No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold in the United States except in compliance with exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the securities will only be offered or sold within the United States pursuant to available exemptions from the registration requirements under the U.S. Securities Act and in compliance with applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States.

PROSPECTUS

New Issue October 27, 2017

KATIPULT TECHNOLOGY CORP.

$47,700

477,000 Common Shares Issuable on Exercise of Outstanding Special Warrants

This prospectus (the "**Prospectus**") qualifies the distribution of 477,000 common shares (the "**Common Shares**") of Katipult Technology Corp. ("**Katipult**" or the "**Company**"), issuable for no additional consideration upon the exercise or deemed exercise of 477,000 special warrants (the "**Special Warrants**") of the Company. The Special Warrants were issued by the Company on August 11, 2017 and August 23, 2017 to purchasers in certain provinces of Canada on a private placement basis pursuant to prospectus exemptions under applicable securities legislation (the "**Offering**").

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 Shares upon the exercise or deemed exercise of the Special Warrants.

The Special Warrants were issued pursuant to the terms of a special warrant indenture dated August 11, 2017 (the "**Special Warrant Indenture**") between the Company and Computershare Trust Company (the "**Trustee**") at an issue price of $0.10 per Special Warrant (the "**Offering Price**"). See "Plan of Distribution".

Price:
$0.10 per Special Warrant

	Price to Subscribers	Net Proceeds to the Company
Per Special Warrant……………………………	$0.10	$47,700
Total………………………………………………		$47,700

Subject to the terms and conditions of the Special Warrant Indenture, each of the Special Warrants entitles the holder thereof to acquire, upon voluntary exercise prior to, or deemed exercise on, the Deemed Exercise Date (as defined below), one Unit, subject to adjustment in certain circumstances, without payment of any additional consideration.

The Special Warrant Indenture provides that the Special Warrants will be deemed to be exercised on the earlier of (the "**Deemed Exercise Date**"): (i) the third business day after the date on which a receipt for the final prospectus of the Company qualifying the distribution of the Common Shares issuable on exercise of the Special Warrants (the "**Final Receipt**") has been issued for a final prospectus; and (ii) four months plus one day after the date of issuance of the Special Warrants, at which time each Special Warrant shall be automatically exercised into one Common Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without any further action on the part of the holder.

The Special Warrants were purchased by subscribers pursuant to private placement exemptions from the prospectus requirements in the Provinces of British Columbia, Alberta, Nova Scotia, Saskatchewan and Ontario (the "**Qualifying Jurisdictions**") and were issued under and are governed by the Special Warrant Indenture.

No underwriter has been involved in the preparation of this Prospectus or performed any review or independent due diligence on the contents of the Prospectus. There is currently no market through which the Special Warrants and Common Shares may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market; the transparency and availability of trading prices; the liquidity of the securities; and the extent of issuer regulation. See also "Risk Factors".

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

The Company has applied to list the Common Shares on the TSX Venture Exchange (the "**TSXV**"). Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the TSXV, including without limitation, the distribution of the Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.

An investment in the securities of the Company is speculative and involves a high degree of risk. In reviewing this Prospectus, you should carefully consider the matters described under the heading "*Risk Factors*".

Certain legal matters relating to the securities previously issued by the Company will be passed upon by DuMoulin Black LLP, Vancouver, British Columbia on behalf of the Company. No person is authorized by the Company to provide any information or make any representations other than those contained in this Prospectus in connection with securities previously issued by the Company.

The Company's head office is located at Suite 600 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 and its registered and records office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

Prospective investors 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 Shares, Warrants or Warrant Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires Shares, Warrants or Warrant Shares.

Prospective investors should rely only on the information contained in or incorporated by reference into this prospectus. The Company has not authorized anyone to provide you with different information. Readers should assume that the information appearing in this prospectus is accurate only as of its date, regardless of its time of delivery. The Company's business, financial condition, results of operations and prospects may have changed since that date.

TABLE OF CONTENTS

MEANING OF CERTAIN REFERENCES

As used in this Prospectus, unless the context otherwise indicates, the terms "Katipult", "Company", "we", "us" and "our" mean Katipult Technology Corp.

This Prospectus includes references to trade names and trade-marks of other companies, which trade names and trade-marks are the property of their respective owners.

This Prospectus includes market and industry data that has been obtained from third party sources including industry publications. The Company believes that this industry data is accurate and that its estimates and assumptions are reasonable. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable; however there are no assurances as to the accuracy or completeness of included information. Although the data are believed to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Prospectus or ascertained the underlying economic assumptions relied upon by such sources.

For an explanation of certain technical terms and abbreviations used in this Prospectus, see "Glossary of Terms".

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the Financial Statements and also appearing in the documents attached as schedules to the Prospectus may be defined separately and the terms and abbreviations defined below may not be used therein, except where otherwise indicated. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

Acquisition	means the acquisition of all of the issued and outstanding shares of JOI Media completed on August 17, 2017 pursuant to the Share Exchange Agreement.
API	means application program interface.
BCBCA	means the *Business Corporations Act,* S.B.C. 2002, c. 57 including the regulations thereunder, as amended.
Board	means the board of directors of the Company.
CEO	means Chief Executive Officer.
CFO	means Chief Financial Officer.
CIO	means Chief Information Officer.
Company	means Katipult Technology Corp., a British Columbia company incorporated under the BCBCA on December 12, 2016.
CPO	means Chief Product Officer.
CTO	means Chief Technology Officer.
Final Exchange Bulletin	means the bulletin issued by the TSXV relating to the Listing, which evidences final TSXV acceptance of the Offering and the Listing.

Financial Statements	means the financial statements attached to this Prospectus as follows: • reviewed unaudited interim financial statements of the Company for the period ended June 30, 2017, attached to this Prospectus as Schedule A; • audited annual financial statements of JOI Media for the financial years ended December 31, 2016, 2015 and 2014, attached to this Prospectus as Schedule C; • unaudited interim financial statements of JOI Media for the three and six month period ended June 30, 2017, attached to this Prospectus as Schedule E; and • Unaudited pro forma financial statements of the Company, attached to this Prospectus as Schedule G.
IFRS	means International Financial Reporting Standards.
JOI Media	means JOI Media Inc.
Listing	means the listing of the Shares on the TSXV.
Listing Date	means the date on which the Shares are listed for trading on the TSXV.
MD&A	means the management's discussion and analysis attached to this Prospectus as follows: • management's discussion and analysis of the Company for the period ended June 30, 2017, attached to this Prospectus as Schedule B; • management's discussion and analysis of JOI Media for the financial years ended December 31, 2016, 2015 and 2014, attached to this Prospectus as Schedule D; and • management's discussion and analysis of JOI Media for the period ended June 30, 2017, attached to this Prospectus as Schedule F.
Named Executive Officers or NEO	means (a) the CEO, including individuals performing functions similar to a CEO; (b) the CFO, including individuals performing functions similar to a CFO; and (c) the three most highly compensated executive officers other than the individuals identified in (a) and (b), at the end of the most recently completed financial year whose total compensation was more than $150,000 for that financial year.
Offering	means the issuance on August 11, 2017 and August 23, 2017 of an aggregate of 477,000 Special Warrants by the Company at the Offering Price.
Offering Price	means $0.10 per Special Warrant.
NP 51-201	means National Policy 51-201 *Disclosure Standards.*
Platform	has the meaning ascribed to it under the heading "Corporate Structure - General".
Prospectus	means this prospectus dated as of the date on the cover page.
Share Exchange Agreement	means the share exchange agreement entered into between the Company and JOI Media dated May 25, 2017.
Shares	means the common shares without par value in the capital of the Company.

Special Warrant Indenture	means special warrant indenture between the Company and the Trustee dated as of August 11, 2017.
Special Warrants	means the special warrants of the Company exercisable to acquire Shares for no additional consideration issued on August 11, 2017 and August 23, 2017 pursuant to the Offering.
Trustee	means Computershare Trust Company of Canada**.**
TSXV	means TSX Venture Exchange.
UI	means user interface.
Unit	means units of the Company, each Unit comprised of one Share and one-half of one Warrant.
Unit Financing	means the issuance on April 14, 2017 of 10,400,000 Units by the Company by way of a private placement at a price of $0.05 per Unit for gross proceeds of $520,000.
United States	means the United States of America, its territories and possessions, any state of the United States, and the District of Columbia.
U.S. Securities Act	has the meaning ascribed to it on the cover page of this Prospectus.
UX	means user experience.
Warrant	means common share purchase warrants of the Company issued pursuant to the Unit Financing requiring the holder thereof to purchase one additional Share at a price of $0.10 on or before the date that is six months following the Listing Date.

CURRENCY

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

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Certain statements in this Prospectus and the documents incorporated by reference herein are forward looking statements or information (collectively "**forward-looking statements**"). All statements other than statements of historical facts contained in this Prospectus, including statements relating to the Company's expectations regarding its revenue, expenses and operations; anticipated cash needs and the need for additional financing; the timing, availability and amount of financings and the ability to successfully complete financings; expected use of proceeds; future results of operations and financial position; business strategy; prospective products; ability to protect, maintain and enforce intellectual property rights; timing of and costs associated with research and development; timing and likelihood of success; plans and objectives of management for future operations and future growth; the acceptance by customers and the marketplace of new technologies and solutions; ability to attract new customers and develop and maintain existing customers; ability to attract and retain personnel; expectations with respect to advancement in technologies; competitive position and expectations regarding competition; future results of current and anticipated products; anticipated trends and challenges in the Company's business and the markets in which it operates; and regulatory developments and the regulatory environments in which the Company operates are forward-looking statements.

The Company is providing cautionary statements identifying important factors that could cause the Company's actual results to differ materially from those projected in these forward-looking statements. Any statements that express or involve discussions as to expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases including, but not limited to, and including grammatical tense variations of such words as: "may", "anticipates", "is expected to", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

The Company has based the forward-looking statements largely on the Company's current expectations, estimates, assumptions, and projections about future events and financial and other trends that the Company believes, as of the date of such statements, may affect its business, financial condition and results of operations. Such expectations, estimates, assumptions, and projections, many of which are beyond our control, include, but are not limited to: the Company’s anticipated cash needs and the need for additional financing; the Company’s ability to successfully complete future financings; the Company’s ability to protect, maintain and enforce its intellectual property and to secure the right to use other intellectual property that it deems desirable for the conduct of its business; the acceptance by the Company’s customers and the marketplace of new technologies and solutions; the Company’s ability to attract new customers and develop and maintain existing customers; the Company’s ability to increase brand awareness through marketing efforts; the Company’s expectations regarding its competitive position; the Company’s expectations regarding regulatory developments and the impact of the regulatory environment in which the Company operates; the Company’s ability to attract and retain qualified management personnel and key employees; and anticipated trends and challenges in the Company’s business and the markets in which it operates.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as of the date they are made and are based on information currently available and on our then current expectations and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and assumptions described under the headings in this Prospectus entitled "Risk Factors" and "Management's Discussion and Analysis" and elsewhere in this Prospectus. Factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, include, but are not limited to, risks and uncertainties related to:

- risks related to the completion of financings and the use of proceeds;
- our limited operating history in an evolving industry;
- our history of losses;
- the lack of trading history for the Shares;
- volatility of the Company's share price following a listing on a public exchange;
- risks related to intellectual property rights;
- claims by third parties for alleged infringement of their intellectual property rights;
- risks associated with economic conditions, dependence on management and conflicts of interest;
- expectations with respect to advancement in technologies;
- competition within the technology industry;
- changes in the regulatory environment;
- economic conditions;
- security breaches of customers’ confidential information and other online security risks;
- errors or defects in the Company’s software or security breaches;
- service interruptions or failures of the Company’s technology services;
- customer complaints and negative publicity;
- key personnel risk;
- management of growth;
- other risks described in this Prospectus and described from time to time in the Company's documents filed with Canadian securities regulatory authorities; and

- other factors beyond the Company's control.

Further, any forward-looking statement speaks only as of the date on which such statement is made and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Please also refer to "Risk Factors" and "Management's Discussion and Analysis" in this Prospectus.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of the Shares and Warrants and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Purchasers should carefully consider, among other things, the matters discussed under "Risk Factors".

The Company

The Company was incorporated on December 12, 2016 in the province of British Columbia under the name "Deha Capital Corp." On August 11, 2017, the Company changed its name to "Katipult Technology Corp.".

The Company's head office is located at Suite 600 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 and its registered and records office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

The Company has applied, concurrent with the filing of this Prospectus, to list its Shares on the TSXV. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV.

See "*Corporate Structure*".

Principal Business

Katipult is a financial technology company offering a cloud-based software infrastructure that allows firms to design, set up and operate an investment platform (the "**Platform**"). The Platform includes features and functionality that enables firms to offer securities on a prospectus-exempt basis to various types of investors. The Platform automates many components of investor and investment management including components of financial transactions, investment marketing, and dividend payouts.

The Offering

This Prospectus qualifies the distribution of 477,000 common shares (the "**Shares**") of the Company issuable for no additional consideration upon the exercise or deemed exercise of 477,000 special warrants (the "**Special Warrants**") of the Company.

The Special Warrants were issued by the Company on August 11, 2017 and August 23, 2017 to purchasers in certain provinces of Canada on a private placement basis pursuant to prospectus exemptions under applicable securities legislation at an issue price of $0.10 per Special Warrant (the "**Offering Price**") for gross proceeds of $47,700 (the "**Offering**").

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 Shares upon the exercise or deemed exercise of the Special Warrants.

The Special Warrants were issued pursuant to the terms of a special warrant indenture dated August 11, 2017 (the "**Special Warrant Indenture**") between the Company and Computershare Trust Company (the "**Trustee**"). See "Plan of Distribution".

Risk Factors

The activities of the Company are subject to risks inherent in the crowdfunding and investment platform software industry as well as the risks normally encountered in a newly established business, including but not limited to: negative cash flow; lack of adequate capital; liquidity concerns and future financing requirements to sustain operations; dilution; no history of operations and revenues and no history of earnings or dividends; competition; economic changes; and uninsured risks. There is currently no public market for the Shares and there can be no assurance that an active market for the Shares will develop or be sustained after the Listing. The value of the Shares is subject to volatility in market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. See "*Risk Factors*".

Summary of Selected Consolidated Financial Information

The table below summarizes selected financial data for the periods indicated and should be read in conjunction with the Financial Statements and MD&A. The selected financial information for the years ended December 31, 2016, 2015 and 2014 has been derived from the audited financial statements of JOI Media and accompanying notes. The audited financial statements of JOI Media have been audited by MNP LLP. The selected financial information for the six months ended June 30, 2017 has been derived from the unaudited interim financial statements of JOI Media and accompanying notes. The selected financial information set out below may not be indicative of the Company's future performance.

	For Six Months ended June 30, 2017 (unaudited) $	**For Year ended December 31, 2016 (audited) $**	**For Year ended December 31, 2015 (audited) $**	**For Year ended December 31, 2014 (audited) $**
Advertising expenses	2,183	14,662	14,053	21,124
Bank charges and interest	4,692	14,413	12,592	4,541
Other operating expenses	43,906	90,031	94,043	89,799
Professional fees	24,900	2,548	2,350	14,294
Wages and benefits	261,008	548,543	281,188	432,737
Income from operations	(55,397)	160,717	216,197	(242,783)
Total Assets	432,138	422,522	306,754	290,286
Total Liabilities	189,602	92,489	117,174	287,924

Use of Proceeds and Available Funds

The aggregate net proceeds from the Company's seed share offering, Unit Financing and the Offering will allow the Company to continue development of its operations including making new investment in its technical roadmap, adding strategic features and integrations as well as the fine tuning of business systems in preparation for growth. The Company's estimated working capital as at September 30, 2017 was $724,251. The funds expected to be available to the Company and the expected principal purposes for which such funds will be used are described below:

Funds Available	
Estimated working capital as of September 30, 2017	$619,436
Pro forma Trailing 12 Month Revenue(1)	$1,011,064
Net Funds Available (unaudited)...	**$1,630,500**

(1) As a matter of prudence, the Company is projecting here 12 months revenues equivalent to the trailing 12 months' revenues generated from October 1, 2016 to September 30, 2017, as derived from management accounts. Not included in this figure is the additional $520,000 that the Company expects to receive from the exercise of an aggregate of 5,200,000 Warrants. The holders of the Warrants are contractually obligated to exercise the Warrants on or before the date that is six months following the Listing Date.

The Company's estimated working capital as at September 30, 2017 and pro forma revenues are intended to be used as follows:

Principal Purpose	
Development of technical roadmap (HR Component)	$730,608
Sales and marketing for PAAS (Platform as a Service)	$189,432
Estimated expenses of application for TSXV listing	$72,000
Annual estimated general and administrative costs[(1)]	$402,796
Total	**$1,394,836**
Unallocated working capital	$235,664

Note:

(1) The breakdown of the estimated general and administrative costs is as follows:

Accounting Fees	
Annual Audit	$20,000
Quarterly Financial Statement Preparation	$20,000
Other (Tax, Accounting related)	$18,000
Legal Fees	$36,000
Bad Debt Expense	$114,012
Bank Charges and Interest	$20,268
Investors Relations	$78,000
Transfer Agents & Filing Fees	$6,000
SEDAR Fees	$3,000
Other Operating Expenses	$87,516
Total	**$402,796**

The objectives that the Company expects to accomplish using its estimated working capital as at September 30, 2017 and pro forma revenues are as follows:

- to operate its current business, including the continued development of the technical roadmap meeting, target launches for new software features and integration capabilities, and operation of the growing company for the next 12 months; and
- to prepare the systems and processes in place to enable scale as the Company grows.

While the Company intends to spend its current working capital and revenues as stated above, there may be circumstances where, for sound business reasons, a re-allocation of funds may be necessary or advisable. The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above, and will depend on a number of factors, including those listed under the heading "*Risk Factors*".

See "*Use of Proceeds and Available Funds*".

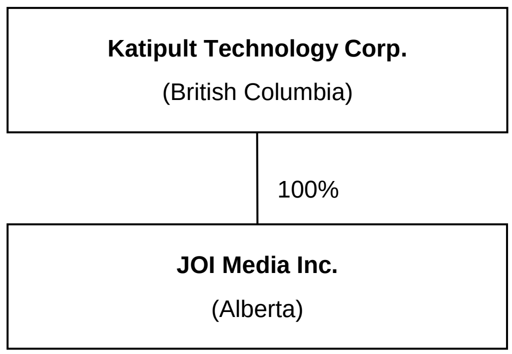
CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated pursuant to the BCBCA under the name "Deha Capital Corp." on December 12, 2016. On August 11, 2017, the Company changed its name to "Katipult Technology Corp.". The Company's head office is located at Suite 600 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 and its registered and records office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

Intercorporate Relationships

The following chart illustrates the intercorporate relationships among the Company and its wholly-owned subsidiary, JOI Media Inc. ("**JOI Media**").



DESCRIPTION OF THE BUSINESS

General

Katipult is a financial technology company offering a cloud-based software infrastructure that allows firms to design, set up and operate an investment platform (the "**Platform**"). The Platform includes features and functionality that enables firms to offer securities to various types of investors. The Platform automates many components of investor and investment management including components of financial transactions, investment marketing, and dividend payouts.

Katipult works with its customers to customize the Platform during set-up and integration in order to design a white-labeled, customer-facing website that has the functionality of the Platform. Once the Platform is set up, the customer is largely self-sufficient with the exception of ongoing administrative and customer support provided by Katipult. The Platform includes modules for various user types, including investors, issuers, administrators and auditors, among others. Administrators, as selected by customers from their staff, are provided with a content management system which allows them the ability to manipulate content on the Platform.

In exchange for a monthly management fee, Customers benefit from software updates, new features and technical support. The main distinction between revenue streams is the one-time setup fee that varies depending on the size and complexity of the customer, and the monthly recurring revenue that is paid to ensure support, updates and new feature roll outs. A small percentage of revenue (<5%) is earned for additional customization of the website and features.

Principal Markets

Global private equity, venture capital, peer to peer lending and other alternative investing firms are the principal markets for Katipult's service. Katipult seeks to provide a broader reach using online tools to manage a global portfolio and dispersed pool of investors. Through the Platform, clients can navigate legal and regulatory environments and save time and money on administrative tasks that are automated by the Platform.

Delivery of Service

The Platform set-up and management service follow the "Platform as a Service" delivery model. Katipult hosts customer sites using Amazon Web Services, which offers hosting for financial companies required to comply with security and privacy law regulations.

Commercial Production

The Platform is a fully developed "commercial production stage" product that has been servicing customers since 2014. New features and functionality are constantly being developed. As the Company grows, additional research and development will be conducted in an effort to develop new features and retain relevance in a fast growing and competitive market.

Production and Services

The Platform is produced using PHP, Cake framework for the core and Laravel framework for the API. Management has engaged a team of subcontracted developers who have contributed code and built out the Platform following the guidance of upper management. The Company owns all of the code produced and subcontractors are compensated for time spent; no royalties are provided. Ongoing production consists of development, fine tuning and customization of the code and the Platform it supports.

The monthly managed services are delivered remotely with updates, new feature roll outs and technical support facilitated using hosted servers and remote access. The team can log into the customer's Platform, make changes and fix problems all from their computer regardless of their geographic location. Customers can email support with requests and service is delivered via email, phone or using the team's direct access to the customer's Platform.

Specialized Skills and Knowledge

The Company requires a few different specialized skills and knowledge to succeed and grow, primarily in the areas of business, specifically finance and investment, and technology.

(i) Business Knowledge and Network

The Company's CEO, Brock Murray, holds a degree in Finance from the University of Calgary Haskayne School of Business and worked as an institutional equity-research analyst for several years prior to founding JOI Media (Katipult). Mr. Murray is well connected within the finance industry and was a member of the board of the National Crowdfunding Association of Canada. In addition to his degree, he has formal education in Investment Analysis and Asset Management from the CFA Institute and in Investment and Securities from the Canadian Securities Institute. The Company's CTO, Doug McLean, holds a degree from the University of Calgary in Human Resource Management, Ethics and Philosophy and leans on these skills to manage the development team.

(ii) Technology

As a "Platform as a Service" company, management of Katipult has knowledge and expertise in software and, in particular, platform development. The CTO of the Company, Doug McLean, is a Masters' level mathematician with an applied programming background. Mr. McLean holds a Masters of Science in Applied Mathematics from the University of Calgary with focuses in cryptography, differential equations and topology. He has spent the past 15 years gaining experience in all aspects of web development serving in roles ranging from code development and server maintenance to client relations, and business administration.

The CPO of the Company, Pheak Meas, is the UX and UI creative design talent. Much of the success of the Platform is reliant on the ease of use and professional client facing features, thus Pheak's 15 years in UX and UI design is well applied in his CPO role. His past experience was garnered as one of the first employees of and as the Lead Interface Designer at ICOM Productions, a company with over 100 employees.

Additional experience in specific coding languages (PHP), frameworks (Cake and Laravel) and API development is drawn from approximately 20 subcontracted developers that have been working on the Platform over the past two years.

Competitive Conditions

The market Katipult competes in is driven by the demands of alternative investment firms and secondarily their investors. These firms want professional, high end UI/UX interfaces that capture their unique brand while providing the functionality required to manage the administrative components of the investment cycle. This platform would cost hundreds of thousands of dollars for a custom solution built from scratch, hence the popularity of the Platform as a service offering. The client firms want ease of use and integration, return on their investment into the Platform (including a price that allows a reasonable return of investment), and quick, flexible customization options. It is critically important that the Platform is up and working as close to 100% of the time as possible. Huge losses could be incurred if Platform downtime coincided with a large investment promotion or caused problems with critical transactions.

Katipult has developed a position in the market where it competes on configurability and customization as well as global relevance (compliance in multiple countries, including Canada, the U.S., the U.K., Mexico, Singapore and Australia) and support. Uptime is something the market demands and as a result all real competitors achieve the minimum standard and it is no longer a point of comparison.

Katipult does not compete on price and has found that its target customers are not very price sensitive but are more concerned with features and customizability. The newly developed API, with estimated completion in 2017, will add a further competitive advantage.

New Products

The Platform is the only service currently provided by Katipult. There are, however, three different versions of the Platform: Enterprise, Pro and Standard, each sold at varying price points based on the features included. The Enterprise version includes all the features as well as additional customization while the other two versions have pared-down features sets and less customization included.

Katipult's API based platform is being developed and will be updated with the ongoing addition and iteration of new features and system improvements. Development is modular and the finished components of the API are already in use with further components being rolled out when complete.

Components

Katipult is a "Platform as a Service" business and thus does not have any significant reliance on component parts or raw materials other than in respect of regulation compliant server hosting described below. The main resource the Company is required to source is personnel, both developers with the right skill sets and management with appropriate experience. Katipult is a global and dispersed company with teams in countries from Canada to the Czech Republic and from Slovakia to Thailand. The dispersed nature of the team has allowed them to both source from a global pool of talent as well as support a global group of customers. Sales, technical support and development work occur across time zones with a goal of a 24/7 worldwide operations.

One service "component" that Katipult is reliant upon, is regulation compliant server hosting, through Amazon Web Services. These services provide hosting, a foundational requirement for any cloud based platform, on servers that are compliant with securities and privacy laws in key markets. The cost for setting up and maintaining these servers in house would be expensive, if not prohibitive, for smaller companies. Retaining the services of Amazon Web Services has removed this barrier and enabled growth in this space.

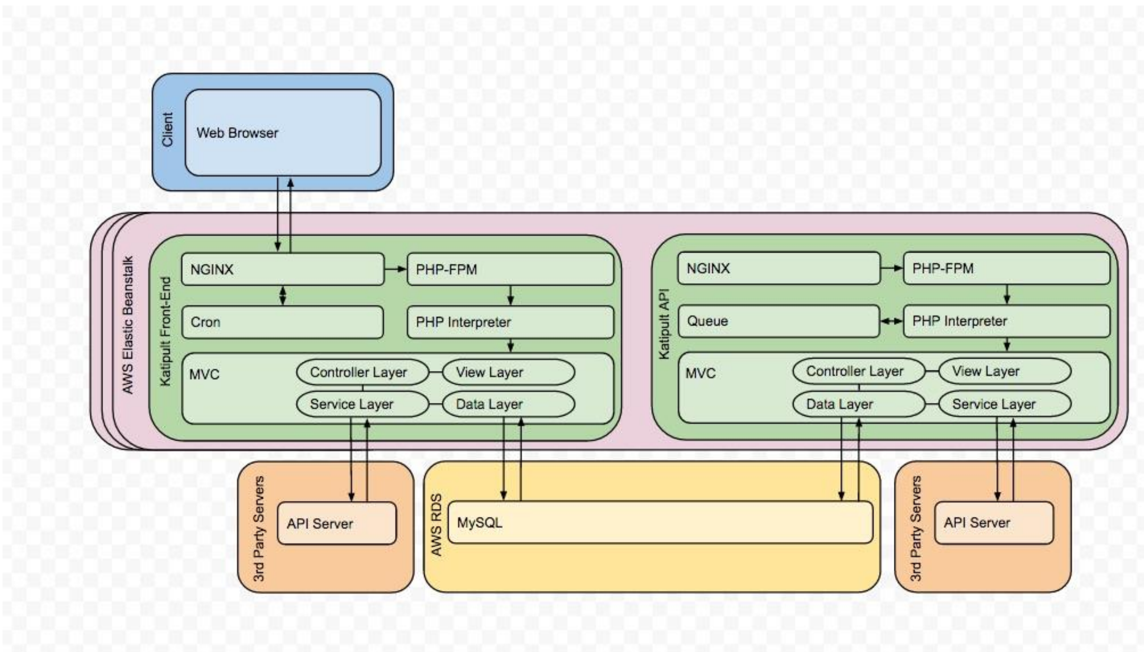
Intangible Properties

Industry changes occurred in 2014 with the passing of the *Jumpstart Our business Startups Act* (the "**JOBS Act**") in the USA. The JOBS Act was created to encourage funding of small businesses by removing various securities regulations. Many restrictions were relaxed globally as other countries followed the lead. This created a new environment that allowed more individuals to invest and more deals to become available in private markets. Katipult developed its core platform to enable firms to thrive in the new regulatory environment.

Another important change occurred when Amazon Web Services launched hosting and server products for financial services companies. These services provide hosting on servers that are compliant with securities and privacy laws in key markets. This essentially removed the prohibitive cost of compliance surrounding any hosted financial service.

Katipult is strategically developed on a proprietary software framework to provide adaptability and flexibility for regulatory compliance, diverse asset structures, business model specifications, and localization requirements.

Katipult Logical Architecture Diagram



Under Canada's Scientific Research & Experimental Development program in the field of Software Engineering (2.02.09), Katipult is a defined as a Scalable Data Management Framework.

Employees

Katipult has 37 team members, four of whom are employees (including Brock Murray, CEO and Pheak Meas, CPO) and 33 of whom are contractors. 18 are software engineers, 11 are support workers, and eight of the team members are engaged in operations and business development.

Foreign Operations

The team works from and engages with contractors in countries around the world. All team members work remotely, including from offices located in Prague and Kamloops, and management has developed a way to engage contractors and manage productivity through regular phone calls and use of project management and time-tracking technology. The Company is not dependent on any foreign operations.

Three-Year History

JOI Media started as a custom web development company in 2008. In 2014, the JOI Media team had already begun to focus on development for the financial industry. However, it was the passing of the JOBS Act that spurred a pivot to focusing entirely on the Platform as a service model. The team added features and developed what would be considered their minimum viable product in 2014 and started selling a simplified version of the Platform to alternative investment firms. Total gross revenue in 2014 was $295,035.

In 2015, further research and development was conducted and the Platform and feature set became more robust, development of the API was initiated and gross revenues increased to $572,034.

2016 saw a significant uptake in interest from firms around the world. The team started to focus sales efforts on the growing Europe and Asian markets and prepared to better service customers in these time zones. The increase in demand for the Platform pushed the development team to start building a scalable, turnkey product. Onboarding and customization needed to happen quickly and training and education for new users needed to be automated. This was a large focus of 2016 and has reduced the time to onboard and customize a new platform by 60%. Further advancement in this area has continues in 2017.

On April 14, 2017, the Company completed a private placement of units (the "**Units**") at a price of $0.05 per Unit raising gross proceeds of $520,000 (the "**Unit Financing**"). Each Unit is comprised of one Common Share (a "**Share**") and one-half of one common share purchase warrant of the Company (a "**Warrant**"). Each Warrant requires the holder thereof to purchase one additional Share at a price of $0.10 on or before the date that is six months following the Listing Date.

On May 25, 2017, the Company entered into the Share Exchange Agreement with JOI Media pursuant to which the Company agreed to purchase all of the common shares of JOI Media. On August 17, 2017, the acquisition was completed and JOI Media became a wholly-owned subsidiary of the Company.

On August 11, 2017 and August 23, 2017, the Company completed the first and second tranches of the Offering, respectively, raising aggregate gross proceeds of $47,700. See "Plan of Distribution".

Upon obtaining a receipt for this Prospectus from securities regulatory authorities, the Company will become a reporting issuer in British Columbia, Alberta, Nova Scotia, Saskatchewan and Ontario. The Company has submitted an application to list the Shares on the TSXV. Any listing of Shares will be subject to the Company meeting TSXV listing requirements and there is no assurance that such a listing will be obtained.

There are no planned material changes in the business during the current financial year. Over the next two years, the Company will focus on acquisition of clients via an expanded sales and marketing effort, further research and development of the core product and growth.

USE OF PROCEEDS AND AVAILABLE FUNDS

Funds Available

The aggregate net proceeds from the Company's seed share offering, Unit Financing and the Offering will allow the Company to continue development of its operations including making new investment in its technical roadmap, adding strategic features and integrations as well as the fine tuning of business systems in preparation for growth. The Company's estimated working capital as at September 30, 2017 was $724,251. The funds expected to be available to the Company and the expected principal purposes for which such funds will be used are described below:

Funds Available	
Estimated working capital as of September 30, 2017	$619,436
Pro forma Trailing 12 Month Revenue(1)	$1,011,064
Net Funds Available (unaudited)	**$1,630,500**

(1) As a matter of prudence, the Company is projecting here 12 months revenues equivalent to the trailing 12 months' revenues generated from October 1, 2016 to September 30, 2017, as derived from management accounts. Not included in this figure is the additional $520,000 that the Company expects to receive from the exercise of an aggregate of 5,200,000 Warrants. The holders of the Warrants are contractually obligated to exercise the Warrants on or before the date that is six months following the Listing Date.

Use of Proceeds

The Company's estimated working capital as at September 30, 2017 and pro forma revenues are intended to be used as follows:

Principal Purpose	
Development of technical roadmap (HR Component)	$730,608
Sales and marketing for PAAS (Platform as a Service)	$189,432
Estimated expenses of application for TSXV listing	$72,000
Annual estimated general and administrative costs(1)	$402,796
Total	**$1,394,836**
Unallocated working capital	$235,664

Note:

(1) The breakdown of the estimated general and administrative costs is as follows:

Accounting Fees	
Annual Audit	$20,000
Quarterly Financial Statement Preparation	$20,000
Other (Tax, Accounting related)	$18,000
Legal Fees	$36,000
Bad Debt Expense	$114,012
Bank Charges and Interest	$20,268
Investors Relations	$78,000
Transfer Agents & Filing Fees	$6,000
SEDAR Fees	$3,000
Other Operating Expenses	$87,516
Total	**$402,796**

Business Objectives and Milestones

The objectives that the Company expects to accomplish using its estimated working capital as at September 30, 2017 and pro forma revenues are as follows:

- to operate its current business, including the continued development of the technical roadmap meeting, target launches for new software features and integration capabilities, and operation of the growing company for the next 12 months; and

- to prepare the systems and processes in place to enable scale as the Company grows.

While the Company intends to spend its current working capital and revenues as stated above, there may be circumstances where, for sound business reasons, a re-allocation of funds may be necessary or advisable. The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above, and will depend on a number of factors, including those listed under the heading "Risk Factors".

Other Sources of Funding

In addition to its current working capital, the Company generates revenues through its Platform which has been servicing customers since 2014. See "*Description of the Business*" above for further information.

DIVIDENDS OR DISTRIBUTIONS

While there are no restrictions in the Company's articles or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company anticipates using all available cash resources to fund working capital and grow its business. As such, there are no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

A dividend of $72,000 in aggregate, being $10.80 per common share, was paid to shareholders of JOI Media as at December 31, 2014. The amount and payment of future dividends, whether quarterly or otherwise, is subject to the discretion of the JOI Media board of directors and will be dependent upon JOI Media’s results of operations, current and anticipated cash requirements, the satisfaction of solvency tests and other relevant factors.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Financial Statements and MD&A are included as schedules to this Prospectus as follows:

- **Schedule A:** Unaudited Interim Financial Statements of the Company for the Period ended June 30, 2017
- **Schedule B:** Management's Discussion and Analysis of the Company for the Period ended June 30, 2017
- **Schedule C:** Annual Financial Statements of JOI Media Inc. for the Financial Years Ended December 31, 2016, 2015 and 2014
- **Schedule D:** Management's Discussion and Analysis of JOI Media Inc. for the Financial Years Ended December 31, 2016, 2015 and 2014
- **Schedule E:** Unaudited Interim Financial Statements of JOI Media Inc. for the Three and Six Month Period Ended June 30, 2017

- **Schedule F:** Management's Discussion and Analysis of JOI Media Inc. for the Period Ended June 30, 2017
- **Schedule G:** Unaudited Pro Forma Financial Statements

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

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

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Company's authorized capital consists of an unlimited number of Shares, of which 61,800,000 Shares are issued and outstanding as at the date of this Prospectus. Holders of the Shares are entitled to one vote per share at all meetings of the holders of common shares of the Company and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Shares, to participate rateably in any distribution of the Company's property or assets upon liquidation or wind-up. There are no pre-emptive, redemption, retraction, purchase or conversion rights attaching to the Shares.

Special Warrants

As of the date of this Prospectus, there are outstanding special warrants exercisable to acquire up to an aggregate of 477,000 Shares. These Special Warrants were issued in connection with the Offering. Each Special Warrant entitles the holder thereof to acquire, upon voluntary exercise prior to, or deemed exercise on, the Deemed Exercise Date, one Share, subject to adjustment in certain circumstances, without payment of any additional consideration. The Special Warrants were issued pursuant to the terms of the Special Warrant Indenture between the Company and Computershare Trust Company (the "**Trustee**"). See "Plan of Distribution".

Warrants

As of the date of this Prospectus, there are outstanding 5,200,000 Warrants. Each Warrant requires the holder thereof to purchase one additional Share at a price of $0.10 on or before the date that is six months following the Listing Date. These Warrants were issued in connection with the Unit Financing.

Options

As of the date of this Prospectus, there are outstanding options exercisable to purchase up to an aggregate of 2,935,000 Shares, at an exercise price of $0.10 per Share until August 25, 2022.

CONSOLIDATED CAPITALIZATION

The following tables provide information about capitalization as of the date of this Prospectus:

Description of security	Number authorized to be issued	Amount outstanding as of the date of this Prospectus
Shares(1)	No maximum	61,800,000
Special Warrants(2)	n/a	477,000
Warrants(3)	n/a	5,200,000
Options	n/a	2,935,000

(1) Includes 10,400,000 Shares issued pursuant to the Unit Financing and 200,000 finder's fee shares issued in connection with the Share Exchange Agreement.
(2) Issued pursuant to the Offering. See "*Plan of Distribution*".
(3) Represents the 5,200,000 Warrants issued pursuant to the Unit Financing.

OPTIONS TO PURCHASE SECURITIES

The Board has adopted a stock option plan (the "**Stock Option Plan**") whereby a maximum of 10% of the issued and outstanding Shares, from time to time, may be reserved for issuance pursuant to the exercise of options. Under the terms of the Stock Option Plan, options may be granted only to: (i) employees, officers, directors, and consultants of the Company; and (ii) employees, officers, directors, and consultants of an affiliate of the Company.

Subject to a minimum price of $0.10 per Share, the exercise price of any option may not be less than the closing market price of the Shares on the trading day immediately preceding the date of grant of the option, less any applicable discount allowed by the TSXV or any other stock exchange on which the Shares are listed for trading (the "**Minimum Exercise Price**"). If any options are granted within 90 days of a public distribution of Shares by prospectus, then the minimum exercise price shall be the greater of the Minimum Exercise Price and the price per Share paid by the investors for Shares acquired under the public distribution. The 90 day period shall commence on the date the Company is issued a final receipt for the prospectus.

The options are non-assignable and non-transferable. Options granted under the Stock Option Plan have a maximum term of five years and can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Stock Option Plan or within 90 days (or as otherwise determined by the Board) after ceasing to be an eligible optionee, or, if the optionee dies, within one year from the date of the optionee's death.

Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time.

The following table summarizes the allocation of the options granted by the Company from the date of adoption of Stock Option Plan up to the date of this Prospectus:

Optionee	Number of Options	Exercise Price (CDN$)	Expiry Date
Executive Officers as a group	2,250,000	0.10	August 25, 2022
Directors as a group(1)	510,000	0.10	August 25, 2022
Consultants as a group	125,000	0.10	August 25, 2022
Other employees as a group	50,000	0.10	August 25, 2022
Total:	**2,935,000**		

(1) This information applies to four directors of the Company.
(2) Collectively, directors and executive officers have been granted a total of 2,760,000 options.

PRIOR SALES

The table below sets out the prior sales of common shares in the authorized capital of the Company, from the date of incorporation on December 12, 2016 to the date of this Prospectus:

Date of issuance	Type of security	Number of securities	Issue or Exercise Price per security ($)	Value received ($)	Reason for Issue
December 21, 2016	Shares	8,800,000[(1)]	$0.01	$88,000	Private Placement
April 14, 2017	Units[(2)]	10,400,000	$0.05	$520,000	Private Placement
August 17, 2017	Shares	42,400,000	Each JOI Media Share was exchanged for 6,360.64 Resulting Issuer Shares	N/A	Pursuant to Share Exchange Agreement
August 11, 2017	Special Warrants[(3)]	343,000	$0.10	34,300	Private Placement
August 17, 2017	Shares	200,000	Issued as Finder's Fee	N/A	Finder's Fee in connection with the Share Exchange Agreement
August 23, 2017	Special Warrants[(3)]	134,000	$0.10	13,400	Private Placement

(1) The Shares of the Company were consolidated on a two-for-one basis on February 10, 2017. The above issue price is on a post-consolidated basis.

(2) Each Unit is comprised of one Common Share (a "**Share**") and one-half of one common share purchase warrant of the Company (a "**Warrant**"). Each Warrant requires the holder thereof to purchase one additional Share at a price of $0.10 on or before the date that is six months following the Listing Date.

(3) Each Special Warrant will be deemed to be exercised on the Deemed Exercise Date.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As of the date of this prospectus, the following sets out the securities of the Company that, to the knowledge of the Company, are held in escrow or are subject to contractual restrictions on transfer.

Pursuant to the policies of the Exchange, the following securities of the Resulting Issuer are expected to be held in escrow on Listing (the "**Escrowed Securities**") (on a partially-diluted basis):

Name and Position of Escrow Holder	Number of Escrowed Securities	Percentage of Class on Partially-Diluted Basis[(1)]
Brock Murray	21,000,000 Shares	33.98%
Pheak Meas	21,000,000 Shares	33.98%
Doug McLean	1,600,000 Options	2.52%
Ben Cadieux	650,000 Options	1.04%
Marcus Shapiro	400,000 Shares 150,000 Options	0.89%
Jeff Dawson	120,000 Options	0.19%
David Jaques	120,000 Options	0.19%
Paul Sun	120,000 Options	0.19%
Thomas Lynch	400,000 Shares	0.65%

(1) Calculated using the current 61,800,000 shares issued and outstanding and assuming the exercise of the individual's convertible securities of the Company.

The Escrowed Securities will be subject to the release schedule set out in "Schedule B(4) – Tier 2 Surplus Security Escrow Agreement" of Exchange Form 5D, which provides for the release of 5% of the securities on the date of the Final Exchange Bulletin, the release of 5% of the securities 6 months following the Final Exchange Bulletin, the release of an additional 10% of the securities on each of the dates that are 12 and 18 months from the date of the Final Exchange Bulletin, the release of an additional 15% of the securities on each of the dates that are 24 and 30 months from the date of the Final Exchange Bulletin, and the release of the final 40% of the securities on the date that is 36 months following the Final Exchange Bulletin.

Seed Sale Restrictions

Further to the above, the following seed share resale restrictions will be applicable to the Resulting Issuer Shares. The shares listed in the table below will be released according to the following release schedule: 10% of the securities will be released on the date of the Final Exchange Bulletin and an additional 15% of the securities will be released on each of the dates that are 6, 12, 18, 24, 30 and 36 months from the date of the Final Exchange Bulletin.

Shareholder	Issue Date	Number of Securities	Issue Price	Resale Restriction & Reason
1048097 B.C. Ltd.	December 21, 2016	300,000	$0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share
Maria Luisa Pulido Gutierrez	December 21, 2016	500,000	0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share
Pablo Manuel Camino Escudero	December 21, 2016	500,000	$0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share
Olinca Gomez Lopez	December 21, 2016	500,000	$0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share
Marco Antonio Martinez Landeros	December 21, 2016	1,250,000	$0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share

Shareholder	Issue Date	Number of Securities	Issue Price	Resale Restriction & Reason
Juan Lopez Mercado	December 21, 2016	1,250,000	$0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share
Danira Del Carmen Flores	December 21, 2016	750,000	$0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share
Jose Juan Suarez Garcia	December 21, 2016	1,000,000	$0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share
Jesus Magana Martinez	December 21, 2016	500,000	$0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share
Tomas Dorantes Fernandez	December 21, 2016	750,000	$0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share
Yashaira Natalia Beltran Hernandez	December 21, 2016	500,000	$0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share
Adolfo Rafael Ku Leon	December 21, 2016	1,000,000	$0.005	In accordance with the release schedule set out in "Schedule B(2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D; Reason: <$0.05 per share

PRINCIPAL SHAREHOLDERS

To the knowledge of the Company's directors and officers, the only persons who beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any the Shares are as follows:

Name	Position or Office held with the Company	Common Shares Beneficially Owned or Controlled	Number of Convertible or Exchangeable Securities Outstanding	Percentage of Ownership on an Undiluted Basis(1)	Percentage of Ownership on a Fully-diluted Basis(2)
Brock Murray Alberta, Canada	President, CEO, Director	21,000,000	Nil	33.98%	29.82%
Pheak Meas Alberta, Canada	CPO, Director	21,000,000	Nil	33.98%	29.82%

(1) Based on 61,800,000 issued and outstanding Shares.

(2) Based on 70,412,000 issued and outstanding Shares, assuming exercise of all outstanding Special Warrants, Warrants and Options.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation, and Security Holdings

The following table sets out the name; province and country of residence; position or offices held with the Company; date appointed; number and percentage of voting securities of the Company that each of the directors and executive officers beneficially owns directly or indirectly, or exercises control over as at the date of this Prospectus and the occupations held during the past five years:

Name, Current Position, and Province and Country of Residence	Position Held Since(1)	Common Shares Beneficially Owned or Controlled	Number of Convertible or Exchangeable Securities Outstanding	Total Ownership on an Undiluted Basis	Total Ownership on a Fully-diluted Basis
Brock Murray President, CEO, Director Calgary, Alberta Canada	August 17, 2017 (Officer as at August 18, 2017)	21,000,000 (3) (33.98%(4))	Nil	21,000,000	21,000,000 (29.82%(5))
Pheak Meas CPO, Director Calgary, Alberta Canada	August 17, 2017 (Officer as at August 18, 2017)	21,000,000 (3) (33.98%(4))	Nil	21,000,000	21,000,000 (29.82%(5))
Doug McLean CTO Kamloops, B.C. Canada	August 18, 2017	Nil	1,600,000 (6)	Nil	1,600,000 (2.27%(5))
Anthony Jackson CFO, Corporate Secretary Burnaby, B.C. Canada	August 18, 2017	Nil	Nil	Nil	Nil
Ben Cadieux CIO Abbotsford, B.C. Canada	August 18, 2017	Nil	650,000 (6)	Nil	650,000 (0.92%(5))

Name, Current Position, and Province and Country of Residence	Position Held Since[1]	Common Shares Beneficially Owned or Controlled	Number of Convertible or Exchangeable Securities Outstanding	Total Ownership on an Undiluted Basis	Total Ownership on a Fully-diluted Basis
Marcus Shapiro[2][7] Chairman West Vancouver, B.C., Canada	August 17, 2017	400,000 [3] (0.65%[4])	150,000 [6]	400,000	550,000 (0.78%[5])
Jeff Dawson[2] Director Dallas, Texas USA	August 17, 2017	Nil	120,000 [6]	Nil	120,000 (0.17%[5])
David Jaques[2][7] Director Los Altos, California USA	August 17, 2017	Nil	120,000 [6]	Nil	120,000 (0.17%[5])
Paul Sun[2][7] Director Oakville, Ontario Canada	August 17, 2017	Nil	120,000 [6]	Nil	120,000 (0.17%[5])

(1) Term of board appointment expires upon holding the first annual meeting of shareholders.
(2) Member of the Audit Committee.
(3) Beneficially owned and controlled.
(4) Based on 61,800,000 issued and outstanding Shares.
(5) Based on 70,412,000 issued and outstanding Shares, assuming exercise of all outstanding Special Warrants, Warrants and Options.
(6) Represents options to purchase Shares at an exercise price of $0.10 per Share for a period of 5 years pursuant to the Stock Option Plan.
(7) Member of the Compensation and Governance Committee.

Management – Directors and Officers of the Company

Below is a brief description of each of the directors and executive officers of the Company including: names; ages; positions and responsibilities; relevant educational background; principal occupations or employment during the five years preceding the date of this Prospectus; and relevant experience in the education industry.

Brock Murray - President, CEO, Director, Age 34

Brock Murray is a co-founder of Katipult (as JOI Media) and leads the team in sales and marketing strategy, sets the overall vision for the Company and contributes significantly to the roadmap. Mr. Murray is a full-time employee of the Company. Mr. Murray has been involved full time with the business of Katipult since it was founded (as JOI Media) in 2008 and intends to dedicate 100% of his professional time to the affairs of the Company.

Mr. Murray gained experience in capital markets as an institutional equity-research analyst prior to founding Katipult. Brock has actively contributed to the crowdfunding space since 2009 and was a member of the board for the National Crowdfunding Association of Canada. Mr. Murray received a Bachelor of Commerce (Finance) degree from the University of Calgary Haskayne School of Business in 2007. In addition to his degree, Mr. Murray also has formal education in investment and securities from the Canadian Securities Institute and earned CFA Level 1 in the Chartered Financial Analyst (CFA) Program.

Pheak Meas – Chief Products Officer, Director, Age 35

Co-founder Pheak Meas, is responsible for much of the overall operations, the customer experience and bringing the developed platform to the market. Mr. Meas is also the UX and UI creative design talent. Mr. Meas has 15 years of experience in UX and UI design; his past experience was garnered as one of the first employees as well as the Lead Interface Designer at ICOM Productions Inc., an eLearning company that creates tailor-made learning solutions that now has over 100 employees.

Mr. Meas works full time with Katiplut and has since its business was founded (as JOI Media) in 2008. Mr. Meas is also engaged as an employee and intends to dedicate 100% of his professional time to the affairs of the Company.

Doug McLean – Chief Technology Officer, Age 35

Doug McLean is responsible for leading and managing the product development team and keeping track of higher level technical objectives. He collaborates with the two co-founders on product direction and features. Mr. McLean has a Masters of Science degree in applied mathematics from the University of Calgary with a focus on differential equations, algebraic topology and cryptography. He has 15 years of experience in code development, server maintenance and leadership. Mr. McLean also holds two undergraduate degrees with a major in mathematics and with minors in human resource management, applied ethics and political philosophy. Before joining JOI Media in 2014, Mr. McLean worked at Siteline Solutions Limited and DMC Web Services Inc., both of which are companies that he partially owned and operated.

Mr. McLean intends to dedicate 100% of his professional time to the affairs of the Company.

Anthony Jackson - Chief Financial Officer, Corporate Secretary, Age 37

Mr. Jackson is a principal of BridgeMark Financial Corp., which provides corporate compliance, financial advisory and financial reporting activities to public and private companies. Mr. Jackson also founded Jackson & Company, Chartered Accountants, assisting private and public companies in a variety of industries with full-service accounting and tax services. Prior to his time at BridgeMark, Mr. Jackson spent a number of years working at Ernst & Young LLP and obtaining his CA designation before moving onto work as a senior analyst at a boutique investment banking firm. Mr. Jackson brings a broad range of software experience to the company, with software-as-a-service experience spanning across the North American and international markets. Furthermore, Mr. Jackson led financial reporting teams and developed financial valuation models within various SaaS organizations. Most recently, Mr. Jackson has had extensive experience as a director and CFO of numerous publicly traded corporations in the technology space. Mr. Jackson holds a bachelor of business administration degree from Simon Fraser University and the professional designation of chartered professional accountant (CPA, CA), where he is a member of the B.C. and Canadian Institute of Chartered Accountants.

Mr. Jackson intends to dedicate 20% of his professional time to the affairs of the Company.

Ben Cadieux – Chief Information Officer, Age 33

Ben Cadieux gained a strong interest in information technology at an early age that led to programming and data recovery contracts beginning at age 15 along with contributions to the open source community. This interest later moved Mr. Cadieux to obtain a Diploma of Computer Information Systems minoring in IT Security at the University of Fraser Valley from 2004 to 2008 and a career that began with management positions in information technology and process automation for successful, innovative businesses. Ben transforms the product vision of Katipult into processes and plans that create a secure software platform capable of rapidly and sustainably growing to solve the challenges of the crowdfunding industry.

Mr. Cadieux intends to dedicate 100% of his professional time to the affairs of the Company.

Marcus Shapiro – Chairman, Age 54

Mr. Shapiro qualified as an English solicitor and practised corporate law in the United Kingdom for one of London's leading commercial law firms before pursuing a 25-year career in investment banking. He is a seasoned corporate finance practitioner, working at Director level for Charterhouse Bank Limited, CCF Charterhouse Corporate Finance Limited and HSBC Investment Bank, advising a range of public and private corporations on capital markets issues, corporate strategy and Mergers & Acquisitions in London and New York. In 2001, he Co-Founded and acted as Managing Director of Amethyst Corporate Finance PLC, a London-headquartered boutique advisory firm focused on mid market M&A advisory work. In 2014, he immigrated to Canada where he has pursued a plural career combining voluntary work with private sector engagements and investments; among his roles he has served on the Advisory Boards of Bit Stew Systems, Inc. and Stanton House Limited, acted as a Trustee of West Vancouver Memorial Library and served as a Director of the West Vancouver Memorial Library Foundation.

Mr. Shapiro intends to dedicate 15% of his professional time to the affairs of the Company. Mr. Shapiro is a member of the Company's Audit Committee and Compensation and Governance Committee.

Jeff Dawson – Director, Age 42

Jeff Dawson has been the Chief Financial Officer of Academic Partnerships since August 2016. Prior to joining Academic Partnerships, Mr. Dawson spent more than eight years with Match Group where he held multiple leadership positions including CFO, Dating, VP Finance and Director of Finance. His prior experience also includes ten years of leadership experience with American Airlines, Airband Communications, and PriceWaterhouseCoopers. Mr. Dawson brings experience in financial planning and analysis, accounting, mergers and acquisitions, customer acquisition, customer retention and analytics. Mr. Dawson holds a Master of Business Administration with a specialization in Finance/Financial Consulting from Southern Methodist University's Cox School of Business, and a Bachelor of Business Administration with a concentration in Finance from the University of Texas at Austin.

Mr. Dawson intends to dedicate 10% of his professional time to the affairs of the Company. Mr. Dawson is a member of the Company's Audit Committee (Chair).

David Jaques – Director, Age 61

David Jaques has held senior financial positions in banking, corporate and venture capital. In his early career, he held various positions with Barclays Bank in London and provided advisory services in currency and interest rate risk management to the bank’s corporate clients. He held a similar role at Barclays Bank, New York from 1988 to 1993. He was Senior Vice President and Treasurer of Silicon Valley Bank between 1994 and 1999; founding CFO for PayPal from 1999 to 2001 and CFO of BlueRun Ventures from 2001 to 2008. Since 2008 he has provided CFO consulting services with Greenough Consulting Group and has held board position at UBL Interactive, Inc., Mobivity Holdings, Inc., Bluedot Interactive, Inc. and Digitzs Solutions, Inc. Mr. Jaques holds a Higher National Diploma in Business Administration from Polytechnic of the South Bank, London, and is a UK Chartered Certified Accountant (inactive).

Mr. Jaques intends to dedicate 10% of his professional time to the affairs of the Company. Mr. Jaques is a member of the Company's Audit Committee and the Compensation and Governance Committee (Chair).

Paul Sun – Director, Age 45

Paul Sun has over 20 years of business experience and has held numerous senior roles at investment banks including Scotia Capital, Desjardins, and Beacon Securities. Paul has provided financial solutions from small start-ups to billion dollar market-cap companies and has been involved in many transactions across the entire capital structure. He has built an extensive investor network and is a trusted advisor. He has also held project and operations management positions at a number of private and publicly traded companies. Paul is acting CFO of Draganfly Innovations Inc. and sits on the board of Global Gardens Group. He was awarded his Bachelor of Applied Science and Engineering from The University of Toronto and his Master of Business Administration from the Schulich School of Business. He holds the Professional Engineer and Certified Financial Analyst designations. Paul is as passionate about the markets as he is about innovation.

Mr. Sun intends to dedicate 10% of his professional time to the affairs of the Company. Mr. Sun is a member of the Company's Audit Committee and Compensation and Governance Committee.

Term of Office of Directors

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the executive officers expires at the discretion of the Board.

Aggregate Ownership of Securities

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control 42,400,000 Shares collectively representing 68.61% of the 61,800,000 issued and outstanding Shares as of the date of this Prospectus on a non-diluted basis and 45,160,000 Shares collectively representing 64.14% of the 70,412,000 issued and outstanding Shares on a fully-diluted basis (assuming exercise of all Special Warrants, Warrants and Options).

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises, any director in a conflict will disclose his interest and abstain from voting on such matter at a meeting of the Board.

To the best of the Company's knowledge, and other than as disclosed in this Prospectus, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or any proposed promoter, director, officer or other member of management as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the Company's knowledge and other than as disclosed herein, no existing or proposed director or executive officer of the Company is, as at the date of this Prospectus, 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 that was issued while the director or executive officer was acting in the capacity of a director, the chief executive officer or the chief financial officer thereof; or

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

Bankruptcies

To the Company's knowledge and other than as disclosed herein, no existing or proposed director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(i) is, as at the date of this Prospectus, 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 except Marilyn Wong as detailed below; or

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

Penalties or Sanctions

To the Company's knowledge and other than as disclosed herein, no existing or proposed director or executive officer of the Company or a 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 provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement with a provincial and territorial securities regulatory authority; or

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

Enforcement of Judgments against Foreign Persons or Companies

David Jaques and Jeff Dawson reside outside of Canada. They have appointed the following agent for service of process:

Name	Name and Address of Agent
David Jaques	DuMoulin Black LLP, 10th Floor – 595 Howe Street, Vancouver, B.C. V6C 2T5
Jeff Dawson	DuMoulin Black LLP, 10th Floor – 595 Howe Street, Vancouver, B.C. V6C 2T5

Note that it may not be possible to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the party has appointed an agent for service of process.

EXECUTIVE COMPENSATION

Prior to obtaining a receipt for this prospectus from the securities regulatory authorities in each of British Columbia, Alberta, Nova Scotia, Saskatchewan and Ontario the Company was not a reporting issuer in any jurisdiction. As a result, certain information required by Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**") has been omitted pursuant to Section 1.3(8) of Form 51-102F6V.

Compensation Discussion and Analysis

For the purposes of this prospectus, a named executive officer ("**NEO**") of the Company means each of the following individuals:

(a) the Chief Executive Officer ("**CEO**") of the Company;

(b) the Chief Financial Officer ("**CFO**") of the Company;

(c) each of the three most highly compensated Executive Officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000. "Executive Officer" means the chairman, and any vice-chairman, president, secretary or any vice-president and any officer of the Company or a subsidiary who performs a policymaking function in respect of the Company; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

Each of Brock Murray, President and CEO and Pheak Meas, CPO is an NEO of the Company for purposes of this disclosure.

Compensation Philosophy and Objectives

Katipult's compensation philosophy for NEOs will be focused on the belief that capable and qualified employees are critical to its success as a company. Therefore, the Company's compensation plan is designed to attract the very best individuals in each expertise arena and to use salaries and long-term incentive compensation in the form of stock options or other suitable long-term incentives to attract and retain such employees. In making its determinations regarding the various elements of executive stock option grants, Katipult will seek to meet the following objectives:

(a) to attract, retain and motivate talented executives who create and sustain Katipult's continued success within the context of compensation paid by other companies of comparable size engaged in similar business in appropriate regions;

(b) to align the interests of the Katipult's NEO's with the interests of other shareholders of Katipult; and

(c) to incent extraordinary performance from Katipult's key employees.

Elements of Compensation

(a) <u>Base Salary</u>

The base salary review of any NEO will take into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEO. Base salary is not expected to be evaluated against a formal "peer group". The base salaries for NEOs of Katipult as of the date of this Prospectus are:

NEO	Base Salary
Brock Murray (CEO)	CAD$108,000/year
Pheak Meas (CPO)	CAD$108,000/year

(b) <u>Performance-Based Cash Bonuses</u>

Cash bonuses are not a normal part of Katipult's executive compensation. However, the Company may elect to utilize such incentives where the role-related context and competitive environment suggest that such a compensation modality is appropriate. When and if utilized, the amount of cash bonus compensation will normally be paid on the basis of timely achievement of specific pre-agreed milestones. Each milestone will be selected based upon consideration of its impact on shareholder value creation and the ability of the Company to achieve the milestone during a specific interval. The amount of bonus compensation will be determined based upon achievement of the milestone, its importance to the Company's near and long term goals at the time such bonus is being considered, the bonus compensation awarded to similarly situated executives in similarly situated companies or any other factors the Company may consider appropriate at the time such performance-based bonuses are decided upon. The quantity of bonus will normally be a percentage of base salary not to exceed 100%. However, in exceptional circumstances, the quantity of bonus paid may be connected to the shareholder value creation embodied in the pre-agreed milestones.

(c) Stock Options

The Company currently has the Stock Option Plan in place for the purposes of attracting and motivating directors, officers, employees, and consultants of the Company and advancing the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Stock Option Plan. Any grant of options under the Stock Option Plan is within the discretion of the Board, subject to the condition that the maximum number of Shares which may be reserved for issuance under the Stock Option Plan may not exceed 10% of the Company's issued and outstanding Shares.

Stock options are a key compensation element for companies such as Katipult. Because many of the most capable employees in our industry work for companies who can offer attractive cash and bonus compensation and a high level of employment security, stock options represent a compensation element that balances the loss of employment security that such employees must accept when moving to a smaller company like Katipult. Stock options are also an important component of aligning the objectives of Katipult's employees with those of shareholders. Katipult expects to provide significant stock option positions to senior employees and lesser amounts to lower-level employees. The precise amount of stock options to be offered will be governed by the importance of the role within Katipult, by the competitive environment within which we operate, and by the regulatory limits on stock option grants that cover organizations such as Katipult. No stock options have been granted to our NEOs as of the date of this prospectus.

See also "Options to Purchase Securities" for further information with respect to the material terms of the Company's stock option plan.

Pension Plan Benefits

The Company does not currently provide any pension plan benefits for executive officers, directors, or employees.

Employment, Consulting and Management Agreements

Compensation agreements that the Company or any of its wholly-owned subsidiaries has entered into with NEOs are summarized as follows.

The board of directors has approved executive employment agreements (the "**Executive Employment Agreements**") that the Company has entered into with Brock Murray as CEO and Pheak Meas as CPO of the Company. Pursuant to the Executive Employment Agreements, the CEO and CPO are employed for an indefinite term, subject to termination in accordance with the terms of the Executive Employment Agreements. The Executive Employment Agreements establish a base salary, subject to annual review, which may be changed in the sole discretion of the board. The annual base salary for each of Mr. Murray and Mr. Meas is $108,000. The CEO and CPO are eligible for an annual bonus based on achievement of performance goals, at the sole discretion of and based on the terms, conditions and objectives established by, the board. The CEO and CPO are also eligible to participate in the Company's stock option plan. The Executive Employment Agreements also provide that the CEO and CPO will be eligible to participate in any benefit plans made generally available to the Company's senior executive employees and that the CEO and CPO will be reimbursed for all reasonable out-of-pocket expenses.

The Executive Employment Agreements provide that if the applicable NEO is terminated by the Company for cause, the NEO will be entitled to base salary earned up to the date of termination and unused vacation pay accrued up to the date of termination. The executive may terminate his employment with the Company at any time for any reason by providing 180 days' written notice.

Each of the Executive Employment Agreements also provides that if the applicable NEO is terminated by the Company other than for cause, the NEO will also be entitled to: (i) all accrued salary to the date of termination; (ii) all accrued vacation pay to the date of termination; (iii) a retiring allowance equal to 6 months of salary in the event the Executive Employment Agreement is terminated by the Company in the first 12 months, or if the agreement is terminated after 12 months, the retiring allowance will be equal to 12 months of salary; and (iv) 10% of the amount paid pursuant to item (iii) as compensation for the loss of employment benefits. The payments in (iii) and (iv) are subject to the execution of a full and final release in favour of the Company.

The Executive Employment Agreements contain standard confidentiality, non-solicitation and non-competition restrictions.

Termination and Change of Control Benefits

The Company has not granted any termination or change of control benefits, other than as described herein. Other than as described herein, there are no compensatory plans or arrangements with respect to the NEOs resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of NEOs' responsibilities following a change of control.

Pursuant to the Executive Employment Agreements the Company has entered into with the CEO and the CPO of the Company (See "*Employment, Consulting and Management Agreements*" above), each of the CEO and CPO are entitled to terminate their Executive Employment Agreement and their employment with the Company by providing 30 days' notice to the Company following a change of control, which for the purposes of the Executive Employment Agreements means: (i) the acquisition of Shares and/or securities convertible into, exercisable for or carrying the right to purchase Shares, as a result of which a person or persons beneficially own Shares or convertible securities that would entitle such acquirors to cast more than 50% of the votes attaching to all Shares which may be cast to elect directors (excluding any Shares acquired directly from Mr. Murray or Mr. Meas or any Shares which remain owned or controlled by Mr. Murray or Mr. Meas); (ii) approval by shareholders of (a) an amalgamation, arrangement, merger or other consolidation of Shares with another company pursuant to which existing shareholders cease to have 50% voting rights to elect directors, or (b) a liquidation, dissolution or winding up of the Company; and (iii) a sale, lease or other disposition of all or substantially all of the Company's assets, provided that a change of control does not include an initial public offering or an internal reorganization where beneficial ownership of the Shares remains unchanged.

Upon receipt of a change of control notice, the NEO is entitled to receive the same payment outlined above under the heading "*Employment, Consulting and Management Agreements*" as such NEO would be entitled if the applicable NEO is terminated by the Company other than for cause.

In case of termination of all other NEOs, common law and statutory law applies.

Director Compensation

To date, Katipult has not paid any cash compensation to its independent directors. Four directors of the Company have been granted a total of 510,000 stock options. The Board has formed a Compensation and Governance Committee to monitor and review the salary and benefits of the executive officers of the Company.

Oversight of Director and NEO Compensation

The Company has established a Compensation and Governance Committee of the Board which is charged with reviewing, overseeing and evaluating the corporate governance, compensation and nominating policies of the Company. See "*Corporate Governance – Corporate Governance Disclosure*" for further information.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company, or any associate or affiliate of such person is or has ever been indebted to the Company; nor has any such person's indebtedness to any other entity been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

CORPORATE GOVERNANCE

Audit Committee

The members of the Company's Audit Committee are Jeff Dawson (Chair), Marcus Shapiro, David Jaques and Paul Sun. The Audit Committee is responsible for overseeing the Company's financial reporting process on behalf of the Board, including overseeing the work of the independent auditors who report directly to the Audit Committee.

The specific responsibilities of the Audit Committee, among others, include:

(i) evaluating the performance and assessing the qualifications of the independent directors and recommending to the Board and the shareholders the appointment of the Company's external auditor;

(ii) determining and approving the engagement of and compensation for audit and non-audit services of the Company's external auditor;

(iii) reviewing the Company's financial statements and management's discussion and analysis of financial condition and results of operations and recommending to the Board whether or not such financial statements and management's discussion and analysis of financial condition and results of operations should be approved by the Board;

(iv) conferring with the Company's external auditor and with management regarding the scope, adequacy and effectiveness of internal financial reporting controls;

(v) establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding its accounting controls, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting and auditing matters; and

(vi) reviewing and discussing with management and the independent auditor, as appropriate, the Company's guidelines and policies with respect to risk assessment and risk management, including major financial risk exposure and investment and hedging policies and the steps taken by management to monitor and control the Company's exposure to such risks.

Audit Committee Charter

The Audit Committee Charter is attached to this Prospectus as Schedule G.

Composition of Audit Committee and Independence

The following are the members of the Audit Committee:

Jeff Dawson	Independent(1)	Financially literate(1)
Marcus Shapiro	Independent(1)	Financially literate(1)
David Jaques	Independent(1)	Financially literate(1)

Paul Sun	Independent[1]	Financially literate[1]

(1) As defined under National Instrument 52-110 *Audit Committees* ("**NI 52-110**").

Relevant Education and Experience

Jeff Dawson is the Chairman of the Audit Committee. Mr. Dawson has been the CFO of multiple companies, overseeing finance and accounting matters and has been a named officer of a public company. Mr. Dawson's business knowledge and experience has provided him with an understanding of financial reporting sufficient to enable him to act as a member of the Audit Committee. Mr. Dawson holds a Master of Business Administration with a specialization in Finance/Financial Consulting from Southern Methodist University's Cox School of Business, and a Bachelor of Business Administration with a concentration in Finance from the University of Texas at Austin.

Marcus Shapiro has over 25 years' corporate experience including as a director of a UK-regulated Bank and other financial services companies since 1998. As an investment banker since 1989, he has decades of experience in advising public company boards, private companies and financial institutions on a range of corporate finance matters including M&A advisory, public and private equity financings and restructurings. In Canada, he has chaired the Finance Committee of the Trustee Board of the West Vancouver Memorial Library, a public library constituted under the Library Act of British Columbia. Mr. Shapiro's business knowledge and experience equips him with an understanding of financial reporting sufficient to enable him to act as a member of the Audit Committee. Mr. Shapiro holds an LL.B (Hons) from Leeds University, UK and practised in the UK as a corporate lawyer before pursuing his investment banking career.

David Jaques has held senior financial positions in banking, corporate and venture capital. He has also served as Audit Committee Chair for UBL Interactive, Inc. and Mobivity Holdings Corp, two publicly traded companies in the United States. Mr. Jaques has extensive knowledge of finance, accounting and financial reporting. As a result of these and other professional qualifications, Mr. Jaques is qualified to serve as a member of the Audit Committee.

Paul Sun has over 20 years of business experience and has held numerous senior roles at investment banks including Scotia Capital, Desjardins, and Beacon Securities. Mr. Sun has provided financial solutions from small start-ups to billion dollar market-cap companies and has been involved in many transactions across the entire capital structure. Mr. Sun has built an extensive investor network and is a trusted advisor. He has also held project and operations management positions at a number of private and publicly traded companies. Mr. Sun is acting CFO of Draganfly Innovations Inc. and sits on the board of Global Gardens Group and is also a member of their Audit Committee. He was awarded his Bachelor of Applied Science and Engineering from The University of Toronto and his Master of Business Administration from the Schulich School of Business. He holds the Professional Engineer and Certified Financial Analyst designations. Mr. Sun's business knowledge, experience, and education has provided him with an understanding of financial reporting sufficient to enable him to act as a member of the Audit Committee.

Audit Committee Oversight

The Audit Committee was first appointed by the Board on August 18, 2017. The Audit Committee has not yet made any recommendations concerning the nomination or compensation of the Company's external auditor, as such auditor was appointed by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

(a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or

(b) the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110; or

(c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) of NI 52-110; or

(d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) of NI 52-110; or

(e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The following table sets out the aggregate audit fees incurred by the JOI Media, the Company's predecessor entity, for audits in relation to each of the fiscal years ended December 31, 2016, 2015 and 2014:

Audit Service Fees	**Amount (CDN$)**
Audit Fees	$13,650
Audit Related Fees	Nil
Tax Fees	Nil
All Other Fees	Nil
Total	$13,650

Exemption

The Company is relying on the exemption in section 6.1 of NI 52-110 from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

Corporate Governance Disclosure

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with day-to-day management of the Company.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices, as summarized below. The Compensation and Governance Committee of the Board will monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making. The Board has adopted a Code of Business Conduct and Ethics, which addresses, but is not limited to, the following issues:

(i) conflicts of interest;

(ii) compliance with laws, rules, and regulations;

(iii) protection and proper use of corporate opportunities;

(iv) protection and proper use of corporate assets;

(v) confidentiality of corporate information;

(vi) fair dealing with securityholders, customers, competitors, and employees; and

(vii) accuracy of business records.

Board of Directors

As of the date of this Prospectus, the Board consists of six directors: Brock Murray, Pheak Meas, Jeff Dawson, Marcus Shapiro, Paul Sun and David Jaques.

At this time, David Jaques, Jeff Dawson, Marcus Shapiro and Paul Sun are considered to be "independent" within the meaning of NI 52-110. Brock Murray is not independent since he is the President and CEO of the Company and Pheak Meas is not independent since he is the CPO of the Company.

Directorships

The following directors of the Company also serve as directors of other reporting issuers:

Name of Director	Other Reporting Issuer	Name of Exchange or Market
Paul Sun	Global Gardens Group Inc. (VGM)	TSX Venture Exchange

Orientation and Continuing Education

Each new director of the Company is briefed about the nature of the Company's business, its corporate strategy and current issues within the Company. New directors will be encouraged to review the Company's public disclosure records as filed on under its profile at www.sedar.com after the Company becomes a reporting issuer. Directors are also provided with access to management to better understand the operations of the Company, and to the Company's legal counsel to discuss their legal obligations as directors of the Company. It is expected that the Compensation and Governance Committee will put in place an orientation program for new directors. The Compensation and Governance Committee will be responsible for coordinating development programs to enable directors to maintain and enhance their skills and abilities as directors as well as ensuring that their knowledge and understanding of the Company and the Company’s business remains current.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics that is posted under the Company's profile at www.sedar.com.

The Board is also required to comply with the conflict of interest provisions of the BCBCA and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest. See "*Directors and Executive Officers - Conflicts of Interest*" and "*Risk Factors*".

Nomination of Directors

The Company's management is in contact with individuals involved in the technology, education and other relevant sectors. From these sources, management has made a number of contacts and in the event that the Company requires any new directors, such individuals will be brought to the attention of the Compensation and Governance Committee of the Board. The Compensation and Governance Committee will determine the nominees for election by shareholders as directors. The Company will conduct reference and background checks on suitable candidates. New nominees generally must have a track record in business management, areas of strategic interest to the Company, the ability to devote the time required to carry out the obligations and responsibilities of a director and a willingness to serve in that capacity.

Compensation

The Board has formed a Compensation and Governance Committee to monitor and review the salary and benefits of the executive officers of the Company.

Other Board Committees

In addition to the Audit Committee, the Company also has a Compensation and Governance Committee whose members are David Jaques (Chair), Marcus Shapiro and Paul Sun.

The members of the Compensation and Governance Committee will be charged with reviewing, overseeing and evaluating the corporate governance, compensation and nominating policies of the Company.

It will be the responsibility of the Compensation and Governance Committee, in consultation with the Chair, to assess from time to time the size and composition of the Board and its Committees; to review the effectiveness of the Board's operations and its relations with management; to assess the performance of the Board, its Committees and individual directors; and to review and recommend the directors' compensation.

The Board will put in place a formal procedure for evaluating the performance of the Board, its Committees and individual directors. The Compensation and Governance Committee will review the performance of the Board, its Committees and the contribution of individual directors on an annual basis.

The Compensation and Governance Committee will be responsible for reviewing the credentials of proposed nominees for election or appointment to the Board and for recommending candidates for Board membership, including the candidates proposed to be nominated for election to the Board at the annual meeting of shareholders.

The Compensation and Governance Committee will review, at least once a year, the composition of the Committees to ensure that Committee membership complies with the relevant governance guidelines, that the workload for independent directors is balanced, and that Committee positions are rotated as appropriate. In doing so, the Compensation and Governance Committee will consult with the Chair and make recommendations to the Board, which will appoint Committee members.

The Compensation and Governance Committee will also be responsible for reviewing and reporting to the Board on management resource planning, including succession planning and proposed senior management appointments, the job descriptions and annual objectives of senior executives, the form of executive compensation in general, including an assessment of the risks associated with the compensation plans, and the levels of compensation of the CEO and other senior executives. The Compensation and Governance Committee will also review the performance of senior management against written objectives and reports thereon.

Assessments

The Compensation and Governance Committee will be responsible, along with the Chair, for establishing and implementing procedures to evaluate the effectiveness of the Board, its Committees and the contributions of individual Board members. The Compensation and Governance Committee will also take reasonable steps to evaluate and assess, on an annual basis, directors' performance and effectiveness of the Board, its Committees, individual members, the Chair and Committee chairs. The assessment will address, among other things, individual director independence, individual director and overall Board skills and individual director financial literacy. The Board will receive and consider the recommendations from the Compensation and Governance Committee regarding the results of the evaluation of the performance and effectiveness of the Board, its Committees and individual members. Annual director evaluation will also include peer review by the members of the Board.

PLAN OF DISTRIBUTION

This prospectus is being filed in the Qualifying Jurisdictions to qualify the distribution of 477,000 Shares issuable upon the exercise or deemed exercise of 477,000 Special Warrants.

On August 11, 2017 and August 23, 2017, the Company completed the first and second tranches of the Offering, respectively, pursuant to prospectus exemptions under applicable securities legislation, comprised of an aggregate 477,000 Special Warrants.

In connection with the Offering, the Company issued the Special Warrants in the Qualifying Jurisdictions, on a private placement basis at a price of $0.10 per Special Warrant.

The Special Warrant Indenture provides that the Special Warrants will be deemed to be exercised on the earlier of (the "**Deemed Exercise Date**"): (i) the third business day after the date on which a receipt for the final prospectus of the Company qualifying the distribution of the Shares issuable on exercise of the Special Warrants (the "**Final Receipt**") has been issued for a final prospectus; and (ii) four months plus one day after the date of issuance of the Special Warrants, at which time each Special Warrant shall be automatically exercised into one Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without any further action on the part of the holder.

No fractional Shares will be issued upon the exercise or deemed exercise of the Special Warrants. The holding of Special Warrants does not make the holder thereof a shareholder of the Company or entitle the holder to any right or interest granted to shareholders. The Special Warrant Indenture provides that all holders of Special Warrants shall be bound by any resolution passed at a meeting of the holders of Special Warrants held in accordance with the provisions of the Special Warrant Indenture. The foregoing summary of certain provisions of the Special Warrant Indenture is qualified in its entirety by reference to the provisions of the Special Warrant Indenture.

The Company intends to apply to list the Shares on the TSXV. The listing of the Shares will be subject to the Company fulfilling all of the listing requirements of the TSXV, which cannot be guaranteed.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Company within the U.S. or to, or for the account or benefit of, U.S. Persons. None of the Shares have been or will be registered under the U.S. Securities Act or the securities laws of any state of the U.S. and may not be offered or sold within the U.S. or to, or for the account or benefit of, U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

The Special Warrants may not be exercised by or on behalf of a U.S. Person or a person in the U.S. unless an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws is available. Accordingly, the Shares will bear appropriate legends evidencing the restrictions on the offering, sale and transfer of such securities.

RISK FACTORS

An investment in the Shares should be considered highly speculative due to the nature of the Company's business and the present stage of development. An investment in the Shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Potential investors should consult with their professional advisors to assess an investment in the Company. In evaluating the Company and its business, investors should carefully consider, in addition to other information contained in this Prospectus, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with its operations.

The following are certain factors relating to the Company's business, which prospective investors should carefully consider before deciding whether to invest in the Shares. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information set out elsewhere in this Prospectus. These risks and uncertainties are not the only ones the Company is facing. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair operations. If any such risks actually occur, the business, financial condition, liquidity and results of operations could be materially adversely affected.

Forward Looking Information

Certain information set out in this Prospectus includes or is based upon expectations, estimates, projections or other "*forward looking information*". Such forward looking information includes projections or estimates made by the Company about the Company's future business operations. While such forward looking statements and the assumptions underlying them are made in good faith and reflect the Company's management's current judgment regarding the direction of business, actual results will almost certainly vary (sometimes materially) from any estimates, predictions, projections, assumptions or other type of performance suggested here.

Risks Related to the Offering

Market Risk for Securities

There can be no assurance that an active trading market for the Shares will be established and sustained. Upon Listing, the market price for the Shares could be subject to wide fluctuations. Factors such as government regulation, interest rates, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Company's securities. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Speculative Nature of Investment Risk

An investment in the Shares carries a high degree of risk and should be considered as a speculative investment. The Company has no history of earnings, limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future. The Company is in the early stages of business and has recently launched commercialization of new products and services. Operations are not yet sufficiently established such that the Company can mitigate risks associated with planned activities.

Future Financing Risk

The Company may require additional financing in order to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional Shares, control may change and shareholders may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operating.

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.

Global Economy Risk

The Company may be dependent upon capital markets to raise additional financing in the future while concurrently establishing a wider customer base. Access to financing could be negatively impacted by any global economic downturn. As such, the Company is subject to liquidity risks in meeting its operating expenditure requirements and future development cost requirements in instances where adequate cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company and its management. If these levels of volatility and slow market conditions persist, the Company's operations, the Company's ability to raise capital and the trading price of the Shares could be adversely impacted.

Discretion in the Use of Proceeds

Management will have broad discretion concerning the use of the proceeds of the Offering as well as the timing of their expenditures. As a result, an investor will be relying on the judgment of management for the application of the proceeds of the Offering. Management may use the net proceeds of the Offering in ways that an investor may not consider desirable. The results and the effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Company’s results of operations may suffer.

Share Price Volatility Risk

It is anticipated that the Shares will be listed for trading on the TSXV. As such, external factors outside of the Company's control, such as announcements of quarterly variations in operating results, revenues and costs, and sentiments toward technology and education sector stocks, may have a significant impact on the market price of the Shares. Global stock markets, including the TSXV, have, from time to time, experienced extreme price and volume fluctuations. The same applies to companies in the financial, technology and IT sectors. There can be no assurance that an active or liquid market will develop or be sustained for the Shares.

Increased Costs of Being a Publicly Traded Company

As the Company will have publicly-traded securities, significant legal, accounting and filing fees will be incurred that are not presently being incurred. Securities legislation and the rules and policies of the TSXV require publicly listed companies to, among other things, adopt corporate governance policies and related practices and to continuously prepare and disclose material information, all of which will significantly increase legal, financial and securities regulatory compliance costs.

Risks Related to the Company's Business

Brand Development

The success of the Company's brand depends on the effectiveness of the Company's marketing efforts and on the Company's ability to provide reliable products and support to customers at competitive prices. The Company's brand marketing strategies may not yield increased revenues, and even if they do, any increased revenues may not offset the expenses incurred in its attempts to build the Company's brand. There can be no assurance that advertising and promotional expenditures will result in revenues in the future or will generate awareness of the Company's products or services. If the Company fails to effectively market its brand, the Company may fail to attract new customers, retain existing customers or attract sufficient media coverage in order to realize a sufficient return on branding efforts. A failure in brand development and marketing may result in a negative impact on the Company's business and potential revenues.

Technology Risk

The Company's products and services are dependent upon advanced technologies which are susceptible to rapid and substantial changes. There can be no assurance that the Company's products and services will not be seriously affected by, or become obsolete as a result of, such technological changes. Further, the Company's services and products are constantly under revision and development and there can be no assurance that the Company's efforts will result in viable commercial products or services as conceived by the Company.

There is a risk that similar products which may include features more appealing to customers may be developed and that other products competing with the Platform may use technologies not yet incorporated in the Platform. The occurrence of any of these events could negatively impact interest in the Platform or other Company services and thus limit the potential revenues to be generated by the Company.

Technical Operations Infrastructure Risk

The Company's management anticipates significant growth in the number of customers using the Platform. The Company seeks to maintain sufficient excess capacity in its operations infrastructure to meet the needs of all of its customers and to facilitate the development of the Platform to account for a growing and diverse customer base. In addition, the Company needs to properly manage its technological operations infrastructure in order to support, changes in hardware and software parameters, and the evolution of its products and services. Despite the fact that the Company has taken a number of steps to allow its infrastructure to handle significant increases in demand, it may in the future experience website disruptions, outages and other performance problems. These problems may be caused by a variety of factors, including but not limited to: infrastructure changes; human or software errors; viruses; security attacks; fraud; spikes in customer usage; and denial of service issues. In some instances, the Company may not be able to identify the cause or causes of these performance problems within an acceptable period of time, which may harm the Company's reputation and operating results. Furthermore, although the Company has a number of disaster recovery measures in place, if it does not accurately predict its infrastructure and resource requirements, its existing customers may experience service outages that may subject the Company to financial penalties, financial liabilities and customer losses. If the Company's operations infrastructure fails to keep pace with an increased customer base, customers may experience delays which could adversely affect the Company's reputation and its revenue.

Third Party Service Providers

The Company relies on a number of third-party service providers such as Amazon Web Services, as well as its own facilities, including internal technology to host and deliver its products and services. Any interruptions or delays in services from these third parties could impair the delivery of the Company's products and services, thereby harming the Company's business and reputation. The Company hosts its products and services on multiple third-party data facilities. While the Company operates equipment through these facilities, the Company does not control the operation or service level requirements of these facilities. These service providers could be subject to cyber-attacks, break-ins, computer viruses, sabotage, intentional acts of vandalism and other misconduct. A natural disaster or an act of terrorism, a decision to close the services providers' facilities without adequate notice, capacity limitations at the facilities, and other unanticipated problems could result in lengthy interruptions in availability of the Company's products and services, which could adversely affect the Company's reputation and its revenue.

Furthermore, the Company depends on internet access through third-party bandwidth providers in order to operate its business. If the Company loses the services of these bandwidth providers for any reason, then the Company could experience disruption in the delivery of its products. The Company may experience difficulty in replacing any bandwidth on commercially reasonable terms, or at all, due to the large amount of bandwidth required by the Company. The Company's operations also rely heavily on the availability of electrical power, which is supplied by third-party providers, and any increase in the cost of electrical power could negatively impact the Company's operations and profitability. The Company's operations and profitability may be harmed if the Company or any of its third-party service providers experience any major power outages.

Any errors, defects, disruptions or other performance problems with the Company's products or services caused either by third parties or by the Company could harm the Company's reputation and may damage the Company's business. Interruptions in the availability of the Company's products and services may reduce revenues due to increased turnaround time to complete projects or provide updates, new feature rollouts or technical support, increase the need for the Company to issue credits to customers, cause customers to terminate their contracts with the Company, or adversely affect renewal rates. The Company's business would be harmed if customers or potential customers view the Company's products and services as unreliable, which could adversely affect the Company's reputation and its revenue.

Product Quality Risk

If the information or Platform that the Company provides to customers is inaccurate or unreliable, or perceived to be inaccurate or unreliable, the Company's brand and overall reputation within the crowdfunding software sector may be harmed. Any dissatisfaction by customers or the media with the Company's services, products or methodologies could have an adverse effect on the Company's ability to retain existing customers and attract new customers. Additionally, the Company could be contractually required to pay damages, which could be substantial, to certain customers if the information provided to them is found to be negligent in its generation or delivery, and the customers relied on said negligence to make decisions that cause harm to them. Any harm incurred or any harm to the Company's brand or reputation due to actual or perceived irregularities or inaccuracies in the Platform could harm the Company's overall business and adversely affect the Company's reputation and its revenue.

Competitive and Pricing Risk

The market for crowdfunding software is competitive and rapidly changing. The Company expects to experience additional competition in the future as other companies develop or offer an increasing number of online crowdfunding platforms. With the introduction of technological advances and new entrants into these markets at a rapid pace, competition is expected to intensify in the future which could harm the Company's ability to develop a customer base for the Platform and mitigate the revenue being generated. The Company's current and potential competitors may have significantly greater financial, technical, marketing and other resources; may be able to devote greater resources to the development, promotion, sale and support of their products and services; may have more extensive customer bases and broader customer relationships; and, may have longer operating histories and more brand recognition. In some cases, these businesses may choose to offer their products and services at lower prices or rates in response to new competitors entering the market. In competing with such businesses, the Company may be unable to establish demand for its product and services which could negatively impact the Company's business and potential revenues.

Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. A significant change in the currency exchange rates between the Canadian Dollar relative to the U.S. Dollar or other foreign currencies could have an effect on the Company's results of operations.

Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flow or fair values of financial instruments. It arises when the Company invests in interest bearing financial instruments. As of the date of this Prospectus, the Company did not have any significant exposure to interest rate risk, but such exposure may increase in future.

Tax Risk

The Company is subject to various taxes including, but not limited to the following: Canadian income tax; goods and services tax; provincial sales tax; and payroll tax. The Company's tax filings will be subject to audit by various taxation authorities. While the Company intends to base its tax filings and compliance on the advice of its tax advisors, there can be no assurance that its tax filing positions will never be challenged by a relevant taxation authority resulting in a greater than anticipated tax liability.

Uninsured or Uninsurable Risk

The Company may become subject to liability for risks against which are uninsurable or against which the Company may opt out of insuring due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for usual business activities. Payment of liabilities for which insurance is not carried may have a material adverse effect on the Company's financial position and operations.

Conflicts of Interest Risk

Certain of the Company's directors and officers are, and may continue to be, involved in other business ventures through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors to the Company. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from the Company's interests. In accordance with the BCBCA, directors who have a material interest in any person who is a party to a material contract or a proposed material contract are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the Company's best interests. However, in conflict of interest situations, directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to the Company. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to the Company.

Intellectual Property

The ability of the Company to maintain or increase usage of the Platform and sales will depend in part on its ability to maintain and grow its brand equity through the use of its registered domain names and intellectual property. A loss of any of these may result in the Company's brand equity being diminished and thus a loss of potential customers. As protection, the Company requires its employees and independent contractors to enter into confidentiality agreements, however it cannot be assured that the obligations therein will be maintained and honoured. In spite of confidentiality agreements and other methods of protecting trade secrets, the Company's proprietary information could become known to or independently developed by competitors.

Further, the Company's competitors may have been granted patents protecting various product features, including systems, methods and designs. If the Company's products employ these processes, or other subject matter that is claimed under its competitors' patents, or if other companies obtain patents claiming subject matter that the Company uses, those companies may bring infringement actions against us. Whether a product infringes a patent involves complex legal and factual issues, the determination of which is often uncertain. In addition, because patent applications can take many years to issue, there may be applications now pending of which the Company is unaware, which might later result in issued patents that the Company's products may infringe. If any of the Company's products infringes a valid patent, it could be prevented from distributing that particular product, unless and until it can obtain a license or redesign the product in question to avoid infringement. A license may not be available or may require us to pay substantial royalties. Additionally, the Company may not be successful in any attempt to redesign the infringing product. Infringement and other intellectual property claims, with or without merit, can be expensive and time-consuming to litigate, and the Company may not have the financial and human resources to defend ourselves against any infringement suits that may be brought against us.

Moreover, due to the differences in foreign patent, trademark, trade dress, copyright and other laws concerning proprietary rights, the Company's intellectual property may not receive the same degree of protection in foreign countries as it would in Canada or the United States. The Company'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.

Attracting and Retaining Quality Employees

The Company's business is dependent upon attracting and retaining quality employees with the skills required particularly with respect to software development, B2B sales and inbound marketing. The inability of the Company to hire, train and retain employees may adversely affect operations and could have an adverse effect on sales. The Company's ability to meet its labour needs while controlling the costs associated with hiring and training new employees is subject to external factors such as unemployment levels, prevailing wage rates, government legislation and changing demographics. Changes that adversely impact the Company's ability to attract and retain quality employees could adversely affect its business.

Key Personnel Risk

The Company's success will depend on its directors and officers to develop the business and manage operations and on their ability to attract and retain key technical, sales and marketing staff or consultants once operations begin. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on the business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that the Company will be able to attract or retain key personnel in the future which may adversely impact operations.

Management of Growth

The Company's management anticipates rapid growth and plans to capitalize on this growth. Future operating results will depend on management's ability to manage this anticipated growth, hire and retain qualified personnel, properly generate revenues and control expenses. A decline in the growth rate of revenues without a corresponding reduction in the growth rate of expenses could have a material adverse effect on the Company's business, results of operations, cash flows and financial condition.

Product and Services Development

The Company may not be able to improve the content and delivery of the Platform in a timely or cost-effective manner. The Company is updating and improving the Platform to meet changing market demands. Revisions to the Platform may not be well received by existing or prospective customers. Furthermore, modifying the Platform may require the Company to invest in content development, increase marketing efforts and re-allocate resources away from other uses. Even if the Company's new features or services are well received, the Company could suffer adverse results if these new features and services are not offered to customers in a timely or cost-effective manner. If the Company does not respond adequately to changes in market demands, then the Company's ability to attract and retain customers may be impaired and financial results could suffer.

Expansion Rate

In order for the Company to improve its operating results and continue to grow its business, it is important for the Company to continue to attract new customers and continually update and improve the Platform for its existing and future customer base. To the extent the Company is successful in increasing its customer base, it could incur increased losses because the costs associated with attracting new customers are generally incurred up front, while revenue is recognized rateably over the term of a contract for services. Alternatively, to the extent the Company is unsuccessful in increasing its customer base, the Company could also incur increased losses as the costs associated with marketing programs and new products intended to attract new customers would not be offset by incremental revenue and cash flow. Furthermore, if the Company's customers do not expand on the development of new products and services, the Company's revenue may grow more slowly than the Company expects. All of these factors could negatively impact the Company's future revenue and operating results.

Quarterly Operating Results

The Company'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. The Company's quarterly financial results may fluctuate as a result of a variety of factors, many of which are outside of the Company's control and, as a result, may not fully reflect the underlying performance of the Company's business. Fluctuations in quarterly results may negatively impact the value of the Company's securities. Factors that may cause fluctuations in the Company'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 the Company's business, operations and infrastructure;
- general economic, industry, and market conditions;
- increases or decreases in the number of features in the Company's services or pricing changes upon any renewals of customer agreements;
- changes in the Company's pricing policies or those of the Company's competitors; and
- the timing and success of new services and service introductions by the Company and its competitors or any other change in the competitive dynamics of the Company's industry, including consolidation among competitors, customers, or strategic partners.

Confidentiality Risk

Personal information collected by the Company in the ordinary course of business may be vulnerable to breach, theft or loss. This could subject the Company to liability or negatively impact the Company's reputation and operations. The Company collects, uses and retains personal information from its customer base, including personal and financial data. The Company also collects and maintains personal information of its employees. Although the Company uses security controls to limit access and use of personal information, a third party or internal errors within the Company may circumvent these controls, which could result in a breach of student or employee privacy. A violation of any laws or regulations relating to the collection or use of personal information could result in the Company incurring fines. While the Company believes it takes appropriate precautions and safety measures, there is still a possibility that a breach, theft or loss of personal information may occur. Any breach, theft or loss of such personal information could negatively impact the Company's financial condition, reputation, and may result in the Company incurring liability.

PROMOTERS

Brock Murray, Pheak Meas and Thomas Lynch are each considered to be "promoter" of the Company as that term is defined in the *Securities Act* (British Columbia).

As of the date of this Prospectus, Thomas Lynch beneficially owns, directly or indirectly, or exercises control or direction over 400,000 Shares, 200,000 Warrants and 2,000 Special Warrants of the Company, his Shares representing approximately 0.65% of the Company's issued and outstanding Shares on a non-diluted basis or approximately 0.86% on a partially-diluted basis.

Brock Murray and Pheak Meas received compensation from the Company, as described in this Prospectus. Thomas Lynch has not received compensation from the Company.

For more information, see "Executive Compensation", "Principal Shareholders", "Directors and Executive Officers", "Interests of Management and Others in Material Transactions" and "Material Contracts" for additional disclosure concerning the Company's promoters.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against the Company or to which it is a party or its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of the Company are any such legal proceedings contemplated which could become material to a purchaser of the Company's securities.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed below and elsewhere in this Prospectus, no director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect the Company.

See "*Description of the Business*", "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*", "*Principal Shareholders*", "*Directors and Executive Officers*" and "*Material Contracts*".

AUDITORS, TRANSFER AGENT AND REGISTRARS

The Company's auditor is MNP LLP of Calgary, Alberta.

The transfer agent appointed by the Company to maintain the securities register and register of transfers for the Shares is Computershare Investor Services Inc.

MATERIAL CONTRACTS

The material contracts of the Company, excluding those made in the ordinary course of its business, since are as follows:

Name of Contract	Parties	Date	Nature of Contract and Consideration
Share Exchange Agreement	Company, JOI Media	May 25, 2017	Pursuant to the Share Exchange Agreement, the Company purchased all of the shares of JOI Media on August 17, 2017
Special Warrant Indenture	Company, Computershare Trust Company of Canada	August 11, 2017	Governs the terms and conditions of the Special Warrants
Stock Option Plan	N/A	Approved by the Board on August 18, 2017	Governs the terms of any stock options granted by the Company

Copies of the material contracts will be available under the Company's profile at www.sedar.com upon the issuance of the final receipt for this Prospectus.

EXPERTS

No person whose profession or business gives authority to a statement made by such person and who is named in this Prospectus has received or will receive a direct or indirect interest in the Company's property or any associate or affiliate of the Company. As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or as a promoter of the Company or an associate or affiliate of the Company.

The Company's auditor, MNP LLP, is independent in accordance with the auditor's rules of professional conduct in the Province of British Columbia.

RIGHTS OF WITHDRAWAL AND RESCISSION

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

SCHEDULE A

Unaudited Interim Financial Statements of the Company for the Period Ended June 30, 2017

[see attached]

Deha Capital Corp.
Financial Statements
For the period from December 12, 2016
(date of incorporation) to June 30, 2017
(Stated in Canadian Dollars)

Deha Capital Corp.
Financial Statements
For the period from December 12, 2016 (date of incorporation) to June 30, 2017
(Stated in Canadian Dollars)

Contents

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Review Engagement Report

To the Shareholders of Deha Capital Corp.

We have reviewed the accompanying financial statements of Deha Capital Corp., which comprise the statement of financial position as at June 30, 2017 and the statements of changes in equity, loss and comprehensive loss, and cash flows for the period from December 12, 2016 (date of incorporation) to June 30, 2017, and a summary of significant accounting policies and other explanatory information. Our review was made in accordance with Canadian generally accepted standards for review engagements and, accordingly, consisted primarily of inquiry, analytical procedures and discussion related to information supplied to us by the Company.

A review does not constitute an audit and, consequently, we do not express an audit opinion on these financial statements.

Based on our review, nothing has come to our attention that causes us to believe that these financial statements are not, in all material respects, in accordance with International Financial Reporting Standards.

BDO Canada LLP

Chartered Professional Accountants

Vancouver, British Columbia
August 4, 2017

Deha Capital Corp.
Statement of Financial Position
(Stated in Canadian Dollars)

June 30	2017
Assets	
Current	
Cash	$ 469,480
Prepaid deposit (Note 7)	50,000
	$ 519,480
Liabilities	
Current	
Accounts payable and accrued liabilities	$ 3,700
Subscriptions to be issued (Note 8)	39,600
	43,300
Shareholders' Equity	
Share capital (Note 5)	602,775
Deficit	(126,595)
	476,180
	$ 519,480

Approved by the Director:

"Thomas Lynch"
Director

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

(Stated in Canadian Dollars)

For the period from December 12, 2016 (date of incorporation) to June 30, 2017

	Common Share	Share Capital	Deficit	Total
		$	$	$
Balance, December 12, 2016	-	-	-	-
Common shares issued for cash	19,200,000	608,000	-	608,000
Share issuance costs		(5,225)		(5,225)
Loss and comprehensive loss		-	(126,595)	(126,595)
Balance, June 30, 2017	**19,200,000**	**602,775**	**(126,595)**	**476,180**

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

Deha Capital Corp.
Statement of Loss and Comprehensive Loss
(Stated in Canadian Dollars)

For the period from December 12, 2016 (date of incorporation) to June 30, 2017

Expenses		
Bank charges	$	157
Professional fees		126,438
Loss and comprehensive loss for the period	**$**	**(126,595)**

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

Deha Capital Corp.
Statement of Cash Flows
(Stated in Canadian Dollars)

For the period from December 12, 2016 (date of incorporation) to June 30, 2017

Cash provided by (used in):	
Operating activities:	
Net loss	$ (126,595)
Changes in non-cash operating working capital:	
Prepaid deposit	(50,000)
Accounts payable and accrued liabilities	3,700
	(172,895)
Financing activities	
Proceeds on common shares issued	608,000
Share issuance costs	(5,225)
Subscriptions to be issued	39,600
	642,375
Increase in cash during the period	469,480
Cash, beginning of period	-
Cash, end of period	$ 469,480

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

1. Nature of Operations

Deha Capital Corp. (the "Company" or "Deha") was incorporated under the laws of British Columbia, Canada, on December 12, 2016.

The Company is a private, shell company incorporated for the main purpose of raising capital and making an acquisition. It intends to acquire a Company and undergo a reverse acquisition. It is anticipated that the Company's shares will be listed for trading on the TSX Venture Exchange subsequent to the acquisition in fiscal year 2017.

2. Basis of Presentation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and using accounting policies described herein. The financial statements have been prepared on the historical cost convention.

3. Use of Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of policies and reports amounts of asset and liability, income and expenses. The estimates and associated assumptions are based on historical experience and factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may different from these estimated.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

4. Significant Accounting Policies

(a) Foreign currencies

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

Transactions in foreign currencies are initially recorded at their respective functional currency spot rate at the date of the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

4. Significant Accounting Policies - Continued

(a) Foreign currencies - Continued

Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in the foreign currency are translated using the exchange rates at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are transacted using the exchange rates at the date when the fair value is determined. The gain or loss arising on the translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

(b) Income taxes

Income tax on the income or loss for the period comprises current and deferred tax. Income tax is recognized in income or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity or in other comprehensive loss/income.

Current taxes expense is the estimated tax payable on the taxable income for the period, using tax rates enacted or substantively enacted by the reporting date, adjusted for amendments to tax payable with regards to previous period.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which the deductible temporary difference and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of the deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rate that are expected to apply in the year when the asset is realized and the liability is settled, based on tax rate (and tax laws) that have been enacted or substantively enacted at the reporting date.

4. Significant Accounting Policies - Continued

(c) Financial instruments

(i) Non-derivative financial assets

Financial assets with fixed or determinable payments that are not quoted in an active market are initially recognized on the date that they are originated at fair value plus any directly attributable transaction costs. After initial recognition, such financial assets are subsequently measured at amortized cost.

Non-derivative financial liabilities primarily consists of accounts payable and accrued liabilities, and subscriptions to be issued. They are initially measured at fair value plus any directly attributable transaction costs.

(ii) Impairment of financial assets

The Company assesses, at each reporting date, whether there is objective evidence that a financial asset or group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset, has an impact on the estimated future cash flow of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

(d) Share Capital

The Company's common shares, share warrants and options are classified as equity instruments. Incremental costs directly related to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. For equity offerings of units consisting of a common share and warrants, when both instruments are classified as equity, the Company does not bifurcate the proceeds between the common share and the other equity instrument.

(e) Standards, Amendments and Interpretations Not Yet Effective

Certain pronouncements were issued by the International Standards Accounting Board ("IASB") or the International Financial Reporting Standards ("IFRS") Interpretations Committee that are mandatory for accounting years beginning after January 1, 2017 or later.

4. Significant Accounting Policies - Continued

(e) Standards, Amendments and Interpretations Not Yet Effective - Continued

The Company has not yet determined the extent of the impact of the following new standards, interpretations and amendments, which have not been applied in these financial statements:

(i) IFRS 9 - Financial Instruments

IFRS 9 Financial Instruments amends the requirements for classification and measurement of financial assets, impairment, and hedge accounting. IFRS 9 introduces an expected loss model of impairment and retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized cost, fair value through profit or loss, and fair value through other comprehensive income (loss). The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The effective date for IFRS 9 is January 1, 2018.

(ii) IAS 7 Statement of Cash Flows

In January 2016, IASB amended IAS 7, "Statement of Cash Flows", the amendments required that the following changes in liabilities arising from financing activities are disclosed (to the extent necessary): (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes. One way to fulfil the new disclosure requirement is to provide a reconciliation between the opening and closing balances in the statement of financial position for liabilities arising from financing activities. Finally, the amendments state that changes in liabilities arising from financing activities must be disclosed separately from changes in other assets and liabilities. This amendment will be mandatory for reporting periods beginning on or after January 1, 2017. The Company has assessed that there will be no material reporting changes as a result of adopting this new standard.

(iii) IFRS 15 Revenue from Contracts with Customers

The IASB issued IFRS 15 in May 2014. The new standard provides a comprehensive five-step revenue recognition model for all contracts with customers and requires management to exercise judgment and make estimates that affect revenue recognition. IFRS 15 is effective for annual periods commencing on or after January 1, 2018.

(Stated in Canadian Dollars)

5. Share Capital

Authorized: Unlimited common shares without par value

	2017
Issued and outstanding share capital:	
19,200,000 common shares	$ 608,000

In December 2016, the Company issued 8,800,000 post consolidation (17,600,000 pre-consolidation) shares at $0.01 post consolidation ($0.005 pre-consolidation) without par value, for a total cash consideration of $88,000.

On February 10, 2017, the Company consolidated all of its issued and outstanding common shares on the basis of one new common share for every two old common shares, resulting in 8,800,000 total post consolidated shares as of this date.

In April 2017, the Company issued 10,400,000 units for $0.05 per unit, for a total cash consideration of $520,000. Each unit consists of one common share and one-half warrant. Each whole warrant entitles the holder to purchase, for a period of six months from the date of listing of the common shares on a stock exchange, one additional common share for $0.10 per share. To date, no warrants have been issued.

The Company incurred issuance cost of $5,225 for the period ended June 30, 2017.

6. Fair Value Measurements and Financial Instrument Risks

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - quoted (unadjusted) market prices in active markets for identical assets or liabilities;
Level 2 - valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
Level 3 - valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

As at June 30, 2017, the carrying values of cash, prepaid deposit, accounts payable and accrued liabilities, and subscriptions to be issued approximate their fair values because of their nature and relatively short maturity dates or durations.

6. Fair Value Measurements and Financial Instrument Risks - Continued

The Company, through its financial assets and liabilities, are exposed to various risks. The following analysis provides a measurement of those risks at June 30, 2017:

(a) Credit Risk

Credit risk is the risk that counterparty will fail to meet its obligation under a financial instrument or contact, leading to a financial loss. The Company is exposed to credit risk from its financing activities, including deposits with banks and financial institutions. However, the Company believes that its exposure to credit risk is low. The Company's cash is held with a single Canadian chartered bank.

(b) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is currently not exposed to this risk.

(c) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

7. Acquisition

On May 25, 2017, the Company entered into a share exchange agreement with JOI Media Inc. (JOI) and paid $50,000 refundable deposit to JOI. The share exchange agreement allows the Company to purchase all of the issued and outstanding shares of JOI from the JOI shareholder in exchange for common shares of the Company. To date, the acquisition has not been completed.

8. Subscriptions to be Issued

During the period, the Company received $39,600 from investors for future issuance of special warrants at $0.10 per unit. Each unit, upon exercise, allows holder to receive one common share. The special warrants will be deemed exercised on any public listing. To date, none of the units have been issued.

(Stated in Canadian Dollars)

9. Income Taxes

The expense for the period can be reconciled to the income for the period as follows:

	2017
Loss for the period, before taxes	$ 126,595
Statutory tax rate	26.00 %
Expected income tax recovery at statuary rate	(32,915)
Add (deduct) reconciling items:	
Share issuance costs	(149)
Unrecognized income recovery	33,064
Income tax expense	$ -

As at June 30, 2017, the Company had available losses for income tax purposes totaling \$127,168 and deductible share issuance of cost \$4,652. Deferred tax benefits that may arise as a result of these amounts have been fully offset reflecting the Company's estimate that these amounts are not considered probable, and that sufficient future taxable profit will not allow the deferred tax asset to be recovered at this time.

10. First Time Adoption of International Financial Reporting Standards

As stated in Note 1, the Company's financial statements for the period ended June 30, 2017 are the first financial statements that are prepared in accordance with IFRS. Although IFRS 1 "First Time Adoption of International Financial Reporting Standards" requires that comparative financial information to be provided and for first-time adopters to retrospectively apply all effective IFRS standards as of the reporting date, as these are the Company's first set of financial statements, this is not applicable. IFRS 1 also provides for certain optional exceptions and certain mandatory exceptions for first time IFRS adoption, however, no such exemptions were deemed to be applicable to the Company.

SCHEDULE B

Management's Discussion and Analysis of the Company for the Period Ended June 30, 2017

[see attached]

Deha Capital Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the period ended June 30, 2017

*This management discussion and analysis ("**MD&A**") of Deha Capital Corp. (the "**Company**") for the period ended June 30, 2017 is as of September 26, 2017. We have prepared this MD&A with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators. This MD&A should be read in conjunction with our financial statements from inception of the corporation until the period ending June 30, 2017 and the related notes thereto. Our financial statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All amounts are expressed in Canadian dollars unless otherwise indicated.*

This MD&A may contain certain "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "continue", "plans" or similar terminology. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of the Company to control or predict, that may cause the Company's actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein. The Company undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.

OVERVIEW OF THE COMPANY

The Company was incorporated pursuant to the BCBCA under the name "Deha Capital Corp." on December 12, 2016. On August 11, 2017, the Company changed its name to "Katipult Technology Corp.". The Company's head office and registrar and records office are located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

On August 17, 2017, the Company purchased all of the common shares of JOI Media Inc. ("**JOI Media**") and JOI Media became a wholly-owned subsidiary of the Company (the "**Acquisition**") pursuant to a share exchange agreement dated May 25, 2017 entered into among the Company, JOI Media and the shareholders of JOI Media.

The main business of the Company subsequent to the Acquisition is to operate as a financial technology company offering a cloud-based software infrastructure that allows firms to design, set up and operate an investment platform (the "**Platform**"). The Platform includes features and functionality that enables firms to offer securities on a prospectus-exempt basis to various types of investors. The Platform automates many components of investor and investment management including components of financial transactions, investment marketing, and dividend payouts as well as managing regulatory requirements in a variety of geographic jurisdictions.

The Company works with its customers to customize the Platform during set-up and integration in order to design a white-labeled, customer-facing website that has the functionality of the Platform. Once the Platform is set up, the customer is completely self-sufficient. The Platform includes modules for various user types, including investors, issuers, administrators and auditors, among others. Administrators are provided with a content management system which allows them the ability to manipulate content on the Platform.

In exchange for a monthly management fee, customers benefit from software updates, new features and technical support. The main distinction between revenue streams is the one-time setup fee that varies depending on the size and complexity of the customer, and the monthly recurring revenue that is paid to ensure support, updates and new feature roll outs. A small percentage of revenue (<5%) is earned for additional customization of the website and features.

SELECTED FINANCIAL INFORMATION

A summary of selected financial information for the period ended June 30, 2017 is as follows:

For the period from December 12, 2016 (date of incorporation) to June 30, 2017	
Cash provided by (used in):	
Operating activities:	
Net loss	$ (126,595)
Changes in non-cash operating working capital:	
Prepaid deposit	(50,000)
Accounts payable and accrued liabilities	3,700
	(172,895)
Financing activities	
Proceeds on common shares issued	608,000
Share issuance costs	(5,225)
Subscriptions to be issued	39,600
	642,375
Increase in cash during the period	469,480
Cash, beginning of period	-
Cash, end of period	$ 469,480

DISCUSSION OF OPERATIONS

For the period ended June 30, 2017, the Company had no revenue. The majority of the Company's expenses incurred since incorporation are related to filing and professional fees, of $126,438 for the period ended June 30, 2017.

The main expenses incurred by the Company during the 6 month period ended June 30, 2017 are legal and accounting fees of $112,238 and TSX listing fees of $10,500. Accounting fees of $3,700 were incurred in the period ended June, 30 2017. Other immaterial expenses include bank charges and interest expense.

LIQUIDITY AND GOING CONCERN

As at June 30, 2017, the Company had accumulated a deficit of $126,595. The deficit was a result of legal and administrative expenses for the period as discussed above. Cash balance as at June 30, 2017 was $469,480. This cash was raised entirely by a unit financing of an aggregate of 10,400,000 units of the Company at a price of $0.05 per unit. Each unit consists of one common share in the capital of the Company and one-half of one transferable common share purchase warrant. The Company's ability to continue as a going concern is dependent upon its ability to borrow from third parties or shareholders, or raise additional capital sufficient to meet current and future obligations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND RISKS

Fair Value

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values. The carrying values of cash, accounts payable and accrued liabilities, approximate their fair value because of the short-term nature of these instruments.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arise principally from the Company's cash. The carrying amount of financial assets represents the maximum credit exposure.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The company manages its liquidity risk through the management of its capital structure. The Company may manage its short term liquidity shortfall by obtaining additional loans from shareholders and directors.

Market Risk and Foreign Currency Risk

Market risk is the risk that changes in market prices, such as foreign exchange rate, interest rates and equity prices will affect the Company's income or the value of its financial instruments. The Company is not exposed to currency risk as there were no assets or liabilities stated in United States Dollars ("USD").

CAPITAL STRUCTURE

The Company currently has 19,200,000 shares issued and outstanding. On December 21, 2016, the Company issued 17,600,000 common shares for gross proceeds of $88,000. On February 10, 2017, the common shares of the Company were consolidated on a two-for-one share basis. On April 14, 2017, the Company issued 10,400,000 units ("**Units**") at $0.05 per Unit, each Unit consisting of one common share and one-half of one common share purchase warrant for gross proceeds of $520,000. The warrants are exercisable at an exercise price of $0.10 per warrant share and holders of the warrants are required to exercise the warrants within six months of the Company's shares being listed on a stock exchange in Canada. Assuming all such warrants are exercised, this will generate an additional $520,000 in capital for the Company.

On August 11, 2017 and August 23, 2017, the Company issued 477,000 special warrants of the Company ("**Special Warrants**") for aggregate gross proceeds of $47,700, each Special Warrant exercisable to acquire a common share of the Company for no additional consideration. The Special Warrants will be deemed to be exercised on the earlier of (i) the third business day after the date on which a receipt for the final prospectus of the Company qualifying the distribution of the common shares issuable on exercise of the Special Warrants has been issued and (ii) four months plus one day after the date of issuance of the Special Warrants.

SCHEDULE C

Annual Financial Statements of JOI Media Inc. for the Financial Years Ended December 31, 2016, 2015 and 2014

[see attached]

JOI Media Inc.
Financial Statements
December 31, 2016, 2015 and 2014 (restated)

Independent Auditors' Report

To the Shareholders of JOI Media Inc.

We have audited the accompanying financial statements of JOI Media Inc., which comprise the statements of financial position as at December 31, 2016, December 31, 2015, December 31, 2014 and January 1, 2014, and the statements of comprehensive income (loss), changes in shareholders' equity and cash flows for the years ended December 31, 2016, December 31, 2015 and December 31, 2014, and notes, comprising a summary of significant accounting policies and other explanatory information.

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

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

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

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

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of JOI Media Inc. as at December 31, 2016, December 31, 2015, December 31, 2014 and January 1, 2014 and its financial performance and its cash flows for the years ended December 31, 2016, December 31, 2015 and December 31, 2014 in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without modifying our opinion, we draw attention to Note 11 to the financial statements, which explain that the financial statements for the years ended December 31, 2016, December 31, 2015, December 31, 2014 and January 1, 2014 have been restated from those on which we originally reported on May 11, 2017.

MNP LLP

Calgary, Alberta
August 29, 2017

Chartered Professional Accountants

JOI Media Inc.
Statements of Financial Position
As at
(Expressed in Canadian Dollars)

	Note	**December 31, 2016**	December 31, 2015	December 31, 2014	January 1, 2014 (Note 2)
ASSETS					
Current					
Cash		**188,360**	217,773	160,071	308,898
Trade and other receivables		**61,868**	32,063	46,624	164,516
Taxes receivable		**48,714**	56,918	54,916	34,975
Marketable security	5	**120,000**	-	-	-
		418,942	306,754	261,611	508,389
Non-current					
Property and equipment		**3,580**	-	-	-
Deferred tax asset	8	**-**	-	28,675	-
Total Assets		**422,522**	306,754	290,286	508,389
LIABILITIES AND EQUITY					
Current					
Accounts payable and accrued liabilities		**57,196**	47,295	148,278	70,466
Due to shareholders	6	**27,741**	68,268	139,646	92,023
		84,937	115,563	287,924	162,489
Non-current					
Deferred tax liability	8	**7,552**	1,611	-	5,476
Total Liabilities		**92,489**	117,174	287,924	167,965
Share capital	7	**2**	2	2	3
Retained earnings		**330,031**	189,578	2,360	340,421
Total Equity		**330,033**	189,580	2,362	340,424
Total Liabilities and Equity		**422,522**	306,754	290,286	508,389

Subsequent events (note 12)

Signed on behalf of the Board of Directors

“signed” Brock Murray

Director

(Expressed in Canadian Dollars)

	Note	2016	2015	2014 (Note 2)
REVENUE				
Setup fees		**425,361**	348,288	233,106
Subscription fees		**317,905**	190,055	49,986
Other service fees		**54,196**	33,532	11,778
Interest income		**50**	159	165
		797,512	572,034	295,035
EXPENSES				
Advertising		**14,662**	14,053	21,124
Bank charges and interest		**14,413**	12,592	4,541
Other operating expenses		**90,031**	94,043	89,799
Professional fees		**2,548**	2,350	14,294
SR&ED refund		**(64,143)**	(56,918)	(54,916)
Travel		**30,741**	8,529	30,239
Wages and benefits		**548,543**	281,188	432,737
		636,795	355,837	537,818
Income (loss) from operations		**160,717**	216,197	(242,783)
Foreign exchange (loss) gain		**(1,894)**	1,307	(93)
Other income		**3,000**	-	-
Net income (loss) before tax		**161,823**	217,504	(242,876)
Tax (expense) recovery	8	**(21,370)**	(30,286)	34,151
TOTAL COMPREHENSIVE INCOME (LOSS)		**140,453**	187,218	(208,725)
Earnings (loss) per share – basic and diluted	7	**21.07**	28.09	(26.89)
Weighted average number of shares outstanding – basic and diluted	7	**6,666**	6,666	7,762

(Expressed in Canadian Dollars)

	Note	Share Capital	Retained Earnings	Total
Balance, January 1, 2014 (Note 2)		3	340,421	340,424
Repurchase of common shares	7	(1)	(57,332)	(57,333)
Dividends paid		-	(72,004)	(72,004)
Total comprehensive loss		-	(208,725)	(208,725)
Balance, December 31, 2014		2	2,360	2,362
Total comprehensive income		-	187,218	187,218
Balance, December 31, 2015		2	189,578	189,580
Total comprehensive income		**-**	**140,453**	**140,453**
Balance, December 31, 2016		**2**	**330,031**	**330,033**

(Expressed in Canadian Dollars

	Note	2016	2015	2014
Cash provided by (used in):				
OPERATING ACTIVITIES				
Total comprehensive income (loss)		**140,453**	187,218	(208,725)
SR&ED refunds		**(64,143)**	(56,918)	(54,916)
Foreign exchange (gain) loss		**(1,893)**	1,307	(93)
Tax expense (recovery)		**21,370**	30,286	(34,151)
Change in non-cash working capital:				
Trade and other receivables		**(27,912)**	13,254	117,985
Taxes receivable		**56,918**	54,916	34,975
Accounts payable and accrued liabilities		**9,901**	(100,983)	77,812
Due to shareholders		**(40,527)**	(71,378)	47,623
Cash provided by (used in) operating activities		**94,167**	57,702	(19,490)
FINANCING ACTIVITIES				
Dividends paid		-	-	(72,004)
Repurchase of shares	7	-	-	(57,333)
Cash used in financing activities		-	-	(129,337)
INVESTING ACTIVITIES				
Purchase of marketable security	5	**(120,000)**	-	-
Additions to property and equipment		**(3,580)**	-	-
Cash used in investing activities		**(123,580)**	-	-
(DECREASE) INCREASE IN CASH		**(29,413)**	57,702	(148,827)
CASH – BEGINNING OF YEAR		**217,773**	160,071	308,898
CASH – END OF YEAR		**188,360**	217,773	160,071

The accompanying notes are an integral part of these financial statements

1. GENERAL INFORMATION

JOI Media Inc. (the “Company” or “JOI”) is a technology company based in Calgary, Alberta, that is a global leader in enterprise software and software related services. The Company is incorporated under the Alberta Business Corporations Act, has its registered offices at 144 - 4 Avenue SW, Calgary, Canada.

2. BASIS OF PRESENTATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") in effect as at January 1, 2016.

These are the first set of financial statements of the Company and the first set of financial statements prepared under IFRS. The Company has applied IFRS 1, First-time Adoption of International Financial Reporting Standards (IFRS 1), in preparing these first financial statements. IFRS 1 sets out the procedures that the Company must follow when it adopts IFRS for the first time as the basis for preparing its financial statements.

The date of transition to IFRS was January 1, 2014. There is no impact on net assets and total comprehensive income as a result of adopting IFRS.

These financial statements were approved by the Board of Directors on August 29, 2017.

Basis of measurement

The financial statements have been prepared on the historical cost basis except for financial instruments classified as fair value through profit or loss which are measured at fair value with changes in fair value recorded in the statement of comprehensive income (loss).

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company’s functional currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all years presented in these financial statements, unless otherwise indicated.

Revenue recognition

The Company derives revenue from subscription, setup and other service fees. Revenue is recognized when it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, and sales or income taxes or duty. Revenue from subscription fees is recognized over the period to which the subscription relates. If it is not considered probable that the revenue is collectible, then it is only recognized when the fee is collected. Revenue from professional services is recognized when the services are provided.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Foreign currency translation

Transactions denominated in foreign currencies are translated into the functional currency of the Company at exchange rates prevailing at the transaction dates (spot exchange rates). Monetary assets and liabilities are retranslated at the exchange rates at the reporting date.

Non-monetary items that are measured at historical cost are translated using the exchange rates at the date of the transaction and non-monetary items that are measured at fair value are translated using the exchange rates at the date when the items' fair value was determined. Exchange gains and losses on translation or settlement are recognized in the statement of comprehensive income (loss) for the current year.

Taxes

Tax expense comprises current and deferred tax. Tax is recognized in the statement of comprehensive income (loss) except to the extent it relates to items recognized in other comprehensive income or directly in equity

Current tax

Current tax expense is based on the results for the year as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate based on amounts expected to be paid to the tax authorities.

Deferred tax

Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases based on the laws that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable income nor the accounting income.

Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the Company's obligations are discharged, cancelled or expire. Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired:

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Loans and receivables

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

Held to maturity

Non-derivative financial assets with fixed or determinable payments and fixed maturities are classified as held-to-maturity when the Company has the positive intention and ability to hold them to maturity. After initial measurement, held-to-maturity investments are measured at amortized cost using the effective interest rate, less impairment. The Company has classified its marketable security as held-to-maturity.

Other financial liabilities

Other financial liabilities are initially recognized at the amount required to be paid less, when material, a discount to reduce the payables to fair value. Subsequently, other financial liabilities are measured at amortized cost using the effective interest method. Other financial liabilities are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities. The Company has classified accounts payable and accrued liabilities as other financial liabilities.

SR&ED tax credits

The Company claims federal investment tax credits as a result of incurring scientific research and experimental development ("SR&ED") expenditures. Federal investment tax credits are recognized when the related expenditures are incurred and there is reasonable assurance of their realization. Federal investment tax credits are accounted for as a reduction of research and development expense for items of a period expense nature. Management has made a number of estimates and assumptions in determining the expenditures eligible for the federal investment tax credit claim. It is possible that the allowed amount of the federal investment tax credit claim could be materially different from the recorded amount upon assessment by Canada Revenue Agency.

The Company claims provincial (Alberta) investment tax credits as a result of incurring SR&ED expenditures. Provincial investment tax credits are recognized when the related expenditures are incurred and there is reasonable assurance of their realization. Management has made a number of estimates and assumptions in determining the expenditures eligible for the provincial investment tax credit claim. The provincial investment tax credits are refundable and have been recorded as Alberta SR&ED tax credit receivable, and as a reduction in research and development expenses on the statement of comprehensive loss. It is possible that the allowed amount of the provincial investment tax credit claim could be materially different from the recorded amount upon assessment.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property and equipment

Property and equipment are recorded at cost less accumulated depreciation and impairment or write-down, if applicable. Cost is determined as the expenditure directly attributable to the asset at acquisition, only when it is probable that future economic benefits will flow to the Company and the cost can be reliably measured. All repairs and maintenance costs are charged to the statement of comprehensive income during the financial period in which they are incurred. Depreciation over the estimated useful life of assets is provided on the following bases and annual rates:

Computer hardware	five years straight-line

The Company allocates the amount initially recognized in respect of an item of property and equipment to its significant components and depreciates separately each such component, where applicable. The estimated useful lives of property and equipment are reviewed at the end of each reporting period and adjusted if required.

Gains or losses on disposals of property and equipment are determined by comparing the proceeds with the carrying amount of the asset and are included in the statement of comprehensive income (loss).

Impairment of financial assets

Financial assets

Financial assets carried at amortized cost are assessed for impairment at each reporting date. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset. For financial assets measured at amortized cost, the impairment loss is the difference between the carrying amount and the present value of the estimated future cash flows, discounted at the original effective interest rate. If impairment has occurred, the carrying amount of the asset is reduced, with the amount of the loss recognized in the statement of comprehensive income (loss). Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized.

Non-financial assets

The carrying amounts of the Company’s property and equipment are assessed for impairment indicators on at least an annual basis to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

An impairment loss is recognized for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s or group of assets’ estimated fair value less costs of disposal and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable independent cash inflows (a cash generating unit or “CGU”).

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but limited to the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in the statement of comprehensive income (loss). The Company has one CGU and has determined that no indicators of impairment exist at December 31, 2014, 2015 or 2016.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Earnings (loss) per share

The amount of basic earnings (loss) per share is calculated by dividing the total comprehensive income (loss) attributable to equity holders by the weighted average number of shares outstanding during the period. The diluted earnings (loss) per share amounts are determined by adjusting the total comprehensive income (loss) attributable to equity holders and the weighted average number of shares outstanding, for the effects of all potentially dilutive shares.

Recent accounting pronouncements

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date.

1. IFRS 9, Financial Instruments

   In July 2014, the IASB completed the final elements of IFRS 9. The standard supersedes earlier version of IFRS 9 and completes the IASB's project to replace IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9, as amended, includes a principle based approach for classification and measurement of financial assets, as single 'expected loss' impairment model and a substantially reformed approach to hedge accounting. The standard will come into effect for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. The Company is currently evaluating the impact of the standard on its financial statements.

2. IFRS 15, Revenue from Contract with Customers

   The IASB issued the standard to replace IAS 18 which establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The standard is effective for the annual periods beginning on January 1, 2018, with the required retrospective application and earlier adoption permitted. The Company is currently evaluating the impact of the standard on its financial statements.

3. IFRS 16, Leases

   IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead leases are 'capitalized' by recognizing the present value of the lease payments and showing them either as lease assets (right-of-use assets) or together with property, plant and equipment. If lease payments are made over time, a company also recognizes a financial liability representing its obligation to make future lease payments. IFRS 16 is effective for fiscal periods beginning on or after January 1, 2019. The Company is currently evaluating the impact of the standard on its financial statements.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are:

SR&ED tax credits

The determination of the amount of the Alberta SR&ED tax credit receivable requires management to make calculations based on its interpretation of eligible expenditures in accordance with the terms of the programs. The reimbursement claims submitted by the Company are subject to review by the relevant government agencies. Although the Company has used its best judgment and understanding of the related program agreements in determining the receivable amount, it is possible that the amounts could increase or decrease by a material amount in the near-term dependent on the review and audit by the government agency.

Allowance for uncollectible trade and other receivables

The Company makes use of estimates when making allowances for uncollectible trade and other receivables. The Company evaluates each receivable at year end using factors such as age of receivable, payment history, and credit risk to estimate when determining if an allowance is required, and the amount of the allowance.

Deferred taxes

The recognition of deferred tax assets is based on forecasts of future taxable profit. The measurement of future taxable profit for the purposes of determining whether or not to recognize deferred tax assets depends on many factors, including the Company's ability to generate such profits and the implementation of effective tax planning strategies. The occurrence or nonoccurrence of such events in the future may lead to significant changes in the measurement of deferred tax assets.

5. MARKETABLE SECURITY

Marketable security consists of a 1 year GIC bearing interest at 0.82% with a maturity date of July 28, 2017.

6. RELATED PARTY TRANSACTIONS

All the Company's related party transactions are in the normal course of business and are initially measured at fair value.

The following is a summary of the Company's related party balances or transactions:

Due to Shareholders

Amounts due to shareholders are due on demand, bear no interest and have no fixed repayment terms.

Key Management Compensation

Key management includes the Company's directors and members of the executive management team. Compensation awarded to key management included:

	2016	2015	2014
	$	$	$
Salaries and short-term employee benefits	**92,849**	24,840	49,610

(Expressed in Canadian Dollars)

7. SHARE CAPITAL

The authorized share capital of the Company consists of 10,000 common shares and 10,000 preferred non-voting shares.

Common shares issued:

	Number	$
Balance, January 1, 2014	9,999	3
Repurchase of common share (I)	(3,333)	(1)
Balance, December 31, 2014, December 31, 2015 and December 31, 2016	6,666	2

(i) During the year ended December 31, 2014, the Company repurchased and cancelled 3,333 common shares for $57,333. As a result, $57,332 was recorded as a reduction of retained earnings.

Per share amounts:

The following table sets forth the weighted average number of common shares

	December 31, 2016	December 31, 2015	December 31, 2014
Basic and diluted	6,666	6,666	7,762

8. TAXES

Income tax was recognized in the statement of comprehensive income (loss) as follows:

	December 31, 2016 $	December 31, 2015 $	December 31, 2014 $
Current income tax	**(15,429)**	-	-
Deferred tax (expense) recovery	**(5,941)**	(30,286)	34,151
	(21,370)	(30,286)	34,151

The following table reconciles the expected tax expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statement of comprehensive income (loss):

	December 31, 2016 $	December 31, 2015 $	December 31, 2014 $
Net income (loss) before tax	**161,823**	217,504	(242,876)
Statutory tax rate	**13.5%**	12%	14%
Expected tax (expense) recovery	**(21,846)**	(26,100)	34,003
Non-taxable items	**74**	-	148
Change in rates and other	**402**	(4,186)	-
	(21,370)	(30,286)	34,151

(Expressed in Canadian Dollars)

8. TAXES *(continued)*

Components of the deferred tax asset (liability) were as follows

	December 31, 2016 $	December 31, 2015 $	December 31, 2014 $
SR&ED tax credits	**(7,456)**	(7,807)	(7,903)
Non-capital loss carried forward		6,033	36,275
Expected tax (expense) recovery			
Non-taxable items			
Other	**(96)**	163	303
	(7,552)	(1,611)	28,675

9. FINANCIAL INSTRUMENTS

Fair Value

The carrying value of cash, trade and other receivables, marketable security, accounts payable and accrued liabilities and due to shareholders approximates their fair values due to the immediate or short-term maturity of these financial instruments.

Credit risk

Maximum exposure to credit risk, in a worst case scenario, is set out as follows:

	December 31, 2016 $	December 31, 2015 $	December 31, 2014 $	January 1, 2014 $
Cash	**188,360**	217,773	160,071	308,898
Trade and other receivables	**61,868**	32,063	46,624	164,516
Marketable security	**120,000**	-	-	-

Credit and liquidity risk associated with cash and the marketable security is managed by ensuring assets are placed with major financial institutions with strong investment grade ratings.

Credit risk on trade and other receivables reflects the risk that the Company may be unable to recover them. The Company manages its credit risk by closely monitoring the granting of credit. Trade and other receivables that are greater than 30 days are considered past due but not impaired. Based on the status of trade and other receivables, no allowance for doubtful accounts has been recorded as at December 31, 2016 (December 31, 2015 - $nil, December 31, 2014 - $nil, January 1, 2014 - $nil).

The aging of trade and other receivables as at year end is as follows:

	December 31, 2016 $	December 31, 2015 $	December 31, 2014 $	January 1, 2014 $
Current	**24,742**	27,165	8,999	157,500
1 – 30 days	**33,453**	3,980	21,499	919
31 – 60 days	**725**	5	14,000	6,097
61 – 90 days	**1,912**	21	2,025	-
91 and over	**1,036**	892	101	-

9. FINANCIAL INSTRUMENTS (continued)

Liquidity risk

The Company is subject to liquidity risk on its accounts payable and accrued liabilities and due to shareholders as it may encounter difficulty discharging its obligations. The Company attempts to mitigate this risk by structuring the terms of the debt to enable the Company to meet its monthly obligations.

All the Company's financial liabilities are due within one year at December 31, 2016 (December 31, 2015 - due within one year, December 31, 2014 - due within one year, January 1, 2014 - due within one year).

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. In seeking to minimize the risks from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities. The Company is exposed to minimal interest rate risk on its cash balances as they carry a floating rate of interest.

Foreign currency risk

The Company does engage in significant transactions and activities in currencies other than its functional currency. Depending on the timing of the transactions and the applicable currency exchange rates such conversions may positively or negatively impact the Company. Foreign currency balances, subject to exchange rate fluctuations, were as follows (amounts shown in Canadian dollar equivalent):

	December 31, 2016 $	December 31, 2015 $	December 31, 2014 $	January 1, 2014 $
Cash	**143,913**	18,287	2,957	-
Trade and other receivables	**24,910**	24,393	-	-

The following table demonstrates the sensitivity of the Company's comprehensive income (loss) to a 10% increase or decrease in the Canadian dollar against the foreign exchange rates (amounts shown in Canadian dollar equivalent).

	December 31, 2016 $	December 31, 2015 $	December 31, 2014 $
10% strengthening in the Canadian dollar	**(18,013)**	(7,569)	(280)
10% weakening in the Canadian dollar	**18,013**	7,569	280

10. CAPITAL MANAGEMENT

Capital disclosures provide information about (i) the Company's objectives, policies, and processes for managing capital, (ii) quantitative data about what the Company regards as capital, (iii) whether the Company has complied with any capital requirements, and (iv) if it has not complied, the consequences of such non-compliance.

The Company's objectives for managing capital are:

i. To safeguard the Company's ability to continue as a going concern, so that it can provide adequate returns for shareholders and benefits for other stakeholders.
ii. To ensure sufficient liquidity to enable the internal financing of capital thereby facilitating its ability to continue operations and eventually achieve profitable operations.
iii. To maintain a strong capital base so as to maintain investor, creditor and market confidence.

The Company considers the items included in capital to include shareholders' equity. The Company manages its capital structure and makes adjustments to it in light of changes in economic and business conditions, financing environment and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, new debt, or scale back the size and nature of its operations. The Company is not subject to externally imposed capital requirements. As at December 31, 2016, shareholders' equity was $330,033 (December 31, 2015 - $189,580, December 31, 2014 - $2,362, January 1, 2014 - $340,424).

11. RESTATEMENT

Management identified the following errors related to the financial statements for the years ended December 31, 2016, 2015 and 2014, which were corrected retrospectively in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors:

a) The Company disclosed the incorrect number of authorized common and preferred shares and the incorrect number of issued and outstanding common shares for all periods presented. The Company had previously disclosed that it had an unlimited number of common shares authorized for issue and that it had 3 common shares issued and outstanding at January 1, 2014, had redeemed 1 common share during the year ended December 31, 2014 and had 2 common shares issued and outstanding at December 31, 2014, 2015 and 2016. The Company has restated Note 7 to reflect that the Company has authorized share capital of the 10,000 common shares and 10,000 preferred non-voting shares and that the Company had 9,999 common shares issued and outstanding at January 1, 2014, had redeemed 3,333 common shares during the year ended December 31, 2014 and had 6,666 common shares issued and outstanding at December 31, 2014, 2015 and 2016.
b) The Company incorrectly recorded a repurchase of common shares as a dividend paid. The restatement of the Company's March 31, 2014 statement of changes in equity and statement of cash flows resulted in a decreased in dividends paid of $57,332 and increase in share redemption of $57,332.

The correction of the above errors had no impact on the Company's reported statement of financial position or statement of comprehensive income (loss).

In addition to the above restatement, the financial statements have been updated to include earnings (loss) per share on the statement of comprehensive income (loss). The Company has included an appropriate accounting policy in note 3 and related disclosure in note 7.

12.SUBSEQUENT EVENTS

On May 25, 2017, the Company entered into the Share Exchange Agreement with Deha Capital Corp. ("Deha") pursuant to which Deha agreed to purchase all of the common shares of the Company and the Company would become a wholly-owned subsidiary of Deha (the "Acquisition"). The Acquisition was completed on August 17, 2017 and Deha has changed its name to "Katipult Technology Corp.". Following completion of the Acquisition, Deha will continue the primary business of the Company.

SCHEDULE D

Management's Discussion and Analysis of JOI Media Inc. for the Financial Years Ended December 31, 2016, 2015 and 2014

[see attached]

JOI MEDIA INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the years ended December 31, 2016, 2015 and 2014

The following Management's Discussion and Analysis ("MD&A") for JOI Media Inc. ("JOI" or "the Company") is prepared as of September 26, 2017 and relates to the financial condition and results of operations for the years ended December 31, 2016, 2015 and 2014. This MDA has been prepared with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators. This should be read in conjunction with the Company's consolidated financial statements which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars, unless otherwise indicated. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The years ended December 31, 2016 and 2015 are also referred to as "fiscal 2016", "fiscal 2015" and "fiscal 2014", respectively.

This MD&A may contain certain "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "continue", "plans" or similar terminology. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of the Company to control or predict, that may cause the Company's actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein. The Company undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.

OVERVIEW OF THE COMPANY

JOI Media started as a custom web development company that was incorporated on June 30, 2008 in the Province of Alberta. On August 17th, 2017, the Company entered into the Share Exchange Agreement with Deha Capital Corp. (“Deha”) pursuant to which Deha agreed to purchase all of the common shares of JOI Media and JOI Media would become a wholly-owned subsidiary of Deha (“the Acquisition”). The Acquisition closed on August 17, 2017. Following completion of the Acquisition, Deha has continued the primary business of JOI Media and changed its name on that date to “Katipult Technologies Corp.” (“Katipult”).

The main business of JOI Media, and subsequent to the Acquisition, Katipult, is to operate as a financial technology company offering a cloud-based software infrastructure that allows firms to design, set up and operate an investment platform (“the Platform”). The Platform includes features and functionality that enables firms to offer securities on a prospectus-exempt basis to various types of investors. The Platform automates many components of investor and investment management including components of financial transactions, investment marketing, and dividend payouts as well as managing regulatory requirements in a variety of geographic jurisdictions.

The Company works with its customers to customize the Platform during setup and integration in order to design a white-labeled, customer-facing website that has the functionality of the Platform. Once the Platform is set up, the customer is completely self-sufficient. The Platform includes modules for various user types, including investors, issuers, administrators and auditors, among others. Administrators are provided with a content management system which allows them the ability to manipulate content on the Platform.

In exchange for a monthly management fee, customers benefit from software updates, new features and technical support. The main distinction between revenue streams is the one-time setup fee that varies depending on the size and complexity of the customer, and the monthly recurring revenue that is paid to ensure support, updates and new feature roll outs. A small percentage of revenue (<5%) is earned for additional customization of the website and features.

CORPORATE UPDATE

In 2016, Katipult’s management remained focused on its technology investments for efficiencies in order to provide scalability to the product deployment process. Three significant developments initiated in 1H 2017 include the form builder, the configuration builder, and BlockChain implementation. The form builder functions to allow the Company’s support team to create new and unique onboarding forms within hours, a process that previously took days or weeks. Customization of forms in 2016 was a resource heavy process that was necessary for the majority of Katipult’s clients. The configuration builder functions by allowing the Katipult support team to setup a platform for a new client in hours rather than weeks, additionally it provides increased stability. This tool is also being used internally and tested carefully by Katipult’s dedicated quality assurance team before being formally released. Katipult has engaged a leading BlockChain development firm to initiate the architecture of its BlockChain implementation. BlockChain is a technology that is expected to significantly benefit and further enable many processes within the Katipult product including making transactions, secondary trading, and performing critical business logic - forging agreements, clearing, settling, and record keeping tasks.

Growing the team to enable rapid growth and scale is a key focus of 2017. The first half of 2017 focused on establishing team based roles and functionality and has allowed for a start of developing specialization and focused responsibility. An example is dividing the development teams into two main areas: customer focused and core product focused to allow development to continue uninterrupted on certain features. The onboarding and customization work needed for new clients will be reduced but will still require a dedicated team.

Following Katipult's client acquisitions of private money lenders in 2016, the Company was able to secure additional lending focused clients in the US, Canada, UK, and Singapore in 1H 2017.

Organic website inquiries remained the company's primary method for new client acquisitions, however the company plans to execute a carefully designed sales and marketing strategy to capitalize on industry demand for its product. An investment in sales resources and a significant push into marketing, both inbound and outbound, as well as PR is planned for the remainder of 2017/18.

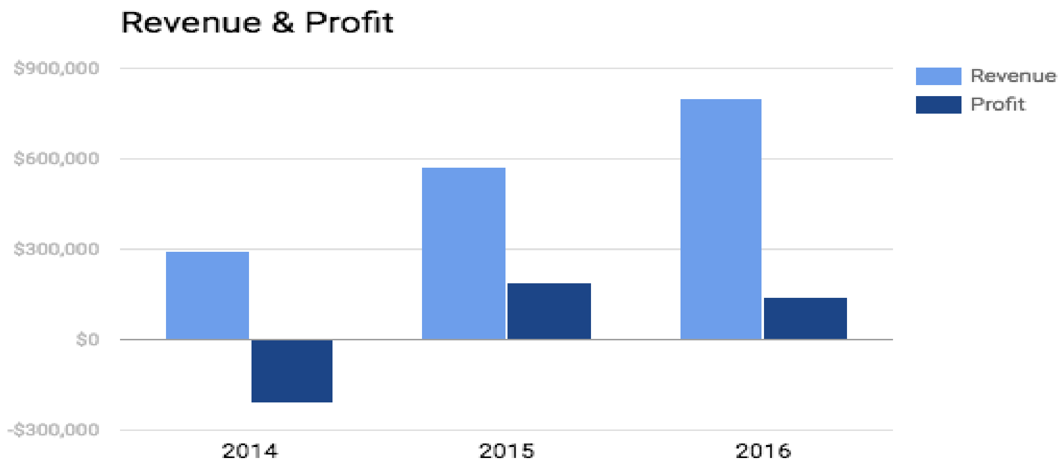
OVERALL PERFORMANCE

Over the past three years, the Company has more than doubled its revenue and has returned a profit in both 2015 and 2016. With a stable infrastructure and solid core product, the team is ready to scale what they have built. In order to realize the scale, the team plans to use funds that will be brought in from the Acquisition in 2017 to further develop product features and increase sales.

In 2016, JOI recorded revenue of $797,512, a 39% growth over the prior fiscal year 2015. This growth was gained organically using a combination of inbound marketing leading to direct sales as well as targeted sales to strategic partners. The team has been focused on growing their monthly recurring revenue to provide a consistent recurring revenue stream that can support further growth.

In 2016, Subscription Revenue grew to $317,905, being 40% of total revenue (in 2014 and 2015 Subscription Revenue was 17% and 33% of revenue respectively). As new customers are on-boarded, the Company expects that this trend will continue. Each new client signs on to a one to three-year contract, providing the Company with consistent monthly revenue. The rate of attrition has been below 3% per year and less than 6% over the past three years combined; of the clients that have left, approximately half have either lost investment capital or gone out of business.

In 2015, the Company grew its revenue by 94% over the previous year and achieved a net profit of 33% (in 2014, the Company recorded a net loss of 71%). In 2016, management of the Company decided to grow all aspects of the business, further investing in software development and hiring key team members. In 2016, revenue grew by 39% and the Company saw net margins after tax of 18%. All growth to date has been organic by reinvesting profits and carefully managing cash flow. Management expects significant growth over the next two years with the influx of capital that will be used to expand the development and management team and to boost sales globally via strategic marketing with a focus on Asia and the UK.



SELECTED ANNUAL FINANCIAL INFORMATION

The following table sets forth selected consolidated financial information for the periods indicated. The selected consolidated financial information set out below as for the twelve months ended December 31, 2016, 2015 and 2014 has been derived from the Company's audited consolidated financial statements and accompanying notes, in each case prepared in accordance with IFRS. The selected consolidated financial information set out below may not be indicative of the Company's future performance.

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015 and Year Ended December 31, 2014

Balance Sheet Years ended December 31,	2016	2015	2014
Assets			
Cash	$ 188,360	$ 217,773	$ 160,071
Trade and other receivables	110,582	88,981	101,540
Marketable security	120,000	-	-
Total current assets	418,942	306,754	261,611
Non-current assets	3,580	-	28,675
Total Assets	422,522	306,754	290,286
Liabilities and Equity			
Accounts payable and accrued liabilities	57,196	47,295	148,278
Due to shareholders	27,741	68,268	139,646
Total current liabilities	84,937	115,563	287,924
Non-current liabilities	7,552	1,611	-
Total Liabilities	92,489	117,174	287,924
Shareholders' Equity	330,033	189,580	2,362
Total Liabilities and Equity	$ 422,522	$ 306,754	$ 290,286

There have been no significant changes in operations or accounting policies over the above stated three-year period. There have been no acquisitions, discontinued operations or dispositions. In 2016, management decided to hold some of its available cash on a one-year term GIC (Marketable Security); this cash was acquired in an effort to operate conservatively and is now available to be used towards strategic growth. Total available cash as of December 31, 2016 was $308,360 (December 31, 2015 - $217,773).

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015 and Year Ended December 31, 2014

Summarized Consolidated Financial Results Years ended December 31,	2016	2015	2014
Revenue	$ 797,512	$ 572,034	$ 295,035
Other Income	3,000	-	-
Foreign exchange gain (loss)	(1,894)	1,307	(93)
Expenses	(700,938)	(412,755)	(592,734)
SR&ED Refund	64,143	56,918	54,916
Total Expenses net SR&ED	(636,795)	(355,837)	(537,818)
Income (Loss) Before Tax	161,823	217,504	(242,876)
Income Tax Expense (Recovery)	(21,370)	(30,286)	34,151
Income After Tax	$ 140,453	$ 187,218	$ (208,725)

Substantially all of the Company's revenues for the years ended December 31, 2016, 2015 and 2014 are derived from subscription fees and launch fees. Revenue for the year 2016 increased by 39% over 2015 and was up 170% over 2014 respectively. This growth was driven by customer growth.

The Company's income before tax increased by $460,380 (190%) from fiscal year 2014 to 2015. In 2016, income before tax has decreased by $55,681 (26%) as compared to the fiscal year 2015. The decrease was mainly due to higher operating expenses incurred towards its efforts on increasing the human resource team during the current year.

Three Months Ended December 31, 2016 Compared to Three Months Ended December 31, 2015

Summarized Consolidated Financial Results Three months ended December 31,	2016	2015
	$	$
Revenues	228,535	149,515
Other Income	3,000	-
Recovery (expenses)	(202,246)	26,371
SR&ED Refund	64,143	56,918
Total Recovery (expenses) net of SR&ED	(138,103)	83,289
Foreign exchange gain (loss)	(2,533)	396
Net Income before tax	90,899	233,200

Substantially all of the Company's revenues for the three months ended December 31, 2016 and 2015 are derived from subscription fees and launch fees. Revenue for the fourth quarter of 2016 increased by $79,020 (53%) as compared to the same period in 2015. This growth was driven by customer growth.

The Company's fourth quarter 2016 income before tax was down by $142,301 (61%) from the same period in 2015. In 2016, income before tax decreased by $55,681 (26%) as compared to same period in 2015. This was mainly due to higher operating expenses incurred towards its efforts on increasing the human resource team during the current period.

Expenses

Operating expenses for the last three completed financial years include the following:

Expenses		2016		2015		2014
Advertising	$	14,662	$	14,053	$	21,124
Bank charges and interest		14,413		12,592		4,541
Other operating expenses		90,031		94,043		89,799
Professional fees		2,548		2,350		14,294
SR&ED refund		(64,143)		(56,918)		(54,916)
Travel		30,741		8,529		30,239
Wages and benefits		548,543		281,188		432,737
Total Expenses	$	636,795	$	355,837	$	537,818

The Company's expenses are composed of advertising, bank charges and interest, other operating expenses, professional fees, SR&ED refund, travel, and wages and benefits.

Total expenses for 2016 increased by $280,958 (79%) compared to 2015, and increased by $98,977 (18%) as compared to the fiscal year 2014. This increase in total expenses was mainly attributable to higher wages and benefits and travel costs incurred in the current year.

Management has increased spending in strategic categories with the goal of increased growth in sales and team capacity.

Travel has increased by $22,212 (260%) in 2016 compared to the year 2015, and increased by $502 (2%) as compared to the fiscal year 2014. This is directly related to the travel required to meet potential clients around the world and attend industry conferences.

Wages and benefits has increased by $267,355 (95%) in 2016 compared to the year 2015, and increased $115,806 (27%) as compared to the fiscal year 2014. The increase reflects the Company's decision to hire individuals to grow the Company's human resources team, mainly development and management, in preparation of the increase in marketing and sales planned for late 2017 and 2018.

Additional Funds Available

IRAP: Government funds for research and development will be sourced. IRAP was applied for in mid-2017. Once the team's first IRAP claim has been accepted and the funds received, they plan to work on the next much larger claim in early 2018.

SR&ED: The Company has been receiving SR&ED for its research and development expenditures for the past few years. The team plans to continue applying for SR&ED and expects the total amount granted to rise as R&D expenditures increase. Many of the novel and innovative technical developments being pursued by the team qualify for SR&ED government grants.

Research and Development Costs

SR&ED Expenditures Claimed in 2015 and 2016:

JOI Media - SR&ED	Year ended December 31, 2016		JOI Media - SR&ED	Year ended December 31, 2015	
2016 Fiscal Year			2015 Fiscal Year		
Federal Expenditures			**Federal Expenditures**		
Specified Wages	$	10,590	Specified Wages	$	10,590
Contractor Expenditures		181,881	Contractor Expenditures		154,015
Proxy Amount		6,354	Proxy Amount		6,354
Total Expenditures		198,825	Total Expenditures		170,960
AB Provincial Expenditures			**AB Provincial Expenditures**		
Specified Wages		10,590	Specified Wages		10,590
Contractor Expenditures		181,881	Contractor Expenditures		154,015
Proxy Amount		6,354	Proxy Amount		6,354
Total Expenditures		198,825	Total Expenditures		170,960
ITC's - 2016 FY			ITC's - 2015 FY		
Total Claimed		82,513	Total Claimed		70,948
Total Awarded	$	64,143	Total Awarded	$	56,918

The following table shows government-received funding for the years ended December 31, 2016, 2015 and 2014. Management expects that the Company will receive equal or greater amounts for SR&ED and plans to apply for additional amounts from IRAP and the Alberta Hiring Grant for 2017 and 2018.

		2016		2015		2014
SR&ED	$	64,143	$	56,918	$	54,916
IRAP		Nil		Nil		Nil
Alberta Hiring Grant		Nil		Nil		Nil
Total Funding	$	64,143	$	56,918	$	54,916

QUARTERLY FINANCIAL INFORMATION

One quarter's revenue and operating results may not necessarily be indicative of a subsequent quarter's revenue and operating results. For this reason, performance may not be comparable to a consecutive quarter and is best considered on the basis of the results for the whole year or by comparison of results in a quarter with results in the same quarter for the previous year.

The following table summarizes selected unaudited consolidated financial data for each of the last eight quarters, prepared in accordance with IFRS:

	Q4 2016	Q3 2016	Q2 2016	Q1 2016
	$	$	$	$
Revenues	228,535	189,881	211,049	168,047
Other Income	3,000	-	-	-
Expenses	(202,246)	(186,248)	(163,813)	(148,631)
SR&ED Refund	64,143	-	-	-
Total Expenses net of SR&ED	(138,103)	(186,248)	(163,813)	(148,631)
Foreign exchange gain (loss)	(2,533)	2,837	(1,662)	(536)
Net Income before tax	90,899	6,470	45,574	18,880

	Q4 2015	Q3 2015	Q2 2015	Q1 2015
	$	$	$	$
Revenues	149,515	125,985	181,482	115,052
Recovery (expenses)	26,371	(148,988)	(153,647)	(136,491)
SR&ED Refund	56,918	-	-	-
Total recovery (expenses) net of SR&ED	83,289	(148,988)	(153,647)	(136,491)
Foreign exchange gain (loss)	396	1,515	(677)	73
Net Income (loss) before tax	233,200	(21,488)	27,158	(21,366)

Revenue for Q4 2016 increased by 53% compared to Q4 2015. This growth was driven by customer growth.

Revenue is trending upwards quarter to quarter from $125,985 in Q3 2015 to over $200,000 on average in the final three quarters represented above. This reflects an average monthly revenue that has grown from $42,000 in the third quarter of 2015 to $76,000 by end of 2016. This is a result of both new client onboarding as well as growing subscription revenue.

The fourth quarters of 2015 and 2016 each have adjustments affecting some of the sequential trends. The main entries affecting these fourth quarters involve management expenses submitted late in the year, increasing expenses. Q4 2015 shows a higher profit than the previous quarters resulting from the Q4 adjustments to reclassify portion of management fees to dividends payment.

On average expenses were 66% of revenue for the four quarters (Q3 2015 - Q2 2016) while the following two quarters show expenses on average at 93% of revenue. This of course looks at expenses before SR&ED credits are received. The team has been executing on their plan to hire 20 new employees over the next year, doubling the team size, which includes some strategic management hires. The larger growth in expenses primarily reflects this growth in human resources and should be considered an investment as the Company sets the foundation needed to prepare for rapid growth.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Liquidity as measured by the Current Ratio is healthy at 4.9:1. The Company has been growing its assets consistently over the past three years and has taken no debt as operations have been organically funded. Consequently, liabilities have been reduced; growth in Subscription Revenue enables consistent monthly cash flows which helps the team to manage accounts payables and retain appealing vendor terms. Solvency as measured by Debt to Equity and Debt Service Ratio shows a healthy trend. The Company has a debt to equity ratio of 0.3:1. The Company is in a favorable position should management choose to take on debt to leverage growth.

The Company has been effective at retaining profit margins even through periods of organic growth. The Company has realized comfortable profit margins of 33% in 2015 and 18% in 2016 (Note, here we refer to net margin after tax). This has created a cash reserve that has allowed the Company to continue to grow. With regard to commitments such as debt and other obligations, JOI currently holds no debt.

Capital Resources

The Company's operational activities during the fiscal year 2015 and 2016 were financed mainly by revenue and retained earnings. At December 31, 2016, it had working capital of $334,005, compared to $191,191 at December 31, 2015. The Company had available cash reserves comprised of cash and cash equivalents of $308,360 at December 31, 2016 compared to $217,773 at December 31, 2015.

Management believes that the Company's cash position and expected future cash inflows from sales of its core platform as a service as well as the expected cash proceeds from the mandatory exercise of warrants following Listing, will be sufficient to finance operational and capital needs for at least 12 months. However, future cash requirements may vary materially from those now expected due to a number of factors, including the costs associated with sales, marketing and strategic opportunities. As a result, in the future it may be necessary to raise additional funds. These funds may come from sources such as entering into strategic collaboration arrangements, the issuance of shares from treasury, or alternative sources of financing. However, there can be no assurance that the Company will successfully raise funds to continue its growth in sales and further development of its core product and operational activities.

Sources and Uses of Cash

Cash provided by (used in):			
For the years ended December 31,	2016	2015	2014
Operating Activities	$ 94,167	$ 57,702	$ (19,490)
Financing Activities	-	-	(129,337)
Investing Activities	(123,580)	-	-
Increase (decrease) in cash	(29,413)	57,702	(148,827)
Cash - Beginning of year	217,773	160,071	308,898
Cash - End of year	$ 188,360	$ 217,773	$ 160,071

Net Cash Provided by (Used in) Operating Activities

Cash flow from operating activities resulted in a source of cash of $94,167 in the year ended December 31, 2016 compared to a source of cash of $57,702 in 2015 and a use of cash of $19,490 in 2014. Total comprehensive income for the year ended December 31, 2016 is $140,453 compared to $187,218 comprehensive income in 2015 and $208,725 comprehensive loss in 2014. The change in non-cash operating assets and liabilities resulted in a $1,619 cash outflow in the year ended December 31, 2016, compared to $104,191 cash outflow in 2015 and a $278,395 cash inflow in 2014.

Net Cash From Financing Activities

There were no financing activities during the years 2015 and 2016. For the year ended December 31, 2014, the Company has used cash of $129,337. This amount is composed of dividends paid of $129,336 and repurchase of shares of $1.

Net Cash Used In Investing Activities

In 2016, investing activities resulted in a use of cash of $123,580. From this amount, $120,000 has been used for the purchase of marketable security and $3,580 for additions to property and equipment. As for the prior years 2015 and 2014, the Company did not engage in any investing activities.

MANAGEMENT OF CAPITAL

The Company's objectives in managing capital are to ensure sufficient liquidity to pursue its strategy of growth in order to provide returns to its shareholders. Katipult defines capital that it manages as the aggregate of its shareholders' equity, which is comprised of issued capital, contributed surplus and deficit. The Company manages its capital structure and makes adjustments to it in light of general economic conditions, the risk characteristics of the underlying assets and the Company's working capital requirements. In order to maintain or adjust its capital structure, the Company, upon approval from its Board of Directors, may issue shares, issue debt, pay dividends or undertake other activities as deemed appropriate under the specific circumstances. The Company is not subject to externally imposed capital requirements as at December 31, 2016.

CONTRACTUAL OBLIGATIONS

As of December 31, 2016, and as of the date of this MD&A, and in the normal course of business, the Company have no material obligations to make future payments, representing contracts and other commitments that are known and committed.

OUTSTANDING SHARE CAPITAL

The authorized share capital of the Company consists of 10,000 Class A Common Voting shares and 10,000 Class B Preferred Non-Voting shares.

As of the date of this MD&A, the Company has 6,666 common shares outstanding, no options and no shares purchase warrants outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company have no material undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on our results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources.

RELATED PARTY TRANSACTIONS

All of the Company's related party transactions are in the normal course of business and are initially measured at fair value. The following is a summary of the Company's related party balances or transactions:

Amounts due to shareholders are due on demand, bear no interest and have no fixed repayment terms. Key management includes the Company's directors and members of the executive management team. Compensation awarded to key management included:

	2016	2015	2014
Salaries and short-term employee benefits	$ 92,849	$ 24,840	$ 49,610

CHANGES IN OR ADOPTION OF ACCOUNTING POLICIES

All audited financial statements for the years ended December 31, 2014, 2015 and 2016 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") in effect as at January 1, 2016.

These are the first set of financial statements of the Company and the first set of financial statements prepared under IFRS. The Company has applied IFRS 1, First-time Adoption of International Financial Reporting Standards (IFRS 1), in preparing these first financial statements. IFRS 1 sets out the procedures that the Company must follow when it adopts IFRS for the first time as the basis for preparing its financial statements.

The date of transition to IFRS was January 1, 2014. There is no impact on net assets and total comprehensive income as a result of adopting IFRS.

Accounting Standards Issued but Not yet Effective

The following standards and interpretations have not been in effect as they will only be applied for the first time in future periods. They may result in consequential changes to the accounting policies and other note disclosures. The Company has not yet assessed the impacts of the standards or determined whether it will adopt the standards early.

IFRS 9, Financial Instruments
In July 2014, the IASB completed the final elements of IFRS 9. The standard supersedes earlier version of IFRS 9 and completes the IASB's project to replace IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9, as amended, includes a principle based approach for classification and measurement of financial assets, as single 'expected loss' impairment model and a substantially reformed approach to hedge accounting. The standard will come into effect for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. The Company is currently evaluating the impact of the standard on its financial statements.

IFRS 15, Revenue from Contract with Customers
The IASB issued the standard to replace IAS 18 which establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The standard is effective for the annual periods beginning on January 1, 2018, with the required retrospective application and earlier adoption permitted. The Company is currently evaluating the impact of the standard on its financial statements.

IFRS 16, Leases
IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead leases are 'capitalized' by recognizing the present value of the lease payments and showing them either as lease assets (right-of-use assets) or together with property, plant and equipment. If lease payments are made over time, a company also recognizes a financial liability representing its obligation to make future lease payments. IFRS 16 is effective for fiscal periods

beginning on or after January 1, 2019. The Company is currently evaluating the impact of the standard on its financial statements.

SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The financial statements have been prepared on the historical cost basis except for financial instruments classified as fair value through profit or loss which are measured at fair value with changes in fair value recorded in the statement of comprehensive income (loss).

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the Company’s obligations are discharged, cancelled or expire. Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired.

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

Held to maturity: Non-derivative financial assets with fixed or determinable payments and fixed maturities are classified as held- to-maturity when the Company has the positive intention and ability to hold them to maturity. After initial measurement, held-to-maturity investments are measured at amortized cost using the effective interest rate, less impairment. The Company has classified its marketable security as held-to-maturity.

Other financial liabilities: Other financial liabilities are initially recognized at the amount required to be paid less, when material, a discount to reduce the payables to fair value. Subsequently, other financial liabilities are measured at amortized cost using the effective interest method. Other financial liabilities are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities. The Company has classified accounts payable and accrued liabilities as other financial liabilities.

SR&ED tax credits: The Company claims federal investment tax credits as a result of incurring scientific research and experimental development (“SR&ED”) expenditures. Federal investment tax credits are recognized when the related expenditures are incurred and there is reasonable assurance of their realization. Federal investment tax credits are accounted for as a reduction of research and development expense for items of a period expense nature. Management has made a number of estimates and assumptions in determining the expenditures eligible for the federal investment tax credit claim. It is possible that the allowed amount of the federal investment tax credit claim could be materially different from the recorded amount upon assessment by Canada Revenue Agency.

The Company claims provincial (Alberta) investment tax credits as a result of incurring SR&ED expenditures. Provincial investment tax credits are recognized when the related expenditures are incurred and there is reasonable assurance of their realization. Management has made a number of estimates and assumptions in determining the expenditures eligible for the provincial investment tax credit claim. The provincial investment tax credits are refundable and have been recorded as Alberta SR&ED tax credit receivable, and as a reduction in research and development expenses on the statement of comprehensive loss. It is possible that the allowed amount of the provincial investment tax credit claim could be materially different from the recorded amount upon assessment.

Property and equipment: Property and equipment are recorded at cost less accumulated depreciation and impairment or write-down, if applicable. Cost is determined as the expenditure directly attributable to the asset at acquisition, only when it is probable that future economic benefits will flow to the Company and the cost can be reliably measured. All repairs and maintenance costs are charged to the statement of comprehensive income during the financial period in which they are incurred. Depreciation over the estimated useful life of assets is provided on the following bases and annual rates:

Computer hardware five years straight-line: The Company allocates the amount initially recognized in respect of an item of property and equipment to its significant components and depreciates separately each such component, where applicable. The estimated useful lives of property and equipment are reviewed at the end of each reporting period and adjusted if required.

Gains or losses on disposals of property and equipment are determined by comparing the proceeds with the carrying amount of the asset and are included in the statement of comprehensive income (loss).

Impairment of Financial Assets

Financial assets: Financial assets carried at amortized cost are assessed for impairment at each reporting date. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset. For financial assets measured at amortized cost, the impairment loss is the difference between the carrying amount and the present value of the estimated future cash flows, discounted at the original effective interest rate. If impairment has occurred, the carrying amount of the asset is reduced, with the amount of the loss recognized in the statement of comprehensive income (loss). Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized.

Non-financial assets: The carrying amounts of the Company's property and equipment are assessed for impairment indicators on at least an annual basis to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's or group of assets' estimated fair value less costs of disposal and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable independent cash inflows (a cash generating unit or "CGU").

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but limited to the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in the statement of comprehensive income (loss). The Company has one CGU and has determined that no indicators of impairment exist at December 31, 2014, 2015 or 2016.

SCHEDULE E

Unaudited Interim Financial Statements of JOI Media Inc. for the Three and Six Month Period Ended June 30, 2017

[see attached]

JOI Media Inc.

Condensed Interim Financial Statements

Three and Six Months Ended June 30, 2017 and 2016

(Unaudited)

(Expressed in Canadian Dollars - unaudited)

	Notes	June 30, 2017	December 31, 2016
ASSETS		**$**	$
Current			
Cash		**128,778**	188,360
Trade and other receivables		**131,066**	61,868
Taxes receivable		**48,714**	48,714
Marketable security	5	**120,000**	120,000
		428,558	418,942
Non-current			
Property and equipment		**3,580**	3,580
Total Assets		**432,138**	422,522
LIABILITIES AND EQUITY			
Current			
Accounts payable and accrued liabilities		**104,371**	57,196
Due to shareholders	6	**27,879**	27,741
Loan payable	7	**49,800**	-
		182,050	84,937
Non-current			
Deferred tax liability		**7,552**	7,552
Total Liabilities		**189,602**	92,489
Share capital	8	**2**	2
Retained earnings		**242,534**	330,031
Total Equity		**242,536**	330,033
Total Liabilities and Equity		**432,138**	422,522

Signed on behalf of the Board of Directors

“signed” Brock Murray

Director

(Expressed in Canadian Dollars – unaudited)

	Three months ended June 30, 2017 (Unaudited)	Three months ended June 30, 2016 (Unaudited)	**Six months ended June 30, 2017 (Unaudited)**	Six months ended June 30, 2016 (Unaudited)
REVENUE				
Setup fees	**$ 172,881**	$ 131,528	**$ 286,167**	$ 184,311
Subscription fees	**155,659**	74,928	**251,219**	164,346
Other services	**12,367**	4,574	**15,005**	30,401
Interest income	**-**	19	**-**	38
	340,907	211,049	**552,391**	379,096
EXPENSES				
Advertising	**2,183**	7,947	**6,688**	10,031
Bank charges and interest	**4,692**	3,335	**9,978**	7,304
Other operating expenses	**43,906**	37,876	**82,759**	79,967
Professional fees	**24,900**	-	**37,966**	-
Allowance for doubtful accounts	**57,008**		**57,008**	
Government grant	**(5,533)**	-	**(9,501)**	-
Travel	**7,975**	5,969	**15,530**	5,969
Transfer agent and filing fees	**165**	-	**165**	-
Wages and benefits	**261,008**	108,686	**436,110**	209,173
	396,304	163,813	**636,703**	312,444
Income (loss) from operations	**(55,397)**	47,236	**(84,312)**	66,652
Foreign exchange loss	**(2,336)**	(1,662)	**(3,185)**	(2,198)
Total comprehensive income (loss)	**(57,733)**	45,574	**(87,497)**	64,454
Earnings (loss) per share – basic and diluted	**$ (8.66)**	$ 6.84	**$ (13.13)**	$ 9.67
Weighted average number of shares outstanding – basic and diluted	**6,666**	6,666	**6,666**	6,666

(Expressed in Canadian Dollars - unaudited)

	Note	Number of shares		Share Capital		Retained Earnings		Total
Balance, December 31, 2015		6,666	$	2	$	189,578	$	189,580
Total comprehensive income		-		-		64,454		64,454
Balance, June 30, 2016		6,666		2		254,032		254,034
Total comprehensive income		-		-		75,999		75,999
Balance, December 31, 2016		6,666	$	2	$	330,031	$	330,033
Total comprehensive loss		-		-		(87,497)		(87,497)
Balance, June 30, 2017		**6,666**	**$**	**2**	**$**	**242,534**	**$**	**242,536**

(Expressed in Canadian Dollars – unaudited)

	Six months ended June 30, 2017 (Unaudited)	Six months ended June 30, 2016 (Unaudited)
Cash provided by (used in):	**$**	$
OPERATING ACTIVITIES		
Total comprehensive income (loss)	**(87,497)**	64,454
Allowance for doubtful accounts	**57,008**	64,454
Change in non-cash working capital:		
Trade and other receivables	**(126,206)**	(45,463)
Accounts payable and accrued liabilities	**47,175**	(6,837)
Due to shareholders	**138**	-
Cash (used in) provided by operating activities	**(109,382)**	12,154
FINANCING ACTIVITIES		
Proceeds from loan	**49,800**	-
Cash provided by financing activities	**49,800**	-
CHANGE IN CASH	**(59,582)**	12,154
CASH, BEGINNING OF PERIOD	**188,360**	217,773
CASH, END OF PERIOD	**128,778**	229,927

1. GENERAL INFORMATION

JOI Media Inc. (the “Company” or “JOI”) is a technology company based in Calgary, Alberta, that is a global leader in enterprise software and software related services. The Company is incorporated under the Alberta Business Corporations Act, has its registered offices at 144 - 4 Avenue SW, Calgary, Canada.

2. BASIS OF PRESENTATION

Statement of compliance

The condensed interim financial statements of the Company are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These condensed interim financial statements are unaudited and have been prepared in accordance with IAS 34 “Interim Financial Reporting”.

The Company adopted no new IFRSs and interpretations during 2017.

These condensed interim financial statements do not include all of the information required for annual audited financial statements and should be read in conjunction with the annual audited financial statements for the years ended December 31, 2016 and 2015.

These condensed interim financial statements were approved by the Board of Directors on September 22, 2017.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies of the Company are the same as those applied in the Company’s annual audited financial statements for the years ended December 31, 2016 and 2015. These policies have been consistently applied to each of the periods presented, unless otherwise indicated.

Recent accounting pronouncements

Standards issued but not yet effective up to the date of issuance of the Company’s financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date.

1. IFRS 9, Financial Instruments
In July 2014, the IASB completed the final elements of IFRS 9. The standard supersedes earlier version of IFRS 9 and completes the IASB’s project to replace IAS 39 “Financial Instruments: Recognition and Measurement”. IFRS 9, as amended, includes a principle based approach for classification and measurement of financial assets, as single ‘expected loss’ impairment model and a substantially reformed approach to hedge accounting. The standard will come into effect for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. The Company is currently evaluating the impact of the standard on its financial statements.

2. IFRS 15, Revenue from Contract with Customers
The IASB issued the standard to replace IAS 18 which establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. The standard is effective for the annual periods beginning on January 1, 2018, with the required retrospective application and earlier adoption permitted. The Company is currently evaluating the impact of the standard on its financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3. IFRS 16, Leases
IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead leases are 'capitalized' by recognizing the present value of the lease payments and showing them either as lease assets (right-of-use assets) or together with property, plant and equipment. If lease payments are made over time, a company also recognizes a financial liability representing its obligation to make future lease payments. IFRS 16 is effective for fiscal periods beginning on or after January 1, 2019. The Company is currently evaluating the impact of the standard on its financial statements.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the condensed interim financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the condensed interim financial statements are:

SR&ED tax credits

The determination of the amount of the Alberta SR&ED tax credit receivable requires management to make calculations based on its interpretation of eligible expenditures in accordance with the terms of the programs. The reimbursement claims submitted by the Company are subject to review by the relevant government agencies. Although the Company has used its best judgment and understanding of the related program agreements in determining the receivable amount, it is possible that the amounts could increase or decrease by a material amount in the near-term dependent on the review and audit by the government agency.

Allowance for uncollectible trade and other receivables

The Company makes use of estimates when making allowances for uncollectible trade and other receivables. The Company evaluates each receivable at year end using factors such as age of receivable, payment history, and credit risk to estimate when determining if an allowance is required, and the amount of the allowance.

Deferred taxes

The recognition of deferred tax assets is based on forecasts of future taxable profit. The measurement of future taxable profit for the purposes of determining whether or not to recognize deferred tax assets depends on many factors, including the Company's ability to generate such profits and the implementation of effective tax planning strategies. The occurrence or nonoccurrence of such events in the future may lead to significant changes in the measurement of deferred tax assets.

5. MARKETABLE SECURITY

Marketable security consists of a 1 year GIC bearing interest at 0.82% with a maturity date of July 28, 2017.

(Expressed in Canadian Dollars - unaudited)

6. RELATED PARTY TRANSACTIONS

All the Company's related party transactions are in the normal course of business and are initially measured at fair value.

The following is a summary of the Company's related party balances or transactions:

Due to shareholders

Amounts due to shareholders are due on demand, bear no interest and have no fixed repayment terms.

Key management compensation

Key management includes the Company's directors and members of the executive management team. Compensation awarded to key management for the three and six months ended June 30, 2017 and 2016 included:

	Three months ended June 30, 2017	Three months ended June 30, 2016	**Six months ended June 30, 2017**	Six months ended June 30, 2016
Salaries and short-term employee benefits	**$ 53,635**	$ 33,000	**$ 86,684**	$ 66,000

As at June 30, 2017, $3,000 (December 31, 2016 - $3,000) included in accounts payable was payable to an officer of the Company. Amounts due to related parties are due on demand, bear no interest and have no fixed repayment terms.

7. LOAN PAYABLE

During the six month period ended June 30, 2017, the Company received a loan of $49,800 from a non-related party. The loan is unsecured, without interest and is due on demand.

8. SHARE CAPITAL

The authorized share capital of the Company consists of 10,000 common shares and 10,000 preferred non-voting shares.

Common shares issued:	Number	$
Balance, December 31, 2015 and 2016	6,666	2
Balance, June 30, 2017	**6,666**	**2**

(Expressed in Canadian Dollars - unaudited)

9. FINANCIAL INSTRUMENTS

Fair value

The carrying value of cash, trade and other receivables, marketable security, accounts payable and accrued liabilities, due to shareholders and loan payable approximates their fair values due to the immediate or short-term maturity of these financial instruments.

Credit risk

Maximum exposure to credit risk, in a worst case scenario, is set out as follows:

	June 30, 2017 **$**	December 31, 2016 $
Cash	**128,778**	188,360
Trade and other receivables	**131,066**	61,868
Marketable security	**120,000**	120,000
	379,844	370,228

Credit and liquidity risk associated with cash and the marketable security is managed by ensuring assets are placed with major financial institutions with strong investment grade ratings.

Credit risk on trade and other receivables reflects the risk that the Company may be unable to recover them. The Company manages its credit risk by closely monitoring the granting of credit. Trade and other receivables that are greater than 30 days are considered past due. Based on the status of trade and other receivables, an allowance for doubtful accounts of $57,008 has been recorded as at June 30, 2017 (December 31, 2016 - $nil).

The aging of trade and other receivables as at June 30, 2017 is as follows:

	June 30, 2017 **$**	December 31, 2016 $
Current	**34,294**	24,742
1 – 30 days	**88,804**	33,453
31 – 60 days	**38,571**	725
61 – 90 days	**757**	1,912
91 and over	**25,648**	1,036
Total	**188,074**	61,868
Allowance for doubtful accounts	**(57,008)**	-
Total	**131,066**	61,868

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9. FINANCIAL INSTRUMENTS (continued)

Liquidity risk

The Company is subject to liquidity risk on its accounts payable and accrued liabilities, due to shareholders and loan payable as it may encounter difficulty discharging its obligations. The Company attempts to mitigate this risk by structuring the terms of the debt to enable the Company to meet its monthly obligations.

All the Company's financial liabilities are due within one year at June 30, 2017 (December 31, 2016 - due within one year)

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. In seeking to minimize the risks from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities. The Company is exposed to minimal interest rate risk on its cash balances as they carry a floating rate of interest.

Foreign currency risk

The Company does engage in significant transactions and activities in currencies other than its functional currency. Depending on the timing of the transactions and the applicable currency exchange rates such conversions may positively or negatively impact the Company. Foreign currency balances, subject to exchange rate fluctuations, were as follows (amounts shown in Canadian dollar equivalent):

	June 30, 2017	December 31, 2016
	$	$
Cash	**113,301**	143,913
Trade and other receivables	**157,407**	24,910
Total	**270,708**	168,823

The following table demonstrates the sensitivity of the Company's comprehensive income (loss) to a 10% increase or decrease in the Canadian dollar against the foreign exchange rates (amounts shown in Canadian dollar equivalent).

	June 30, 2017	December 31, 2016
	$	$
10% strengthening in the Canadian dollar	**(27,071)**	(18,013)
10% weakening in the Canadian dollar	**27,071**	18,013

10. CAPITAL MANAGEMENT

Capital disclosures provide information about (i) the Company's objectives, policies, and processes for managing capital, (ii) quantitative data about what the Company regards as capital, (iii) whether the Company has complied with any capital requirements, and (iv) if it has not complied, the consequences of such non-compliance.

The Company's objectives for managing capital are:

i. To safeguard the Company's ability to continue as a going concern, so that it can provide adequate returns for shareholders and benefits for other stakeholders.
ii. To ensure sufficient liquidity to enable the internal financing of capital thereby facilitating its ability to continue operations and eventually achieve profitable operations.
iii. To maintain a strong capital base so as to maintain investor, creditor and market confidence.

The Company considers the items included in capital to include shareholders' equity. The Company manages its capital structure and makes adjustments to it in light of changes in economic and business conditions, financing environment and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, new debt, or scale back the size and nature of its operations. The Company is not subject to externally imposed capital requirements. As at June 30, 2017, shareholders' equity was $242,536 (December 31, 2016 - $330,033).

11. SUBSEQUENT EVENTS

On May 25, 2017, the Company entered into the Share Exchange Agreement with Deha Capital Corp. ("Deha") pursuant to which Deha agreed to purchase all of the common shares of the Company and the Company would become a wholly-owned subsidiary of Deha (the "Acquisition"). The Acquisition was completed on August 17, 2017 and Deha has changed its name to "Katipult Technology Corp.". Following completion of the Acquisition, Deha will continue the primary business of the Company.

SCHEDULE F

Management's Discussion and Analysis of JOI Media Inc. for the Period Ended June 30, 2017

[see attached]

JOI MEDIA INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017 and 2016

The following Management's Discussion and Analysis ("MD&A") for JOI Media Inc. ("JOI Media" or "the Company") is prepared as of September 26, 2017 and relates to the financial condition and results of operations for the three and six months ended June 30, 2017 and 2016. This MD&A has been prepared with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators. This should be read in conjunction with the Company's condensed interim financial statements which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars, unless otherwise indicated.

This MD&A may contain certain "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "continue", "plans" or similar terminology. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of the Company to control or predict, that may cause the Company's actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein. The Company undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.

OVERVIEW OF THE COMPANY

JOI Media started as a custom web development company that was incorporated on June 30, 2008 in the Province of Alberta. On August 17th, 2017, the Company entered into the Share Exchange Agreement with Deha Capital Corp. ("Deha") pursuant to which Deha agreed to purchase all of the common shares of JOI Media and JOI Media would become a wholly-owned subsidiary of Deha ("the Acquisition"). The Acquisition closed on August 17, 2017. Following completion of the Acquisition, Deha has continued the primary business of JOI Media and changed its name on that date to "Katipult Technologies Corp." ("Katipult").

The main business of JOI Media, and subsequent to the Acquisition, Katipult, is to operate as a financial technology company offering a cloud-based software infrastructure that allows firms to design, set up and operate an investment platform ("the Platform"). The Platform includes features and functionality that enables firms to offer securities on a prospectus-exempt basis to various types of investors. The Platform automates many components of investor and investment management including components of financial transactions, investment marketing, and dividend payouts as well as managing regulatory requirements in a variety of geographic jurisdictions.

Katipult works with its customers to customize the Platform during setup and integration in order to design a white-labeled, customer-facing website that has the functionality of the Platform. The Platform includes modules for various user types, including investors, issuers, administrators and auditors, among others. Administrators selected by customers from their staff are provided with a content management system which allows them the ability to manipulate content on the Platform.

In exchange for a monthly management fee, customers benefit from software updates, new features and technical support. The main distinction between revenue streams is the one-time setup fee that varies depending on the size and complexity of the customer, and the monthly recurring revenue that is paid to ensure support, updates and new feature roll outs. A small percentage of revenue (<5%) is earned for additional customization of the website and features.

CORPORATE UPDATE

In 1H 2017, Katipult's management remained focused on its technology investments for efficiencies in order to provide scalability to the product deployment process. Three significant developments initiated in 1H 2017 include the form builder, the configuration builder, and BlockChain implementation. The form builder functions to allow the Company's support team to create new and unique onboarding forms within hours, a process that previously took days or weeks. Customization of forms in 2016 was a resource heavy process that was necessary for the majority of Katipult's clients. The configuration builder functions by allowing the Katipult support team to setup a platform for a new client in hours rather than weeks, additionally it provides increased stability. This tool is also being used internally and tested carefully by Katipult's dedicated quality assurance team before being formally released. Katipult has engaged a leading BlockChain development firm to initiate the architecture of its BlockChain implementation. BlockChain is a technology that is expected to significantly benefit and further enable many processes within the Katipult product including making transactions, secondary trading, and performing critical business logic - forging agreements, clearing, settling, and record keeping tasks.

Growing the team to enable rapid growth and scale is a key focus of 2017. The first half of 2017 focused on establishing team based roles and functionality and has allowed for a start of developing specialization and focused responsibility. An example is dividing the development teams into two main areas: customer focused and core product focused to allow development to continue uninterrupted on certain features. The onboarding and customization work needed for new clients will be reduced but will still require a dedicated team.

Following Katipult's client acquisitions of private money lenders in 2016, the Company was able to secure additional lending focused clients in the US, Canada, UK, and Singapore in 1H 2017.

Organic website inquiries remained the company's primary method for new client acquisitions, however the company plans to execute a carefully designed sales and marketing strategy to capitalize on industry demand for its product. An investment in sales resources and a significant push into marketing, both inbound and outbound, as well as PR is planned for the remainder of 2017/18.

OVERALL PERFORMANCE

During 1H 2017 management has focused primarily on investment in growth initiatives. These initiatives include improving quality assurance processes of software releases and new feature adoption, support teams to manage client platform setups and new platform launches, and software development resources to assist with further additions of the core platform as well as onboarding of new customers. Management expects that by strategically expanding its team capabilities the Company will be able to grow more quickly, and be able to capitalize on the increased media exposure and expected new customer inquiries that are expected to lead to sales during and following the listing planned for Q3 2017.

During the six months ended June 30, 2017, JOI recorded revenue of $552,391, a 46% growth over the prior fiscal period in 2016. This growth was gained organically using a combination of inbound marketing leading to direct sales as well as targeted sales to strategic partners. The team has been focused on growing their monthly recurring revenue to provide a consistent recurring revenue stream that can support further growth.

In the six months ended June 30, 2017, Subscription Revenue grew to $251,219, being 45% of total revenue (2016 – 43% of revenue). As new customers are on-boarded, the Company expects that this trend will continue. Each new client signs on to a one to three year contract, providing the Company with consistent monthly revenue. The rate of attrition has been below 3% per year and less than 6% over the past three years combined; of the clients that have left, approximately half have either lost investment capital or gone out of business.

SELECTED INTERIM FINANCIAL INFORMATION

The following table sets forth selected financial information for the periods indicated. The selected financial information set out below for the six months ended June 30, 2017 and 2016 has been derived from the Company's unaudited condensed interim financial statements and accompanying notes, in each case prepared in accordance with IFRS. The selected financial information set out below may not be indicative of the Company's future performance.

Six Months Ended June 30, 2017 Compared to Year Ended December 31, 2016

Balance Sheet		June 30, 2017		December 31, 2016
Assets				
Cash	$	128,778	$	188,360
Trade and other receivables		131,066		61,868
Taxes receivable		48,714		48,714
Marketable security		120,000		120,000
Total current assets		428,558		418,942
Non-current assets		3,580		3,580
Total Assets		432,138		422,522
Liabilities and Equity				
Accounts payable and accrued liabilities		104,371		57,196
Due to shareholders		27,879		27,741
Loan payable		49,800		-
Total current liabilities		182,050		84,937
Non-current liabilities		7,552		7,552
Total Liabilities		189,602		92,489
Shareholders' Equity		242,536		330,033
Total Liabilities and Equity	$	432,138	$	422,522

There have been no acquisitions, discontinued operations or dispositions. In 2016, management decided to hold some of its available cash on a 1 year term GIC (Marketable Security). This cash was accumulated in an effort to operate conservatively and is now available to be used towards strategic growth. Total available cash as of June 30, 2017 was $248,778 (December 31, 2016 - $308,360).

Six Months Ended June 30, 2017 Compared to Six Months Ended June 30, 2016

Summarized Financial Results Six months ended June 30,	2017	2016
	$	$
Revenue	552,391	379,096
Foreign exchange loss	(3,185)	(2,198)
Expenses	(646,204)	(312,444)
Government grant	9,501	-
Total expenses net of government grant	(636,703)	(312,444)
Income (loss) before tax	(87,497)	64,454

Substantially all of the Company's revenues for the first half of 2017 are derived from subscription fees and launch fees. Revenue for the six months ended June 30, 2017 increased by 46% over the same period in 2016. This growth was driven by customer growth.

The Company has incurred loss during the first half of 2017 as compared to the same period in the previous fiscal year. This was mainly due to higher operating expenses incurred towards its efforts on increasing the team.

Three Months Ended June 30, 2017 Compared to Three Months Ended June 30, 2016

Summarized Financial Results Three months ended June 30,	2017	2016
	$	$
Revenues	340,907	211,049
Foreign exchange loss	(2,336)	(1,662)
Expenses	(401,837)	(163,813)
Government grant	5,533	-
Total expenses net of government grant	(396,304)	(163,813)
Income (loss) before tax	(57,733)	45,574

Substantially all of the Company's revenues for the second quarter of 2017 are derived from subscription fees and launch fees. Revenue for Q2 2017 increased by 62% compared to Q2 2016. This growth was driven by customer growth.

The Company has incurred loss during the second quarter of 2017 over the same period in 2016. This was mainly due to higher operating expenses incurred towards its efforts on increasing the team.

Expenses

Expenses for the three and six months ended June 30, 2017 and 2016 include:

Expenses		Three months ended June 30, 2017		Three months ended June 30, 2016		Six months ended June 30, 2017		Six months ended June 30, 2016
Advertising	$	2,183	$	7,947	$	6,688	$	10,031
Bank charges and interest		4,692		3,335		9,978		7,304
Other operating expenses		43,906		37,876		82,759		79,967
Professional fees		24,900		-		37,966		-
Allowance for doubtful accounts		57,008		-		57,008		-
Government grant		(5,533)		-		(9,501)		-
Travel		7,975		5,969		15,530		5,969
Transfer agent and filing fees		165		-		165		-
Wages and benefits		261,008		108,686		436,110		209,173
Total Expenses	$	396,304	$	163,813	$	636,703	$	312,444

The Company's expenses are composed of advertising, bank charges and interest, other operating expenses, professional fees, allowance for doubtful accounts, government grant, travel, transfer agent and filing fees and wages and benefits.

Total expenses for the three and six months ended June 30, 2017 has increased by 232,491 (142%) and $324,259 (104%) respectively. The increase was mainly attributable to higher wages and benefits, professional fees and other operating expenses for the three and six months ended June 30, 2017 resulting from the Company's focus during the fiscal 2017 on establishing team based roles and developing specialization and focused responsibility. Moreover, allowance for doubtful accounts of $57,008 (2016 – $Nil) has been recognized during the current period which was associated to the higher sales on account during the current three and six month periods.

Management has increased spending in strategic categories with the goal of increased growth in sales and team capacity.

Travel has increased by $2,006 (34%) in Q2 2017 and by $9,561 (160%) for first half of 2017, as compared to the same periods in the fiscal year 2016. This is directly related to the travel required to meet potential clients around the world and attend industry conferences.

Wages and benefits has increased by $152,322 (140%) in Q2 2017 and by $226,937 (108%) for the first half of 2017. The increase in wages and benefits relates to the new team members hired in 2016 as well as the new hires added from the end of Q1 2016 through to the beginning of Q2 2017.

Other operating expenses has increased by $6,030 (16%) in Q2 2017and by $2,792 (3%) for the first half of 2017.

Additional Funds Available

IRAP: Government funds for research and development will be sourced. IRAP was applied for in mid-2017. Once the team's first IRAP claim has been accepted and the funds received, they plan to work on the next much larger claim in early 2018.

SR&ED: Katipult has been receiving SR&ED for its research and development expenditures for the past few years. The team plans to continue applying for SR&ED and expects the total amount granted to rise as R&D expenditures increase. Many of the novel and innovative technical developments being pursued by the team qualify for SR&ED government grants.

QUARTERLY FINANCIAL INFORMATION

One quarter's revenue and operating results may not necessarily be indicative of a subsequent quarter's revenue and operating results. For this reason, performance may not be comparable to a consecutive quarter and is best considered on the basis of the results for the whole year or by comparison of results in a quarter with results in the same quarter for the previous year.

The following table summarizes selected unaudited consolidated financial data for each of the last eight quarters, prepared in accordance with IFRS:

	Q2 2017	Q1 2017	Q4 2016	Q3 2016
	$	$	$	$
Revenues	340,907	211,484	228,535	189,881
Other Income	-	-	3,000	-
Expenses	(401,837)	(244,367)	(202,246)	(186,248)
Government grant / SR&ED Refund	5,533	3,968	64,143	-
Total Expenses net of Government Grant and SR&ED Refund	(396,304)	(240,399)	(138,103)	(186,248)
Foreign exchange gain (loss)	(2,336)	(849)	(2,533)	2,837
Net Income (Loss) before tax	(57,733)	(29,764)	90,899	6,470

	Q2 2016	Q1 2016	Q4 2015	Q3 2015
	$	$	$	$
Revenues	211,049	168,047	149,515	125,985
Recovery (expenses)	(163,813)	(148,631)	26,371	(148,988)
Government grant / SR&ED Refund	-	-	56,918	-
Total Recovery (expenses) net of SR&ED Refund	(163,813)	(148,631)	83,289	(148,988)
Foreign exchange gain (loss)	(1,662)	(536)	396	1,515
Net Income (loss) before tax	45,574	18,880	233,200	(21,488)

Revenue for Q2 2017 increased by 62% compared to Q2 2016. This growth was driven by customer growth. Revenue for Q4 2016 increased by 53% compared to Q4 2015. This growth was driven by customer growth.

Revenue is trending upwards quarter to quarter from $125,985 in Q3 2015 to over $200,000 on average in the final three quarters represented above. This reflects an average monthly revenue that has grown from $42,000 in the third quarter of 2015 to $76,000 by end of 2016 and $114,000 in the second quarter of 2017. This is a result of both new client onboarding as well as growing MRR (Monthly Recurring Revenue).

The fourth quarter of 2015 and 2016 each have adjustments affecting some of the sequential trends. The main entries affecting these fourth quarters involve management expenses submitted late in the year, increasing expenses. Q4 2015 shows a higher profit than the previous quarter resulting from the Q4 adjustments to reclassify portion of management fees to dividends payment.

On average expenses were 66% of revenue for the first four quarters (Q3 2015 - Q2 2016) while the following two quarters show expenses on average at 93% of revenue. This of course looks at expenses before SR&ED credits are received. The team has been executing on their plan to hire 20 new employees during the year 2017, doubling the team size, which includes some strategic management hires. The larger growth in expenses primarily reflects this growth in human resources and should be considered an investment as the Company sets the foundation needed to prepare for rapid growth.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Liquidity as measured by the Current Ratio, calculated by dividing current assets by current liabilities, is healthy at 2.4:1. Katipult has been growing its assets consistently over the past three years and has taken no debt as operations have been organically funded. Consequently, liabilities have been reduced; growth in Monthly Recurring Revenue (MRR) enables consistent monthly cash flows which helps the team to manage accounts payables and retain appealing vendor terms.

Solvency as measured by Debt to Equity and Debt Service Ratio shows a healthy trend. Katipult has a debt to equity ratio of 0.8:1, calculated by dividing total liabilities by total equity.
Capital Resources

The Company's operational activities during Q2 2017 were financed mainly by revenue and retained earnings. At June 30, 2017, it had working capital of $ 246,508, compared to $334,005 at December 31, 2016. The Company had available cash reserves comprised of cash and cash equivalents of $248,778 at June 30, 2017 compared to $308,360 at December 31, 2016.

Management believes that the Company's cash position and expected future cash inflows from sales of its core platform as a service as well as the expected cash proceeds from the mandatory exercise of warrants following Listing, will be sufficient to finance operational and capital needs for at least 12 months However, future cash requirements may vary materially from those now expected due to a number of factors, including the costs associated with sales, marketing and strategic opportunities. As a result, in the future it may be necessary to raise additional funds. These funds may come from sources such as entering into strategic collaboration arrangements, the issuance of shares from treasury, or alternative sources of financing. However, there can be no assurance that the Company will successfully raise funds to continue its growth in sales and further development of its core product and operational activities.

Sources and Uses of Cash

Cash provided by (used in):	Six months ended June 30, 2017	Six months ended June 30, 2016
Operating Activities	$ (109,382)	$ 12,154
Financing Activities	49,800	-
Increase (decrease) in cash	(59,582)	12,154
Cash - Beginning of period	188,360	217,773
Cash - End of period	$ 128,778	$ 229,927

Net Cash Used In Operating Activities

Cash flow from operating activities resulted in a use of cash of $109,382 in the six months ended June 30, 2017 compared to a source of cash of $12,154 in the same period in 2016. Total comprehensive loss for the six months ended June 30, 2017 is $87,497 compared to $64,454 comprehensive income in the same period in 2016.

Cash flow from operating activities resulted in a use of cash of $114,027 in the three months ended June 30, 2017 compared to a use of cash of $9,564 in the same period in 2016. Total comprehensive loss for the three months ended June 30, 2017 is $57,733 compared to $45,574 comprehensive income in the same period in 2016.

Net Cash Provided by Financing Activities

Financing activities for the six months ended June 30, 2017 resulted in a source of cash of $49,800 compared to $Nil in the same period in 2016. The cash from financing activities was attributable mainly from loan proceeds.

Net Cash Provided by Investing Activities

There were no investing activities during the three and six months ended June 30, 2017 and 2016.

MANAGEMENT OF CAPITAL

The Company's objectives in managing capital are to ensure sufficient liquidity to pursue its strategy of growth in order to provide returns to its shareholders. Katipult defines capital that it manages as the aggregate of its shareholders' equity, which is comprised of issued capital, contributed surplus and deficit. The Company manages its capital structure and makes adjustments to it in light of general economic conditions, the risk characteristics of the underlying assets and the Company's working capital requirements. In order to maintain or adjust its capital structure, the Company, upon approval from its Board of Directors, may issue shares, issue debt, pay dividends or undertake other activities as deemed appropriate under the specific circumstances. The Company is not subject to externally imposed capital requirements as at June 30, 2017.

CONTRACTUAL OBLIGATIONS

As of June 30, 2017, and as of the date of this MD&A, and in the normal course of business, the Company has no material obligations to make future payments, representing contracts and other commitments that are known and committed.

OUTSTANDING SHARE CAPITAL

The authorized share capital of the Company consists of 10,000 common shares and preferred non-voting shares.

As of the date of this MD&A, the Company has 6,666 common shares outstanding, no options and no share purchase warrants outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no material undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on our results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources.

RELATED PARTY TRANSACTIONS

All of the Company's related party transactions are in the normal course of business and are initially measured at fair value. The following is a summary of the Company's related party balances or transactions:

Key management includes the Company's directors and members of the executive management team. Compensation awarded to key management included:

	Three months ended June 30, 2017	Three months ended June 30, 2016	Six months ended June 30, 2017	Six months ended June 30, 2016
Salaries and short-term employee benefits	$ 53,635	$ 33,000	$ 86,684	$ 66,000

As at June 30, 2017, $3,000 included in accounts payable (December 31, 2016 - $3,000) was payable to an officer of the Company. Amounts due to shareholders and related parties are due on demand, bear no interest and have no fixed repayment terms.

CHANGES IN OR ADOPTION OF ACCOUNTING POLICIES

The unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 Interim Financial Reporting have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with IFRS have been omitted or condensed, and therefore these condensed interim financial statements should be read in conjunction with the December 31, 2016 audited annual financial statements and the notes.

The unaudited condensed interim financial statements are based on the IFRS effective as of January 1, 2017, and follow the same accounting policies and methods of computation as the most recent annual financial statements, except for the impact of the changes in accounting policy disclosed below:

Accounting Standards Issued but Not yet Effective

The following standards and interpretations have not been in effect as they will only be applied for the first time in future periods. They may result in consequential changes to the accounting policies and other note disclosures. The Company has not yet assessed the impacts of the standards or determined whether it will adopt the standards early.

IFRS 9, Financial Instruments

In July 2014, the IASB completed the final elements of IFRS 9. The standard supersedes earlier version of IFRS 9 and completes the IASB's project to replace IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9, as amended, includes a principle based approach for classification and measurement of financial assets, as single 'expected loss' impairment model and a substantially reformed approach to hedge accounting. The standard will come into effect for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. The Company is currently evaluating the impact of the standard on its financial statements.

IFRS 15, Revenue from Contract with Customers
The IASB issued the standard to replace IAS 18 which establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The standard is effective for the annual periods beginning on January 1, 2018, with the required retrospective application and earlier adoption permitted. The Company is currently evaluating the impact of the standard on its financial statements.

IFRS 16, Leases
IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead leases are 'capitalized' by recognizing the present value of the lease payments and showing them either as lease assets (right-of-use assets) or together with property, plant and equipment. If lease payments are made over time, a company also recognizes a financial liability representing its obligation to make future lease payments. IFRS 16 is effective for fiscal periods beginning on or after January 1, 2019. The Company is currently evaluating the impact of the standard on its financial statements.

SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The financial statements have been prepared on the historical cost basis except for financial instruments classified as fair value through profit or loss which are measured at fair value with changes in fair value recorded in the statement of comprehensive income (loss).

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the Company's obligations are discharged, cancelled or expire. Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired.

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

Held to maturity: Non-derivative financial assets with fixed or determinable payments and fixed maturities are classified as held- to-maturity when the Company has the positive intention and ability to hold them to maturity. After initial measurement, held-to-maturity investments are measured at amortized cost using the effective interest rate, less impairment. The Company has classified its marketable security as held-to-maturity.

Other financial liabilities: Other financial liabilities are initially recognized at the amount required to be paid less, when material, a discount to reduce the payables to fair value. Subsequently, other financial liabilities are measured at amortized cost using the effective interest method. Other financial liabilities are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities. The Company has classified accounts payable and accrued liabilities, due to shareholders and loan payable as other financial liabilities.

SR&ED tax credits: The Company claims federal investment tax credits as a result of incurring scientific research and experimental development ("SR&ED") expenditures. Federal investment tax credits are recognized when the related expenditures are incurred and there is reasonable assurance of their realization. Federal investment tax credits are accounted for as a reduction of research and development expense for items of a period expense nature. Management has made a number of estimates and assumptions in determining the expenditures eligible for the federal investment tax credit claim. It is possible that the allowed amount of the federal investment tax credit claim could be materially different from the recorded amount upon assessment by Canada Revenue Agency.

The Company claims provincial (Alberta) investment tax credits as a result of incurring SR&ED expenditures. Provincial investment tax credits are recognized when the related expenditures are incurred and there is reasonable assurance of their realization. Management has made a number of estimates and assumptions in determining the expenditures eligible for the provincial investment tax credit claim. The provincial investment tax credits are refundable and have been recorded as Alberta SR&ED tax credit receivable, and as a reduction in research and development expenses on the statement of comprehensive loss. It is possible that the allowed amount of the provincial investment tax credit claim could be materially different from the recorded amount upon assessment.

Property and equipment: Property and equipment are recorded at cost less accumulated depreciation and impairment or write-down, if applicable. Cost is determined as the expenditure directly attributable to the asset at acquisition, only when it is probable that future economic benefits will flow to the Company and the cost can be reliably measured. All repairs and maintenance costs are charged to the statement of comprehensive income during the financial period in which they are incurred. Depreciation over the estimated useful life of assets is provided on the following bases and annual rates:

Computer hardware five years straight-line: The Company allocates the amount initially recognized in respect of an item of property and equipment to its significant components and depreciates separately each such component, where applicable. The estimated useful lives of property and equipment are reviewed at the end of each reporting period and adjusted if required.

Gains or losses on disposals of property and equipment are determined by comparing the proceeds with the carrying amount of the asset and are included in the statement of comprehensive income (loss).

Impairment of Financial Assets

Financial assets: Financial assets carried at amortized cost are assessed for impairment at each reporting date. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset. For financial assets measured at amortized cost, the impairment loss is the difference between the carrying amount and the present value of the estimated future cash flows, discounted at the original effective interest rate. If impairment has occurred, the carrying amount of the asset is reduced, with the amount of the loss recognized in the statement of comprehensive income (loss). Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized.

Non-financial assets: The carrying amounts of the Company's property and equipment are assessed for impairment indicators on at least an annual basis to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's or group of assets' estimated fair value less costs of disposal and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable independent cash inflows (a cash generating unit or "CGU").

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but limited to the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in the statement of comprehensive income (loss). The Company has one CGU and has determined that no indicators of impairment exist at December 31, 2016 or June 30, 2017.

SCHEDULE G

Unaudited Pro Forma Financial Statements

[see attached]

Katipult Technology Corp.

Pro-Forma Financial Statements

June 30, 2017

(Expressed in Canadian Dollars)

(Unaudited)

Katipult Technology Corp.
Pro-Forma Statements of Financial Position
As at June 30, 2017
(Expressed in Canadian Dollars) (Unaudited)

	JOI Media Inc. As at June 30, 2017	Deha Capital Corp. As at June 30, 2017	Notes	Pro-Forma Adjustments	Pro-Forma June 30, 2017
Assets					
Current assets:					
Cash	$ 128,778	$ 469,480	2 (b)	$ 8,100	$ 606,358
Trade and other receivables	131,066	-	2 (c)	200	131,266
Prepaid deposit	-	50,000	2 (c)	(50,000)	-
Taxes receivable	48,714	-		-	48,714
Marketable security	120,000	-		-	120,000
Total Current Assets:	**428,558**	**519,480**		**(41,700)**	**906,338**
Property and equipment, net	3,580	-		-	3,580
Total Assets:	**$ 432,138**	**$ 519,480**		**$ (41,700)**	**$ 909,918**
Liabilities					
Current liabilities:					
Accounts payable and accrued liabilities	$ 104,371	$ 3,700		$ -	$ 108,071
Due to related parties	27,879	-		-	27,879
Loans payable – current	49,800	-	2 (c)	(49,800)	-
Subscriptions to be issued	-	39,600	2 (b)	(39,600)	-
Total Current Liabilities:	**182,050**	**43,300**		**(89,400)**	**135,950**
Deferred tax liability	7,552	-		-	7,552
Total Liabilities:	**189,602**	**43,300**		**(89,400)**	**143,502**
Equity					
Share capital	2	602,775	2 (a)	(602,775)	1,007,702
			2 (a)	960,000	-
			2 (b)	47,700	-
Deficit	242,534	(126,595)	2 (a)	126,595	(241,286)
			2 (a)	(483,820)	-
Total Equity:	**242,536**	**476,180**		**47,700**	**766,416**
Total Liabilities and Equity:	**$ 432,138**	**$ 519,480**		**$ (41,700)**	**$ 909,918**

The accompanying notes are an integral part of this pro-forma statements of financial position.

Katipult Technology Corp.
Pro-Forma Statements of Loss and Comprehensive Loss
For the Period Ended June 30, 2017
(Expressed in Canadian Dollars) (Unaudited)

	JOI Media Inc. Six Months Ended June 30, 2017	Deha Capital Corp. Period from December 12, 2016 (date of incorporation) to Six Months Ended June 30, 2017	Pro-Forma Adjustments	Pro-Forma June 30, 2017
Revenue				
Subscription fees	$ 552,391	$ -	-	$ 552,391
Expenses				
Advertising	$ 6,688	$ -		$ -
Bank charges and interest	9,978	157	-	10,135
Other operating expenses	82,759	-	-	82,759
Professional fees	37,966	126,438	-	164,404
Allowance for doubtful account	57,008	-	-	57,008
SR&ED refund	(9,501)	-	-	(9,501)
Travel	15,530	-	-	15,530
Transfer agent and filing fees	165	-	-	165
Wages and benefits	436,110	-	-	436,110
Listing expense	-	-	483,820	483,820
	636,703	**126,595**	**483,820**	**$ 2,351,900**
Loss from operations	**(84,312)**	**(126,595)**	**(483,820)**	**(694,727)**
Foreign exchange loss	(3,185)	-	-	(3,185)
Total comprehensive loss	**(87,497)**	**(126,595)**	**(483,820)**	**(697,912)**
Earnings (loss) per share - basic and diluted	**$ (13.13)**	**$ (0.01)**	**-**	**$ (0.06)**
Weighted average number of shares outstanding – basic and diluted	**6,666**	**11,136,000**	**-**	**11,142,666**

The accompanying notes are an integral part of this pro-forma statements of loss and comprehensive loss.

1. BASIS OF PRESENTATION

The unaudited pro-forma statement of financial position of Katipult Technology Corp. (previously named "Deha Capital Corp.") ("the Company") has been prepared by management in accordance with International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board.

The unaudited pro-forma financial statements have been prepared for inclusion in the Prospectus of the Company, which contains the details of the Share Exchange Agreement (the "**Agreement**") and associated financings pursuant to which the Company purchased all of the common shares of JOI Media Inc. ("**JOI**") and JOI became a wholly-owned subsidiary of the Company ("the **Acquisition**"). Following completion of the Acquisition ("**Closing**"), the Company continued the primary business of JOI. The Company changed its name to "Katipult Technology Corp." The purpose of the Agreement is to restructure the companies through a reverse acquisition. The new company will become a reporting issuer in the provinces of British Columbia, Alberta, Nova Scotia, Saskatchewan and Ontario following completion of the Acquisition.

Pursuant to the Acquisition, JOI's issued and outstanding common shares were exchanged for shares of the Company on the basis of 6360.636064 Company shares ("**Exchange Ratio**") per JOI share. As a result, JOI became a wholly owned subsidiary of the Company. The Company does not meet the definition of a business, therefore the transaction is outside of the scope of IFRS 3 *Business Combinations*. Instead, the Acquisition will be accounted for under IFRS 2 *Share-based* Payment. Under this basis of accounting, the consolidated entity is considered to be a continuation of the Company, with the net identifiable assets of JOI deemed to have been acquired by the Company.

Pursuant to the terms of the Share Exchange Agreement, and subject to completion of certain conditions precedent, including receipt of all necessary director, shareholder, regulatory and TSX Venture Exchange ("TSXV") approvals, the Company will apply to be listed on the TSXV.

The unaudited pro-forma statement of financial position of the resulting issuer should be read in conjunction with the December 31, 2016 audited financial statements of JOI.

The unaudited pro-forma financial statements of the Company has been compiled from:

(a) the condensed interim financial statements of JOI as at June 30, 2017 and for the six months then ended;
(b) the financial statements of Deha as at June 30, 2017 and for the period from December 12, 2016 (date of incorporation) to June 30, 2017; and
(c) the additional information set out in note 2.

The unaudited pro-forma statement of financial position has been prepared as if the Acquisition and transactions described in note 2 had occurred on June 30, 2017, and represents the related assets and liabilities included in the June 30, 2017 condensed interim financial statements of JOI.

The unaudited pro-forma statement of financial position of the Company has been compiled using the significant accounting policies as set out in JOI's audited financial statements for the year ended December 31, 2016, and those accounting policies expected to be adopted by the Company.

The unaudited pro-forma statement of financial position is not necessarily indicative of the financial position that would have been attained had the transactions actually taken place at the dates indicated and do not purport to be indicative of the effects that may be expected to occur in the future.

In the opinion of the Company's management, the unaudited pro-forma statement of financial position includes all adjustments necessary for the fair presentation of the transactions described in note 2.

(Expressed in Canadian Dollars)

1. PRO-FORMA ADJUSTMENTS AND ASSUMPTIONS

The unaudited pro-forma statement of financial position has been presented giving effect to the following assumptions and pro-forma adjustments:

(a) On May 25, 2017, the Company entered into the Share Exchange Agreement with JOI pursuant to which each of the JOI shareholders agreed to sell, assign and transfer to the Company all (and not less than all) of the JOI shares owned by such JOI Shareholder, and the Company agreed to purchase all (and not less than all) of the JOI shares from each of the JOI shareholders in exchange for the issuance of resulting issuer shares to the JOI shareholders, on the basis of the Exchange Ratio.

The purchase consideration below was estimated based on the fair value attributed to the common shares that JOI would have had to issue to shareholders of the Company to acquire the same percentage equity interest in the combined entity that results from the reverse acquisition. Upon completion of the proposed transaction, the fair value of all identifiable assets and liabilities acquired was determined. The carrying value of JOI's and the Company's assets and liabilities as at June 30, 2017 are assumed to approximate their fair values as at that date. The fair value of the shares issued is allocated to the carrying value of the net assets acquired. The difference between the purchase consideration and the fair value of net assets acquired is recorded as a cost of public listing. The preliminary purchase price allocation is summarized as follows:

Fair value of acquisition (19,200,000 shares at $0.05 per share)	$	960,000
Allocated as follows:		
Identified fair value of net assets:		
Cash	$	469,480
Prepaid deposits		50,000
Accounts payable		(43,300)
		476,180
Listing expense		483,820
	$	960,000

(b) The Company completed a Special Warrant Financing by issuing 477,000 special warrants for gross proceeds of $47,700. The special warrants will be deemed exercised on any public listing. The Special Warrants are exercisable to acquire the Company's common shares at $0.10 per share without payment of any additional consideration. As of June 30, 2017, the Company received $39,600 from investors. This was recorded as subscriptions to be issued on the Company's statement of financial position.

(c) In connection with the Agreement, the Company paid $50,000 refundable deposit to JOI.

(Expressed in Canadian Dollars)

2. PRO-FORMA SHARE CAPITAL

After giving effect to the pro-forma adjustments and assumptions in Note 2, the issued and fully paid share capital of the Company would be as follows:

		Capital Stock			
	Note	***Shares***	***Amount***	***Deficit***	***Total Equity***
			$	*$*	*$*
Common shares of JOI issued and outstanding as at June 30, 2017		6,666	2	-	***2***
Common shares of Deha issued and outstanding as at June 30, 2017		19,200,000	602,775	-	***602,775***
Effect of transaction					
Cancellation of JOI shares		(6,666)	-	-	***-***
Issuance of resulting issuer shares to JOI shareholders at exchange ratio 6360.636064	2(a)	42,400,000	-	-	***-***
Fair value of common shares deemed issued to acquire Deha		-	960,000	-	***960,000***
Eliminate FV of Deha share capital value		-	(602,775)	-	***(602,775)***
Concurrent Special Warrants Financing (exercisable at $0.10 per share)	2(b)	477,000	47,700	-	***47,700***
Net loss for the Period		-	-	(241,286)	***(241,286)***
Balance – June 30, 2017		***62,077,000***	***1,007,702***	***(241,286)***	***766,416***

3. EFFECTIVE TAX RATE

The pro-forma effective income tax rate applicable to the consolidated operations subsequent to the completion of the Acquisition is 26%.

SCHEDULE H

KATIPULT TECHNOLOGY CORP.
AUDIT COMMITTEE CHARTER

Mandate

The primary function of the Audit Committee is to assist the Company's board of directors (the "**Board of Directors**") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting, and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

(a) Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.

(b) Review and appraise the performance of the Company's external auditors.

(c) Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Audit Committee shall be comprised of at least three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

Meetings

The Audit Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

(a) Review and update this Charter annually.

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

External Auditors

(a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Company.

(b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, in accordance with any applicable regulatory requirements.

(c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

(e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

(g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

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

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

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

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

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

Financial Reporting Processes

(a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

(b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

(d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

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

(f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

(g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(i) Review certification process.

(j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

Effective Date

This Charter was implemented by the Board on August 18, 2017.

CERTIFICATE OF THE COMPANY

Dated: October 27, 2017

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 British Columbia, Alberta, Nova Scotia, Saskatchewan and Ontario.

"Brock Murray"	*"Anthony Jackson"*
Brock Murray President, Chief Executive Officer & Director	Anthony Jackson Chief Financial Officer & Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

"Marcus Shapiro"	*"Jeff Dawson"*
Marcus Shapiro Director	Jeff Dawson Director

CERTIFICATE OF THE PROMOTERS

Dated: October 27, 2017

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 British Columbia, Alberta, Nova Scotia, Saskatchewan and Ontario.

"Brock Murray"	*"Pheak Meas"*
Brock Murray	Pheak Meas

"Thomas Lynch"

Thomas Lynch