VOYAGER DIGITAL (CANADA) LTD.

(the "Issuer")

CSE Form 2A

LISTING STATEMENT

Dated: September 20, 2019

1. TABLE OF CONTENTS

Glossary of Terms

The following is a glossary of certain terms used in this Listing Statement and in certain documents attached as schedules hereto.

"**Account Services Agreement**" means that agreement entitled FBO Account Payment Services Agreement dated June 3, 2019 between VDH and the Metropolitan Commercial Bank.

"**Auditors**" means Marcum LLP, the auditors of the Issuer.

"**BCBCA**" means the *Business Corporations Act* (British Columbia) including the regulations thereunder, as amended.

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

"**Board**" means the board of directors of the Issuer, as it may be comprised from time to time.

"**CEO**" means an individual who acted as the chief executive officer of the Issuer, or acted in a similar capacity, for any part of the most recently completed financial year.

"**CFO**" means an individual who acted as the chief financial officer of the Issuer, or acted in a similar capacity, for any part of the most recently completed financial year.

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

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

"**CTT**" means CryptoTrading Technologies, Inc., a wholly owned Delaware subsidiary of VDH.

"**Exchange**" means a centralized or decentralized marketplace that unites and matches buyers and sellers of cryptocurrencies.

"**Issuer**" means Voyager Digital (Canada) Ltd.

"**Listing Statement**" means this CSE Form 2A Listing Statement.

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

"**Named Executive Officers**" means Stephen Ehrlich (our Executive Chairman and President), and Vic Hugo (our Chief Executive Officer).

"**Platform**" means the cryptocurrency trading platform, using a patent pending smart order routing and execution management system, developed by CTT.

"**Related Person**" has the meaning as described thereto in CSE Policy 1.

"**Shareholders**" means the holders of the Issuer's Common Shares.

"**Stock Option Plan**' means the stock option plan of the Issuer.

"**TSXV**" means the TSX Venture Exchange.

"**VDH**" means Voyager Digital Holdings, Inc., a Delaware corporation and a wholly owned subsidiary of the Issuer.

“**VIP**” means Voyager IP, LLC, a wholly owned Delaware subsidiary of VDH.

Forward-Looking Statements

This Listing Statement contains forward-looking information within the meaning of applicable Canadian securities legislation with respect to the Issuer and its subsidiaries. Forward looking information may include, but is not limited to: information with respect to amounts and use of available funds; anticipated developments in operations in future periods; planned asset acquisitions; future business operations; the adequacy of financial resources; the costs and timing of development of the Issuer’s business; the costs, timing and receipt of approvals, consents and permits under applicable legislation; executive compensation approaches and practices; and the composition of directors and committees.

Any statements that express, involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words and phrases such as “may”, “is expected to”, “anticipates”, “estimates”, “intends”, “plans”, “projection”, “could”, “vision”, goals”, “objective” and “outlook”) are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Issuer and the Issuer have made certain assumptions, as contemplated below.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause actual events or results to differ from those expressed or implied by the forward-looking information, including, without limitation:

- risks related to the fact that the Issuer may not have sufficient funds to effectively commercialize its router system;
- there may be many factors beyond the Issuer’s control which adversely affect its ability to carry out its business plan;
- the Issuer may incur losses for the foreseeable future;
- there may be insufficient demand for the Issuer’s platform or services;
- declined use or popularity of cryptocurrencies may reduce the amount or frequency of buying or trading cryptocurrencies, which may adversely affect the Issuer’s growth and profitability;
- there are inherent risks in cryptocurrency related activities and conditions or events that are beyond the Issuer’s control;
- government regulations or actions may alter or prohibit use of the Issuer’s business, or investment in the Issuer’s business; or may result in a restriction in the use of cryptocurrencies;
- there may be fraud or security failures of the cryptocurrency exchange(s) on which the Issuer directs users toward, resulting in closures of such cryptocurrency exchange(s) or complete losses of user’s cryptocurrency balances;
- the means of acquiring or exchanging cryptocurrencies may change, resulting in the Issuer losing its competitive advantage;
- there is the possibility of cost overruns or unanticipated expenses;
- there are risks associated with obtaining and renewing necessary licences and permits;
- future sales or issuances of equities securities may have a dilutive effect on the shareholders of the Issuer and affect the value of the Issuer Shares;

- there may be conflicts of interests of certain directors and officers of the Issuer;
- the Issuer does not intend to pay any cash dividends in the foreseeable future;
- there is reliance on management and dependence on key personnel;
- uninsurable risks; and litigation.

This list is not exhaustive of factors that may affect any of the forward-looking information contained in this Listing Statement. Although the Issuer has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Forward-looking information involves statements about the future and is inherently uncertain, and the actual achievements of the Issuer or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this Listing Statement under the heading "Risk Factors" and elsewhere in this Listing Statement. Forward-looking information contained in this Listing Statement is based on the beliefs, expectations and opinions of management of the Issuer on the date the statements are made, and the Issuer does not assume any obligation to update forward-looking information, whether as a result of new information, future events or otherwise, other than as required by applicable law. In making the forward-looking statements in this Listing Statement, the Issuer has applied several material assumptions which may prove to be inaccurate, including, but not limited to, the assumptions that any financing needed to fund the operations of the Issuer will be available on reasonable terms. Other assumptions are discussed throughout this Listing Statement and, in particular in the "Risk Factors" section of this Listing Statement. For the reasons set forth above, prospective investors should not place undue reliance on forward-looking information.

2. CORPORATE STRUCTURE

2.1 Corporate Name and Head and Registered Office

VOYAGER DIGITAL (CANADA) LTD.

The registered office of the Issuer is Suite 2900 – 595 Burrard Street, Vancouver, BC, V7X 1J5, Canada; and its head office is 54 Thompson Street, 3rd Floor, New York, New York 10012.

2.2 Jurisdiction of Incorporation

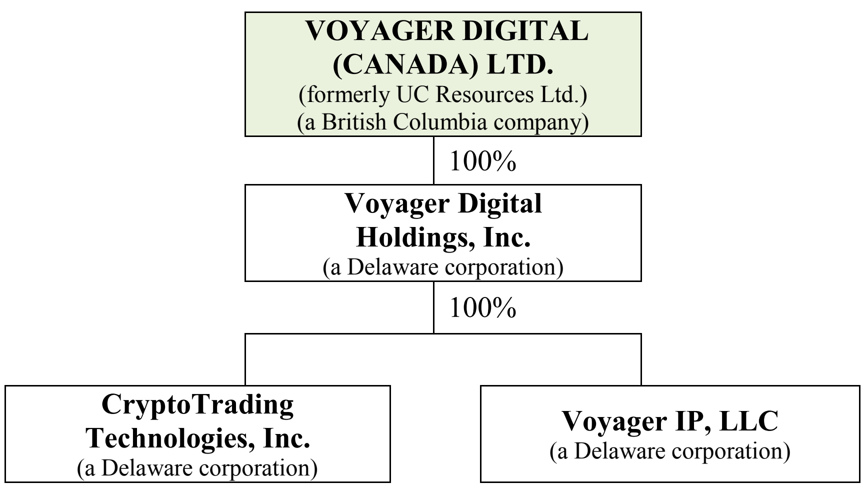
The Issuer was incorporated on June 25, 1993 pursuant to the BCBCA under the name "392838 B.C. Ltd.". The Issuer changed its name to "Larza Resources Ltd." on October 1, 1990; to "Dixie Resources Ltd." on February 20, 1992; to "Curion Venture Corporation" on June 26, 1992; to "UC Resources Ltd." on October 31, 2001; and to Voyager Digital (Canada) Ltd. on February 6, 2019.

The Issuer wholly owns Voyager Digital Holdings, Inc. (VDH), a Delaware corporation, which in turn wholly owns each of CryptoTrading Technologies, Inc. (CTT), a Delaware corporation, and Voyager IP, LLC (VIP), a Delaware corporation.

The Issuer is a reporting issuer in each of British Columbia and Alberta.

2.3 Inter-corporate Relationships

The Issuer has the following corporate structure:



2.4 Fundamental Change

The Issuer was most recently listed for trading on the TSXV under the name "Voyager Digital (Canada) Ltd.", with trading symbol "VYGR" from February 11, 2019 to September 20, 2019, when the Issuer's shares were delisted pending trading on the CSE.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 The following is a general description of the development of the Issuer's business over its five most recently completed financial years, to and including the date of this Listing Statement.

The Issuer has, since its incorporation until 2014, been in the business of acquiring, exploring and evaluating mineral resource properties. In 2014, the Issuer disposed of the last of its mineral property interests, and began to investigate alternative business opportunities. On November 4, 2015 the BCSC issued a cease trade order against the Issuer for failure to file financial statements and related MD&A for the fiscal year ended June 30, 2015. As a result of that cease trade order, and as the Issuer failed to meet certain minimum listing requirements, the TSXV suspended trading of the Issuer's shares on November 5, 2015. The cease trade order was rescinded on June 8, 2017 upon the Issuer filing all necessary financial statements and MD&A up to that date. The trading suspension imposed by the TSXV remained in place until the closing of the Issuer's change of business and acquisition of VDH. Effective February 11, 2019, the Issuer's shares were reinstated for trading on the TSXV under its new name, Voyager Digital (Canada) Ltd., and trading symbol "VYGR".

Since June 30, 2018 (being the date of the most recently completed fiscal year) the Issuer has undertaken the following:

(a) received TSXV acceptance to the SEDAR filing of its Filing Statement dated January 19, 2019 in connection with its change of business and acquisition of VDH;

(b) obtained TSXV approval for the change of business involving the acquisition of VDH, and change of name to Voyager Digital (Canada) Ltd. (February 5, 2019);

(c) closed the acquisition of VDH and issued (i) 18,041,248 common shares of the Issuer to the holders of subscription receipts of VDH, and (ii) 4,133,000 stock options in replacement of the stock options outstanding in the VDH, each exercisable at a price of US$0.30 (February 6, 2019 and February 20, 2019);

(d) appointed Gaspard De Dreuzy as director and President of the Issuer on February 6, 2019;

(e) appointed Guy Elliott, Philip Eytan, Serge Kreiker and Jarrett Lilien as new directors of the Issuer on February 6, 2019;

(f) completed the development of the basic Platform by:

- *Mobile Application*. Developed the mobile application (this was completed in August 2018).
- *Dynamic Smart Router*. Developed the Dynamic Smart Router and related Risk Management to ensure efficient pricing (this was completed in October 2018).
- *Wallet*. Developed the wallet and related security and insurance (this was completed in October 2018). The Issuer is exploring various options for security and insurance.

(g) launched the Issuer's new business. The Issuer is establishing a market presence within the cryptocurrency industry to gain access to technological advancement updates, industry news, and competitors in the industry. The Issuer will expand its network and establish relationships that are mutually beneficial which will also allow the Issuer to identify future acquisition / partnership opportunities, including new technologies that may complement the Issuer's business;

(h) entered into an agreement with Ethos.io PTE Ltd. ("Ethos"), a private Singapore-based company, to acquire certain of Ethos's assets, including the Ethos Universal Wallet, Ethos Bedrock, certain blockchain technology and related intellectual property (collectively the "Ethos IP"), and a percentage of the Ethos tokens held by it (February 28, 2019). The consideration payable by the Issuer will be 7,250,000 Common Shares. That transaction has not closed, and remains subject to certain conditions precedent being satisfied. There is no assurance that transaction will be completed on the terms announced, or at all;

(i) engaged Digital257 Technologies Inc. ("Digital257") to provide certain investor and public relations services for the Issuer. Digital257 was engaged on a month to month basis to provide digital media and capital markets communications services at a minimum cost of $18,000 per month (inclusive of marketing fees and expenses). Digital257 will utilize social media and the Google ad network to develop a target audience and email database, and send out regular emails and media notices of Issuer updates, with a view to developing investors. No stock options were granted in connection with the engagement (March 12, 2019);

(j) completed the listing of the Issuer's shares on the Frankfurt Stock Exchange (April 17, 2019);

(k) entered into a strategic partnership with Sterling Trading Tech ("STT"), a provider of professional trading technology solutions, to offer digital asset trading capabilities to institutional and retail traders through the STT platforms (May 9, 2019);

(l) engaged the services of Lakeshore Securities Ltd. ("Lakeshore") to provide services as a market maker (primarily to correct temporary imbalances in the supply and demand of the Issuer's Shares). Lakeshore has been engaged for an initial term of three months, at a fee of up to $5,000 per month. No stock options were granted in connection with the engagement (May 15, 2019); and

(m) entered into the Account Services Agreement with Metropolitan Commercial Bank (the "Bank") whereby the Bank provides deposit and payment systems for CTT's customers using a custodial "for the benefit of" account. The Bank is registered as a Money Service Business in all states of the United States. The Bank acts as agent for CTT and assumes the money services obligations on behalf of CTT, such that CTT does not need to register as a Money Service Business in any states.

3.2 There have not been any significant acquisitions completed by the Issuer, nor are there any significant probable acquisitions proposed by the Issuer, for which financial statements would be required under National Instrument 41-101 *General Prospectus Requirements* if this Listing Statement were a prospectus.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

The Issuer is a technology company involved in the business of developing and commercializing a digital platform focused on enabling users to buy and sell digital assets (cryptocurrencies) across multiple Exchanges in one account.

Introduction to Cryptocurrency

A cryptocurrency is a form of encrypted and decentralised digital currency, transferred directly between peers across the Internet, with transactions being settled, confirmed and recorded in a distributed public ledger by a process known as "mining". A cryptocurrency is generated in one of two ways, they are either newly created or "minted" through an initial coin offering or "mined" which results in a new coin generated as a reward to incentivize miners for verifying transactions on the blockchain. Examples of some of the largest cryptocurrencies in terms of market capitalization today include Bitcoin, Ethereum, Dash, Ripple, Litecoin and Monero.

Units of a cryptocurrency exist only as data on the Internet, and are not issued or controlled by any single institution, authority, or government. Whereas most of the world's money currently exists in the form of paper and metal managed by central authorities such as banks, units of a cryptocurrency exist as electronic records in a decentralised tamper-proof transaction database called a blockchain. The ledger is publicly available to anyone and secured with public key encryption.

How a Cryptocurrency Works

Cryptocurrencies are decentralised digital currencies that enable instant transfers to anyone, anywhere in the world. Transactions occur via an open source, cryptographic protocol platform which uses peer-to-peer technology to operate with no central authority, known as the blockchain. Each cryptocurrency uses a source code that comprises the basis for the cryptographic and algorithmic protocols governing the blockchain. No single entity owns or operates the network, the infrastructure of which is collectively maintained by a decentralised user base. As the network is decentralised, it does not rely on either governmental authorities or financial institutions to create, transmit or determine the value of the coins. Rather, the value of a coin is determined by the market supply of and demand for the coins, the prices set in transfers by mutual agreement or barter as well as the number of merchants that accept the coins. Because coins are digital files that can be transferred without the involvement of intermediaries or third parties, there are little or no transaction costs in direct peer-to-peer transactions. Coins can be used to pay for goods and services or can be converted to fiat currencies, such as the US dollar, at rates determined by various Exchanges. There are a number of Exchanges established to facilitate conversion of one digital currency to another, or to fiat currencies. Additionally, third party service providers are also used for transfers but they may charge significant fees for processing transactions.

In a cryptocurrency network, every peer has their own copy of the blockchain, which contains records of every historical coin transaction - effectively containing records of all account balances. Each account is identified solely by its unique public key (making it effectively anonymous), and is secured with its associated private key (kept secret, like a password). The combination of private and public cryptographic keys constitutes a secure digital identity in the form of a digital signature, providing strong control of ownership.

Assuming, for example, that Party A is sending some quantity of Monero to Party B, the amount of Monero to send is combined with Party B's public key and some information from the previous transaction(s) that Party A's Moneros came from, into a message that Party A signs with his private key. The transaction message is then broadcasted out into the wide Monero network, where it is received by Monero miners who (with high-performance computers running specialized automatic Monero mining software) verify the transaction, group it with others into a transaction block, and work to solve the proof-of-work cryptographic puzzle that links the new block to the blockchain.

Each time a new block of transactions is created, data from that block is used to create a hash that is stored along with the block. One piece of data used is the hash from the most recent block in the blockchain. Each block's hash is created using the hash of the block before it, acting as a sort of tamper-evident seal that confirms the validity of the new block and all earlier blocks. Alterations made to any earlier block would make the hashes of all subsequent blocks invalid, the discrepancy would be easily detected by future miners, and that broadcast would be discarded in favour of one from a different peer.

Miners compete to solve new blocks; a miner that verifies and solves a new block is awarded some quantity of newly-generated coins, in an amount which is usually proportional to the miner's contributed hash rate/work, (plus a small transaction fee) as an incentive to invest their computer power, as mining is critical to the continuing functioning and security of the cryptocurrency network. The difficulty of the proof-of-work puzzles is automatically adjusted so that a new block is mined on a specified basis, adapting as the total mining power active on the network increases over time.

Blockchain safety is ensured by a number of different protocols, such as proof-of-work and proof-of-stake. Proof-of-work is currently the most widely used, including currencies such as Bitcoin and Ether. Proof-of-work functions on the basis of a distributed consensus system dependent on the participation of 'miners' who through their computing work verify the blockchain transactions.

Cryptocurrency Market

Cryptocurrencies first surfaced in 2009 with the debut of Bitcoin as the world's first decentralized cryptocurrency. In early 2010, the initial exchange rate for Bitcoin was 1 BTC = US$0.003. As of June 30, 2019, the trading price of one Bitcoin was approximately US$11,900. [Source: CoinMarketCap, Cryptocurrency Market Capitalizations: https://coinmarketcap.com]. The market for cryptocurrencies has grown substantially, reaching peaks for market capitalization of approximately US$225 billion in January 2018, but has lost a significant percentage of its value since then.

The Business

Through the US Subsidiaries, the Issuer has developed and begun commercialization of a cryptocurrency trading platform using a patent pending smart order routing and execution management system (the "Platform"). The Platform uses a dynamic router and customized algorithms to allow users, either retail or institutional, to place and route trade orders to one or several trading Exchanges to efficiently buy or sell cryptocurrency assets. The Platform can be configured so that investors achieve the highest quality of trade execution (usually defined by the best prices and the fastest execution). Users are provided with the basics of a modern, online medium with the security and simplicity of a crypto wallet. The platform is designed to be a single access point to research, manage, trade and secure crypto assets.

Although there are multiple cryptocurrency platforms in the North American market, the Issuer will be the only one focused on routing and "best execution".

The Platform involves the following elements:

1. A **Cryptocurrency Execution Management System** (CEMS) that handles trade orders requests, places the trade orders and executes them through one or more trading venues or Exchanges through the CSOR.

2. **A Cryptocurrency Venue Analyzer** (CVA) that constantly monitors and scores in real-time a selected trading venue or Exchange based on criteria such as assets available, time, trade volume and history.

3. **A Cryptocurrency Smart Order Router** (CSOR) that analyzes the data provided by the CVA then efficiently decides which trading venue or venues to route the full order or a subset to.

4. **A Cryptocurrency Reconciliation Engine** (CRE) that analyzes the data provided by the CVAs and the CSOR to transfer assets in and out of trading venues and Exchanges.

Use of the Platform enables the Issuer to access the best possible price for the customer and deliver the customer savings on their investment. The Issuer charges a commission commensurate with the value of each transaction completed.

VIP holds a patent application with the US Patent Office for the development of its Platform. This application is for a "cryptocurrency trading system", and covers the router algorithm and system to execute cryptocurrency trades over various Exchanges in a timely manner. The application also covers partial executions and a cancel-and-replace functionality needed to execute customer transactions, as well as the ability to analyze the depth of market at each Exchange, which information is necessary to determine availability of liquidity. The patent application covers each of the four elements listed above (CEMS, CVA, SDOR, and CRE). VIP will be updating its patent application to reflect recent added features and functions.

Competition and Market Participants

In the cryptocurrency industry, there exist multiple Exchanges offering online trading and wallets. The three largest Exchanges are Coinbase, Bittrex and Robinhood. Coinbase and Bittrex's models both offer a platform that sends trades only to their wholly owned Exchange with little or no information available on the platform. Robinhood offers very little investment decision information and only sends orders to institutional execution players. VDH however delivers best execution for its customers by being able to scan the market using the Platform and obtaining the best price for each and every customer.

The Issuer expects its patent pending Platform will provide it with an initial competitive advantage. However, new technologies are always being developed in this industry, so the Issuer plans on maintaining its edge by continually enhancing its existing products and developing new products.

Trading of Cryptocurrencies

"Exchanges" are centralized or decentralized marketplaces that unite and match buyers and sellers of cryptocurrencies.

"Wallets" are software and hardware platforms that securely store digital assets by guarding secure keys used for private access.

As the demand for cryptocurrencies increases and cryptocurrencies become more widely accepted, there is expected to be an increasing demand for better infrastructure to support trading of cryptocurrencies. VDH sees the following problems facing people or institutions that want to trade cryptocurrencies:

1. The market is highly fragmented, with more than 120 Exchanges facilitating trading of cryptocurrencies;
2. There is no centralized place or service in which to trade. Users often have to open accounts with multiple Exchanges in order to make the trades they desire;
3. Trading is cumbersome:
    - there is no simple means to compare Exchange rates or trading costs,
    - there is no way to aggregate liquidity across different Exchanges
    - trading is slow
    - trading can be expensive as Exchanges often maintain a wide bid/ask spread and charge commissions on top.
4. Cryptocurrencies held with Exchanges are subject to higher security and fraud risks. The $530 million heist at Coincheck is one of a series of attacks involving unregulated Exchanges.

VDH Business Development Plans

VDH has developed the Platform to allow it to find the best execution for its customers using a dynamic router and customized algorithms to scan the market and the multiple Exchanges existing within the global market. Neither VDH nor the Platform will be tied to or dependent upon any one Exchange, but will afford its customers access to wherever the liquidity is to trade cryptocurrencies.

Through CTT's website, or APP, users can open an account with CTT, deposit fiat or crypto currencies in their account, do research, input orders to trade cryptocurrencies, and securely store their crypto assets. The Platform searches through all open Exchanges, Exchanges to which CTT is a member, and with market makers, to source the best exchange rate for the user's trade.

CTT effectively acts as a "crypto broker", being a digital agent that facilitates users buying and selling cryptocurrencies across multiple Exchanges. It also offers a single access point to research, manage, trade, and secure cryptocurrencies for novice and sophisticated investors. Some of the services offered by CTT include:

1. users need to open only one account. CTT utilizes third party service providers for know-your-client and anti-money-laundering checks to ensure fast and secure account openings;
2. users are be able to trade between fiat and cryptocurrency, or trade among different cryptocurrencies, on a wide variety of core and alternative cryptocurrencies;
3. execution of trade orders across a spectrum of Exchanges;
4. minimizing transaction costs by aggregating orders and routing the order flow through the optimal mix of Exchanges. This process utilizes CTT's patented smart router technology;
5. providing users with data in order for them to manage and track their crypto investments, including collecting and streaming market data from Exchanges, delivering news, social feeds and real-time alerts to keep users connected to the market, and providing portfolio tools to track performance, balances and transactions;
6. storing crypto assets in a secure wallet, in a "cold" facility, with 24/7 security. Two factor authentication is required to access private keys from the mobile app. Fiat currency is stored at custodial banks.

CTT has registered as a Money Services Business (MSB) pursuant to the *Bank Secrecy Act* regulations as administered by the Financial Crimes Enforcement Network (FinCEN). To accept deposits, CTT must register with FinCEN and then register with each state in which it users of its services or app reside. There are five states which do not require any registration, and CTT currently operates in those states. CTT has made application for licences to 40 other states, each of which operates independently, and each of which it is estimated it will take up to six months to process an application. To date, CTT has received registration in six of those 40 states. Pending the review and approval of the remaining applications, VDH entered in the Account Services Agreement with the Metropolitan Commercial Bank (the "Bank") whereby the Bank provides deposit and payment systems for CTT's customers using a custodial "for the benefit of" account. The Bank is (i) a New York registered bank, overseen by the New York State Department of Financial Services, (ii) listed on the New York Stock Exchange (symbol: MCB) with a market cap of approximately US$300 million, and (iii) registered as a Money Service Business in all states of the United States. The Bank acts as agent for CTT and assumes the money services obligations on behalf of CTT, such that CTT does not need to register as a Money Service Business in any other states. However, CTT plans to continue with its applications so as to minimize the Bank's fees. The Bank will receive fees for wire transactions and account transactions, subject to a minimum $10,000 monthly fee.

Marketing and Promotion

The Issuer markets its mobile application by being visible on various social trending sites such as Reddit and Telegram. The Issuer also has a budget for brand awareness and to enhance its presence across these social sites.

Principals and Employees

The Issuer (primarily in the US Subsidiaries) maintains a staff of developers, both as employees and consultants, developing all the components of and additions to the Platform. Currently the Issuer has 22 full and part time employees (including management). Consultants and advisors are engaged from time to time for specific projects, on an as-needed basis.

Stated Business Objectives and Milestones

The Issuer's business objectives that it expects to accomplish in the forthcoming 12 month period are:

1. close the proposed transaction with Ethos, by acquiring its intellectual property, software, bedrock, and tokens;
2. integrate the Ethos software into the Platform created by VDH. This will expand the scope and breadth of the product and service that the Issuer can offer to users, including allowing customers to fund their accounts with existing crypto deposits, and to have self-storage (their own crypto wallets) within the Voyager platform;
3. grow the business by becoming licensed in additional States of the U.S.;
4. add additional Exchanges to which CTT is a member, (CTT is currently a member of 12 Exchanges and liquidity providers) so as to expand the resources available to users;
5. expand the business by investigating and adding international jurisdictions in which CTT may accept users. Currently CTT's business is limited to users resident in a select few US States; and
6. continue to develop, refine and expand the functionality of the Platform.

Funds Available

The Issuer had approximately $5,440,000 as of August 1, 2019 ($2,877,485 as at March 31, 2019). The increase in cash is the result of (i) $1,833,769 received from the exercise of warrants in April 2019; (ii) a private placement of $2,436,317 which closed in August 2019; and (iii) realizing certain accounts receivable, less (iv) the payment of ongoing expenses. To carry out its business objectives involves man-power toward software development and implementation, and regulatory compliance. As such most of the Issuer's budget comprises of employee and consultant fees. The following table outlines the Issuer's expected use of its available funds, and well as expenses it expects to incur over the next 12 months:

Category of Expense	Use of Available Funds (C$)	Expected 12 Months Expenditures (C$)
Employee Compensation	3,600,000	3,900,000
Consulting Fees	600,000	650,000
Technology and Infrastructure	550,000	600,000
Rent	230,000	250,000
Marketing	170,000	183,000

Professional Fees	92,000	100,000
Travel and Entertainment	72,000	78,000
Other General & Administrative Expenses	126,000	138,000
TOTAL	**$5,440,000**	**$5,899,000**

To complete the Issuer's business objectives, the Issuer will be required to raise additional funds in the next 12 months. Should the proposed transaction with Ethos close, the Issuer expects to be in a position to liquidate some of the tokens to be acquired so as to finance the $459,000 of expected 12 months of expenditures not covered by existing available funds ($5,899,000 less $5,440,000 as listed above). Otherwise the Issuer will seek to raise funds by way of equity distributions. There is no assurance (i) the proposed transaction with Ethos will close as contemplated, or at all, (ii) the Issuer will be successful in raising funds through the sale of its Shares on terms acceptable to it, or at all. If the Issuer does not raise additional funding, it will be required to scale down its business objectives and seek to grow more slowly through cash flow from operations. In particular, the Issuer would reduce its expected employee compensation and consulting fees accordingly by slowing the pace at which it further develops its business.

4.2 The Issuer does not have any asset-backed securities outstanding.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Annual Information

The following table sets forth selected financial information for the Issuer for the three years ended June 30, 2018, 2017 and 2016, and the nine months ended March 31, 2018. Such information is derived from the financial statements of the Issuer and should be read in conjunction with such financial statements.

	Nine Months Ended March 31/19	Year Ended June 30/18	Year Ended June 30/17	Year Ended June 30/16
Revenues	$37,748	nil	nil	nil
G&A Expenses	$2,168,215	$1,511,202	$181,333	$131,117
Income/(loss)	($7,226,711)[1]	($202,569)[2]	($181,333)	($131,117)
Loss per share	($0.17)	($0.01)	($0.07)	($0.01)
Current Assets	$5,165,616	$2,307,058	$40,656	$31,383
Total Assets	$5,228,661	$2,307,058	$40,656	$31,383
Current Liabilities	$3,735,399	$1,925,073	$743,602	$552,996
Long-term liabilities	nil	nil	nil	nil
Shareholders' Equity	$1,493,262	$381,985	($702,946)	($521,613)

1. Includes $4,768,818 of transaction costs associated with the acquisition of VDH, reflecting the difference between (i) the assets of VDH acquired, and (ii) the liabilities and subscription receipts of VDH then outstanding. Also includes $286,788 of currency exchange losses. See disclosure below.
2. Includes $1,215,500 of gain on the sale of a subsidiary, when the transaction to acquire VDH was restructured. In this regard, the Company restructured the means by which it would acquire VDH; and on May 30, 2018, the Company sold all of its issued and outstanding shares of VDH in exchange for US$100. Accordingly, at May 31, 2018, the Company derecognized the assets and liabilities of VDH from the consolidated statements of financial position and recognized a corresponding gain associated with the sale due to VDH assuming all of the Company's obligations under previously issued subscription receipts, as follows:

Cash	$1,068,933
Advances	191,486
Accounts receivable	$ 39,500
Fixed assets	37,158
Accounts payable	(54,127)
Advances	(2,498,450)
Gain on sale of subsidiary	$(1,215,500)

The Issuer had originally sought to finance the operations of VDH, prior to completion of the acquisition of VDH, by raising funds through the sale of subscription receipts at various prices, commencing at US$0.30 per share. The TSX Venture Exchange advised that was an unacceptable means of acquiring and financing VDH, such that on May 30, 2018 the Issuer transferred to VDH all of the obligations under the subscription receipts the Issuer had issued to that date. That triggered the $1,215,500 gain in fiscal 2018 referred to above, as the Issuer no longer had any obligations under the subscription receipts.

The Issuer then entered into a subsequent agreement to acquire VDH in June 2018. The purchase price was $100, plus the issuance of common shares to holders of subscription receipts in VDH on a one-for-one basis. In aggregate, VDH raised US$3,671,005 through the sale of subscription receipts at US$0.30 per receipt, US$225,000 at US$0.40 per receipt, and US$3,145,240 at US$0.60 per subscription receipt. The Issuer issued an aggregate of 18,041,248 common shares in satisfaction of the subscription receipts outstanding in VDH. The deemed value of the shares issued were allocated as to $3,287,862 for the assets of VDH, negative $969,076 for VDH liabilities, and negative $7,087,504 for the VDH subscription receipts, resulting in a net negative $4,768,718 which were classified as "transaction costs". However, as the Issuer had last traded at $0.05 per Share (issuing 25,950,000 Shares at $0.05 per Share in January 2018 – see "Prior Sales"), being able to acquire the VDH on the basis of one Issuer Share for each VDH subscription receipt was considered prudent by the Issuer notwithstanding it would incur a significant accounting "transaction cost".

Other than as noted above and in the footnotes to the above table, there were no factors affecting the comparability of the above data, including discontinued operations, changes in accounting policies, significant acquisitions or significant dispositions or major changes in the direction of the Issuer's business.

5.2 Quarterly Information

The following table sets forth selected financial information for the Issuer for the eight quarters ended June 30, 2018. Such information is derived from the financial statements of the Issuer and should be read in conjunction with such financial statements.

Three Months Ended	Total Revenue ($)	Income (Loss)		Total Assets
		Total ($)	Per Share ($)	
June 30, 2018	nil	555,864	0.02	2,307,058
March 31, 2018	nil	(758,433)	(0.07)	5,005,029
December 31, 2017	nil	(26,748)	(0.01)	43,617
September 30, 2017	nil	(25,048)	(0.01)	41,272
June 30, 2017	nil	(58,520)	(0.02)	40,656
March 31, 2017	nil	(76,584)	(0.03)	49,262
December 31, 2016	nil	(22,943)	(0.01)	60,389
September 30, 2016	nil	(23,286)	(0.01)	30,207

5.3 Dividends

There are no restrictions in the Issuer's corporate articles on its ability to pay dividends. However, (i) the Issuer has never paid a dividend nor made a distribution on any of its securities, (ii) the Issuer has no history of income or sources of funds from which to pay dividends, and (iii) given the stage of the Issuer's development, it could be a long period of time before the Issuer may be in a position to pay dividends or make distributions to its shareholders.

The payment of any future dividends by the Issuer will be at the sole discretion of the Board. In this regard, the Issuer expects it will retain any earnings to finance further growth of the Issuer.

5.4 Foreign GAAP

The Issuer's financial information is not prepared or presented on the basis of foreign GAAP.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

Annual MD&A

Please refer to Schedule "C" for the Issuer's MD&A pertaining to its March 31, 2019 interim financial statements; and to Schedule "E" for the Issuer's MD&A pertaining to its June 30, 2018 annual financial statements.

7. MARKET FOR SECURITIES

The Issuer's Common Shares are listed and posted for trading on (i) the CSE under the symbol "VYGR"; (ii) the Pink Sheets under the symbol "VYGVF"; and (iii) the Borse Frankfurt under the symbol "UCD2". The Issuer's Common Shares were previously listed and posted for trading on the TSXV under the symbol "VYGR".

8. CONSOLIDATED CAPITALIZATION

The Issuer is authorized to issue an unlimited number of Common Shares. There are currently 69,517,281 Common Shares, 1,522,699 warrants and 5,021,000 Stock Options issued and outstanding in the capital of the Issuer.

Since June 30, 2018, the following material changes have occurred with respect to the Issuer's share and loan capital structure:

1. On February 9, 2019 the Issuer issued 17,984,748 Common Shares in consideration of the acquisition of VDH;
2. On February 20, 2019 the Issuer issued an additional 56,500 Common Shares in consideration of the acquisition of VDH;
3. On April 11, 2019 the Issuer issued 7,507,058 Common Shares in connection with the exercise of 7,507,058 share purchase warrants at a price of $0.10 per share;
4. On April 18, 2019 the Issuer issued 10,829,995 Common Shares in connection with the exercise of 10,829,995 share purchase warrants at a price of $0.10 per share;

5. On July 25, 2019 the Issuer issued 82,833 Common Shares upon the exercise of an equivalent number of stock options at US$0.30 per Share; and

6. On July 31, 2019 the Issuer (i) closed a private placement and issued 3,045,397 units (each unit consisting of one Common Share and one-half of one share purchase warrant) at $0.80 per unit for gross proceeds of $2,436,317; and (ii) issued 60,386 Common Shares in settlement of $24,154 of debt.

For further details about the Issuer's outstanding securities, see Section 10 – Prior Sales.

In addition, the Issuer has contracted to acquire certain assets from Ethos in consideration of the issuance of 7,250,000 Common Shares. Closing of that agreement is subject to certain conditions precedent being satisfied, and no assurance is given that closing will occur as contemplated, or at all.

9. OPTIONS TO PURCHASE SECURITIES

The Issuer under its current stock option plan (the "Plan") dated March 15, 2018 may issue options to acquire Shares in a quantity of up to 10% of the Issuer's issued and outstanding Shares from time to time. The following is a brief description of the principal terms of the Plan:

Number of Shares Reserved. The maximum number of Shares which may be issued pursuant to options granted under the Plan shall not exceed 10% of the issued and outstanding Shares from time to time as at the date of grant.

Maximum Term of Options. The term of any options granted under the Plan is fixed by the board of directors and may not exceed 10 years from the date of grant. The options are non-assignable and non-transferable.

Exercise Price. The exercise price of options granted under the Plan is determined by the board of directors, provided that the exercise price is not less than the price permitted by the CSE (basically, the closing market price as of the date of grant) or, if the Issuer's shares are no longer listed on the CSE, then such other exchange or quotation system on which the Issuer's shares are listed or quoted for trading.

Amendment. The terms of an option may not be amended once issued. If an option is cancelled prior to the expiry date, the Issuer shall not grant new options to the same person until 30 days have elapsed from the date of cancellation.

Vesting. Vesting, if any, and other terms and conditions relating to such options, shall be determined by the board of directors of the Issuer in accordance with CSE requirements.

Termination. Any options granted pursuant to the Plan will terminate generally within 90 days of the option holder ceasing to act as a director, officer, employee, management company or consultant of the Issuer or any of its affiliates, and generally within 30 days of the option holder ceasing to act as an employee engaged in investor relations activities, unless such cessation is on account of death. If such cessation is on account of death, the options terminate on the first anniversary of such cessation. If such cessation is on account of cause, or terminated by regulatory sanction or by reason of judicial order, the options terminate immediately.

Administration. The Plan is administered by the board of directors of the Issuer, or if the board of the Issuer so elects, by a committee, which committee consists of at least two board members.

Board Discretion. The Plan provides that, generally, the number of Shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable, including vesting provisions, and other terms and conditions relating to such options shall be determined by the board of directors of the Issuer, all in accordance with CSE requirements.

General. Options that have been cancelled or that have expired without having been exercised shall continue to be issuable under the Plan. The Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision or exchange of the Issuer's shares.

There are a total of 5,021,000 Stock Options issued and outstanding in the capital of the Issuer as of the date of this Listing Statement, summarized as follows:

Security	Number Outstanding	Details
Stock Options	3,746,000	US$0.30 per Share until various dates in 2028
Stock Options	520,000	US$0.30 per Share until February 11, 2029
Stock Options	80,000	$0.42 per Share until April 8, 2029
Stock Options	600,000	$0.45 per Share until April 19, 2029
Stock Options	75,000	$0.68 per Share until July 25, 2029
Total	**5,021,000**	

The outstanding options are held by the following persons:

Category of Optionee	No. of Optioned Shares
All Executive Officers (5 persons)	2,070,000
All current non-executive Directors (3 persons)	350,000
All current employees (22 persons)	2,163,000
All current consultants and advisors (12 persons)	438,000
Total	**5,021,000**

10. DESCRIPTION OF THE SECURITIES

10.1 **Common Shares**: The Issuer is authorized to issue an unlimited number of Common Shares, of which there are 69,517,281 Common Shares outstanding as of the date of this Listing Statement.

Each holder of a Common Share is entitled to: (i) one vote at all meetings of shareholders; (ii) a pro rata share of any dividends or other distributions declared payable by the Board; and (iii) a pro rata share of any distribution of the Issuer's assets on any winding up or dissolution of the Issuer. There are no 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 any other material restrictions or provisions requiring a security holder to contribute additional capital, which are applicable to the Issuer's Common Shares.

The Issuer may, if authorized by its directors, purchase, redeem or otherwise acquire any of its issued and outstanding Shares at such price and upon such terms as determined by the Board.

Warrants: The Issuer has 1,522,699 share purchase warrants outstanding as of the date of this Listing Statement, each such warrant entitling the holder thereof to acquire one Common Share at $1.05 per share for 30 months (expiring January 31, 2022).

10.2 **Debt securities**: The Issuer has no debt securities that are to be listed on the CSE.

10.3 **Other securities**: The Issuer has no other securities that are to be listed on the CSE.

10.4 **Modification of terms**: The rights and restrictions applicable to the Common Shares may only be modified by special resolution of the Shareholders, at a duly called meeting.

10.5 **Other Attributes**: There are no rights attaching to the Common Shares that are materially limited or qualified by the rights of any other class of securities, or is there any other class of securities which ranks ahead of or equally with the Common Shares.

10.6 **Prior Sales:** As of July 4, 2017 the Issuer completed a 10:1 consolidation of its outstanding common shares, and had 2,440,364 Shares outstanding. The table below sets out the sales of the Issuer's securities since that date:

Date of issuance	Security Issued	No. of Securities Issued[1]	Price per security ($)	Value received ($)	Type of transaction
January 10, 2018	Shares	25,950,000	$0.05	$1,297,500	Private Placement
January 10, 2018	Warrants	25,950,000	nil	nil	Private Placement
January 10, 2018	Units[2]	1,560,000	$0.05	$78,000	Finder's Fees
February 9, 2019	Shares	17,984,748	$0.3928	$7,065,306	Acquisition of VDH
February 9, 2019	Options	4,633,000	US$0.30	nil	Grant of Options
February 20, 2019	Shares	56,500	$0.3928	$22,196	Acquisition of VDH
April 8, 2019	Options	80,000	$0.42	nil	Grant of Options
April 11, 2019	Shares	7,507,058	$0.10	$750,706	Exercise of Warrants
April 18, 2019	Shares	10,829,995[3]	$0.10	$1,082,999	Exercise of Warrants
April 19, 2019	Options	1,380,000	$0.45	nil	Grant of Options
July 25, 2019	Shares	82,833	US$0.30	US$24,850	Exercise of Options
July 31, 2019	Shares	3,045,397	$0.80	$2,436,317	Private Placement
July 31, 2019	Warrants	1,522,699	nil	nil	Private Placement
July 31, 2019	Shares	60,386	$0.40	$24,154	Debt Settlement

1. All figures are on a post-Consolidation basis.
2. Finders' Fee issued in connection with the private placement; each unit consisting of one Share and one warrant.
3. The remaining 9,172,947 warrants issued as part of the private placement expired, unexercised, on April 18, 2019.

In addition, the Issuer has contracted to acquire certain assets from Ethos in consideration of the issuance of 7,250,000 Common Shares. Closing of that agreement is subject to certain conditions precedent being satisfied, and no assurance is given that closing will occur as contemplated, or at all.

10.7 **Stock Exchange Price:** The Issuer's Shares most recently traded on the TSXV from February 11, 2019 to September 20, 2019. The following table sets out the high and low sales prices (which are not necessarily the closing prices) and the trading volumes for the Issuer's Shares on the TSXV as reported by the TSXV for the periods indicated:

Period	High	Low	Trading Volume
Sept. 1 to Sept. 20, 2019	$0.63	$0.51	331,384
August 1 to August 31, 2019	$0.72	$0.50	192,528
July 1 to July 31, 2019	$0.85	$0.63	1,023,902
June 1 to June 30, 2019	$0.68	$0.27	1,593,233
Month ended May 31, 2019	$0.38	$0.24	1,094,720
Month ended April 30, 2019	$0.53	$0.325	833,550
Month ended March 31, 2019	$0.87	$0.40	858,565
Feb. 11 to Feb. 28, 2019	$1.18	$0.75	447,610

11. ESCROWED SECURITIES

There are an aggregate of 24,499,851 Shares presently subject to escrow in the capital of the Issuer, representing 42.29% of the 69,517,281 Common Shares outstanding as of the date of this Listing Statement. Of these, 8,533,894 are held by "principals" of the Issuer (directors and officers) pursuant to a TSXV Form 5D Escrow Agreement, and the balance are held by non-principals pursuant to an escrow agreement prepared in accordance with Form 46-201F1. These Shares will be released as to 4,899,970 Shares on February 11, 2020 and an equivalent number of Shares every six months thereafter until fully released on February 11, 2022.

12. PRINCIPAL SHAREHOLDERS

To the knowledge of our directors and officers, no person beneficially owns, as of the date hereof, directly or indirectly, or exercises control or direction over, more than 10% of our Shares:

To the knowledge of the Issuer, there are no Shares held, or to be held, subject to any voting trust or other similar agreement.

13. DIRECTORS AND OFFICERS

13.1-13.2 The below table lists the name and municipality of residence of each director and executive officer of the Issuer, and indicates their respective positions and offices held with the Issuer, the period or periods during which each director has served as a director, and their respective principal occupations within the five preceding years:

Name, Municipality of Residence and Offices Held	Date Appointed	Principal Occupation
Stephen Ehrlich *CEO & Director* Stamford, Conn.	Jan. 29, 2018	CEO of the Issuer and the US Subsidiaries. Formerly CEO of Tradier, Inc.; and CEO of Lightspeed Financial, LLC.
Vic Hugo *CFO* Toronto, Ontario	March 2, 2018	Senior financial analyst at Marrelli Support Services Inc. Previously head of the Finance departments at Barrick Gold's Hemlo operation (2016 – 2017) and Nystar's Myra Falls mine (2013 – 2016).
Gaspard De Dreuzy *President & Director* New York, New York	Feb. 11, 2019	Founder and CEO of Kapitall. Co-founder and a Director of Trade.it. Co-founder and past CEO of Pager.
Philip Eytan *Chairman & Director* New York, New York	Feb. 11, 2019	Founding investor in Livestream, and Socure; and an early investor in Uber. In 2014 he co-founded Pager, where he is currently its Chief Strategy Officer and a director.
Jeff Lightfoot *Director* Richmond, B.C.	Jan. 10, 2018	Securities lawyer in Vancouver for the past 30 years. Shareholder of Owen Bird Law Corporation since January 2014.
Guy Elliott *Director* Singapore	Feb. 11, 2019	Founder of F3 Capital Management LLC. Previously co-founder and is non-executive Chairman of Minds + Machines Group Limited.
Jarrett Lilien *Director* New York, New York	Feb. 11, 2019	Founder and Managing Partner of Bendigo Partners – a financial services firm. Executive Vice-President of WisdomTree, a public ETF and ETP investor.
Shingo Lavine *Director* New York, New York	June 21, 2019	CEO of Ethos.io PTE Ltd. Formerly a computing intern at Lawrence Livermore National Labs in California. Previously marketing for Funmobility and Motzie of California.
Serge Kreiker *Chief Technology Officer* New York, New York	Feb. 11, 2019	Co-founder and CTO of online broker Kapitall and of broker infrastructure platform Tradeit.
Erin Walmesley *Corporate Secretary* Furry Creek, B.C.	Jan. 10, 2018	President of Bayswater Consulting Ltd. since April 2011, a private company providing corporate services to public and private companies. Securities Paralegal with Owen Bird Law Corporation since January 2017.

13.3 *Aggregate Ownership*. The directors and officers of the Issuer as a group, beneficially own, directly or indirectly, or exercise control or direction over a total of 13,378,793 Common Shares, representing approximately 19.25% of the total votes attached to the Issuer's issued and outstanding Common Shares.

13.4 *Board Committees*. The Board has one committee, being the Audit Committee which is comprised of Philip Eytan (Chair), Jeff Lightfoot and Jarrett Lilien.

13.6 *Orders and Insolvency*. Except as disclosed herein, no director or officer of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, is, or within 10 years before the date of the Listing Statement has been, a director or officer of any other Issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Jeff Lightfoot was a director of Redline Resources Inc. during the time cease trade orders were imposed by the British Columbia Securities Commission (commencing November 7, 2013) and by the Alberta Securities Commission (commencing April 1, 2014) for failure of Redline Resources Inc. to file financial statements and management discussion and analysis in a timely manner. Those cease trade orders were revoked on June 23, 2015

13.7 *Penalties and Sanctions*. No director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, has:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

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

13.9 *Personal Bankruptcy*. No director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons has, within the 10 years before the date of the Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

13.10 *Conflicts of Interest.* The Issuer's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other companies and as such conflicts of interest may occur with respect to business opportunities, or to the extent that such other companies may participate in a venture in which the Issuer may participate, the directors of the Issuer may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that any conflict of interest arises at a meeting of the Issuer's directors, a director who has such a conflict is required to disclose such interest and abstain from voting for or against the matter. The directors of the Issuer are required to act honestly in good faith and in the best interests of the Issuer.

The directors and officers of the Issuer are aware of the existence of laws governing the accountability of directors and officers for corporate opportunity and requiring disclosures by the directors of conflicts of interest and the Issuer will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors and officers. All such conflicts will be disclosed by such directors or officers in accordance with applicable laws and shall govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law. The directors and officers of the Issuer are not aware of any such conflicts of interest.

13.11 *Management.* Further information on the business experience and professional qualifications of our directors, officers and promoters is set forth below:

Stephen Ehrlich, CEO & Director

Mr. Ehrlich, age 53, is currently Chief Executive Officer of the Issuer and the US Subsidiaries.

Mr. Ehrlich's last position was as CEO of Tradier, Inc., a Charlotte, North Carolina based financial technology firm. Prior to Tradier, Inc, Mr. Ehrlich was a founder and the CEO of Lightspeed Financial, LLC – a US based retail broker-dealer. Mr. Ehrlich was responsible for eight major acquisitions for Lightspeed over a seven-year period. Previously, Mr. Ehrlich was CEO of E*TRADE Professional Trading LLC, the professional trading arm of E*TRADE FINANCIAL which was purchased by Lightspeed in July 2006. Prior to his executive position, Mr. Ehrlich was a Vice President at E*TRADE responsible for brokerage strategy. Mr. Ehrlich was also responsible for the planning and execution of three major business acquisitions for E*TRADE FINANCIAL including E*TRADE Canada, the Dempsey/GVRC market-making business, and the Tradescape professional trading business. Mr. Ehrlich graduated from Franklin & Marshall College with a BS in Accounting. He holds a CPA and is a member of the AICPA and New York State Society of Certified Public Accountants. Mr. Ehrlich also holds certain licences with FINRA. In his capacities as CEO and a director of the Issuer, Mr. Ehrlich will spend 100% of his working time on the Issuer's business.

Vic Hugo, CFO

Mr. Hugo, age 51, is a senior financial analyst at Marrelli Support Services Inc., providing CFO, accounting, regulatory compliance, and management advisory services to a number of issuers on the TSX, TSX-Venture and other Canadian and US exchanges. Mr. Hugo is a CPA, CMA and holds a Bachelors of Commerce with Honours specializing in Accounting and Cost and Management Accounting from Potchefstroom University in South Africa. Previously, he was the head of the Finance departments at Barrick Gold's Hemlo operation (2016 – 2017) and Nystar's Myra Falls mine (2013 – 2016). In his capacity as CFO of the Issuer, Mr. Hugo is expected to devote approximately 15% of his working time on the Issuer's business.

Gaspard De Dreuzy, President and Director

Mr. de Dreuzy, age 42, started his career in entertainment as an advisor to Warner Music, then as an executive producer of video game software. He worked with several game developers and publishers including Atari, THQ and Mattel, on popular franchises such as Ready 2 Rumble Boxing for the Xbox, PlayStation and Nintendo consoles. In 2008, Mr. de Dreuzy started and served as CEO of Kapitall, the first online broker for millennials, that he built in partnership with Bank of New York Mellon's Pershing. Mr. de Dreuzy also co-founded and is a Director at fintech startup Trade.it, a leading investing platform. In 2014, Mr. de Dreuzy co-founded and served as the CEO of Pager, a digital health startup pioneering the on-demand care model in the US, for which he raised more than $45 million in venture and strategic funding. In his capacities as President and a director of the Issuer, Mr. de Dreuzy will devote approximately 25% of his working time on the Issuer's business.

Philip Eytan, Chairman and Director

Mr. Eytan, age 40, started his career at Morgan Stanley in 2000 as an analyst in Telecom M&A. From 2002 to 2007, he helped manage a large distressed debt book at Cerberus Capital Management. After leaving Cerberus Mr. Eytan started his own hedge fund. Mr. Eytan has been an avid tech investor since 2007. He was a founding investor in Livestream (sold to IAC in 2017); a founding investor in Socure (cyber fraud prevention company); and an early investor in Uber. In 2014 Mr. Eytan co-founded Pager, a digital health startup at which he is currently the Chief Strategy Officer and a director. Mr. Eytan holds a Bachelor and Masters degree in Finance and Management from HEC Geneva (University of Geneva). In his capacities as Chairman and a director of the Issuer, Mr. Eytan will devote approximately 25% of his working time on the Issuer's business.

Jeff Lightfoot, Director

Mr. Lightfoot, age 60, is an active practicing member of the Law Society of British Columbia (since September 1985) and a shareholder of the law firm of Owen Bird Law Corporation, Vancouver, British Columbia (since January 2014). His preferred areas of practice are corporate finance and securities law, with a particular emphasis on the TSX Venture Exchange and Canadian Securities Exchange. He has practiced securities law in Vancouver for more than 30 years. Mr. Lightfoot has been both a director and/or executive officer of a number of reporting issuers over the years. He holds a Bachelor of Laws (LL.B.) degree (1984) from Osgoode Hall Law School, Toronto, Ontario; and a Bachelor of Business Administration (B.B.A.) degree (1981) from Wilfrid Laurier University, Waterloo, Ontario. In his capacity as a director of the Issuer, Mr. Lightfoot will devote approximately 5% of his working time on the Issuer's business.

Guy Elliott, Director

Mr. Elliott, age 60, has over 35 years of experience in investment activities ranging from financial market trading and fund management to private equity. Mr. Elliott is founder of F3 Capital Management LLC, an independent alternative asset management and advisory firm. He was a co-founder and is non-executive Chairman of Minds + Machines Group Limited, an AIM-listed technology company. The last 15 years have been spent specifically focused on investing in technology and in natural resources. He has served as a director or officer of several public companies over the years, including AIM listed Polo Resources Ltd, Copper Development Corporation, Aurelian Oil & Gas PLC, Templar Minerals Limited. Mr. Elliott has a BSc in Economics from the London School of Economics. In his capacity as a director of the Issuer, Mr. Elliott will devote approximately 5% of his working time on the Issuer's business.

Jarrett Lilien, Director

Mr Lilien, age 56, is currently the managing partner at Bendigo Partners, a private business providing financial services which he founded in 2008; and is an executive vice president and head of emerging technologies of WisdomTree Investments, Inc. (Nasdaq Global Select Market – WETF), a provider of Exchange Traded Funds and Exchange Traded Products. Mr. Lilien also currently serves on the board of The Barton Group and was a director of Investment Technology Group (NYSE: ITG) (where he was also interim CEO from August 2007 through January 2008). He was also CEO of E*Trade Financial from November 2007 to March 2008. In his capacity as a director of the Issuer, Mr. Lilien will devote approximately 5% of his working time on the Issuer's business.

Shingo Lavine, Director

Mr Lavine, age 21, is is currently the CEO of Ethos.io PTE Ltd., a private cryptocurrency services provider that is building a bridge between the blockchain and existing financial institutions and systems. He co-founded Jobs University, which created online classes designed to give people marketable job skills and has students in 169 countries. He studied at Brown University with Maurice Herlihy, a world-class expert in distributed systems and an early advisor to Ethos. From June 2016 to August 2016, he was a High Performance Computing Intern with Lawrence Livermore National Lab, a Federally Funded Research and Development Center located in Livermore, California. During the periods June 2012 to August 2015, he held Marketing and Sales positions with Funmobility, a mobile marketing company and Motzie, a recruiting software company, both of Pleasanton, California

Serge Kreiker, Chief Technical Officer

Mr. Kreiker, age 42, has over 15 years of experience working in finance and technology. First at Bloomberg as a software engineer; then tech lead in their trading system department; then as co-founder and Chief Technology Officer of online broker Kapitall and of broker infrastructure platform Tradeit. Mr. Kreiker has experience working with external teams as well as building and managing internal product, design and technology teams from scratch. He holds an undergraduate degree in Computer Science from McGill University and a Master in Engineering and Computer Science from Cornell University. In his capacity as the Chief Technical Officer of the Issuer, Mr. Kreiker will devote 100% of his working time on the Issuer's business.

Advisor

Oscar Salazar, Advisor

Mr. Salazar, age 40, has been engaged by the Issuer to provide technology advice. Mr. Salazar is a global leader in building consumer driven mobile applications and experiences. Mr. Salazar is well known for his involvement in UBER as its founding Architect and Chief Technology Officer. Mr. Salazar is also the co-founder and CTO of Pager, a digital health startup that has raised over $45m in funding as an industry leader in the medical services industry.

Mr. Salazar is also a prolific investor and advisor to tech companies such as Rubicon Global, a unicorn tech enhanced waste management startup, and to venture capital funds and private equity firms. Mr. Salazar is also a speaker to major international conferences. Mr. Salazar holds a PhD in telecommunications from Paris Tech, France.

Audit Committee

Pursuant to CSE Policies, National Instrument 52-110 - *Audit Committees* ("NI 52-110"), and the provisions of section 224 of the BCBCA, we are required to have an Audit Committee comprised of at least three directors, the majority of whom must be independent.

We must also, pursuant to the provisions of NI 52-110, have a written charter which sets out the duties and responsibilities of our audit committee. In providing the following disclosure, we are relying on the exemption provided under Part 6 of NI 52-110, which allows for the short form disclosure of the audit committee procedures applicable to venture issuers.

Audit Committee Charter

The Audit Committee (the "Committee") is a committee of the board of directors (the "Board") of the Issuer. The role of the Committee is to provide oversight of the Issuer's financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Issuer, its subsidiaries and associated companies. This includes helping directors meet their responsibilities, facilitating better communication between directors and the external auditor, enhancing the independence of the external auditor, increasing the credibility and objectivity of financial reports and strengthening the role of the directors by facilitating in-depth discussions among directors, management and the external auditor.

Management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them. The Issuer's external auditor is ultimately accountable to the Board and the Committee as representatives of the Issuer's shareholders.

Duties and Responsibilities

External Auditor

(a) To recommend to the Board, for shareholder approval, an external auditor to examine the Issuer's accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as representatives of the shareholders of the Issuer.

(b) To oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Issuer, including the resolution of disagreements between management and the external auditor regarding financial reporting.

(c) To evaluate the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.

(d) To pre-approve any non-audit services to be provided to the Issuer by the external auditor and the fees for those services.

(e) To obtain and review, at least annually, a written report by the external auditor setting out the auditor's internal quality-control procedures, any material issues raised by the auditor's internal quality-control reviews and the steps taken to resolve those issues.

(f) To review and approve the Issuer’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Issuer. The Committee has adopted the following guidelines regarding the hiring of any partner, employee, reviewing tax professional or other person providing audit assurance to the external auditor of the Issuer on any aspect of its certification of the Issuer's financial statements:

    (i) no member of the audit team that is auditing a business of the Issuer can be hired into that business or into a position to which that business reports for a period of three years after the audit;

    (ii) no former partner or employee of the external auditor may be made an officer of the Issuer or any of its subsidiaries for three years following the end of the individual's association with the external auditor;

    (iii) the Chief Financial Officer (“CFO”) must approve all office hires from the external auditor; and

    (iv) the CFO must report annually to the Committee on any hires within these guidelines during the preceding year.

(g) To review, at least annually, the relationships between the Issuer and the external auditor in order to establish the independence of the external auditor.

Financial Information and Reporting

(a) To review the Issuer's annual audited financial statements with the Chief Executive Officer ("**CEO**") and CFO and then the full Board. The Committee will review the interim financial statements with the CEO and CFO.

(b) To review and discuss with management and the external auditor, as appropriate:

  (i) the annual audited financial statements and the interim financial statements, including the accompanying management discussion and analysis; and

  (ii) earnings guidance and other releases containing information taken from the Issuer's financial statements prior to their release.

(c) To review the quality and not just the acceptability of the Issuer's financial reporting and accounting standards and principles and any proposed material changes to them or their application.

(d) To review with the CFO any earnings guidance to be issued by the Issuer and any news release containing financial information taken from the Issuer's financial statements prior to the release of the financial statements to the public. In addition, the CFO must review with the Committee the substance of any presentations to analysts or rating agencies that contain a change in strategy or outlook.

Oversight

(a) To review the internal audit staff functions, including:

  (i) the purpose, authority and organizational reporting lines;

  (ii) the annual audit plan, budget and staffing; and

  (iii) the appointment and compensation of the controller, if any.

(b) To review, with the CFO and others, as appropriate, the Issuer's internal system of audit controls and the results of internal audits.

(c) To review and monitor the Issuer's major financial risks and risk management policies and the steps taken by management to mitigate those risks.

(d) To meet at least annually with management (including the CFO), the internal audit staff, and the external auditor in separate executive sessions and review issues and matters of concern respecting audits and financial reporting.

(e) In connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the CEO and CFO certifications (if required by law or regulation) with respect to the financial statements and the Issuer's disclosure and internal controls, including any material deficiencies or changes in those controls.

Membership

(a) The Committee shall consist solely of three or more members of the Board, the majority of which the Board has determined has no material relationship with the Issuer and is otherwise "unrelated" or "independent" as required under applicable securities rules or applicable stock exchange rules.

(b) Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Issuer or until the member ceases to be a director, resigns or is replaced, whichever first occurs.

(c) The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

(d) All members of the Committee must be "financially literate" (i.e., have the ability to read and understand a set of financial statements such as a balance sheet, an income statement and a cash flow statement).

Procedures

(a) The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the "**Chair**"). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.

(b) The Chair will appoint a secretary (the "**Secretary**") who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.

(c) No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum, and provided that a majority of the members must be "independent" or "unrelated".

(d) The Committee will meet as many times as is necessary to carry out its responsibilities. Any member of the Committee or the external auditor may call meetings.

(e) The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the articles of the Issuer or otherwise determined by resolution of the Board.

(f) The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate.

(g) The Committee shall have access to any and all books and records of the Issuer necessary for the execution of the Committee's obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.

(h) The Committee has the authority to communicate directly with the internal and external auditors.

Reports

(a) The Committee shall produce the following reports and provide them to the Board:

    (i) an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report.

(ii) a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

Composition of the Audit Committee

The Issuer's audit committee currently consists of Philip Eytan (Chair), Jeff Lightfoot and Jarrett Lilien.

Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with our day-to-day management. National Instrument 58-201 - *Corporate Governance Guidelines* establishes corporate governance guidelines to be used by issuers in developing their own corporate governance practices. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") we are required to disclose our corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

The Board is currently composed of seven directors: Stephen Ehrlich (CEO), Gaspard De Dreuzy (President), Philip Eytan (Chairman), Jeff Lightfoot, Guy Elliott, Jarrett Lilien and Shingo Lavine.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to our best interests, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, NI 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. The Issuer has four independent directors, being each of Jeff Lightfoot, Guy Elliott, Jarrett Lilien and Shingo Lavine. Stephen Ehrlich (CEO and a significant shareholder), Philip Eytan (Chairman), and Gaspard De Dreuzy (President), can be considered as not independent.

The independent directors exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Directorships

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

Director	Other Reporting Issuer	Name of Exchange or Market
Jeff Lightfoot	BlockMint Technologies Inc. Canadian Imperial Venture Corp. Intigold Mines Ltd.	TSX Venture TSX Venture TSX Venture
Guy Elliott	Minds + Machines Group Limited Minerva Intelligence Inc.	AIM TSX Venture

Orientation and Continuing Education

Each new director is given an outline of the nature of our business, our corporate strategy, and current issues within the Issuer. New directors are encouraged to review our disclosure records as filed on SEDAR; and are also required to meet with our management to discuss and better understand our business, and are given the opportunity to meet with our counsel to discuss their legal obligations as our directors.

In addition, our management takes steps to ensure that our directors and officers are continually updated as to the latest corporate and securities policies which may affect our directors, officers and committee members as a whole. We continually review the latest securities rules and policies and are on the mailing list of the Exchange to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of our directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board intends to adopt a written Code of Ethical Conduct (the "Code") for its directors, officers and employees. The full text of this code will be available for review under our profile on SEDAR at www.sedar.com and may be obtained free of charge upon request to us by mail.

In addition, as some of our directors also serve as directors and officers of other companies engaged in similar business activities, the Board must comply with the conflict of interest provisions of the BCBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

Nomination of Directors

Our management is continually in contact with individuals involved in the mineral exploration industry and with public sector resource issuers. From these sources management has made numerous contacts and in the event that we require any new directors, such individuals would be brought to the attention of the Board. We conduct due diligence, reference and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to us, the ability to devote the time required and a willingness to serve.

Compensation

The Board is responsible for monitoring and reviewing the salary and benefits of its executive officers, and our general compensation structure, policies and programs in consideration of industry standards and our financial situation, and has not formed a compensation committee to assume such responsibilities (although it may do so in the future should the Board become larger). The Board is also responsible for determining the compensation of those directors who currently are not compensated in their capacity as directors, and for the administration of stock options.

Other Board Committees

At present, we do not have any committees other than an Audit Committee. See "Audit Committee" above. We have no present intention of creating any other committees, but may do so in the future should our Board become larger.

14. CAPITALIZATION

The following tables provide information about our capitalization as of the date of this Listing Statement, and refer to our outstanding Common Shares:

Issued Capital	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	69,517,281	76,060,980[1]	100%	100%
Held by Related Persons[(2)] (B)	13,378,793	15,798,793	19.25%	20.77%
Total Public Float (A-B)	56,138,488	60,262,187	80.75%	79.23%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions[(3)](C)	32,505,604	34,028,303	46.76%	44.74%
Total Tradeable Float (A-C)	37,011,677	42,032,677	53.24%	55.26%

(1) Includes 5,021,000 stock options and 1,522,699 warrants.

(2) Related Persons or employees of the Issuer, or persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held). See list of Related Persons below.

(3) Includes 29,399,821 Shares subject to escrow restrictions, and 3,105,783 Shares subject to resale restrictions to December 1, 2019; and for the fully diluted figure, includes 1,522,699 warrants.

The following Related Persons hold securities of the Issuer:

Name		Common Shares	Stock Options
Stephen Ehrlich*		5,564,229	1,900,000
Gaspard De Dreuzy		6,689,597	50,000
Guy Elliott		416,667	50,000
Philip Eytan		101,300	50,000
Jeff Lightfoot		500,000	50,000
Jarrett Lilien		0	250,000
Serge Kreiker		32,000	50,000
Erin Walmesley		75,000	20,000
	Total:	**13,378,793**	**2,420,000**

* 5,563,329 of these Shares held in SJE Consulting, LLC, a private company controlled by Stephen Ehrlich

Public Security holders (Registered)

For the purposes of this table, "public security-holders" are registered Shareholders other than related persons enumerated in section (B) of the previous chart.

Size of Holding	Number of holders	Total number of Shares
1 – 99 securities	66	1,218
100 – 499 securities	13	2,450
500 – 999 securities	4	2,876
1,000 – 1,999 securities	4	5,315
2,000 – 2,999 securities	5	11,723
3,000 – 3,999 securities	3	11,190
4,000 – 4,999 securities	2	8,532
5,000 or more securities	92	58,038,152
Totals	**179**	**58,081,456**

Public Security holders (Beneficial)

The following table includes (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings.

Size of Holding	Number of holders	Total number of Shares
1 – 99 securities	1,009	29,335
100 – 499 securities	639	129,944
500 – 999 securities	166	104,938
1,000 – 1,999 securities	126	157,898
2,000 – 2,999 securities	60	142,488
3,000 – 3,999 securities	38	127,333
4,000 – 4,999 securities	25	107,059
5,000 or more securities	195	57,282,461
Unable to confirm		
Totals	**2,248**	**58,081,456**

Non-Public Security-holders (Registered)

The following table includes "non-public security holders", being those related persons enumerated in section (B) of the issued capital chart.

Size of Holding	Number of holders	Total number of Shares
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	8	13,378,793
Totals	**8**	**13,378,793**

14.2 The following table details securities convertible or exchangeable into Shares.

Description of Security (include conversion / exercise terms, including conversion / exercise price)	**Number of convertible / exchangeable securities outstanding**	**Number of Common Shares upon conversion / exercise**
Incentive Stock Options	5,021,000	5,021,000
Share Purchase Warrants	1,522,699	1,522,699

For details regarding the outstanding stock options, see Item 9 – *Options to Purchase Securities*, above; and for details on the outstanding warrants, see Item 10.1 – *Description of Securities - Warrants*.

14.3 The only other Shares reserved for issuance that are not included in section 14.2 are the 7,250,000 Common Shares which may be issued by the Issuer in connection with the acquisition of certain assets from Ethos..

15. EXECUTIVE COMPENSATION

See "Statement of Executive Compensation" in Schedule A hereto.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No officer, director, employees or former officer, director or employee of the Issuer (i) has been indebted to the Issuer at any time during the most recently completed financial year or is currently indebted to the Issuer for any purpose, or (ii) is the subject of a guarantee, support agreement (including, but is not limited to, an agreement to provide assistance in the maintenance or servicing of any indebtedness and an agreement to provide compensation for the purpose of maintaining or servicing any indebtedness of the borrower), letter of credit or other similar arrangement or understanding.

17. RISK FACTORS

The Issuer's business, operating results and financial condition could be adversely affected by any of the risks outlined below. These risks and uncertainties are not the only ones facing the Issuer. Additional risks and uncertainties not currently known to the Issuer, or that the Issuer currently deems immaterial, may also impair the operations of the Issuer. If any such risks actually occur, the financial condition, liquidity and results of operations of the Issuer could be materially adversely affected and the ability of the Issuer to implement its growth plans could be adversely affected.

An investment in the Issuer's Shares is speculative and will be subject to material risks; and investors should not invest in securities of the Issuer unless they can afford to lose their entire investment.

Additional Funding Requirements

Further expansion of the Issuer's business, in the United States, Canada and internationally, will require additional capital; and the ongoing costs of operations may not generate positive cash flow for the near or long term. Although the Issuer has adequate funds to operate for the next 12 months, there is no assurance that it will be successful in obtaining the required financing for these or other purposes, including for general working capital. The Issuer's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Issuer will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares from treasury, control may change and shareholders may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, the Issuer may be required to scale back its current business plan or cease operating.

Market Risk for Securities

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

Service on Foreign Directors and Officers

The Issuer is a corporation formed under the laws of British Columbia, Canada; however its principal place of business in in the United States. Most of the Issuer's directors, all of its officers, the Issuer's auditors, and the majority of the Issuer's assets, are located in the United States.

It may be difficult for investors in the United States to effect service of process within the United States upon those directors who are not residents of the United States or to enforce against them judgments of the United States courts based upon civil liability under the United States federal securities laws or the securities laws of any state within the United States. There is doubt as to the enforceability in Canada against the Issuer or against any of its non-U.S. directors, in original actions or in actions for enforcement of judgments of United States courts of liabilities based solely upon the United States federal securities laws or securities laws of any state within the United States.

Similarly, it may be difficult for investors in Canada to effect service of process within Canada upon those directors, officers and experts who are residents of the United States, or to enforce against them judgments of the Canadian courts based upon civil liability under Canadian securities laws. There is doubt as to the enforceability in the United States against any of the Issuer's non-Canadian directors, in original actions or in actions for enforcement of judgments of Canadian courts of liabilities based solely upon Canadian law.

Foreign Exchange Risk

The Issuer is a Canadian company, and most of its expenses and fund raising is done in Canadian dollars. Most of the expenses and revenues of the Issuer's subsidiaries are denominated in U.S. dollars. As a result, the Issuer is subject to foreign exchange risks relating to the relative value of the U.S. dollar as compared to the Canadian dollar. A decline in the U.S. dollar would result in a decrease in the real value of the Issuer's revenues and adversely impact financial performance.

Additional Taxation May Apply to Dividends Paid to Non-Residents

Any future cash dividends paid on Shares to a non-resident of Canada will be subject to Canadian withholding tax at a rate of 25% unless the rate is reduced under the provisions of an applicable double taxation treaty. Where a non-resident is a United States resident entitled to benefits of the Canada – United States Income Tax Convention, 1980 and is the beneficial recipient of the dividends, then the rate of Canadian withholding tax is generally reduced to 15 per cent.

Foreign Exchange Risk to Non-Resident Shareholders

Any future dividends will be declared in Canadian dollars and converted to foreign denominated currencies at the spot exchange rate at the time of payment. As a consequence, investors are subject to foreign exchange risk. To the extent that the Canadian dollar strengthens with respect to their currency, the amount of the dividend will be reduced when converted to their home currency.

Risks Related to the Issuer's Business

New Router / Platform

The cryptocurrency trading Platform that forms the basis for the Issuer's business has been fully developed, but has only recently been commercialized. There is no assurance the Platform will be accepted by the market place. The Platform is subject to risks of future obsolescence, or being incompatible with users' expectations.

Limited operating history

VDH is in the early stage of development and has limited history of operations in the cryptocurrency sector. VDH will be subject to many risks common to start-up enterprises and its viability must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of development in new and rapidly evolving markets such as the cryptocurrency market. This includes under-capitalization, cash shortages, limitations with respect to personnel, lack of revenues and financial and other resources. There is no assurance that VDH will develop its business profitably, and the likelihood of success of the Issuer must be considered in light of VDH's early stage of operations. There is no assurance that the Issuer will be successful in achieving a return on shareholders' investment.

Cryptocurrency industry

The further development and acceptance of the cryptocurrency industry is subject to a variety of factors that are difficult to anticipate and evaluate. The use of cryptocurrency to buy and sell goods and services, among other things, is a new and rapidly evolving industry. Although it is widely predicted that cryptocurrency will become a leading means of digital payment, it cannot be assured that this will in fact occur. Any slowing or stopping of the development in the acceptance of cryptocurrency may adversely affect an investment in the Issuer. For a number of reasons, including for example, the lack of recognized security technologies, inefficient processing of payment transactions, problems in the handling of warranty claims, limited user-friendliness, inconsistent quality, and lack of clear universally applicable regulation as well as uncertainties regarding proprietary rights and other legal issues, cryptocurrency activities may in fact prove in the long run to be an unprofitable means for businesses. Factors affecting the further development of the cryptocurrency industry include: (i) continued worldwide growth in the adoption and use of cryptocurrency; (ii) government and quasi-government regulation of cryptocurrency and their use, or restrictions on or regulation of access to and operation of cryptocurrency systems; (iii) changes in consumer demographics and public tastes and preferences; (iv) the availability and popularity of other forms or methods of buying and selling goods and services; and (v) the regulatory environment and general economic conditions and the regulatory environment related to cryptocurrency. A decline in the popularity or acceptance of cryptocurrency would harm the business and affairs of the Issuer.

Regulatory changes or actions may alter the nature of an investment in the Issuer or restrict the use of cryptocurrencies in a manner that adversely affects the Issuer's operations

As cryptocurrencies have grown in both popularity and market size, governments around the world have reacted differently to cryptocurrencies with certain governments deeming them illegal while others have allowed their use and trade. Ongoing and future regulatory actions may alter, perhaps to a materially adverse extent, the ability of VDH to continue to operate.

The effect of any future regulatory change on the ability to buy and sell cryptocurrency is impossible to predict, but such change could be substantial and have a material adverse effect on VDH.

Governments may in the future take regulatory actions that prohibit or severely restrict the right to acquire, own, hold, sell, use or trade cryptocurrencies or to exchange cryptocurrencies for fiat currency. By extension, similar actions by other governments, may result in the restriction of the acquisition, ownership, holding, selling, use or trading in Issuer Shares. Such a restriction could result in the Issuer liquidating its cryptocurrency inventory at unfavorable prices and may adversely affect the Issuer's shareholders.

Permits and licenses

Certain operations of VDH require licenses and permits from various governmental authorities. Presently, to operate in each state of the U.S., VDH requires individual state approval to transmit money (fiat and digital). State applications may require significant surety bonds be posted, which may require additional funds be raised by the Issuer. Should VDH seek to expand its business to include any brokerage services or to operate an Exchange, there will be significant federal and state regulations to be complied with. There can be no assurance that VDH will be able to obtain all necessary licenses and permits that may be required. Furthermore, failure or delays in obtaining necessary approvals for licenses and permits, could have a materially adverse effect on the Issuer's financial condition and result of operations. Should VDH seek to expand its business outside of the U.S., it will need to comply with the laws and regulations of each jurisdiction in which it carries on such business. There is no assurance that VDH will be able to comply with the laws and regulations of each jurisdiction in which it seeks to expand.

Competition from other cryptocurrency companies

The Issuer will compete with other cryptocurrency and distributed ledger technology businesses and other potential financial vehicles. Market and financial conditions, and other conditions beyond the Issuer's control, may make it more attractive to invest in other financial vehicles, or to invest in cryptocurrencies directly which could adversely impact the Issuer's business.

Changes in the value of cryptocurrencies may affect trading

The markets for cryptocurrencies have experienced much larger fluctuations than other markets, and there can be no assurances that erratic swings in price will slow in the future. In the event that the price of cryptocurrency declines, the value of an investment in the Issuer will likely decline. Several factors may affect the price and volatility of cryptocurrency including, but are not limited to: (i) global cryptocurrency demand, depending on the acceptance of cryptocurrency by retail merchants and commercial businesses; (ii) the perception that the use and holding of cryptocurrency is safe and secure, and the related lack of or inconsistency in regulatory restrictions, particularly across various jurisdictions; (iii) conversely, heightened regulatory measures restricting the use of cryptocurrency as a form of payment or the purchase of cryptocurrency; (iv) investor's expectations with respect to the rate of inflation; (v) interest rates; (vi) currency exchange rates, including exchange rates between cryptocurrency and fiat currency; (vii) fiat currency withdrawal and deposit policies on cryptocurrency exchanges and liquidity on such cryptocurrency exchanges; (viii) interruption of services or failures of major cryptocurrency exchanges; (ix) general governmental monetary policies, including trade restrictions, currency revaluations; (x) global or regional political, economic or financial events and situations, including increased threat or terrorist activities; and/or (xi) self-fulfilling expectations of changes in the cryptocurrency market. As well, momentum pricing is typically associated with assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Momentum pricing of cryptocurrency may result in speculation regarding future appreciation in the value of cryptocurrency. As a result, changing investor confidence could adversely affect an investment in the Issuer.

Cryptocurrency exchanges and other trading venues are relatively new and, in most cases, largely unregulated and may therefore be more exposed to fraud and failure

To the extent that cryptocurrency Exchanges or other trading venues are involved in fraud or experience security failures or other operational issues, this could result in a reduction in trading by the public.

Cryptocurrency market prices depend, directly or indirectly, on the prices set on Exchanges and other trading venues, which are new and, in most cases, largely unregulated as compared to established, regulated exchanges for securities, derivatives and other currencies. For example, during the past three years, a number of BTC Exchanges have been closed due to fraud, business failure or security breaches. In many of these instances, the customers of the closed BTC Exchanges were not compensated or made whole for the partial or complete losses of their account balances in such BTC Exchanges. While smaller Exchanges are less likely to have the infrastructure and capitalization that provide larger Exchanges with additional stability, larger Exchanges may be more likely to be appealing targets for hackers and "malware" (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems) and may be more likely to be targets of regulatory enforcement action.

Intellectual property rights claims may adversely affect operations

Third parties may assert intellectual property claims relating to the holding and transfer of cryptocurrency and their source code, or claims against any of VIP's patents or intellectual property rights associated with its Platform. Regardless of the merit of any intellectual property claim or other legal action, any threatened action that reduces confidence in the cryptocurrency network's long-term viability or the ability of end-users to hold and transfer cryptocurrency may adversely affect an investment in the Issuer. As a result, an intellectual property claim could adversely affect the business and affairs of the Issuer.

Cryptocurrency Exchanges and digital wallets may be hacked

CTT's Platform or digital wallets may be hacked. Access to CTT's coins, maintained in a hosted online wallet, could also be restricted by cybercrime (such as a denial of service ("DoS") attack). Any of these events may adversely affect the operations of CTT and, consequently, its business and profitability. The loss or destruction of a private key required to access CTT's digital wallets may be irreversible. CTT's loss of access to its private keys or its experience of a data loss relating to CTT's digital wallets could adversely affect its business. To the extent such private keys are lost, destroyed or otherwise compromised, CTT will be unable to access coins held for users, and such private keys will not be capable of being restored by network. Any loss of private keys relating to digital wallets used to store CTT's cryptocurrency could adversely affect its business and profitability.

Banks may not provide banking services, or may cut off banking services, to businesses that provide cryptocurrency-related services or that accept cryptocurrencies as payment

A number of companies that provide cryptocurrency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to cryptocurrency-related companies or companies that accept cryptocurrencies for a number of reasons, such as perceived compliance risks or costs. The difficulty that many businesses that provide cryptocurrency-related services have and may continue to have in finding banks willing to provide them with bank accounts and other banking services may be currently decreasing the usefulness of cryptocurrencies as a payment system and harming public perception of cryptocurrencies or could decrease its usefulness and harm its public perception in the future. Similarly, the usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks were to close the accounts of many or of a few key businesses providing cryptocurrency-related services. While VDH has established an omnibus account with a third party, federally regulated bank in the U.S., there is no assurance that it will be able to maintain such account, and its inability to do so could have a negative impact on its business.

The further development and acceptance of the cryptographic and algorithmic protocols governing the issuance of and transactions in cryptocurrencies is subject to a variety of factors that are difficult to evaluate

The use of cryptocurrencies to, among other things, buy and sell goods and services and complete other transactions, is part of a new and rapidly evolving industry that employs digital assets based upon a computer-generated mathematical and/or cryptographic protocol. The growth of this industry in general, and the use of cryptocurrencies in particular, is subject to a high degree of uncertainty, and the slowing, or stopping of the development or acceptance of developing protocols may adversely affect CTT's operations. The factors affecting the further development of the industry, include, but are not limited to:

- Continued worldwide growth in the adoption and use of cryptocurrencies;
- Governmental and quasi-governmental regulation of cryptocurrencies and their use, or restrictions on or regulation of access to and operation of the network or similar cryptocurrency systems;
- Changes in consumer demographics and public tastes and preferences;
- The maintenance and development of the open-source software protocol of the network;

- The availability and popularity of other forms or methods of buying and selling goods and services, including new means of using fiat currencies;
- General economic conditions and the regulatory environment relating to digital assets; and
- Negative consumer sentiment and perception of cryptocurrencies generally.

Acceptance and/or widespread use of cryptocurrency is uncertain

Currently, there is relatively small use of cryptocurrencies in the retail and commercial marketplace in comparison to relatively large use by speculators, thus contributing to price volatility that could adversely affect the Issuer's operations, investment strategies, and profitability.

As relatively new products and technologies, cryptocurrency has not been widely adopted as a means of payment for goods and services by major retail and commercial outlets. Conversely, a significant portion of cryptocurrency demand is generated by speculators and investors seeking to profit from the short-term or long-term holding of cryptocurrencies.

The relative lack of acceptance of cryptocurrencies in the retail and commercial marketplace limits the ability of end-users to use them to pay for goods and services. A lack of expansion by cryptocurrencies into retail and commercial markets, or a contraction of such use, may result in increased volatility or a reduction in their market prices, either of which could adversely impact the Issuer's business.

Risk related to technological obsolescence and difficulty in obtaining hardware

To remain competitive, VDH will continue to invest in further updating its Platform and hardware required for maintaining its activities. Should competitors introduce new services/software embodying new technologies, VDH recognizes its hardware and equipment and its underlying technology may become obsolete and require substantial capital to replace such equipment or technology. The advances in technology in the cryptocurrency sector is rapid, and is likely to continue to evolve quickly. There is no assurance VDH or the Issuer will be able to maintain any technological edge over the competition.

Misuse of cryptocurrencies and malicious actors

Since the existence of cryptocurrencies, there have been attempts to use them for speculation or malicious purposes. Although law makers increasingly regulate the use and applications of cryptocurrencies, and software is being developed to curtail speculative and malicious activities, there can be no assurances that those measures will sufficiently deter those and other illicit activities, in the future. Advances in technology, such as quantum computing, could lead to a malicious actor or botnet (a volunteer or hacked collection of computers controlled by networked software coordinating the actions of the computers) being able to alter the blockchain on which cryptocurrency transactions rely. In such circumstances, the malicious actor or botnet could control, exclude or modify the ordering of transactions, or generate new cryptocurrency or transactions using such control. The malicious actor or botnet could double spend its own cryptocurrency and prevent the confirmation of other users' transactions for so long as it maintains control. Such changes could adversely affect an investment in the Issuer.

Cryptocurrency is not covered by deposit insurance

Transactions using cryptocurrency are not covered by deposit insurance, unlike banks and credit unions that provide guarantees or safeguards.

Management Experience and Dependence on Key Personnel, Employees and third party providers

The Issuer's success is currently largely dependent on the performance of its directors and officers. The management team that will assume control of the Issuer have specialized expertise within the cryptocurrency industry. The experience of these individuals is a factor which will contribute to the Issuer's continued success and growth. The Issuer will initially be relying on its board members and executive officers, as well as independent consultants, for most aspects of the Issuer's business. The amount of time and expertise expended on the Issuer's affairs by each of its management team and the directors will vary according to the Issuer's needs. The loss of any of these individuals could have a material detrimental impact on the Issuer's business. The Issuer does not intend to acquire any key man insurance policies and there is, therefore, a risk that the death or departure of any key member of management, a director, or employee or consultant, could have a material adverse effect on the Issuer's future. Investors who are not prepared to rely on the Issuer's management team should not invest in the Issuer's securities.

Arrangement with Metropolitan Commercial Bank

The Issuer is dependent upon the Metropolitan Commercial Bank (the "Bank") pursuant to the Account Services Agreement in order for CTT to carry on its business in the majority of US states. The Bank acts as agent for CTT and assumes the money services obligations on behalf of CTT, such that CTT does not need to register as a Money Service Business in any states in which it currently not registered. However, should the Account Services Agreement be terminated for any reason, CTT would be unable to carry on business in most states of the U.S. unless its current applications were accepted or an alternative service arrangement could be arranged.

Uninsured or Uninsurable Risks

The Issuer intends to insure its operations in accordance with technology industry practice. However, given the novelty of the proposed business, such insurance may not be available, uneconomical for the Issuer, or the nature or level may be insufficient to provide adequate insurance cover. The Issuer may become subject to liability for hazards against which it cannot insure or against which it may elect not to insure because of high premium costs or for other reasons. The payment of any such liabilities would reduce or eliminate the funds available for operations. Payments of liabilities for which the Issuer does not carry insurance may have a material adverse effect on its financial position.

Dividend Risk

The Issuer has not paid dividends in the past and does not anticipate paying dividends in the near future. The Issuer expects to retain earnings to finance further growth and, where appropriate, retire debt.

18. PROMOTERS

Stephen Ehrlich may be considered to be the promoter of the Issuer. He holds 5,564,229 Shares (representing 8.0% of the current outstanding Shares; see "Principal Shareholders), and 1,900,000 incentive stock options under the Issuer's Stock Option Plan. The Issuer acquired VDH from Mr. Ehrlich in February 2019. See "*Interest of Management and Others in Material Transactions*" below. No other assets have been acquired or are to be acquired by the Issuer from the promoter.

Mr. Ehrlich is not, as at the date hereof, nor has he been within 10 years before the date hereof, a director, chief executive officer, or chief financial officer of any person or company that:

a) was subject to an order that was issued while the promoter was acting in the capacity as director, chief executive officer or chief financial officer; or

b) was subject to an order that was issued after the promoter ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the promoter was acting in the capacity as director, chief executive officer or chief financial officer.

19. LEGAL PROCEEDINGS

As of the date of this Listing Statement, the Issuer is not a party to any legal proceedings or any regulatory actions. No legal proceedings are contemplated by the Issuer, and the Issuer is not aware of any material legal proceedings being contemplated against it.

The Issuer has not be subject to any penalties or sanctions imposed against it by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date of this Listing Statement.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or executive officer of the Issuer, or any person who has direct or indirect beneficial ownership of, or who exercises control or direction over, more than 10% of the Issuer's outstanding Shares, nor any associate or affiliate of any of such persons or companies, has had any interest in any transaction within the three years preceding the date of this Listing Statement, or in any proposed transaction, that has materially affected or will materially affect the Issuer, save and except:

- Stephen Ehrlich, our CEO, was the beneficial owner of all of the shares of VDH at the time it was acquired by the Issuer (see Item 22 "*Material Contracts*" - Share Purchase Agreement). In consideration therefor, he received the sum of US$100, and received shares in the capital of the Issuer upon it settling all of the VDH subscription receipts then outstanding.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditor

The auditors of the Issuer and its subsidiaries are Marcum LLP, Accountants, of 750 Third Avenue, 11th floor, New York, New York 10017.

Transfer Agent and Registrar

The Issuer's register and transfer agent is Computershare Trust Company of Canada, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9.

22. MATERIAL CONTRACTS

During the three years preceding the date of this Listing Statement, other than contracts entered into in the ordinary course of business or the agreements described elsewhere in this Listing Statement, the Issuer has entered into the following material agreements:

1. Share Purchase Agreement dated June 4, 2018 pursuant to which (i) the Issuer acquired all of the outstanding shares of VDH, (ii) all of the holders of subscription receipts in VDH became shareholders of the Issuer, (iii) the Issuer granted replacement options to the holders of stock options in VDH, and (iv) VDH became a wholly-owned subsidiary of the Issuer.

2. Stock Option Plan.

3. Escrow Agreement dated January 31, 2019 among the Issuer, Computershare and certain principals of the Issuer regarding 10,240,673 Shares (as of the date of this Listing Statement).

4. Escrow Agreement dated January 31, 2019 among the Issuer, Computershare and various Shareholders regarding 19,159,148 Shares (as of the date of this Listing Statement).

5. Asset Purchase Agreement dated March 6, 2019, as amended, between the Issuer and Ethos whereby the Issuer has agreed to acquire certain assets from Ethos, subject to the prior satisfaction of certain conditions precedent.

6. Account Services Agreement dated June 3, 2019 between VDH and the Metropolitan Commercial Bank.

Copies of the material contracts can be reviewed at the offices of the Issuer's legal counsel – Owen Bird Law Corporation, at Suite 2900 – 595 Burrard Street, Vancouver, British Columbia, Canada V7X 1J5.

23. INTEREST OF EXPERTS

The only persons who are named as having prepared or certified a part of this Listing Statement or prepared or certified a report or valuation described or included in this Listing Statement are the Issuer's former auditors, Morgan & Company LLP, Chartered Professional Accountants, as such pertains to the audited financial statements, and auditor's report thereon, for the fiscal years ended June 30, 2018, 2017, 2016 and 2015.

No direct or indirect interest in any assets of the Issuer or of a Related Person of the Issuer has been received or is to be received by a person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Listing Statement or prepared or certified a report or valuation described or included in this Listing Statement.

24. OTHER MATERIAL FACTS

There are no other material facts that are not disclosed under the preceding items and that are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its securities.

25. FINANCIAL STATEMENTS

Attached hereto are the following financial statements of the Issuer:

(i) audited financial statements for the fiscal years ended June 30, 2018 and 2017 – Schedule "D";

(ii) audited financial statements for the fiscal years ended June 30, 2016 and 2015 - Schedule "F";

(iii) unaudited financial statements for the nine months ended March 31, 2019 - Schedule "B";

Additional historical financial statements for the Issuer can be found under the Issuer's profile on SEDAR.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, **Voyager Digital (Canada) Ltd.** (the "Issuer") hereby applies for the listing of its common shares on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to the Issuer. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated this 20th day of September, 2019.

"Stephen Ehrlich"

Stephen Ehrlich, CEO

"Vic Hugo"

Vic Hugo, CFO

"Jeffrey Lightfoot"

Jeffrey Lightfoot, Director

"Philip Eytan"

Philip Eytan, Director

"Stephen Ehrlich"

Stephen Ehrlich, Promoter

SCHEDULE "A"
STATEMENT OF EXECUTIVE COMPENSATION

This Schedule sets forth the compensation paid by the Issuer to its Named Executive Officers and directors during the past two fiscal years.

For the purpose of this Listing Statement:

"**CEO**" means each individual who acted as chief executive officer of the Issuer or acted in a similar capacity for any part of the most recently completed financial year;

"**CFO**" means each individual who acted as chief financial officer of the Issuer or acted in a similar capacity for any part of the most recently completed financial year; and

"**Named Executive Officer**" or "**NEO**" means: (a) a CEO; (b) a CFO; (c) the Issuer's most highly compensated executive officers, including any of the Issuer's subsidiaries, or the most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than $150,000 as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, for that financial year; and (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Issuer, nor acting in a similar capacity at the end of the most recently completed financial year.

During the financial year ended June 30, 2018, the Issuer had three Named Executive Officers, namely Stephen Ehrlich, CEO (since January 29, 2018), Vic Hugo, CFO (since March 2, 2018) and Gary Monaghan, CEO (resigned January 29, 2018).

All dollar amounts referenced herein are Canadian Dollars unless otherwise specified.

Oversight and Description of Director and NEO Compensation

Compensation of NEOs

The Issuer's board of directors (the "Board") does not presently have a Compensation Committee. Compensation of NEOs is reviewed annually and determined by the Board. The level of compensation for NEOs is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources. In the Board's view, there is, and has been, no need for the Issuer to design or implement a formal compensation program for NEOs.

Elements of NEO Compensation

Base Salary and Consulting Fees

Base salary and consulting fee levels will reflect the fixed component of pay that will compensate NEOs for fulfilling their roles and responsibilities and assist in the attraction and retention of highly qualified executives. Base salaries will be reviewed annually to ensure they reflect each respective executive's performance and experience in fulfilling his or her role and to ensure executive retention. Salary and consulting fee levels will be reviewed and revised as the Issuer grows.

Compensation of Directors

Compensation of directors of the Issuer is reviewed annually and determined by the Board. The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

In the Board's view, there is, and has been, no need for the Issuer to design or implement a formal compensation program for directors. While the Board considers stock option grants to directors under the stock option plan from time to time, the Board does not employ a prescribed methodology when determining the grant or allocation of Options. Other than the Option Plan, as discussed above, the Issuer does not offer any long term incentive plans, share compensation plans or any other such benefit programs for directors.

Stock Options

Performance-based incentives will be granted by way of stock options. The awards are intended to align executive interests with those of shareholders by tying compensation to share performance and to assist in retention through vesting provisions.

In determining the number of stock options to be granted to the executive officers and directors, the Board will take into account the number of stock options, if any, previously granted to each executive officer and director and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the applicable stock exchange.

The number of stock options granted to officers and directors will be dependent on each NEOs and director's level of responsibility, authority and importance to the Issuer and to the degree to which such officer's or director's long term contribution to the Issuer will be key to its long term success.

In monitoring or adjusting the option allotments, the Board will take into account its own observations on individual performance (where possible), its assessment of individual contribution to shareholder value and previous option grants. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility. The Board will make these determinations subject to and in accordance with the provisions of the stock option plan.

Director and Named Executive Officer Compensation

The following table (presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers)* sets forth all annual and long term compensation for services paid to or earned by each NEO and director for the financial years ended June 30, 2018 and 2017, excluding compensation securities.

Name and position	Fiscal Year Ended June 30	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compen-sation ($)	Total compen-sation ($)
Steve Ehrlich[1] *CEO and Director*	2018 2017	nil n/a	nil n/a	nil n/a	nil n/a	26,250 n/a	26,250 n/a
Vic Hugo[2] *CFO*	2018 2017	nil n/a	nil n/a	nil n/a	nil n/a	25,391 n/a	25,391 n/a
Satvir Dhillon[3] *Director*	2018 2017	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Jeff Lightfoot[4] *Director*	2018 2017	nil n/a	nil n/a	nil n/a	nil n/a	63,925 n/a	63,925 n/a
Gary Monaghan[5] *Former Director, President and CEO*	2018 2017	50,000 90,000	nil nil	nil nil	nil nil	nil nil	50,000 90,000
Michael Withrow[6] *Former Director*	2018 2017	nil n/a	nil n/a	nil n/a	nil n/a	nil n/a	nil n/a
Mark Roseborough[7] *Former Director*	2018 2017	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Adrian Wade[8] *Former Director*	2018 2017	nil n/a	nil n/a	nil n/a	nil n/a	nil n/a	nil n/a
Trent Blind[9] *Former Director*	2018 2017	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Paul Bercier[10] *Former Director*	2018 2017	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Larry Faulk[11] *Former Director*	2018 2017	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil

1. Mr. Ehrlich was appointed as a director and CEO on January 29, 2018. Amounts were paid to Honos Financial LLC, a private company controlled by Mr. Ehrlich, for consulting services provided by Mr. Ehrlich.
2. Mr. Hugo was appointed as CFO on March 2, 2018. Amounts reflect fees paid to Marrelli Support Services Inc. for the provision of Mr. Hugo as CFO.
3. Mr. Dhillon resigned as a director on February 9, 2019.
4. Mr. Lightfoot was appointed as a director on January 10, 2018. Amounts reflect legal fees paid to Owen Bird Law Corporation, a legal firm at which Mr. Lightfoot is a shareholder.
5. Mr. Monaghan resigned as an officer and director on January 29, 2018.
6. Mr. Withrow served as a director from November 1, 2016 to June 13, 2017.
7. Mr. Roseborough resigned as a director on January 10, 2018.
8. Mr. Wade served as a director from June 14, 2017 to January 10, 2018.
9. Mr. Blind resigned as a director on November 2, 2016.
10. Mr. Bercier resigned as a director on November 2, 2016.
11. Mr. Faulk resigned as a director on October 26, 2016.

Stock Options and Other Compensation Securities

The only compensation securities available to be issued or granted by the Issuer to its NEOs and directors during the fiscal year ended June 30, 2018 were incentive stock options under the Issuer's stock option plan. The Issuer did not grant or issue any compensation securities to its NEOs or directors for services provided or to be provided, directly or indirectly, to the Issuer in the financial year ended June 30, 2018. The Issuer did not have any compensation securities outstanding as at June 30, 2018.

None of the directors or NEOs of the Issuer exercised any compensation securities during the financial year ended June 30, 2018.

Stock Option Plans and Other Incentive Plans

The only stock option plan or other incentive plan the Issuer currently has in place is a 10% "rolling" stock option plan (the "Stock Option Plan"), which authorizes the Board to grant options to directors, officers, employees and consultants to acquire up to 10% of the issued and outstanding common shares of the Issuer, from time to time. The underlying purpose of the Stock Option Plan is to attract and motivate the directors, officers, employees and consultants of the Issuer and to advance the interests of the Issuer by affording such persons with the opportunity to acquire an equity interest in the Issuer through rights granted under the Stock Option Plan.

For details of the Stock Option Plan, see "Particulars of Matters to be Acted Upon – Annual Approval of Stock Option Plan" below.

The Issuer has no other form of compensation plan under which equity securities of the Issuer are authorized for issuance to employees or non-employees in exchange for consideration in the form of goods and services.

Employment, Consulting and Management Agreements

Stephen Ehrlich, CEO

Effective February 9, 2019, the Issuer assumed the obligations under an executive services agreement with Stephen Ehrlich (the "Ehrlich Agreement") whereby Mr. Ehrlich receives the sum of US$250,000 per year for providing management services to the Issuer in his role as CEO. In addition, Mr. Ehrlich is entitled to participate in the Issuer's stock option plan as offered to other senior management personnel from time to time, in the sole discretion of the Board, and is entitled to be reimbursed for all authorized out of pocket expenses, including travel expenses.

The Ehrlich Agreement also contains provisions for payment of 12 months' salary in the event of dismissal without cause or in the event of a change of control.

Victor Hugo, CFO

On March 2, 2018, the Issuer entered into an agreement with Marrelli Support Services Inc. ("MSSI"), of Toronto, Ontario, whereby MSSI receives $1,500 per month for providing accounting and bookkeeping services to the Issuer and $2,000 per month for providing Victor Hugo's services as CFO to the Issuer.

Pension Disclosure

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Issuer and none are proposed at this time.

SCHEDULE "B"

UNAUDITED FINANCIAL STATEMENTS OF THE ISSUER
FOR THE NINE MONTHS ENDED MARCH 31, 2019

[inserted as pages following]

VOYAGER DIGITAL (CANADA) LTD. (FORMERLY UC RESOURCES LTD.)

CONDENSED INTERIM FINANCIAL STATEMENTS

THREE AND NINE MONTHS ENDED MARCH 31, 2019

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

Notice To Reader

The accompanying unaudited condensed interim financial statements of Voyager Digital (Canada) Ltd. (formerly UC Resources Ltd.) (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim financial statements have not been reviewed by the Company's auditors.

Voyager Digital (Canada) Ltd. (formerly UC Resources Ltd.)

Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)
Unaudited

	As at March 31, 2019	As at June 30, 2018
ASSETS		
Current assets		
Cash and cash equivalents	$ **2,877,485**	$ 2,267,230
Accounts receivable (note 4)	**2,188,099**	39,828
Prepaid expenses	**100,032**	-
Total current assets	**5,165,616**	2,307,058
Non-current assets		
Equipment	**63,045**	-
Total assets	$ **5,228,661**	$ 2,307,058
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (note 6)	$ **3,086,304**	$ 23,508
Due to a related parties	**37,883**	77,574
Advances payable (note 7)	**611,212**	611,212
Subscription receipts payable (notes 8)	**-**	1,212,779
Total liabilities	**3,735,399**	1,925,073
Equity		
Share capital (note 9)	**42,297,825**	35,210,321
Shares to be issued	**282,338**	-
Warrant reserve	**1,706,201**	1,706,201
Share-based payments reserve	**4,641,960**	4,075,320
Accumulated other comprehensive income	**286,788**	-
Deficit	**(47,721,850)**	(40,609,857)
Total equity	**1,493,262**	381,985
Total liabilities and equity	$ **5,228,661**	$ 2,307,058

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

Nature of operations and going concern (note 1)
Subsequent events (note 14)

Approved on behalf of the Board:

(Signed) "Stephen Ehrlich" Director

(Signed) "Jeff Lightfoot" Director

Voyager Digital (Canada) Ltd. (formerly UC Resources Ltd.)

Condensed Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
Unaudited

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018	**Nine Months Ended March 31, 2019**	Nine Months Ended March 31, 2018
Revenue				
Fees	**$ 37,748**	$ -	**$ 37,748**	$ -
Operating expenses				
Consulting fees (note 13)	**$ 68,005**	$ 135,261	**$ 68,005**	$ 135,261
General and administrative	**204,104**	68,741	**211,994**	71,182
Management fees (note 13)	**250**	-	**250**	45,000
Product development	**110,165**	47,426	**110,165**	47,426
Professional fees (note 13)	**299,709**	227,294	**479,151**	245,114
Regulatory and transfer agent fees	**89,912**	20,306	**93,899**	22,535
Salaries and benefits (note 13)	**802,247**	130,444	**802,247**	130,444
Share-based payment (note 10)	**566,640**	-	**566,640**	-
Travel and entertainment	**27,183**	16,190	**27,183**	16,190
Total operating expenses	**(2,168,215)**	(645,662)	**(2,359,534)**	(713,152)
Loss before other income (expenses)	**(2,130,467)**	(645,662)	**(2,321,786)**	(713,152)
Foreign exchange gain	**(36,042)**	17,581	**(16,793)**	17,581
Depreciation	**(4,596)**	(470)	**(4,596)**	(470)
Write off of payables	**-**	-	**-**	15,694
Transaction costs	**(4,768,818)**	(78,086)	**(4,768,818)**	(78,086)
Net loss for the period	**$ (6,939,923)**	**$ (706,637)**	**$ (7,111,993)**	**$ (758,433)**
Other comprehensive income (loss)				
Gain (loss) on currency translation	**$ (286,788)**	$ -	**$ (286,788)**	$ -
Total loss and comprehensive loss for the period	**$ (7,226,711)**	$ (706,637)	**$ (7,398,781)**	$ (758,433)
Basic and diluted net loss per share (note 12)	**$ (0.17)**	$ (0.03)	**$ (0.21)**	$ (0.07)
Weighted average number of common shares outstanding	**40,374,196**	26,893,697	**33,374,250**	10,472,481

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

Voyager Digital (Canada) Ltd. (formerly UC Resources Ltd.)
Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
Unaudited

	Nine Months Ended March 31, 2019	Nine Months Ended March 31, 2018
Operating activities		
Net loss for the period	**$ (7,111,993)**	$ (758,433)
Adjustments for:		
Depreciation	**4,596**	470
Share-based payments	**566,640**	-
Foreign exchange	**(339,882)**	-
Transaction cost	**4,768,818**	-
Write off of payables	**-**	(15,694)
Changes in non-cash working capital items:		
Accounts receivable and other assets	**(2,148,271)**	(7,594)
Prepaid expenses	**(100,032)**	(40,423)
Accounts payable and other liabilities	**3,062,796**	82,818
Due to related parties	**(39,691)**	(266,541)
Net cash used in operating activities	**(1,337,019)**	(1,005,397)
Investing activities		
Acquisition of equipment	**-**	(23,386)
Cash from Assignment and restructuring agreement	**2,877,715**	-
Net cash provided by (used in) investing activities	**2,877,715**	(23,386)
Financing activities		
Issue of common shares	**-**	1,297,500
Transaction costs	**-**	(10,000)
Advances payable	**-**	233,750
Subscription receipts	**(1,212,779)**	4,400,973
Warrants exercised	**282,338**	-
Net cash provided by (used in) financing activities	**(930,441)**	5,922,223
Net change in cash and cash equivalents	**610,255**	4,893,440
Cash and cash equivalents, beginning of period	**2,267,230**	7,050
Cash and cash equivalents, end of period	**$ 2,877,485**	$ 4,900,490

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

Voyager Digital (Canada) Ltd. (formerly UC Resources Ltd.)

Condensed Interim Statements of Changes in Equity
(Expressed in Canadian Dollars)
Unaudited

	Share capital	Shares to be issued	Share-based payments reserve	Warrants reserve	Accumulated other comprehensive loss	Deficit	Total Equity (Deficiency)
Balance, June 30, 2017	**$ 33,935,321**	**$ -**	**$ 4,075,320**	**$ 1,693,701**	**$ -**	**$ (40,407,288)**	**$ (702,946)**
Private placement (net) (note 12)	1,275,000	-	-	12,500	-	-	1,287,500
Net loss for the period	-	-	-	-	-	(758,433)	(758,433)
Balance, March 31, 2018	**$ 35,210,321**	**$ -**	**$ 4,075,320**	**$ 1,706,201**	**$ -**	**$ (41,165,721)**	**$ (173,879)**

	Share capital	Shares to be issued	Share-based payments reserve	Warrants reserve	Accumulated other comprehensive loss	Deficit	Total Equity (Deficiency)
Balance, June 30, 2018	**$ 35,210,321**	**$ -**	**$ 4,075,320**	**$ 1,706,201**	**$ -**	**$ (40,609,857)**	**$ 381,985**
Subscription receipts (note 9)	7,087,504	-	-	-	-	-	7,087,504
Warrants exercised	-	282,338	-	-	-	-	282,338
Share-based payments	-	-	566,640	-	-	-	566,640
Currency translation	-	-	-	-	286,788	-	286,788
Net loss for the period	-	-	-	-	-	(7,111,993)	(7,111,993)
Balance, March 31, 2019	**$ 42,297,825**	**$ 282,338**	**$ 4,641,960**	**$ 1,706,201**	**$ 286,788**	**$ (47,721,850)**	**$ 1,493,262**

The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.

1. Nature of operations and going concern

Voyager Digital (Canada) Ltd. (formerly UC Resources Ltd.) (the "Company") was formerly an exploration stage company engaged principally in the acquisition, exploration and development of resource properties in Canada. Subsequent to December 31, 2018, the Company underwent a change of business, which involved the purchase of all of the outstanding shares of Voyager Digital Holdings, Inc. (formerly CryptoTrading Holdings Inc.) (“VDH”), and changed its name from UC Recourses Ltd. to Voyager Digital (Canada) Ltd. VDH is in the business of developing and commercializing a digital platform focused on enabling users to buy and sell digital assets (cryptocurrencies) across multiple exchanges in one account.

The address of the Company’s corporate office and principal place of business is 54 Thompson Street, 3rd Floor, New York, New York, 10012

In July 2017, the Company consolidated its share capital on a 10 for 1 basis. All share and per share amounts have been retroactively restated to reflect the consolidation.

These unaudited condensed interim financial statements have been prepared on a going concern basis, which presumes realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. Accordingly they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those presented in these unaudited condensed interim financial statements.

The Company does not generate material revenue from operations. The Company incurred net losses in previous periods, with a current net loss of $7,111,993 for the nine months ended March 31, 2019 (nine months ended March 31, 2018 - a net loss of $758,433) and had an accumulated deficit of $47,721,850 as at March 31, 2019 (June 30, 2018 - $40,609,857). The Company had working capital of $1,430,217 at March 31, 2019 (June 30, 2018 - $381,985). For the nine months ended March 31, 2019, the Company had total cash inflow of $610,255 (nine months ended March 31, 2018 - $4,893,440).

2. Significant accounting policies

Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The policies applied in these unaudited condensed interim financial statements are based on IFRS's issued and outstanding as of May 30, 2019, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended June 30, 2018. Any subsequent changes to IFRS that are given effect in the Company’s annual financial statements for the year ending June 30, 2019 could result in restatement of these unaudited condensed interim financial statements.

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)

New standards not yet adopted and interpretations issued but not yet effective

IFRS 16 - Leases ("IFRS 16") was issued on January 13, 2016 to require lessees to recognize assets and liabilities for most leases. For lessors, there is little change to the existing accounting in IAS17 Leases. The IAS issued its standard as part of a joint project with the Financial Accounting Standards Board ("FASB"). The FASB has not yet issued its new standard, but it is also expected to require lessees to recognize most leases on their statement of financial position. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. The Company is currently assessing the impact of this pronouncement.

3. Acquisition of VDH

On February 7, 2019, the Company announced that it had closed its change of business, and had acquired all of the shares of Voyager Digital Holdings, Inc. (“VDH”), which is involved in the development and commercialization of a cryptocurrency trading platform using a patent pending smart order routing and execution management system.

Pursuant to a Share Purchase Agreement with the sole shareholder of VDH:
(i) the Company acquired all of the outstanding shares of VDH from the sole shareholder thereof for $100,
(ii) the Company issued 18,041,248 common shares in satisfaction of an equivalent number of subscription receipts issued by VDH, and
(iii) the Company issued 4,113,000 stock options in replacement of the stock options outstanding in the capital of VDH (each exercisable at US$0.30 per share).

All of the securities held by Principals of the Company are subject to value security escrow provisions, expiring 36 months from the date of listing. These include 6,638,725 shares, 6,222,058 warrants, and 1,900,000 options. In addition, the participants to the Company's January 2018 private placement, holding an aggregate of 27,926,667 shares and 11,869,116 warrants, have agreed to escrow their securities on equivalent terms to those imposed on the Principals.

Consideration paid	$	100
Identifiable assets acquired		
Cash	$	2,877,815
Other receivables and prepaid expenses		347,825
Fixed assets		62,222
Accounts payable and accrued liabilities		(969,076)
Subscription receipts		(7,087,504)
Net assets acquired	$	(4,768,718)
Transaction cost	**$**	**4,768,818**

4. Accounts receivable

		As at March 31, 2019		As at June 30, 2018
Accounts receivable	**$**	**1,372,161**	$	-
GST recoverable		**2,771**		39,828
Other receivable		**813,167**		-
Total	**$**	**2,188,099**	$	39,828

(Expressed in Canadian Dollars)

5. Equipment

Cost	**Computer equipment**	**Total**
Balance, June 30, 2017	$ -	$ -
Additions	39,578	39,578
Sale of subsidiary	(39,578)	(39,578)
Balance, June 30, 2018	$ -	$ -
Additions	66,721	66,721
Foreign exchange differences	920	920
Balance, March 31, 2019	$ 67,641	$ 67,641

Accumulated Depreciation	**Computer equipment**	**Total**
Balance, June 30, 2017	$ -	$ -
Depreciation for the year	2,340	2,340
Sale of subsidiary	(2,340)	(2,340)
Balance, June 30, 2018	$ -	$ -
Depreciation for the period	4,596	4,596
Balance, March 31, 2019	$ 4,596	$ 4,596

Carrying Value	**Computer equipment**	**Total**
Balance, June 30, 2018	$ -	$ -
Balance, March 31, 2019	$ 63,045	$ 63,045

6. Accounts payable and accrued liabilities

	As at March 31, 2019	As at June 30, 2018
Trade payables	**$ 801,908**	$ 1,708
Accrued liabilities	**318,875**	21,800
Payroll liabilities	**1,965,521**	-
Total	**$ 3,086,304**	$ 23,508

7. Advances payable

	As at March 31, 2019	As at June 30, 2018
Due to non-related company	**$ 611,212**	$ 611,212

Advances payable due to a non-related individual and a uncorrelated company are unsecured, bear no interest, and have no fixed terms of repayment.

(Expressed in Canadian Dollars)

8. Subscription receipt payable

During the year ended June 30, 2018, the Company entered into 12,236,683 subscription receipts with investors at US$0.30 per receipt for gross proceeds of US$3,671,005. The subscription proceeds were to be used to make loans to VDH to develop its business.

Purchasers of each subscription receipt were entitled to automatically receive either: i) one common share of the Company in the event that a change of business was approved by the TSX-V or ii) a pro-rata share of the loans and any subscription proceeds still held by the Company in the event that a change of business is not approved.

In order to facilitate a change of business, the Company entered into an Assignment and Restructuring Agreement with VDH and transferred all of its rights, title and interest in the subscription receipts to VDH on May 30, 2018 prior to the sale of VDH to a company with a common director. As June 30, 2018 - $1,212,779 (US$921,005) was due to VDH related to cash from assigned subscription receipts that had not yet been transferred.

9. Share capital

a) Authorized share capital

The authorized share capital consists of unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

	Number of common shares	Amount
Balance, June 30, 2017	2,440,364	$ 33,935,321
Private placement (i)	25,950,000	1,297,500
Finders units issued	1,560,000	-
Fair value of finders warrants issued (i)	-	(12,500)
Cost of issuance - cash	-	(10,000)
Balance, March 31, 2018	29,950,364	$ 35,210,321
Balance, June 30, 2018	29,950,364	$ 35,210,321
Subscription receipts (ii)	18,041,248	7,087,504
Balance, March 31, 2019	47,991,612	$ 42,297,825

(i) On January 10, 2018 the Company completed a non-brokered private placement for 25,950,000 units ("Units") at a price of $0.05 per Unit, for gross process of $1,297,500. Each Unit is comprised of one common share of the Company and one common share purchase warrant (a "Warrant"), with each warrant entitling the holder to subscribe for one additional common share at a price of $0.10 per Common Share for a period of 12 months from the date of issuance.

In connection with the Offering, the Company paid finders' fees in the amount of 1,560,000 Units, with such units being issued on the same terms as the Offering Units.

A value of $12,500 was estimated for the 1,560,000 finders Warrants on the date of grant by using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; share price of $0.05; expected volatility of 100%; risk-free interest rate of 1.71%; and an expected average life of 12 months.

(Expressed in Canadian Dollars)

9. Share capital (continued)

b) Common shares issued

(ii) In February 2019, the Company issued 18,041,248 common shares in satisfaction of an equivalent number of subscription receipts issued by VDH of US$0.30 per receipt for gross proceeds of US$5,412,374.

c) Shares to be issued

On March 29, 2018, the Company received cash on 2,823,380 warrants to be exercised. Subsequent to the quarter end, shares were issued (see note 14)

10. Stock options

	Number of stock options	Weighted average exercise price
Balance, June 30, 2017, March 31, 2018 and June 30, 2018	-	$ -
Issued (i) (ii)	4,633,000	0.30 USD
Balance, March 31, 2019	4,633,000	$ 0.30 USD

i) In February 2019, the Company issued 4,113,000 stock options in replacement of the stock options outstanding in the capital of VDH (each exercisable at US$0.30 per share) (see note 3).
ii) In February 2019, the Company issued 520,000 options to Directors and Officer at an exercise price of US$0.30. These options expire in 10 years and vest over 36 months.

The estimated fair value of the options at the grant date was $1,606,000 using the Black-Scholes option pricing model. The estimated fair value of the options has been charged to the consolidated statement of loss and comprehensive loss and credited to share-based payments in the shareholders' equity. The underlying assumptions used in the estimation of fair value in the Black-Scholes valuation model are as follows: expected dividend yield of 0%; share price of $0.39; expected volatility of 100%; risk-free interest rate of 1.96%; and an expected average life of 9.55 years. During the three and nine months ended March 31, 2019 $566,640 was expensed (three and nine months ended March 31, 2018 - $nil).

(Expressed in Canadian Dollars)

10. Stock options (continued)

The following table reflects the actual stock options issued and outstanding as of March 31, 2019:

Expiry date	Exercise price ($)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)
January 2028	USD0.30	8.83	142,000	76,917
February 2028	USD0.30	8.87	2,593,000	1,047,051
March 2028	USD0.30	8.99	140,000	70,000
April 2028	USD0.30	9.02	508,000	125,253
May 2028	USD0.30	9.13	95,000	4,583
June 2028	USD0.30	9.21	235,000	11,147
July 2028	USD0.30	9.32	75,000	5,556
August 2028	USD0.30	9.38	175,000	-
September 2028	USD0.30	9.48	90,000	-
October 2028	USD0.30	9.51	60,000	22,500
December 2028	USD0.30	9.68	250,000	31,639
February 2029	USD0.30	9.85	270,000	28,889
	USD0.30	9.05	4,633,000	1,423,535

11. Warrants

	Number of warrants	Amount
Balance, June 30, 2017	-	$ -
Issued	27,510,000	12,500
Balance, March 31, 2018, June 30, 2018 and March 31, 2019	27,510,000	$ 12,500

The following table reflects the warrants outstanding as of March 31, 2019:

Number of warrants outstanding	Grant date fair value ($)	Exercise price ($)	Expiry date
25,950,000	-	0.10	April 18, 2019 (1)
1,560,000	12,500	0.10	April 18, 2019 (1)
27,510,000	12,500	0.10	

1) The Company has agreed with the TSX Venture Exchange that the term of the Warrants will be extended until April 18, 2019

(Expressed in Canadian Dollars)

12. Loss per share

For the three and nine months ended March 31, 2019, basic and diluted loss per share has been calculated based on the loss attributable to the common shares of $6,939,923 and $7,111,993, respectively (three and nine months ended March 31, 2018 - $706,637 and $758,433, respectively) and the weighted average number of common shares outstanding of 40,374,196 and 33,374,250, respectively (three and nine months ended March 31, 2018 - 26,893,697 and 10,472,481, respectively). Diluted loss per share did not include the effect of stock options and warrants as they are anti-dilutive.

13. Related party transaction

All related party transactions were measured at the amount of consideration established and agreed to by the related parties. All amounts due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

(a) Remuneration of directors and key management personnel of the Company was as follows:

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018	Nine Months Ended March 31, 2019	Nine Months Ended March 31, 2018
Salaries and wages	$ **110,760**	$ 26,347	$ **110,760**	$ 26,347
Advisory fees	**66,456**	-	**66,456**	-
Share-based payments	**258,785**	-	**258,785**	-
Total remuneration	$ **436,001**	$ 26,347	$ **436,001**	$ 26,347

Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the three and nine months ended March 31, 2019 and 2018.

(b) The Company entered into the following transactions with related parties:

		Three Months Ended March 31, 2019	Three Months Ended March 31, 2018	Nine Months Ended March 31, 2019	Nine Months Ended March 31, 2018
565423 B.C. Ltd. ("565423 BC")	(i)	$ **-**	$ -	$ **-**	$ 45,000
Marrelli Support Services Inc. ("Marrelli Support")	(ii)	**15,325**	5,096	**51,177**	5,096
Owen Bird Law Corporation ("Owen Bird")	(iii)	**35,000**	27,825	**73,203**	27,825
Honos Financial LLC ("Honos")	(iv)	**-**	26,347	**-**	26,347

(i) For the three and nine months ended March 31, 2019, the Company expensed $nil (three and nine months ended March 31, 2018 - $nil and $45,000, respectively) to 565423 BC, a company controlled by the former Chief Executive Officer of the Company, for performing management services.

(ii) For the three and nine months ended March 31, 2019, the Company expensed $15,325 and $51,177, respectively (three and nine months ended March 31, 2018 - $15,325 and $51,177, respectively) to Marrelli Support for providing accounting services and the services of the Chief Financial Officer of the Company. The Chief Financial Officer is an employee of Marrelli Support. As at March 31, 2019, Marrelli Support was owed $2,883 (June 30, 2018 - $13,649) and this amount was included in due to related parties.

13. Related party transaction (continued)

(b) The Company entered into the following transactions with related parties (continued):

(iii) For the three and nine months ended March 31, 2019, the Company expensed $35,000 and $73,203, respectively (three and nine months ended March 31, 2018 - $27,825) to Owen Bird for legal services. A director of the Company is a shareholder in the law firm. As at March 31, 2019, Owen Bird was owed $35,000 (June 30, 2018 - $63,925) and this amount was included in due to related parties.

(iv) For the three and nine months ended March 31, 2019, the Company expensed $nil (three and nine months ended March 31, 2018 - $26,347) to Honos, a company controlled by the Chief Executive Officer of the Company for consulting services

14. Subsequent events

1) Subsequent to March 31, 2019, 18,337,690 warrants with an exercise price of $0.10 was exercised and the balance of 9,172,947 warrants expired, unexercised.

2) The Company issued 80,000 options to an employee at an exercise price of $0.42. These options expire in 10 years and vest over 36 months.

3) The Company issued 1,380,000 options to employees at an exercise price of $0.45. These options expire in 10 years. These options will vest as follows: 287,500 immediately; 57,500 over 1 year; 585,000 over 2 years; 275,500 over three years and 172,500 over 4 years.

SCHEDULE "C"

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL STATEMENTS OF THE ISSUER FOR THE NINE MONTHS ENDED MARCH 31, 2019

[inserted as pages following]

VOYAGER DIGITAL (CANADA) LTD.

(formerly UC RESOURCES LTD.)

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2019

Introduction

The following Interim Management's Discussion & Analysis ("MD&A") of Voyager Digital (Canada) Ltd. (formerly UC Resources Ltd.) (the "Company" or "Voyager") has been prepared to provide material updates to and analysis of the business operations, liquidity and capital resources of the Company since its Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended June 30, 2018. This MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This MD&A has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the Annual MD&A, the audited annual financial statements of the Company for the years ended June 30, 2018 and June 30, 2017 and the unaudited condensed interim financial statements for the three and nine months ended March 31, 2019, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the three and nine months ended March 31, 2019 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at May 30, 2019 unless otherwise indicated.

The unaudited condensed interim financial statements for the three and nine months ended March 31, 2019, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Voyager's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Forward-looking statements	Assumptions	Risk factors
The Company proposes to commercialize its cryptocurrency trading platform (the "Platform").	The Company expects commercial approval for the Platform by the market place.	The Platform has been fully developed, but has not yet been commercialized. There is no assurance that the Platform will be accepted by the market place. The Platform is subject to risks of future obsolescence, or being incompatible with users' expectations The Company is in the early stage of development and has no history of operations in the cryptocurrency sector.
The Company's cash balance at March 31, 2019, is sufficient to fund its consolidated operating expenses at current levels. The Company is attempting to reduce or defer expenses, to the extent practical.	The development and operating activities of the Company for the twelve-month period ending March 31, 2020, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to Voyager.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; government regulation, cryptocurrency price fluctuations; interest rate and exchange rate fluctuations; changes in economic conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Voyager's ability to predict or control. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Readers should refer to those risk factors referenced in the "Risks and Uncertainties" section below.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Voyager's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated in the Province of British Columbia on June 25, 1993 under the British Columbia *Business Corporations Act*. Until recently, the Company was listed on the NEX branch of the TSX Venture Exchange ("TSXV") under the symbol UC.H. Trading of the Company's shares was halted pending closing of the Company's acquisition of Voyager Digital Holdings, Inc. (formerly CryptoTrading Holdings Inc.) ("VDH"). On February 7, 2019, the Company closed its change of business, changed its name from UC Resources Ltd. to Voyager Digital (Canada) Ltd., and acquired all of the shares of VDH. On February 11, 2019, the Company commenced trading on the TSXV under the symbol VYGR.

The address of the Company's corporate office and principal place of business is 54 Thompson Street, 3rd Floor, New York, NY 10012.

Outlook and Overall Performance

At March 31, 2019, the Company had a net working capital of $1,430,217 (June 30, 2018 – $381,985). The Company had cash and cash equivalents of $2,877,486 (June 30, 2018 - $2,267,230). Working capital and cash and cash equivalents increased during the nine months ended March 31, 2019 due to an Assignment and Restructuring Agreement with VDH entered into prior to the year end June 30, 2018.

The Company has sufficient capital to meet its ongoing operating expenses and continue to meet its obligations on its current project for the 12-month period ending March 31, 2020. However, the Company has no revenues, so its ability to ensure continuing operations may be dependent on raising additional capital to complete VDH's business plan. See "Liquidity and Financial Position" below.

Corporate

<u>Business Development</u>

On February 7, 2019 the Company completed a change of business, which involved:

- the acquisition of VDH (and thereby its subsidiaries and their business) by purchasing all of the outstanding shares of VDH for $100;
- the issuance of 18,041,248 Company shares in satisfaction of an equivalent number of VDH subscription receipts;
- the issuance of 4,113,000 options under the Company's Stock Option Plan in replacement of stock options in the capital of VDH;
- the appointment of new directors and management; and
- the change of the Company's name to Voyager Digital (Canada) Ltd.

All of the securities held by Principals of the Company are subject to value security escrow provisions, expiring 36 months from the date of listing. These include 6,638,725 shares, 6,222,058 warrants, and 1,900,000 options. In addition, the participants to the January 2018 private placement, holding an aggregate of 27,926,667 shares and 11,869,116 warrants, have agreed to escrow their securities on equivalent terms to those imposed on the Principals.

The $4,768,718 of Transaction Costs noted on the Company's Statement of Loss was calculated as follows:

Consideration - Shares: VDH shareholders	$100
Identifiable assets acquired	
Cash	$2,877,815
Other receivables and prepaid expenses	347,825
Fixed Assets	62,222
Accounts payable and accrued liabilities	(969,076)
Subscription receipts	(7,087,504)
Net liabilities acquired	**($4,768,718)**
Transaction cost	**$4,768,818**

Description of the New Business

VDH, a company based in New Jersey, is involved in the development and commercialization of a cryptocurrency trading platform using a patent pending smart order routing and execution management system (the "Platform").

VDH has two subsidiaries, CryptoTrading Technologies, Inc. (a private Delaware company wholly owned by VDH; defined herein as "CTT") which carries on the active business as described below, and Voyager IP LLC (a private Delaware company wholly owned by VDH; defined herein as "VIP"), which holds the intellectual property.

CTT is developing the digital Platform which will enable users to buy and sell digital assets (cryptocurrencies) across multiple exchanges in one account. CTT will not be operating an exchange, but will assist users who wish to acquire or trade cryptocurrencies to find the best terms possible for their trade. Users will be provided with the basics of a modern, online medium with the security and simplicity of a crypto wallet. The Platform is being designed to be a single access point to research, manage, trade and secure crypto assets. The cryptocurrency trading Platform will use a patent pending smart order routing and execution management system. The Platform will find the best execution for users using a dynamic router and customized algorithms to scan the market and the multiple cryptocurrency exchanges existing within the global market. Users will be able to open an account with CTT, deposit or store fiat or crypto currency in their account, research, and execute purchases, sales or trades of cryptocurrency.

VIP holds a patent application with the US Patent Office for the development of its Platform. This patent covers the router algorithm and system to execute cryptocurrency trades over various exchanges in a timely manner. The patent also covers partial executions and a cancel-and-replace functionality needed to execute customer transactions, as well as the ability to analyze the depth of market at each exchange, which information is necessary to determine availability of liquidity.

Trends

The level of interest in and trading of cryptocurrencies has diminished materially since December 2017. Similarly, the trading price of most major cryptocurrencies has fallen in the past 14 months. The rate of decline appears to have levelled off; and there still remains an active market for trading in cryptocurrencies, however at a much lesser scale than in the past. Management feels that cryptocurrencies will remain a viable alternative to fiat currency, and that in the longer term, will continue to command a greater percentage of the overall market.

Apart from these and the risk factors noted under the heading "Risk Factors", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations. See "Risk Factors" below.

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

The Company" announced that it will acquiring from Ethos.io Pte Ltd. ("Ethos"), a Singapore-based cryptocurrency service provider, certain of Ethos's assets, including the Ethos Universal Wallet, Ethos Bedrock, certain blockchain technology and related intellectual property (collectively the "Ethos IP"), and an allocation of Ethos tokens.

The acquisition price for the assets will be 5,250,000 common shares of Voyager. Of those shares:

(i) 1,000,000 will be held in escrow for 24 months against any future indemnity claims by the Company; and
(ii) the balance of 4,250,000 shares will be delivered to Ethos.

In conjunction with the acquisition of the assets, up to nine existing Ethos personnel will join Voyager as employees, including the three founders of Ethos (the "Ethos Investors").

Ethos is a cryptocurrency services provider that is building a bridge between the blockchain and existing financial institutions and systems. The Ethos Universal Wallet enables anybody to simply and securely store, track, send and receive their crypto assets for free. The Universal Wallet is decentralized, with consumers creating and owning their own private SmartKeys that secure personal digital vaults. The Universal Wallet is built on Bedrock, a foundation platform that abstracts and makes blockchains more accessible, secure and compliant for both people and financial institutions. In addition, Voyager plans to integrate the Ethos Token into Voyager's products and services. Ethos has built a blockchain team of financial and technology executives. Ethos is headquartered in Singapore with a global presence and community.

Financial Highlights

Three months ended March 31, 2019 compared with three months ended March 31, 2018

For the three months ended March 31, 2019, the Company's net loss was $6,939,923 with basic and diluted loss per share of $0.17. This compares with a net loss of $706,637 with basic and diluted loss per share of $0.03 or the three months ended March 31, 2018. The increase of $6,233,286 in net loss was principally because:

- For the three ended March 31, 2019, transaction cost of $4,768,818 was recorded regarding the Change of Business, which involved the acquisition of VDH.

- For the three ended March 31, 2019, the Company recorded share-based compensation of $566,640 (three months ended March 31, 3018 - $nil) for the issuance of 4,133,000 options under the Company's Stock Option Plan in replacement of stock options in the capital of VDH and 520,000 options to Directors and Officer at an exercise price of US$0.30.

- For the three months ended March 31, 2019 salaries and wages, product development, general and administrative expenses increase mainly due to expenses regarding the Company's acquisition of VDH.

Cash Flow

The Company had cash and cash equivalents of $2,877,485 at March 31, 2019 (June 30, 2018 - $2,267,230). The increase in cash and cash equivalents during the nine months ended March 31, 2019 was primarily due to cash from the Assignment and Restructuring Agreement with VDH.

Cash and cash equivalents used in operating activities was $1,337,019 for the nine months ended March 31, 2019. Operating activities were affected by the increase in accounts receivable and other assets of $2,148,271; in accounts payable and accrued liabilities of $3,062,796; and a decrease in amounts due to related party of $39,691. The Company also recorded a transaction cost of $4,768,818; share-based payments of $ 566,640; depreciation of equipment of $4,596; and foreign exchange of $339,882.

Cash and cash equivalents provided by investing activities was $2,877,715 for the nine months ended March 31, 2019 primarily due cash from the Assignment and Restructuring Agreement with VDH.

Cash and cash equivalents used by financing activities was $1,212,779 for the nine months ended March 31, 2019 primarily due to settlement of subscription receipts with VDH.

Liquidity and Capital Resources

The activities of the Company for the nine months ended March 31, 2019 consisted solely of advancing toward the acquisition of VDH. These activities were financed through the completion of equity offerings.

The Company had $37,748 operating revenues, and therefore must utilize its current cash reserves, funds obtained from the exercise of warrants and other financing transactions to maintain its capacity to meet ongoing operating activities. As of March 31, 2019, the Company had 27,510,000 warrants outstanding that would raise approximately $2,751,000, if exercised in full and 1,423,535 vested stock options that would raise approximately $567,000. There is no assurance any of the options will be exercised, notwithstanding that the Company's common shares have resumed trading on the TSXV.

At March 31, 2019, the Company reported cash and cash equivalents of $2,877,485 (June 30, 2018 - $2,267,230) and a net working capital of $1,430,217 (June 30, 2017 - $381,985). The net cash on hand as at March 31, 2019, is expected to be sufficient to meet the Company's liquidity requirements for several months. However, it is likely the Company will need to raise additional funds to advance VDH's business plan. There is no assurance that equity capital will be available to the Company in the amounts or at the times desired or on terms that are acceptable to the Company, if at all.

Related Party Transactions

Related parties include the Board of Directors and officers of the Company, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the amount established and agreed to by the related parties.

a) Remuneration of directors and key management personnel of the Company was as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019 ($)	2018 ($)	2019 ($)	2018 ($)
Salaries and wages	110,760	26,347	110,760	26,347
Consulting fees	66,456	nil	66,456	nil
Share-based payments	258,785	nil	258,785	nil

b) The Company entered into the following transactions with related parties:

	Three Months Ended March 31,		Nine Months Ended March 31,	
Names	2019 ($)	2018 ($)	2019 ($)	2018 ($)
565423 B.C. Ltd. ("565423 BC") (1)	nil	nil	nil	45,000
Marrelli Support Services Inc. ("Marrelli Support") (2)	15,325	5,096	51,177	5,096
Owen Bird Law Corporation ("Owen Bird") (3)	35,000	27,825	73,203	27,825
Honos Financial LLC ("Honos") (4)	Nil	26,347	Nil	26,347

1) For the three and nine months ended March 31, 2019, the Company expensed $nil (three and nine months ended December 31, 2017 - $nil and $45,000, respectively) to 565423 BC, a company controlled by Gary Monaghan, the former Chief Executive Officer of the Company, for performing management services.

2) For the three and nine months ended March 31, 2019, the Company expensed $15,325, and $51,177, respectively (three and nine months ended March 31, 2018 - $5,096) to Marrelli Support for providing accounting services and services of Vic Hugo as the Chief Financial Officer of the Company. Mr. Hugo is an employee of Marrelli Support. As at March 31, 2019, Marrelli Support was owed $2,883 (June 30, 2018 - $13,649) and this amount was included in due to related parties.

3) For the three and nine months ended March 31, 2019, the Company expensed $35,000 and $73,203, respectively (three and nine months ended March 31, 2018 - $27,825) to Owen Bird for legal services. Jeff Lightfoot, a director of the Company, is a shareholder in the law firm. As at March 31, 2019, Owen Bird was owed $35,000 (June 30, 2017 - $63,925) and this amount was included in due to related parties.

4) For the three and nine months ended March 31, 2019, the Company expensed $nil (three and nine months ended March 31, 2018 - $26,347) to Honos, a company controlled by Stephen Ehrlich, the Chief Executive Officer of the Company, for consulting services

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim financial statements; and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

- a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the unaudited condensed interim financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section titled "Risk Factors" in the Company's Annual MD&A for the fiscal year ended June 30, 2018, and to the section titled "Risk Factors" in the Company's Filing Statement dated January 16, 2019, both available on SEDAR at **www.sedar.com**.

Subsequent Events

1) Subsequent to March 31, 2019, 18,337,690 warrants with an exercise price of $0.10 were exercised and the balance of 9,172,947 warrants expired, unexercised.

2) The Company issued 80,000 options to an employee at an exercise price of $0.42. These options expire in 10 years and vest over 36 months.

3) The Company issued 1,380,000 options to employees at an exercise price of $0.45. These options expire in 10 years, and vest over 48 months as to: 287,500 upon the date of grant; 57,500 after 1 year; 585,000 after 2 years; 275,500 after three years, and 172,500 after 4 years.

SCHEDULE "D"

**AUDITED FINANCIAL STATEMENTS OF THE ISSUER
FOR THE FISCAL YEARS ENDING JUNE 30, 2018 AND 2017**

[inserted as pages following]

UC RESOURCES LTD.

CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2018 AND 2017

(EXPRESSED IN CANADIAN DOLLARS)

MORGAN
& COMPANY LLP
CHARTERED PROFESSIONAL
ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
UC Resources Ltd.

Report on the financial statements

We have audited the accompanying consolidated financial statements of UC Resources Ltd., which comprise the consolidated statements of financial position as at June 30, 2018 and 2017, and the consolidated statements of loss and comprehensive loss, cash flows, and changes in equity / (deficiency) for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated 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 consolidated 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 consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of UC Resources Ltd. as at June 30, 2018 and 2017, 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 our opinion, we draw attention to Note 1 in the consolidated financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Vancouver, Canada — "*Morgan & Company LLP*"

October 31, 2018 — Chartered Professional Accountants

UC Resources Ltd.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	As at June 30, 2018	As at June 30, 2017
ASSETS		
Current assets		
Cash and cash equivalents	**$ 2,267,230**	$ 7,050
Accounts receivable (note 5)	**39,828**	33,606
Total assets	**$ 2,307,058**	$ 40,656
LIABILITIES AND EQUITY / (DEFICIENCY)		
Current liabilities		
Accounts payable and accrued liabilities (note 7)	**$ 23,508**	$ 66,015
Due to a related parties	**77,574**	300,125
Advances payable (note 8)	**611,212**	377,462
Subscription receipts payable (notes 9 and 15)	**1,212,779**	-
Total liabilities	**1,925,073**	743,602
Equity / (Deficiency)		
Share capital (note 10)	**35,210,321**	33,935,321
Reserves	**5,781,521**	5,769,021
Deficit	**(40,609,857)**	(40,407,288)
Total equity / (deficiency)	**381,985**	(702,946)
Total liabilities and equity / (deficiency)	**$ 2,307,058**	$ 40,656

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

Nature of operations and going concern (note 1)

Approved on behalf of the Board:

(Signed) "Stephen Ehrlich" Director

(Signed) "Jeff Lightfoot" Director

UC Resources Ltd.

Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

		Year Ended June 30, 2018		Year Ended June 30, 2017
Operating expenses				
Consulting fees (note 13)	$	**282,131**	$	-
General and administrative		**168,904**		4,687
Management fees (note 13)		**50,000**		90,000
Product development		**47,738**		-
Professional fees (note 13)		**430,388**		63,591
Regulatory and transfer agent fees		**33,091**		21,086
Salaries and benefits (note 13)		**478,988**		-
Travel and entertainment		**19,962**		1,969
Loss before other income (expenses)		**(1,511,202)**		(181,333)
Foreign exchange gain		**79,779**		-
Depreciation		**(2,340)**		-
Write off of payables		**15,694**		-
Gain on sale of subsidiary (note 15)		**1,215,500**		-
Total loss and comprehensive loss for the year	**$**	**(202,569)**	$	(181,333)
Basic and diluted net loss per share (note 12)	**$**	**(0.01)**	$	(0.07)
Weighted average number of common shares outstanding		**15,328,611**		2,440,364

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

UC Resources Ltd.

Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year Ended June 30, 2018	Year Ended June 30, 2017
Operating activities		
Net loss for the year	**$ (202,569)**	$ (181,333)
Adjustments for:		
Depreciation	**2,340**	-
Foreign exchange	**280**	-
Gain on sale of subsidiary	**(1,215,500)**	-
Write off of payables	**(15,694)**	-
Changes in non-cash working capital items:		
Accounts receivable and other assets	**(45,722)**	(8,719)
Prepaid expenses	**(191,486)**	50
Accounts payable and other liabilities	**27,314**	(156,598)
Due to related parties	**(222,551)**	(30,258)
Net cash used in operating activities	**(1,863,588)**	(376,858)
Investing activities		
Acquisition of equipment	**(39,578)**	-
Investment in subsidiary	**(1,068,933)**	-
Net cash used in investing activities	**(1,108,511)**	-
Financing activities		
Issue of common shares	**1,297,500**	-
Transaction costs	**(10,000)**	-
Advances payable	**3,944,779**	377,462
Net cash provided by financing activities	**5,232,279**	377,462
Net change in cash and cash equivalents	**2,260,180**	604
Cash and cash equivalents, beginning of year	**7,050**	6,446
Cash and cash equivalents, end of year	**$ 2,267,230**	$ 7,050

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

UC Resources Ltd.

Consolidated Statements of Changes in Equity / (Deficiency)
(Expressed in Canadian Dollars)

	Share capital	Reserves: Share-based payments reserve	Reserves: Warrants reserve	Reserves: Total reserves	Deficit	Total Equity (Deficiency)
Balance, June 30, 2016	**$ 33,935,321**	**$ 4,075,320**	**$ 1,693,701**	**$ 5,769,021**	**$ (40,225,955)**	**$ (521,613)**
Net loss for the year	-	-	-	-	(181,333)	(181,333)
Balance, June 30, 2017	**$ 33,935,321**	**$ 4,075,320**	**$ 1,693,701**	**$ 5,769,021**	**$ (40,407,288)**	**$ (702,946)**
Private placement (net) (note 10)	1,275,000	-	12,500	12,500	-	1,287,500
Net loss for the year	-	-	-	-	(202,569)	(202,569)
Balance, June 30, 2018	**$ 35,210,321**	**$ 4,075,320**	**$ 1,706,201**	**$ 5,781,521**	**$ (40,609,857)**	**$ 381,985**

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

1. Nature of operations and going concern

UC Resources Ltd. (the "Company") was an exploration stage company engaged principally in the acquisition, exploration and development of resource properties in Canada. The Company is undergoing a change of business, which will involve the business of developing and commercializing of a digital platform focused on enabling users to buy and sell digital assets (cryptocurrencies) across multiple exchanges in one account.

The address of the Company's corporate office and principal place of business is 609 Granville Street, Suite 1588, Vancouver, British Columbia, Canada

In July 2017, the Company consolidated its share capital on a 10 for 1 basis. All share and per share amounts have been retroactively restated to reflect the consolidation.

These consolidated financial statements have been prepared on a going concern basis, which presumes realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. Accordingly they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those presented in these consolidated financial statements.

The Company does not generate revenue from operations. The Company incurred net losses in previous periods, with a current net loss of $202,569 for the year ended June 30, 2018 (year ended June 30, 2017 - a net loss of $181,333) and had an accumulated deficit of $40,609,857 as at June 30, 2018 (June 30, 2017 - $40,407,288). The Company had working capital of $381,985 at June 30, 2018 (June 30, 2017 working capital deficiency of $702,946). For the year ended June 30, 2018, the Company had total cash inflow of $2,260,180 (year ended June 30, 2017 - cash inflows of $604).

2. Significant accounting policies

Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The policies applied in these consolidated financial statements are based on IFRS's issued and outstanding as of October 31, 2018, the date the Board of Directors approved the statements.

Basis of preparation

These consolidated financial statements have been prepared on a historical cost basis. These consolidated financial statements have also been prepared using the accrual basis of accounting, except for cash flow information. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included.

Functional currency

The presentation currency and the functional currency of the Company is the Canadian dollar.

2. Significant accounting policies (continued)

Significant accounting judgments and estimates

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

Significant assumptions about the future and other sources of judgments and estimates that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical Judgments

- Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

  In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

Estimates

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates based on assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from management's best estimates, as additional information becomes available. The most sensitive estimates affecting the financial statements were the determination of the existence of contingent assets and liabilities, the valuation of share-based compensation and the valuation of deferred income tax assets.

Areas where estimates are significant to the financial statements were as follows:
- the estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty;
- the inputs used in accounting for warrants in the consolidated statement of financial position;
- the valuation of deferred income tax assets.

2. Significant accounting policies (continued)

Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries are aligned with the policies adopted by the Company. The Company owned the following subsidiary, CryptoTrading Holdings, Inc. ("CTH"), which was incorporated on January 12, 2018 in Delaware (USA).

Transactions eliminated upon consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

On May 30, 2018, the Company entered into a share purchase agreement whereby it sold 100% of the issued and outstanding shares of CTH to a company with a common director (Note 15). These consolidated financial statements include the accounts of CTH to the date of disposition.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and highly liquid short-term interest bearing securities with terms at the date of purchase of three months or less.

Equipment

Equipment is recorded at historical cost less accumulated depreciation. Historical costs include expenditures that are directly attributable to bringing the asset to a location and condition necessary to operate in a manner intended by management. Such costs are accumulated as construction in progress until the asset is available for use, at which point the asset is classified as equipment.

Amortization for equipment is recognized using the declining balance method at the following annual rates:

Asset	Estimated useful life / Asset depreciation method
Computer equipment	3 years straight line

The assets' residual values, useful lives and methods of depreciation are reviewed at each fiscal year end and adjusted prospectively, if appropriate. Depreciation is recognized in profit or loss.

An item of equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss when the asset is derecognized.

Loss per share

Under this method, the weighted average number of common shares used to calculate the dilutive effect on earnings assumes that the proceeds that could be obtained upon exercise of options, warrants and similar instruments would be used to purchase common shares at the average market price during the period. In periods where a net loss is incurred, basic and diluted loss per share is the same as the effect of outstanding stock options and warrants would be anti-dilutive.

2. Significant accounting policies (continued)

Share capital

- Share consideration and share based payments - Warrants, stock options and other equity instruments issued as purchase consideration in non-cash transactions are recorded at fair value determined by management using the Black-Scholes option pricing model. Proceeds from unit placements are allocated between shares and warrants issued using the residual method.

  All share-based awards made to employees and non-employees are measured and recognized using the Black-Scholes option pricing model. For employees, the fair value of the options is measured at the date of the grant. For non-employees, the fair value of the options is measured on the earlier of the date at which the counterparty performance is complete or the date the performance commitment is reached or the date at which the equity instruments are granted if they are fully vested and nonforfeitable.

  Stock options that vest over time are recorded over the vesting period using the graded vesting method. At each financial reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Share based compensation is recognized as an expense with a corresponding increase in reserves. In situations where equity instruments are issued to non-employees and some or all the goods or services received by the Company as consideration that cannot be specifically identified and/or reliably measured, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received. If and when the stock options are ultimately exercised, the applicable amounts of reserves are transferred to share capital.

- Share issuance costs - Costs directly identifiable with the raising of share capital financing are charged against share capital. Share issuance costs incurred in advance of share subscriptions are recorded as non-current deferred assets. Share issuance costs related to uncompleted share subscriptions are charged to operations.

Comprehensive income

Comprehensive income is the change in shareholders' equity during a period from transactions and other events and circumstances from non-owner sources. The Company had no other comprehensive income or loss transactions during the years ended June 30, 2018 and 2017 and as a result comprehensive loss was equal to net loss.

Assessing going concern

When management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern, those uncertainties should be disclosed. The Company has performed such an assessment and has concluded that it is appropriate to present these financial statements using the going concern assumption.

Deferred income taxes

The Company uses the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax assets also result from unused loss carry forwards, resource related pools and other deductions. 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 reduces to the extent that it is no longer probable that the related tax benefit will be realized.

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)

New accounting policies adopted

IFRS 9 - Financial Instruments ("IFRS 9")

On July 24, 2014, the IASB issued the completed IFRS 9, Financial Instruments (IFRS 9 (2014) to come into effect on January 1, 2018 with early adoption permitted.

IFRS 9 (2014) includes finalized guidance on the classification and measurement of financial assets. Under IFRS 9, financial assets are classified and measured either at amortized cost, fair value through other comprehensive income (“FVOCI”) or fair value through profit or loss (“FVTPL”) based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 largely retains the existing requirements in IAS 39 Financial Instruments: recognition and measurement, for the classification and measurement of financial liabilities.

The Company adopted IFRS 9 in its consolidated financial statements on July 1, 2017. Due to the nature of its financial instruments, the adoption of IFRS 9 had no impact on the opening accumulated deficit balance on July 1, 2017. The impact on the classification and measurement of its financial instruments is set out below.

All financial assets not classified at amortized cost or FVOCI are measured at FVTPL. On initial recognition, the Company can irrevocably designate a financial asset at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss;
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

All financial instruments are initially recognized at fair value on the consolidated statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in the consolidated statement of loss and comprehensive loss for the year. Financial assets classified at amortized cost and financial liabilities are measured at amortized cost using the effective interest method.

The following table summarizes the classification and measurement changes under IFRS 9 for each financial instrument:

Classification	IAS 39	IFRS 9
Cash and cash equivalents	Fair value through profit and loss ("FVTPL")	Amortized cost
Accounts receivable	Loans and receivables (amortized cost)	Amortized cost
Other receivables	Loans and receivables (amortized cost)	Amortized cost
Investments	Loans and receivables (amortized cost)	FVOCI
Accounts payable and accrued liabilities	Other financial liabilities (amortized cost)	Amortized cost
Due to related parties	Other financial liabilities (amortized cost)	Amortized cost
Advances payable	Other financial liabilities (amortized cost)	Amortized cost
Subscription receipts payable	Other financial liabilities (amortized cost)	Amortized cost

The original carrying value of the Company’s financial instruments under IAS 39 has not changed under IFRS 9.

2. Significant accounting policies (continued)

New standards not yet adopted and interpretations issued but not yet effective

IFRS 16 - Leases ("IFRS 16") was issued on January 13, 2016 to require lessees to recognize assets and liabilities for most leases. For lessors, there is little change to the existing accounting in IAS17 Leases. The IAS issued its standard as part of a joint project with the Financial Accounting Standards Board ("FASB"). The FASB has not yet issued its new standard, but it is also expected to require lessees to recognize most leases on their statement of financial position. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. The Company is currently assessing the impact of this pronouncement.

3. Capital risk management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities; and
- to maximize shareholder return through enhancing the share value.

The Company relies mainly on equity issuances and long-term loans to raise new capital. In the management of capital, the Company includes the components of shareholders' equity as well as cash.

The capital structure of the Company currently consists of equity which at June 30, 2018 totaled $381,985 (June 30, 2017 - deficit of $702,946). The Company prepares annual estimates of expenditures and monitors actual expenditures compared to the estimates to ensure that there is sufficient capital on hand to meet ongoing obligations.

The Company's investment policy is to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated without interest or penalty. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations.

There were no changes to the Company's approach to capital management during the year, and the Company is not subject to externally imposed capital requirements.

4. Financial instruments and risk management

Financial instruments

The Company classifies all financial instruments as fair value through profit or loss ("FVTPL"), loans and receivables, available-for-sale investments, or other financial liabilities. The classification depends on the purpose for which the assets were acquired. Management determines the classification of financial assets and liabilities at initial recognition.

4. Financial instruments and risk management (continued)

Financial instruments (continued)

FVTPL
A financial asset is classified in this category if it is acquired principally for the purpose of selling in the short term. Although the Company does not acquire derivatives, if it were to, the derivatives would be categorized as FVTPL. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statements of loss and comprehensive loss.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in active markets. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Available-for-sale
Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any other categories. They are included in non-current assets unless management intends to dispose of the asset within 12 months of the statement of financial position date. The Company does not have any assets classified as available-for-sale investments.

Impairment of financial assets
At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that even has an impact on the estimate future cash flows of the financial asset or the group of financial assets

Other financial liabilities
Other financial liabilities are initially measured at fair value, net of any transaction costs directly attributable to the instrument, and are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date. Financial liabilities are comprised of accounts payables and accrued liabilities, due to related parties, and advances payable.

Risk management

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. Cash is designated as fair-value-through-profit-or-loss and measured at fair value. Accounts payable and accrued liabilities, due to related parties, and advances payable are designated as other financial liabilities and measured at amortized cost.

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgement is required to develop certain of these estimates. The estimated fair value amounts can be materially affected by the use of different assumptions or methodologies.

Cash is recorded at fair value and the Company's other financial instruments are recorded at amortized cost, which approximate fair value due to their short-term nature.

(Expressed in Canadian Dollars)

4. Financial instruments and risk management (continued)

Risk management (continued)

The following table sets for the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy at June 30, 2018:

	Level	FVTPL	Loans and receivables amortized cost	Total carrying value	Fair value / amortized cost
Financial assets					
Cash	1	$ 2,267,230	$ -	$ 2,267,230	$ 2,267,230
		$ 2,267,230	$ -	$ 2,267,230	$ 2,267,230
Financial liabilities					
Accounts payable and accrued liabilities	2	$ -	$ 23,508	$ 23,508	$ 23,508
Due to related parties	2	-	77,574	77,574	77,574
Advances payable	2	-	611,212	611,212	611,212
Advances payable	2	-	1,212,779	611,212	611,212
		$ -	$ 1,925,073	$ 1,323,506	$ 1,323,506

The following table sets for the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy at June 30, 2017:

	Level	FVTPL	Loans and receivables amortized cost	Total carrying value	Fair value / amortized cost
Financial assets					
Cash	1	$ 7,050	$ -	$ 7,050	$ 7,050
		$ 7,050	$ -	$ 7,050	$ 7,050
Financial liabilities					
Accounts payable and accrued liabilities	2	$ -	$ 66,015	$ 66,015	$ 66,015
Due to related parties	2	-	300,125	300,125	300,125
Advances payable	2	-	377,462	377,462	377,462
		$ -	$ 743,602	$ 743,602	$ 743,602

There have been no transfers between levels 1 and 2, or transfers in or out of level 3 for the years ended years ended June 30, 2018 and 2017.

The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk and interest rate risk. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies as set out herein.

Currency risk
Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuation.

(Expressed in Canadian Dollars)

4. Financial instruments and risk management (continued)

Risk management (continued)

Credit risk
Credit risk is the risk that one party to a financial instrument will fail to fulfil an obligation and causes the other party to incur a financial loss. The Company's credit risk consists primarily of cash and cash equivalents and short-term investments. The credit risk is minimized by placing cash and cash equivalents and investing short term investments with major Canadian financial institutions. Management believes that the credit risk concentration with respect to its bank deposits is remote since all cash is held with financial institutions of reputable credit. The Company does not invest in asset–backed commercial papers.

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 sufficient cash to meet its obligations and liquidity risk is therefore considered minimal.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of the cash and cash equivalents is limited because they are generally held to maturity. The Company's current policy is to invest excess cash to investment-grade short-term deposit certificates issued by its banking institutions. Interest rate risk is not significant to the Company as it has no cash equivalents at year end. As at June 30, 2018, with other variables unchanged, a 1% change in the variable interest rates would not have had a significant impact on the loss of the Company.

5. Accounts receivable

	As at June 30, 2018	As at June 30, 2017
GST recoverable	**$ 39,828**	$ 33,606
Total	**$ 39,828**	$ 33,606

6. Equipment

Cost	**Computer equipment**	**Total**
Balance, June 30, 2017	$ -	$ -
Additions	39,578	39,578
Sale of subsidiary (note 15)	(39,578)	(39,578)
Balance, June 30, 2018	$ -	$ -

Accumulated Depreciation	**Computer equipment**	**Total**
Balance, June 30, 2017	$ -	$ -
Depreciation for the year	2,340	2,340
Sale of subsidiary (note 15)	(2,340)	(2,340)
Balance, June 30, 2018	$ -	$ -

Carrying Value	**Computer equipment**	**Total**
Balance, June 30, 2018 and 2017	$ -	$ -

(Expressed in Canadian Dollars)

7. Accounts payable and accrued liabilities

		As at June 30, 2018		As at June 30, 2017
Trade payables	**$**	**1,708**	$	54,640
Accrued liabilities		**21,800**		11,375
Total	**$**	**23,508**	$	66,015

8. Advances payable

		As at June 30, 2018		As at June 30, 2017
Due to non-related individual	**$**	**-**	$	35,000
Due to non-related company		**611,212**		342,462
Total	**$**	**611,212**	$	377,462

Advances payable due to a nonrelated individual and a nonrelated company are unsecured, bear no interest, and have no fixed terms of repayment.

9. Subscription receipt payable

During the year ended June 30, 2018, the Company entered into 12,236,683 subscription receipts with investors at US$0.30 per receipt for gross proceeds of US$3,671,005. The subscription proceeds were to be used to make loans to CTH to develop its business.

Purchasers of each subscription receipt were entitled to automatically receive either: i) one common share of the Company in the event that a change of business was approved by the TSX-V or ii) a pro-rata share of the loans and any subscription proceeds still held by the Company in the event that a change of business is not approved.

In order to facilitate a change of business, the Company entered into an Assignment and Restructuring Agreement with CTH and transferred all of its rights, title and interest in the subscription receipts to CTH on May 30, 2018 prior to the sale of CTH to a company with a common director (note 15). As at June 30, 2018, $1,212,779 (US$921,005) was due to CTH related to cash from assigned subscription receipts that had not yet been transferred. Subsequent to the year ended June 30, 2018 the Company transferred the funds to CTH.

10. Share capital

a) Authorized share capital

The authorized share capital consisted of unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

(Expressed in Canadian Dollars)

10. Share capital (continued)

b) Common shares issued

	Number of common shares	Amount
Balance, June 30, 2016, and June 30, 2017	2,440,364	$ 33,935,321
Private placement (i)	25,950,000	1,297,500
Finders units issued	1,560,000	-
Fair value of finders warrants issued (i)	-	(12,500)
Cost of issuance - cash	-	(10,000)
Balance, June 30, 2018	29,950,364	$ 35,210,321

(i) On January 10, 2018 the Company completed a non-brokered private placement for 25,950,000 units ("Units") at a price of $0.05 per Unit, for gross process of $1,297,500. Each Unit is comprised of one common share of the Company and one common share purchase warrant (a "Warrant"), with each warrant entitling the holder to subscribe for one additional common share at a price of $0.10 per Common Share for a period of 12 months from the date of issuance.

In connection with the Offering, the Company paid finders' fees in the amount of 1,560,000 Units, with such units being issued on the same terms as the Offering Units.

A value of $12,500 was estimated for the 1,560,000 finders Warrants on the date of grant by using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; share price of $0.05; expected volatility of 100%; risk-free interest rate of 1.71%; and an expected average life of 12 months.

11. Warrants

	Number of warrants	Amount
Balance, June 30, 2016, and June 30, 2017	-	$ -
Issued	27,510,000	12,500
Balance, June 30, 2018	27,510,000	$ 12,500

The following table reflects the actual warrants issued as of June 30, 2018:

Number of warrants outstanding	Grant date fair value ($)	Exercise price ($)	Expiry date
25,950,000	-	0.10	January 10, 2019
1,560,000	12,500	0.10	January 10, 2019
27,510,000	12,500	0.10	

12. Loss per share

For the year ended June 30, 2018, basic and diluted loss per share has been calculated based on the loss attributable to common shareholders of $202,569 (year ended June 30, 2017 - $181,333) and the weighted average number of common shares outstanding of 15,328,611 (year ended June 30, 2017 - 2,440,364). Diluted loss per share did not include the effect of stock options and warrants as they are anti-dilutive.

(Expressed in Canadian Dollars)

13. Related party transaction

All related party transactions were measured at the amount of consideration established and agreed to by the related parties. All amounts due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

(a) Remuneration of directors and key management personnel of the Company was as follows:

	Year Ended June 30, 2018	2017
Salaries and wages	**$ 79,563**	$ -

Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the year ended June 30, 2018 and 2017.

(b) The Company entered into the following transactions with related parties:

		Year Ended June 30, 2018	2017
565423 B.C. Ltd. ("565423 BC")	(i)	**$ 50,000**	$ 90,000
Marrelli Support Services Inc. ("Marrelli Support")	(ii)	**25,391**	-
Owen Bird Law Corporation ("Owen Bird")	(iii)	**63,925**	-
Honos Financial LLC ("Honos")	(iv)	**26,520**	-

(i) For the year ended June 30, 2018, the Company expensed $50,000 (year ended June 30, 2017 - $90,000) to 565423 BC, a company controlled by the former Chief Executive Officer of the Company, for performing management services. As at June 30, 2018, 565423 BC was owed $nil (June 30, 2017 - $300,125) and this amount was included in due to related parties.

(ii) For the year ended June 30, 2018, the Company expensed $25,391 (year ended June 30, 2017 - $nil) to Marrelli Support for providing accounting services and the services of the Chief Financial Officer of the Company. The Chief Financial Officer is an employee of Marrelli Support. As at June 30, 2018, Marrelli Support was owed $13,649 (June 30, 2017 - $nil) and this amount was included in due to related parties.

(iii) For the year ended June 30, 2018, the Company expensed $63,925 (year ended June 30, 2017 -$nil) to Owen Bird for legal services. A director of the Company is a shareholder in the law firm. As at June 30, 2018, Owen Bird was owed $63,925 (June 30, 2017 - $nil) and this amount was included in due to related parties.

(iv) For the year ended June 30, 2018, the Company expensed $26,520 (year ended June 30, 2017 - $nil) to Honos, a company controlled by the Chief Executive Officer of the Company for consulting services

(Expressed in Canadian Dollars)

13. Related party transaction (continued)

(c) Other transactions

Directors and officers of the Company subscribed to 5,448,529 units, or approximately 18.2%, of the January 10, 2018 non-brokered private placement at $0.05 per unit.

During the year ended June 30, 2018, CTH entered into an agreement with a company controlled by a director to acquire 100% of all issued and outstanding Membership Interest of Glacier Point Capital LLC ("Glacier"), a California limited liability company and a duly registered Broker Dealer under the Securities Exchange Act of 1934, and licensed by the Financial Industry Regulatory Authority, Inc. (“FINRA”). As at the date of the sale of CTH the acquisition had not yet been completed and $191,486 had been advanced to the company controlled by a director in connection with the acquisition.

14. Income taxation

The components of the Company’s deferred income tax assets and (liabilities) are as follows:

	2018	2017
Deferred income tax assets and liabilities:		
Non-capital loss carry forwards and other	**$ 1,332,000**	$ 887,000
Capital loss carry forwards	**2,397,000**	71,000
Resource deductions	**1,343,000**	1,294,000
Plant and equipment	**-**	19,000
	5,072,000	2,271,000
Unrecognized deferred tax assets	**(5,072,000)**	(2,271,000)
	$ -	$ -

The Company has Canadian non-capital loss carryforwards attributable to continuing operations of approximately $4,923,000 which can be applied to reduce future taxable income in Canada, expiring as follows:

2030	$ 399,000
2031	1,000,000
2033	835,000
2034	552,000
2035	375,000
2036	131,000
2037	181,000
2038	1,450,000

(Expressed in Canadian Dollars)

14. Income taxation (continued)

The actual income tax provision differs from the expected amounts calculated by applying the combined statutory federal and provincial corporate income tax rate to the Company's loss before income taxes. The components of these differences are as follows:

		2018		2017
Loss from continuing operations before income taxes 4	**$**	**(202,569)**	$	(181,333)
Combined statutory income tax rate		**27 %**		26 %
Expected tax (recovery)		**(54,000)**		(47,000)
Increase (decrease) resulting from:				
Non-deductible permanent differences		**(330,000)**		-
Effect of rate change		**(95,000)**		-
Financing fees charged to equity		**(3,000)**		47,000
Change in deferred tax assets not recognized		**482,000**		-
	$	**-**	$	-

The Company has cumulative Canadian exploration and development expenses in the amount of approximately $4,975,000, which can be carried forward indefinitely. No benefit has been recognized in respect of these amounts.

15. Disposition of a subsidiary

On May 30, 2018, in connection with an Assignment and Restructuring Agreement between the Company and CTH, the Company entered into a share purchase agreement with a company with a common director. Under the terms of the agreement, the Company sold all of its issued and outstanding shares of CTH in exchange for US$100. Accordingly, at May 31, 2018, the Company derecognized the assets and liabilities of CTH from the consolidated statements of financial position and recognized a corresponding gain associated with the sale, as follows:

Cash	$	1,068,933
Advances		191,486
Accounts receivable		39,500
Fixed assets		37,158
Accounts payable		(54,127)
Advances		(2,498,450)
Gain on sale of subsidiary	**$**	**(1,215,500)**

On June 4, 2018, the Company then entered into a share purchase agreement with the related company whereby, contingent upon approval by the TSXV, of a change of business, the Company will re-acquire all of the issued and outstanding shares of CTH from the related company, for consideration of US$100. The Company will assume all of the obligations to issue shares to the holders of the assigned subscription receipts (note 8) and will wholly own all of the shares of CTH, and the holders of the subscription receipts will hold shares of UC Resources.

(Expressed in Canadian Dollars)

16. Segmented information

The Company conducts its business as a single operating segment being the USA. The Company maintains an office in Vancouver, Canada.

The following table summarizes the total assets and liabilities by geographic segment as at:

June 30, 2018	**USA**	**Canada**	**Total**
Cash and cash equivalents	$ -	$ 2,267,230	$ 2,267,230
Other current assets	-	39,828	39,828
Total assets	**$ -**	**$ 2,307,058**	**$ 2,307,058**
Accounts payable and accrued liabilities	$ -	$ 23,508	$ 23,508
Amount due to a related parties	-	77,574	77,574
Other current liabilities	-	1,823,991	1,823,991
Total liabilities	**$ -**	**$ 1,925,073**	**$ 1,925,073**

June 30, 2017	**USA**	**Canada**	**Total**
Cash and cash equivalents	$ -	$ 7,050	$ 7,050
Other current assets	-	33,606	33,606
Total assets	$ -	$ 40,656	$ 40,656
Accounts payable and accrued liabilities	$ -	$ 66,015	$ 66,015
Amount due to a related company	-	300,125	300,125
Other current liabilities	-	377,462	377,462
Total liabilities	$ -	$ 743,602	$ 743,602

The following table summarizes the loss by geographic segment:

Year ended June 30, 2018	**USA**	**Canada**	**Total**
Operating expenses	$ 1,326,805	$ 184,397	$ 1,511,202
Net loss for the year	-	202,569	202,569

Year ended June 30, 2017	**USA**	**Canada**	**Total**
Operating expense	$ -	$ 181,333	$ 181,333
Net loss for the year	-	181,333	181,333

SCHEDULE "E"

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF THE AUDITED FINANCIAL STATEMENTS OF THE ISSUER
FOR THE YEAR ENDING JUNE 30, 2018

[inserted as pages following]

UC RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JUNE 30, 2018

Introduction

The following Management's Discussion & Analysis ("MD&A") of the financial condition and results of the operations of UC Resources Ltd. (the "Company" or "UC Resources") constitutes management's review of the factors that affected the Company's financial and operating performance for the fiscal year ended June 30, 2018.

This MD&A has been prepared in compliance with the requirements of Form 51-102F1, in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the fiscal years ended June 30, 2018 and June 30, 2017, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the year ended June 30, 2018 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at October 31, 2018 unless otherwise indicated.

The consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of UC Resources' common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Forward-looking statements	Assumptions	Risk factors
The Company proposes a new business ("Proposed Transaction") in the development of a cryptocurrency trading platform	The Company expects approval from the Exchange on the Proposed Transaction	The Exchange may refuse to accept the Proposed Transaction; the Company fails to meet the minimum listing requirements prescribed by the Exchange upon completion of the Proposed Transactions, or the consideration proposed to be paid by the Company in connection with the Acquisition is objectionable to the Exchange.
The Company's cash balance at June 30, 2018, is sufficient to fund its consolidated operating expenses at current levels. At the date hereof, the Company's consolidated cash balance has diminished as a result of normal business operations and management is attempting to defer payments, to the extent practical.	The development and operating activities of the Company for the twelve-month period ending June 30, 2019, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to UC Resources	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; government regulation, cryptocurrency price fluctuations; interest rate and exchange rate fluctuations; changes in economic conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond UC Resources' ability to predict or control. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Readers should refer to those risk factors referenced in the "Risks and Uncertainties" section below.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause US Resources' actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated in the Province of British Columbia on June 25, 1993 under the BCBCA. The Company is listed on the NEX branch of the Exchange under the symbol UC.H. Trading of the Company's Shares is currently halted pending closing of the Company's acquisition of CryptoTrading Holdings Inc. ("CTH").

The address of the Company's corporate office and principal place of business is 609 Granville Street, Suite 1588, Vancouver, British Columbia, Canada.

Outlook and Overall Performance

The Company has no revenues, so its ability to ensure continuing operations is dependent on it seeking to change its business focus to become involved in the cryptocurrency sector. See "Description of the New Business" below.

At June 30, 2018, the Company had a net working capital of $381,985 (June 30, 2017 – working capital deficit of $702,946). The Company had cash and cash equivalents of $2,267,230 (June 30, 2017 - $7,050). Working capital and cash and cash equivalents increased during the year ended June 30, 2018 due to proceeds from the private placements and the settlement of accounts payable and accrued liabilities for a discounted amount.

The Company has sufficient capital to meet its ongoing operating expenses and continue to meet its obligations on its current project for the 12-month period ending June 30, 2019. Management may increase or decrease budgeted expenditures depending on closing its acquisition of CTH and completing CTH's business plan. See "Liquidity and Financial Position" below.

Corporate

New Management

Stephen Ehrlich has been appointed to the board of directors (the "Board") and as Chief Executive Officer of the Company. Stephen Ehrlich is currently Chief Executive Officer of CryptoTrading Technologies, Inc., and brings to the Company more than 20 years of experience in the financial services industry.

Jeff Lightfoot has been appointed to the Company's Board. Mr. Lightfoot is a Vancouver based securities lawyer with the firm Owen Bird Law Corporation. He has practiced securities law for 30 years, and has served as a director on numerous boards of public companies.

Mark Roseborough and Adrian Wade have resigned from the Board.

Private Placement

In January 2018 the Company completed a non-brokered private placement of 25,950,000 units ("Units") at a price of $0.05 per Unit, for gross process of $1,297,500 (the "January PP"). Each Unit is comprised of one common share of the Company and one common share purchase warrant (a "Warrant"), with each warrant entitling the holder to subscribe for one additional common share at a price of $0.10 per common share for a period of 12 months from the date of issuance.

In connection with the Offering, the Company paid finders' fees in the amount of 1,560,000 Units, with such Units being issued on the same terms as those sold under the private placement.

The funds have been used to pay certain debts of the Company, to pay the costs associated with the proposed acquisition of CTH, and for general working capital purposes.

Business Development

Following completion of the January PP, the Company incorporated CryptoTrading Technologies, Inc. (now known as CryptoTrading Holdings Inc.; a private US company); and certain participants to the January PP contributed the intellectual property underlying the business of CTH, being the development of a cryptocurrency trading platform using a proprietary execution and routing system.

The Company then initiated a private placement to sell subscription receipts, at US$0.30 per receipt, and loaning the proceeds therefrom to CTH. Upon being advised by the TSX Venture Exchange (the "TSXV") that it would not approve such private placement, and that the placement should be undertaken by CTH instead of the Company, the Company ceased selling subscription receipts and assigned all of the subscriptions and funds to CTH. Concurrent with this, the Company disposed of all of its shares of CTH to a on May 30, 2018.

Accordingly, at May 31, 2018, the Company derecognized the assets and liabilities of CTH from the consolidated statements of financial position and recognized a corresponding gain associated with the sale, as follows:

Cash	$1,068,933
Advances	191,486
Accounts receivable	39,500
Fixed assets	37,158
Accounts payable	(54,127)
Advances	(2,498,450)
Gain on sale of subsidiary	**$1,215,500**

On June 4, 2018, the Company entered into a share purchase agreement with VHI and CTH, whereby upon approval by the TSXV, the Company will re-acquire all of the issued and outstanding shares of CTH from VHI, in consideration of (i) $100, and (ii) the Company assuming all of the obligations to issue shares to the holders of the subscription receipts issued by CTH; such that on closing the Company will wholly own all of the shares of CTH, and the holders of the subscription receipts will hold shares of UC Resources.

As of the date of this MD&A, CTH has completed the distribution of (i) 12,236,683 subscription receipts at US$0.30 per subscription receipt for gross proceeds of US$3,671,005; (ii) 562,500 subscription receipts at US$0.40 per subscription receipt for gross proceeds of US$225,000; and (iii) 5,185,565 subscription receipts at US$0.60 per subscription receipt for gross proceeds of US$3,111,340; for an aggregate of 17,984,748 subscription receipts for gross proceeds of US$7,007,345.

As at June 30, 2018, $1,212,779 was due to CTH related to cash from assigned subscription receipts not yet transferred and was included in Advances. Subsequent to the year ended June 30, 2018 all funds were transferred.

Description of the New Business

CryptoTrading Holdings, Inc. ("CTH") has two subsidiaries, CryptoTrading Technologies, Inc. (a private Delaware company wholly owned by CTH; defined herein as "CTT") which carries on the active business as described below, and CryptoTrading IP LLC (a private Delaware company wholly owned by CTH; defined herein as "CTIP"), which holds the intellectual property.

CTT is developing a digital platform which will enable users to buy and sell digital assets (cryptocurrencies) across multiple exchanges (being centralized or decentralized marketplaces that unite and match buyers and sellers of cryptocurrencies) in one account. Users will be provided with the basics of a modern, online medium with the security and simplicity of a crypto wallet. The platform is being designed to be a single access point to research, manage, trade and secure crypto assets. The cryptocurrency trading platform will use a patent pending smart order routing and execution management system. The platform will find the best execution for users using a dynamic router and customized algorithms to scan the market and the multiple cryptocurrency exchanges existing within the global market. Users will be able to open an account with CTT, deposit or store fiat or crypto currency in their account, research, and execute purchases, sales or trades of cryptocurrency. CTH will not own or operate an exchange, but rather will provide services to users seeking to store and trade cryptocurrencies.

CTIP holds a patent application with the US Patent Office for the development of the platform. This patent covers the router algorithm and system to execute cryptocurrency trades over various exchanges in a timely manner. The patent also covers partial executions and a cancel-and-replace functionality needed to execute customer transactions, as well as the ability to analyze the depth of market at each exchange, which information is necessary to determine availability of liquidity.

Trends

The Company is seeking to change its business focus and to become involved in the cryptocurrency sector. There can be no assurance that the Company will be successful in changing its business focus and that additional funding will be available to the Company. Management, in conjunction with the Board, will continue to monitor these developments and their effect on the Company's business.

Strong equity markets are favourable conditions for completing a public merger, financing or acquisition transaction. Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Apart from these and the risk factors noted under the heading "Risk Factors", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations. See "Risk Factors" below.

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

The Company has agreed to acquire all of the shares of CTH. The proposed transaction and Change of Business can be considered to be a non-arm's length transaction, in that (i) the CEO of the Company is the CEO of CTH; and (ii) the proposed new management team (including advisors) already hold an equity interest in the Company by virtue of having participated in the January PP. In aggregate, they hold, directly or indirectly, 16,317,645 shares and an equivalent number of warrants, representing approximately 54.48% of the Company's current issued and outstanding shares (on a non-diluted basis).

The Company has entered into a Share Purchase Agreement with the sole shareholder of CTH whereby:

(i) the Company will acquire all of the outstanding shares of CTH from the sole shareholder thereof for $100,

(ii) the Company will issue common shares in the capital of the Company in satisfaction of the subscription receipts issued by CTH (on a one-for-one basis), and

(iii) the Company will issue 4,066,000 stock options in replacement of the stock options outstanding in the capital of CTH (each exercisable at US$0.30 per share).

For more details, see press release dated October 10, 2018, filed on SEDAR at www.sedar.com.

Selected Annual Information

The following is selected financial data derived from the audited financial statements of the Company at and for the years ended June 30, 2018, 2017 and 2016.

	Year ended June 30, 2018	Year ended June 30, 2017	Year ended June 30, 2016
Net loss	$202,569	$181,333	$131,117
Basic and diluted loss	$0.01	$0.07	$0.05
	As at June 30, 2018	**As at June 30, 2017**	**As at June 30, 2016**
Total assets	$2,307,058	$40,656	$30,383
Total liabilities	$1,925,073	$743,602	$552,996

- The net loss for the year ended June 30, 2018 consisted primarily of (i) salaries and wages of $478,988; (ii) professional fees of $430,388; (iii) consulting fees of $282,131; (iv) general and administrative cost of $168,904; and (v) was offset by gain on sale of subsidiary $1,215,500. These costs and gain pertained to the operations of CTH prior to the Company's disposition of CTH as of May 30, 2018. None of these costs have any comparables to prior years.

- The net loss for the year ended June 30, 2017, consisted primarily of (i) management fee of $90,000; (ii) professional fees of $63,591; and (iii) regulatory and transfer agent fees of $21,086.

- The net loss for the year ended June 30, 2016, consisted primarily of (i) management fee of $90,000; (ii) general and administrative cost of $32,139; and (iii) professional fees of $10,000.

- As the Company has no revenue, its ability to fund its operations is dependent upon securing financing through the sale of equity or Change of Business. See "Risk Factors" below.

Summary of Quarterly Information

A summary of selected financial information of the Company for each of the eight most recent completed quarters is as follows:

Three Months Ended	Total Revenue ($)	Loss (Income) Total ($)	Loss (Income) Per Share ($)	Total Assets ($)
June 30, 2018	Nil	(555,864)	(0.02)	2,307,058
March 31, 2018	Nil	758,433	0.07	5,005,029
December 31, 2017	Nil	26,748	0.01	43,617
September 30, 2017	Nil	25,048	0.01	41,272
June 30, 2017	Nil	58,520	0.02	40,656
March 31, 2017	Nil	76,584	0.03	49,262
December 31, 2016	Nil	22,943	0.01	60,389
September 30, 2016	Nil	23,286	0.01	30,207

Financial Highlights

Year ended June 30, 2018 compared with year ended June 30, 2017

UC Resources' net loss totaled $202,569 for the year ended June 30, 2018, with basic and diluted loss per share of $0.01. This compares with a net loss of $181,333 with basic and diluted loss per share of $0.07 for the year ended June 30, 2017. While the increase in net loss was relatively minor at $21,236, the underlying costs are not easily compared, as the 2018 loss focused primarily around the costs incurred by CTH in developing its cryptotrading platform prior the Company disposing of CTH on May 30, 2018:

- For the year ended June 30, 2018, salaries and wages increased by $478,988. The increase is for management and the development of the cryptocurrency trading platform.
- For the year ended June 30, 2018, professional fees was $430,388, compared to $63,591 for the year ended June 30, 2017. The increased by $366,797 was mainly due to increase in legal, accounting and consulting fees on the change of business, proposed transaction and trading of crypto currencies.
- For the three months ended June 30, 2018, consulting increased by $282,131. The increase is due mainly for consulting work on the development of the cryptocurrency trading platform.
- For the year ended June 30, 2018, general and administrative cost was $168,904, compared to $4,687 for the year ended June 30, 2017. The increased by $164,217 was mainly due to increase in development costs associated with CTH's cryptocurrency trading platform.
- For the year ended June 30, 2018, the Company recorded a gain on the sale of subsidiary of $1,215,500.

Three months ended June 30, 2018 compared with three months ended June 30, 2017

For the three months ended June 30, 2018, UC Resources' net loss income was $555,864 with basic income per share of $0.02, and diluted income per share of $0.01. This compares with a net loss of $58,520 with basic and diluted loss per share of $0.02 or the three months ended June 30, 2017. As noted above, the reasons for the increase in net loss is due primarily to the costs incurred by CTH in developing its cryptotrading platform prior the Company disposing of CTH on May 30, 2018: The increase of $614,384 in net income was principally because:

- For the three months ended June 30, 2018, the Company recorded a gain on the sale of subsidiary of $1,215,500, compared to $nil for the year ended June 30, 2017.
- For the three months ended June 30, 2018, salaries and wages increased by $348,544. The increase is for management and the development of the cryptocurrency trading platform.
- For the three ended June 30, 2018, professional fees was $185,274, compared to $18,100 for the three ended June 30, 2017. The increased by $167,174 was mainly due to increase in legal,

accounting and consulting fees on the change of business, proposed transaction and trading of crypto currencies.

- For the three months ended June 30, 2018, consulting increased by $146,870. The increase is due mainly for consulting work on the development of the cryptocurrency trading platform.

- For the three ended June 30, 2018, general and administrative cost was $97,722, compared to $1,509 for the three months ended June 30, 2017. The increased by $96,213 was mainly due to development costs associated with CTH's cryptocurrency trading platform, and rent expenses.

Cash Flow

The Company had cash and cash equivalents of $2,267,230 at June 30, 2018 (June 30, 2017 - $7,050). The increase in cash and cash equivalents during the year ended June 30, 2018 was primarily due to the cash to proceeds from the January private placement and subscription receipts due, which was offset by cash used in operating activities.

Cash and cash equivalents used in operating activities was $1,863,588 for the year ended June 30, 2018. Operating activities were affected by the net decrease in non-cash working capital balances of $432,445 because of a decrease in due to related parties of $222,551; an increase in prepaid expenses of $191,486; an increase in accounts receivable and other assets of $45,722; with an increase in accounts payable and accrued liabilities of $27,314 The Company also recorded a gain on the sale of subsidiary of $1,215,500; a write off of accounts payables of $15,694; and depreciation of equipment of $2,340.

Net cash used in investing activities was $1,108,511 during the year ended June 30, 2018, as the Company invested $1,068,933 through loans to CTH before disposal thereof; and by investment in computer equipment and software of $39,578.

Cash and cash equivalents provided by financing activities was $5,232,779 the year ended June 30, 2018, primarily because of net proceeds from the January private placement of $1,287,500; net proceeds from subscription receipts due to a related company and an increase in advance payable of $3,944,779.

Liquidity and Capital Resources

The activities of the Company, principally seeking to change its business focus and to become involved in providing a digital platform enabling users to buy and sell digital assets (cryptocurrencies) across multiple exchanges in one account. The Company activities were financed through the completion of equity offerings. There is no assurance that equity capital will be available to the Company in the amounts or at the times desired or on terms that are acceptable to the Company, if at all.

The Company has no operating revenues, and therefore must utilize its current cash reserves, funds obtained from the exercise of warrants and other financing transactions to maintain its capacity to meet ongoing operating activities. As of June 30, 2018, the Company had 27,510,000 warrants outstanding that would raise $2,751,000, if exercised in full. This is not anticipated until the Company's common shares resume trading.

At June 30, 2018, the Company reported cash and cash equivalents of $2,267,230 (June 30 2017 - $7,050) and a net working capital of $381,985 (June 30, 2017 a net working capital deficiency of $702,946). Of that, $1,212,779 was subsequently transferred to CTH, being funds received by the Company from the sale of subscription receipts.

The net cash on hand as at June 30, 2018, is expected to be sufficient to meet the Company's liquidity requirements until the change of business with CTH is completed.

Changes in Accounting Policy

During the year ended June 30, 2018, the Company changed the following policy:

IFRS 9 - Financial Instruments ("IFRS 9")

On July 24, 2014, the IASB issued the completed IFRS 9, Financial Instruments (IFRS 9 (2014) to come into effect on January 1, 2018 with early adoption permitted.

IFRS 9 (2014) includes finalized guidance on the classification and measurement of financial assets. Under IFRS 9, financial assets are classified and measured either at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 largely retains the existing requirements in IAS 39 Financial Instruments: recognition and measurement, for the classification and measurement of financial liabilities.

The Company adopted IFRS 9 in its consolidated financial statements on July 1, 2017. Due to the nature of its financial instruments, the adoption of IFRS 9 had no impact on the opening accumulated deficit balance on July 1, 2017. The impact on the classification and measurement of its financial instruments is set out below.

All financial assets not classified at amortized cost or FVOCI are measured at FVTPL. On initial recognition, the Company can irrevocably designate a financial asset at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss;
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

All financial instruments are initially recognized at fair value on the consolidated statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in the consolidated statement of loss and comprehensive loss for the year. Financial assets classified at amortized cost and financial liabilities are measured at amortized cost using the effective interest method.

The following table summarizes the classification and measurement changes under IFRS 9 for each financial instrument:

Classification	IAS 39	IFRS 9
Cash and cash equivalents	Fair value through profit and loss ("FVTPL")	Amortized cost
Accounts receivable	Loans and receivables (amortized cost)	Amortized cost
Other receivables	Loans and receivables (amortized cost)	Amortized cost
Investments	Loans and receivables (amortized cost)	FVOCI
Accounts payable and accrued liabilities	Other financial liabilities (amortized cost)	Amortized cost
Due to related parties	Other financial liabilities (amortized cost)	Amortized cost
Advances payable	Other financial liabilities (amortized cost)	Amortized cost
Subscription receipts payable	Other financial liabilities (amortized cost)	Amortized cost

The original carrying value of the Company's financial instruments under IAS 39 has not changed under IFRS 9.

Recent Accounting Pronouncements

IFRS 16 - Leases ("IFRS 16") was issued on January 13, 2016 to require lessees to recognize assets and liabilities for most leases. For lessors, there is little change to the existing accounting in IAS17 Leases. The IAS issued its standard as part of a joint project with the Financial Accounting Standards Board ("FASB"). The FASB has not yet issued its new standard, but it is also expected to require lessees to recognize most leases on their statement of financial position. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. The Company is currently assessing the impact of this pronouncement.

Critical Accounting Estimates

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

Significant assumptions about the future and other sources of judgments and estimates that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical Judgments

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

Estimates

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates based on assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from management's best estimates, as additional information becomes available. The most sensitive estimates affecting the financial statements were the determination of the existence of contingent assets and liabilities, the valuation of share-based compensation and the valuation of deferred income tax assets.

Areas where estimates are significant to the financial statements were as follows:

- the estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty;
- the inputs used in accounting for warrants in the consolidated statement of financial position;
- the valuation of deferred income tax assets.

Capital Risk Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities; and
- to maximize shareholder return through enhancing the share value.

The Company relies mainly on equity issuances and long-term loans to raise new capital. In the management of capital, the Company includes the components of shareholders' equity as well as cash.

The capital structure of the Company currently consists of equity which at June 30, 2018 totaled $381,985 (June 30, 2017 - deficit of $702,946). The Company prepares annual estimates of expenditures and monitors actual expenditures compared to the estimates to ensure that there is sufficient capital on hand to meet ongoing obligations.

The Company's investment policy is to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated without interest or penalty. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations.

There were no changes to the Company's approach to capital management during the year, and the Company is not subject to externally imposed capital requirements.

Financial Risk Management

The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk and interest rate risk. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies as set out herein.

Currency risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuation.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to fulfil and obligation and causes the other party to incur a financial loss. The Company's credit risk consists primarily of cash and cash equivalents and short term investments. The credit risk is minimized by placing cash and cash equivalents and investing short-term investments with major Canadian financial institutions. Management believes that the credit risk concentration with respect to its bank deposits is remote since all cash is held with financial institutions of reputable credit. The Company does not invest in asset–backed commercial papers.

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 sufficient cash to meet its obligations and liquidity risk is therefore considered minimal.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of the cash and cash equivalents is limited because they are generally held to maturity. The Company's current policy is to invest excess cash to investment-grade short-term deposit certificates issued by its banking institutions. Interest rate risk is not significant to the Company as it has no cash equivalents at year end. As at June 30, 2018, with other variables unchanged, a 1% change in the variable interest rates would not have had a significant impact on the loss of the Company.

Related Party Transactions

Related parties include the Board of Directors and officers of the Company, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the amount established and agreed to by the related parties.

(a) Remuneration of directors and key management personnel of the Company was as follows:

	Salaries and wages		Share based payments		Total	
	Year Months Ended June 30,		Year Months Ended June 30,		Year Months Ended June 30,	
Name	**2018 ($)**	**2017 ($)**	**2018 ($)**	**2017 ($)**	**2018 ($)**	**2017 ($)**
Stephen Ehrlich, Director and CEO	79,563	Nil	Nil	Nil	79,563	Nil
Total	**79,563**	**Nil**	**Nil**	**Nil**	**79,563**	**Nil**

(b) The Company entered into the following transactions with related parties:

	Year Ended June 30,	
Names	**2018 ($)**	**2017 ($)**
565423 B.C. Ltd. ("565423 BC") (1)	50,000	90,000
Marrelli Support Services Inc. ("Marrelli Support") (2)	25,391	Nil
Owen Bird Law Corporation ("Owen Bird") (3)	63,925	Nil
Honos Financial LLC ("Honos") (4)	26,520	Nil

1) For the year ended June 30, 2018, the Company expensed $50,000 (year ended June 30, 2017 - $90,000) to 565423 BC, a company controlled by the former Chief Executive Officer of the Company, for performing management services. 565423 BC is controlled by Gary Monaghan. As at June 30, 2018, 565423 BC was owed $nil (June 30, 2017 - $300,125).

2) For the year ended June 30, 2018, the Company expensed $25,391 (year ended June 30, 2017 - $nil) to Marrelli Support for providing accounting services and services of the Chief Financial Officer of the

Company. The Chief Financial Officer is an employee of Marrelli Support. As at June 30, 2018, Marrelli Support was owed $13,649 (June 30, 2017 - $nil) and this amount was included in due to related parties.

3) For the year ended June 30, 2018, the Company expensed $63,925 (year ended June 30, 2017 - $nil) to Owen Bird for legal services. A director of the Company is a shareholder in the law firm. As at June 30, 2018, Owen Bird was owed $63,925 (June 30, 2017 - $nil) and this amount was included in due to related parties.

4) For the year ended June 30, 2018, the Company expensed $26,520 (year ended June 30, 2017 - $nil) to Honos, a company controlled by the Chief Executive Officer of the Company for consulting services.

(c) Other transactions

Directors and officers of the Company subscribed to 5,448,529 units, or approximately 18.2%, of the January private placement.

During the year ended June 30, 2018, CTH entered into an agreement with a company controlled by a director to acquire 100% of all issued and outstanding Membership Interest of Glacier Point Capital LLC ("Glacier"), a California limited liability company and a duly registered Broker Dealer under the Securities Exchange Act of 1934, and licensed by the Financial Industry Regulatory Authority, Inc. ("FINRA"). As at the date of the sale of CTH the acquisition had not yet been completed and $191,486 had been advanced to the company controlled by a director in connection with the acquisition.

On May 30, 2018, the Company entered into a share purchase agreement with VHI. Under the terms of the agreement, the Company sold all of its issued and outstanding shares of CTH to VHI. Accordingly, at May 31, 2018, the Company derecognized the assets and liabilities of CTH from the consolidated statements of financial position and recognized a corresponding gain associated with the sale.

Share Capital

As of the date of this MD&A, the Company had (i) 29,950,364 issued and outstanding common shares; and (ii) the following warrants outstanding:

Expiry Date	Warrants	Exercise Price
January 10, 2019	25,950,000	$0.10
January 10, 2019	12,500	$0.10

Risks and Uncertainties

Risks Related to the Company's Proposed New Business

Proposed Transaction

The Company's proposed acquisition of CTH is subject to a number of conditions precedent, including TSXV approval, and there is no assurance all of the conditions will be satisfied or waived in order for the acquisition to proceed.

New Router / Platform not completed

The cryptocurrency trading platform that will form the basis for the Company's new business has not been fully developed, and is not yet commercialized. There is no assurance the platform or router will be developed within the time frame or budget as currently contemplated, or at all. The development is subject to risks of cost over-runs, obsolescence, or being incompatible with users' expectations.

Limited operating history

CTH is in the early stage of development and has no history of operations in the cryptocurrency trading sector. The Company will be subject to many risks common to start-up enterprises and its viability must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of development in new and rapidly evolving markets such as the cryptocurrency market. This includes under-capitalization, cash shortages, limitations with respect to personnel, lack of revenues and financial and other resources. There is no assurance that the will develop its business profitably, and the likelihood of the Company's future success must be considered in light of its early stage of operations. There is no assurance that the Company will be successful in achieving a return on shareholders' investment.

Cryptocurrency industry

The further development and acceptance of the cryptocurrency industry is subject to a variety of factors that are difficult to anticipate and evaluate. The use of cryptocurrency to buy and sell goods and services, among other things, is a new and rapidly evolving industry. There is no assurance that cryptocurrency will become a leading means of digital payment. Any slowing or stopping of the development in the acceptance of cryptocurrency may adversely affect an investment in the Company. For a number of reasons, including for example, the lack of recognized security technologies, inefficient processing of payment transactions, problems in the handling of warranty claims, limited user-friendliness, inconsistent quality, and lack of clear universally applicable regulation as well as uncertainties regarding proprietary rights and other legal issues, cryptocurrency activities may in fact prove in the long run to be an unprofitable means for businesses. Factors affecting the further development of the cryptocurrency industry include: (i) continued worldwide growth in the adoption and use of cryptocurrency; (ii) government and quasi-government regulation of cryptocurrency and their use, or restrictions on or regulation of access to and operation of cryptocurrency systems; (iii) changes in consumer demographics and public tastes and preferences; (iv) the availability and popularity of other forms or methods of buying and selling goods and services; and (v) the regulatory environment and general economic conditions and the regulatory environment related to cryptocurrency. A decline in the popularity or acceptance of cryptocurrency would harm the business and affairs of the Company.

<u>Regulatory changes or actions may alter the nature of an investment in the Company or restrict the use of cryptocurrencies in a manner that adversely affects the Company's operations</u>

As cryptocurrencies have grown in both popularity and market size, governments around the world have reacted differently to cryptocurrencies with certain governments deeming them illegal while others have allowed their use and trade. Ongoing and future regulatory actions may alter, perhaps to a materially adverse extent, the ability of the Company to continue to operate.

The effect of any future regulatory change on the ability to buy and sell cryptocurrency is impossible to predict, but such change could be substantial and have a material adverse effect on the Company.

Governments may in the future take regulatory actions that prohibit or severely restrict the right to acquire, own, hold, sell, use or trade cryptocurrencies or to exchange cryptocurrencies for fiat currency. By extension, similar actions by other governments, may result in the restriction of the acquisition, ownership, holding, selling, use or trading in the Company's shares. Such a restriction could result in the Company liquidating its cryptocurrency inventory at unfavorable prices and may adversely affect the Company's shareholders.

<u>Permits and licenses</u>

Certain operations of CTH may require licenses and permits from various governmental authorities. This is particularly so if CTH seeks to expand its business to include any brokerage services or operate a cryptocurrency exchange. There can be no assurance that CTH will be able to obtain all necessary licenses and permits that may be required. Furthermore, failure or delays in obtaining necessary approvals for licenses and permits, could have a materially adverse effect on CTH's financial condition and result of operations.

<u>Cryptocurrency exchanges are unregulated</u>

Cryptocurrency exchanges are largely unregulated. Over the past several years, several cryptocurrency exchanges have been closed due to fraud, failure or security breaches. In many of these instances, the customers of such cryptocurrency exchanges were not compensated or made whole for the partial or complete losses of their account balances in such cryptocurrency exchanges. The closure or temporary shutdown of cryptocurrency exchanges due to fraud, business failure, hackers or malware, or government-mandated regulation may reduce confidence in cryptocurrency. These potential consequences could adversely affect the Company's business.

<u>Competition from other cryptocurrency companies</u>

CTH will compete with other cryptocurrency and distributed ledger technology businesses and other potential financial vehicles. Market and financial conditions, and other conditions beyond CTH's control, may make it more attractive to invest in other financial vehicles, or to invest in cryptocurrencies directly which could adversely impact CTH's Business.

Changes in the value of cryptocurrencies may affect trading

The markets for cryptocurrencies have experienced much larger fluctuations than other markets, and there can be no assurances that erratic swings in price will slow in the future. In the event that the price of cryptocurrency declines, the value of an investment in the Company will likely decline. Several factors may affect the price and volatility of cryptocurrency including, but are not limited to: (i) global cryptocurrency demand, depending on the acceptance of cryptocurrency by retail merchants and commercial businesses; (ii) the perception that the use and holding of cryptocurrency is safe and secure, and the related lack of or inconsistency in regulatory restrictions, particularly across various jurisdictions; (iii) conversely, heightened regulatory measures restricting the use of cryptocurrency as a form of payment or the purchase of cryptocurrency; (iv) investor's expectations with respect to the rate of inflation; (v) interest rates; (vi) currency exchange rates, including exchange rates between cryptocurrency and fiat currency; (vii) fiat currency withdrawal and deposit policies on cryptocurrency exchanges and liquidity on such cryptocurrency exchanges; (viii) interruption of services or failures of major cryptocurrency exchanges; (ix) general governmental monetary policies, including trade restrictions, currency revaluations; (x) global or regional political, economic or financial events and situations, including increased threat or terrorist activities; and/or (xi) self-fulfilling expectations of changes in the cryptocurrency market. As well, momentum pricing is typically associated with assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Momentum pricing of cryptocurrency may result in speculation regarding future appreciation in the value of cryptocurrency. As a result, changing investor confidence could adversely affect an investment in the Company.

Cryptocurrency exchanges and other trading venues are relatively new and, in most cases, largely unregulated and may therefore be more exposed to fraud and failure

To the extent that cryptocurrency exchanges or other trading venues are involved in fraud or experience security failures or other operational issues, this could result in a reduction in trading by the public.

Cryptocurrency market prices depend, directly or indirectly, on the prices set on exchanges and other trading venues, which are new and, in most cases, largely unregulated as compared to established, regulated exchanges for securities, derivatives and other currencies. While smaller exchanges are less likely to have the infrastructure and capitalization that provide larger exchanges with additional stability, larger exchanges may be more likely to be appealing targets for hackers and "malware" (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems) and may be more likely to be targets of regulatory enforcement action.

Intellectual property rights claims may adversely affect operations

Third parties may assert intellectual property claims relating to the holding and transfer of cryptocurrency and their source code, or claims against any of CTH's patents or intellectual property rights associated with its new platform and router. Regardless of the merit of any intellectual property claim or other legal action, any threatened action that reduces confidence in the cryptocurrency network's long-term viability or the ability of end-users to hold and transfer cryptocurrency may adversely affect an investment in the Company. As a result, an intellectual property claim could adversely affect the business and affairs of the Company.

Cryptocurrency exchanges and digital wallets may be hacked

Cryptocurrency trading platforms, or CTH's digital wallets may be hacked. Access to CTH's coins, maintained in a hosted online wallet, could also be restricted by cybercrime (such as a denial of service ("DoS") attack). Any of these events may adversely affect the operations of CTH and, consequently, its business and profitability. The loss or destruction of a private key required to access CTH's digital wallets may be irreversible. Any loss of access to its private keys or its experience of a data loss relating to CTH's digital wallets could adversely affect its business. To the extent such private keys are lost, destroyed or otherwise compromised, CTH will be unable to access coins held for users, and such private keys will not be capable of being restored by network. Any loss of private keys relating to digital wallets used to store CTH's cryptocurrency could adversely affect its business and profitability.

Banks may not provide banking services, or may cut off banking services, to businesses that provide cryptocurrency-related services or that accept cryptocurrencies as payment

A number of companies that provide cryptocurrency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to cryptocurrency-related companies or companies that accept cryptocurrencies for a number of reasons, such as perceived compliance risks or costs. The difficulty that many businesses that provide cryptocurrency-related services have and may continue to have in finding banks willing to provide them with bank accounts and other banking services may be currently decreasing the usefulness of cryptocurrencies as a payment system and harming public perception of cryptocurrencies or could decrease its usefulness and harm its public perception in the future. Similarly, the usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks were to close the accounts of many or of a few key businesses providing cryptocurrency-related services. The inability of the Company or any subsidiary to maintain a bank account could have a negative impact on its business.

The further development and acceptance of the cryptographic and algorithmic protocols governing the issuance of and transactions in cryptocurrencies is subject to a variety of factors that are difficult to evaluate

The use of cryptocurrencies to, among other things, buy and sell goods and services and complete other transactions, is part of a new and rapidly evolving industry that employs digital assets based upon a computer-generated mathematical and/or cryptographic protocol. The growth of this industry in general, and the use of cryptocurrencies in particular, is subject to a high degree of uncertainty, and the slowing, or stopping of the development or acceptance of developing protocols may adversely affect the Company's operations. The factors affecting the further development of the industry, include, but are not limited to:

- Continued worldwide growth in the adoption and use of cryptocurrencies;
- Governmental and quasi-governmental regulation of cryptocurrencies and their use, or restrictions on or regulation of access to and operation of the network or similar cryptocurrency systems;
- Changes in consumer demographics and public tastes and preferences;
- The maintenance and development of the open-source software protocol of the network;

- The availability and popularity of other forms or methods of buying and selling goods and services, including new means of using fiat currencies;
- General economic conditions and the regulatory environment relating to digital assets; and
- Negative consumer sentiment and perception of cryptocurrencies generally.

Acceptance and/or widespread use of cryptocurrency is uncertain. Currently, there is relatively small use of cryptocurrencies in the retail and commercial marketplace in comparison to relatively large use by speculators, thus contributing to price volatility that could adversely affect the Company's operations, investment strategies, and profitability.

As relatively new products and technologies, cryptocurrency has not been widely adopted as a means of payment for goods and services by major retail and commercial outlets. Conversely, a significant portion of cryptocurrency demand is generated by speculators and investors seeking to profit from the short-term or long-term holding of cryptocurrencies.

The relative lack of acceptance of cryptocurrencies in the retail and commercial marketplace limits the ability of end-users to use them to pay for goods and services. A lack of expansion by cryptocurrencies into retail and commercial markets, or a contraction of such use, may result in increased volatility or a reduction in their market prices, either of which could adversely impact CTH's business.

<u>Risk related to technological obsolescence and difficulty in obtaining hardware</u>

To remain competitive, CTH will have to continue to invest in further updating its platform and hardware required for its activities. Should competitors introduce new services/software embodying new technologies, the Company recognizes its hardware and equipment and its underlying technology may become obsolete and require substantial capital to replace such equipment. The advances in technology in the cryptocurrency sector is rapid, and is likely to continue to evolve quickly. There is no assurance CTH will be able to maintain any technological edge over the competition.

<u>Misuse of cryptocurrencies and malicious actors</u>

Since the existence of cryptocurrencies, there have been attempts to use them for speculation or malicious purposes. Although law makers increasingly regulate the use and applications of cryptocurrencies, and software is being developed to curtail speculative and malicious activities, there can be no assurances that those measures will sufficiently deter those and other illicit activities, in the future. Advances in technology, such as quantum computing, could lead to malicious actor or botnet (a volunteer or hacked collection of computers controlled by networked software coordinating the actions of the computers) being able to alter the block chain on which cryptocurrency transactions rely. In such circumstances, the malicious actor or botnet could control, exclude or modify the ordering of transactions, or generate new cryptocurrency or transactions using such control. The malicious actor or botnet could double spend its own cryptocurrency and prevent the confirmation of other users' transactions for so long as it maintains control. Such changes could adversely affect an investment in the Company.

Cryptocurrency is not covered by deposit insurance

Transactions using cryptocurrency are not covered by deposit insurance, unlike banks and credit unions that provide guarantees or safeguards.

Management Experience and Dependence on Key Personnel, Employees and third party providers

The Company's success is currently largely dependent on the performance of the Company's directors and officers. The management team that will assume control of the Company have specialized expertise within the cryptocurrency industry. The Company will initially be relying on the Company's board members and executive officers, as well as independent consultants, for most aspects of the Company's business. The amount of time and expertise expended on the Company's affairs by each of the Company's management team and the Company's directors will vary according to the Company's needs. The loss of any of these individuals could have a material detrimental impact on the Company's business. The Company does not intend to acquire any key man insurance policies and there is, therefore, a risk that the death or departure of any key member of management, a director, or employee or consultant, could have a material adverse effect on the Company's future. Investors who are not prepared to rely on the Company's management team should not invest in the Company's securities.

Uninsured or Uninsurable Risks

The Company intends to insure its operations in accordance with technology industry practice. However, given the novelty of the proposed Business, such insurance may not be available, uneconomical for the Company, or the nature or level may be insufficient to provide adequate insurance cover. The Company may become subject to liability for hazards against which the Company cannot insure or against which the Company may elect not to insure because of high premium costs or for other reasons. The payment of any such liabilities would reduce or eliminate the funds available for operations. Payments of liabilities for which the Company does not carry insurance may have a material adverse effect on the Company's financial position.

Additional Disclosure for Venture Issuers without Significant Revenue

General and Administrative Expenses

The following is a breakdown of the Company's general and administrative expenses for the fiscal year ended June 30, 2018:

	Year Ended June 30,	
Names	**2018 ($)**	**2017 ($)**
Consulting fees	282,131	Nil
General and administrative	168,904	4,687
Management fees	50,000	90,000
Product development	47,738	Nil
Professional fees	430,388	63,591
Regulatory and transfer agent fees	33,091	21,086
Salaries and wages	478,988	Nil
Travel	19,962	1,969
Total	**1,511,202**	**181,333**

SCHEDULE "F"

AUDITED FINANCIAL STATEMENTS OF THE ISSUER
FOR THE FISCAL YEARS ENDING JUNE 30, 2016 AND 2015

[inserted as pages following]

UC RESOURCES LTD.

Annual Consolidated Financial Statements
Years ended June 30, 2016 and 2015
(Expressed in Canadian Dollars)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of UC Resources Ltd. have been prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and within the framework of the summary of significant accounting policies in these consolidated financial statements.

A system of accounting control is maintained in order to provide reasonable assurance that assets are safeguarded and that transactions are properly recorded in accordance with management's authorization. This system includes established policies and procedures, the selection and training of qualified personnel and an organization providing for appropriate delegation of authority and segregation of responsibilities.

The Audit Committee of the Board of Directors meets periodically with management and the Company's independent auditors to review the scope and results of their annual audit and to review the consolidated financial statements and related financial reporting matters prior to submitting the consolidated financial statements to the Board of Directors for approval.

The consolidated financial statements have been audited by Morgan & Company LLP Chartered Professional Accountants on behalf of the shareholders and their report follows.

"Satvir Dhillon"

____

Director and CEO

Vancouver, Canada
February 28, 2017

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
UC Resources Ltd.

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of UC Resources Ltd., which comprise the consolidated statements of financial position as at June 30, 2016 and 2015, and the consolidated statements of loss and comprehensive loss, changes in deficiency, and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of UC Resources Ltd. as at June 30, 2016 and 2015, 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 our opinion, we draw attention to Note 1 in the consolidated financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern

Vancouver, Canada	*"Morgan & Company LLP"*
February 28, 2017	Chartered Professional Accountants

UC RESOURCES LTD.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Note		AS AT JUNE 30 2016	AS AT JUNE 30 2015
Assets				
Current				
Cash and cash equivalents		$	**6,446**	$ 6,804
GST recoverable			**24,887**	20,844
Prepaid expenses			**50**	4,050
Total current assets			**31,383**	31,698
Non-current				
Deposits			**-**	6,900
Total non-current assets			**-**	6,900
TOTAL ASSETS		$	**31,383**	$ 38,598
Liabilities				
Current				
Accounts payable and accrued liabilities	6	$	**222,613**	$ 151,011
Due to related parties	9		**330,383**	278,083
Total Liabilities			**552,996**	429,094
Deficiency				
Share capital	7		**33,935,321**	33,935,321
Reserves			**5,769,021**	5,769,021
Deficit			**(40,225,955)**	(40,094,838)
Total Deficiency			**(521,613)**	(390,496)
TOTAL LIABILITIES AND DEFICIENCY		$	**31,383**	$ 38,598

Nature of operations and going concern (note 1)

These consolidated financial statements were authorized for issue by the Board of Directors on February 28, 2017. They are signed on behalf of the Board of Directors by:

…………"Satvir Dhillon"……… Director

…………"Michael Withrow"……… Director

UC RESOURCES LTD.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Note	FOR THE YEARS ENDED JUNE 30 2016	2015
Expenses			
Investor communications		**-**	9,085
Management fees	**9**	**90,000**	130,000
Office and administration	**9**	**32,139**	86,442
Professional fees		**10,000**	15,742
Regulatory and transfer agent fees		**(1,022)**	24,292
Loss Before Other Income (Expenses)		**(131,117)**	(265,561)
Other Income (Expenses)			
Write-off of equipment		**-**	(11,791)
Total Other Income Expenses (net)		-	(11,791)
Net Loss from Continuing Operations		**(131,117)**	(277,352)
Gain from Discontinued Operations	**8**	**-**	110,961
Net Loss and Comprehensive Loss for the year		**$ (131,117)**	$ (166,391)
Net loss per common share			
Basic and diluted - continuing operations	**11**	**$ (0.01)**	$ (0.01)
Basic and diluted – discontinued operations	11	**$** -	$ 0.00
Basic and diluted weighted average number of common shares outstanding		**24,403,608**	21,781,338

UC RESOURCES LTD.
Consolidated Statements of Changes in Deficiency
Years ended June 30, 2016 and 2015
(Expressed in Canadian Dollars)

	SHARE CAPITAL		RESERVES				
	NUMBER	AMOUNT	Share-based payments	Warrants	Total	DEFICIT	DEFICIENCY TOTAL
Balance, June 30, 2014	19,249,720	$ 33,499,923	$ 4,075,320	$ 1,693,701	$ 5,769,021	$ (39,928,447)	$ (659,503)
Shares issued for debt	5,153,888	435,398	-	-	-	-	435,398
Net loss for the year	-	-	-	-	-	(166,391)	(166,391)
Balance, June 30, 2015	24,403,608	33,935,321	4,075,320	1,693,701	5,769,021	(40,094,838)	(390,496)
Net loss for the year	-	-	-	-	-	(131,117)	(131,117)
Balance, June 30, 2016	**24,403,608**	**$ 33,935,321**	**$ 4,075,320**	**$ 1,693,701**	**$ 5,769,021**	**$ (40,225,955)**	**$ (521,613)**

See notes to consolidated financial statements.

UC RESOURCES LTD.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	FOR THE YEARS ENDED JUNE 30	
	2016	2015
Operating activities		
Net loss for the year from continuing operations	**$ (131,117)**	$ (277,352)
Adjustments to reconcile loss to net cash used in operating activities		
Write-off of equipment	**-**	11,791
Changes in non-cash working capital		
GST recoverable	**(4,043)**	(13,804)
Prepaid expenses	**4,000**	(2,626)
Accounts payable and accrued liabilities	**(998)**	35,309
Accounts payable due to related party	**104,900**	136,964
Cash Used in Operating Activities	**(27,258)**	(109,718)
Financing activity		
Redemption of deposit	**6,900**	4,600
Advances received from related party	**20,000**	100,058
Cash Provided by Financing Activities	**26,900**	104,658
Decrease in Cash and cash equivalents	**(358)**	(5,060)
Cash and cash equivalents, Beginning of year	**6,804**	11,864
Cash and cash equivalents, End of year	**$ 6,446**	$ 6,804

SUPPLEMENTAL CASH FLOW DISCLOSURE AND NON-CASH FINANCING AND INVESTING ACTIVITIES:

Accounts payable settled with shares	**$ -**	$ 355,388
Amounts due to related parties settled with shares	**$ -**	$ 80,000

Cash flows from discontinued operations – note 8

1. NATURE OF OPERATIONS AND GOING CONCERN

UC Resources Ltd. (the "Company") is an exploration stage company engaged principally in the acquisition, exploration and development of resource properties in Canada. The Company is an incorporated entity with its head office located at 1000 – 355 Burrard Street, Vancouver BC, Canada, V6C 2G8 and its registered and records office located at 10th Floor, 595 Howe Street, Vancouver, BC, Canada, V6C 2T5.

The Company has been focused on the exploration of its mineral properties in Mexico since March 31, 2004. However, difficult market conditions for venture companies and the decline in silver prices have prevented access to new capital for further development of the properties. Therefore, the Board of Directors of the Company have concluded it was unsustainable to maintain the Company's interests in Mexico. Accordingly, as recommended by the Board of Directors the Company has sold its Mexican subsidiaries for $2 (see Notes 5 and 8).

Subsequent to the disposal of its Mexico properties, management is planning to focus on resource projects within Canada. The company plans to pursue in partnership, subsurface rights for mineral, oil, coal and other commodities in partnership with Aboriginal shareholders and landowners. Financing will be required for the future acquisition and development of any new projects.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern. This assumes the Company will operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has incurred operation losses since inception, has a limited source of operating cash flow and there can be no assurances that sufficient funding, including adequate financing, will be available to fund its business plan and to cover general and administrative expenses necessary for the maintenance of a public company. The ability of the Company to arrange additional financing in the future depends in part, on the prevailing capital market conditions. These factors may cast significant doubt on the Company's ability to continue as a going concern. Accordingly, the consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities, and commitments other than in the normal course of business and at amounts different from those shown in the consolidated financial statements.

2. BASIS OF PREPARATION

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

(b) Basis of preparation

These consolidated financial statements have been prepared on a historical cost basis. These consolidated financial statements have also been prepared using the accrual basis of accounting, except for cash flow information. In the opinion of management, all adjustments (including normal recurring accruals), considered necessary for a fair presentation have been included.

2. BASIS OF PREPARATION (Continued)

(c) Functional currency

The presentation currency and the functional currency of the Company and each of its subsidiaries is the Canadian dollar.

(d) Significant accounting judgments and estimates

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

Significant assumptions about the future and other sources of judgments and estimates that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical Judgments

- Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

  In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates based on assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from management's best estimates, as additional information becomes available. The most sensitive estimates affecting the financial statements were the determination of the existence of contingent assets and liabilities, the valuation of share-based compensation and the valuation of deferred income tax assets.

Areas where estimates are significant to the consolidated financial statements were as follows:

- the estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty;
- the valuation of deferred income tax assets.

3. SIGNIFICANT ACCOUNTING POLICIES

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

Principles of consolidation

These consolidated financial statements include the accounts of UC Resources Ltd. and its wholly-owned subsidiaries, Minera Planet Exploration, S.A. de C.V. ("Minera Planet") and Minera Silver Creeck S.A. de C.V. ("Silver Creeck"), companies incorporated under the laws of Mexico, hereinafter collectively referred to as the "Company". A wholly owned subsidiary is an entity in which the Company has control, directly or indirectly, where control is defined as the power to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. All significant inter-company balances and transactions have been eliminated upon consolidation. Effective October 21, 2014 the Company has sold 100% of its interest in its wholly-owned subsidiaries and as a result, all accounts for Minera Planet and Silver Creeck are included in discontinued operations (Note 8)

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and highly liquid short-term interest bearing securities with terms at the date of purchase of three months or less.

Exploration and evaluation assets

Expenditures incurred before the Company has obtained the legal rights to explore a specific area are expensed as incurred. Once the right to explore an area has been acquired, the Company capitalizes all costs relating to the acquisition, exploration and evaluation of mineral claims to specific mineral properties until such time as the extent of mineralization has been determined and the mineral properties are either sold, developed or the Company's mineral rights are allowed to lapse. At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable reserves. The aggregate costs related to abandoned mineral claims are charged to operations at the time of any abandonment.

Gold precipitate concentrate, gold dore bars and silver contained within the gold dore bars produced during the bulk sampling development stage are recorded as a component of exploration and evaluation assets. Proceeds from the sale of gold produced during the bulk sampling stage are deducted from accumulated mineral property costs.

From time to time the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mine development properties, and then amortized over the life of the resources associated with the area of interest once mining operations have commenced or written off if the properties are abandoned or the claims are allowed to lapse.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition. All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditures are not expected to be recovered, they are charged to the results of operations.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Exploration and evaluation assets (Continued)

Recorded costs of exploration and evaluation assets are not intended to reflect present or future values of mineral properties. Capitalized costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge, a change in future conditions could require a material change in the recorded amounts.

Equipment

Equipment is recorded at historical cost less accumulated amortization. Historical costs include expenditures that are directly attributable to bringing the asset to a location and condition necessary to operate in a manner intended by management. Such costs are accumulated as construction in progress until the asset is available for use, at which point the asset is classified as equipment.

Amortization for equipment is recognized using the declining balance method at the following annual rates:

Office equipment	20%
Computer equipment and transportation equipment	30%
Machinery and equipment	10%

Loss per share

Basic loss per share is computed by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the year. Under this method, the weighted average number of common shares used to calculate the dilutive effect on earnings assumes that the proceeds that could be obtained upon exercise of options, warrants and similar instruments would be used to purchase common shares at the average market price during the period. In periods where a net loss is incurred, basic and diluted loss per share is the same as the effect of outstanding stock options and warrants would be anti-dilutive.

Share capital

i) Share consideration and share based payments - Warrants, stock options and other equity instruments issued as purchase consideration in non-cash transactions, other than as consideration for exploration and evaluation assets, are recorded at fair value determined by management using the Black-Scholes option pricing model. The fair value of the shares issued as purchase consideration for mineral properties is based upon the trading price of those shares on the date of the agreement to issue shares as determined by the Board of Directors. Proceeds from unit placements are allocated between shares and warrants issued using the residual method.

All share-based awards made to employees and non-employees are measured and recognized using the Black-Scholes option pricing model. For employees, the fair value of the options is measured at the date of the grant. For non-employees, the fair value of the options is measured on the earlier of the date at which the counterparty performance is complete or the date the performance commitment is reached or the date at which the equity instruments are granted if they are fully vested and non-forfeitable. Stock options that vest over time are recorded over the vesting period using the graded vesting method. At each financial reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Share based compensation is recognized as expense or, if applicable, capitalized to exploration and evaluation assets with a corresponding increase in reserves. In situations where equity instruments are issued to non-employees and some or all the goods or services received by the Company as

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share capital

i) consideration cannot be specifically identified and/or reliably measured, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received. If and when the stock options are ultimately exercised, the applicable amounts of reserves are transferred to share capital.

ii) Share issuance costs - Costs directly identifiable with the raising of share capital financing are charged against share capital. Share issuance costs incurred in advance of share subscriptions are recorded as non-current deferred assets. Share issuance costs related to uncompleted share subscriptions are charged to operations.

Foreign currency translation

The functional currency of the Company and its subsidiaries is the Canadian dollars. These consolidated financial statements are presented in Canadian dollars whereby monetary items are translated at the rate of exchange in effect at the statement of financial position date. All non-monetary items are translated at historical exchange rates. Income and expense items are translated at the exchange rates approximating those in effect at the time of the transactions. Translation gains and losses are included in the results of operations for the period.

Assessing going concern

When management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon a company's ability to continue as a going concern, those uncertainties should be disclosed. The Company has performed such an assessment and has concluded that it is appropriate to present these financial statements using the going concern assumption.

Deferred income taxes

The Company uses the statement of financial position method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax assets also result from unused loss carry forwards, resource related pools and other deductions. 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 reduces to the extent that it is no longer probable that the related tax benefit will be realized.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of long lived assets

At each reporting date the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Determining the recoverable amount requires the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, exploration potential and operating performance. The recoverable amount is the higher of fair value less costs to sell and value in use, which is the present value of future cash flows expected to be derived from the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period.

For the purposes of impairment testing, equipment and exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. In particular, each of the Company's exploration and evaluation properties is considered to be a cash-generating unit for which impairment testing is performed.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Impairment of Financial Assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Risk management

The Company is engaged in mineral exploration and development and is accordingly exposed to environmental risks and fluctuations in commodity pricing associated with mineral exploration activity. The Company is currently in the initial exploration stages on its property interests and has not determined whether significant site reclamation costs will be required. The Company would only record liabilities for site reclamation when reasonably determinable and when such costs can be reliably quantified.

The Company's functional currency is the Canadian dollar. The exchange rate may vary from time to time exposing it to foreign currency risks. The Company has not entered into foreign exchange derivative contracts.

The Company is not exposed to significant credit concentration and interest rate risks.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

The Company classifies all financial instruments as fair value through profit or loss (“FVTPL”), loans and receivables, available-for-sale investments, or other financial liabilities. The classification depends on the purpose for which the assets were acquired. Management determines the classification of financial assets and liabilities at initial recognition.

i) FVTPL

A financial asset is classified in this category if it is acquired principally for the purpose of selling in the short term. Although the Company does not acquire derivatives, if it were to, the derivatives would be categorized as FVTPL. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statements of loss and comprehensive loss.

ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in active markets. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. Loans and receivables are comprised of amounts receivable.

iii) Available-for-sale

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any other categories. They are included in non-current assets unless management intends to dispose of the asset within 12 months of the statement of financial position date. The Company does not have any assets classified as available-for-sale investments.

iv) Impairment of Financial Assets

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that even has an impact on the estimate future cash flows of the financial asset or the group of financial assets.

v) Other Financial liabilities

Other financial liabilities are initially measured at fair value, net of any transaction costs directly attributable to the instrument, and are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date. Financial liabilities are comprised of accounts payables and accrued liabilities and due to related parties.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

New Accounting Policies – Not Yet Adopted

The following standards and interpretations have been issued but are not yet effective, have not been early adopted by the Company, and therefore have not been applied by the Company in preparing these consolidated financial statements:

IFRS 9 Financial Instruments

IFRS 9 Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. In February 2014, the IASB decided that the mandatory effective date of IFRS 9 would be annual periods beginning on or after January 1, 2018. The Company plans on adopting IFRS 9 as of July 1, 2018, however has yet to assess the full impact of adoption.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 establishes 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 for an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. This standard is effective for annual periods beginning on or after January 1, 2017. The Company is in the process of evaluating the impact that these standards will have on the financial statements.

IFRS 16 Leases

IFRS 16 replaces the previous leases standard, IAS 17 Leases, and interpretations. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, lessee and lessor. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. A company can choose to apply IFRS 16 before that date but only if it also applies IFRS 15 Revenue from Contracts with Customers. The Company is in the process of evaluating the impact that these standards will have on the financial statements.

4. EQUIPMENT

	Office and Computer Equipment	Machinery and Equipment	Total
Costs			
Balance at June 30, 2014	$ 57,207	$ 19,618	$ 76,825
Write-offs	(57,207)	(19,618)	(76,825)
Additions	-	-	-
Balance at June 30, 2015	-	-	-
Additions	-	-	-
Balance at June 30, 2016	**$ -**	**$ -**	**$ -**
Accumulated depreciation			
Balance at June 30, 2014	$ 47,830	$ 17,204	$ 65,034
Write-offs	(49,440)	(17,444)	(66,884)
Depreciation/depletion	1,610	240	1,850
Balance at June 30, 2015	-	-	-
Depreciation/depletion	-	-	-
Balance at June 30, 2016	**$ -**	**$ -**	**$ -**
Carrying amounts			
At June 30, 2015	$ -	$ -	$ -
At June 30, 2016	**$ -**	**$ -**	**$ -**

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS

At June 30, 2014, the Company was in negotiations to sell its Mexican subsidiaries, inclusive of all its properties in Mexico. Effective October 21, 2014 the sale was completed (see Notes 1 and 10)

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30, 2016	June 30, 2015
Trade payables	**$ 185,788**	$ 200,786
Accrued liabilities	**36,825**	22,825
Total	**$ 222,613**	$ 223,611

7. SHARE CAPITAL

The authorized share capital consists of unlimited common shares without par value.

During the year ended June 30, 2016, no common shares were issued.

During the year ended June 30, 2015, the Company the Company settled $435,388 in debt through the issuance of 5,153,888 common shares.

8. DISCONTINUED OPERATIONS

Effective October 21, 2014 the Company sold 100% of the shares of its Mexican subsidiaries Minera Planet Explorations, SA de CV and Mineral Silver Creeck, SA de CV, to Cane Resources S. de R.L. de C.V. a private unrelated Mexican company ("Cane Resources") in exchange for the purchase price of $2.00. Pursuant to the terms of sale, Cane Resources has assumed all mineral rights, all contracts, all plant and equipment, all existing loans, all other liabilities and any potential environmental issues related to the Company's Mexican subsidiaries.

The following table details selected financial information included in the gain from discontinued operations for the years ended June 30, 2016 and 2015

	June 30, 2015
Expenses	
Amortization	$ 2,904
Interest and bank charges	20,333
Office and administrative	89,206
Foreign exchange loss	11,215
Professional fees	436
Loss from Discontinued Operations Before Sale	$ (124,094)
Assets acquired by the purchaser	$ (1,008,483)
Liabilities acquired by the purchaser	1,243,538
Gain on sale of discontinued operations	$ 235,055
Net gain on discontinued operations	$ 110,961

(Expressed in Canadian Dollars)

8. DISCONTINUED OPERATIONS - ASSETS AND LIABILITIES SOLD (Continued)

The net cash flows used in discontinued operations during the years ended June 30, 2016 and 2015 were $nil and $17,982 respectively.

9. DUE TO/FROM RELATED PARTIES AND RELATED PARTY TRANSACTIONS

All related party transactions were measured at the amount of consideration established and agreed to by the related parties. All amounts due from/due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

Compensation of Key Management Personnel

The remuneration of directors and other members of key management personnel included:

	Years ended June 30,	
	2016	2015
Management fees	**$ 90,000**	$ 130,000
Salaries, office and administration	**15,000**	60,000
Total compensation of key management	**$ 105,000**	$ 190,000

Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the years ended June 30, 2016 and 2015.

Other Transactions

The Company earned/incurred the following fees and expenses with the above-mentioned related parties. Related party transactions are in the ordinary course of business, occurring on terms that are similar to those of transactions with unrelated parties.

At year end, the Company had the following outstanding amounts due to related parties:

June 30,	**2016**	2015
Payables due to Officers and Directors (i)	**$ 290,325**	$ 258,025
Advances from an associated company (ii)	**40,058**	20,058
	$ 330,383	$ 278,083

(i) All amounts due are unsecured, non-interest bearing and have no fixed terms of repayment.

(ii) Advances from an associated company with a common director. Advances are unsecured, non-interest bearing and have no fixed terms of repayment.

(Expressed in Canadian Dollars)

10. INCOME TAXES

The components of the Company's deferred income tax assets and (liabilities) are as follows:

	2016	2015
Deferred income tax assets and liabilities:		
Non-capital loss carry forwards and other	**$ 911,000**	$ 877,000
Resource deductions	**1,294,000**	1,294,000
Plant and equipment	**19,000**	19,000
	2,224,000	2,190,000
Unrecognized deferred tax assets	**(2,224,000)**	(2,190,000)
	$ -	$ -

The Company has Canadian non-capital loss carryforwards attributable to continuing operations of approximately $3,228,000 which can be applied to reduce future taxable income in Canada, expiring as follows:

	Canada
2030	$ 399,000
2031	1,000,000
2033	846,000
2034	552,000
2035	300,000
2036	131,000
	$ 3,228,000

The actual income tax provision differs from the expected amounts calculated by applying the combined statutory federal and provincial corporate income tax rate to the Company's loss before income taxes. The components of these differences are as follows.

	2016	2015
Loss from continuing operations before income taxes	**$ (131,000)**	$ **(277,000)**
Combined statutory income tax rate	**26%**	26%
Expected tax (recovery)	**(34,000)**	(72,000)
Increase (decrease) resulting from:		
Change in deferred tax assets not recognized	**34,000**	72,000
Deferred income tax provision (recovery)	**$ -**	$ -

There was no income tax expense in 2016 and 2015 relating to discontinued operations.

11. LOSS PER SHARE

The calculation of basic and diluted loss per share for the year ended June 30, 2016 was based on the loss from continuing operations attributable to common shareholders of $131,117 (2015 – $277,352), the loss from discontinued operations attributable to common shareholders of $Nil (2015 – $110,961) and a weighted average number of common shares outstanding of 24,402,608 (2015 – 21,781,338).

12. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue its operations, so that it can bring its exploration projects to commercial production and provide returns for shareholders and benefits for other stakeholders.

The Company relies mainly on equity issuances and long term loans to raise new capital. In the management of capital, the Company includes the components of shareholders' equity as well as cash. The capital structure of the Company currently consists of common shares, stock options and warrants. The Company prepares annual estimates of exploration expenditures and monitors actual expenditures compared to the estimates to ensure that there is sufficient capital on hand to meet ongoing obligations. In addition, the Company has incurred long term debt to finance a portion of the cost of getting the mill into production.

The Company's investment policy is to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated without interest or penalty. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations.

There were no changes to the Company's approach to capital management during the year.

Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

13. MANAGEMENT OF FINANCIAL RISK

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. Cash is designated as fair-value-through-profit-and-loss and measured at fair value. Accounts payable and accrued liabilities are designated as other financial liabilities and measured at amortized cost.

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgement is required to develop certain of these estimates. The estimated fair value amounts can be materially affected by the use of different assumptions or methodologies.

Cash is recorded at fair value and the Company's other financial instruments are recorded at amortized cost, which approximate fair value due to their short term nature.

(Expressed in Canadian Dollars)

13. MANAGEMENT OF FINANCIAL RISK (Continued)

The following table sets for the Company's financial assets measured at fair value by level within the fair value hierarchy at at June 30, 2016:

	LEVEL	FAIR VALUE THROUGH PROFIT AND LOSS	LOANS AND RECEIVABLES/ AMORTIZED COST	TOTAL CARRYING VALUE	FAIR VALUE/ AMORTIZED COST
Financial assets					
Cash	1	$ 6,446	$ -	$ 6,446	$ 6,446
		$ 6,446	$ -	$ 6,446	$ 6,446
Financial liabilities					
Accounts payable and accrued liabilities	2	$ -	$ (222,613)	$ (222,613)	
Due to related parties	2	$ -	$ (330,383)	$ (330,383)	
		$ -	$ (552,996)	$ (552,996)	

The following table sets for the Company's financial assets measured at fair value by level within the fair value hierarchy at at June 30, 2015:

	LEVEL	FAIR VALUE THROUGH PROFIT AND LOSS	LOANS AND RECEIVABLES/ AMORTIZED COST	TOTAL CARRYING VALUE	FAIR VALUE/ AMORTIZED COST
Financial assets					
Cash	1	$ 6,804	$ -	$ 6,804	$ 6,804
		$ 6,804	$ -	$ 6,804	$ 6,804
Financial liabilities					
Accounts payable and accrued liabilities	2	$ -	$ (223,611)	$ (223,611)	
Due to related parties	2	$ -	$ (205,483)	$ (205,483)	
		$ -	$ (429,094)	$ (429,094)	

There have been no transfers between levels 1 and 2, or transfers in or out of level 3 for the years ended June 30, 2016 and 2015.

The mining industry in general is intensely competitive and there is no assurance that a profitable market may exist for any substances discovered. Commodity prices have fluctuated significantly, particularly recently, the effect of which cannot be accurately be predicted.

The carrying value of long-lived assets with fixed or determinable lives is reviewed for impairment whenever events or changes in circumstances indicate the recoverable value may be less than the carrying amount. Recoverable value determinations are based on management's estimates of undiscounted future net cash flows expected to be recovered from specific assets or groups of assets through use or future disposition. Impairment charges are recorded in the period in which determination of impairment is made by management.

The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk and interest rate risk. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies as set out herein.

13. MANAGEMENT OF FINANCIAL RISK (Continued)

(a) Currency Risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuation.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to fulfill and obligation and causes the other party to incur a financial loss. The Company's credit risk consists primarily of cash and cash equivalents and short term investments. The credit risk is minimized by placing cash and cash equivalents and investing short term investments with major Canadian financial institutions. Management believes that the credit risk concentration with respect to its bank deposits is remote since all cash is held with financial institutions of reputable credit. The Company does not invest in asset–backed commercial papers.

(c) 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 sufficient cash to meet its obligations and liquidity risk is therefore considered minimal.

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of the cash and cash equivalents is limited because they are generally held to maturity. The Company's current policy is to invest excess cash to investment-grade short-term deposit certificates issued by its banking institutions. Interest rate risk is not significant to the Company as it has no cash equivalents at year end. As at June 30, 2016, with other variables unchanged, a 1% change in the variable interest rates would not have had a significant impact on the loss of the Company.

(e) Environmental Risk

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation.

The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the property may be diminished or negated.