QUENTIN VENTURES LTD.

FILING STATEMENT

REVERSE TAKEOVER INVOLVING THE ACQUISITION BY QUENTIN VENTURES LTD. OF IDENTILLECT TECHNOLOGIES CORP.

Dated as of November 30, 2015

All information contained in this Filing Statement with respect to Identillect Technologies Corp. was supplied by Identillect Technologies Corp. for inclusion herein.

Neither the TSX Venture Exchange nor any securities regulatory authority has in any way passed upon the merits of the reverse take-over and change of business described in this Filing Statement.

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FORWARD LOOKING INFORMATION

This Filing Statement contains forward-looking information. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "does not expect", "is expected", "estimates", "intends", "anticipates", "does not anticipate", or "believes", or variations of such words and phrases or states that certain actions, events or results "may", "could", "would", "might" or "will" be taken to occur or be achieved.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Quentin, Privco or the Resulting Issuer to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Although Quentin has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

Known and unknown factors could cause actual results or events to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets; changes in interest rates; disruption to the credit markets and delays in obtaining financing; inflationary pressures; risks arising from holding derivative instruments (such as credit risk, market liquidity risk and mark-to-market risk); changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada, or other countries in which the Resulting Issuer may, upon completion of the Transaction, carry on business; business opportunities that may be presented to, or pursued by the Resulting Issuer upon completion of the Transaction; the Resulting Issuer's ability to successfully integrate acquisitions; operating or technical difficulties in connection with business activities; the possibility of cost overruns or unanticipated expenses; employee relations; the risks of obtaining and renewing necessary licenses and permits; diminishing quantities or grades of reserves; adverse changes in the Resulting Issuer's credit rating; and the occurrence of natural disasters, hostilities, acts of war or terrorism. The factors identified above are not intended to represent a complete list of the factors that could affect Quentin, Privco or the Resulting Issuer. Additional factors are noted under the heading "*Risk Factors*".

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this Filing Statement. These factors should be carefully considered and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this Filing Statement. All subsequent forward-looking information attributable to Quentin, Privco or the Resulting Issuer herein is expressly qualified in its entirety by the cautionary statements contained in or referred to herein. Quentin, Privco and the Resulting Issuer do not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this Filing Statement or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

GLOSSARY OF TERMS

The following is a glossary of certain definitions used in this Filing Statement. Terms and abbreviations used in the financial statements of Quentin, Privco and the Resulting Issuer in the appendices to this Filing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

"**Achievement Shares**"	means the 5,000,000 fully paid and non-assessable common shares of the Resulting Issuer issuable upon conversion of the Resulting Issuer Preferred Shares upon and subject to the Resulting Issuer achieving $10,000,000 in gross revenues for the year ended December 31, 2016;
"**Affiliate**"	a company is an "Affiliate" of another company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A company is "controlled" by a Person if (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company. A Person beneficially owns securities that are beneficially owned by (a) a company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person;
"**Agent**"	means Canaccord Genuity Corp.;
"**Amalco**"	means the BCBCA company formed pursuant to the Amalgamation, which will be a wholly-owned subsidiary of the Resulting Issuer;
"**Amalgamation**"	means the amalgamation of Subco and Privco under Section 269 of the BCBCA;
"**Amalgamation Agreement**"	means the amalgamation agreement dated effective January 19, 2015, as amended on August 25, 2015 and November 19, 2015, among Quentin, Subco and Privco, setting forth the terms pursuant to which Subco and Privco will complete the Amalgamation;
"**Associate**"	when used to indicate a relationship with a Person, means (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the issuer, (b) any partner of the Person, (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity, (d) in the case of a Person who is an individual, (i) that Person's spouse or child, or (ii) any relative of that Person or of his spouse who has the same residence as that Person; but (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D of the Exchange with respect to that Member firm, Member corporation or holding company;
"**BCBCA**"	means the *Business Corporations Act* (British Columbia);

"**Board of Directors**"	means the Board of Directors of Privco, Quentin, or the Resulting Issuer as applicable;
"**Closing**"	means the closing of the Amalgamation;
"**Closing Date**"	means the date on which the Closing occurs;
"**company**"	unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;
"**Compensation Warrants"**	means warrants issuable to the Agent pursuant to the Concurrent Private Placement and which shall convert into Resulting Issuer Warrants pursuant to the Amalgamation;
"**Computershare**"	means Computershare Investor Services Inc.;
"**Concurrent Private Placement**"	means the brokered private placement of up to 10,000,000 Subscription Receipts in Privco, through the Agent, on a commercially reasonable efforts basis, at a price of $0.25 per Subscription Receipt, for aggregate gross proceeds of up to $2,500,000, which proceeds will be held in escrow pending satisfaction of the Escrow Release Conditions;
"**Control Person**"	means any Person that holds or is one of a combination of Persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer;
"**Escrow Agent**"	means Cassels Brock & Blackwell LLP;
"**Escrow Release Conditions**"	means the escrow release conditions in connection with the Concurrent Private Placement, as follows: (a) other than the release of escrowed funds and filing of the requisite articles of amalgamation, all conditions precedent to complete the Transaction having been satisfied or waived in a manner satisfactory to the Agent; and (b) the delivery of a release certificate to the Escrow Agent confirming that the Escrow Release Conditions have been satisfied;
"**Exchange**"	means the TSX Venture Exchange;
"**Debenture**"	means $580,000 of principal amount of the Facility, restructured effective on Closing, as an unsecured 7% convertible debenture due 18 months from the Closing Date and convertible into Resulting Issuer Shares at $0.40 per Resulting Issuer Share;
"**Facility**"	means the credit facility received by Privco dated March 16, 2015, as amended on May 26, 2015 and July 23, 2015, with a director of Privco;

"**Filing Statement**"	means this filing statement, together with all appendices attached hereto and including the summary hereof;
"**Final Exchange Bulletin**"	means the bulletin which is issued by the Exchange following closing of the RTO and the submission of all Post-Approval Documents which evidences the final Exchange acceptance of the RTO;
"**Identillect**"	means Identillect Technologies, Inc., a privately held technology company incorporated under the laws of Nevada, which is a wholly-owned subsidiary of Privco;
"**IFRS**"	means the International Financial Reporting Standards;
"**Insider**"	if used in relation to an issuer, means: (a) a director or senior officer of the issuer; (b) a director or senior officer of a company that is an Insider or subsidiary of the issuer; (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or (d) the issuer itself if it holds any of its own securities;
"**Listing**"	means the listing of the Resulting Issuer Shares on the Exchange following Closing;
"**Member**"	means a Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements;
"**Members' Agreement**"	means the members' agreement among the Exchange and each Person who, from time to time, is accepted as and becomes a member of the Exchange;
"**MD&A**"	means management's discussion and analysis;
"**Named Executive Officer**" or "**NEO**"	has the meaning ascribed to it in Form 51-102F6 – *Statement of Executive Compensation* under National Instrument 51-102 entitled *"Continuous Disclosure Obligations"*;
"**New Privco Warrants**"	means the warrants of Privco to be issued on conversion of the Subscription Receipts;
"**Non-Arm's Length Party**"	means (a) in relation to a company: a Promoter, officer, director, other Insider or Control Person of that company (including an issuer) and any Associates or Affiliates of any such Persons; and (b) in relation to an individual, any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person;
"**Person**"	means a company or individual;
"**Post Approval Documents**"	means the documents prescribed as such by Policy 5.2 – *Changes of Business and Reverse Takeovers*;

"**Privco**"	means Identillect Technologies Corp., a corporation subsisting under the BCBCA, and when circumstances dictate, shall include Privco on a consolidated basis with its wholly owned subsidiary Identillect;
"**Privco Consolidated Financial Statements**"	means the consolidated audited financial statements of Privco for the years ended December 31, 2014 and 2013 and the consolidated interim financial statements as at and for the period ending June 30, 2014;
"**Privco Convertible Securities**"	means all convertible securities of Privco including without limitation the Privco Options, New Privco Warrants and Privco Private Placement Warrants;
"**Privco Options**"	means the currently outstanding incentive share purchase options of Privco, entitling the holders to acquire 1,212,500 Privco Shares at a price of US$0.20 per Privco Share, all of which will be exchanged for Resulting Issuer Options upon Closing which will entitle holders to acquire 1,212,500 Resulting Issuer Shares at a price of $0.25 per Resulting Issuer Share;
"**Privco Private Placement**"	means the private placement of 2,200,000 units of Privco completed in September, 2015, at a price of $0.25 per unit, each consisting of one Privco Share and one-half of one Privco Private Placement Warrant;
"**Privco Private Placement Warrants**"	means the share purchase warrants issued by Privco pursuant to the Privco Private Placement and Side Car Private Placement, each whole warrant being exercisable into one Privco Share at a price of $0.40 per share for 18 months;
"**Privco Shares**" or "**Privco Share**"	means the 26,157,139 common shares issued and outstanding in the capital of Privco;
"**Privco Shareholders**"	means the holders of the Privco common shares;
"**Promoter**"	has the meaning ascribed to it in the *Securities Act* (British Columbia);
"**Quentin**"	means Quentin Ventures Ltd., a corporation subsisting under the BCBCA;
"**Quentin Options**"	means collectively the outstanding incentive stock options to purchase an aggregate of 750,000 Quentin Shares , with an exercise price that will be amended to $0.25 per Quentin Share on closing of the Transaction, all of which are held by various directors, officers and consultants of Quentin;
"**Quentin Shareholders**"	means the holders of the Quentin common shares;
"**Quentin Shares**"	means the common shares in the capital of Quentin as constituted prior to completion of the Transaction;

"**Release Deadline**"	means 5:00 p.m. (Vancouver time) on December 31, 2015;
"**Resulting Issuer**"	means Quentin, after giving effect to the Transaction;
"**Resulting Issuer Escrow Agreement**"	means the agreement to be entered into among the Resulting Issuer, Computershare and certain shareholders of the Resulting Issuer pursuant to which the Resulting Issuer Escrow Shares owned by such shareholders will be held in escrow in accordance with the requirements of the Exchange;
"**Resulting Issuer Escrow Shares**"	means the Resulting Issuer Shares to be held in escrow pursuant to the Resulting Issuer Escrow Agreement released in accordance with the applicable provisions thereof;
"**Resulting Issuer Options**"	means the incentive stock options of the Resulting Issuer outstanding upon Closing of the Transaction;
"**Resulting Issuer Preferred Shares**"	means the 5,000,000 preferred shares in the capital of the Resulting Issuer issuable to shareholders of Privco on Closing of the Transaction;
"**Resulting Issuer Shares**"	means the common shares in the capital of the Resulting Issuer;
"**Resulting Issuer Warrants**"	means the share purchase warrants in the Resulting Issuer;
"**RTO**"	means a transaction of series of transactions, involving an acquisition by the issuer or of the issuer, and a securities issuance by the issuer that results in: (a) new shareholders holding more than 50% of the outstanding voting securities of the issuer; and (b) a Change of Control of the issuer. The Exchange may deem a transaction to have resulted in a Change of Control by aggregating the shares of a vendor group and/or incoming management group;
"**Side Car Private Placement**"	Means the private placement of 1,400,000 units of Privco completed in November, 2015, at a price of $0.25 per unit, each consisting of one Privco Share and one Privco Private Placement Warrant;
"**Stock Option Plan**"	means the Quentin incentive stock option plan, as approved by the Quentin Shareholders at its most recent annual general meeting, or the proposed stock option plan for the Resulting Issuer;
"**Subco**"	means 1021784 B.C. Ltd., which is a wholly-owned subsidiary of Quentin incorporated under the BCBCA;

"Subscription Receipts"	means the 10,000,000 subscription receipts in Privco, issued pursuant to the Concurrent Financing, with each Subscription Receipt automatically converting into one Privco Share and one New Privco Warrant on satisfaction of the Escrow Release Conditions on or before the Release Deadline; and
"**Transaction**"	means, collectively, the Amalgamation and the fulfilment of the Escrow Release Conditions.

All dollar amounts in this Filing Statement are expressed in Canadian dollars unless otherwise indicated.

SUMMARY OF FILING STATEMENT

The following is a summary of information relating to Quentin, Privco and the Resulting Issuer (assuming completion of the Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement. Certain capitalized words and terms used in this Summary are defined in the Glossary of Terms.

THE COMPANIES

Quentin proposes to acquire Privco, by way of a three-party amalgamation pursuant to which Privco will amalgamate with Subco. Following Amalgamation, Amalco will be a wholly-owned subsidiary of the Resulting Issuer.

Identillect, the wholly owned subsidiary of Privco, is in the business of developing, marketing and selling email encryption technology and owns the Delivery Trust encryption software patent and patent applications pending for its technology. Following completion of the Transaction, Identillect will be a wholly-owned subsidiary of Amalco. *See "Part II - Information Concerning Privco and Identillect – General Development of the Business".*

Quentin's proposed acquisition of Privco constitutes a reverse takeover under the policies of the Exchange. The Transaction is an Arm's Length Transaction. Upon completion of the Transaction, the Resulting Issuer will be engaged in the existing business of Identillect and will become a Tier 2 Technology Issuer under the policies of the Exchange. *See "Part III - Information Concerning the Resulting Issuer".*

PRIVCO PRIVATE PLACEMENT

In September 2015, Privco completed a private placement of 2,200,000 units of Privco, each consisting of one Privco Share and one-half of one Privco Private Placement Warrant, at $0.25 per unit, for gross proceeds of $550,000. The proceeds are being used for general working capital purposes.

PRIVCO SHARE SPLIT

Privco undertook a share split on November 10, 2015 that resulted in each Privco shareholder receiving 1.15 Privco Shares for each Privco Share held immediately before that time. Securities issued as part of the Concurrent Private Placement and Side Car Private Placement will not be affected by the share split.

SIDE CAR PRIVATE PLACEMENT

In November 2015, Privco completed a private placement of 1,400,000 units of Privco, each consisting of one Privco Share and one Privco Private Placement Warrant, at $0.25 per unit, for gross proceeds of $350,000. The proceeds are being used for general working capital purposes.

CONCURRENT PRIVATE PLACEMENT

In connection with the Amalgamation, Privco has entered into an engagement letter with the Agent. Under the Concurrent Private Placement, the Agent will act as agent, on a commercially reasonable efforts basis, to raise aggregate proceeds of up to $2,500,000 through the sale by Privco of up to 10,000,000 Subscription Receipts, at a price of $0.25 per Subscription Receipt. Upon notice of satisfaction of the Escrow Release Conditions, prior to the Release Deadline, escrowed proceeds from the Concurrent Private Placement will be released to the Resulting Issuer, and each Subscription Receipt will be automatically converted (without any further action on the part of the holder and for no additional consideration) into one Privco Share and one New Privco Warrant pursuant to the terms thereof. Those Privco Shares and New Privco Warrants will then convert to Resulting Issuer Shares and Resulting Issuer Warrants, respectively, in accordance with the terms of the Amalgamation.

Upon satisfaction of the Escrow Release Conditions, Privco will pay the Agent a cash commission equal to 7% of the aggregate proceeds of the Subscription Receipts sold, and will issue Agent's Compensation Warrants to the Agent to acquire that number of Privco Shares equal to 10% of the number of Subscription Receipts sold by the Agent in the Concurrent Private Placement, exercisable for $0.40 per share for 18 months after closing of the Concurrent Private Placement. The Compensation Warrants will convert into Resulting Issuer Warrants pursuant to the Amalgamation, which will be exercisable for $0.40 per share for 18 months following Closing. The Agent will also receive 300,000 Subscription Receipts that will convert in the same manner as the Subscription Receipts issued pursuant to the Concurrent Private Placement.

Upon release from escrow to the Resulting Issuer, the proceeds raised through the Concurrent Private Placement will be used to continue funding the Resulting Issuer's business plan, satisfy the Resulting Issuer's financial obligations and for general working capital purposes.

AMALGAMATION AGREEMENT

On January 19, 2015, Quentin, Subco and Privco entered into an Amalgamation Agreement, as amended on August 25, 2015 and November 19, 2015, pursuant to which, on Closing, the Resulting Issuer will acquire Privco, in exchange for the issuance of an aggregate of 26,157,139 Resulting Issuer Shares to the Privco Shareholders.

Subject to obtaining Exchange approval and the issuance of the Final Exchange Bulletin, the Amalgamation will be effected pursuant to Section 269 of the BCBCA. Pursuant to the Amalgamation Agreement, Subco and Privco will amalgamate and continue as Amalco. Amalco will be a wholly-owned subsidiary of the Resulting Issuer.

In connection with the Amalgamation Agreement, Quentin will:

i. issue to all of the shareholders of Privco, shares of the Resulting Issuer on the basis of one common shares in the Resulting Issuer for each common share that they hold in Privco, post share split;

ii. issue, on a pro-rata basis to the shareholders of Privco, an aggregate of 5,000,000 Resulting Issuer Preferred Shares, which will automatically convert into 5,000,000 Resulting Issuer Shares upon and subject to the Resulting Issuer achieving gross revenues for the year ended December 31, 2016 of at least $10,000,000; and

iii. exchange all of the issued and outstanding convertible securities of Privco for equivalent convertible securities in the Resulting Issuer on a one for one basis, with the exception of the Resulting Issuer Warrants exchanged for the Privco Private Placement Warrants issued in the Privco Private Placement which Quentin will exchange on a one for two basis, each exercisable on substantially the same terms.

Completion of the Amalgamation is subject to a number of conditions, including requisite shareholder and regulatory approvals of the Transaction, completion of the Concurrent Private Placement for gross proceeds of $2,500,000, and certain other conditions typical of a transaction of this nature.

NAME CHANGE

Quentin will change its name to "Identillect Technologies Corp." immediately prior to or upon completion of the Transaction.

INTERESTS OF INSIDERS

Insiders of Quentin will be treated in the same manner as all other Quentin Shareholders in connection with the Transaction.

ARM'S LENGTH PARTY TRANSACTION

The Transaction is an Arm's Length Party transaction under the policies of the Exchange.

AVAILABLE FUNDS AND PRINCIPAL PURPOSES

The Resulting Issuer is expected to have approximately $1,926,544 in working capital available on Closing. The Resulting Issuer is expected to use the funds available to it in furtherance of its stated business objectives which are summarized in the table appearing below.

	Estimated Amount
Sources of Funds(1):	
Estimated working capital deficiency as at November 20, 2015(2)	$(573,456)
Gross proceeds from the Concurrent Private Placement	$2,500,000
Total Sources	**$1,926,544**
Uses of Funds:	
Commission on the Concurrent Private Placement and Privco Private Placement	$175,000
Costs related to the Transaction	$200,000
Sales and marketing expenses for the first 12 months(3)	$169,071
Development and product enhancement expenses for the first 12 months(4)	$262,431
General and administrative expenses for the first 12 months(5)	$186,596
Customer and technical support expenses for the first 12 months(6)	$68,480
Operations management expenses for the first 12 months(7)	$380,358
Unallocated working capital to fund ongoing operations	$484,607

	Estimated Amount
Total Uses	**$1,926,544**

Notes:
(1) Excludes anticipated cash from monthly subscriber revenue.
(2) Based on the estimated working capital deficiency of Quentin at November 20, 2015 in the amount of $213,050 and the estimated working capital deficiency of Privco at November 20, 2015 of $360,406.
(3) Comprised of $21,234 for tradeshows, $31,851 for advertising and SEO, and $115,986 for sales and marketing wages.
(4) Comprised of $23,888 for cloud infrastructure and website services, $12,940 for hardware and software, and $225,603 for development and product enhancement wages.
(5) Comprised of $84,406 for rent, office supplies and insurance, $55,740 for legal and audit, $30,524 for transfer agent, regulatory and filing fees, and $15,926 for telecommunications and internet.
(6) Comprised of wages for customer and technical support staff.
(7) Comprised of $23,889 for travel, $13,537 for insurance, and $342,932 for operations wages.

Based on current projections, the Resulting Issuer's working capital available for funding ongoing operations is expected to meet its expenses for a minimum period of 12 months commencing immediately after the completion of the Transaction.

For additional information, see "*Part III - Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*".

Notwithstanding the proposed uses of available funds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult, at this time, to definitively project the total funds necessary to affect the planned activities of the Resulting Issuer. For these reasons, management of Quentin considers it to be in the best interests of the Resulting Issuer and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises. Further, the above uses of available funds should be considered estimates. See "*Forward-Looking Information*".

PROPOSED DIRECTORS AND OFFICERS OF THE RESULTING ISSUER

Upon Closing, the Resulting Issuer's Board of Directors will be reconstituted to consist of Todd Sexton, Jeff Durno, Grant Block, and Michael Iverson. Officers of the Resulting Issuer will consist of Todd Sexton as President and Chief Executive Officer, Einar Mykletun as Chief Technology Officer, and Robert Chisholm as Chief Financial Officer and Corporate Secretary.

SELECTED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

Upon completion of the Transaction, Quentin or the Resulting Issuer will have long term debt of $830,000 and approximately $1,926,544 in working capital. The issued share capital of the Resulting Issuer will be 44,142,151 Resulting Issuer Shares *(See "Part III - Information Concerning the Resulting Issuer – Pro Forma Capitalization" and the unaudited Pro Forma Financial Statements of the Resulting Issuer as at July 31, 2015 attached to this Filing Statement as Appendix C)*.

The following table contains certain pro forma financial information regarding the Resulting Issuer. This table should be read in conjunction with the pro forma consolidated financial statements of the Resulting Issuer included in this Filing Statement as Appendix C.

Pro Forma Consolidated Balance Sheet

	Pro Forma Balance Sheet as at July 31, 2015
Total assets	$3,207,887
Total long and short term liabilities	$1,903,348

The following information should be read in conjunction with the financial statements and reports thereon included in this Filing Statement, being:

- audited financial statements of Quentin for the years ended July 31, 2015 and 2014, are attached as Appendix A hereto; and
- audited financial statements of Privco for the years ended December 31, 2014 and 2013 and the interim financial statements for the interim period ending June 30, 2015, are attached as Appendix B hereto.

MARKET FOR SECURITIES AND MARKET PRICE

The Common Shares of Quentin are listed on the NEX board of the TSX Venture Exchange under the trading symbol "QTN.H" and were halted from trading on November 3, 2014 pending Closing of the Acquisition. The closing market price of the Quentin Shares on October 31, 2014, the last day on which there could have been a trade of Quentin Shares prior to the trading halt was $0.25. It is anticipated that the Resulting Issuer Shares will begin trading on the Exchange upon completion of the Transaction under the symbol "ID". There is no public market for the shares of Privco.

CONFLICTS OF INTEREST

Some of the individuals proposed for appointment or acting as directors or officers of the Resulting Issuer upon the completion of the Transaction are also directors, officers and/or Promoters of other reporting and non-reporting issuers. As of the date of this Filing Statement and to the knowledge of the directors and officers of Quentin and Privco, there are no existing conflicts of interest between the Resulting Issuer and any of the individuals proposed for appointment or acting as directors or officers following the completion of the Transaction. Conflicts of interest, if any, will be subject to, and will be resolved in accordance with, the procedures and remedies under the BCBCA.

INTEREST OF EXPERTS AND OTHERS

Audit reports of Quentin described or included in this Filing Statement were prepared by Sam S. Mah, Inc., Chartered Accountant. The audited Privco Consolidated Financial Statements described or included in this Filing Statement were audited by Charlton & Company, Chartered Accountants. Sam S. Mah, Inc., Chartered Accountant and Charlton & Company, Chartered Accountants do not beneficially own, directly or indirectly, any securities, nor do they have any interest in the property of Quentin or Privco or Identillect. Moreover, none of the foregoing Persons or any of their respective directors, officers or employees is, or expects to be, elected, appointed or employed as a director, officer or employee of the Resulting Issuer or its Associates or Affiliates.

RISK FACTORS

There are inherent risks in the business of Quentin and in the business of Identillect. The Acquisition must be considered speculative due to the nature of the business of Quentin and Identillect, and each company's relatively formative stage of development. Shareholders of Quentin must rely on the ability, expertise, judgment, discretion, integrity and good faith of the management of Quentin and the Resulting Issuer. There is no guarantee that the Resulting Issuer will be able to secure future financing to meet its future needs on reasonable terms. The business of the Resulting Issuer will be subject to risks and hazards related to Quentin and Privco, some of which are beyond its control.

Quentin Shareholders should consider that Quentin may not realize the anticipated benefits of the Transaction. Other risk factors include risks associated with completion of the Amalgamation and Exchange Approval; the Resulting Issuer's ongoing need for financing and potential for the issuance of debt; the fact that Privco has a limited operating history upon which its business can be evaluated; the fact that Privco has a history of net losses, may incur net losses in the future and may not achieve or maintain profitability; the Resulting Issuer's ability to attract new customers or to sell additional services to its existing customers; the Resulting Issuer's quarterly results of operations may fluctuate in the future; regulatory matters; the Resulting Issuer may be held accountable for its customers' handling of personal information; competition; the Resulting Issuer's ability to respond to rapidly changing technological developments or evolving industry standards; the Resulting Issuer's ability to manage its growth effectively; the Resulting Issuer's ability to expand its sales and marketing capabilities; the Resulting Issuer may be liable to its customers and may lose customers; the Resulting Issuer's reliance on technology and intellectual property; the potential for a third party to assert that the Resulting Issuer is infringing its intellectual property; potential conflicts of interest; the Resulting Issuer's reliance on others and key personnel; the potential for dilution and the Resulting Issuer's policy on dividends.

For a comprehensive discussion of the risk factors relating to the Resulting Issuer, see "*Risk Factors*".

CONDITIONAL APPROVAL OF EXCHANGE

Quentin has applied to the Exchange to obtain conditional approval for the Transaction. As of the date of this Filing Statement, the Exchange has not provided conditional approval of the Transaction, and such approval is necessary to consummate the Transaction. Acceptance of the Transaction by the Exchange will be subject to Quentin fulfilling all of the requirements of the Exchange. There is no assurance that Quentin will be able to meet all of such requirements. If Quentin is unable to meet all of such requirements, the Transaction will not be completed.

RISK FACTORS

There are a number of risk factors associated with Quentin, Privco and the Transaction. Upon completion of the Transaction, Privco's current business will be the business of the Resulting Issuer. Accordingly, risk factors relating to Privco's current business will be risk factors relating to the Resulting Issuer's business and references to Privco in these risk factors should, where the context requires, be read to include the risks to the Resulting Issuer. An investment in the securities of the Resulting Issuer involves significant risks. Investors should carefully consider the risks described below and the other information contained in this Filing Statement before making an investment in the Resulting Issuer. Additional risks and uncertainties not presently known to Quentin and Privco or that Quentin and Privco currently consider immaterial may also impair the business and operations of the Resulting Issuer and cause the trading price of the Quentin Shares to decline. If any of the following or other risks occur, the Resulting Issuer's business, prospects, financial condition, results of operations and cash flows could be materially adversely impacted. In that event, the trading price of the Quentin Shares could decline and you could lose all or part of your investment. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks.

COMPLETION OF THE TRANSACTION AND EXCHANGE APPROVAL

The completion of the Transaction is subject to several conditions precedent. There can be no assurances that the Transaction will be completed on the terms set out in the Amalgamation Agreement, as negotiated, or at all. In the event that any of the conditions precedent are not satisfied or waived, the Transaction may not be completed. In addition, there is no guarantee that Quentin will be able to satisfy the requirements of the Exchange such that it will issue the Final Exchange Bulletin.

ONGOING NEED FOR FINANCING

It is intended that the Resulting Issuer will continue to make investments to support business growth and may require additional funds to respond to business challenges, including the need to develop new services or enhance existing services, enhance operating infrastructure and acquire complementary businesses and technologies. Accordingly, the Resulting Issuer may need to engage in equity or debt financings to secure additional funds. If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Resulting Issuer Shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Resulting Issuer to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, additional financing may not be available on favourable terms, if at all. If the Resulting Issuer is unable to obtain adequate financing or financing on terms satisfactory to them, when they require it, their ability to continue to support business growth and to respond to business challenges could be significantly limited.

ISSUANCE OF DEBT

From time to time, the Resulting Issuer may enter into transactions to acquire the assets or shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Resulting Issuer's debt levels above industry standards. The level of the Resulting Issuer's indebtedness from time to time could impair its ability to obtain additional financing in the future, on a timely basis, to take advantage of business opportunities that may arise.

PRIVCO'S LIMITED OPERATING HISTORY UPON WHICH ITS BUSINESS CAN BE EVALUATED

Privco's business and prospects must be considered in light of the risk, expenses and difficulties frequently encountered by technology companies in the early stage of product development. Such risks include the unpredictable nature of Privco's business, its ability to anticipate and adapt to a dynamic market and the ability to identify, attract and retain qualified personnel. There can be no assurance that Privco will be successful in addressing these risks.

PRIVCO'S HISTORY OF NET LOSSES, MAY INCUR NET LOSSES IN THE FUTURE AND MAY NOT ACHIEVE OR MAINTAIN PROFITABILITY

Privco has incurred losses in recent periods, including a net loss and comprehensive loss of US$1,546,086 in the year ending December 31, 2014 and a net loss and comprehensive loss of US$386,408 in the period ending June 30, 2015, primarily as a result of Privco's salaries and professional fees, and amortization of developments costs. Therefore, there is no assurance that the Resulting Issuer will operate profitably or will generate positive cash flow in the future. In addition, the Resulting Issuer's operating results in the future may be subject to significant fluctuations due to many factors not within its control, such as the unpredictability of when customers will order products, the size of customers' orders, the demand for its products, and the level of competition and general economic conditions. The Resulting Issuer expects to incur operating losses and negative cash flow until its products gain market acceptance sufficient to generate a commercially viable and sustainable level of sales, and/or additional products are developed and commercially released and sales of such products made so that we are operating in a profitable manner.

INABILITY TO ATTRACT NEW CUSTOMERS OR SELL ADDITIONAL SERVICES OR PRODUCTS TO ITS EXISTING CUSTOMERS

To increase the Resulting Issuer's revenues, it must regularly add new customers, sell additional products and/or services to existing customers and encourage existing customers to increase their minimum commitment levels. If the Resulting Issuer's existing and prospective customers do not perceive the Resulting Issuer's products to be of sufficiently high value and quality, the Resulting Issuer may not be able to attract new customers or increase sales to existing customers and its operating results will be adversely affected.

FAILURE TO MEET OR EXCEED THE EXPECTATIONS OF SECURITIES ANALYSTS OR INVESTORS

The Resulting Issuer's quarterly results of operations may fluctuate as a result of a variety of factors, many of which are outside of its control. If the Resulting Issuer's quarterly results of operations fall below the expectations of securities analysts or investors, the price of the Resulting Issuer Shares could decline substantially. Fluctuations in quarterly results of operations may be due to a number of factors, including, but not limited to, those listed below:

- the Resulting Issuer's ability to increase sales to existing customers and attract new customers;
- the addition or loss of large customers;
- the amount and timing of operating costs and capital expenditures related to the maintenance and expansion of the Resulting Issuer's business, operations and infrastructure;
- the timing and success of new product introductions by the Resulting Issuer or its competitors;

- changes in the Resulting Issuer's pricing policies or those of competitors;
- limitations of the capacity of the Resulting Issuer's systems;
- the timing of costs related to the development or acquisition of products or businesses;
- general economic, industry and market conditions; and
- geopolitical events such as war, threat of war or terrorist actions.

The quarterly revenues and results of operations of the Resulting Issuer may vary significantly in the future and that period-to-period comparisons of the Resulting Issuer's operating results may not be meaningful.

LIMITED MARKET FOR SECURITIES

Upon completion of the Transaction, the Resulting Issuer Shares will be listed on the Exchange, however, there can be no assurance that an active and liquid market for the Resulting Issuer Shares will develop or be maintained.

REGULATORY MATTERS

The operations carried on by the Resulting Issuer will be subject to government legislation, policies and controls. The exercise of discretion by governmental authorities under existing regulations, the implementation of new regulations or the modification of existing regulations affecting the industry are beyond the control of the Resulting Issuer and could have a material adverse impact on the Resulting Issuer and its business.

PRIVACY ISSUES

On behalf of its customers, the Resulting Issuer will collect and use anonymous and personal information and information derived from the activities of consumers. This enables the Resulting Issuer to provide its customers with anonymous or personally identifiable information from and about such consumers. Government bodies and agencies have adopted or are considering adopting laws regarding the collection, use and disclosure of this information. The Resulting Issuer's compliance with privacy laws and regulations and its reputation among the public depend on its customers' adherence to privacy laws and regulations and their use of the Resulting Issuer's services in ways consistent with consumers' expectations. The Resulting Issuer will also rely on representations made to it by its customers that their own use of the Resulting Issuer's services and the information the Resulting Issuer provides to them via its services do not violate any applicable privacy laws, rules and regulations or their own privacy policies. If these representations are false or if the Resulting Issuer's customers do not otherwise comply with applicable privacy laws, the Resulting Issuer could face potential adverse publicity and possible legal or other regulatory action.

COMPETITION

The Resulting Issuer will compete in a rapidly evolving and highly competitive market, and failure to compete effectively may adversely affect its ability to generate revenues. Some of the Resulting Issuer's potential competitors have longer operating histories, greater name recognition, access to larger customer bases and substantially greater resources, including sales and marketing, financial and other resources. As a result, these competitors may be able to:

- absorb costs associated with providing their products at a lower price;
- devote more resources to new customer acquisitions;
- respond to evolving market needs more quickly than the Resulting Issuer; and
- finance more research and development activities to develop better products.

In addition, larger email encryption technology companies may enter the market, either by developing competing products, acquiring existing competitors or offering a broader product line which may provide a more comprehensive solution than the Resulting Issuer's current solutions, and compete against the Resulting Issuer effectively as a result of their significant resources. Moreover, many of these companies may have pre-existing relationships with the Resulting Issuer's current and potential customers. If the Resulting Issuer is not able to compete successfully against its current and future competitors, it will be difficult to acquire and retain customers, and the Resulting Issuer may experience limited revenue growth, reduced revenues and operating margins and loss of market share.

INCAPACITY TO COPE WITH RAPID TECHNOLOGICAL DEVELOPMENT

The Resulting Issuer's software business is characterized by rapidly changing technology and evolving industry standards. The Resulting Issuer believes that its success will depend on its ability to continuously develop products, to enhance current products and to introduce them promptly into the market. The Resulting Issuer can make no assurance that its technology or systems will not become obsolete due to the introduction of alternative technologies. If the Resulting Issuer is unable to continue to develop and introduce new products to meet technology changes and changes in market demands, its business and operating results, including its ability to generate revenues, could be adversely affected.

ABILITY TO MANAGE GROWTH EFFECTIVELY

Early stage technology companies face many risks. While management is unable to eliminate risks, the Resulting Issuer will intend on identifying and mitigating such risks as much as is reasonably possible. Many early stage technology companies are unsuccessful in achieving operational growth due to external factors that cannot be predicted, anticipated, or controlled by management, and even one such factor may result in the economic viability of a particular project being detrimentally impacted to the point where it is not feasible nor economical to proceed. The Resulting Issuer will frequently evaluate and monitor its activities and the risk factors which could impact those activities, and will make timely decisions in regard to risk management. Management will occasionally seek the assistance of experienced professionals when appropriate to address risks.

Any accelerated growth of the Resulting Issuer's revenue will place a strain on managerial and financial resources. Privco's recent expansion has resulted in substantial growth in the number of its employees, and the scope of its operating and financial systems, resulting in increased responsibility for both existing and new management personnel. As such, the Resulting Issuer's future growth will depend upon a number of factors, including the ability to:

- build and train staff to create an expanding presence in the evolving marketplace for the Resulting Issuer's solutions, and to keep staff informed regarding the technical features, issues and key selling points of the Resulting Issuer's solutions;

- attract and retain qualified technical personnel to continue to develop reliable and scalable solutions and services that respond to evolving customer needs and technological developments; and

- expand the Resulting Issuer's internal management and enhance financial controls significantly to maintain control over operations and provide support to other functional areas within the Resulting Issuer.

The Resulting Issuer's inability to achieve any of these objectives could harm its business, financial condition and operating results.

FAILURE TO EFFECTIVELY EXPAND SALES AND MARKETING CAPABILITIES

Increasing the Resulting Issuer's customer base and achieving broader market acceptance of its products will depend to a significant extent on its ability to expand its sales and marketing operations and attract new distribution channel partners. It is expected that the Resulting Issuer will be substantially dependent on its direct sales force and distribution channel partners to obtain new customers. There is significant competition for direct sales personnel and channel partners with the sales skills that the Resulting Issuer requires. The Resulting Issuer's ability to achieve significant growth in revenues in the future will depend, in large part, on its success in recruiting, training and retaining sufficient numbers of channel partners and of direct sales personnel. New hires require significant training and, in most cases, take a significant period of time before they achieve full productivity. The Resulting Issuer's hires may not become as productive as it would like, and the Resulting Issuer may be unable to hire or retain sufficient numbers of qualified individuals or partners in the future in the markets where it does business. The Resulting Issuer's business will be seriously harmed if these expansion efforts do not generate a corresponding significant increase in revenues.

RELIANCE ON INTELLECTUAL PROPERTY

The Resulting Issuer will require continuous technological improvements in order to remain competitive. There can be no assurance that the Resulting Issuer will be successful in its efforts in this regard. While Privco anticipates that its research and development experience will allow it to explore additional business opportunities, there is no guarantee that such business opportunities will be presented or realized. The commercial advantage of the Resulting Issuer may depend to an extent on its intellectual property and its ability to prevent others from copying its products. In the future, the Resulting Issuer may seek patents or other similar protections in respect of a particular technology or process; however, there can be no assurance that any future patent applications will actually result in issued patents, or that, even if patents are issued, they will be of sufficient scope or strength to provide meaningful protection or any commercial advantage to the Resulting Issuer. Moreover, the process of seeking patent protection can itself be long and expensive. In the meantime, competitors may develop products that are similar or superior to the products of the Resulting Issuer or design around the patents owned by the Resulting Issuer, thereby adversely affecting the Resulting Issuer's competitive advantage in one or more of its businesses. Despite the efforts of the Resulting Issuer, its intellectual property rights may be invalidated, circumvented, challenged, infringed or required to be licensed to others. It cannot be assured that any steps it may take to protect its intellectual property rights and other rights to such proprietary technologies that are central to the Resulting Issuer's operations will prevent misappropriation or infringement of such technologies.

INFRINGEMENT OF INTELLECTUAL PROPERTY

From time to time the Resulting Issuer may receive notices from third parties alleging that it has infringed upon their intellectual property rights. Responding to any such claim, regardless of its merit, may be time-consuming, result in costly litigation, divert management's attention and resources and cause the Resulting Issuer to incur significant expenses. Any meritorious claim of intellectual property infringement against the Resulting Issuer may potentially result in a temporary or permanent injunction, prohibiting it from marketing or selling certain products or requiring it to pay royalties to a third party. In the event of a meritorious claim, failure of the Resulting Issuer to develop or license substitute technology, its business and results of operations may be materially adversely affected.

POTENTIAL CONFLICTS OF INTEREST

Certain directors or officers of the Resulting Issuer are also directors, officers, shareholders and/or Promoters of other reporting and non-reporting issuers. Such associations may give rise to conflicts of interest from time to time. The directors and officers of the Resulting Issuer are required by law to act honestly and in good faith with a view to the best interests of the Resulting Issuer and to disclose any interest which they may have in any project or opportunity of the Resulting Issuer. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter. Conflicts of interest, if any, will be subject to, and will be resolved in accordance with, the procedures and remedies under the BCBCA.

RELIANCE ON OTHERS AND DEPENDENCE ON KEY PERSONNEL

The success of the Resulting Issuer will be strongly dependent upon the performance and technical expertise of its management and key employees, as well as the talents of its outside consultants and suppliers. There is little possibility that this dependence will decrease in the near term. As the Resulting Issuer's operations expand, additional general management resources will be required, as the Resulting Issuer will encounter risks that are inherent in doing business in several countries.

Moreover, the Resulting Issuer may not have any "key man" insurance policies, and therefore there is a risk that the death or departure of any one or more members of management or any key employee could have a material adverse effect on the Resulting Issuer. The Resulting Issuer also faces intense competition for qualified personnel and there can be no assurance that the Resulting Issuer will be able to attract and retain the employees, personnel and/or consultants necessary to successfully carry out its activities.

LITIGATION

All industries are subject to legal claims, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the resolution of any particular legal proceeding will not have a material effect on the Resulting Issuer's operations and financial position.

POSSIBLE DILUTION TO PRESENT AND PROSPECTIVE SHAREHOLDERS

Successful completion of the Transaction will result in the dilution of the Quentin Shares. In addition, the Resulting Issuer may be required to complete additional equity financings and issue securities on less than favourable terms in order to raise sufficient capital to fund its business plan in a timely manner. Any future transaction involving the issuance of equity securities or securities convertible into Resulting Issuer Shares or issuance of previously authorized but unissued common shares would result in dilution, possibly substantial, to present and prospective shareholders of the Resulting Issuer.

LACK OF DIVIDEND POLICY

The Resulting Issuer does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Resulting Issuer will remain subject to the discretion of the Resulting Issuer's Board of Directors and will depend on results of operations, cash requirements and future prospects of the Resulting Issuer and other factors.

CHANGES IN LAWS

Changes to any of the laws, rules, regulations or policies to which the Resulting Issuer is subject could have a significant impact on the Resulting Issuer's business. There can be no assurance that the Resulting Issuer will be able to comply with any future laws, rules, regulations and policies. Failure by the Resulting Issuer to comply with applicable laws, rules, regulations and policies may subject it to civil or regulatory proceedings, including fines or injunctions, which may have a material adverse effect on the Resulting Issuer's business, financial condition, liquidity and results of operations. In addition, compliance with any future laws, rules, regulations and policies could negatively impact the Resulting Issuer's profitability and have a material adverse effect on its business, financial condition, liquidity and results of operations.

PART I - INFORMATION CONCERNING QUENTIN

The following information is presented on a pre-Amalgamation basis and prior to giving effect to the Transaction. See "Part III - Information Concerning the Resulting Issuer" for pro forma business, financial and share capital information relating to the Resulting Issuer.

NAME AND INCORPORATION

The full name of Quentin is "Quentin Ventures Ltd."

The head office of Quentin is located at 1600 – 609 Granville Street, Vancouver, British Columbia, V7Y 1C3. The registered and records office of Quentin is located at 2200 - 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

On December 27, 1985, Quentin was incorporated under *Canada Corporations Business Act* with the name "T.E.N. Private Cable Systems Inc.". On July 27, 1999, T.E.N. Private Cable Systems Inc.'s name was changed to "Cinema Internet Networks Inc." On June 18, 2014, Cinema Internet Networks Inc., which was duly registered as an extra-provincial company under the laws of British Columbia, continued into British Columbia from the jurisdiction of Canada, under the BCBCA, under the name Quentin Ventures Ltd.

Quentin currently has no subsidiaries other than Subco which was incorporated on December 12, 2014 under the BCBCA solely for the purpose of this Transaction. The full name of Subco is "1021784 B.C. Ltd."

On Closing, it is anticipated that the Resulting Issuer will change its name to "Identillect Technologies Corp.".

GENERAL DEVELOPMENT OF BUSINESS

History

Quentin Shares are listed on the Exchange under the trading symbol "QTN.H". On July 8, 2010, Quentin was re-classified as a NEX Issuer by the Exchange, and trading of Quentin's shares remained suspended on the NEX Board of the Exchange until June 27, 2014. Trading in the Quentin Shares was halted on November 3, 2014, following the entering into of a letter of intent in respect of the Amalgamation. The closing price of the Quentin Shares on the last day the Quentin Shares traded before the halt (October 31, 2014) was $0.25. Trading in the Quentin Shares remains halted as of the date of this Filing Statement.

On June 27, 2014, Quentin consolidated its common shares on a basis of one post-consolidation common share for every twenty pre-consolidation common shares.

Amalgamation Agreement

On January 19, 2015, Quentin, Subco and Privco entered into an Amalgamation Agreement, as amended on August 25, 2015 and November 19, 2015, pursuant to which, on Closing, the Resulting Issuer will acquire Privco, in exchange for the issuance of an aggregate of 26,157,139 Resulting Issuer Shares to the Privco Shareholders.

Subject to obtaining Exchange approval and the issuance of the Final Exchange Bulletin, the Amalgamation will be effected pursuant to Section 269 of the BCBCA. Pursuant to the Amalgamation Agreement, Subco and Privco will amalgamate and continue as Amalco. Amalco will be a wholly-owned subsidiary of the Resulting Issuer.

In connection with the Amalgamation Agreement, Quentin will:

i. issue to all of the shareholders of Privco, shares of the Resulting Issuer on the basis of one common shares in the Resulting Issuer for each common share that they hold in Privco, post share split;

ii. issue, on a pro-rata basis to the shareholders of Privco, an aggregate of 5,000,000 Resulting Issuer Preferred Shares, which will automatically convert into 5,000,000 Resulting Issuer Shares upon and subject to the Resulting Issuer achieving gross revenues for the year ended December 31, 2016 of at least $10,000,000; and

iii. exchange all of the issued and outstanding convertible securities of Privco for equivalent convertible securities in the Resulting Issuer on a one for one basis, with the exception of the Resulting Issuer Warrants exchanged for the Privco Private Placement Warrants issued in the Privco Private Placement which Quentin will exchange on a one for two basis, each exercisable on substantially the same terms.

Completion of the Amalgamation is subject to a number of conditions, including requisite shareholder and regulatory approvals of the Transaction, completion of the Concurrent Private Placement for gross proceeds of $2,500,000, and certain other conditions typical of a transaction of this nature.

Existing Business

Quentin was engaged in the sales and installation of broadband, high speed Internet services to the hospitality industry and other commercial customers. As at the date of this Filing Statement, Quentin no longer has any sources of revenue and is currently in the process of searching for and evaluating new business opportunities.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Financial Information

A summary of selected financial information of Quentin for the years ended July 31, 2015 and 2014 is as follows and should be read in conjunction with Quentin's audited consolidated financial statements for the years ended July 31, 2015 and 2014 attached as Appendix A:

	Financial Year Ended July 31, 2015 (audited)	**Financial Year Ended July 31, 2014 (audited)**
Total revenues	$ -	$ 1,693
Total expenses	$140,014	$(418,601)
Net income/(loss) and comprehensive income/(loss) for	$(140,014)	$ 419,980

the year		
Basic and diluted loss per share	$(0.02)	$ 0.19
Total assets	$27,783	$ 24,322
Total current liabilities	$222,981	$ 1,024,953
Total long-term financial liabilities	$493,347	Nil
Cash dividends declared per share	Nil	Nil
Amounts deferred in connection with the Transaction	Nil	Nil

Notes:
(1) The information presented is derived from the respective interim and annual audited consolidated financial statements which have been prepared by management and are in accordance with IFRS and presented in Canadian dollars.
(2) The values differ from amounts previously presented as amounts were previously presented in US dollars.
(3) Per share information has been retroactively adjusted to reflect the June 27, 2014 consolidation on a 20:1 basis.

Management's Discussion and Analysis

Quentin's management's discussion and analysis ("MD&A") for the financial year ended July 31, 2015 provides a discussion and analysis of the financial condition and results of operations to enable a reader to assess material changes in the financial condition and results of operations for the relevant period. This MD&A should be read in conjunction with the audited consolidated financial statements and notes thereto of Quentin as at and for the financial year ended July 31, 2015 and 2014 which are included in Appendix A of this Filing Statement. Such financial statements have been prepared in accordance with IFRS and all amounts included in this MD&A are in Canadian dollars, unless otherwise specified.

Summary of Quarterly Results for the Year Ended July 31, 2015

	4th Quarter Ended July 31, 2015	**3rd Quarter Ended April 30, 2015**	**2nd Quarter Ended January 31, 2015**	**1st Quarter Ended October 31, 2014**
(a) Revenue	$ -	$ -	$ -	$ -
(b) Net loss and comprehensive loss for the period	$(34,549)	$(18,577)	$(21,663)	$(65,225)
(c) Net loss per share	$(0.01)	$(0.00)	$(0.00)	$(0.02)

	4th Quarter Ended July 31, 2014(2)	3rd Quarter Ended April 30, 2014(2)	2nd Quarter Ended January 31, 2014(2)	1st Quarter Ended October 31, 2013(2)
(a) Revenue	$ -	$ -	$1,173	$520
(b) Net income/(loss) and comprehensive income/(loss) for the period	$523,851	$(26,640)	$(45,990)	$(31,241)
(c) Net income/(loss) per share	$0.24	$(0.01)	$(0.02)	$(0.01)

Notes:

(1) The information presented is derived from the respective interim financial statements which have been prepared by management using accounting policies consistent with IFRS and in accordance with IAS 34-Interim Financial Reporting.

(2) Per share – information has been restated to reflect the June 27, 2014 consolidation on a 20:1 basis.

The erosion of Quentin's existing customer base together with Quentin's inability to generate new customers led to a steady decline in revenue leading up to the 3rd quarter ended April 30, 2014 when Quentin's few remaining customer contracts were terminated.

As a result of Quentin's financial restructuring efforts, Quentin recognized a $545,411 gain on settlement of debt in the fourth quarter of fiscal 2014; $471,739 thereof was associated with related parties. Additionally, in the first quarter ended October 31, 2014, Quentin recognized $39,600 in stock based compensation to recently appointed officers/directors of Quentin.

Quentin has effectively reduced its operating costs to minimal operating levels and as a result the net loss and comprehensive loss quarter over quarter now remains relatively stable.

Results of Operations

For The Three Months Ended July 31, 2015

Expenses:

Gain on the forgiveness of debt for the three months ended July 31, 2015 was $nil compared to $545,411 for the previous year. The previous year's results are reflective of management's effort to settle its outstanding debt obligations and financially restructure Quentin.

General and administrative costs for the three months ended July 31, 2015 were $nil as compared to $(1,098) for the same period in the previous year.

Filing and transfer agent fees for the three months ended July 31, 2015 were $2,134 as compared to $11,612 for the same period in the previous year. These amounts reflect the cost of maintaining a public company.

Foreign exchange gain for the three months ended July 31, 2015 was $nil compared to a loss of $7,972 for the same period in the previous year. The results are reflective of foreign currency fluctuation associated with Quentin's previously outstanding US denominated debt obligations.

Interest expense for the three months ended July 31, 2015 was $738 compared to $6,018 for the same period in the previous year. These amounts reflect the interest on Quentin's notes payable. The current period results reflect the interest expense decrease due to the October 20, 2014 debt settlement.

Professional fees for the three months ended July 31, 2015 were $31,677 as compared to $13,000 for the same period in the previous year.

Net income for the three months ended July 31, 2015
As a result of the above activities, the net loss and comprehensive loss for the three months ended July 31, 2015 was $34,549 as compared to net income of $523,851 for the same period in the previous year.

For The Year Ended July 31, 2015

Revenue:

Quentin recognized revenue of $nil during the year ended July 31, 2015 compared to $1,693 for the previous year. This decrease is the result of fact that Quentin no longer has any active customers.

Direct costs:
Quentin incurred direct costs of $nil during the year ended July 31, 2015 compared to $314 for the previous year. This decrease is consistent with Quentin's sales status for each of these periods.

Expenses:

Gain on the forgiveness of debt for the year end July 31, 2015 was $nil compared to $545,411 for the previous year. The previous year's results are reflective of management's efforts to settle its outstanding debt obligations and financially restructure Quentin.

General and administrative costs for the year ended July 31, 2015 were $nil compared to $27 for the previous year.

Filing and transfer agent fees for the year ended July 31, 2015 were $9,669 compared to $18,432 for the previous year. These amounts reflect the cost of maintaining a public company.

Foreign exchange loss for the year ended July 31, 2015 was $nil compared to $16,037 for the previous year. The results are reflective of the foreign currency fluctuations associated with Quentin's previously outstanding US denominated debt amounts.

Interest expense for the year ended July 31, 2015 was $7,445 compared to $21,314 for the previous year. These amounts reflect the interest on Quentin's notes payable. The decrease in interest expense is a result of the fact that Quentin settled a significant portion of its debt for shares on October 20, 2014.

Professional fees for the year ended July 31, 2015 were $83,300 as compared to $71,000 for the previous year.

Share-based compensation expense for the year ended July 31, 2015 was $39,600 as compared to $nil for the previous year. Quentin granted 750,000 incentive stock options to officers/directors of Quentin during the current period.

Net income for the year
As a result of the above activities, the net loss and comprehensive loss for the year ended July 31, 2015 was $140,014 as compared to a net income of $419,980 for the previous year.

Liquidity and Capital Management

Quentin considers the aggregate of its share capital and deficit as capital. Quentin's objective, when managing capital, is to ensure sufficient resources are available to meet day to day operating requirements and to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. Quentin does not establish quantitative return on capital criteria for management, but rather relies on the expertise of Quentin's management to sustain the future development of the business.

At July 31, 2015, Quentin has not yet achieved profitable operations, has no sources of revenue, and insufficient funds from which to meet its on-going operating requirements for the next year. The main source of cash flow has historically been generated from its financing activities. The future success of Quentin is dependent on the identification and successful negotiation/acquisition of a sustainable/viable business operation together with the ability to finance the necessary funding, at agreeable terms, to support a business acquisition. As at July 31, 2015, Quentin remains dependent on the financial support of its shareholders and debt holders.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of Quentin, is reasonable. Quentin is not subject to any externally imposed capital requirements or debt covenants. There was no change to Quentin's approach to capital management during the year ended July 31, 2015.

Quentin experienced a net loss and comprehensive loss of $140,014 for the year ended July 31, 2015 (a net income of $419,980 for the fiscal 2014). Quentin has a history of losses and accumulated losses of $9,667,331 since its inception. Quentin no longer has any sources of income and Quentin anticipates further future losses until such time as Quentin has identified and completed the acquisition or participation in a new profitable business opportunity. In the meantime, Quentin has taken internal initiatives to reduce its operating costs to minimal maintenance levels.

During the year ended July 31, 2015, Quentin's operating activities consumed cash of $335 (2014- $146,233). Quentin does not have any cash on hand therefore these operating activities were financed by way of proceeds from additional notes payable. Quentin does not have any cash on hand as at July 31, 2015.

During the year ended July 31, 2015, Quentin settled $295,893 in notes payable and $116,607 in accounts payable and accrued liabilities in exchange for the issuance of 5,500,000 common shares to certain creditors, and the terms of Quentin's outstanding notes payable were amended such that they are not due and payable until December 31, 2016. Also during the period, in consideration of interest accruing at the rate of 12% per annum going forward, the terms of certain accounts payable were amended such that it is not due until December 31, 2016. As at July 31, 2015, Quentin had a working capital deficiency of $195,198 (July 31, 2014 - $1,000,631), and does not have sufficient resources from which to internally finance its ongoing operating costs or the repayment of its debt obligations. Quentin remains subject to significant liquidity risk.

Quentin will require additional financing in order to fund its ongoing corporate and operating costs, as well as to ultimately settle its outstanding debt obligations. Until such time as Quentin's operations are profitable and can internally generate sufficient funds to finance its operating costs, Quentin will remain dependent upon the financial support of its shareholders and debt holders. If Quentin is unable to finance itself through these means, it is possible that Quentin will be unable to continue as a going concern.

Quentin's financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that Quentin will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should Quentin be unable to continue as a going concern.

Financial instruments and other instruments

a. Fair value of financial instruments

As at July 31, 2015 and July 31, 2014 Quentin's financial instruments consist of amounts receivable, accounts payable and accrued liabilities, notes payable and long term debt. Fair values were obtained by Level 1 hierarchy inputs. Amounts receivable are classified as loans and receivables and measured at amortized cost. Accounts payable and accrued liabilities, notes payable and long term debt are classified as other liabilities and are measured at amortized cost using the effective interest method. The fair values of these financial instruments approximate their carrying values because of their short term nature and/or the existence of market related interest rates on the instruments.

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.

b. Financial instrument risks

Quentin's risk exposures and the impact on Quentin's financial instruments are summarized below:

i. Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

As at July 31, 2015, Quentin's amounts receivable consist mainly of GST receivable due from the government of Canada. Quentin's management has assessed the level of credit risk related to its receivables to be low.

ii. Interest rate risk

Interest rate risk is the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

As of July 31, 2015, Quentin's only interest exposure relates to its long term debt which accrues interest at a fixed rate of 12% per annum, therefore Quentin is not currently exposed to risks associated with interest rate fluctuations.

iii. Liquidity risk

Liquidity risk is the risk that Quentin cannot meet a demand for cash or fund its obligations as they come due.

At July 31, 2015, Quentin has not yet achieved profitable operations, a history of losses, and expects to incur further losses in the development of its business. As at July 31, 2015, Quentin has insufficient funds and no sources of revenue from which to repay its debt obligations or to fund on-going operating costs. On July 31, 2015 Quentin had a cash balance of $nil to settle liabilities of $716,328. Quentin will require additional financing to fund its on-going operating costs and the repayment of its debt obligations. This additional financing may be obtained by means of issuing share capital, or incurring additional debt financing. There can be no certainty of Quentin's ability to raise additional financing through these means. As at July 31, 2015, Quentin remains dependent on the continued financial support of its debt holders and shareholders and is subject to significant liquidity risk.

Critical Accounting Estimates and Judgements

The preparation of the financial statements in conformity with IFRS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. 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.

a. Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year. There were no significant accounting estimates made during fiscal 2015.

During fiscal 2013, Quentin recognized impairment on the carrying value of its equipment to a nominal value. The determination of level of impairment on the carrying value of Quentin's equipment involves certain assumptions with respect to the anticipated economic environment in which Quentin operates and estimates with respect to future cash generation from these assets. Actual cash flows will most likely vary from Quentin's estimates which may impact the management's assessment of the level of impairment.

b. Critical accounting judgments

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

i. Going concern
The preparation of these financial statements requires management to make judgments regarding the going concern of Quentin. The determination of Quentin's ability to continue as a going concern is based on certain judgments on the continued financial support of Quentin's debtors and shareholders.

Newly Adopted Accounting Policies

A number of new IFRS standards, amendments to standards and interpretations are not yet effective for the year ended July 31, 2015, and have not been applied in preparing these financial statements. None of these is expected to have an effect on Quentin's financial statements. Quentin has not early adopted these revised standards.

Effective for annual periods beginning on or after January 1, 2018

i. IFRS 15 Revenue from Contracts with Customers
IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, Construction Contracts, IAS 18, Revenue, IFRIC 13, Customer Loyalty Programs, IFRIC 15, Agreements for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers, and SIC-31, Revenue – Barter Transactions involving Advertising Services.

ii. IFRS 9 Financial Instruments: Classification and Measurement
IFRS 9 is a new standard on financial instruments that will replace IAS 39 Financial Instruments: Recognition and Measurement.

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instruments is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

Effective for annual periods beginning on or after January 1, 2015

i. IFRS 7 Financial Instruments: Disclosure
Amended to require additional disclosures on transition from IAS 39 to IFRS 9

Recent Accounting Pronouncements

A number of new IFRS standards, amendments to standards and interpretations are not yet effective for the year ended July 31, 2015, and have not been applied in preparing these financial statements. None of these is expected to have an effect on Quentin's financial statements. Quentin has not early adopted these revised standards.

Proposed for annual periods beginning on or after January 1, 2018

i. Amended standard IFRS 7 Financial Instrument: Disclosures
Amended to require additional disclosures on transition from IAS 39 and IFRS 9

ii. New standard IFRS 9 Financial Instruments
Partial replacement of IAS 39 Financial Instruments: Recognition and Measurement

DESCRIPTION OF SECURITIES

Common Shares

The authorized capital of Quentin consists of an unlimited number of common shares and an unlimited number of preferred shares without par value. As of the date of the Filing Statement, there are 7,685,012 common shares issued and outstanding, each share carrying the right to one vote. Quentin is authorized to issue an unlimited number of common shares. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the common shares. The holders of common shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per share at meetings of the shareholders of Quentin and, upon liquidation, to share equally in such assets of Quentin as are distributable to the holders of common shares.

Preferred Shares

Quentin is authorized to issue an unlimited number of preferred shares. As of the date of this Filing Statement, there are no preferred shares issued.

STOCK OPTIONS

As of the date of this Filing Statement, there are Quentin Options outstanding as follows:

No. of Options	Exercise Price	Expiry Date
750,000	$0.065	October 20, 2019

Stock Option Plan

Quentin has implemented a 10% “rolling” stock option plan which is re-approved on a yearly basis by shareholders. The Stock Option Plan reserves, for issue pursuant to stock options, a maximum of common shares equal to 10% of the outstanding common shares of Quentin from time to time, with no mandatory vesting provisions. It provides that the Board of Directors of Quentin may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, consultants and employees of Quentin, non-assignable and non-transferable options to purchase common shares.

The options are exercisable up to 10 years from the date of grant, so long as the optionee maintains the optionee’s position with Quentin. The number of common shares reserved from issue to any one person in any 12 month period under the Stock Option Plan may not exceed 5% of the outstanding common shares at the time of the grant without Disinterested Shareholder Approval (as defined in Policy 4.4 of the Exchange). The number of common shares reserved for issue to any Consultant and any Employee conducting Investor Relations Activities (as defined by the Exchange) in any 12 month period under the Stock Option Plan may not exceed 2% of the outstanding common shares at the time of grant.

The Stock Option Plan also contains provisions for adjustment in the number of common shares or other property issuable on exercise of stock options in the event of a share consolidation, split, reclassification or other relevant change in the common shares, or an amalgamation, merger or other relevant change in the Quentin’s corporate structure, or any other relevant change in Quentin’s capitalization.

As of the date of the Filing Statement, there are 750,000 options granted under the Stock Option Plan to the current directors and officers of Quentin. These options are exercisable at $0.065 each until October 20, 2019. *See “Information Concerning Resulting Issuer – Options to Purchase Securities”.*

The Amalgamation Agreement, as amended August 25, 2015 and November 19, 2015, stipulates that upon completion of the Transaction, all Quentin Options will become exercisable at $0.25 for 90 days from Closing.

PRIOR SALES

During the 12 month period prior to the date of this Filing Statement, Quentin has issued the following securities:

Date	Number and Type of Securities	Issue Price	Aggregate Issue Price	Consideration Received
October 20, 2014	5,500,000 common shares(1)	$0.075 per Share	$412,500	Debt Settlement

Note:
(1) The 5,500,000 common shares were issued pursuant to a Debt Settlement Agreement with Creditors.

STOCK EXCHANGE PRICE

Quentin's Shares have been listed and posted for trading on the Exchange since July 27, 1999. The following table sets out trading information for the Quentin Shares for the periods indicated.

Trading Periods	High	Low	Trading Volume
August 2015(1)	n/a	n/a	n/a
July 2015(1)	n/a	n/a	n/a
June 2015(1)	n/a	n/a	n/a
May 2015(1)	n/a	n/a	n/a
February – April 2015(1)	n/a	n/a	n/a
November 2014 – January 2015(1)	n/a	n/a	n/a
August – October 2014(1)	$0.25	$0.055	461,143
May – July 2014(2)	$0.055	$0.04	118,450
February – April 2014(2)	n/a	n/a	n/a
November 2013 – January 2014(2)	n/a	n/a	n/a
August – October 2013(2)	n/a	n/a	n/a

Notes:
(1) Trading of Quentin Shares were halted on November 3, 2014 upon the announcement of the Transaction.
(2) Trading of Quentin Shares were suspended from trading from July 8, 2010 to June 26, 2014.

EXECUTIVE COMPENSATION

In accordance with the provisions of applicable securities legislation, Quentin had two "Named Executive Officers" during the financial year ended July 31, 2015, namely William Massey, President and CEO of Quentin, and Moez Manji, Vice President, Corporate Secretary and CFO of Quentin. Mr. Massey was replaced by Doug McFaul as President and CEO of Quentin on October 3, 2014. For the purpose of this Filing Statement, "named executive officer" of Quentin means an individual who, at any time during the year, was:

(a) a CEO;

(b) a CFO;

(c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the financial year ended July 31, 2015 whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102, for that financial year; 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 or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

Compensation Discussion and Analysis

The Board of Directors of Quentin does not have a compensation committee as the Board of Directors is responsible for determining all forms of compensation, including long-term incentive compensation in the form of stock options, to be granted to the chief executive officer and the directors, and for reviewing the chief executive officer's recommendations respecting compensation of the other officers of Quentin. In its review and determination of executive compensation, the Board of Directors strives to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board of Directors considers: i) recruiting and retaining executives critical to the success of Quentin and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and Quentin Shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general.

Quentin does not have written employment agreements with its Named Executive Officers (as defined above).

Option-Based Awards

The Option Plan is used to attract, retain and incentivize qualified and experienced personnel. The Option Plan is an important part of Quentin's long-term incentive strategy for its NEOs, as well as for its other directors, officers, other management, employees and consultants (collectively, "eligible persons"), permitting them to participate in any appreciation of the market value of Quentin's Shares over a stated period of time. The Option Plan is designed to foster a proprietary interest in stock ownership, and to reinforce a commitment to Quentin's long-term growth, performance and success as well as increases in shareholder value. The Board of Directors reviews the grant of stock options to NEOs from time to time, based on various factors such as the NEO's level of responsibility and role and importance in Quentin achieving its corporate goals, objectives and prospects. Previous grants of options are taken into account when consider new grants of stock options to NEOs.

Use of Financial Instruments

Quentin does not have a policy that would prohibit a named executive officer or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the named executive officer or director. However, management is not aware of any named executive officer or director purchasing such an instrument.

William Massey, Moez Manji, and Doug McFaul are the NEOs of Quentin for the purposes of the following disclosure. William Massey, Moez Manji and Doug McFaul are not employees of Quentin. They provide or have provided their services as officers of Quentin in their respective consulting capacity. The compensation for the NEOs, received directly or indirectly, for the financial years ended July 31, 2015, 2014 and 2013 are as follows:

NEO SUMMARY OF COMPENSATION TABLE

Name and principal position	Period ended	Salary ($)	Share-based awards ($)	Option -based awards ($)[4]	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total Compensation ($)
					Annual Incentive Plans	Long-term incentive plans			
William Massey[1] CEO	2015[3]	Nil	Nil	Nil	n/a	n/a	n/a	Nil	Nil
	2014[3]	Nil	Nil	Nil	n/a	n/a	n/a	Nil	Nil
	2013[3]	55,000[2]	Nil	Nil	n/a	n/a	n/a	Nil	55,000[2]
Moez Manji CFO	2015[3]	Nil	Nil	Nil	n/a	n/a	n/a	Nil	Nil
	2014[3]	Nil	Nil	Nil	n/a	n/a	n/a	Nil	Nil
	2013[3]	55,000[2]	Nil	Nil	n/a	n/a	n/a	Nil	55,000[2]
Doug McFaul, CEO and President[1]	2015[3]	Nil	Nil	19,800	Nil	Nil	Nil	Nil	19,800
	2014[3]	Nil	Nil	Nil	n/a	n/a	n/a	Nil	Nil
	2013[3]	Nil	Nil	Nil	n/a	n/a	n/a	Nil	Nil

Notes:

(1) William Massey resigned on October 3, 2014 and Doug McFaul was appointed as CEO and President on the same date.

(2) These amounts were accrued as management fees. Mr. Massey's fee was accrued in US Dollars and Mr. Manji's fee was accrued in CDN dollars.

(3) Represents fiscal year ended.

(4) Deemed fair value of options granted during the period, based on the Black-Sholes Merton model.

Incentive Plan Awards

a. Common Share Purchase Plan

Quentin has in effect the Option Plan in order to provide effective incentives to directors, officers, senior management personnel and employees of Quentin and to enable Quentin to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for Quentin's Shareholders. Quentin has no equity incentive plans other than the Option Plan.

b. Outstanding Share-Based Awards and Option-Based Awards

During the year ended July 31, 2015, 375,000 options were granted as fully vested to Mr. McFaul, exercisable at $0.065 per share for five years, which remained outstanding at the period end.

c. Incentive Plan Awards – Value Vested Or Earned

During the year ended July 31, 2015 375,000 options were granted as fully vested to Mr. McFaul, exercisable at $0.065 per share for five years.

Termination and Change of Control Benefits

Quentin does not currently have any contract, agreement, plan or arrangement, that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control in Quentin or a change in the NEO's responsibilities.

Director Compensation

There are no formal plans other than the Option Plan pursuant to which options to purchase securities of Quentin were or may be granted to executive officers. Quentin grants incentive stock options from time to time to its Directors, Officers, Consultants and Employees in accordance with Exchange Policy at the discretion of its Board of Directors.

a. Director Compensation Table

The following table discloses all amounts of compensation provided by Quentin to its directors who are not NEOs for the financial years ended July 31, 2015:

Name	Period Ended	Fees earned ($)	Share-based awards ($)	Option based awards[2] ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Craig Goldenberger	2015[1]	Nil	Nil	$19,800	Nil	Nil	Nil	$19,800

Notes:
(1) For fiscal year ended
(2) Deemed fair value of options granted during the period, based on the Black-Scholes Merton model.

There are no arrangements under which directors of Quentin who were not NEO's were compensated by Quentin during the financial year ended July 31, 2015, other than stock options that were issued pursuant to Quentin's Stock Option Plan.

b. Share-based Awards, Option-Based Awards and Non-equity Incentive Plan Compensation

i. Outstanding Share-Based Awards and Option-Based Awards

During the year ended July 31, 2015, 375,000 options were granted as fully vested to Mr. Goldenberger, exercisable at $0.065 per share for five years and which remained outstanding at the period end.

ii. Incentive Plan Awards – Value Vested or Earned During The Year

During the year ending July 31, 2015, Craig Goldenberger was granted 375,000 options as fully vested, exercisable at $0.065 per share for five years issued pursuant to Quentin's Company Stock Option Plan.

NON-ARM'S LENGTH PARTY TRANSACTIONS

The Amalgamation is not a Non-Arm's Length Party transaction within the meaning of the policies of the Exchange.

CONDITIONAL LISTING APPROVAL

Quentin has applied to the Exchange to obtain conditional approval for the Transaction. As of the date of this Filing Statement, the Exchange has not provided conditional approval of the Transaction, and such approval is necessary to consummate the Transaction. Acceptance of the Transaction by the Exchange will be subject to Quentin fulfilling all of the requirements of the Exchange. There is no assurance that Quentin will be able to meet all of such requirements. If Quentin is unable to meet all of such requirements, the Transaction will not be completed.

LEGAL PROCEEDINGS

Quentin is not currently a party to any actual or pending material legal proceedings to which it is or is likely to be a party or of which any of its assets are or are likely to be subject. Management of Quentin is currently not aware of any legal proceedings contemplated against it.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The independent auditor of Quentin is Sam S. Mah, Inc., Chartered Accountant located at 1850 – 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X2.

The transfer agent and registrar of Quentin is Computershare Investor Services Inc. located at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

Quentin is a party to the following material contracts, excluding contracts entered into in the ordinary course of business:

(a) Amalgamation Agreement dated January 19, 2015 as amended August 25, 2015 and November 19, 2015, among Quentin, Subco and Privco; and

(b) Engagement Letter dated August 13, 2015, among Quentin, Agent and Privco in connection with the Concurrent Private Placement.

Copies of this agreement will be available for inspection at the registered office of Quentin located at 2200 - 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, during ordinary business hours from the date hereof until completion of the Transaction and for a period of 30 days thereafter.

PART II - INFORMATION CONCERNING PRIVCO AND IDENTILLECT

The following information provided by Privco and Identillect and is reflective of the current business, financial and share capital positions of Privco and Identillect. See "Part III - Information Concerning the Resulting Issuer" for pro forma business, financial and share capital information relating to the Resulting Issuer following the Transaction.

NAME AND INCORPORATION

Privco is a private company, incorporated under the name "Identillect Technologies Corp." on November 7, 2014, pursuant to the provisions of the BCBCA. The registered and records office of Privco is located at 2200 – 885 West Georgia Street, Vancouver, British Columbia V6C 3E8. No public market exists for the Privco Shares.

Identillect is a privately held technology company, incorporated in August 2010 under the name "Defend Mail, Inc." pursuant to the provisions of the Nevada Corporations Act with operations in Orange County, California. It changed its name to "Identillect Technologies, Inc." on October 12, 2010. The head office of Identillect is located at 30950 Rancho Viejo Rd., Ste. 120, San Juan Capistrano, CA 92675. The registered agent of Identillect is Nevada Agency and Transfer Company located at 50 West Liberty Street, Suite 880, Reno, NV 89501 USA. Identillect is wholly owned by Privco.

INTERCORPORATE RELATIONSHIPS

Other than Identillect, Privco has no other subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

History

On December 19, 2014, Privco acquired all of the securities of Identillect in exchange for Privco securities, exchanged on a one for one basis, and Identillect became a wholly owned operating subsidiary of Privco. All business operations are carried out through Identillect.

Amalgamation Agreement

On January 19, 2015, Quentin, Subco and Privco entered into an Amalgamation Agreement, as amended on August 25, 2015 and November 19, 2015, pursuant to which, on Closing, the Resulting Issuer will acquire Privco, in exchange for the issuance of an aggregate of 26,157,139 Resulting Issuer Shares to the Privco Shareholders.

Subject to obtaining Exchange approval and the issuance of the Final Exchange Bulletin, the Amalgamation will be effected pursuant to Section 269 of the BCBCA. Pursuant to the Amalgamation Agreement, Subco and Privco will amalgamate and continue as Amalco. Amalco will be a wholly-owned subsidiary of the Resulting Issuer.

Completion of the Amalgamation is subject to a number of conditions, including requisite shareholder and regulatory approvals of the Transaction, completion of the Concurrent Private Placement for gross proceeds of $2,500,000, and certain other conditions typical of a transaction of this nature

See *"Summary of Filing Statement - Transaction"*.

Privco Private Placement

In September 2015, Privco completed a private placement of 2,200,000 units of Privco, each consisting of one Privco Share and one-half of one Privco Private Placement Warrant, at $0.25 per unit, for gross proceeds of $550,000. The proceeds are being used for general working capital purposes.

Privco Share Split

Privco undertook a share split on November 10, 2015 that resulted in each Privco shareholder receiving 1.15 Privco Shares for each Privco Share held immediately before that time. Securities issued as part of the Concurrent Private Placement and Side Car Private Placement, as well as other securities including warrants and options, are not be affected by the share split.

Side Car Private Placement

In November 2015, Privco completed a private placement of 1,400,000 units of Privco, each consisting of one Privco Share and one Privco Private Placement Warrant, at $0.25 per unit, for gross proceeds of $350,000. The proceeds are being used for general working capital purposes.

Concurrent Private Placement

In connection with the Amalgamation, Privco has entered into an engagement letter with the Agent. Under the Concurrent Private Placement, the Agent will act as agent, on a commercially reasonable efforts basis, to raise aggregate proceeds of up to $2,500,000 through the sale by Privco of up to 10,000,000 Subscription Receipts, at a price of $0.25 per Subscription Receipt. Upon notice of satisfaction of the Escrow Release Conditions, prior to the Release Deadline, escrowed proceeds from the Concurrent Private Placement will be released to the Resulting Issuer, and each Subscription Receipt will be automatically converted (without any further action on the part of the holder and for no additional consideration) into one Privco Share and one New Privco Warrant pursuant to the terms thereof. Those Privco Shares and New Privco Warrants will then convert to Resulting Issuer Shares and Resulting Issuer Warrants, respectively, in accordance with the terms of the Amalgamation.

Upon satisfaction of the Escrow Release Conditions, Privco will pay the Agent a cash commission equal to 7% of the aggregate proceeds of the Subscription Receipts sold, and will issue Agent's Compensation Warrants to the Agent to acquire that number of Privco Shares equal to 10% of the number of Subscription Receipts sold by the Agent in the Concurrent Private Placement, exercisable for $0.40 per share for 18 months after closing of the Concurrent Private Placement. The Compensation Warrants will convert into Resulting Issuer Warrants pursuant to the Amalgamation, which will be exercisable for $0.40 per share for 18 months following Closing. The Agent will also receive 300,000 Subscription Receipts that will convert in the same manner as the Subscription Receipts issued pursuant to the Concurrent Private Placement.

Upon release from escrow to the Resulting Issuer, the proceeds raised through the Concurrent Private Placement will be used to continue funding the Resulting Issuer's business plan, satisfy the Resulting Issuer's financial obligations and for general working capital purposes.

SIGNIFICANT ACQUISITIONS AND DISPOSITIONS

During December, 2014, Privco acquired all the issued and outstanding securities of Identillect in exchange for equivalent securities in Privco.

Neither Privco nor Identillect has made any significant acquisitions or dispositions over the past three years other than as discussed above.

Existing Business

Privco has been engaged in the development of an email encryption software solution and is currently in the early stages of commercialization of its Delivery Trust email encryption software. Privco's Delivery Trust product is sold to consumers on a monthly subscription basis and can be accessed by customers on both desktop and mobile devices.

The primary activity of Privco has been the research, design and development of an email encryption solution for use by business and individuals in their day-to-day communication. The result of these efforts has been the creation of its "Delivery Trust" software.

Privco's proprietary email encryption delivery technology is targeted at organizations of all sizes, as well as individuals. Messages are secured with patented, state of the art encryption technology with the click of a button, ensuring their safety while in transit. In addition, Privco's software empowers senders to maintain control of their messages by restricting recipients' printing/forwarding/viewing privileges, audit log, read receipt as well as securing all replies from recipients, without any requirement for them to register.

Privco has financed its operations to date primarily by way of private equity financings. As at June 30, 2015, Privco has raised a total of US$1,915,554 by way of Privco Share issuances, with a total number of common shares outstanding of 19,327,947. Subsequently, Privco raised an additional $900,000 and has issued a further 3,930,000 Privco Shares, post share split. The development of the Delivery Trust software was performed by way of a combination of in-house and out-sourced technical advisors and programmers. Product development is primarily conducted out of Privco's head office in San Juan Capistrano, California. As at June 30, 2015, Privco had capitalized US$709,304 of costs directly attributable to the development of its Delivery Trust software.

Privco, in the development of the algorithms and methodology of its Delivery Trust software, utilized the skills of Dr. Einar Mykletun, being Privco's Chief Technology Officer, and Dr. Ersin Uzin, being Privco's Security Architect and Technical Advisor, both of whom hold PhD's in Cryptography. The skills provided by these two individuals is considered a key factor in the development of the Delivery Trust software, as Dr. Mykletun and Dr. Uzin are two of the approximate 250 individuals in North America who hold PhDs in Cryptology; for which the majority of these other PhDs are primarily employed by government organizations.

The Delivery Trust software completed its beta testing in the early part of 2014 and Privco began the sales of its Delivery Trust products in late 2014.

NARRATIVE DESCRIPTION OF THE BUSINESS

General

Growing Need for Email Security

In today's electronic world, email is an essential communication tool used by both businesses and consumers. Historically, there has been little consideration given as to one's risk exposure with respect to the delivery of unsecure emails. When a typical email is sent, it initially travels through a local network, then through the internet's complex infrastructure including multiple servers and switches before it arrives at its intended destination. During the delivery path, the email is vulnerable to several attacks, including interception, and the tampering or modification of the email message and any accompanying attachments. This inherent security weakness represents a serious threat to any organization which sends critical or confidential information by way of unsecure emails. Confidential information has been redefined to include any non-public personal identifiers. Data breaches can not only cost companies millions of dollars, but can also ruin their reputation. Due to the growing awareness, regulators, businesses and organizations are actively searching for effective and affordable security solutions.

Objective of the Company

Privco's Delivery Trust is a tool designed to protect emails by ensuring their confidentiality, authenticity and integrity. Designed to work within Microsoft's Outlook and via a web portal, Privco's Delivery Trust utilizes standard cryptographic algorithms to encrypt the email contents and attachments, and provides the end users with confidence and peace of mind. Registered users are able send secured emails both from within their Microsoft Outlook account, via the Delivery Trust downloadable Outlook Plug-in; as well as from any web browser, via Privco's secure Web Portal. Delivery Trust has been designed to give subscribers full control over their email messages, allowing subscribers to restrict printing, forwarding, downloading of attachments, and the length of time a message is viewed accompanied by an audit trail and read receipt.

The main goal of Privco's Delivery Trust Pro is to protect emails as they traverse the Internet, from threats ranging from malicious and inadvertent eavesdropping to message manipulation. Since Privco's secured emails are encrypted, the contents of those emails, including their attachments, remain unintelligible to any party that may attempt to intercept them.

Background on Encryption Technology

In cryptography, encryption is the process of transforming information (referred to as plaintext) using an algorithm (called cipher) to make it unreadable to anyone except those possessing special knowledge, usually referred to as a key. The result of the process is encrypted information (in cryptography, referred to as cipher text).

- ***Protecting data at rest*** – Encryption has long been used by militaries and governments to facilitate secure communication. Encryption is now commonly used in protecting information within many kinds of civilian communication systems. In recent years, there have been numerous reports of confidential data, such as customers' personal records, being exposed through email and associated personal information stored on un-encrypted servers. Other exposures of confidential information have occurred by digital rights management systems, designed to prevent unauthorized use or reproduction of copyrighted material and protect software against reverse engineering.

- ***Protecting data in transit is a growing concern*** – Encryption is also used to protect data in transit, for example data being transferred via networks (e.g. the Internet, e-commerce) and mobile devices. There have been numerous reports of data in transit being intercepted in recent years. Encrypting data in transit also helps to secure it at rest, as it is often difficult to physically secure all access to networks. Many state and federal regulations require a fiduciary responsibility by the sender in protecting the recipient's data. These regulations are constantly being reformed to try to keep pace with ongoing cyber security threats.

- ***Important aspects of encryption –*** Encryption, by itself, can protect the confidentiality of messages, but other techniques are still needed to protect the integrity and authenticity of a message. For example, verification of a message authentication codes (MAC) or a digital signature. Standards and cryptographic software and hardware to perform encryption are widely available, but successfully using encryption to ensure security may be a challenging problem. There are many cryptographic solutions available on the market today, however, they can be very costly and cumbersome to implement.

Modern cryptography utilizes a public-key design. This is the first algorithm known to be suitable for signing as well as encryption, and was one of the first great advances in public key cryptography. The most widely used and most secure process is AES (Advanced Encryption Standard). It involves an exchange of public and private key to encrypt and decrypt messages. Messages encrypted with the public key can only be decrypted using the private key. This is developed through the use of very large prime numbers making them only divisible by 1 and themselves. With the current technology there is no known way to break down prime numbers. AES was announced by National Institute of Standards and Technology (NIST) as U.S. FIPS PUB 197 (FIPS 197). It became effective as a Federal government standard in 2002, after approval by the Secretary of Commerce and is available in many different encryption packages. AES is the first publicly accessible and open cipher approved by the National Security Agency.

Complication with the Use and Implementation of Modern Cryptography

The utilization of AES cryptography poses a challenge when used for Business-to-Business (“B to B”) or Business-to-Consumer (“B to C”) communications. The challenge with this method is it requires the sender and the receiver to belong to the same network, download software, or opt into the sender’s service of choice. This aspect precludes its usability on a day to day basis because if both the sender and receiver do not belong to the same system or network then the password cannot be conveyed and the recipient is unable to read the information unless the recipient opts into the service which has historically been cumbersome and time consuming. Another issue is the recipient is unable to respond securely to the sender due to the fact they do not subscribe to the same service.

Identillect Technologies’ Solution to the Email Security Problem

Although there has been a significant increase in the awareness around the level of potential exposure associated with the delivery of unencrypted emails, the general population continues to utilize unsecure messaging options. This is largely because the current options available are generally too complex, cumbersome, and/or costly to incorporate into ones daily activity.

Privco has created an email security solution to solve the usability issue with the current cryptographic technology. With the development of Delivery Trust, Privco has resolved the inability to provide email security to messages sent to people who do not belong to the same system in a way which is easily received and responded to by non-subscribing recipients. Privco’s Delivery Trust product utilizes AES-256 to secure information easily and efficiently. Combined with its patent vCard extraction system, which automatically extracts information from the sender’s vCard utilizing it as the pass-code information for the recipient; it has created one of the simplest and most effective email security solution on the market.

Another advantage of Delivery Trust, is it has been designed to work seamlessly within already existing email systems. Delivery Trust software currently plugs-into Outlook and, within the next year, will integrate with additional email systems. This design successfully overcomes the barriers with respect to user adoption: there is nothing complicated to learn with the Delivery Trust software and it does not require users to change their daily method of messaging.

Privco has created a product which is efficient, easy to use, and cost effective for people to implement into their day to day communications. With this ease of use and seamless integration into already existing email systems, combined with privacy protection to prevent breaches in confidentiality, Privco anticipates a high user adoption rate of its Delivery Trust product, with a direct impact on the growth of Privco's sales revenue.

Principal Products and Services

Privco's proprietary secure email technology as utilized in the development of its Delivery Trust products, allows email messages to be sent securely with the click of a button. In addition, Delivery Trust empowers senders to maintain control of their messages by restricting recipients' printing/forwarding/viewing privileges, access to an audit log/read receipt, as well as encrypting all replies from the recipients without requiring them to register. Currently, Privco has one approved patent, two patents submitted and awaiting approval, and two more patents to be submitted later this year. All of these patents are designed around the ongoing development and increasing the features available in Delivery Trust.

The following is a description of each of Privco's principal products:

- ***Delivery Trust*** - a seamless plug-in for Microsoft Outlook, allowing senders to use their existing email accounts. The Delivery Trust plug-in enables senders to encrypt any or all outgoing messages to any recipient with the click of a button. The recipient can respond back securely without signing up for the service, a feature not readily available in competing products.

  In addition to the security provided by encryption, Delivery Trust empowers the sender to maintain control over the content of his or her messages. For each outgoing message, the sender has the option to restrict the recipients' forwarding and printing privileges, specify the length of time an email can be viewed, and if needed, the email can be retracted by the sender. The retraction restricts the view ability of the email for the recipient while maintaining the email trail for e-discovery purposes. Along with the email trail there is a complete audit log and read receipt, allowing the sender to understand fully the path on every email sent.

- ***Delivery Trust Web Only*** – offers all the encryption and message control capabilities of Delivery Trust by way of Identillect's website rather than Microsoft Outlook.

  The messages can be emailed to anyone, using any email address the sender chooses. This option also eliminates any potential conflicts with the sender's company IT policies.

- ***Delivery Trust Business*** – offers all the capabilities of Delivery Trust and also adds the sender's corporate logo to all outgoing emails. Delivery Trust Business also provides the admin the ability to manage all user accounts from a central location. The plug in can be accessed via Microsoft Outlook, or Privco's Web Portal branded with the sender's logo.

Delivery Trust can be accessed via an Outlook plug-in, a Web portal, or mobile apps.

- ***Plug-In*** - The Plug-in installs within the familiar Microsoft Outlook desktop email console. It extends Outlook's capabilities by adding an encryption option to any email. Once Delivery Trust is successfully downloaded, an additional "send button" (with the Privco logo) is added to the email composition window, allowing Outlook users the added capability of sending secure encrypted emails.

- ***Web Portal*** **-** Privco's Web Portal is a web-based interface which offers registered users similar email capabilities as with Delivery Trust. Privco's Web portal serves as a secondary option for those occasions when registered users do not have physical access to their computers yet still want to send secure encrypted emails. In addition, the portal also serves as secure location where unregistered recipients can access, read and reply to encrypted emails sent to them by registered Identillect users.

- ***Mobile App*** – The Privco mobile app allows subscribers access to the same features and functionalities of the desktop versions on one's mobile device and provides a secure method to send mobile generated emails from a mobile device.

Product Features

Ease of Use – Delivery Trust software is designed to be a simple and easy-to-use email encryption solution. The software was created in such a way as to minimize complicated software installation, and to simplify training or tutorials. The subscriber composes, clicks, and securely sends encrypted emails to anyone.

Seamless Integration – Delivery Trust Plug-In software is designed to work within Microsoft Outlook. Once downloaded, simply click the secure send button located on the Outlook email compose page, and your emails will be encrypted.

Secure Emails From Anywhere – If the subscriber does not have access to their computer, they still have the ability to compose, send and receive encrypted messages from either the web portal or the mobile application.

Enhanced Security Options – The Delivery Trust software allows senders the option to select certain security controls, including:

(i) Providing the sender with the ability to retract the email message after it has been sent;

(ii) Restricting printing of email messages;

(iii) Restricting forwarding of email messages;

(iv) Managing the length of time an email is available for viewing by the recipient;

(v) Limiting the number of times an email message can be viewed; and

(vi) Generating a discreet read receipt and audit log.

In addition, Delivery Trust's security features allow subscribers to control their information to meet various legal or regulatory requirements.

Secure Communications – The Delivery Trust software secures emails from end-to-end. Once an email is encrypted with Delivery Trust it remains encrypted until it is received. Likewise, Delivery Trust's SSL Web Portal ensures any web session a user may have remains secure.

Compliant Cryptography **–** Delivery Trust's technology is built and based on cryptographic algorithms which are compliant and recommended by the U.S. Government. Each algorithm appears on the FIPS 140-2 list of approved algorithms. Delivery Trust also complies with NIST approved algorithms which vouches for the strength of its cryptography. Privco's Delivery Trust product utilizes AES-256 to secure information easily and efficiently.

vCard Password System **–** Delivery Trust allows subscribers to password protect their encrypted email messages by way of its patented vCard password system. Delivery Trust's email password protection is based upon the user selecting common questions (and answers), which in turn the recipient would need to correctly answer in order to view the email. The questions can also be automatically pre-populated based on details contained on v-cards within the user's Microsoft Outlook address book.

Email Attachments – Attachments can be added to the Delivery Trust email delivery up to 1GB with full security features.

Multiple Recipients – Delivery Trust software effectively addresses the issues associated with emails sent to multiple recipients. When sending an email to multiple recipients, Delivery Trusts allows the sender to customize security and control features on an individual, group or a combination of both basis

Competitive Landscape

Over the past 10 years email security has experienced a significant growth in the number of companies developing and providing security services; although the penetration in this market has been very low. The email security space currently has a number of competing companies; however, at present, there are no significant competitors which have established a strong foothold in the area of email encryption.

Despite the competitive nature of this business there are very few individuals or organizations which have adopted email encryption services. This is largely attributed to the fact that the market solutions tended to be complicated and challenging for individuals and organizations to use in their everyday communications.

One of the primary reasons for complications in the ease of use of email encryption in today's market is a number of the competitors to Delivery Trust software utilize AES cryptography. The main restriction associated with AES cryptography is this methodology requires the sender and the receiver to belong to the same system. This aspect precludes its usability on a day to day basis because both the sender and receiver rarely belong to the same system or network and passwords cannot be effectively conveyed thus rendering the recipient unable to read the encrypted information sent by the sender. Another limitation with this methodology is the recipient is usually unable to respond in a secure fashion to the sender due to the fact they do not subscribe to the same service. The only way they are able to respond is by opting into this service or downloading software to make the information legible. Identillect has resolved these limitations in the creation of its software, Delivery Trust's method of email delivery allows subscribers to communicate seamlessly with any subscriber or non-subscriber to the software.

Another popular format utilized by a number of competitors is the use of a login feature to provide a secure site where the recipient is able to retrieve their documents safely. The challenge with this feature is in order to retrieve the encrypted message; the recipient is required to provide personal information in order to create a login to the secure system. Many users are uneasy with providing this information due to the rise of Identity theft, thus resulting in low user adoption. Privco's Delivery Trust software does not require recipients of encrypted emails to login for the purposes of viewing an encrypted message.

Privco in its development of the Delivery Trust software has created an email security solution to solve a number of the usability issues with the current cryptographic technology in a manner unique to its competitors. With Privco's target markets' increased sensitivity and understanding of the risks associated with unencrypted emails, together with Privco's competitive advantage on the users' ease of use, Privco anticipates a high demand for its Delivery Trust software.

Competitor Analysis

Below is a comparison between Privco's Delivery Trust product and other competing encryption products in the market, illustrating the various features and limitations of each competing encryption products.

Competitive Landscape

		Identillect Delivery Trust	McAfee SaaS	HP SecureMail	EchoWorx	Cisco
Infrastructure & Accessibility	Month to Month	✓	✓	✓	✓	
	Encryption Made Easy	✓	✓			
	No IT Needed for Setup and Maintenance	✓	✓	✓	✓	
	No Complicated Infrastructure Required	✓	✓	✓	✓	
	Outlook Plugin Access	✓	✓	✓	✓	✓
	Secure Web Portal Access	✓	✓	✓	✓	✓
Functionality	Password Protected Secure Response w/out Registration	✓				
	Automated vCard Password Technology	✓				
	Send Securely to any Email Regardless of Membership	✓		✓	✓	
	Large Attachment Capabilities	✓	✓	✓	✓	
	Individually Encrypted Attachments	✓	✓	✓	✓	✓
Specific Functionality	Corporate Branding Capabilities	✓	✓	✓	✓	✓
	Ability to Restrict Printing	✓				
	Ability to Restrict Forwarding	✓	✓			✓
	Ability to Restrict Printing/Downloading of Attachments	✓				
	Manage Message Expiration Dates	✓	✓	✓		✓
	Manage Number of Recipient Views	✓				
	Recall Sent Messages at any Time	✓	✓	✓	✓	✓
	Discreet Read Receipt Capabilities	✓	✓			✓
	Full Audit Trail Capabilities	✓	✓	✓		✓
Mobile Component	Mobile App	✓		✓	✓	✓
	Mobile Optimized Website & Web Portal Use	✓	✓	✓	✓	✓

Marketing

Market Size and Target Market

Privco's main target markets are those organizations that have a fiduciary obligation to ensure confidentiality of their email correspondence and for whom the integrity of their client information is a key concern. Privco's target markets consist primarily of the following verticals: legal firms, financial organizations, accounting firms, healthcare, title/escrow and government organizations. Additionally, Privco's price structure has been designed to appeal to small to medium size businesses, who have historically disregarded the dangers due to the costly implementations and a cumbersome use process of competitor email encryption solutions. The Delivery Trust software provides a security solution in a way which allows small to midsized organizations to focus on their core business and limit their energy and costs on email security.

Privco is focusing its initial sales efforts in the North American markets, however its products have universal applications globally, and as such, Privco intends on expanding globally in the near future.

Marketing Opportunity

Over the past 10 years email security has grown in the number of companies providing security services although the penetration of the market has been very low. Less than 8% of all emails sent today utilize email security or encryption, and with an alarming amount of the emails being some sort of spam or virus this leaves both the sender and the recipient extremely vulnerable to security breaches.

"In 2014, the number of data breaches in the United States amounted to 783 with more than 85.61 million records exposed." Annual number of data breaches and exposed records in the United States from 2005 to 2014 (in millions). [The Statistics Portal, 2015]

Global Finance in its May 2013 article "The Untold Cost of Cybersecurity" stated "With news of successful cyber-attacks dominating global headlines, the corporate response is mounting. IT research and advisory company Gartner estimates that the five-year compound annual growth rate of the worldwide cybersecurity market between 2010 and 2016 will hover around 9%, nearly double that of overall global IT spending. A report published in February 2013 by Burning Glass, a group which produces job market intelligence, found in the US demand for cyber security jobs have expanded 3.5 times faster over the past five years than for computer jobs overall and 12 times faster than the labour market as a whole."

Per a Computer World article published on September 22, 2010, written by Jeremy Kirk "A survey of 1,500 or so companies worldwide found businesses spend an average of 5% of their total IT budget on security, according to Gartner's IT Key Metrics Data for 2010. Gartner also broke it down to security spending per employee, which averaged around $525 annually in 2009, compared to $636 in 2008 and $510 in 2007. Of the total IT security budget, 37% is spent on personnel, 25% on software, 20% on hardware, 10% on outsourcing and 9% on consulting."

Data security breaches cost companies billions of dollars each year. According to The Radicati Group, Inc. (Email Statistics Report, 2013-2017), 182 billion emails were sent out daily in 2013, and they forecast by 2017, this number will increase to almost 207 billion. As email traffic grows daily, so are the threats of security breaches.

Despite the growing number and expense of data breaches, the businesses are slow to adopt changes. However, with the increasing awareness of IT security breaches making headlines in the news, professional organizations are increasingly examining their own exposures to security breaches, and in response, they are spending a greater proportion of their IT budgets on security solutions. In 2012, according to Legal Tech 2012 survey, 75% of law firms relied only on confidentiality statements to protect their data. This trend has recently begun to take a significant change as the awareness has grown and the liabilities have become more costly. Identillect believes it is well positioned with its Delivery Trust software to capitalize on these increased market demands.

Distribution

Channel Partners will distribute the Delivery Trust software directly through their own distribution networks, which can be comprised of either websites or stores.

The Delivery Trust Plug-In can be directly downloaded from Privco's website, by way of on-line registration, authentication, acceptance of the software's terms and conditions, and payment verification.

The Delivery Trust Web Portal account can be created directly from Privco's website, by way of on-line registration, authentication, acceptance of the software's terms and conditions, and payment verification.

The Delivery Trust Mobile Application can be downloaded on Android phones from the AppStore. There will be an iPhone application later this year.

Marketing Plans & Strategies

Privco's market strategy is conducted by way of a two pronged approach. The primary efforts are on the establishment of agreements with strategic distribution channel partners. These primary efforts will be supported with the creation of an in-house sales team that will conduct direct sales.

Privco has focused its initial commercialization efforts on the development of strategic distribution channel partners. Product sales through channel partners will allow Privco to significantly extend its market reach in an effective an efficient manner. The primary channel partners include the following:

(vii) Co-selling partnerships

(viii) Tier 1 wireless telecommunication companies

(ix) IT Wholesale Distribution Partners

(x) Master Agent Operator Partners, Value Added Resellers (VAR), Original Equipment Manufacturers ("OEM") and Telecommunication Management Software ("TEM")

Strategically, there are many benefits associated with using strategic distribution channel partners. The primary advantage of using channel partners is they already have relationships with a large population base of potential customers. Therefore, a single channel partner can achieve a significantly larger impact in the marketplace than by a direct sales approach. Additionally, because of these existing relationships, Privco's products are perceived to have much more credibility by potential customers due to Privco's affiliation with the channel partner, which in turn is anticipated to have a significant impact on the ability to close sales of a new product in the market place. Finally, these distribution channels already have an existing infrastructure and resources to manage the sales process, which accelerates Privco's ability to close sales. Direct channel sales can be conducted much more efficiently than training and building a large scale internal sales department. The compensation arrangements with these distribution partners generally are in the form of a revenue sharing arrangement. It is anticipated the margins from these revenue sharing arrangements will be less than those of direct sales efforts, however, it is expected these reduced margins will be more than offset by the significant level of market penetration to which can be achieved through the use of channel partners.

In conjunction with the primary focus on strategic channel partners, Privco has created a direct sales team. The benefits of having a direct sales team is that Privco can maintain first hand feedback from customers in order to gain insights on potential future enhancements and ensure proper quality controls are maintained. This direct sales team will manage the sales cycle derived from Privco's direct marketing efforts. Privco currently uses a wide variety of marketing methods to promote the email security products:

(i) Speaking engagements/Lectures/General Education as specialists on email security and encryption

(ii) Increase Product Awareness through trade shows

(iii) Internet marketing – Privco's is currently doing direct mail campaigns and social media. Privco intends to participate in direct email campaigns, display advertising, (banners, popups, text, ads, etc.) SEM, SEO, and sponsored searches in the coming months.

Social media – utilizing Facebook and Twitter pages to stay in touch with the customers, to post announcements, and answer common user questions.

Viral distribution through organic contacts

Customer Service and Support

Privco's operating activities (i.e. product architecture and coding) are done on site at the San Juan Capistrano office. The server infrastructure is hosted on Amazon's Elastic Compute Cloud (EC2), which is a central part of Amazon.com's cloud computing platform, Amazon Web Services (AWS).

Whether the sales are made to subscribers directly or through our channel partners, at present, Privco performs all of the maintenance and support functions. Privco's maintenance and support program provides subscribers the right to software bug repairs, the latest system enhancements, updates if and when available during the maintenance period, and access to Privco's internal technical support services.

Customer Service ("C/S") and Order Support ("O/S") are vital and Privco has a full range of pre and post-sales support and servicing provided by Customer Service Representatives (CSRs). Privco's technical support services are provided in-house via the telephone, as well as electronic and personal service, including the Internet, and email support, which enables customers to submit new support queries and monitor the status of open and past queries

Product Development and Operations

Following closing of the Transaction, Privco's operations will be continued by the Resulting Issuer. See *"Part III - Information Concerning the Resulting Issuer – Available Funds and Principal Purposes"* for further information as to the amounts budgeted for ongoing research and development.

Privco's software has been largely developed in-house by Privco's employees and consultants. Privco's Delivery Trust software is commercially available and is actively utilized by a growing subscriber base. Privco's development team is comprised of expert designers, developers, and highly qualified architects of cryptography. The specialized skills and unique talents of this collective team is a significant advantage to exterior development firms. Occasionally when needed, general development work is outsourced to independent firms and other similar organizations, with oversight being managed by Privco's in-house development team.

Due to the nature of the software industry and its rapid changes in technology, there will be a requirement for Privco to develop additional future enhancements. Continued research and development is critical to this business and is essential to maintaining Privco's competitive position. It is expected these on-going enhancements will, in large part, be developed and tested by Privco's in-house team.

Regulatory Approval

Privco is a private corporation and its business model, financial reporting and financings have not been subject to regulatory approvals.

Delivery Trust's technology is built and based on cryptographic algorithms, utilizing AES-256, that are compliant and recommended by the U.S. Government. Each algorithm appears on the FIPS 140-2 list of approved algorithms. Delivery Trust also complies with NIST certificate that vouches for the strength of its cryptography.

Governments and industry groups continue to enact new legislation and compliance standards regarding data protection and privacy and internal control. The common theme of these regulations is generally a requirement that organizations implement control over privileged accounts, establish accountability to specific users and maintain a complete recording of privileged sessions. Privco will endeavour to stay abreast of these regulatory issues in order to provide the highest level of support and service through its products.

A number of Privco's targeted customers are subject to such regulations, pertinent to the handling of electronic communications, and as such, Privco intends on obtaining certifications on its products and services in order to be fully compliant with HIPAA, Sarbanes-Oxley Act regulations and certain other regulatory body requirements within the next year.

Proprietary Protection

Privco has maintained its propriety developments to date primarily as trade secrets. Privco is actively in the process of applying for patents on 6 key features developed as part of its Delivery Trust software.

Below is a summary of Privco's proprietary protections filed or pending to date.

Mark	**Filing Date**	**Serial No.**	**Reg. Date**	**Reg. No.**	**Goods & Services**
IDENTILLECT	09/06/2011	85/300,592			Computer programs for data communications applications, and for the encryption and authentication of electronic information
IDENTILLECT	09/06/2011	85/300,595	02/19/2013	4,292,909	Computer services, namely, providing information concerning the encryption and authentication of electronic data via the Internet; updating and maintenance of computer software for others.
DELIVERY TRUST	11/03/2013	86/108,903			Computer programs for data communications applications and for the

Mark	**Filing Date**	**Serial No.**	**Reg. Date**	**Reg. No.**	**Goods & Services**
					encryption and authentication of electronic information
	11/14/2014	86/456,293			Computer programs for data communications applications, and for the encryption and authentication of electronic information
	11/17/2014	86/456,318			Computer services, namely, providing information concerning the encryption and authentication of electronic data via the Internet; updating and maintenance of computer software for others

Protection

Privco protects its intellectual property using industry-standard methods, including but not limited to:

(xi) IP assignments in employee and contractor agreements

(xii) Non-disclosure agreements

(xiii) Confidentiality and IP assignment provisions in commercial agreements

(xiv) Internal source code control, access control, and build control systems

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

The figures below and Privco's MD&A are presented in United States Dollars.

Selected Financial Information

A summary of selected financial information of Privco, including for the years ended December 31, 2014 and 2013, and for the six months ended June 30, 2015 is set out below and should be read in conjunction with Privco's audited Consolidated Financial Statements for the years ended December 31, 2014 and 2013, and its interim Consolidated Financial Statements for the six months ended June 30, 2015, attached as Appendix B.

	As at and for the six months ended	As at and for the year ended December 31,	
	June 30, 2015[(2)] **(In US dollars)**	**2014[(1)]** **(In US dollars)**	**2013[(1)]** **(In US dollars)**
Total revenues	$45,873	$35,728	$-
Income from continuing operations:			
Net loss and comprehensive loss	$(865,773)	$(1,546,086)	$(139,546)
Basic and diluted loss per share	$(0.05)	$(0.09)	$(0.01)
Total assets	$515,286	$560,712	$1,002,455
Total current liabilities	$914,105	$394,274	$46,401
Total long term financial liabilities	Nil	Nil	Nil
Cash dividends declared per share	Nil	Nil	Nil

Notes:

(1) The information presented is derived from Privco's annual audited Consolidated Financial Statements for which the financial information has been prepared in accordance with IFRS.

(2) The information is derived from Privco's interim Consolidated Financial Statements prepared using accounting policies consistent with IFRS as issued by the International Accounting Standards Board ("IASB"), and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting.

Management's Discussion and Analysis

The following MD&A provides analysis of Privco's financial results as at and for the years ended December 31, 2014 and 2013, and as at and for the six months ended June 30, 2015. The following information should be read in conjunction with Privco's audited Consolidated Financial Statements as at and for the years ended December 31, 2014 and 2013, and interim Consolidated Financial Statements as at and for the six months ended June 30, 2015, and the notes thereto.

Summary of Quarterly Results[(1)]

	2nd Quarter Ended June 30, 2015 (In US dollars)	1st Quarter Ended March 31, 2015 (In US dollars)	4th Quarter Ended December 31, 2014 (In US dollars)	3rd Quarter Ended September 30, 2014 (In US dollars)
(a) Revenue	$ 30,884	$ 14,989	$ 24,331	$ 11,380
(b) Loss for the period	$ (404,113)	$(461,660)	$ (447,907)	$ (412,877)
(c) Loss per share	$ (0.02)	$ (0.02)	$ (0.03)	$ (0.02)

	2nd Quarter Ended June 30, 2014 (In US dollars)	1st Quarter Ended March 31, 2014 (In US dollars)	4th Quarter Ended December 31, 2013 (In US dollars)	3rd Quarter Ended September 30, 2013 (In US dollars)
(a) Revenue	$ 130	$ 12,620	$ -	$ -
(b) Loss for the period	$ (506,253)	$ (166,242)	$ (130,783)	$ (6,490)
(c) Loss per share	$ (0.03)	$ (0.01)	$ (0.01)	$ 0.00

Note:
(1) The information is derived from Privco's interim Consolidated Financial Statements prepared using accounting policies consistent with IFRS as issued by the International Accounting Standards Board ("IASB"), and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting.

Until the second quarter of fiscal 2014, Privco was principally engaged in the development and testing of its email encryption software solution, and as such, all development costs were capitalized to the balance sheet. The significant loss in the fourth quarter of 2013 relates largely to the US$97,276 in share based compensation to directors, officers and consultants of Privco. Following the commercial launch of Privco's Delivery Trust software in the second quarter of 2014, Privco began amortization of its development costs and recognizing its on-going development expenditures as operating costs. The second quarter of 2014's loss for the period includes additional costs associated with efforts to have Privco's shares listed on a public stock exchange.

Results of Operations for the Six Months Ended June 30, 2015

Revenue for the six months ended June 30, 2015 was US$45,873, compared to US$12,750 for the same period in the previous year. Privco commercially launched its Delivery Trust software in the second quarter of 2014, therefore there was no revenue recognized until that quarter. Revenues in first quarter of 2014 were derived from the provision of consulting services to third parties.

Expenses

Amortization of development costs for the six months ended June 30, 2015 were US$188,549 compared to US$92,385 for the same period in the previous year. Following the commercial launch of Privco's Delivery Trust software in the second quarter of 2014, Privco began amortization of its capitalized development costs.

Consulting fees for the six months ended June 30, 2015 were US$48,000 compared to US$28,875 for the same period in the previous year. Following the commercial launch of Privco's Delivery Trust software in the second quarter of 2014, Privco stopped capitalizing much of the consulting fees.

Finance and interest costs for the six months ended June 30, 2015 were US$32,715 compared to $nil for the same period in the previous year.

General & administrative expenses for the six months ended June 30, 2015 were US$27,565 compared to US$15,087 for same period in the previous year. Following the commercial launch of Privco's Delivery Trust software in the second quarter of 2014, Privco stopped capitalizing much of the general & administrative fees.

Operating costs for the six months ended June 30, 2015 were US$36,626 compared to US$40,816 for same period in the previous year.

Professional fees for the six months ended June 30, 2015 were US$13,789 compared to US$36,597 for the same period in the previous year as certain of these functions are now performed by internal staff.

Rent for the six months ended June 30, 2015 was US$34,617 compared to US$20,719 for the same period in the previous year. Following the commercial launch of Privco's Delivery Trust software in the second quarter of 2014, Privco stopped capitalizing much of the rent cost.

Salaries and wages for the six months ended June 30, 2015 were US$471,936 compared to US$367,374 for the same period in the previous year. Following the commercial launch of Privco's Delivery Trust software in the second quarter of 2014, Privco stopped capitalizing some salaries and wages.

Sales and marketing costs for the six months ended June 30, 2015 were US$26,843 compared to US$27,332 for the same period in the previous year.

Share-based compensation expense for the six months ended June 30, 2015 was US$15,726 compared to US$46,199 for the same period in the previous year.

Travel expenses for the six months ended June 30, 2015 were US$15,280 compared to US$9,861 for the same period in the previous year. Following the commercial launch of Privco's Delivery Trust software in the second quarter of 2014, Privco stopped capitalizing some travel expenses.

Net loss and comprehensive loss for the period

As a result of the activities discussed above, Privco experienced a loss and comprehensive loss for the six months ended June 30, 2015 of US$865,773 as compared to US$672,495 for same period in the previous year.

Results of Operations for the Year Ended December 31, 2014

The following is an analysis of Privco's operating results for the year ended December 31, 2014, and includes a comparison against the previous year ended December 31, 2013.

Revenue for the year ended December 31, 2014 was US$35,728, compared to $nil in the previous year. Privco commercially launched its Delivery Trust software in the second quarter of 2014, therefore Privco did not recognize revenue until that quarter. Of the total revenue for the year, $12,620 earned in the first quarter of 2014 was derived from the provision of consulting services to third parties.

Expenses

Amortization of development costs for the year ended December 31, 2014 were US$243,993 compared to $nil in the previous year. Following the commercial launch of the Privco's Delivery Trust software, Privco began amortization of its capitalized development costs.

Bank charges and interest for the year ended December 31, 2014 were US$3,314 compared to US$557 in the previous year.

General and administrative expenses for the year ended December 31, 2014 were US$38,238 compared to US$5,810 in the previous year. Until the second quarter of fiscal 2014, Privco was principally engaged in the development of its email encryption software solution, and as such, some general and administrative expenses were capitalized to development costs.

Operating costs for the year ended December 31, 2014 were US$79,372 compared to $nil in the previous year. Until the second quarter of fiscal 2014, Privco was principally engaged in the development of its email encryption software solution, and as such, all operating costs were capitalized to development costs.

Professional fees for the year ended December 31, 2014 were US$165,013 compared to US$38,152 in the previous year. Until the second quarter of fiscal 2014, Privco was principally engaged in the development of its email encryption software solution, and as such, some professional fees were capitalized to development costs.

Transaction costs for the year ended December 31, 2014 were US$2,365 compared to $nil in the previous year.

Rent for the year ended December 31, 2014 were US$53,009 compared to $nil in the previous year. Until the second quarter of fiscal 2014, Privco was principally engaged in the development of its email encryption software solution, and as such, rent expense was capitalized to development costs.

Salaries and wages for the year ended December 31, 2014 were US$856,631 compared to $nil in the previous year. Until the second quarter of fiscal 2014, Privco was principally engaged in the development of its email encryption software solution, and as such, all salaries and wages were capitalized to development costs.

Sales and marketing costs for the year ended December 31, 2014 were US$47,627 compared to $nil in the previous year. Privco did not commercially launch its product until the second quarter of 2014, therefore no significant sales and marketing activities were conducted until the product's commercial launch date.

Share-based compensation expense for the year ended December 31, 2014 was US$74,525 compared to US$97,276 in the previous year.

Travel expenses for the year ended December 31, 2014 were US$20,522 compared to $nil in the previous year. Until the second quarter of fiscal 2014, Privco was principally engaged in the development of its email encryption software solution, and as such, travel expenses were capitalized to development costs.

Net loss and comprehensive loss for the period

As a result of the activities discussed above, Privco experienced a loss and comprehensive loss for the year ended December 31, 2014 of US$1,546,086 as compared to US$139,546 in the previous year.

Related Party Transactions

Privco defines key management personnel as directors and officers. The following table summarizes Privco's activities with key management personnel:

Type of Service	**Nature of Relationship**	**For the six months ended June 30,**		**For the year ended December 31,**	
		2015 (In US dollars)	**2014 (In US dollars)**	**2014 (In US dollars)**	**2013 (In US dollars)**
Finance expense	A director and a company controlled by a director	$ 32,715	$ -	$ 3,314	$ 5,681
Salaries/wages expense	Officers	174,240	95,650	320,656	-
Legal fees	To a law firm for which a director is a partner thereof	1,839	18,322	18,322	12,500
Consulting fees	To companies related to directors/officers	48,000	28,875	86,380	-
Share-based payments	Officers/ Directors	12,030	35,342	56,990	72,957
TOTAL		$268,824	$178,189	$ 485,662	$ 91,138

The following represents amounts due to related parties as at June 30, 2015, and as at December 31, 2014, not already disclosed elsewhere in this MD&A:

Type of Service	**Nature of Relationship**	**June 30,**	**December 31,**
		2015 (In US dollars)	**2014 (In US dollars)**
Salaries/wages payable	Officers	$ 38,000	$ 38,000
Reimbursement of expenses	Director	3,857	-
Legal fees payable	To a law firm for which a director is a partner thereof	20,805	20,229
Consulting fees payable	To companies related to directors/officers	82,696	36,192
TOTAL		$ 145,358	$ 94,421

Unless otherwise specified, amounts payable to related parties referred to are non-interest bearing, unsecured, payable on demand, and have arisen from the provision of services and expense reimbursements.

Liquidity and Capital Resources

Privco's interim Consolidated Financial Statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that Privco will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these Consolidated Financial Statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should Privco be unable to continue as a going concern. Privco's objective in managing liquidity risk is to maintain sufficient liquidity in order to meet operational and investing requirements at any point in time. Privco has financed its operations and met its capital requirements to date primarily through related party debt arrangements and from the sale of capital stock by way of private placements.

For the six months ended June 30, 2015

Privco incurred a loss and comprehensive loss of US$865,773 for the six months ended June 30, 2015. During the six months ended June 30, 2015, Privco's operations consumed cash of US$541,715. These activities were funded by net proceeds of US$179,790 from private placement share issuances, loans in the amount of US$402,942, and from Privco's opening cash position of US$58,721, leaving Privco with a cash balance of US$204,738 as at June 30, 2015.

During the six months ended June 30, 2015, the Privco received US$360,750 in proceeds by way of a credit facility (the "**Facility**") dated March 16, 2015, as amended on May 26, 2015 and July 23, 2015, with a director of Privco. This Facility has also assumed any notes payable existing prior to the establishment of the Facility, and is secured against the assets of Privco. Amounts owing under the Facility are due on closing of the Amalgamation, or if the Amalgamation is not closed by December 31, 2015 the Facility is due on the demand of the lender. The Facility accrues interest at 10% compounded annually.

At June 30, 2015, Privco has a working capital deficit of US$705,354 and has insufficient funds from which to finance its operating cost for the next year. Privco will continue to remain dependent on external sources of financing until such time as it can internally generate sufficient income from software sales to service its on-going operating cost requirements.

For the year ended December 31, 2014

Privco incurred a loss and comprehensive loss of US$1,546,086 for the year ended December 31, 2014. During the year ended December 31, 2014, Privco's operations consumed cash of US$1,115,128, Privco spent an additional US$138,588 on the development of its Delivery Trust software, and spent US$29,773 on furniture, fixtures and equipment. These activities were funded by net proceeds of US$681,945 from private placement share issuances, loans in the amount of US$240,000, and from Privco's opening cash position of US$420,265, leaving Privco with a cash balance of US$58,721 as at December 31, 2014. The loans received from directors of Privco are unsecured, payable on demand, and accrue interest at 5% and 10%, compounded annually.

At December 31, 2014, Privco had a working capital deficit of US$313,738 and has insufficient funds from which to finance its operating cost for the next year. Privco will continue to remain dependent on external sources of financing until such time as it can internally generate sufficient income from software sales to service its on-going operating cost requirements.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that Privco will be able to realize its assets and discharge its liabilities in the normal course of business rather than a process of forced liquidation. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should Privco be unable to continue in existence.

Financial Instruments

a. Fair Value

As at June 30, 2015, Privco's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and loans payable. Cash is classified as fair value through profit or loss and measured at fair value. The fair value of cash was obtained using Level 1 hierarchy inputs. Receivables are classified as loans and receivables and measured at amortized cost. Accounts payable and accrued liabilities and loans payable are classified as other liabilities and are measured at amortized cost. The fair values of these financial instruments approximate their carrying values because of their short term nature and/or the existence of market related interest rates on the instruments.

b. Financial Risks Factors

Privco's risk exposure and the impact on Privco's financial instruments include liquidity, currency, credit and interest rate risks.

i. Liquidity risk

Liquidity risk is the risk that Privco will not be able to meet its financial obligations as they fall due.

Privco has not yet achieved profitable operations, and expects to incur further losses in the development of its business. Privco's objective in managing liquidity risk is to minimize operational costs and to maintain sufficient liquidity in order to meet its operational requirements at any point in time. Until such time as Privco's operations are profitable and can internally generate sufficient funds to finance its operating costs, Privco remains dependent upon the financial support of its shareholders. If Privco is unable to finance itself through these means, it is possible that Privco will be unable to continue as a going concern.

At June 30, 2015, Privco has a working capital deficiency of US$705,354. Privco will remain dependent on external sources of financing until such time as it can internally generate sufficient income from its software sales to service its on-going operating cost requirements. Future funding may be obtained by means of issuing share capital, the exercise of warrants, the exercise of stock options or debt financing. Privco is moderately exposed to liquidity risk.

ii. Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at June 30, 2015, Privco is not materially exposed to currency risk.

iii. Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

Privco places its cash with institutions of high-credit worthiness. Management has assessed there to be a low level of credit risk associated with its cash balances. As at June 30, 2015, Privco's receivable balance is comprised of amounts due within the next 30 days. Many of Privco's customers pre-pay for services on an annual basis and monthly subscriptions are billed in advance of the operating month. As at June 30, 2015, Privco's receivable balance is current and management has assessed there to be minimal credit risk associated with its receivable.

iv. Interest rate risk

Interest risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in market risk. Privco's loans accrued interest at a fixed rate of 5% and 10%, compounded annually. Privco's sensitivity to interest rates is currently immaterial.

New Accounting Policy

During the period, Privco adopted the following new accounting policy:

i. Amended standard IAS 32 Financial Instruments: Presentation

The amendments to IAS 32 pertained to the application guidance on the offsetting of financial and financial liabilities.

There was no material impact on Privco's Consolidated Financial Statements on the adoption of this standard.

Future Accounting Policies

A number of new IFRS standards, amendments to standards and interpretations are not yet effective for the period ended June 30, 2015, and have not been applied in preparing these financial statements. None of these is expected to have an effect on Privco's Consolidated Financial Statements. Privco has not early adopted these revised standards.

Proposed for annual periods beginning on or after January 1, 2018

i. Amended standard IFRS 7 Financial Instrument: Disclosures

Amended to require additional disclosures on transition from IAS 39 and IFRS 9

ii. New standard IFRS 9 Financial Instruments

Partial replacement of IAS 39 Financial Instruments: Recognition and Measurement

Critical Accounting Estimates

The preparation of the financial statements in conformity with International Financial Reporting Standards ("IFRS") requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. 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.

a. Critical accounting estimates

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

i. Amortization period for development costs

Privco makes estimates about the expected useful lives of its capitalized development costs based on the estimated current fair value of the cash flows from Privco's anticipated future software sales. Changes to these estimates, which can be significant, could be caused by a variety of factors, including the emergence of competing products which may impact the price of our product or changes in consumer demand that impact our future revenue expectations. Estimates and assumptions are evaluated at least annually. Generally, these adjustments are accounted for on a prospective basis, through amortization expense.

ii. Share-based payments

The fair value of stock options are subject to the limitation of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share price, changes in the subjective input assumptions can materially affect the fair value estimate.

b. Critical accounting judgments

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

i. Determination of functional currency

The functional and reporting currency of Privco is the US dollar. The functional currency determination was conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates. The determination of functional currency involves certain judgments to determine the primary economic environment and Privco reconsiders the functional currency if there are changes in events and conditions of the factors used in the determination of the primary economic environment.

Off-Balance Sheet Arrangement

Privco currently has no off-balance sheet arrangement.

Risks and uncertainties

Strategic Risk/Highly Competitive Industry

Privco operates in a highly competitive industry and our failure to compete effectively may adversely affect Privco's ability to generate revenue. The software industry is highly competitive and subject to frequent product introductions with improved price and/or performance characteristics. Even if Privco is able to introduce products which meet evolving customer requirements in a timely manner, there can be no assurance that its new products will gain market acceptance. Many companies may have greater financial, technical, sales and marketing resources, better name recognition and a larger customer base than Privco. In addition, many of Privco's large competitors may offer customers a broader product line, which may provide a more comprehensive solution than its current solutions. Increased competition in the email encryption industry could result in significant price competition, reduced profit margins or loss of market share, any of which could have a material adverse effect on Privco's ability to generate revenues and successfully operate its business.

Rapid technological changes in the software industry could render Privco's products non-competitive or obsolete and consequently affect its ability to generate revenues.

The software industry is characterized by rapidly changing technology and evolving industry standards. Privco believes that its success will depend on its ability to continuously develop products, to enhance current products and to introduce them promptly into the market. Privco can make no assurance that its technology or systems will not become obsolete due to the introduction of alternative technologies. If Privco is unable to continue to develop and introduce new products to meet technology changes and changes in market demands, Privco's business and operating results, including Privco's ability to generate revenues, could be adversely affected.

History of losses

There is no assurance that Privco will operate profitably or will generate positive cash flow in the future. In addition, Privco's operating results in the future may be subject to significant fluctuations due to many factors not within its control, such as the unpredictability of when customers will order products, the size of customers' orders, the demand for its products, and the level of competition and general economic conditions. Privco expects to incur operating losses and negative cash flow until its products gain market acceptance sufficient to generate a commercially viable and sustainable level of sales, and/or additional products are developed and commercially released and sales of such products made so that Privco is operating in a profitable manner.

Ability to Manage Growth

Early stage technology companies face many risks. While management is unable to eliminate risks, Privco is intent on identifying and mitigating such risks as much as is reasonably possible. Many early stage technology companies are unsuccessful in achieving development of their product or commercialization thereof due to external factors that cannot be predicted, anticipated, or controlled by management, and even one such factor may result in the economic viability of a particular project being detrimentally impacted to the point where it is not feasible nor economical to proceed. Privco frequently evaluates and monitors its activities and the risk factors which could impact those activities, and makes timely decisions in regard to risk management. Management occasionally seeks the assistance of experienced professionals when appropriate to address risks.

Any accelerated growth of Privco's revenue will place a strain on managerial and financial resources. Privco's recent expansion has resulted in substantial growth in the number of its employees, the scope of its operating and financial systems, resulting in increased responsibility for both existing and new management personnel. Privco's future growth will depend upon a number of factors, including the ability to:

- build and train staff to create an expanding presence in the evolving marketplace for Privco's solutions, and to keep staff informed regarding the technical features, issues and key selling points of Privco's solutions;
- attract and retain qualified technical personnel to continue to develop reliable and scalable solutions and services that respond to evolving customer needs and technological developments; and
- expand Privco's internal management and enhance financial controls significantly to maintain control over operations and provide support to other functional areas within Privco.

Privco's inability to achieve any of these objectives could harm Privco's business, financial condition and operating results.

Lack of Dividend Policy

Privco does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from Privco will remain subject to the discretion of Privco's Board of Directors and will depend on results of operations, cash requirements and future prospects of Privco and other factors.

Possible Dilution to Present and Prospective Shareholders

Privco's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of Privco, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence of Key Personnel

Privco strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As Privco's operations expand, additional general management resources will be required, especially since Privco encounters risks that are inherent in doing business in several countries.

Lack of Trading

Privco's shares are held privately which limits the liquidity of an investment in Privco's shares.

DESCRIPTION OF SECURITIES

Privco is authorized to issue an unlimited number of Privco Shares, and an unlimited number of preferred shares, of which 26,157,139 Privco Shares and no preferred shares are issued and outstanding as at the date of this Filing Statement.

Common Shares

Privco is authorized to issue an unlimited number of common shares. As at the date of this Filing Statement, there are 26,157,139 common shares issued and outstanding. The holders of Privco Shares are entitled to receive notice of and to attend at all meetings of the holders of Privco Shares and to one vote for each Privco Share. The holders of Privco Shares are entitled to receive dividends as and when declared by the Board of Directors of Privco. Upon a liquidation event, subject to the prior rights of the holders of any Privco preferred shares and any other shares ranking senior to the Privco Shares with respect to priority in the distribution of property or assets of Privco, the holders of Privco Shares will be entitled to receive the remaining property and assets of Privco.

Options

As of the date of the Filing Statement, Privco had a total of 1,212,500 Privco Options outstanding, all of which are exercisable to acquire a Privco Share for US$0.20 until November 30, 2018. Upon Closing all of the Privco Options will be exchanged for Resulting Issuer Options, which will entitle holders to acquire 1,212,500 Resulting Issuer Shares at a price of $0.25 per Resulting Issuer Share.

Warrants

As of the date of the Filing Statement, Privco had 2,500,000 Privco Private Placement Warrants outstanding, each exercisable to acquire one Privco Share at a price of US$0.40 per Privco Share. The Privco Private Placement Warrants expire 18 months after their date of issue.

CONSOLIDATED CAPITALIZATION

The following table outlines the capitalization of Privco:

Designation of Security	Amount Authorized	Amount outstanding as of December 31, 2014(1)	Amount Outstanding as at the date of this Filing Statement prior to giving effect to the Transaction
Privco Shares	unlimited	18,388,947	26,157,139
Privco Options	N/A	1,275,000(2)	1,212,500(2)
Privco Private Placement Warrants	N/A	nil	2,500,000(3)

Notes:

(1) Privco was incorporated on November 7, 2014. On December 31, 2014, there were 18,388,947 shares outstanding in Privco.

(2) These options are exercisable into shares of Privco at US$0.20 each until November 30, 2018. The options vest 20% every six months for a period of 24 months, of which 80% have vested as of the date of this Filing Statement.

(3) The 2,500,000 Privco Private Placement Warrants are exercisable to acquire Privco Shares at a price of US$0.40 per Privco Share.

PRIOR SALES

The following table sets out the dates and prices at which securities of Privco and Identillect were sold within the 12 months preceding this Filing Statement.

Date	Type of Security	Price per Security ($)	Number of Securities
December, 2015[(1)]	10,000,000 subscription receipts[(1)]	$0.25 per subscription receipts[(2)]	10,000,000 subscription receipts
November, 2015	1,400,000 units[(3)]	$0.25 per unit[(2)]	1,400,000 units
September, 2015	2,200,000 units[(4)]	$0.25 per unit	2,200,000 units
January 26, 2015	Common share	$0.25	339,000
January 23, 2015	Common share	$0.25	200,000
January 8, 2015	Common share	$0.25	400,000
December 5, 2014[(5)]	Common share	$0.25	400,000
November 25, 2014[(5)]	Common share	$0.25	400,000
October 1, 2014[(5)]	Common share	$0.25	261,000
September 29, 2014[(5)]	Common share	$0.25	80,000

Notes:

(1) Concurrent Private Placement to be completed in December, 2015. Each Subscription Receipt will automatically convert into one unit of the Resulting Issuer, consisting of one common share and one warrant. Each warrant is exercisable to acquire one common share of the Resulting Issuer at a price of $0.40 per share, for a period of 18 months from Closing.

(2) Sale completed post-share split.

(3) Each unit consists of one common share in Privco and one Privco Private Placement Warrant.

(4) Each unit consists of one common share in Privco and one-half of one Privco Private Placement Warrant.

(5) Issued as securities in Identillect which were exchanged for equivalent Privco securities on December 19, 2014.

STOCK EXCHANGE PRICE

The Privco Shares are not listed on any stock exchange.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Privco's executive compensation philosophy has been to provide competitive compensation to attract and retain talented staff capable of achieving Privco's strategic and performance objectives. Accordingly, an appropriate portion of total compensation is variable and linked to individual and corporate performance. Consistent with this philosophy, the primary objectives of Privco's compensation program for its Named Executive Officers are:

(xv) to motivate the executive management team to meet and exceed operating targets and long-term strategic goals; and

(xvi) to align the interests of management and Privco's shareholders by emphasizing performance-based compensation that recognizes individual and corporate performance, and which helps increase long-term shareholder value.

The compensation program seeks to align management interests with shareholder interests through long-term incentives linking compensation to performance.

Privco's Board of Directors believes that these elements of compensation, when combined, provide an appropriate mix of conventional and incentive-based compensation. The base salary, on the one hand, provides for a stable income while the incentive compensation recognizes longer-term contributions and aligns management and shareholder interests.

In establishing base salaries, the Privco Board of Directors considers the executive's performance, level of expertise, responsibilities and length of service to Privco. To date, a benchmarking exercise has not yet been undertaken in respect of compensation of Named Executive Officer's.

Privco has not established a compensation committee of the Board of Directors. However, the Privco Board of Directors as a whole has determined compensation for Privco's Named Executive Officers.

Summary Compensation Table

The following table sets forth all annual and long-term compensation of Privco's Chief Executive Officer, Chief Financial Officer, and Chief Technology Officer for the year ended December 31, 2014 and 2013, together with the six months ended June 30, 2015. No other executive officer of Privco had, at the end of the most recently completed financial year, or at June 30, 2015, individual total compensation exceeding $150,000 in the year.

Name and principal position	Period Ended	Salary(1)	Share-based awards (1)(3)	Option-based awards (1)(2)	Non-equity incentive plan compensation		Pension value	All other compensation	Total Compensation (1)
					Annual Incentive Plans	Long-term incentive plans			
Todd Sexton CEO	June 30, 2015	$90,000	Nil	$1,875	Nil	Nil	Nil	Nil	$91,875
	Dec. 31, 2014	$180,000	Nil	$8,886	Nil	Nil	Nil	Nil	$188,886
	Dec. 31, 2013	Nil	Nil	$11,550	Nil	Nil	Nil	Nil	$11,550
Melisa Attisha(4) CFO	June 30, 2015	Nil	Nil	$756	Nil	Nil	Nil	Nil	$45,756
	Dec. 31, 2014	Nil	Nil	$3,583	Nil	Nil	Nil	Nil	$71,083
	Dec. 31, 2013	Nil	Nil	$4,657	Nil	Nil	Nil	Nil	$4,657

Name and principal position	Period Ended	Salary[1]	Share-based awards [(1)(3)]	Option-based awards [(1)(2)]	Non-equity incentive plan compensation		Pension value	All other compensation	Total Compensation [(1)]
					Annual Incentive Plans	Long-term incentive plans			
Einar Mykletun CTO	June 30, 2015	$85,000	Nil	$5,081	Nil	Nil	Nil	Nil	$90,081
	Dec. 31, 2014	$134,583	Nil	$26,244	Nil	Nil	Nil	Nil	$160,827
	Dec. 31, 2013	Nil	$61,800	$32,237	Nil	Nil	Nil	Nil	$94,037

Notes:

(1) All figures in USD.

(2) Determined using the Black-Scholes fair market valuation model for options vested during the period.

(3) The fair value of which was determined using the closing price of the most recent financing round.

(4) Ms. Attisha was contracted by Emprise Capital Corp., which as of April 2014, provides accounting and administrative services to Privco for a fee of $7,500 per month plus the reimbursement of expenses. Other than the grant of options, Ms. Attisha did not receive any direct compensation from Privco in conjunction with her services as CFO.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Privco does not have any plans or arrangements in place with any officers that provide for payment following or in connection with any termination, resignation, retirement, or change of control of Privco other than as follows:

- Privco has an employment contract with Todd Sexton, Chief Executive Officer and President, whereby if he is terminated without cause, he is entitled to a fifteen month severance and twelve months of continued medical and dental insurance.

- Privco has an employment contract with Einar Mykletun, Chief Technology Officer, whereby if he is terminated without cause, he is entitled to a twelve month severance and twelve months of continued medical and dental insurance.

DIRECTOR COMPENSATION

Privco paid Natgar Capital Corp., a company controlled by Jeff Durno who is a Director of Privco, $3,000 per month, from April 2014 until June 30, 2015.

There are no other arrangements, standard or otherwise, pursuant to which directors are compensated by Privco for their services in their capacity as directors. The directors are reimbursed for expenses incurred in carrying out their duties as directors but do not otherwise receive remuneration for serving on the Privco Board of Directors.

MANAGEMENT CONTRACTS

Privco is not a party to a management contract with anyone other than Emprise Capital Corp., which provides accounting and administrative services to Privco for a fee of $7,500 per month plus the reimbursement of expenses since April 2014. Ms. Attisha, a former CFO was contracted by Emprise Capital Corp.

NON-ARM'S LENGTH PARTY TRANSACTIONS

Privco has not completed a transaction involving a Non-Arm's Length Party since its incorporation, other than as disclosed in the Privco Consolidated Financial Statements. The proposed Amalgamation is not a Non-Arm's Length Party transaction.

LEGAL PROCEEDINGS

There are no legal proceedings material to Privco in which it is a party or which any of its properties is the subject matter and, to the knowledge of Privco, no such proceedings are known to be contemplated as at the date of this Filing Statement.

AUDITORS

The independent auditor of Privco is Charlton & Company, Chartered Accountants located at Suite 1735 – 555 Burrard Street, Vancouver, British Columbia, V7X 1M9.

MATERIAL CONTRACTS

Other than contracts entered into the ordinary course of business, the following are the only contracts material to Privco that have been entered into since incorporation.

(a) Amalgamation Agreement dated January 19, 2015, as amended August 25, 2015 and November 19, 2015, among Quentin, Subco and Privco; and

(b) Engagement Letter dated August 13, 2015, among Quentin, Agent and Privco in connection with the Concurrent Private Placement.

Copies of all material contracts may be inspected at the offices of Cassels Brock & Blackwell LLP, counsel to Quentin, located at 2200 – 855 West Georgia Street, Vancouver, British Columbia, V6C 3E8, during normal business hours, until the Closing and for a period of 30 days thereafter.

PART III - INFORMATION CONCERNING THE RESULTING ISSUER

The following information is presented on a post-Transaction basis and is reflective of the projected business, financial and share capital position of the Resulting Issuer. This section only includes information respecting the Resulting Issuer that is materially different from information provided earlier in this Filing Statement. Following the completion of the Transaction, the Resulting Issuer will carry on the businesses currently carried on by Privco and Identillect. Refer to various headings under "Part I – Information Concerning Quentin" and Part II – "Information Concerning Privco and Identillect" for additional information regarding Quentin, Privco and Identillect, respectively. Refer also to the Pro Forma Financial Statements of the Resulting Issuer attached here to as Appendix C.

NAME AND INCORPORATION

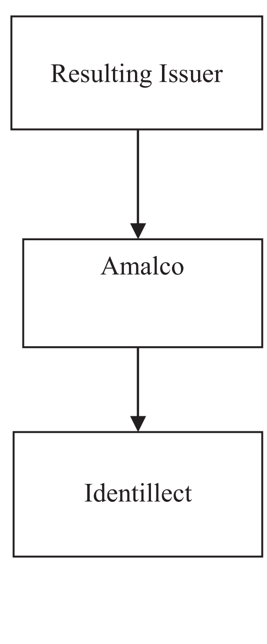
Following the completion of the Transaction, it is anticipated that the Resulting Issuer will continue to subsist under the BCBCA, under the name "Identillect Technologies Corp.".

The Resulting Issuer's registered and records office will be at 2200 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8 and its head office will be located at 120 – 30950 Rancho Viejo Road, Ste 120, San Juan Capistrano, California 92675 USA.

INTERCORPORATE RELATIONSHIPS

After giving effect to the Transaction, the Resulting Issuer's direct and wholly-owned subsidiary will be Amalco, which will continue to subsist under the BCBCA. Identillect will be a direct and wholly-owned subsidiary of Amalco.

<u>Post – Transaction Structure</u>



AMALGAMATION AGREEMENT

Subject to obtaining Exchange approval and the issuance of the Final Exchange Bulletin, the Amalgamation will be effected pursuant to Section 269 of the BCBCA. Pursuant to the Amalgamation

Agreement, Subco and Privco will amalgamate and continue as Amalco. Amalco will be a wholly-owned subsidiary of the Resulting Issuer.

In connection with the Amalgamation Agreement, Quentin will:

i. issue to all of the shareholders of Privco, shares of the Resulting Issuer on the basis of one common share in the Resulting Issuer for each common share that they hold in Privco, post share split;

ii. issue, on a pro-rata basis to the shareholders of Privco, an aggregate of 5,000,000 Resulting Issuer Preferred Shares, which will automatically convert into 5,000,000 Resulting Issuer Shares upon and subject to the Resulting Issuer achieving gross revenues for the year ended December 31, 2016 of at least $10,000,000; and

iii. exchange all of the issued and outstanding convertible securities of Privco for equivalent convertible securities in the Resulting Issuer on a one for one basis, with the exception of the Resulting Issuer Warrants exchanged for the Privco Private Placement Warrants issued in the Privco Private Placement which Quentin will exchange on a one for two basis, each exercisable on substantially the same terms.

NARRATIVE DESCRIPTION OF THE BUSINESS

The Resulting Issuer's business objectives will be Privco's business objectives, as set forth under the headings *"Part II - Information Concerning Privco and Identillect – Narrative Description of the Business"*.

DESCRIPTION OF THE SECURITIES

The share structure of the Resulting Issuer will be the same as the share structure of Quentin and the rights associated with each Resulting Issuer Share will be the same as the rights associated with each Quentin Share. *See "Part I – Information Concerning Quentin – Description of Securities"*.

Common Shares

The authorized capital of the Resulting Issuer will consist of an unlimited number of common shares with no par value. On Closing, it is anticipated that 44,142,151 Resulting Issuer Shares will be issued and outstanding, as fully paid and non-assessable shares.

The holders of the Resulting Issuer Shares are entitled to dividends, if, as and when declared by the Board of Directors; to one vote per Resulting Issuer Share at meetings of the holders of Resulting Issuer Shares; and, upon liquidation, to share equally in such assets of the Resulting Issuer as are distributable to the holders of Resulting Issuer Shares. All common shares to be outstanding after completion of the Transaction will be fully paid and non-assessable and shall not be subject to any pre-emptive rights, conversion or exchange rights, redemption, retraction, purchase for cancellation or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities or provisions requiring a shareholder to contribute additional capital.

Preferred Shares

As part of the transaction, Quentin will issue, on a pro-rata basis to the shareholders of Privco, an aggregate of 5,000,000 Resulting Issuer Preferred Shares, which will automatically convert into 5,000,000 Resulting Issuer Shares upon and subject to the Resulting Issuer achieving gross revenues for the year ended December 31, 2016 of at least $10,000,000.

Warrants

Upon Closing, the 1,100,000 Privco Private Placement Warrants issued in relation to the Privco Private Placement will convert into Resulting Issuer Warrants, each exercisable into Resulting Issuer Shares at a price of $0.40 per share on a one for two basis, for a period of 18 months from Closing. The 1,400,000 Privco Private Placement Warrants issued in relation to the Side Car Private Placement will convert into Resulting Issuer Warrants, each exercisable into Resulting Issuer Shares at a price of $0.40 per share on a one for one basis, for a period of 18 months from Closing.

Upon conversion of the Subscription Receipts issued from the Concurrent Private Placement, 10,000,000 Resulting Issuer Warrants will be issued and outstanding, each exercisable into one Resulting Issuer Share at a price of $0.40 per share, for a period of 18 months from Closing. There will also be up to 1,300,000 Resulting Issuer Warrants issued, in exchange for the Compensation Warrants and Subscription Receipts held by the Agent pursuant to the Concurrent Private Placement, with each warrant exercisable into one Resulting Issuer Share at a price of $0.40 per share, for a period of 18 months from Closing.

Debenture

As part of the transaction, Privco has restructured $580,000 in principal amount of the Facility as an unsecured 7% convertible debenture due 18 months from the Closing Date and convertible, at the option of the holders, into Resulting Issuer Shares at $0.40 per Resulting Issuer Share.

Options

Upon Closing, 1,962,500 Resulting Issuer Options will be issued and outstanding, each option exercisable into one Resulting Issuer Share at a price of $0.25 per Resulting Issuer Share. 1,212,500 Resulting Issuer Options will expire on November 30, 2018, and 750,000 Resulting Issuer Options will expire 90 days from closing of the Transaction.

Holders of Resulting Issuer Warrants, and Resulting Issuer Options other than the conversion rights described above, will have no claim to dividend rights, voting rights, rights upon dissolution or winding-up of the Resulting Issuer, pre-emptive rights, redemption, retraction, purchase for cancellation or surrender provisions, sinking or purchase fund provisions, or provisions requiring a holder to contribute additional capital (except upon exercise).

PRO FORMA CONSOLIDATED CAPITALIZATION

The following table outlines the expected pro forma share capitalization of the Resulting Issuer on completion of the Transaction.

Designation of Security	Amount Authorized	Amount Outstanding as of June 30, 2015	Amount Outstanding as of Closing
Resulting Issuer Shares(1)	Unlimited	7,685,012	44,142,151
Resulting Issuer Warrants(2)	N/A	333,333	14,900,000
Resulting Issuer Options(3)	N/A	750,000	1,962,500
Resulting Issuer Preferred Shares(4)	Unlimited	N/A	5,000,000
Debenture(5)	N/A	N/A	1,450,000
TOTAL		**8,768,345**	**67,454,651**

Notes:

(1) As of the date of this Filing Statement, Quentin has 7,685,012 Quentin Shares issued and outstanding. Upon completion of the Transaction, the Resulting Issuer will issue 10,300,000 Resulting Issuer Shares in consideration for conversion of the Subscription Receipts, and an additional 26,157,139 Resulting Issuer Shares to holders of Privco in exchange for their respective Privco Shares.

(2) Includes Resulting Issuer Warrants issued on conversion of 2,500,000 Privco Private Placement Warrants, 1,300,000 Compensation Warrants and Subscription Receipts issued to the Agent, and 10,000,000 Resulting Issuer Warrants to be issued on conversion of the Subscription Receipts.

(3) Includes 750,000 Quentin Options that will be re-priced to $0.25 per shares, expiring 90 days from Closing and 1,212,500 Resulting Issuer Options exchanged for the Privco Options and re-priced to $0.25. Additional options may be granted prior to Closing in accordance with the Quentin stock option plan.

(4) As part of the transaction, Quentin will issue, on a pro-rata basis to the shareholders of Privco, an aggregate of 5,000,000 Resulting Issuer Preferred Shares, which will automatically convert into 5,000,000 Resulting Issuer Shares upon and subject to the Resulting Issuer achieving gross revenues for the year ended December 31, 2016 of at least $10,000,000.

(5) Represents the Debenture convertible into 1,450,000 Resulting Issuer Shares at $0.40 per Resulting Issuer Share.

Fully Diluted Share Capital

The following table outlines the expected number and percentage of securities of the Resulting Issuer to be outstanding on a fully diluted basis after giving effect to the Transaction:

	Number of the Resulting Issuer Shares	Percentage of Total
Resulting Issuer Shares held by current Quentin Shareholders	7,685,012	10.99%
Resulting Issuer Shares to be issued to current Privco Shareholders(1)	22,227,139	31.80%
Resulting Issuer Warrants issued on conversion of the Subscription Receipts	10,000,000(2)	14.30%

	Number of the Resulting Issuer Shares	**Percentage of Total**
Resulting Issuer Warrants issued to the Agent in connection with the Concurrent Private Placement	1,300,000(3)	1.86%
Resulting Issuer Shares to be issued on conversion of the Subscription Receipts	10,300,000	14.73%
Resulting Issuer Shares to be issued to Privco Shareholders subscribing to the Privco Private Placement.	2,530,000	3.62%
Resulting Issuer Warrants to be issued to Privco Shareholders subscribing to the Privco Private Placement.	2,200,000(4)	3.15%
Resulting Issuer Shares to be issued to Privco Shareholders subscribing to the Side Car Private Placement.	1,400,000	2.00%
Resulting Issuer Shares to be issued on conversion of the Debenture	1,450,000(5)	2.07%
Resulting Issuer Warrants to be issued to Privco Shareholders subscribing to the Side Car Private Placement.	1,400,000(6)	2.00%
Resulting Issuer Options held by current Quentin optionholders	750,000	1.07%
Resulting Issuer Options held by current Privco option holders	1,212,500	1.73%
Resulting Issuer Preferred Shares to be issued on Closing	5,000,000	7.15%
Resulting Issuer Options available for grant on Closing	2,451,715	3.51%
Fully-Diluted	69,906,366	100.00%

Notes:
(1) 22,227,139 Privco Shares outstanding; each Privco Share to be exchanged for one Resulting Issuer Share under the Amalgamation.
(2) Resulting Issuer Warrants issuable in connection with the conversion of the Subscription Receipts.

(3) Up to 1,300,000 Resulting Issuer Warrants payable in connection with the Concurrent Private Placement, whereby the Agent will receive warrants equal to 10% of all Subscription Receipts sold, and 300,000 units, each convertible into a Subscription Receipt, each containing a warrant.
(4) Resulting Issuer Warrants issuable in connection with the Privco Private Placement, these will expire 18 months from Closing.
(5) Resulting Issuer Shares issuable on conversion of the Debenture at $0.40 per Resulting Issuer Share.
(6) Resulting Issuer Warrants issuable in connection with the Side Car Private Placement, these will expire 18 months from Closing.

Other than as disclosed above, no other securities will be outstanding which are convertible into, or exchangeable for, Resulting Issuer Shares following the completion of the Transaction.

Milestones

To accomplish the Resulting Issuer's stated business objectives, it is believed that the Resulting Issuer will need to:

- Expand the marketing and advertising program associated with the Resulting Issuer's existing products, commencing immediately upon closing of the Transaction.
- Expand the distribution channels for the Resulting Issuer's products.
- Continue to grow sales and sales support programs.
- Continue the development of product enhancements.

Additionally, as part of the Transaction, if the Resulting Issuer achieves the below milestone, the Resulting Issuer will issue the following Achievement Shares to the Privco Shareholders:

Milestone	Achievement Shares
Upon the Resulting Issuer achieving gross revenues of at least $10,000,000 for the year ended December 2016(1)	5,000,000(1)
TOTAL	5,000,000

Note:
(1) Upon and subject to the achievement of the respective milestone, the Resulting Issuer Preferred Shares will automatically convert into the Achievement Shares. If the respective milestone is not achieved, the Resulting Issuer Preferred Shares will be cancelled.

The foregoing list is not exhaustive of the steps that the Resulting Issuer needs to take to be successful going forward and achievement of the foregoing milestones shall not guarantee success. Please see "*Risk Factors*".

Available Funds and Principal Purposes

The Resulting Issuer is expected to have approximately $1,926,544 in working capital available on Closing. The Resulting Issuer is expected to use the funds available to it in furtherance of its stated business objectives which are summarized in the table appearing below.

	Estimated Amount
Sources of Funds[1]:	
Estimated working capital deficiency as at November 20, 2015[2]	$(573,456)
Gross proceeds from the Concurrent Private Placement	$2,500,000
Total Sources	**$1,926,544**
Uses of Funds:	
Commission on the Concurrent Private Placement and Privco Private Placement	$175,000
Costs related to the Transaction	$200,000
Sales and marketing expenses for the first 12 months[3]	$169,071
Development and product enhancement expenses for the first 12 months[4]	$262,431
General and administrative expenses for the first 12 months[5]	$186,596
Customer and technical support expenses for the first 12 months[6]	$68,480
Operations management expenses for the first 12 months[7]	$380,358
Unallocated working capital to fund ongoing operations	$484,607
Total Uses	**$1,926,544**

Notes:

(1) Excludes anticipated cash from monthly subscriber revenue.

(2) Based on the estimated working capital deficiency of Quentin at November 20, 2015 in the amount of $213,050 and the estimated working capital deficiency of Privco at November 20, 2015 of $360,406.

(3) Comprised of $21,234 for tradeshows, $31,851 for advertising and SEO, and $115,986 for sales and marketing wages.

(4) Comprised of $23,888 for cloud infrastructure and website services, $12,940 for hardware and software, and $225,603 for development and product enhancement wages.

(5) Comprised of $84,406 for rent, office supplies and insurance, $55,740 for legal and audit, $30,524 for transfer agent, regulatory and filing fees, and $15,926 for telecommunications and internet.

(6) Comprised of wages for customer and technical support staff.

(7) Comprised of $23,889 for travel, $13,537 for insurance, and $342,932 for operations wages.

Based on current projections, the Resulting Issuer's working capital available for funding ongoing operations is expected to meet its expenses for a minimum period of 12 months commencing immediately after the completion of the Transaction.

Notwithstanding the proposed uses of available funds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult, at this time, to definitively project the total funds necessary to affect the planned activities of the Resulting Issuer. For these reasons, management of Quentin considers it to be in the best interests of the Resulting Issuer and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises. Further, the above uses of available funds should be considered estimates. See "*Forward-Looking Information*".

Dividends

There will be no restrictions in the Resulting Issuer's articles or elsewhere which would prevent the Resulting Issuer from paying dividends subsequent to the completion of the Transaction. It is not contemplated that any dividends will be paid on the Resulting Issuer Shares in the immediate future following the completion of the Transaction, as it is anticipated that all available funds will be invested to finance the growth of the Resulting Issuer's business. The Board of Directors will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time. All of the Resulting Issuer Shares are entitled to an equal share in any dividends declared and paid. See "*Forward-Looking Information*".

PRINCIPAL SECURITYHOLDERS

It is not anticipated that any Person will own of record or beneficially, directly or indirectly, or exercise control or direction over, more than 10% of the Resulting Issuer Shares following the completion of the Transaction.

DIRECTORS AND OFFICERS OF THE RESULTING ISSUER

At Closing, the directors and officers of the Resulting Issuer are expected to be the individuals set out below.

Name, Address, Occupation and Security Holdings

Name and Location of Residence	Position or Office	Principal Occupation During Past 5 Years	Director of Quentin, Privco or Identillect Since (1)	Number and Percentage of Resulting Issuer Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly(3)
Jeff Durno(2) **Vancouver, BC**	Director and Chairman	Partner at the firm of Cassels Brock & Blackwell since May 2015. Managing Partner of the law firm of Anfield Sujir Kennedy & Durno from 1996 until May 2015.	2013	2,815,470(4)(5) 6.38%
Todd Sexton **San Diego, CA**	Director, President, and CEO	Director, President and CEO of Identillect since its incorporation.	2010	2,635,670(6) 5.97%

Name and Location of Residence	Position or Office	Principal Occupation During Past 5 Years	Director of Quentin, Privco or Identillect Since (1)	Number and Percentage of Resulting Issuer Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly(3)
Grant Block(2) **Vancouver, BC**	Director	Managing Partner at Davidson & Company LLP, Chartered Accountants since 1989	N/A	161,000 0.36%
Michael Iverson(2) **Langley, BC**	Director	President and Director of Triple K Ventures Ltd. since 1980.	N/A	2,001,115 4.53%
Einar Mykletun **Aliso Viejo, CA**	CTO	CTO of Identillect since April 2014	2014	345,000 0.78%
Robert Chisholm **Surrey, BC**	CFO and Corporate Secretary	CFO at Siyata Mobile Group, Emprise Capital Corp. and PNI Digital Media	N/A	Nil

Notes:

(1) The term of office of each director of the Resulting Issuer will expire at the next annual general meeting of the shareholders of the Resulting Issuer.

(2) Proposed member of the Resulting Issuer's audit committee.

(3) Percentages shown are based on 44,142,151 Resulting Issuer Shares issued and outstanding immediately following the Closing, and excludes the issuance of the Resulting Issuer Preferred Shares.

(4) All of which are held through Natgar Capital Corp., a corporation controlled by Jeff Durno.

(5) Includes 375,000 Resulting Issuer Shares issuable on conversion of $150,000 portion of the Debenture held by Natgar Capital Corp.

(6) All of which are held through Managerial Insights LLC, a limited liability company controlled by Todd Sexton.

Management

On Closing, the management team of the Resulting Issuer is expected to be comprised of Todd Sexton as President and Chief Executive Officer; Jeff Durno as Chairman; Einar Mykletun as Chief Technology Officer; and Robert Chisholm as Chief Financial Officer and Corporate Secretary. It is anticipated that the Board of Directors of the Resulting Issuer will consist of Todd Sexton, Jeff Durno, Grant Block and Michael Iverson.

In addition to the information set out in the table above, following is some information about the proposed members of the Board of Directors and management of the Resulting Issuer:

Todd Sexton (age: 43, Director, President and Chief Executive Officer)

Todd Sexton has been the President and Chief Executive Officer of Identillect since its incorporation. He holds Bachelor's and Master's degrees in Business Administration. Mr. Sexton has worked in the field of email encryption technology for the past nine years. Mr. Sexton will be considered an employee of the Resulting Issuer rather than an independent contractor. Mr. Sexton has a non-disclosure and non-competition agreement in place with Identillect.

In his capacity as President, Chief Executive Officer and Director, Mr. Sexton will devote approximately 100% of his time to the business and affairs of the Resulting Issuer.

Jeff Durno (age: 47, Director and Chairman)

Jeff Durno is a partner in the Cassels Brock & Blackwell Securities Group where his practice focuses primarily on securities and corporate finance matters, and acts as Chairman of Emprise Capital Corp., a Vancouver based merchant banking company. Mr. Durno has over twenty years of experience in the public markets, during which time he has served as a director and senior officer of numerous TSX listed companies. Mr. Durno was called to the Bar of Ontario in 1993 and British Columbia in 1994 and is a member of the Law Society of Upper Canada.

In his capacity as Director and Chairman, Mr. Durno will devote as much time as needed to the business and affairs of the Resulting Issuer.

Grant Block (age: 57, Director)

Grant Block is the managing partner at Davidson & Company LLP, Chartered Accountants, and has been with the firm since 1989. Mr. Block completed his CA and CMA designations in 1985. Mr. Block also completed his CPA (Nevada) and has taken the Canadian Securities course. Since becoming the managing partner of Davidson & Company LLP, the firm has grown to be a leader in Canadian public company auditing. Mr. Block is a past member of the audit board of Nexia International. Mr. Block is also a member of the Royal Canadian Legion and is also a licensed pilot.

In his capacity as Director, Mr. Block will devote as much time as needed of his time to the business and affairs of the Resulting Issuer.

Michael Iverson (age: 63, Director)

Michael Iverson has been President and Director of Triple K Ventures Ltd since 1980. He has a wealth of experience in public and private equity markets and important management disciplines in strategic planning, sales and marketing. Mr. Iverson also serves as a Director and the Executive Vice President of Niogold Mining Corp.

In his capacity as Director, Mr. Iverson will devote as much time as needed of his time to the business and affairs of the Resulting Issuer.

Einar Mykletun (age: 35, Chief Technology Officer)

Einar Mykletun has over 8 years' experience working for a Fortune 100 company as main contact point around software security and compliance matters. He received a Ph.D. in Computer Science, with an emphasis on Applied Cryptography, from the University of California, Irvine.

In his capacity as an Officer, Mr. Mykletun will devote approximately 100% of his time to the business and affairs of the Resulting Issuer.

Robert Chisholm (age: 53, Chief Financial Officer and Corporate Secretary)

Robert Chisholm has been the Chief Financial Officer of Siyata Mobile Inc. since July 2015, and the Chief Financial Officer and a partner at Emprise Capital Corp. since July 2008, a private merchant bank based in Vancouver, BC. Prior to Emprise Capital Corp., Mr. Chisholm was the Chief Financial Officer for PNI Digital Media from September 2001 until March 2009, a publicly listed company (recently acquired by Staples) providing technology and utilizing telecommunications infrastructure to bridge consumer ordered content (Music, Photos, Games, Video, Mobile Content) with retailers that have on demand manufacturing capabilities for the production of merchandise in real time. Mr. Chisholm was directly responsible for successfully negotiating agreements with large retailers in the United States, Europe and Canada. Mr. Chisholm holds a professional accounting designation in Canada and received his BBA with a major in accounting from Saint Francis Xavier University in Nova Scotia.

In his capacity as an officer, Mr. Chisholm will devote approximately 25% of his time and such additional time to the business and affairs of the Resulting Issuer as may be necessary to discharge his duties.

PROMOTER CONSIDERATION

The directors of the Resulting Issuer are the promoters of the Resulting Issuer. For a description of the number and percentage of common shares in the Resulting Issuer to be beneficially owned, directly or indirectly, or over which direction or control will be exercised by the directors of the Resulting Issuer see below *"Information Concerning the Resulting Issuer – Escrowed Securities"*.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

No proposed director, officer or Promoter of the Resulting Issuer or shareholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer is or has, within the past 10 years, been a director, officer or Promoter of any Person or issuer that, while such Person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied that Person or issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days or 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 the assets of that Person other than:

> Robert Chisholm. Robert Chisholm is a former director of Ocion Water Sciences Group Ltd. ("**Ocion**"), A secured creditor appointed a receiver to Ocion on October 17, 2014. On November 6, 2014 the board of directors of Ocion determined that the interests of all stakeholders would be best protected by an assignment into bankruptcy. Robert Chisholm resigned as a director of Ocion on October 17, 2014.

PENALTIES AND SANCTIONS

No proposed director, officer or Promoter of the Resulting Issuer or shareholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer or a personal holding corporation of such Persons is or has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions proposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable securityholder making a decision about the Transaction.

PERSONAL BANKRUPTCIES

No proposed director, officer or Promoter of the Resulting Issuer or shareholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding corporation of such Persons is or has, within the past 10 years, become bankrupt, made a proposal under bankruptcy or insolvency legislation or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

CONFLICTS OF INTEREST

Some of the individuals proposed for appointment as directors or officers of the Resulting Issuer upon the completion of the Transaction are also directors, officers and/or Promoters of other reporting and non-reporting issuers, including those engaged in technology issuers. As of the date of this Filing Statement and to the knowledge of the directors and officers of Quentin, Privco and Identillect, there are no existing conflicts of interest between the Resulting Issuer and any of the individuals proposed for appointment as directors or officers following the completion of the Transaction.

OTHER REPORTING ISSUER EXPERIENCE

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

<table>
<tr><th>Name</th><th>Name and Jurisdiction of Reporting Issuer</th><th>Name of Trading Market</th><th>Position(s) Held</th><th>Term</th></tr>
<tr><td rowspan="11">Jeff Durno</td><td>Sky Ridge Resources Ltd., BC</td><td>NEX</td><td>CEO
President &
Director</td><td>Jan 2015 to present
Dec 2007 to present
Mar 2007 to present</td></tr>
<tr><td>Quadron Capital Corporation, BC</td><td>Unlisted</td><td>Director</td><td>May 2013 to present</td></tr>
<tr><td>Mobio Technologies Inc., BC</td><td>TSX-V</td><td>Chairman & Director</td><td>Sep 2013 to present</td></tr>
<tr><td>NeutriSci International Inc., BC</td><td>TSX-V</td><td>Chairman & Director</td><td>Nov 2014 to present</td></tr>
<tr><td rowspan="2">Dunnedin Ventures Inc., BC</td><td rowspan="2">TSX-V</td><td>Director</td><td>Feb 2010 to Dec 2010</td></tr>
<tr><td>Secretary</td><td>Dec 2010 to present</td></tr>
<tr><td>Ackroo Inc., CAN</td><td>TSX-V</td><td>Director</td><td>Jun 2012 to Jun 2014</td></tr>
<tr><td>NovaDx Ventures Corp.</td><td>TSX-V</td><td>Director</td><td>Dec 2001 to Apr 2013</td></tr>
<tr><td>Bearclaw Capital Corp., BC</td><td>TSX-V</td><td>Director</td><td>Mar 2010 to Jun 2011</td></tr>
<tr><td>Ripper Oil and Gas Inc, BC</td><td>TSX-V</td><td>Director</td><td>Feb 2013 to Dec 2013</td></tr>
<tr><td>Dolos Capital Corp., BC</td><td>Unlisted</td><td>Director & President</td><td>Feb 2015 to present</td></tr>
</table>

Name	Name and Jurisdiction of Reporting Issuer	Name of Trading Market	Position(s) Held	Term
Michael Iverson	Volcanic Metals Corp., BC	TSX-V	CEO	Apr 2007 to present
			President	Jan 2012 to present
			Secretary &	Apr 2007 to present
			Director	Apr 2007 to present
	Niogold Mining Corp., BC	TSX-V	CEO	Feb 2006 to present
			President	May 2012 to present
			Chairman	Feb 2009 to present
			Director	Jan 1998 to present
	Fortuna Silver Mines Inc., BC	TSX	Director	Mar 1998 to present
	Tectonic Minerals Corporation, BC	TSX-V	Director	Dec 2007 to Aug 2011
Robert Chisholm	Siyata Mobile Inc.	TSX-V	CFO	July 2015 to present
	NeutriSci International Inc., BC	TSX-V	CFO	Mar 2013 to present
	Ripper Oil and Gas Inc., BC	NEX	Director and CFO	May 2012 to present
	Bravern Ventures Ltd., BC	NEX	Director and CFO	Jun 2013 to present
	Camex Energy Corp., BC	NEX	CFO	Dec 2012 to present
	T.M.T. Resources Inc., BC	NEX	Director and CFO	Nov 2011 to present
	NEMI Northern Energy & Mining Inc., BC	TSX-V	CFO	Aug 2013 to present
	Savary Gold Corp., BC	TSX-V	Director and CFO	Mar 2011 to Sep 2012
	Brookwater Ventures Inc., BC	TSX-V	Director and CFO	Dec 2009 to May 2011
	Chantrell Ventures Corp., BC	NEX	CFO	Jul 2010 to Dec 2010
	PNI Digital Media, BC	TSX-V	Director	Apr 2009 to Dec 2012
	Arena Minerals Inc., ON	TSX-V	Director and CFO	May 2010 to Jun 2012
	AnalytixInsight Inc., ON	TSX-V	Director and CFO	Jul 2011 to May 2014
	Ackroo Inc., ON	TSX-V	Director	Mar 2011 to Oct 2010

PROPOSED EXECUTIVE COMPENSATION

Following is the anticipated compensation, as known, for each of the Resulting Issuer's Named Executive Officers for the 12 month period after giving effect to the Transaction:

Name and principal position	Annual Salary (in US dollars)	Share-based awards (in US dollars)	Option-based awards(1) (in US dollars)	Non-equity incentive plan compensation		Pension value (in US dollars)	All other compensation (in US dollars)	Total Compensation (in US dollars)
				Annual Incentive Plans (in US dollars)	Long-term incentive plans (in US dollars)			
Todd Sexton President & CEO	$180,000	Nil	$772	$Nil	$Nil	Nil	Nil	$180,772
Einar Mykletun, Chief Technology Officer	$170,000	Nil	$2,092	$Nil	$Nil	Nil	Nil	$172,092
Robert Chisholm(2), Chief Financial Officer and Corporate Secretary	Nil	Nil	Nil	$Nil	$Nil	Nil	Nil	Nil

Note:
(1) Determined using the Black Scholes fair market valuation model, for options vesting during the period.
(2) Mr. Chisholm was contracted by Emprise Capital Corp. to provide accounting and administrative services to the Resulting Issuer for a fee of C$10,500 per month plus the reimbursement of expenses. Mr. Chisholm will not receive any direct compensation from the Resulting Issuer in conjunction with his services as CFO.

Incentive Plan Awards

Share-based Awards

During the 12 month period post-Transaction, it is not expected that the Resulting Issuer will grant any share-based awards, being awards granted under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock. See *"Forward-Looking Information"*.

Option-based awards

In addition to the stock options which have been granted, the Resulting Issuer will likely grant future option-based awards, being awards under an equity incentive plan of options, including, for greater certainty, by granting stock options to its directors, officers and employees. The timing, amounts, exercise price of these future option-based awards are not yet determined. Such stock options are expected to be granted under the Stock Option Plan. See *"Part I – Information Concerning Quentin - Stock Option Plan"*.

Pension Plan Benefits

During the 12 month period post-Transaction, it is not expected that the Resulting Issuer will provide for defined benefit plans or defined contribution plans, being plans that provide for payments or benefits at, following, or in connection with retirement, or provide for deferred compensation plans. See "*Forward-Looking Information"*.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Resulting Issuer does not have written employment agreements with the Named Executive Officers, nor any plans or arrangements in place with any NEO that provide for payment following or in connection with any termination, resignation, retirement, a change of control of the Resulting Issuer or a change in a NEO's responsibilities other than for Todd Sexton and Einar Mykletun. Please see *"Part II – Information Concerning Privco and Identillect –Executive Compensation – Termination and Change of Control Benefits"*.

COMPENSATION OF DIRECTORS

It is anticipated that the directors of the Resulting Issuer will be paid fees for their services, however, the amounts of such fees will be determined at the discretion of the Board of Directors of the Resulting Issuer following completion of the Transaction.

It is also expected that the Resulting Issuer will grant stock options to directors in recognition of the time and effort that such directors devote to the Resulting Issuer. The timing, amounts, exercise price of these future option-based awards are not yet determined.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No individual who: (a) is a director or officer of Quentin, Subco or Privco or is proposed to be a director or officer of the Resulting Issuer; (b) at any time during the year ended July 31, 2015 for Quentin or the most recently completed financial year of Subco or Privco, was a director or officer of Quentin, Subco or Privco or (c) is an Associate of any of the foregoing, is either: (i) indebted to Quentin, Subco or Privco or any of their subsidiaries; or (ii) indebted to another entity with such indebtedness being the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Quentin, Subco or Privco.

INVESTOR RELATIONS ARRANGEMENTS

No oral or written agreement has been entered into with any Person for the provision of investor relations services for the Resulting Issuer.

Options and Warrants to Purchase Securities

There will be 1,962,500 Resulting Issuer Options, up to 14,900,000 Resulting Issuer Warrants, and 5,000,000 Resulting Issuer Preferred Shares outstanding immediately following Closing. Other than the foregoing and the Debenture, no other securities will be outstanding which are convertible into, or exchangeable for, Resulting Issuer Shares following the completion of the Transaction. Please see *"Part III – Information Concerning the Resulting Issuer – Description of Securities – Fully Diluted Share Capital"*.

Upon completion of the Transaction, the outstanding Resulting Issuer Options will be held under the Stock Option Plan by:

Group / Other Optionee	Number of Options
All proposed officers of the Resulting Issuer, as a group(1)(4)	912,500(5)
All proposed directors of the Resulting Issuer who are not also officers, as a group(4)	To be determined(6)
All other employees of the Resulting Issuer, as a group(4)	362,500(5)
All consultants of the Resulting Issuer, as a group(4)	Nil
Any other Person(2)(3)(4)	750,000(2)(3)
TOTAL	1,962,500(6)

Notes:
(1) Comprised of Jeff Durno, Todd Sexton, Einar Mykletun and Emprise Capital Corp.
(2) Upon Closing, and relating to Quentin rather than the Resulting Issuer. These options are exercisable at $0.25.
(3) There are no other employees, past employees or consultants of Quentin that will hold options as of Closing other than as disclosed above.
(4) There are no officers, directors, employees or consultants of Privco, past or present, who will hold options, other than as mentioned above.
(5) These options are exercisable until November 30, 2018. The options vest 20% every six months for a period of 24 months, of which 80% have vested. All options will be repriced to $0.25 on Closing.
(6) There are 2,451,715 Resulting Issuer Options available for grant on Closing, based on 44,142,151 Resulting Issuer Shares outstanding on Closing, of which specific allocations are to be determined.

All of the stock options described in the foregoing table are or will be granted under the Stock Option Plan.

Upon Closing, the following Resulting Issuer Warrants will be outstanding:

Number of Warrants	Number of Resulting Issuer Common Shares to be issued on exercise of the Warrants	Expiry Date	Exercise Price ($/share)	Market Value as at Date of Issuance and Most Recent Month End
10,000,000(1)	10,000,000	18 months from Closing	$0.40	N/A

Number of Warrants	Number of Resulting Issuer Common Shares to be issued on exercise of the Warrants	Expiry Date	Exercise Price ($/share)	Market Value as at Date of Issuance and Most Recent Month End
2,200,000[(2)]	2,200,000	18 months from Closing	$0.40	N/A
1,300,000[(3)]	1,300,000	18 months from Closing	$0.40	N/A
1,400,000[(4)]	1,400,000	18 months from Closing	$0.40	N/A

Notes:
(1) Resulting Issuer Warrants issuable in connection with the conversion of the Subscription Receipts.
(2) Resulting Issuer Warrants issuable in connection with the Privco Private Placement, they will expire 18 months from Closing.
(3) Up to 1,150,000 Resulting Issuer Warrants payable in connection with the Concurrent Private Placement, whereby the Agent will receive warrants equal to 10% of all Subscription Receipts sold, and 300,000 units, each convertible into a Subscription Receipt, each containing a warrant.
(4) Resulting Issuer Warrants issuable in connection with the Side Car Private Placement, they will expire 18 months from Closing.

There are no assurances that the options or warrants described above will be exercised in whole or in part.

STOCK OPTION PLAN

The Stock Option Plan of the Resulting Issuer will be the Stock Option Plan of Quentin. For a description of the Stock Option Plan, see the heading *"Part I - Information Concerning Quentin – Stock Option Plan"*.

ESCROWED SECURITIES

Pursuant to the Resulting Issuer Escrow Agreement, 10,705,754 Resulting Issuer Shares and 2,160,884 Resulting Issuer Preferred Shares will be held in escrow pursuant to the Resulting Issuer Escrow Agreement, with Computershare as escrow agent.

Resulting Issuer Escrow Shares

The following table lists the names of the shareholders of the Resulting Issuer who will hold Resulting Issuer Escrow Shares following the completion of the Transaction, which shares will be subject to Value Escrow (as that term is defined in the policies of the Exchange).

Name and Municipality of Residence of Securityholder[(1)]	Designation of Class	Number of Securities held in escrow (percentage of class)			
		Quentin Shares Prior to giving effect to the Transaction		Resulting Issuer Shares After giving effect to the Transaction	
		Number of Securities	Percentage of Total	Number of Securities	Percentage of Total Class[(2)]
Managerial Insights, LLC[(3)] Aliso Viejo, California	Resulting Issuer Shares	Nil	N/A	2,375,670	5.38%
Natgar Capital Corp.[(4)] Vancouver, BC	Resulting Issuer Shares	Nil	N/A	2,440,470	5.53%
Einar Mykletun Aliso Viejo, California	Resulting Issuer Shares	Nil	N/A	345,000	0.78%
Michael Iverson Vancouver, BC	Resulting Issuer Shares	Nil	N/A	2,001,115	4.53%
Grant Block, Vancouver, BC	Resulting Issuer Shares	Nil	N/A	161,000	0.36%
Bruno Benedet Vancouver, BC	Resulting Issuer Shares	Nil	N/A	2,734,499	6.19%

Notes:
(1) An aggregate of 2,160,884 Resulting Issuer Preferred Shares issued to these individuals will also be held in escrow.
(2) Based on 44,142,151 Resulting Issuer Shares issued and outstanding upon Closing and excludes the issuance of the Resulting Issuer Preferred Shares
(3) A company controlled by Todd Sexton.
(4) A company controlled by Jeff Durno.

Assuming the Resulting Issuer Shares are listed on the Exchange as a Tier 2 Issuer, the schedule of release of the Resulting Issuer Escrow Shares that are Value Shares (as that term is defined in the policies of the Exchange) is as follows:

Release Dates	Percentage of Total Resulting Issuer Escrow Shares to be Released
at the time of the Final Exchange Bulletin	10%
6 months after the Final Exchange Bulletin	15%
12 months after the Final Exchange Bulletin	15%
18 months after the Final Exchange Bulletin	15%
24 months after the Final Exchange Bulletin	15%
30 months after the Final Exchange Bulletin	15%
36 months after the Final Exchange Bulletin	15%

Transfer of Resulting Issuer Escrow Shares

Where shares subject to escrow are to be held by a company or trust, such company or trust will be required to agree not to carry out, while its shares are in escrow, any transaction that would result in the change of control of the Resulting Issuer. Any such company will be required to further undertake to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance or transfer of securities which could reasonably result in a change of control of the Resulting Issuer.

All holders of Resulting Issuer Escrow Shares must obtain Exchange consent to transfer such shares, other than in specified circumstances set out in the Resulting Issuer Escrow Agreement.

TSX Venture Exchange Resale Restrictions

Under the policies of the Exchange, there will be an aggregate of 4,132,585 Resulting Issuer Shares and 789,953 Resulting Issuer Preferred Shares subject to resale restrictions, where 20% of said shares will be released on Closing, and out of the remaining unreleased shares, 25% will be released over a period of four months and 75% will be released over a period of one year. The Exchange imposed resale restrictions will be evidenced by legends placed on the certificates representing the Resulting Issuer Shares.

AUDITORS

The auditors of the Resulting Issuer will be Charlton & Company located at Suite 1735 – 555 Burrard Street, Vancouver, British Columbia, V7X 1M9.

TRANSFER AGENT AND REGISTRAR

It is expected that Computershare, which is currently Quentin's registrar and transfer agent, will serve as the Resulting Issuer's registrar and transfer agent. It is expected that transfers of the securities of the Resulting Issuer may be recorded at registers maintained by Computershare in Vancouver, British Columbia, Canada.

PART IV - GENERAL MATTERS

SPONSOR

Quentin has applied for and received an exemption from the Sponsorship requirements of the Exchange.

EXPERTS

The following opinions or reports have been described or included in this Filing Statement: the audit reports of Quentin for the fiscal years ended July 31, 2015 and 2014 are provided by Sam S. Mah, Inc., Chartered Accountant, and the audit report of Privco for the fiscal year ended December 31, 2014 and 2013 are provided by Charlton & Company, Chartered Accountants. Neither Sam S. Mah, Inc., Chartered Accountant nor Charlton & Company, Chartered Accountants: (a) have a direct or indirect interest in Quentin or Privco; or (b) beneficially own, directly or indirectly, any securities of Quentin, Privco or any Associate or Affiliate of Quentin or Privco. In particular, Sam S. Mah, Inc., Chartered Accountant or Charlton & Company, Chartered Accountants have advised Quentin and Privco, respectively, that they are independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

In addition, none of the aforementioned Persons or companies, nor any director, officer or employee of any of the aforementioned Persons or companies, is or is expected to be elected, appointed or employed as a director, officer or employee of the Resulting Issuer or of any Associate or Affiliate of the Resulting Issuer. See "*Forward-Looking Information*".

Except as disclosed herein, no professional Person who has provided an opinion or report referenced in this Filing Statement currently holds more than 1% of the Quentin Shares and, upon completion of the Amalgamation, will not hold more than 1% of the issued and outstanding Resulting Issuer Shares.

Moreover, none of the foregoing Persons or any of their respective directors, officers or employees is, or expects to be, elected, appointed or employed as a director, officer or employee of the Resulting Issuer or its Associates or Affiliates.

OTHER MATERIAL FACTS

There are no other material facts about Quentin, Subco, Privco, Resulting Issuer or the Transaction that are not disclosed elsewhere in this Filing Statement.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Filing Statement have been approved by the Board of Directors of Quentin. Where information contained in this Filing Statement rests particularly within the knowledge of a person other than Quentin or Privco, Quentin or Subco, respectively, has relied upon information furnished by such person.

APPENDIX A
FINANCIAL STATEMENTS OF QUENTIN

Please see attached.

QUENTIN VENTURES LTD.

Consolidated Financial Statements
(Expressed in Canadian Dollars)

As at and for the years ended July 31, 2015 and 2014

QUENTIN VENTURES LTD.

CONTENTS

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Chartered Accountant
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INDEPENDENT AUDITOR'S REPORT

To: the Shareholders of
Quentin Ventures Ltd. (formerly Cinema Internet Networks Inc.)

I have audited the accompanying financial statements of Quentin Ventures Ltd. (formerly Cinema Internet Networks Inc.) ("the Company"), which comprise the statements of financial position as at July 31, 2015 and July 31, 2014 and the statements of income and comprehensive income and cash flows and statements of changes in equity for the years then ended July 31, 2015 and July 31, 2014 and a summary of significant accounting policies and other explanatory information.

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

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

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

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion
In my opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at July 31, 2015 and July 31, 2014 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without qualifying my opinion, I draw attention to Note 1 in the financial statements which indicates that the Company incurred a net loss of $140,014 during the year ended July 31, 2015 and, as of that date, had an accumulated deficit of $9,667,331 since inception. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

"Sam S. Mah Inc"
Chartered Accountant

Vancouver, Canada
October 16, 2015

QUENTIN VENTURES LTD.
Consolidated Statements of Financial Position
As at July 31, 2015 and 2014
(Expressed in Canadian dollars)

		2015		2014
Assets				
Current Assets:				
Amounts receivable	**$**	**27,782**	$	24,321
Equipment (note 6)		**1**		1
Total Assets	**$**	**27,783**	$	24,322
Liabilities and Shareholders' Deficiency				
Current Liabilities:				
Accounts payable and accrued liabilities	**$**	**222,981**	$	733,058
Notes payable (note 7)		**-**		291,895
		222,981		1,024,953
Long term debt (note 8)		**493,347**		-
		716,328		1,024,953
Shareholders' Deficiency:				
Share capital (note 9)		**8,939,186**		8,526,686
Share-based reserves		**39,600**		-
Deficit		**(9,667,331)**		(9,527,317)
		(688,545)		(1,000,631)
Total Liabilities and Shareholders' Deficiency	**$**	**27,783**	**$**	24,322

Nature of operations and going concern (note 1)
Proposed transaction (note 14)

Approved on Behalf of the Board October 16, 2015:

"Doug McFaul"	*"Moez Manji"*
Doug McFaul - Director	Moez Manji - Director

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

QUENTIN VENTURES LTD.
Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
For the years ended July 31, 2015 and 2014
(Expressed in Canadian dollars)

		2015		2014
Revenues	**$**	**-**	$	1,693
Direct costs		**-**		314
Gross profit		**-**		1,379
Expenses				
Gain on forgiveness of debt		**-**		(545,411)
General and administrative		**-**		27
Filing and transfer agent fees		**9,669**		18,432
Foreign exchange		**-**		16,037
Interest		**7,445**		21,314
Professional fees		**83,300**		71,000
Stock based compensation		**39,600**		-
		(140,014)		(418,601)
Net Income /(loss) and comprehensive income /(loss) for the year	**$**	**(140,014)**	$	419,980
Weighted average number of common shares outstanding		**6,464,464**		2,185,012
Basic and fully diluted net income /(loss) per share	**$**	**(0.02)**	$	0.19

The accompanying notes are an integral part of these financial statements

QUENTIN VENTURES LTD.

Consolidated Statements of Shareholder' Deficiency

(Expressed in Canadian dollars)

	Number of Common Shares (Note 9(b))	Share Capital	Share-based payment reserves	Deficit	Shareholders' Deficiency
Balance, July 31, 2013	**2,185,012**	**$ 8,526,686**	**-**	**$ (9,947,297)**	**$ (1,420,611)**
Income/(loss) and comprehensive income/(loss) for the year	-	-	-	419,980	419,980
Balance, July 31, 2014	**2,185,012**	**$ 8,526,686**	**$ -**	**$ (9,527,317)**	**$ (1,000,631)**
Share issuance to settle debt	5,500,000	412,500	-	-	412,500
Share-based reserves	-	-	39,600	-	39,600
Loss for the year	-	-	-	(140,014)	(140,014)
Balance, July 31, 2015	**7,685,012**	**$ 8,939,186**	**$ 39,600**	**$ (9,667,331)**	**$ (688,545)**

The accompanying notes are an integral part of these financial statements

QUENTIN VENTURES LTD.
Consolidated Statements of Cash Flows
For the years ended July 31, 2015 and 2014
(Expressed in Canadian dollars)

		2015		2014
Cash provided by/(used for):				
Operating Activities:				
Income/(Loss) for the year	**$**	**(140,014)**	$	419,980
Items not affecting cash:				
Interest accrued		**7,445**		21,314
Foreign exchange loss		**-**		16,037
Stock based compensation		**39,600**		-
Gain on forgiveness of debt		**-**		(545,411)
Changes in non-cash working capital items:				
Amounts receivable		**(3,461)**		(1,849)
Accounts payable and accrued liabilities		**(393,470)**		(15,263)
Due to related parties		**-**		6,000
Reclassification of lease assignment (note 10)		**-**		(47,041)
		(489,900)		(146,233)
Financing Activities:				
Bank indebtedness		**-**		(38)
Proceeds from notes payable		**335**		146,271
Long term debt		**489,565**		-
		489,900		146,233
(Decrease) in cash for the year		**-**		-
Cash, beginning of the year		**-**		-
Cash, end of the year	**$**	**-**	$	-

Significant non-cash activities – (note 10)

Supplemental cash flow information:				
Interest Paid	**$**	**-**	$	-
Income taxes	**$**	**-**	$	-

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS AND GOING CONERN

Quentin Ventures Ltd. (the "Company") is a Canadian public company that is listed on the NEX Board of the TSX-V under the symbol QTN.H. The Company was incorporated under the Canada Corporations Business Act on December 27, 1985, registered extra-provincially under the British Columbia Company Act on July 9, 1987, and effective June 18, 2014 the Company was continued into British Columbia. The Company's principal address is office is 1600 – 609 Granville Street, Vancouver, BC, Canada V7Y 1C3 and its registered records office is 2200-885 Georgia Street, Vancouver, B.C., V6C 3E8.

The Company was previously engaged in the sales and installation of broadband, high speed Internet services to the hospitality industry and other commercial customers, but is currently in the process of searching for and evaluating new business opportunities (see Proposed Transaction - Note 14).

As at July 31, 2015, the Company has not yet achieved profitable operations, has no sources of revenue, and expects to incur further losses in the development of its business. As at July 31, 2015, the Company has a working capital deficiency of $195,198 (July 31, 2014 - $1,000,631) and an accumulated deficit of $9,667,331 (July 31, 2014 - $9,527,317). The Company has insufficient working capital to fund its ongoing operating costs and administrative expenses for the next year, and the Company currently has no sources of revenue or cash balances from which to service its existing debt obligations. These material uncertainties cast significant doubt about the Company's ability to continue as a going concern.

The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds there from, settle its debt obligations, and raise equity capital to meet current and future obligations. In order to fund its continued operations and repay its debts the Company needs to raise additional financing by way of either incurring additional debt, re-negotiating its current debt, and/or issuing shares. Should the Company issue shares, it would significantly dilute the existing shareholders. There is no assurance that the Company will be able to raise the necessary financing on a timely basis or on terms acceptable to it. The continued operation of the Company currently remains dependent on the continued financial support from its creditors and shareholders and its ability to generate future profitable operations. The future success of the Company is dependent on the identification and successful negotiation/acquisition of a sustainable/viable business operation together with the ability to finance the acquisition or participation in this new opportunity. There can be no assurances that the Company will be able to secure a new business or will be able to obtain the financing required to support a new business acquisition.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than a process of forced liquidation and therefore do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of presentation

These financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB").

The Financial Statements have been prepared on the historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The consolidated annual financial statements include the accounts of the Company and its wholly-owned subsidiary 1021784 B.C. Ltd., an inactive company incorporated on December 12, 2014 in connection with the Company's proposed transaction (see Note 14).

The Company's financial statements were authorized for issue by the Board of Directors on October 16, 2015.

b. Functional and reporting currency

The Canadian dollar is both the functional and presentation currency.

c. Foreign currency translation

Transactions in foreign currencies are translated to the functional currency at exchange rates at the dates of the transactions. At the end of each reporting year, the monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at that date while non-monetary assets and liabilities are translated at historical rates. Foreign currency gains and losses arising from translation are included in profit or loss.

d. Revenue recognition

Revenue from the sale and installation of equipment is recognized when the title passes and the system is installed and operational. Revenue from the sale of services is recognized when the services are provided. Amounts received relating to future periods are recorded as customer deposits and are recognized when the services are provided.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

e. Equipment

Equipment is carried at acquisition cost less accumulated depreciation and impairment losses. Depreciation is determined at rates which will reduce the original cost to estimated residual values over the expected useful life of each asset. Depreciation is recognized using the declining balance method at the following annual rates:

Computer and office equipment	30%
Furniture and fixtures	20%

Equipment that is withdrawn from use, or have no reasonable prospect of being recovered through use or sale, are regularly identified and written off. Residual values and useful economic lives are reviewed at least annually, and adjusted if appropriate, at each reporting date.

Subsequent expenditure relating to an item of property, plant and equipment is capitalized when it is probable that future economic benefits from the use of the assets will be increased. All other subsequent expenditure is recognized as repairs and maintenance.

f. Impairment of non-financial assets

The carrying amount of the Company's non-financial assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of loss and comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs. An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

g. Share capital

Incremental costs directly attributable to the issuance of common shares are recognized as a deduction from equity. The proceeds from the exercise of stock options or warrants together with amounts previously recorded over the vesting periods are recorded as share capital. Share capital issued for non-monetary consideration is recorded at an amount based on fair value on the date of issue.

h. Stock-based compensation

The Company has a stock option plan whereby stock options are granted in accordance with applicable regulatory policies. Stock-based compensation is accounted for at fair value as determined by an option valuation model using amounts that are believed to approximate the volatility of the trading price of the Company's shares, the expected lives of stock-based awards, the expected dividend yield and the risk-free interest rate. The estimated fair value of awards of stock-based compensation are charged to expense over their vesting period, with offsetting amounts recognized as reserves. Upon exercise of share purchase options, the consideration paid by the option holder, together with the amount previously recognized in reserves, is recorded as an increase to share capital. Option valuation models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate.

i. Basic and diluted loss per share

Basic loss per share is computed by dividing the loss for the period by the weighted-average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock. The dilutive effect of options and warrants and their equivalent is computed by application of the treasury stock method and the effect of convertible securities by the "if converted" method. Fully diluted amounts are not presented when the effect of the computations are anti-dilutive due to the losses incurred.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

j. Income taxes

In assessing the probability of realizing income tax assets recognized, the Company makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can objectively be verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws. Weight is attached to tax planning opportunities that are within the Company's control, and are feasible and implementable without significant obstacles. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. At the end of each fiscal year, the Company reassess unrecognized income tax assets.

k. Financial Instrument measurement and valuation

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

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

The measurement of the Company's financial instruments is disclosed in Note 12 to these financial statements. Any financial instrument that is valued using level 2 or level 3 inputs will involve estimate uncertainty.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

l. Financial assets

The Company classifies its financial assets into one of the following categories and the accounting policy for each category is as follows:

i. Fair value through profit or loss ("FVTPL")

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are also categorized as FVTPL unless they are designed as effective hedges. Asset in this category include cash.

Financial assets at FVTPL are initially recognized, and subsequently carried, at fair value with changes recognized in profit or loss. Attributable transaction costs are recognized in profit or loss when incurred.

ii. Available-for-sale ("AFS")

Financial assets available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income or loss ("OCI") except for losses in value that are considered other than temporary or a significant or prolonged decline in the fair value of that investment below its cost. The Company does not have any AFS assets.

Financial assets AFS are initially recognized, and subsequently carried at fair value with changes recognized in OCI. Attributable acquisition transaction costs, if any, are recognized in the initial fair value.

iii. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months or those that are expected to be settled after 12 months from the end of the reporting period, which are classified as non-current assets. Assets in this category include receivables.

Loans and receivables are initially recognized at fair value plus any directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method. The effective interest method is used to determine the amortized cost of loans and receivables and to allocate interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset, or, where appropriate, a shorter period.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

m. Financial assets (continued)

iv. Held to maturity

These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are initially recorded at fair value and subsequently measured at amortized cost basis using the effective interest method, less any impairment losses. These assets are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period. The Company does not have any assets classified as held to maturity.

v. Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each reporting period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Objective evidence of impairment could include the following:

- Significant financial difficulty of the issuer or counterparty;
- Default or delinquency in interest or principal payments; or
- It has become probable that the borrower will enter bankruptcy or financial reorganization

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset’s carrying amount and the present value of the estimated future cash flows, discounted at the financial asset’s original effective interest rate.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

m. Financial assets *(continued)*

v. Impairment of financial assets *(continued)*

For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses were recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

vi. De-recognition of financial assets

Financial assets are derecognized when the rights to receive cash flows from the assets expire or the financial assets are transferred and the Company has transferred substantially all of the risks and rewards of ownership of the financial assets. On de-recognition of a financial asset, the difference between the asset’s carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in profit or loss.

n. Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs. The Company classifies its financial liabilities into one of two categories and the accounting policy for each category is as follows:

i. Fair value through profit or loss

This category of financial liability includes liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are initially recorded at fair value with subsequent changes in fair value recognized in profit and loss.

ii. Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. This category includes amounts due to related parties, accounts payables and accrued liabilities, and notes payable.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with IFRS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. 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.

a. Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year. There were no significant accounting estimates made during fiscal 2015.

During fiscal 2013, the Company recognized impairment on the carrying value of its equipment to a nominal value. The determination of level of impairment on the carrying value of the Company's equipment involves certain assumptions with respect to the anticipated economic environment in which the Company operates and estimates with respect to future cash generation from these assets. Actual cash flows will most likely vary from the Company's estimates which may impact the management's assessment of the level of impairment.

b. Critical accounting judgements

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

Going concern:
The preparation of these financial statements requires management to make judgments regarding the going concern of the Company. The determination of the Company's ability to continue as a going concern is based on certain judgments on the continued financial support of the Company's debtors and shareholders.

4. RECENT ACCOUNTING PRONOUNCEMENTS

New standard adopted during the year
Effective April 1, 2014, the following standards were adopted but did not have a material impact on the financial statements.

- IAS 32 (Amendment): Standard amended to clarify requirements for offsetting financial assets and financial liabilities.
- IFRS 10 Investment Entities – Amendment.

4. RECENT ACCOUNTING PRONOUNCEMENTS (continued)

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 7: Amended to require additional disclosures on transition from IAS 39 and IFRS 9, effective for annual periods beginning on or after January 1, 2015.
- IFRS 9: New standard that replaced IAS 39 for classification and measurement, tentatively effective for annual periods beginning on or after January 1, 2018.

5. FUTURE ACCOUNTING PRONOUNCEMENTS

A number of new IFRS standards, amendments to standards and interpretations are not yet effective for the year ended July 31, 2015, and have not been applied in preparing these financial statements. None of these is expected to have an effect on the Company's financial statements. The Company has not early adopted these revised standards.

Effective for annual periods beginning on or after January 1, 2018

i. <u>IFRS 15 Revenue from Contracts with Customers</u>
IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, Construction Contracts, IAS 18, Revenue, IFRIC 13, Customer Loyalty Programs, IFRIC 15, Agreements for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers, and SIC-31, Revenue – Barter Transactions involving Advertising Services.

ii. <u>IFRS 9 Financial Instruments: Classification and Measurement</u>
IFRS 9 is a new standard on financial instruments that will replace IAS 39 Financial Instruments: Recognition and Measurement.

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as de-recognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instruments is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

(Expressed in Canadian dollars)

6. EQUIPMENT

	Office Equipment	Computer Equipment	Hotel Equipment	Total
At July 31, 2012:				
Cost	**$ 9,032**	**$ 22,131**	**$ 147,948**	**$ 179,111**
Accumulated amortization	**(7,728)**	**(21,062)**	**(140,777)**	**(169,567)**
Net Book Value at July 31, 2012	**1,304**	**1,069**	**7,171**	**9,544**
Depreciation - 2013	(124)	(339)	(2,265)	(2,728)
Impairment	(1,180)	(730)	(4,905)	(6,815)
Net Book Value at July 31, 2013 and 2014 and 2015	**$ -**	**$ -**	**$ 1**	**$ 1**
At July 31, 2013, 2014 and 2015:				
Cost	**$ 9,032**	**$ 22,131**	**$ 147,948**	**$ 179,111**
Accumulated amortization	**(7,852)**	**(21,401)**	**(143,042)**	**(172,295)**
Impairment	**(1,180)**	**(730)**	**(4,905)**	**(6,815)**
Net Book Value at July 31, 2013, 2014 and 2015	**$ -**	**$ -**	**$ 1**	**$ 1**

7. NOTES PAYABLE

	Principle	Accumulated Interest	Total Debt
July 31, 2014	$ 252,510	$ 39,385	$ 291,895
Accrued interest	-	7,445	7,445
Additional advances	25,225	-	25,225
Debt settlement (Note 9(c))	(252,845)	(43,048)	(295,893)
Transfer to long term debt (Note 8)	(24,890)	(3,782)	(28,672)
July 31, 2015	$ -	**$ -**	**$ -**

The notes payable bear interest at 12% per annum, are unsecured and due on demand. During the year ended July 31, 2015, the Company incurred $7,445 of interest expense associated with these notes payable. During the year ended July 31, 2015, the Company settled $295,893 of notes payable by issuance of 3,945,240 common shares at a deemed price of $0.075 per share (note 9(c)), and, the terms of the balance of the outstanding notes payable were amended such that they are not due and payable until December 31, 2016. See note 8.

(Expressed in Canadian dollars)

8. LONG TERM DEBT

	Principle	Accumulated Interest	Total Debt
July 31, 2014	$ -	$ -	$ -
Transfer notes payable to long term debt (Note 7)	24,890	3,782	28,672
Transfer accounts payable to long term debt	464,675	-	464,675
July 31, 2015	$ 489,565	**$ 3,782**	**$ 493,347**

During the year ended July 31, 2015, the terms of the outstanding notes payable were amended such that they are not due and payable until December 31, 2016. See note 7. Also during the year, in consideration of interest accruing at the rate of 12% per annum going forward, the terms of certain accounts payable were amended such that it is not due until December 31, 2016.

9. SHARE CAPITAL

a. Authorized

Unlimited number of common shares, without par value
Unlimited number of preferred shares, without par value

b. Share Consolidation

Effective June 27, 2014 the Company consolidated its common shares on a basis of 20 old common shares for 1 new common share. All share and loss per share figures in these financial statements reflect this consolidation.

c. Issued and Outstanding

	Number of Common shares		Amount
Balance as at July 31, 2014	2,185,012	$	8,526,686
Share issuance - debt settlement	5,550,000		412,500
Balance as at July 31, 2015	**7,685,012**	**$**	**8,939,186**

On October 20, 2014, the Company settled $295,893 in notes payable and $116,607 in accounts payable through the issuance of 5,500,000 shares at a deemed price of $0.075 per share.

There are no preferred shares issued and outstanding as at July 31, 2014 or 2015.

(Expressed in Canadian dollars)

9. SHARE CAPITAL (continued)

d. Stock Options

The Company has a stock option plan whereby, from time to time, at the discretion of the Board of Directors, stock options are granted to directors, officers, employees and certain consultants. The exercise price of each option is based on the market price of the Company's common stock at the date of grant less an applicable discount. The options can be granted for a maximum term of ten years.

	Number of Options	Weighted Average Exercise Price
Balance, July 31, 2014	**-**	**$ -**
Granted	750,000	$ 0.065
Balance, July 31, 2015	**750,000**	**$ 0.065**

At July 31, 2015, a summary of stock options outstanding and exercisable are as follows:

Grant date	Number of Stock Options Outstanding and Exercisable	Exercise Price	Expiry Date	Weighted Average Remaining Life in Years
October 20, 2014	750,000	$ 0.065	October 19, 2019	4.47

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions may have a material effect on the fair value of the Company’s stock options. For the year ended July 31, 2015, the Company recorded $39,600 in share-based compensation expense as a result of options vesting during the period. The fair value of stock options was estimated at the grant date based on the Black-Scholes option pricing model using the following assumptions:

Weighted average expected dividend yield	0%
Weighted average risk-free interest rate	1.25%
Weighted average expected life	5 years
Weighted average expected volatility	100%
Weighted average fair value of options granted	$ 0.065

10. SIGNIFICANT NON-CASH TRANSACTIONS

During the year ended July 31, 2014, as part of the Company's efforts to settle its debt obligations, the Company's lease obligation in the amount of US$45,667, which has been outstanding since fiscal 2004, was assumed by an arm's length party in the amount of $41,883. This amount was previously recorded as a capital lease and was included in accounts payable and accrued liabilities as at July 31, 2014. As at July 31, 2015 this amount is included in long term debt.

During the year ended July 31, 2015, the Company issued 5,500,000 common shares to settle $295,893 in notes payable and $116,607 in accounts payable and accrued liabilities at a deemed price of $0.075 per share.

11. CAPITAL MANAGEMENT

The Company considers the aggregate of its share capital and deficit as capital. The Company's objective, when managing capital, is to ensure sufficient resources are available to meet day to day operating requirements and to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Company does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the business.

At July 31, 2015, the Company has not yet achieved profitable operations and has no sources of revenue. The main source of cash flow has historically been generated from its financing activities. The Company will continue to require additional financing arrangements in order to meet its objectives for managing capital until such time as its sales generate sufficient funds from which to internally finance its operating costs. As at July 31, 2015, the Company remains dependent on the financial support of its shareholders and debt holders.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to any externally imposed capital requirements or debt covenants. There was no change to the Company's approach to capital management during the year ended July 31, 2015.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a. Fair value of financial instruments

As at July 31, 2015 and July 31, 2014 the Company's financial instruments consist of amounts receivable, accounts payable and accrued liabilities, notes payable and long term debt. Amounts receivable are classified as loans and receivables and measured at amortized cost. Accounts payable and accrued liabilities, notes payable and long term debt are classified as other liabilities and are measured at amortized cost using the effective interest method. The fair values of these financial instruments approximate their carrying values because of their short term nature and/or the existence of market related interest rates on the instruments.

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.

b. Financial instrument risks

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

i. Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

As at July 31, 2015, the Company's amounts receivable consist mainly of GST receivable due from the government of Canada. The Company's management has assessed the level of credit risk related to its receivables to be low.

ii. Interest rate risk

Interest rate risk is the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

As of July 31, 2015, the Company's only interest exposure relates to its long term debt which accrues interest at a fixed rate of 12% per annum, therefore the Company is not currently exposed to risks associated with interest rate fluctuations.

(Expressed in Canadian dollars)

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

b. Financial instrument risks (continued)

iii. Liquidity risk

Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due.

At July 31, 2015, the Company has not yet achieved profitable operations, a history of losses, and expects to incur further losses in the development of its business. As at July 31, 2015, the Company has insufficient funds and no sources of revenue from which to repay its debt obligations or to fund on-going operating costs. On July 31, 2015 the Company had a cash balance of $nil to settle liabilities of $716,328. The Company will require additional financing to fund its on-going operating costs and the repayment of its debt obligations. This additional financing may be obtained by means of issuing share capital, or incurring additional debt financing. There can be no certainty of the Company's ability to raise additional financing through these means. As at July 31, 2015, the Company remains dependent on the continued financial support of its debt holders and shareholders and is subject to significant liquidity risk.

13. INCOME TAXES

The tax effect of temporary differences that give rise to significant components of deferred income tax assets and liabilities by applying the combined federal and provincial income tax rate of 25.0% (2014 – 25.0%) as follows for the year ended July 31:

	2015	2014
Net income (loss) for the year	$ (140,014)	$ 419,980
Expected income tax (recovery)	(35,003)	104,995
Non-deductible items	9,900	-
Unrecognized benefits of non-capital losses	25,103	(104,995)
Total income taxes (recovery)	$ -	$ -

The tax effects of temporary differences that give rise to significant components of deferred income tax assets and liabilities are as follows:

	2015	2014
Deferred income tax assets:		
Non-capital losses available for future periods	$ 598,000	$ 572,000
Equipment	43,000	43,000
Gross deferred income tax assets	641,000	615,000
Valuation allowance	(641,000)	(615,000)
Net deferred	$ -	$ -

13. INCOME TAXES (continued)

The Company has incurred non-capital losses of approximately $2,390,000 which, if unutilized, will expire through 2034. Future tax benefits that may arise as a result of these losses and other tax assets have not been recognized in these financial statements and have been offset by a valuation allowance.

14. PROPOSED TRANSACTION

The Company has entered into an amalgamation agreement (the “Agreement”), dated January 19, 2015, as amended, among itself, its newly formed wholly-owned subsidiary, and Identillect Technologies Corp. (“Identillect”), whereby the Company would acquire Identillect (the "Acquisition”) The Acquisition will constitute a reverse takeover under the policies of the TSX Ventures Exchange (the "Exchange”).

Identillect is a privately held technology company, incorporated under the laws of British Columbia, with operations in Orange County, California. Identillect was founded in 2010 and has been engaged in the development and commercialization of its software, a proprietary email encryption delivery technology, since that time, having already established a growing patent portfolio.

Prior to closing, Identillect will complete a stock split whereby each Identillect shareholder will receive 1.15 shares for each common share held. On closing of the Acquisition, the shareholders of Identillect shall receive common shares of the Company in exchange for all of the outstanding Identillect shares on a one for one basis. The Company will also issue 5,000,000 preferred shares to the holders of Identillect common shares, on a pro-rata basis, which will automatically convert into common shares of the Company subject to Identillect achieving gross revenues of at least Cdn$10,000,000 in fiscal year ending December 31, 2016. The common shares will be issued pro rata to the shareholders of Identillect in proportion to the number of the Company's common shares that they continue to hold at the end of the performance period. The holders of Identillect convertible securities will also receive convertible securities of the Company, on a 1:1 basis.

Certain parties may be required to enter into applicable escrow or pooling agreements as required by the Exchange in connection with the Acquisition.

As a condition of the proposed Acquisition, the parties also intend to complete financings for gross proceeds of an additional Cdn$3,000,000. Identillect has appointed Canaccord Genuity Corp. (“Canaccord”) as its agent, on a commercially reasonable, to raise gross proceeds of up to $2.5 million through a brokered private placement of up to 10,000,000 subscription receipts (the “Subscription Receipts”) of Identillect (the “Offering”), at a price of $0.25 per Subscription Receipt. Immediately before the closing of the Acquisition, each Subscription Receipt will automatically convert into one unit of Identillect, that will further convert to one unit of the Company pursuant to the Acquisition. Each unit of the Company will consist of one common share and one half of one share purchase warrant. Each full warrant will be exercisable into one common share of the Company at a price of $0.40 per share for a period of 18 months from the date of issuance of the warrants. All the securities to be issued in the Offering will be free trading on closing of the Acquisition.

14. PROPOSED TRANSACTION (continued)

As part of the Acquisition, Identillect was to complete a concurrent non brokered private placement (the "Identillect Private Placement") of up to 2,000,000 units at a price of $0.25 per unit, for aggregate gross proceeds of up to an additional $500,000. Each Identillect unit is comprised of one common share and one half of one share purchase warrant. Each full warrant will be exercisable into one Identillect common share at a price of $0.40 per share for a period of 18 months from the closing of the Acquisition. On closing of the Acquisition these warrants will enable the holder to acquire one common share of the Company on the same terms. All the securities to be issued in the Identillect Private Placement will be free trading on closing of the Transaction.

On September 19, 2015, the Identillect Private Placement closed oversubscribed. Identillect issued 2,200,000 units for aggregate gross proceeds of $550,000.

Upon completion of the Acquisition, Identillect will pay Canaccord a cash commission equal to 7% of the aggregate proceeds of the Subscription Receipts sold, and will issue compensation options to the Agent to acquire that number of common shares of the Company equal to 10% of the number of Subscription Receipts sold under the Offering. Each compensation option will be exercisable at $0.40 per share for a period of 18 months after closing. Canaccord will also receive a work fee of Cdn$25,000 and a corporate finance fee 300,000 units having the same terms as the Offering units.

On completion of the Acquisition, the Company will seek classification as a Tier 2 technology issuer. Closing of the Acquisition remains subject to a number of conditions, including the completion of satisfactory due diligence, the entering into of definitive agreements, the completion of the Offering, receipt of all required shareholder, regulatory and third party consents, including Exchange approval, and satisfaction of other customary closing conditions.

The Acquisition cannot close until the required approvals are obtained. There can be no assurance that the Acquisition will be completed as proposed or at all.

APPENDIX B
FINANCIAL STATEMENTS OF PRIVCO

Please see attached.

IDENTILLECT TECHNOLOGIES CORP.

(Formerly Identillect Technologies Inc.)

Consolidated Financial Statements

(Expressed in US Dollars)

As at and for the years ended December 31, 2014 and 2013

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charlton

charlton & company
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To: the Shareholders of
Identillect Technologies Corp. (formerly Identillect Technologies Inc.)

We have audited the accompanying consolidated financial statements of Identillect Technologies Corp (formerly Identillect Technologies Inc.)., which comprise the statements of financial position as at December 31, 2014, and 2013 and the statements of operations and comprehensive loss, changes in equity and cash flows for the years ended December 31, 2014, and 2013 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated 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 auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion
In our opinion, these financial statements present fairly, in all material respects, the financial position of Identillect Technologies Corp. (formerly Identillect Technologies Inc.) as at December 31, 2014 and 2013, and its financial performance and cash flows for the years ended December 31, 2014, and 2013 in accordance with International Financial Reporting Standards.

Emphasis of Matters
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has incurred losses to date. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Charlton & Company

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
August 25, 2015

Identillect Technologies Corp.
(formerly Identillect Technologies Inc.)
Consolidated Statements of Financial Position
(Expressed in US dollars)
As at December 31,

		2014		2013
Assets				
Current Assets				
Cash and cash equivalents	**$**	**58,721**	$	420,265
Receivables		**6,907**		11,474
		65,628		431,739
Furniture and equipment (Note 5)		**22,215**		-
Development costs (Note 4)		**472,869**		570,716
Total Assets	**$**	**560,712**	$	1,002,455
Liabilities and Shareholders' Equity				
Current Liabilities				
Accounts payable and accrued liabilities (Note 8)	**$**	**135,859**	$	46,401
Deferred revenue		**15,101**		-
Notes payable (Note 7)		**243,314**		-
		394,274		46,401
Shareholders' Equity				
Share capital (Note 10)		**1,697,842**		1,015,897
Share-based payment reserve		**171,801**		97,276
Deficit		**(1,703,205)**		(157,119)
		166,438		956,054
Total Liabilities and Shareholders' Equity	**$**	**560,712**	$	1,002,455

Nature and Continuance of Operations – Note 1
Related Party Transactions – Note 7 and 8
Subsequent Events – Note 14

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

Identillect Technologies Corp.
(formerly Identillect Technologies Inc.)
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in US dollars)

	For the years ended December 31, **2014**	2013
Revenues	**$ 35,728**	$ -
Expenses		
Amortization	**243,993**	-
Bank charges and interest	**3,314**	557
General and administrative	**38,238**	5,810
Operating costs	**79,372**	-
Professional fees	**165,013**	38,152
Proposed transaction costs	**2,365**	-
Rent	**53,009**	-
Salaries and wages	**856,631**	-
Sales and marketing	**47,627**	-
Share-based compensation	**74,525**	97,276
Travel	**20,522**	-
	1,584,609	141,795
Loss before other items	**(1,548,881)**	(141,795)
Other items		
Miscellaneous income	**117**	883
Foreign exchange gain	**2,678**	1,366
	2,795	2,249
Loss and comprehensive loss for the year	**$ (1,546,086)**	$ (139,546)
Weighted average number of shares outstanding	**16,818,573**	12,083,636
Basic and diluted loss per share	**$ (0.09)**	$ (0.01)

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

Identillect Technologies Corp.
(formerly Identillect Technologies Inc.)
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in US dollars)

	Number of Common Shares	Share Capital Amount	Share-based payment reserve	Deficit	Shareholders' Equity
Balance, December 31, 2012	**9,520,342**	**147,983**	**-**	**(17,573)**	**130,410**
Share issuance – share-based payment	600,000	60,000	-	-	60,000
Share issuance - conversion of debentures	1,629,738	170,414	-	-	170,414
Share issuance – private placements	3,376,667	642,000	-	-	642,000
Share issuance costs	-	(4,500)	-	-	(4,500)
Share-based payments	-	-	97,276	-	97,276
Loss and comprehensive loss for the year	-	-	-	(139,546)	(139,546)
Balance, December 31, 2013	**15,126,747**	**$ 1,015,897**	**$ 97,276**	**$(157,119)**	**$ 956,054**
Share issuance	3,262,200	703,040	-	-	703,039
Share issuance costs	-	(21,095)	-	-	(21,094)
Share-based payments	-	-	74,525	-	74,525
Loss and comprehensive loss for the year	-	-	-	(1,546,086)	(1,546,086)
Balance, December 31, 2014	**18,388,947**	**$ 1,697,842**	**$ 171,801**	**$(1,703,205)**	**$ 166,438**

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

Identillect Technologies Corp.
(formerly Identillect Technologies Inc.)
Consolidated Statements of Cash Flows
(Expressed in US dollars)

	For the years ended December 31, 2014	2013
Cash provided by (used for):		
Operating Activities:		
Loss for the year	**$ (1,546,086)**	$ (139,546)
Items not affecting cash:		
Amortization	**243,993**	-
Interest accrued	**3,314**	-
Share-based payments	**74,525**	97,276
Changes in non-cash working capital items:		
Amounts receivable	**4,567**	(11,474)
Accounts payable and accrued liabilities	**89,458**	41,401
Deferred revenue	**15,101**	-
	(1,115,128)	(12,343)
Investing Activities:		
Additions to Furniture, fixtures and equipment	**(29,773)**	-
Increase in development costs	**(138,588)**	(218,930)
	(168,361)	(218,930)
Financing Activities:		
Proceeds from share issuance	**703,040**	642,000
Share issuance costs	**(21,095)**	(4,500)
Proceeds from notes payable	**240,000**	-
Proceeds from debentures	**-**	10,500
	921,945	648,000
Increase/(decrease) in cash for the year	**(361,544)**	416,727
Cash, beginning of the year	**420,265**	3,538
Cash, end of the year	**$ 58,721**	$ 420,265

Supplemental information:	**2014**	2013
Interest Paid	**$ -**	$ -
Income taxes	**$ -**	$ -

Significant Non-Cash Transactions – Note 9

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Identillect Technologies Corp. (the "Company" or "Identillect Corp.") was incorporated on November 7, 2014 under the British Columbia Business Corporations Act. The registered records office is 2200 HSBC Building, 885 West Georgia Street, Vancouver, BC V6C 3E8.

On November 25, 2014, the Company completed a share exchange, on a one for one basis, with Identillect Technologies Inc. ("Identillect Inc."), whereby the former shareholders of Identillect Inc. became 100% of the shareholders of Identillect Corp. and Identillect Inc. became a wholly owned subsidiary of the Company. The transaction was accounted for as a reverse takeover ("RTO") of Identillect Corp. by Identillect Inc. As a result, Identillect Inc. was deemed to be the acquirer when accounting for the acquisition and the consolidated financial statements reflect the financial statements of Identillect Inc. from its inception and consolidated results from November 25, 2014.

Identillect Inc. is a private company incorporated under the Nevada Business Corporation Act on August 24, 2010. Identillect Inc. is a software development company that has developed an email encryption software solution. The Company's head office address is P.O. Box 502144, San Diego, California, USA 92150. To date, the Company has revenue of $35,728 and is considered to be in the start-up stage. As at December 31, 2014, the Company has an accumulated deficit of $1,703,205 (2013 – $157,119). The Company will remain dependent on external sources of financing until such time as it can internally generate sufficient income from software sales to service its on-going operating cost requirements.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than a process of forced liquidation. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. SIGNIFICANT ACCOUNTING POLICIES

a. Statement of compliance with IFRS

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The Company's financial statements were authorized for issue by the Board of Directors on August 25, 2015.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

b. Basis of measurement

The financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, the financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

c. Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary:

Name of Subsidiary	Ownership	Activity
Identillect Technologies Inc.	a Nevada corporation incorporated on August 24, 2010	The Delivery Trust operating company.

d. Revenue recognition

Revenue is recognized when persuasive evidence of an arrangement exists, the amount is fixed or determinable and collection is reasonably assured. Amounts are considered fixed or determinable if the contracts are similar to others for which the Company has a standard business practice and a history of successful collection under the original payment terms.

e. Development Costs

The Company’s policy is to capitalize development costs, specifically associated with the development of a product, up until such time as the product is commercially available. Development activities involved a plan or design for the production of new or substantially improved products and processes. Development expenditures were capitalized only if development costs could be measured reliably, the product or process was technically and commercially feasible, future economic benefits were probable, and the Company intended to and had sufficient resources to complete development and to use or sell the asset. The expenditure capitalized included the cost of materials, direct labour and overhead costs that were directly attributable to preparing the asset for its intended use.

Once the product is commercially available, the specific development costs associated with the commercial product is amortized on a straight-line basis over two years and expensing all future on-going development and enhancement activities. Development costs are recorded at cost less accumulated amortization.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

f. Furniture and Equipment

Furniture and equipment are recorded at cost less accumulated amortization and impairment losses. The Company provides for amortization using the following methods at rates designed to amortize the cost of the equipment over their period of expected use by the Company. A full year of amortization is recorded in the year of acquisition. No amortization is recorded in the year of disposal. The estimated useful lives of assets are reviewed by management and adjusted if necessary. The annual amortization rates and methods are as follows:

Furniture and equipment: 5 years straight line
Computer software: 1 years straight line
Computer hardware: 3 years straight line

Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably.

The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to the statement of loss and comprehensive loss during the period they are incurred.

g. Impairment

The carrying amounts of the Company's non-financial assets, other than deferred tax assets if any, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs. An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

g. Impairment (continued)

determined, net of depreciation or amortization, if no impairment loss had been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

h. Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. The Company does not have any provisions for the years presented.

i. Share capital

Common shares are classified as share capital. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

j. Deferred financing costs and share issuance costs

Financing costs incurred for the issuance of shares are deferred and are recognized as share issuance costs following the completion of the related share issuance. Share issuance costs, consisting of commissions and other fees paid to underwriters, finders' fees, professional fees, regulatory fees and printing costs are allocated to share capital upon closing of the related share issuance.

k. Related party transactions

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

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

l. Loss per share

The Company presents basic and diluted earnings (loss) per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period, adjusted for own shares held. Diluted loss per share is calculated by dividing the earnings (loss) by the weighted average number of common shares outstanding assuming that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. In the Company's case, diluted loss per share is the same as basic loss per share, as the effect of outstanding share options and warrants on loss per share would be anti-dilutive.

m. Share-based payments

The stock option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from reserves to share capital.

In situations where equity instruments are issued to non-employees and some or all of the services received by the entity as consideration cannot be specifically identified, they are all measured at the fair value of the share-based payment; otherwise, share-based payment is measured at the fair value of the services received.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest. Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment reserve transactions.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

n. Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purpose. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable operations, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

o. Financial Instrument measurement and valuation

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

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

The measurement of the Company's financial instruments is disclosed in Note 11 to these financial statements. Any financial instrument that is valued using level 2 or level 3 inputs will involve estimate uncertainty.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

o. Financial Instrument measurement and valuation (continued)

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of held-to-maturity financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether impairment has arisen. In the determination of the values of held-to-maturity financial instruments, the Company makes assumptions with respect to future cash flows and discount rates. Changes in these assumptions can materially affect the fair value estimate.

p. Financial assets

The Company classifies its financial assets into one of the following categories and the accounting policy for each category is as follows:

i. Fair value through profit or loss ("FVTPL")

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are also categorized as FVTPL unless they are designed as effective hedges. Assets in this category include cash.

Financial assets at FVTPL are initially recognized, and subsequently carried, at fair value with changes recognized in profit or loss. Attributable transaction costs are recognized in profit or loss when incurred.

ii. Available-for-sale ("AFS")

Financial assets available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income or loss ("OCI") except for losses in value that are considered other than temporary or a significant or prolonged decline in the fair value of that investment below its cost. The Company does not have any AFS assets.

Financial assets AFS are initially recognized, and subsequently carried at fair value with changes recognized in OCI. Attributable acquisition transaction costs, if any, are recognized in the initial fair value.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

p. Financial assets *(continued)*

iii. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months or those that are expected to be settled after 12 months from the end of the reporting period, which are classified as non-current assets. Assets in this category include receivables. Loans and receivables are initially recognized at fair value plus any directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is used to determine the amortized cost of loans and receivables and to allocate interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset, or, where appropriate, a shorter period.

iv. Held to maturity

These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are initially recorded at fair value and subsequently measured at amortized cost basis using the effective interest method, less any impairment losses. These assets are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period. The Company does not have any held to maturity assets.

v. Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each reporting period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Objective evidence of impairment could include the following:

- Significant financial difficulty of the issuer or counterparty;
- Default or delinquency in interest or principal payments; or
- It has become probable that the borrower will enter bankruptcy or financial reorganization.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

p. Financial assets *(continued)*

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of all financial assets, excluding trade receivables, is directly reduced by the impairment loss. The carrying amount of trade receivables is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss. For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses were recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

vi. De-recognition of financial assets

Financial assets are de-recognized when the rights to receive cash flows from the assets expire or the financial assets are transferred and the Company has transferred substantially all of the risks and rewards of ownership of the financial assets. On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in profit or loss.

q. Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

q. Financial liabilities and equity (continued)

The Company classifies its financial liabilities into one of two categories and the accounting policy for each category is as follows:

i. Fair value through profit or loss

This category of financial liability includes liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are initially recorded at fair value with subsequent changes in fair value recognized in profit and loss. The Company does not have any fair value through profit or loss liabilities.

ii. Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. This category includes notes payable and accounts payable and accrued liabilities.

r. New Accounting Policy

During the period, the Company adopted the following new accounting policy:

i. Amended standard IAS 32 Financial Instruments: Presentation
The amendments to IAS 32 pertained to the application guidance on the offsetting of financial assets and financial liabilities.

There was no material impact on the Company's financial statements on the adoption of this standard.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

s. Future Accounting Pronouncements

A number of new IFRS standards, amendments to standards and interpretations are not yet effective for the year ended December 31, 2014, and have not been applied in preparing these financial statements. None of these is expected to have a material effect on the Company's financial statements.

Proposed for annual periods beginning on or after January 1, 2018

i. Amended standard IFRS 7 Financial Instrument: Disclosures
   Amended to require additional disclosures on transition from IAS 39 and IFRS 9

ii. New standard IFRS 9 Financial Instruments
   Partial replacement of IAS 39 Financial Instruments: Recognition and Measurement

The Company has not early adopted these new or revised standards and expects the impact of these standards on future financial statements to be minimal.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. 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.

a. Critical accounting estimates

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

i. Amortization period for development costs
   The Company makes estimates about the expected useful lives of its capitalized development costs based on the estimated current fair value of the cash flows from the Company's anticipated future software sales. Changes to these estimates, which can be significant, could be caused by a variety of factors, including the emergence of competing products which may impact the price of our product or changes in consumer demand that impact our future revenue expectations. Estimates and assumptions are evaluated at least annually. Generally, these adjustments are accounted for on a prospective basis, through amortization expense.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

a. Critical accounting estimates *(continued)*

ii. Share-based payments

The fair value of stock options issued with Canadian dollar exercise prices are subject to the limitation of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share price, changes in the subjective input assumptions can materially affect the fair value estimate.

b. Critical accounting judgements

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

i. Determination of functional currency

The functional and reporting currency of the Company is the US dollar. The functional currency determination was conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates. The determination of functional currency involves certain judgments to determine the primary economic environment and the Company reconsiders the functional currency if there are changes in events and conditions of the factors used in the determination of the primary economic environment.

ii. Going Concern

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company. As at December 31, 2014, the Company had a working capital deficiency of $313,738. The Company likely has insufficient funds from which to finance its operating activities for the next 12 months; consequently, the Company remains dependent on external sources of financing until such time as it can internally generate sufficient income from software sales to service its on-going operating cost requirements.

(Expressed in US dollars)

4. DEVELOPMENT COSTS

Following the commercial launch of the Company's Delivery Trust Software during the year ended December 31, 2014, the Company began amortizing the costs of its development cost on a straight-line basis over two years.

	December 31, 2012	2013 Additions	December 31, 2013	2014 Additions	**December 31, 2014**
Development costs:					
Cloud service fees	$ 2,351	$ 800	$ 3,151	$ 2,835	**$ 5,986**
Computer, software and internet costs	10,028	3,783	13,811	1,907	**15,718**
Consulting	34,555	6,000	40,555	4,000	**44,555**
Dues and subscriptions	4,531	6,966	11,497	1,091	**12,588**
Financing costs	23,273	5,682	28,955	-	**28,955**
Other	5,500	-	5,500	-	**5,500**
Professional fees	12,051	68,440	80,491	34,960	**115,451**
Program Engineering	31,022	109,813	140,835	52,356	**193,191**
Supplies and support	9,494	3,171	12,665	10,222	**22,887**
Technical Advisors	116,785	60,000	176,785	-	**176,785**
Market research	33,215	17,851	51,066	19,281	**70,347**
Travel	3,298	2,107	5,405	11,936	**17,341**
Total development costs	$ 286,103	$ 284,613	$ 570,716	$ 138,588	**$ 709,304**
Opening Accumulated Amortization	-		-		-
Less amortization for the year	-		-		**236,435**
Ending, Accumulated Amortization	-		-		**236,435**
Net book Value	$ 286,103		$ 570,716		**$ 472,869**

(Expressed in US dollars)

5. FURNITURE AND EQUIPMENT

	Furniture and Equipment	Computer Equipment	Total
Costs:			
Balance, December 31, 2013	$ -	$ -	$ -
Additions	17,742	7,035	24,777
Balance, December 31, 2014	**$ 17,742**	**$ 7,035**	**$ 24,777**
Accumulated Amortization:			
Balance, December 31, 2013	$ -	$ -	$ -
Amortization	3,548	2,345	5,893
Balance, December 31, 2014	**$ 3,548**	**$ 2,345**	**$ 5,893**
Net Book Value:			
December 31, 2013	$ -	$ -	$ -
December 31, 2014	**$ 14,194**	**$ 4,690**	**$ 18,884**

6. DEBENTURES PAYABLE

	Debenture A	Debenture B	Total
December 31, 2012	**143,128**	**11,103**	**154,231**
Additional advance	-	10,500	10,500
Interest expense	4,965	718	5,683
Converted into common shares	(148,093)	(22,321)	(170,414)
December 31, 2013 and 2014	**$ -**	**$ -**	**$ -**

Debenture A was unsecured, accrued interest at a rate of 10% per annum, and convertible into common shares of the Company at a rate of $0.10 per share. On May 31, 2013, debenture A was converted into 1,480,937 common shares.

Debenture B was unsecured, accrued interest at a rate of 10% per annum, and convertible into common shares of the Company at a rate of $0.15 per share. On May 31, 2013, debenture B was converted into 148,801 common shares.

(Expressed in US dollars)

7. NOTES PAYABLE

	Principal	Interest	Total
Balance, December 31, 2012 and 2013	**$ -**	**$ -**	**$ -**
Proceeds from notes payable	240,000	-	240,000
Interest accrued	-	3,314	3,314
Balance, December 31, 2014	**$ 240,000**	**$ 3,314**	**$ 243,314**

The notes payable are unsecured, bear interest at 5% per annum, and are due on demand. Notes payable are due to directors of the Company. See Note 14.

8. RELATED PARTY TRANSACTIONS

The Company defines key management personnel as directors and officers. The following table summarizes the Company's activities with key management personnel:

Type of Service	Nature of Relationship	For the years ended December 31, **2014**	2013
Interest accrued to development costs	A director and a company controlled by a director	**$ 3,314**	$ 5,681
Consulting fees	To companies related to a director	**86,380**	-
Legal Fees	To a law firm for which a director is a partner thereof	**18,322**	12,500
Salaries and wages	To officers of the Company	**320,656**	-
Share-based compensation expense	Officers/ Directors	**56,990**	72,957
		$ 485,662	$ 91,138

The following represents amounts due to related parties included in accounts payable and accruals:

Type of Service	Nature of Relationship	As at December 31, **2014**	2013
Consulting fees payable	To companies related to a director	**$ 36,192**	$ -
Legal Fees payable	To a law firm for which a director is a partner thereof	**20,229**	17,159
Salaries and wages	To an officer of the Company	**38,000**	-
		$ 94,421	$ 17,159

Unless otherwise specified, amounts payable to related parties referred to are non-interest bearing, unsecured, payable on demand, and have arisen from the provision of services and expense reimbursements.

9. SIGNIFICANT NON CASH TRANSACTIONS

There were no non-cash transactions for the year ended December 31, 2014.

Fiscal 2013:

a. The Company issued 600,000 common shares, having an estimated fair value of $60,000 to consultants of the Company as compensation for service. The fair value of these shares was determined by taking the most recent third party shares for debt settlement rate of $0.10 per share and applying this price to the number of shares issued. The cost associated with this issuance has been capitalized to development costs.
b. $5,683 in interest expense was accrued with respect to the Company's debentures payable during the year, the cost of which has been capitalized to development costs.
c. The balance owing of $170,414, with respect to the Company's convertible debentures, was converted into 1,629,738 common shares (see Note 6)

10. SHARE CAPITAL AND RESERVES

a. Authorized

Unlimited number of common shares without par value
Unlimited number of preferred shares without par value

b. Issued and outstanding

Fiscal 2014 Transactions:

During the year ended December 31, 2014, the Company issued 3,262,200 common shares for gross proceeds of $703,040. Cash finders' fees of $21,094 were paid in connection with these share issuances.

Fiscal 2013 Transactions:

During 2013, the Company issued 600,000 common shares, having an estimated fair value of $60,000, being $0.10 per share, to consultants of the Company as compensation for service. The fair value of these shares was determined by taking the most recent third party shares for debt settlement rate of $0.10 per share and applying this price to the number of shares issued. The cost associated with this issuance has been capitalized to development costs.

On May 13, 2013, Debentures having a value of $148,093 and conversion rate of $0.10 per share, were converted into 1,480,937 common shares. Also on May 13, 2013, Debentures, having a value of $22,321 and conversion rate of $0.15 per share, were converted into 148,801 common shares.

(Expressed in US dollars)

10. SHARE CAPITAL AND RESERVES *(continued)*

During the year ended December 31, 2013, the Company issued 3,376,667 common shares and 333,333 share purchase warrants, for proceeds of $642,000. Each share purchase warrant can be exercised to purchase a common share of the Company at a price of $0.25 per share. The warrants expire on September 24, 2015. A cash finders' fee of $4,500 was paid in connection with the private placements.

Transactions subsequent to December 31, 2014:

Subsequent to December 31, 2014, the Company issued an additional 939,000 common shares for net proceeds of $179,790.

c. Stock Options

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2012	-	-
Granted	1,300,000	$ 0.20
Balance, December 31, 2013	1,300,000	$ 0.20
Forfeited	(25,000)	$ 0.20
Balance, December 31, 2014	**1,275,000**	$ 0.20

At December 31, 2014, a summary of stock options outstanding and exercisable are as follows:

Grant Date	Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry date	Remaining contractual life (years)
November 30, 2013	**1,275,000**	**765,000**	**$0.20**	November 30, 2018	**3.92**

The fair value of stock options was estimated at the grant date based on the Black-Scholes option pricing model, using the following weighted average assumptions:

Weighted average risk-free interest rate	1.77%
Weighted average expected life	5 years
Weighted average expected volatility	100%
Weighted average fair value of options granted	$0.15

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions may have a material effect on the fair value of the Company's stock options. For the year ended December 31, 2014 the Company recorded $74,525 in share-based compensation (2013: $97,276).

(Expressed in US dollars)

10. SHARE CAPITAL AND RESERVES *(continued)*

d. Warrants

A summary of the Company's warrant activity is as follows:

	Number of warrants
Balance, December 31, 2012	**-**
Warrants issued with common shares	333,333
Balance, December 31, 2013 and 2014	**333,333**

At December 31, 2014, a summary of warrants outstanding are as follows:

Issue Date	Number of warrants Outstanding	Exercise Price	Expiry date	Remaining contractual life (years)
September 24, 2013	**333,333**	**$0.25**	September 24, 2015	**0.73**

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a. Fair value of financial instruments

As at December 31, 2014 and 2013, the Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and notes payable.

Cash is classified as fair value through profit or loss and measured at fair value. The fair value of cash was obtained using Level 1 hierarchy inputs.

Receivables are classified as loans and receivables and measured at amortized cost. Accounts payable and accrued liabilities; notes payable, and debentures are classified as other liabilities and are measured at amortized cost. The fair values of these financial instruments approximate their carrying values because of their short term nature and/or the existence of market related interest rates on the instruments.

b. Financial Instrument risk

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

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

b. Financial Instrument risk *(continued)*

i. Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company places its cash with institutions of high-credit worthiness. Management has assessed there to be a low level of credit risk associated with its cash balances. As at December 31, 2014, the Company's receivable balance of $7,439 are from subscribers of the Company's Delivery Trust sales. The subscribers represent a well diversified group of individuals and small to mid-sized companies. There is moderate risk that some of these subscribers may fail to make payments, however each individual subscriber amount is not material and the Company actively monitors its monthly collections so as to mitigate the amount of an potential financial impact. Management has assessed there to be minimal credit risk associated with these receivables.

ii. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company has not yet achieved profitable operations, and expects to incur further losses in the development of its business. The Company's objective in managing liquidity risk is to minimize operational costs and to maintain sufficient liquidity in order to meet its operational requirements at any point in time. The Company manages liquidity risk through the management of its capital structure as outlined in Note 12 of these financial statements.

Until such time as the Company's operations are profitable and can internally generate sufficient funds to finance its operating costs, the Company remains dependent upon the financial support of its shareholders. If the Company is unable to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

At December 31, 2014, the Company has a working capital deficiency of $313,738 and the Company has insufficient working capital to fund its operating requirements for the next 12 months. The Company's continued operations will remain dependent on external sources of financing until such time as it can internally generate sufficient income from software sales to service its on-going operating cost requirements. Future funding may be obtained by means of issuing share capital, the exercise of warrants, the exercise of stock options or debt financing. Based on these facts, the Company is significantly exposed to liquidity risk.

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

b. Financial Instrument risk *(continued)*

iii. Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a. Interest rate risk

As of December 31, 2014, the Company did not have any investments in investment-grade short-term deposit certificates, and interest exposure with respect to its cash balances is minimal.

As at December 31, 2014, the Company had notes payable bearing interest at a fixed rate of 5% per annum and as such is not significantly exposed to interest rate fluctuations.

b. Foreign currency risk

At December 31, 2014, $82,407 of the Company's liabilities and $11,167 of its cash balance are denominated in Canadian funds. A 1% change in the Canadian/US dollar exchange rate would result in a $712 net impact on the Company's foreign exchange gain or loss. As at December 31, 2014, the Company is moderately exposed to foreign exchange fluctuations.

12. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to fund existing operations and thereby provide returns to its shareholders. The Company does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the business. The Company defines capital that it manages as the aggregate of its issued common shares, share-based payments reverses, warrants, and stock options and its cash balances.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying asserts. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and investments. The Company requires capital to maintain its operating businesses, sustain corporate operations and repay existing obligations. The Company currently is not able to internally finance on-going operating costs of its businesses and therefore will require additional financing by means of issuing share capital, the sale of assets or debt financing.

(Expressed in US dollars)

12. CAPITAL MANAGEMENT (continued)

There can be no certainty of the Company's ability to raise any additional financing from any of these sources.

Management reviews its capital management approach on an ongoing basis and believes that this approach given the relative size of the Company is reasonable. The Company is not subject to any externally imposed capital requirements or debt covenants. There was no change to the Company's approach to capital management during the year ended December 31, 2014.

13. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	December 31, 2014	December 31, 2013
	$	$
Loss for the year	**(1,546,086)**	(139,546)
Corporate statutory rate	**40%**	40%
Expected tax recovery	**(618,434)**	(55,818)
Change in unrecognized deferred tax assets	**618,434**	55,818
Income tax expense (recovery)	**-**	-

The significant components of the Company's unrecognized deferred income tax assets and liabilities are as follows:

	December 31, 2014	December 31, 2013
	$	$
Non-capital loss carry-forward	**677,150**	58,716
Unrecognized deferred tax assets	**677,150**	58,716

14. SUBSEQUENT EVENTS

The Company has entered into an amalgamation agreement dated January 19, 2015 as amended, with Quentin Ventures Ltd. ("Quentin"), a public company that trades on the TSX Venture Exchange under the trading symbol QTN.H, and a subsidiary of Quentin whereby Quentin would acquire the Company (the "Acquisition"). The Acquisition will constitute a reverse takeover for Quentin.

Prior to closing, Identillect Corp. will complete a stock split whereby each Identillect Corp. shareholder will receive 1.15 shares for each common share held. On closing of the acquisition, the shareholders of Identillect Corp. shall receive common shares of Quentin in exchange for all of the outstanding Identillect Corp. shares on a one for one basis. Quentin will also issue 5,000,000 preferred shares to the holders of Identillect Corp. common shares, on a pro-rata basis, which will automatically convert into common shares of Quentin subject to Identillect Corp. achieving gross revenues of at least Cdn$10,000,000 in fiscal year ending December 31, 2016. The common shares will be issued pro rata to the shareholders of the Company in proportion to the number of Quentin common shares that they continue to hold at the end of the performance period. The holders of Identillect Corp. convertible securities will also receive convertible securities of Quentin, on a 1:1 basis.

Certain parties may be required to enter into applicable escrow or pooling agreements as required by the TSX Venture Exchange (the "Exchange") in connection with the Acquisition.

As a condition of the proposed Acquisition, the parties also intend to complete financings for gross proceeds of an additional Cdn$3,000,000. Identillect Corp. has appointed Canaccord Genuity Corp. ("Canaccord") as its agent, on a commercially reasonable, to raise gross proceeds of up to $2.5 million through a brokered private placement of up to 10,000,000 subscription receipts (the "Subscription Receipts") of Identillect Corp. (the "Offering"), at a price of $0.25 per Subscription Receipt. Immediately before the closing of the Acquisition, each Subscription Receipt will automatically convert into one unit of Identillect Corp., that will further convert to one unit of the resulting pubic company (the "Resulting Issuer") pursuant to the Acquisition. Each unit of the Resulting Issuer will consist of one common share and one half of one share purchase warrant. Each full warrant will be exercisable into one common share of the Resulting Issuer at a price of $0.40 per share for a period of 18 months from the date of issuance of the warrants. All the securities to be issued in the Offering will be free trading on closing of the Acquisition.

Identillect Corp. is also conducting a concurrent non brokered private placement of up to 2,000,000 units at a price of $0.25 per unit, for aggregate gross proceeds of up to an additional $500,000. Each Identillect Corp. unit is comprised of one common share and one half of one share purchase warrant. Each full warrant will be exercisable into one Identillect Corp. common share at a price of $0.40 per share for a period of 18 months from the closing of the Acquisition. On closing of the Acquisition these warrants will enable the holder to acquire one common share of the Resulting Issuer on the same terms. All the securities to be issued in the Identillect Corp. placement will be free trading on closing of the Transaction.

14. SUBSEQUENT EVENTS (continued)

Upon completion of the Acquisition, the Company will pay Canaccord a cash commission equal to 7% of the aggregate proceeds of the Subscription Receipts sold, and will issue compensation options to the Agent to acquire that number of common shares of the Resulting Issuer equal to 10% of the number of Subscription Receipts sold under the Offering. Each compensation option will be exercisable at $0.40 per share for a period of 18 months after closing. Canaccord will also receive a work fee of Cdn$25,000 and a corporate finance fee 300,000 units having the same terms as the Offering units.

On completion of the Acquisition, Quentin is seeking classification as a Tier 2 technology issuer. Closing of the Acquisition remains subject to a number of conditions, including the completion of satisfactory due diligence, the entering into of definitive agreements, the completion of the Offering, receipt of all required shareholder, regulatory and third party consents, including Exchange approval, and satisfaction of other customary closing conditions.

The Acquisition cannot close until the required approvals are obtained. There can be no assurance that the Acquisition will be completed as proposed or at all.

The Company entered into a Credit Facility (the "Facility") dated March 16, 2015 with a director of the Company to provide funding for up to Cdn$250,000. This Facility also assumed any notes payable existing prior to the establishment of the Facility, including the notes described in Note 7 above. The Facility is secured against the assets of the Company and accrues interest at 10% compounded annually. Subsequently, the funding limit was increased to Cdn$650,000. Amounts owing under the Facility are due on closing of the Acquisition, or if the Acquisition is not closed by December 31, 2015, the Facility is due on the demand of the lender.

IDENTILLECT TECHNOLOGIES CORP.

(the "Company" or "Identillect")
(Formerly Identillect Technologies Inc.)

Condensed Consolidated Interim Financial Statements
(Unaudited – Prepared by Management)
(Expressed in US Dollars)

As at and for the six months ended June 30, 2015

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charlton & company
CHARTERED ACCOUNTANTS

INTERIM REVIEW REPORT

To: the Audit Committee of
Identillect Technologies Corp.

In accordance with our engagement letter dated September 2, 2015, we have reviewed the condensed interim statement of financial position of Identillect Technologies Corp. as at June 30, 2015, the condensed interim statements of operations and comprehensive loss, the condensed statements of cash flows, and the changes in equity for the six-month periods then ended. These condensed interim financial statements are the responsibility of the Company's management.

We performed our review in accordance with Canadian generally accepted standards for a review of interim condensed financial statements by an entity's auditor. Such an interim review consists principally of applying analytical procedures to financial data, and making enquiries of and having discussions with persons responsible for financial and accounting matters. An interim review is substantially less in scope than an audit, whose objective is the expression of an opinion regarding the financial statements; accordingly, we do not express such an opinion. An interim review does not provide assurance that we would become aware of any or all significant matters that might be identified in an audit.

Based on our review, we are not aware of any material modification that needs to be made for these interim condensed financial statements to be in accordance with International financial reporting standards.

The comparative statement of financial positions as at December 31, 2014 is derived from the audited financial statements of Identillect Technologies Corp. for the year ended December 31, 2014, on which we expressed an opinion without reservation in our report dated August 25, 2015.

This report is solely for the use of the Audit Committee of Identillect Technologies Corp. to assist in discharging its regulatory obligation to review these interim condensed financial statements, and should not be used for any other purpose. Any use that a third party makes of this report, or any reliance or decisions made based on it, are the responsibility of such third party, we accept no responsibility for loss or damages, if any, suffered by any third party as a result of decisions made or actions taken based on this report.

"Charlton & Company"
Chartered Professional Accountants

Vancouver, BC
September 23, 2015

Identillect Technologies Corp.
(formerly Identillect Technologies Inc.)
Condensed Consolidated Interim Statements of Financial Position
(Unaudited – Prepared by Management)
(Expressed in US dollars)
As at

		June 30, 2015		December 31, 2014
Assets				
Current Assets				
Cash and cash equivalents	$	**204,738**	$	58,721
Receivables		**4,013**		6,907
		208,751		65,628
Development costs (Note 6)		**288,100**		472,869
Furniture and equipment		**18,435**		22,215
Total Assets	$	**515,286**	$	560,712
Liabilities and Shareholders' Deficit				
Current Liabilities				
Accounts payable and accrued liabilities	$	**176,003**	$	135,859
Notes payable (Note 8)		**-**		243,314
Credit facility (Note 8)		**678,971**		-
Deferred revenue		**59,131**		15,101
		914,105		394,274
Shareholders' Deficit				
Share capital (Note 9)		**1,877,632**		1,697,842
Share-based payment reserve		**187,527**		171,801
Subscription payable (Note 10, 11)		**105,000**		-
Deficit		**(2,568,978)**		(1,703,205)
		(398,819)		166,438
Total Liabilities and Shareholders' Deficit	$	**515,286**	$	560,712

Nature of Operations – Note 1
Going Concern – Note 2
Related Party Transactions – Note 7 and 8
Proposed Transaction – Note 10
Subsequent Events - Note 11

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

Identillect Technologies Corp.
(formerly Identillect Technologies Inc.)
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
(Unaudited – Prepared by Management)
(Expressed in US dollars)

	For the three months ended June 30,		For the six months ended June 30,	
	2015	2014	**2015**	2014
Sales Revenue	**$ 30,884**	$ 130	**$ 45,873**	$ 12,750
Expenses				
Amortization (Note 6)	**94,274**	92,385	**188,549**	92,385
Consulting fees (Note 7)	**25,200**	28,875	**48,000**	28,875
Finance and interest costs (Note 7, 8)	**25,715**	-	**32,715**	-
General and administrative	**12,797**	11,486	**27,565**	15,087
Operating costs	**17,142**	40,634	**36,626**	40,816
Professional fees (Note 7)	**4,339**	36,597	**13,789**	36,597
Rent	**17,047**	11,080	**34,617**	20,719
Salaries and wages (Note 7)	**215,839**	226,506	**471,936**	367,374
Sales and marketing	**11,678**	27,332	**26,843**	27,332
Share-based compensation (Note 7, 9)	**7,109**	21,627	**15,726**	46,199
Travel (Note 7)	**3,857**	9,861	**15,280**	9,861
	434,997	506,383	**911,646**	685,245
Loss and comprehensive loss for the period	**$ (404,113)**	$ (506,253)	**$ (865,773)**	$ (672,495)
Weighted average number of shares outstanding	**19,327,947**	16,465,472	**19,236,157**	16,094,283
Basic and diluted loss per share	**$ (0.02)**	$ (0.03)	**$ (0.05)**	$ (0.04)

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

Identillect Technologies Corp.
(formerly Identillect Technologies Inc.)
Condensed Consolidated Interim Statements of Changes in Shareholders' Deficit
(Unaudited – Prepared by Management)
(Expressed in US dollars)

	Number of Common Shares	Share Capital Amount	Subscription payable	Share-based payment reserve	Deficit	Shareholders' (Deficiency)/ Equity
Balance, December 31, 2013	15,126,747	$ 1,015,897	-	$ 97,276	$ (157,119)	$ 956,054
Share issuance – private placements	1,754,000	364,420	-	-	-	364,420
Share issuance costs	-	(15,000)	-	-	-	(15,000)
Share-based payments	-	-	-	46,199	-	46,199
Loss and comprehensive loss	-	-	-	-	(672,495)	(672,495)
Balance, June 30, 2014	16,880,747	$ 1,365,317	-	$ 143,475	$ (829,614)	$ 679,178
Balance, December 31, 2014	18,388,947	$ 1,697,842	-	$ 171,801	$ (1,703,205)	$ 166,438
Share issuance – private placements	939,000	192,117		-	-	192,117
Share issuance costs	-	(12,327)	-	-	-	(12,327)
Share-based payments	-	-	-	15,726	-	15,726
Subscription payable	-	-	105,000	-	-	105,000
Loss and comprehensive loss	-	-	-	-	(865,773)	(865,773)
Balance, June 30, 2015	**19,327,947**	**$ 1,877,632**	**$ 105,000**	**$ 187,527**	**$ (2,568,978)**	**$ (398,819)**

The accompanying notes are an integral part of these condensed consolidated interim financial statements

Identillect Technologies Corp.
(formerly Identillect Technologies Inc.)
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited – Prepared by Management)
(Expressed in US dollars)

	For the six months ended June 30, 2015	2014
Cash provided by (used for):		
Operating Activities:		
Loss for the period	**$ (865,773)**	$ (672,495)
Items not affecting cash:		
Amortization	**188,549**	92,385
Interest accrued (Note 8)	**16,682**	-
Financing fee accrual (Note 8)	**16,033**	
Share-based compensation (Note 9)	**15,726**	46,199
Changes in non-cash working capital items:		
Amounts receivable	**2,894**	(8,122)
Accounts payable and accrued liabilities	**40,144**	25,148
Deferred revenue	**44,030**	128
	(541,715)	(516,757)
Investing Activities:		
Increase in development costs (Note 6)	**-**	(168,091)
Financing Activities:		
Proceeds from share issuance (Note 9)	**192,117**	428,920
Share issuance costs (Note 9)	**(12,327)**	(19,500)
Subscription payable (Note 10, 11)	**105,000**	-
Repayment of loan (Note 8)	**(68,037)**	-
Proceed from credit facility (Note 8)	**360,750**	-
Proceeds from loans (Note 8)	**110,229**	-
	687,732	409,420
(Decrease)/Increase in cash for the period	**146,017**	(275,428)
Cash, beginning of the period	**58,721**	420,265
Cash, end of the period	**$ 204,738**	$ 144,837

Supplemental information:	**2015**	2014
Interest Paid	**$ -**	$ -
Income taxes	**$ -**	$ -

The accompanying notes are an integral part of these condensed consolidated interim financial statements

1. NATURE OF OPERATIONS

Identillect Technologies Corp. (the "Company" or “Identillect Corp.”) is a private company that was incorporated on November 7, 2014 under the British Columbia Business Corporations Act. The Company’s registered and records office is located at 2200 HSBC Building – 885 West Georgia Street, Vancouver, BC V6C 3E8. On November 25, 2014, the Company completed a share exchange, on a one for one basis, with Identillect Technologies Inc. (“Identillect Inc.”), whereby the former shareholders of Identillect Inc. became 100% of the shareholders of Identillect Corp. and Identillect Inc. became a wholly owned subsidiary of the Company.

Identillect Inc. is a privately held technology company that has developed an email encryption software solution, incorporated under the name "Defend Mail, Inc." pursuant to the provisions of the Nevada Corporations Act with operations in Orange County, California. It changed its name to "Identillect Technologies Inc." on October 12, 2010. The head office of Identillect Inc. is located at 30950 Rancho Viejo Rd., Ste. 120, San Juan Capistrano, CA 92675.

2. GOING CONCERN

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for at least the next twelve months. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

As at June 30, 2015, the Company is still in its early stages of commercialization, had not yet achieved profitable operations, had an accumulated deficit of $2,568,978 (2014 – $1,703,205) since inception, had a working capital deficit of $705,354 (2014 - $328,646), and expects to incur further losses in the development of its business, all of which indicate the existence of a material uncertainty that may cast significant doubt upon the Company’s ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company’s ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to develop its existing project and to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. The success of the Company’s endeavours cannot be predicted at this time. There is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

3. BASIS OF PREPARATION

These condensed consolidated interim financial statements have been prepared using accounting policies consistent with IFRS as issued by the International Accounting Standard Board ("IASB") and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, using accounting policies that the Company expects to adopt in its annual consolidated financial statements for the year ended December 31, 2015. These condensed consolidated interim financial statements do not include all of the information required for the full annual financial statements and should be read in conjunction with the Company's most recent audited annual consolidated financial statements for the year ended December 31, 2014.

The financial statements of the Company are presented in US dollars, which is the functional currency of the Company. The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary:

Name of Subsidiary	Ownership	Activity
Identillect Technologies Inc.	a Nevada corporation incorporated on August 24, 2010	The Delivery Trust operating company.

The financial statements of the Company were authorized for issue by the Board of Directors on September 23, 2015.

4. SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated interim financial statements of the Company have been prepared on the historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for the statements of cash flows.

The accounting policies applied in these condensed consolidated interim financial statements are the same as those applied in the Company's most recent audited annual consolidated financial statements as at and for the year ended December 31, 2014 and reflect all the adjustments necessary for fair presentation in accordance with IAS 34. There has been no material impact on these financial statements from changes in accounting standards during the period.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with International Financial Reporting Standards ("IFRS") requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. 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.

(a) Critical accounting estimates

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

i. Amortization period for development costs

The Company makes estimates about the expected useful lives of its capitalized development costs based on the estimated current fair value of the cash flows from the Company's anticipated future software sales. Changes to these estimates, which can be significant, could be caused by a variety of factors, including the emergence of competing products which may impact the price of our product or changes in consumer demand that impact our future revenue expectations. Estimates and assumptions are evaluated at least annually. Generally, these adjustments are accounted for on a prospective basis, through amortization expense.

ii. Share-based payments

The fair value of stock options are subject to the limitation of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share price, changes in the subjective input assumptions can materially affect the fair value estimate.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(a) Critical accounting judgements

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

i. Determination of functional currency
The functional and reporting currency of the Company is the US dollar. The functional currency determination was conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates. The determination of functional currency involves certain judgments to determine the primary economic environment and the Company reconsiders the functional currency if there are changes in events and conditions of the factors used in the determination of the primary economic environment.

ii. Going Concern
The preparation of these financial statements requires management to make judgments regarding the going concern of the Company. As at June 30, 2015, the Company had a working capital deficiency of $705,354 (2014 - $328,646). Additionally, the Company has insufficient funds from which to finance its operating activities for the next 12 months; consequently, the Company remains dependent on external sources of financing until such time as it can internally generate sufficient income from software sales to service its on-going operating cost requirements.

(Expressed in US dollars)

6. DEVELOPMENT COSTS

Following the commercial launch of the Company's Delivery Trust Software during the year ended December 31, 2014, the Company began amortizing the costs of its development cost on a straight-line basis over two years.

	December 31, 2013	2014 Additions	**December 31, 2014**	**Additions/ (Dispositions)**	**June 30, 2015**
Development costs:					
Cloud service fees	$ 3,151	$ 2,835	$ 5,986	-	**$ 5,986**
Computer, software and internet costs	13,811	1,907	15,718	-	**15,718**
Consulting	40,555	4,000	44,555	-	**44,555**
Dues and subscriptions	11,497	1,091	12,588	-	**12,588**
Financing costs	28,955	-	28,955	-	**28,955**
Other	5,500	-	5,500	-	**5,500**
Professional fees	80,491	34,960	115,451	-	**115,451**
Program Engineering	140,835	52,356	193,191	-	**193,191**
Supplies and support	12,665	10,222	22,887	-	**22,887**
Technical Advisors	176,785	-	176,785	-	**176,785**
Market research	51,066	19,281	70,347	-	**70,347**
Travel	5,405	11,936	17,341	-	**17,341**
Total development costs	$ 570,716	$ 138,588	$ 709,304	-	**$ 709,304**

	December 31, 2013	2014 Additions	**December 31, 2014**	**Amortization for the six months ended June 30, 2015**	**June 30, 2015**
Accumulated Amortization	$ -	-	$ 236,435	184,769	**$ 421,204**
Net book Value	$ 570,716	-	$ 472,869	-	**$ 288,100**

(Expressed in US dollars)

7. RELATED PARTY TRANSACTIONS

The Company defines key management personnel as directors and officers. The following table summarizes the Company's activities with key management personnel:

Type of Service	Nature of Relationship	For the three months ended June 30,		For the six months ended June 30,	
		2015	2014	**2015**	2014
Finance fees and Interest expense	A Director and a company controlled by a director	**$ 25,715**	$ -	**$ 32,715**	$ -
Salaries/ wages expense	Officers	**87,120**	60,100	**174,240**	95,650
Legal Fees	To a law firm for which a director is a partner thereof	**1,839**	18,322	**1,839**	18,322
Consulting fees	To companies related to directors/officers	**24,000**	28,875	**48,000**	28,875
Share-based payments	Officers/ Directors	**5,438**	16,545	**12,030**	35,342
		$ 144,112	$ 123,842	**$ 268,824**	$ 178,189

The following represents amounts due to related parties as at June 30, 2015, not already disclosed elsewhere in these condensed interim financial statements:

Type of Service	Nature of Relationship	**June 30, 2015**	December 31, 2014
Salaries/ wages payable	Officers	**$ 38,000**	$ 38,000
Reimbursement of expenses	Director	**3,857**	-
Legal Fees payable	To a law firm for which a director is a partner thereof	**20,805**	20,229
Consulting fees payable	To companies related to directors/officers	**82,696**	36,192
		145,358	$ 94,421

Unless otherwise specified, amounts payable to related parties referred to are non-interest bearing, unsecured, payable on demand, and have arisen from the provision of services and expense reimbursements.

As at June 30, 2015, the Company owed $ 678,971 (2014 - $243,314) to related parties pursuant to a credit facility (Note 8).

(Expressed in US dollars)

8. LOANS PAYABLE AND CREDIT FACILITY

As at December 31, 2014, loans payable to directors of the Company amounted to $243,314. During the six months ended June 30, 2015, the Company received $110,229 in additional proceeds from loans. The loans payable are unsecured, bear interest at 5% per annum, and are due on demand.

During the six months ended June 30, 2015, the Company received $360,750 in proceeds by way of a Credit Facility (the "Facility") dated March 16, 2015, as amended on May 26, 2015, and July 23, 2015, with a director of the Company. This Facility has also assumed any notes payable existing prior to the establishment of the Facility, and is secured against the assets of the Company.

The credit facility requires additional financing fees at the following schedule:

1. C$15,000, if the Credit Facility is repaid before May 31, 2015;
2. C$20,000, if the Credit Facility is repaid between June 1, 2015 to November 30, 2015; and
3. C$40,000, if the Credit Facility is repaid any time after November 30, 2015.

Loan payable	**Principal**	**Accumulated Interest**	**Total Debt**
December 31, 2013	$ -	$ -	$ -
Proceeds	240,000	-	240,000
Interest expense	-	3,314	3,314
December 31, 2014	**$ 240,000**	**$ 3,314**	**$ 243,314**
Proceeds	110,229	-	110,229
Repayment	(68,037)	-	(68,037)
Interest expense	-	2,073	2,073
Roll over to credit facility	(282,192)	(5,387)	(287,579)
June 30, 2015	**$ -**	**$ -**	**$ -**

Credit facility	**Principal**	**Accumulated Interest**	**Total Debt**
December 31, 2013, 2014	**$ -**	**$ -**	**$ -**
Roll over from loan payable	282,192	5,387	287,579
Proceeds	360,750	-	360,750
Financing fee	16,033	-	16,033
Interest expense	-	14,609	14,609
June 30, 2015	**$ 658,975**	**$ 19,996**	**$ 678,971**

Amounts owing under the Facility are due on closing of the Acquisition described in note 10 below, or if the Acquisition is not closed by December 31, 2015 the Facility is due on the demand of the lender. The Facility accrues interest at 10% compounded annually.

(Expressed in US dollars)

9. SHARE CAPITAL AND RESERVES

a. Authorized

Unlimited number of common shares without par value
Unlimited number of preferred shares without par value

b. Issued and outstanding

During the six months ended June 30, 2015, the Company issued 939,000 common shares for net proceeds of $179,790.

During the year ended December 31, 2014, the Company issued 3,262,200 common shares for gross proceeds of $703,040. Cash finders' fees of $21,094 were paid in connection with these share issuances.

c. Stock Options

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2013	1,300,000	$ 0.20
Forfeited	(25,000)	$ 0.20
Balance, December 31, 2014 and June 30, 2015	1,275,000	$0.20

At June 30, 2015, a summary of stock options outstanding and exercisable are as follows:

Grant Date	Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry date	Remaining contractual life (years)
November 30, 2013	**1,275,000**	**1,020,000**	**$0.20**	November 30, 2018	**3.42**

c. Warrants

During the six months ended June 30, 2015, no warrants were issued, exercised or expired. At June 30, 2015 a summary of warrants outstanding are as follows:

Issue Date	Number of warrants Outstanding	Exercise Price	Expiry date	Remaining contractual life (years)
September 24, 2013	**333,333**	**$0.25**	September 24, 2015	**0.24**

10. PROPOSED TRANSACTION

The Company has entered into an amalgamation agreement dated January 19, 2015 as amended, with Quentin Ventures Ltd. ("Quentin"), a public company that trades on the TSX Venture Exchange under the trading symbol QTN.H, and a subsidiary of Quentin whereby Quentin would acquire the Company (the "Acquisition"). The Acquisition will constitute a reverse takeover for Quentin.

Prior to closing, Identillect Corp. will complete a stock split whereby each Identillect Corp. shareholder will receive 1.15 shares for each common share held. On closing of the acquisition, the shareholders of Identillect Corp. shall receive common shares of Quentin in exchange for all of the outstanding Identillect Corp. shares on a one for one basis. Quentin will also issue 5,000,000 preferred shares to the holders of Identillect Corp. common shares, on a pro-rata basis, which will automatically convert into common shares of Quentin subject to Identillect Corp. achieving gross revenues of at least Cdn$10,000,000 in fiscal year ending December 31, 2016. The common shares will be issued pro rata to the shareholders of the Company in proportion to the number of Quentin common shares that they continue to hold at the end of the performance period. The holders of Identillect Corp. convertible securities will also receive convertible securities of Quentin, on a 1:1 basis.

Certain parties may be required to enter into applicable escrow or pooling agreements as required by the TSX Venture Exchange (the "Exchange") in connection with the Acquisition.

As a condition of the proposed Acquisition, the parties also intend to complete financings for gross proceeds of an additional Cdn$3,000,000. Identillect Corp. has appointed Canaccord Genuity Corp. ("Canaccord") as its agent, on a commercially reasonable, to raise gross proceeds of up to Cdn$2.5 million through a brokered private placement of up to 10,000,000 subscription receipts (the "Subscription Receipts") of Identillect Corp. (the "Offering"), at a price of Cdn$0.25 per Subscription Receipt. Immediately before the closing of the Acquisition, each Subscription Receipt will automatically convert into one unit of Identillect Corp., which will further convert to one unit of the resulting pubic company (the "Resulting Issuer") pursuant to the Acquisition. Each unit of the Resulting Issuer will consist of one common share and one half of one share purchase warrant. Each full warrant will be exercisable into one common share of the Resulting Issuer at a price of Cdn$0.40 per share for a period of 18 months from the date of issuance of the warrants. All the securities to be issued in the Offering will be free trading on closing of the Acquisition.

10. PROPOSED TRANSACTION (continued)

Identillect Corp. is also conducting a concurrent non brokered private placement (the "Identillect Private Placement") of up to 2,000,000 units at a price of Cdn$0.25 per unit, for aggregate gross proceeds of up to an additional Cdn$500,000. Each Identillect Corp. unit is comprised of one common share and one half of one share purchase warrant. Each full warrant will be exercisable into one Identillect Corp. common share at a price of Cdn$0.40 per share for a period of 18 months from the closing of the Acquisition. On closing of the Acquisition these warrants will enable the holder to acquire one common share of the Resulting Issuer on the same terms. All the securities to be issued in the Identillect Corp. placement will be free trading on closing of the Transaction. See also note 11.

As at June 30, 2015, the Company had received gross proceeds of $105,000 as subscriptions to the Identillect Private Placement.

Upon completion of the Acquisition, the Company will pay Canaccord a cash commission equal to 7% of the aggregate proceeds of the Subscription Receipts sold, and will issue compensation options to the Agent to acquire that number of common shares of the Resulting Issuer equal to 10% of the number of Subscription Receipts sold under the Offering. Each compensation option will be exercisable at Cdn$0.40 per share for a period of 18 months after closing. Canaccord will also receive a work fee of Cdn$25,000 and a corporate finance fee 300,000 units having the same terms as the Offering units.

On completion of the Acquisition, Quentin is seeking classification as a Tier 2 technology issuer. Closing of the Acquisition remains subject to a number of conditions, including the completion of satisfactory due diligence, the entering into of definitive agreements, the completion of the Offering, receipt of all required shareholder, regulatory and third party consents, including Exchange approval, and satisfaction of other customary closing conditions.

The Acquisition cannot close until the required approvals are obtained. There can be no assurance that the Acquisition will be completed as proposed or at all.

11. SUBSEQUENT EVENTS

On July 23, 2015 the Company entered in to a further amendment to the Facility, increasing the amount of the Facility by an additional Cdn$150,000.

On September 19, 2015, the Identillect Private Placement closed, oversubscribed. Identillect Corp. issued 2,200,000 units for aggregate gross proceeds of Cdn$550,000.

APPENDIX C
PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS OF THE RESULTING ISSUER

Please see attached.

Quentin Ventures Ltd.
(“Quentin” or the “Company”)

Pro-forma Consolidated Financial Statements
(Unaudited - Prepared by Management)

July 31, 2015
(Expressed in Canadian dollars)

Management’s Letter

The accompanying unaudited pro-forma consolidated financial statements have been prepared by management and the Company’s auditor has not performed a review of these pro-forma consolidated financial statements. The unaudited pro-forma consolidated financial statements give effect to the acquisition (the “Transaction”) of Identillect Technologies Corp. (“Identillect”) by Quentin as at July 31, 2015. The unaudited pro-forma consolidated financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards (“IFRS”), and, in the opinion of management, include all adjustments necessary for fair presentation.

The unaudited pro-forma consolidated financial statements include certain amounts that are based on management estimates and judgements, and the accompanying notes provide a detailed description of the assumptions and adjustments performed in the development of these unaudited pro-forma consolidated financial statements. A pro-forma consolidated financial statement is based on management assumptions and adjustments which are inherently subjective. Actual amounts recorded upon approval of the acquisition will likely differ from those recorded in the unaudited pro-forma consolidated financial statements.

The unaudited pro-forma consolidated financial statements have been prepared for illustration purposes only and are not intended to reflect the results of operations of the financial position of the Company which would have actually resulted had the Transaction been effected on the date indicated. No adjustments have been made to reflect additional costs or cost savings that could result from the combination of the operations of Quentin and Identillect, as management does not anticipate any material costs or cost savings as a result of this Transaction. Further, the unaudited pro-forma consolidated financial information is not necessarily indicative of the results of operations that may be obtained in the future.

Quentin Ventures Ltd.
Pro-Forma Consolidated Statement of Financial Position
July 31, 2015
(Unaudited - Prepared by Management)
(Expressed in Cdn dollars)

	Identillect Technologies Corp. (US Dollars)	Identillect Technologies Corp. (Cdn Dollars) (Note 3(a)(i))	Quentin Ventures Ltd. (Cdn Dollars)	Note	Pro-forma Adjustments	**Pro-forma**
ASSETS						
Current assets						
Cash	$ 204,738	$ 267,122	$ -	3(a)(ii)	$ 413,007	**$ 3,155,128**
				3(b)(ii)	2,500,000	
				3(b)(iii)	(175,000)	
				3(b)(iv)	(200,000)	
				3(b)(v)	350,000	
Receivables	4,013	5,236	27,782		-	**33,018**
	208,751	272,357	27,782		2,888,007	**3,188,146**
Equipment	18,435	24,052	1	3(b)(i)	(1)	**24,052**
Development costs	288,100	375,884	-		-	**375,884**
	$ 515,286	$ 672,294	$ 27,783		$ 2,888,006	**$ 3,588,082**
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current liabilities						
Accounts payable and accrued liabilities	$ 176,003	$ 229,631	$ 222,981		-	**$ 452,612**
Notes payable	678,971	885,853	-	3(a)(iv)	(580,000)	**305,853**
Deferred revenue	59,131	77,148	-			**77,148**
	914,015	1,192,515	221,981		(580,000)	**835,614**
Long term convertible debentures	-	-	-	3(a)(iv)	580,000	**580,000**
Long term debt	-	-	493,347		-	**493,347**
	914,015	1,192,515	716,328		-	**1,908,961**
Shareholders' Equity						
Share capital (Note 4)	1,877,632	2,449,746	8,939,186	3(a)(ii)	550,000	**6,757,273**
				3(b)(i)	(8,939,186)	
				3(b)(i)	1,268,027	
				3(b)(ii)	2,500,000	
				3(b)(iii)	(360,500)	
				3(b)(v)	350,000	
Share-based reserves	187,527	244,666	39,600	3(b)(i)	(39,600)	**430,166**
				3(b)(iii)	185,500	
Subscription payable	105,000	136,994	-	3(a)(ii)	(136,994)	**-**
Deficit	(2,568,978)	(3,351,746)	(9,667,331)	3(b)(i)	9,667,331	**(5,508,319)**
				3(b)(i)	(1,956,573)	
				3(b)(iv)	(200,000)	
	(398,819)	(520,339)	(688,545)		2,888,006	**1,679,121**
	$ 515,286	$ 672,294	$ 27,783		$ 2,888,006	**$ 3,588,082**

The accompanying notes are integral part of these pro-forma consolidated financial statements.

1. BASIS OF PRESENTATION

The unaudited pro-forma consolidated financial statements of Quentin have been prepared to present the acquisition by Quentin Ventures Ltd. of 100% of the outstanding securities of Identillect Technologies Corp. as at July 31, 2015.

Pursuant to the January 19, 2015 Amalgamation Agreement, as amended on August 25, 2015, Quentin will acquire all of the issued and outstanding Identillect securities by way of a "three-cornered" amalgamation in which Quentin's wholly owned subsidiary (1021784 B.C. Ltd.) will amalgamate with Identillect to form Amalco. As a result of the amalgamation, the holders of all outstanding Identillect common shares, shall exchange such common shares for new Quentin common shares on the basis of 1 new Quentin common share for every one Identillect common share held; the holders of Identillect convertible securities will receive convertible securities of Quentin on the basis as detailed in the notes below; and, the holders of common shares of Identillect will receive 5,000,000 preferred shares of Quentin distributed on a pro rata basis (the "Transaction"). Although the Transaction will result in Amalco becoming a wholly-owned subsidiary of Quentin, the Transaction constitutes a reverse take-over of Quentin inasmuch as the former shareholders of Identillect will own a majority of the outstanding shares of Quentin.

Upon completion of the transaction Quentin will change its name to "Identillect Technologies Corp.".

All dollar amounts referred to in these unaudited pro-forma consolidated financial statements are in Canadian dollars except where indicated otherwise.

The unaudited pro-forma consolidated financial statements of the Company have been compiled from and include:

a) Quentin's audited annual consolidated financial statements as at July 31, 2015 for which the Canadian dollar is the functional and reporting currency;
b) Identillect Technologies Corp.'s condensed consolidated interim financial statements as at June 30, 2015 for which the US dollar is the functional and reporting currency (Identillect Technologies Inc. is a wholly owned subsidiary of Identillect and Identillect has no other operations other than its shareholdings in Identillect Technologies Inc.); and
c) The additional information set out in Note 3.

The unaudited pro-forma consolidated financial statements should be read in conjunction with the above described financial statements and Notes thereto.

These unaudited pro-forma consolidated financial statements are not necessarily indicative of the Company's financial position on closing of the proposed acquisition. In preparing these unaudited pro-forma consolidated financial statements, no adjustments have been made to reflect additional costs or savings that could result from the transaction. Actual amounts recorded upon approval of the acquisition will likely differ from those recorded in the unaudited pro forma consolidated financial statements.

Pro-forma statements of operations and comprehensive loss have not been prepared due to the fact that Quentin currently has no operations other than costs of pursuing the acquisition of a new business opportunity.

Completion of the transaction is subject to a number of conditions, including but not limited to, TSX Venture Exchange (the "Exchange") acceptance.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies used in the preparation of these unaudited consolidated pro-forma financial statements are consistent with those set out in the notes to the audited annual consolidated financial statements of Quentin as at and for the year ended July 31, 2015 in addition to new accounting policies adopted on the acquisition of Identillect as detailed in Identillect Technologies Corp.'s audited annual consolidated financial statements for the year ended December 31, 2014. As such, the unaudited pro-forma consolidated financial statements should be read in conjunction with Quentin's July 31, 2015 audited annual consolidated financial statements, together with Identillect Technologies Corp.'s audited annual consolidated financial statements as at December 31, 2014 and Identillect Technologies Corp.'s June 30, 2015 condensed interim consolidated financial statements.

3. PRO-FORMA ADJUSTMENTS AND ASSUMPTIONS

The pro-forma consolidated financial statements were prepared based on the following adjustments and assumptions:

a. Transactions immediately prior to the acquisition:

i. The translation of Identillect's presentation currency from US dollars to Canadian dollars as at July 31, 2015 using an exchange rate of 1.3047. All US dollar amounts disclosed in these pro-forma consolidated financial statements have been translated into Canadian dollars using a 1.3047 conversion rate.

ii. To reflect Identillect's additional share issuance of 2,200,000 common shares at $0.25 per share in September, 2015 for gross proceeds of $550,000 (the "Identillect Private Placement"). Each unit consists of one common share of Identillect and one half of one share purchase warrant; where each whole share purchase warrant can be exercised into one common share of Identillect at an exercise price of $0.40 per whole warrant, for a period of 18 months from the date of issuance. On closing of the Transaction, each one half share purchase from the Identillect Private Placement will convert into one full Quentin warrants, where each full warrant will be exercisable into one common share of Quentin at a price of $0.40 for a period of 18 months from closing of the Transaction.

As at June 30, 2015, Identillect had $136,994 (US$105,000) held in trust as subscriptions towards the Identillect Private Placement.

iii. To reflect Identillect's share split on November 10, 2015 that resulted in each Identillect shareholder receiving 1.15 new Identillect shares for each old Identillect share that they held immediately before that time.

iv. To reflect the transfer of certain current liabilities to long-term convertible debentures (the "Debentures"). The Debentures will be unsecured, bear interest at 7% and become due 18 months from the date of closing of the Transaction. The principal amount of the Debentures will be convertible at any time, at the option of the holder, into common shares of Quentin at a conversion rate of $0.40 per common share.

v. To reflect Identillect's additional share issuance of 1,400,000 common shares at $0.25 per share on November 26, 2015 for gross proceeds of $350,000 (the "Identillect Side Car Private Placement"). Each unit consists of one common share of Identillect and one share purchase warrant; where each share purchase warrant can be exercised into one common share of Identillect at an exercise price of $0.40 per warrant, for a period of 18 months from the date of issuance. On closing of the Transaction, these warrants will convert into Quentin warrants, where each warrant will be exercisable into one common share of Quentin at a price of $0.40 for a period of 18 months from closing of the Transaction.

(Expressed in Cdn dollars)

3. PRO-FORMA ADJUSTMENTS AND ASSUMPTIONS *(continued)*

b. Acquisition transactions:

i. To record the acquisition of all of the outstanding securities of Identillect in exchange for:
   1. the issuance of common shares of Quentin on the basis of 1 common share of Quentin for each common share of Identillect, and
   2. the issuance of 5,000,000 Quentin preferred shares issued on a pro rata basis to the Identillect shareholders. The Quentin preferred shares, upon and subject to the business achieving gross revenues for the year ended December 31, 2016 of at least $10,000,000, shall automatically convert to Quentin common shares. If the gross revenues for the year ended December 31, 2016 are less than $10,000,000, the Quentin preferred shares shall be automatically cancelled.

In addition, each Identillect convertible securities holder will also receive convertible securities of Quentin on the basis as detailed in the notes above.

As a result, 26,157,139 Quentin common shares and 5,000,000 Quentin preferred shares are to be issued to the shareholders of Identillect. Following the completion of the share exchange, but prior to the Concurrent Private Placement (note 3b(ii)), the former shareholders of Identillect will hold 77.3% of the total common shares in Quentin. Due to this fact, the Transaction has been recorded on a reverse-take-over basis. No goodwill or intangible assets were recorded with respect to the Transaction as it does not constitute a business combination.

The cost of an acquisition should be based on the fair value of the consideration given, except where the fair value of the consideration given is not clearly evident. In such a case, the fair value of the net assets acquired is used. The consideration of the acquisition is based on the fair value of the number of shares that Identillect would have had to issue to the shareholders of Quentin to give the shareholders of Quentin the same percentage equity interest in the combined entity that results from the reverse acquisition. The estimated fair value of shares of Quentin retained by Quentin shareholders is therefore $1,268,027, which represents an allocation of $0.165 per share from the proceeds of the concurrent Private Placement financing. The fair value of the new Quentin Warrants from the Concurrent Private Placement financing was estimated to be $0.085 per warrant and was determined using the Black-Scholes option pricing model assuming a risk-free interest rate of 1.25%, a dividend yield of 0%, an expected volatility of 100% and an expected life of 18 months. The total purchase price of $1,268,027 has been allocated as follows:

Receivables	$	27,782
Accounts payable and accrued liabilities		(222,981)
Long term debt		(493,347)
Share listing cost		1,956,573
	$	1,268,027

A listing fee of $1,956,573 has been included in deficit to reflect the difference between the fair value of the amount paid and the fair value of the net assets received from Quentin in accordance with IFRS 2 – Share-based payment.

ii. To record the completion of a private placement (the "Concurrent Private Placement") of 10,000,000 units of Quentin at a price of $0.25 per unit, for gross proceeds of $2,500,000. Each unit consists of one common share of Quentin and one share purchase warrant; where each share purchase warrant can be exercised into one common share of Quentin at an exercise price of $0.40 per warrant, for a period of 18 months from closing of the Transaction.

(Expressed in Cdn dollars)

3. PRO-FORMA ADJUSTMENTS AND ASSUMPTIONS *(continued)*

b. Acquisition transactions (continued):

iii. To reflect share issuance costs of $360,500; being comprised of a $175,000 cash payment and the issuance of 1,300,000 finders' warrants and 300,000 common shares, having an estimated fair value of $185,500, as commissions in connection with the private placements as discussed in 2(a)(ii) and 3(b)(ii). Each whole common share finders' warrant entitles the holder to purchase one common share of Quentin for $0.40 for a period of 18 months. The fair value of the warrants was calculated using the Black Scholes pricing model which requires the input of highly subjective assumptions; changes in the subjective input assumptions can materially affect the fair value estimate. The following assumptions were used: Average risk-free interest rate – 1.25%, Average expected life – 1.5 years, and Average expected volatility – 100%.

iv. To record the payment of $200,000 in estimated costs related to the completion of the Identillect acquisition, including regulatory filing fees, transfer agent and professional fees.

v. The pro-forma effective income tax rate applicable to the consolidated operations is 26%.

4. SHARE CAPITAL

a. Shares

Shares in the unaudited pro-forma consolidated financial statements are comprised of the following:

	Note	Number of Preferred Shares	Number of Common Shares	Share Capital
Issued				
Quentin:				
Shares of Quentin as at July 31, 2015		-	7,685,012	$ 8,939,186
Reversal of share capital on acquisition	3(b)(i)	-	-	(8,939,186)
Acquisition cost	3(b)(i)	-	-	1,594,640
Total Quentin shares		**-**	**7,685,012**	**1,594,640**
Identillect:				
Shares at June 30, 2015		-	19,327,947	2,449,746
Identillect Private placement	3(a)(ii)	-	2,200,000	550,000
		-	21,527,947	2,999,746
Share split on the basis of 1.15 new Identillect shares for each old Identillect share held	3(a)(iii)	-	24,757,139	2,999,746
Side Car Private placement	3(a)(v)	-	1,400,000	350,000
Exchange common shares on acquisition	**3(b)(i)**	**5,000,000**	**26,157,139**	**3,349,746**
Private placement	3(b)(ii)	-	10,000,000	2,500,000
Share issuance costs – finders' and corporate finance fees	3(b)(iii)	-	300,000	(386,200)
Total Pro-forma Share Capital		**5,0000,000**	**44,142,151**	**$ 7,058,186**

(Expressed in Cdn dollars)

4. SHARE CAPITAL *(continued)*

b. Stock Options

The pro-forma stock options outstanding and exercisable are summarized as follows:

	Note	Number of Options outstanding	Number of Options exercisable	Weighted Average Exercise Price	Expiry Date
Quentin:					
As at July 31, 2015		750,000	750,000	$0.25[1]	October 20, 2019
Identillect:					
As at June 30, 2015		1,275,000	1,020,000	US$0.20[1]	November 30, 2018
Expired unexercised on August 31, 2015		(62,500)	(50,000)	US$0.20	November 30, 2018
Pro-forma balance		**1,962,500**	**1,720,000**	**Cdn$0.25**	

[1] As a condition of the Transaction, all existing options will be re-priced to $0.25. The Quentin options will expire 90 days from closing of the Transaction.

c. Share Purchase Warrants

The pro-forma share purchase warrants outstanding are summarized as follows:

	Note	Number of Warrants outstanding	Weighted Average Exercise Price	Expiry Date
Quentin:				
As at July 31, 2015		-	-	
Identillect:				
As at June 30, 2015		333,333	US$ 0.25	September 24, 2015
Expired, unexercised		(333,333)	US$ 0.25	
Warrants issued with private placement	3(b)(ii)	10,000,000	$ 0.40	18 months from closing of the Transaction
Warrants issued with private placement	3(a)(ii)	2,200,000	$ 0.40	18 months from closing of the Transaction
Warrants issued with private placement	3(a)(v)	1,400,000	$ 0.40	18 months from closing of the Transaction
Warrants issued as finders' fees	3(b)(iii)	1,350,000	$ 0.40	18 months from closing of the Transaction
Pro-forma balance		**14,900,000**	**$ 0.40**	

CERTIFICATE OF QUENTIN

The foregoing document constitutes full, true and plain disclosure of all material facts relating to the securities of Quentin Ventures Ltd. ("Quentin"), assuming completion of the Transaction (as that term is defined in the Filing Statement of Quentin dated November 30, 2015).

DATED November 30, 2015

"*Doug McFaul*"

Doug McFaul, Chief Executive Officer

"*Moez Manji*"

Moez Manji, Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF QUENTIN

"*Doug McFaul*"

Doug McFaul, Director

"*Moez Manji*"

Moez Manji, Director

"*Craig Goldenberger*"

Craig Goldenberger, Director

CERTIFICATE OF PRIVCO

The foregoing document as it relates to Identillect Technologies Corp. ("Privco") constitutes full, true and plain disclosure of all material facts relating to the securities of Privco.

DATED November 30, 2015

"*Todd Sexton*"

Todd Sexton, Chief Executive Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF IDENTILLECT

"*Todd Sexton*"

Todd Sexton, Chief Executive Officer and Director

ACKNOWLEDGEMENT – PERSONAL INFORMATION

"Personal Information" means any information about an identifiable individual, and includes information contained in any Items in the attached filing statement that are analogous to Items 4.2, 11, 13.1, 16, 18.2, 19.2, 24, 25, 27, 32.3, 33, 34, 35, 36, 37, 38, 39, 41 and 42 of the Exchange Form 3D2, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

(a) the disclosure of Personal Information by the undersigned to the TSX-V (as defined in Appendix 6B) pursuant to the Form 3D2; and

(b) the collection, use and disclosure of Personal Information by the TSX-V for the purposes described in Appendix 6B or as otherwise identified by the TSX-V, from time to time.

ON BEHALF OF THE BOARD OF DIRECTORS OF QUENTIN

"*Doug McFaul*"

Doug McFaul, Chief Executive Officer & Director