factors, which describe the risks, uncertainties and other factors that may materially and adversely affect the Company's business, products, financial condition and operating results. There are many factors that affect the Company's business and results of operations, some of which are beyond the Company's control. The following is a description of some of, but not all of, the important factors that may cause the Company's actual results of operations in future periods to differ materially from those currently expected or discussed in the FLS set forth in this report relating to the Company's financial results, operations and business prospects. Except as required by law, the Company undertakes no obligation to update any such FLS to reflect events or circumstances after the date of this MD&A.

For the purposes of this section, "**Material Adverse Change**" means any change of circumstances or any event which has, or would reasonably be expected to have, a material adverse effect in respect of the Company, any one or more changes, events or occurrences, and "**material adverse effect**" means, in respect of the Company, any change (or any condition, event or development involving a prospective change) in the business, operations, affairs (including the employment status of key employees), assets, liabilities (including any contingent liabilities that may arise through outstanding, pending or threatened litigation or otherwise) capitalization, financial condition, licenses, permits, rights or privileges of the Company or any of its subsidiaries which in the judgment of the Company, acting reasonably in the circumstances, could reasonably be expected to materially and adversely affect the Company and its subsidiaries taken as a whole or the value of the securities of the Company.

These risks include, but are not limited to the following:

### **Going-Concern Risk**

The Company's financial statements have been prepared on a going-concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

### **Technology Sector Risk**

After the completion of the transactions contemplated by the SPA, the Company anticipates becoming a technology company. General risks of technology companies include the risks of rapidly changing technologies, short product life cycles, fierce competition, aggressive pricing and reduced profit margins, loss of patent, copyright and trademark protections, cyclical market patterns, evolving industry standards and frequent new product introductions.

### **Regulatory Risks**

Changes in or more aggressive enforcement of laws and regulations could have a material adverse effect on the companies involved in the infrastructure, technology, and technological infrastructure sector. Failure or delays in obtaining necessary approvals, changes in government regulations and policies and practices could result in a Material Adverse Change to such businesses' future cash flows, earnings, results of operations and financial condition.

## **Intellectual Property Rights**

Companies involved in the development and operation of certain technologies may be dependent on intellectual property rights; the loss of which could harm its business, results of operations and its financial condition. There can be no assurance that any of the Company's products will not violate proprietary rights of third parties or that third parties will not assert or claim that such violation has occurred.

Any such claims and disputes arising may result in liability for substantial damages which in turn could harm the underlying business, results of operations and financial condition.

## **Cyber Security Risks**

The Company anticipates being dependent on information technologies to conduct its operations, including management information systems and computer control systems. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber-attacks could seriously harm operations and result in a Material Adverse Change to the operation results. Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the issue or loss of control over computer control systems, and breaches due to employee error.

The Company's exposure to cyber security risks includes exposure through third parties on whose systems it places significant reliance for the conduct of its business. There can be no assurance that the Company has the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications.

## **Key Personnel**

The Company is dependent upon the continued availability and commitment of its management, whose contributions to immediate and future operations are significant. The loss of any such management could negatively affect the Company's business operations. From time to time, the Company will also need to identify and retain additional skilled management to efficiently operate its business. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of its ability to attract and retain such personnel. If it is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material adverse effect on its profitability, results of operations and financial condition.

## **Internal Controls**

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company has undertaken several procedures and implemented a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations, or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's financial statements and result in a Material Adverse Change.

APPENDIX H

COMPANY AUDIT COMMITTEE CHARTER

**1332996 B.C. LTD.**

**AUDIT COMMITTEE  
CHARTER**

**I. Purpose**

The primary objective of the Audit Committee (the "**Committee**") of 1332996 B.C. Ltd. (the "**Company**") is to act as a liaison between the Board and the Company's independent auditors (the "**Auditors**") and to oversee (a) the accounting and financial reporting processes of the Company, including the financial statements and other financial information provided by the Company to its shareholders, the public and others, (b) the Company's compliance with legal and regulatory requirements, (c) the audit of the Company's financial statements, (d) the qualification, independence and performance of the Auditors, and (e) the Company's risk management and internal financial and accounting controls, and management information systems. For greater certainty, references to the financial statements of the Company shall include, where applicable, the financial statements of the Company's subsidiary entities.

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not full-time employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Committee to conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditors.

The responsibilities of a member of the Committee are in addition to such member's duties as a member of the Board.

**II. Organization**

The Committee membership shall satisfy, at a minimum, the laws governing the Company and the independence, financial literacy and financial experience requirements under applicable securities laws, rules and regulations, stock exchange and any other regulatory requirements applicable to the Company.

Members of the Committee must be financially literate as the Board interprets such qualification in its business judgment. No member of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the past three years, and all members shall be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement.

The Committee shall consist of three or more directors of the Company. The members of the Committee and the Chair of the Committee shall be appointed by the Board. A majority of the members of the Committee shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. Matters decided by the Committee shall be decided by majority votes. The chair of the Committee shall have an ordinary vote.

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director.

The Committee may form and delegate authority to subcommittees when appropriate.

**III. Meetings**

The Committee shall meet as frequently as circumstances require, but not less frequently than four times per year. The Committee shall meet at least quarterly with management, the Company's financial and

accounting officer(s) and the Auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. Meetings may be held telephonically or other methods of communication to the extent permitted by the Company's organizational documents and applicable Ontario law.

In the absence of the appointed Chair of the Committee at any meeting, the members shall elect a chair from those in attendance at the meeting. The Chair, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting.

The Committee will appoint a Secretary who will keep minutes of all meetings. The Secretary may also be the Chief Financial Officer, the Company's Secretary-Treasurer, or the Company's Corporate Secretary or another person who does not need to be a member of the Committee. The Secretary for the Committee can be changed by simple notice from the Chair.

The Chair shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as the other directors in advance of the meeting.

The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee. The Company's accounting and financial officer(s) and the Auditors shall attend any meeting when requested to do so by the Chair of the Committee.

#### **IV. Authority and Responsibilities**

The Board, after consideration of the recommendation of the Committee, shall nominate the Auditors for appointment by the shareholders of the Company in accordance with applicable law. The Auditors report directly to the Audit Committee. The Auditors are ultimately accountable to the Committee and the Board as representatives of the shareholders.

In fulfilling its duties and responsibilities under this Charter, the Committee will be entitled to reasonably rely on (a) the integrity of those persons within the Company and of the professionals and experts (such as the Auditors) from which it receives information, (b) the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts and (c) the representations made by the Auditors as to any services provided by it to the Company.

The Committee shall have the following responsibilities:

##### **(a) Auditors**

1. Be directly responsible for the appointment, compensation, retention (including termination) and oversight of the work of any independent registered public accounting firm engaged by the Company (including for the purposes of preparing or issuing an audit report or performing other audit, review or attestation services or other work for the Company and including the resolution of disagreements between management and the Company's independent registered public accounting firm regarding financial reporting) and ensure that such firm shall report directly to it; recommend to the Board the independent auditors to be nominated for appointment as Auditors of the Company at the Company's annual meeting, the remuneration to be paid to the Auditors for services performed during the preceding year; and recommend to the Board and the shareholders the termination of the appointment of the Auditors, if and when advisable;
2. When there is to be a change of the Auditor, review all issues related to the change, including any notices required under applicable securities law, stock exchange or other regulatory requirements, and the planned steps for an orderly transition.

3. Review the Auditor's audit plan and discuss the Auditor's scope, staffing, materiality, and general audit approach.
4. Review on an annual basis the performance of the Auditors, including the lead audit partner.
5. Take reasonable steps to confirm the independence of the Auditors, which include:
  - (a) Ensuring receipt from the Auditors of a formal written statement in accordance with applicable regulatory requirements delineating all relationships between the Auditors and the Company;
  - (b) Considering and discussing with the Auditors any disclosed relationships or services, including non-audit services, that may impact the objectivity and independence of the Auditors;
  - (c) Approving in advance all auditing services and any non-audit related services provided by the Auditors to the Company, and the fees for such services, with a view to ensure independence of the Auditor, and in accordance with applicable regulatory standards, including applicable stock exchange requirements with respect to approval of non-audit related services performed by the Auditors; and
  - (d) As necessary, taking or recommending that the Board take appropriate action to oversee the independence of the Auditors.
6. The Committee is permitted to delegate pre-approval authority to one of its members; however, the decision of any member of the Committee to whom such authority has been delegated must be presented to the full Committee at its next scheduled meeting.
7. Review and approve any disclosures required to be included in periodic reports under applicable securities laws, rules and regulations and stock exchange and other regulatory requirements with respect to non-audit services.
8. Confirm with the Auditors and receive written confirmation at least once per year as to (i) the Auditor's internal processes and quality control procedures; and (ii) disclosure of any material issues raised by the most recent internal quality control review, or per review within the preceding five years respecting independent audit carried out by the Auditors or investigations or government or professional enquiries, reviews or investigations of the Auditors within the last five years.
9. Consider the tenure of the lead audit partner on the engagement in light of applicable securities law, stock exchange or applicable regulatory requirements.
10. Review all reports required to be submitted by the Auditors to the Committee under applicable securities laws, rules and regulations and stock exchange or other regulatory requirements.
11. Receive all recommendations and explanations which the Auditors place before the Committee.

**(b) Financial Statements and Financial Information**

11. Review and discuss with management, the financial and accounting officer(s) and the Auditors, the Company's annual audited financial statements, including disclosures made in management's discussion and analysis, prior to filing or distribution of such statements and recommend to the Board, if appropriate, that the Company's audited financial statements be

included in the Company's annual reports distributed and filed under applicable laws and regulatory requirements.

12. Review and discuss with management, the financial and accounting officer(s) and the Auditors, the Company's interim financial statements, including management's discussion and analysis, and the Auditor's review of interim financial statements, prior to filing or distribution of such statements.
13. Review any earnings press releases of the Company before the Company publicly discloses this information.
14. Be satisfied that adequate procedures are in place for the review of the Company's disclosure of financial information and extracted or derived from the Company's financial statements and periodically assess the adequacy of these procedures.
15. Discuss with the Auditor the matters required to be discussed by applicable auditing standards requirements relating to the conduct of the audit including:
  - (a) the adoption of, or changes to, the Company's significant auditing and accounting principles and practices;
  - (b) the management letter provided by the Auditor and the Company's response to that letter; and
  - (c) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, or personnel and any significant disagreements with management.
16. Discuss with management and the Auditors major issues regarding accounting principles used in the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles. Review and discuss analyses prepared by management and/or the Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative approaches under generally accepted accounting principles.
17. Prepare, or ensure the preparation of, and review any report under applicable securities law, stock exchange or other regulatory requirements, including any reports required to be included in statutory filings, including in the Company's annual proxy statement.

**(c) Ongoing Reviews and Discussions with Management and Others**

18. Obtain and review an annual report from management relating to the accounting principles used in the preparation of the Company's financial statements, including those policies for which management is required to exercise discretion or judgments regarding the implementation thereof.
19. Periodically review separately with each of management, the financial and accounting officer(s) and the Auditors; (a) any significant disagreement between management and the Auditors in connection with the preparation of the financial statements, (b) any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information and (c) management's response to each.
20. Periodically discuss with the Auditors, without management being present, (a) their judgments about the quality, integrity and appropriateness of the Company's accounting



principles and financial disclosure practices as applied in its financial reporting and (b) the completeness and accuracy of the Company's financial statements.

21. Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as suggested by the Auditors or management and the resulting financial statement impact. Review with the Auditors or management the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented.
22. Review and discuss with management, the Auditors and the Company's independent counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements, including applicable changes in accounting standards or rules, or compliance with applicable laws and regulations, inquiries received from regulators or government agencies and any pending material litigation.
23. Enquire of the Company's financial and accounting officer(s) and the Auditors on any matters which should be brought to the attention of the Committee concerning accounting, financial and operating practices and controls and accounting practices of the Company.
24. Review the principal control risks to the business of the Company, its subsidiaries and joint ventures; and verify that effective control systems are in place to manage and mitigate these risks.
25. Review and discuss with management any earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as any financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be done generally (i.e. discussion of the types of information to be disclosed and the types of presentations made).
26. Review and discuss with management any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses. Obtain explanations from management of all significant variances between comparative reporting periods.
27. Review and discuss with management the Company's major risk exposures and the steps management has taken to monitor, control and manage such exposures, including the Company's risk assessment and risk management guidelines and policies.

**(d) Risk Management and Internal Controls**

28. Review, based upon the recommendation of the Auditors and management, the scope and plan of the work to be done by the Company's financial and accounting group and the responsibilities, budget and staffing needs of such group.
29. Ensure that management has designed and implemented effective systems of risk management and internal controls and, at least annually, review the effectiveness of the implementation of such systems.
30. Approve and recommend to the Board for adoption policies and procedures on risk oversight and management to establish an effective and efficient system for identifying, assessing, monitoring and managing risk relating to financial management and internal control.

31. In consultation with the Auditors and management, review the adequacy of the Company's internal control structure and procedures designed to ensure compliance with laws and regulations, and discuss the responsibilities, budget and staffing needs of the Company's financial and accounting group.
32. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
33. Maintain a direct report relationship with the internal auditors and review the internal control reports prepared by management, including (i) management's assessment of the effectiveness of the Company's internal control structure and procedures for financial reporting; (ii) review on an annual basis the performance of the internal auditors; and (iii) the Auditors' attestation, and report, on the assessment made by management.
34. Review the appointment of the chief financial officer and any key financial executives involved in the financial reporting process and recommend to the Board any changes in such appointments.

**(e) Other Responsibilities**

35. Create an agenda for the ensuing year.
36. Review and approve related-party transactions if required under applicable securities law, stock exchange or other regulatory requirements.
37. Review and approve (a) any change or waiver in the Company's code of ethics applicable to senior financial officers and (b) any disclosures made under applicable securities law, stock exchange or other regulatory requirements regarding such change or waiver.
38. Establish, review and approve policies for the hiring of employees, partners, former employees or former partners of the Company's Auditors or former independent auditors.
39. Review and reassess the duties and responsibilities set out in this Charter annually and recommend to the Nominating and Corporate Governance Committee and to the Board any changes deemed appropriate by the Committee.
40. Review its own performance annually, seeking input from management and the Board.
41. Confirm annually that all responsibilities outlined in this Charter have been carried out.
42. Perform any other activities consistent with this Charter, the Company's articles and by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

**V. Reporting**

The Committee shall report regularly to the Board and shall submit the minutes of all meetings of the Audit Committee to the Board. The Committee shall also report to the Board on the proceedings and deliberations of the Committee at such times and in such manner as the Board may require. The Committee shall review with the full Board any issues that have arisen with respect to quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the Auditors or the performance of the Company's financial and accounting group.

## **VI. Resources and Access to Information**

The Committee shall have the authority to retain independent legal, accounting and other advisors or consultants to advise the Committee, as it determines necessary to carry out its duties.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities. The Committee has direct access to anyone in the organization and may request any officer or employee of the Company or the Company's outside counsel or the Auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee with or without the presence of management. In the performance of any of its duties and responsibilities, the Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations.

The Committee shall determine the extent of funding necessary for payment of (a) compensation to the Company's independent public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company, (b) compensation to any independent legal, accounting and other advisors or consultants retained to advise the Committee and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**CERTIFICATE OF THE COMPANY**

Dated: September 28, 2022

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

"Faramarz Haddadi"

Faramarz Haddadi

Chief Executive Officer

"Shao Bo Lu"

Shao Bo Lu

Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS**

"Jeri Dunn"

Jeri Dunn

Director

"Robert Bain"

Robert Bain

Director

**CERTIFICATE OF INTEGRATED CYBER**

Dated: September 28, 2022

This Prospectus, as it relates to Integrated Cyber, constitutes full, true and plain disclosure of all material facts relating to the securities of Integrated Cyber as required by the securities legislation of the Provinces of British Columbia and Alberta.

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*"Alan Guibord "*  
*Alan Guibord*

Chief Executive Officer

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*"Robert Consaga"*  
*Robert Consaga*

Chief Financial Officer

**ON BEHALF OF THE MEMBERS**

\_\_\_\_\_  
*"Pete Karolczak"*  
*Pete Karolczak*

Member

\_\_\_\_\_  
*"Alan Guibord"*  
*Alan Guibord*

Member

**CERTIFICATE OF THE PROMOTER OF THE COMPANY**

Dated: September 28, 2022

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

*"Faramarz Haddadi"*

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Faramarz Haddadi

*"Alan Guibord"*

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Alan Guibord

*"Pete Karolczak"*

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Pete Karolczak