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LISTING STATEMENT – FORM 2A

In connection with the listing of the shares of 3 Sixty Risk Solutions Ltd., the entity formed upon the reverse take-over of Petro Vista Energy Corp. by 3 Sixty Secure Corp.

January 7, 2019

3 Sixty Risk Solutions Ltd. (the "Resulting Issuer") will derive, and its predecessor entity Total Cannabis Security Solutions Inc. ("TCSS") currently derives, a portion of its revenues from the cannabis industry in certain states of the United States, which industry is illegal under United States federal law. The Resulting Issuer will be, and TCSS currently is, directly involved (through licensed parties with whom it contracts) in the cannabis industry in the United States where local state laws permit such activities. Currently, TCSS's customers are directly, and the Resulting Issuer will indirectly through the services provided to such clients, be engaged in the manufacture, possession, use, sale or distribution of cannabis in the legal and regulated recreational and/or medicinal cannabis marketplace in the States of Nevada and California.

The United States federal government regulates drugs through the Controlled Substances Act (21 U.S.C. § 811), which places controlled substances, including cannabis, in a schedule. Cannabis is classified as a Schedule I drug. Under United States federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of accepted safety for the use of the drug under medical supervision. With the limited exception of one pharmaceutical made with a substance derived from the cannabis plant, the United States Food and Drug Administration has not approved cannabis as a safe and effective drug for any indication.

In the United States, cannabis is largely regulated at the state level. State laws regulating cannabis are in direct conflict with the federal Controlled Substances Act, which makes cannabis use and possession federally illegal. Although certain states authorize medical or recreational cannabis production and distribution by licensed or registered entities, under U.S. federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal and any such acts are criminal acts under federal law. The Supremacy Clause of the United States Constitution establishes that the United States Constitution and the federal laws made pursuant to it are paramount and in case of conflict between federal and state law, the federal law shall apply.

On January 4, 2018, U.S. Attorney General Jeff Sessions issued a memorandum to U.S. district attorneys which rescinded previous guidance from the U.S. Department of Justice specific to cannabis enforcement in the United States, including the Cole Memorandum (as defined herein). With the Cole Memorandum rescinded, U.S. federal prosecutors have been given discretion in determining whether to prosecute cannabis related violations of U.S. federal law.

There is no guarantee that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions. Unless and until the United States Congress amends the Controlled Substances Act with respect to medical and/or adult-use cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that federal authorities may enforce current federal law. If the federal government begins to enforce federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, or if existing applicable state laws are repealed or curtailed, the Resulting Issuer's business, results of operations, financial condition and prospects would be materially adversely affected. See Section 17 of this Listing Statement – Risk Factors for additional information on this risk.

In light of the political and regulatory uncertainty surrounding the treatment of U.S. cannabis-related activities, including the rescission of the Cole Memorandum discussed below, on February 8, 2018 the Canadian Securities Administrators published a staff notice (Staff Notice 51-352) setting out the Canadian Securities Administrator's disclosure expectations for specific risks facing issuers with cannabis-related activities in the United States. Staff Notice 51-352 confirms that a disclosure-based approach remains appropriate for issuers with U.S. cannabis-related activities. Staff Notice

51-352 includes additional disclosure expectations that apply to all issuers with U.S. cannabis related activities, including those with direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the U.S. cannabis industry.

Please see Trends, Commitments, Events or Uncertainties in Section 3.3 for further information on the material facts, risks and uncertainties related to U.S. issuers with marijuana-related activities.

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1 About This Listing Statement

1.1 Glossary of Terms

Unless the context otherwise requires or where otherwise provided, the following words and terms shall have the meanings set forth below when used in this Listing Statement.

"3Sixty" means 3 Sixty Secure Corp., a corporation incorporated under the *Canada Business Corporations Act*, and continued under the *Business Corporations Act* (Ontario).

"3Sixty Amalgamation Resolution" means the 3Sixty shareholder resolution authorizing 3Sixty to enter into an amalgamation by and between 3Sixty and TCSS and all ancillary documentation to perform the amalgamation.

"3Sixty Board" means the Board of Directors of 3Sixty.

"3Sixty Continuance Resolution" means the 3Sixty shareholder resolution authorizing 3Sixty to be continued under the *Business Corporations Act* (Ontario).

"3Sixty Shares" means the issued and outstanding common shares of 3Sixty.

"3Sixty Stock Option Plan" has the meaning ascribed to it in Section 9.

"3Sixty Warrants" means the issued and outstanding warrants of 3Sixty.

"ACMPR" means the *Access to Cannabis for Medical Purposes Regulations* (Canada).

"Affiliates" has the meaning ascribed to it in the OBCA.

"Agency Agreement" means the agency agreement dated October 25, 2018 by and between 3Sixty and the Agents, as amended, in respect of the Subscription Receipt Offering.

"Agents" means Canaccord, Cormark Securities Inc., Mackie Research Capital Inc. and PI Financial Corp.

"Agents' Expenses" means the expenses incurred by and payable to the Agents pursuant to the terms of the Agency Agreement in connection with the Subscription Receipt.

"Agency Fee" means the commission payable to the Agents pursuant to the terms of the Agency Agreement in connection with the Subscription Receipt Offering.

"Amalco" means 3 Sixty Secure Corp., the amalgamated corporation, amalgamated under the *Business Corporations Act* (Ontario), resulting from the amalgamation of 3Sixty and TCSS.

"Amalco Options" has the meaning ascribed to it in Section 9.

"Amalco Shares" means the common shares in the capital of Amalco.

"Amalgamation" means the amalgamation by and between 3Sixty and TCSS.

"Amalgamation Exchange Ratio" means the exchange ratio of 0.353 fully paid and non-assessable Amalco Shares for each TCSS Share held by each holder of TCSS Shares.

"Associate" has the meaning ascribed to it under Canadian Securities Laws.

"Audit Committee" means the Audit Committee of the Resulting Issuer.

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

"Board" means the Board of Directors of the Resulting Issuer.

"Canaccord" means Canaccord Genuity Corp.

"Canadian Securities Laws" means collectively, the Securities legislation in each Province and Territory of Canada.

"Cannabis Act" means Bill C-45, which received Royal Assent on June 21, 2018 and became the *Cannabis Act* (Canada).

"Canopy" means Canopy Growth Corporation, a corporation incorporated under the *Business Corporations Act* (Ontario), the largest LP in Canada by cultivation volume, sales, branding and distribution.

"Canopy Services Agreement" means the general service agreement between Canopy and 3Sixty dated January 9, 2018.

"CCTV" means closed circuit television.

"CDS" means the Clearing and Depository Services Inc.

"CDSA" means the Controlled Drugs and Substances Act.

"CEO" means Chief Executive Officer.

"CFO" means Chief Financial Officer.

"C&G Committee" means the Compensation and Governance Committee of the Resulting Issuer.

"Cole Memorandum" means the memorandum authored by James Cole, addressed to all United States district attorneys dated August 29, 2013.

"Company" means the Resulting Issuer.

"Consolidation" means the consolidation of Petro Vista shares prior to the RTO Transaction on the basis of two pre-consolidation shares for one post-consolidation share.

"CSA" means the Controlled Substances Act of 1970 (21 U.S.C § 811).

"CSE" means the Canadian Securities Exchange.

"C&G Committee" means the Compensation and Governance Committee of 3Sixty.

"DHA" means David Hyde & Associates, a corporation incorporated under the *Business Corporations Act* (Ontario).

"DHA Earn-out Payment" has the meaning ascribed to it in Section 4.

"DHA Seller" has the meaning ascribed to it in Section 4.

"DHA Shares" has the meaning ascribed to it in Section 4.

"Department of Justice" or **"DOJ"** means the United States Department of Justice.

"**Effective Time**" means the time at which the Amalgamation shall have occurred.

"Escrow Release Conditions" has the meaning ascribed to it in the Subscription Receipt Agreement.

"Escrow Release Deadline" means 120 days from the date of the closing of the Subscription Receipt Offering.

"Escrowed Funds" means the gross proceeds from the Subscription Receipt Offering, less (i) the Agents' Expenses in connection with the Subscription Receipt Offering accrued at the time of closing of the Subscription Receipt Offering, and (ii) 50% of the Agency Fee.

"Expiry Date" has the meaning ascribed to it in Section 9.

"FinCEN" means the Financial Crimes Enforcement Network.

"**FinCEN Memorandum**" means the memorandum issued by the Financial Crimes Enforcement Network of the Treasury Department in February 2014.

"Form 2A" means the CSE Form 2A – Form of Listing Statement

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

"Handbook" means the CSE Handbook.

"Health Canada" means the department of the Canadian federal government which is responsible for national public health.

"IFRS" means International Financial Reporting Standards.

"ISOs" means incentive stock options.

"IT" means information technology.

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

"Leahy Amendment" means the 2018 inclusion of the Rohrabacher-Blumenauer Amendment language

in the omnibus appropriations bill SJ 1662, passed by the United States Congress.

"LPs" means corporations who hold a license to produce cannabis and cannabis related products.

"Listing Statement" means this Listing Statement.

"Lock-Up Date" means the day following the consummation of the RTO Transaction.

"Management" means the executive management team of the Resulting Issuer.

"MCRSA" means the Medical Marijuana Regulation and Safety Act (California).

"MD&A" means Management Discussion & Analysis.

"MMPR'' means the *Marijuana for Medical Purposes Regulations* (Canada).

"NEOs" means Named Executive Officers.

"New Stock Option Plan" has the meaning ascribed to it in Section 9.

"NEX Board" means the NEX trading board of the TSXV.

"NI 52-110" means National Instrument 52-110- Audit Committee.

"OBCA" means the *Business Corporations Act* (Ontario).

"Offering Price" means the issue price of $0.85 per Subscription Receipt.

"Outstanding Issue" has the meaning ascribed to it in Section 9.

"Option Holder" means the holder of an option security issued under the New Stock Option Plan.

"Participants" mean the employees, officers, directors, consultants who are eligible to participate in the New Stock Option Plan if selected by the C&G Committee of the Resulting Issuer.

"Person" means an individual, corporation, partnership, joint venture, trust, unincorporated organization, the Crown or any agency or instrumentality thereof or any other juridical entity.

"Petro Vista" means Petro Vista Energy Corp, a corporation incorporated under the *Business Corporations Act* (British Columbia), listed on the NEX Board of the TSXV and a "reporting issuer" within the meaning of the *Securities Act* (British Columbia) and the *Securities Act* (Alberta).

"Petro Vista Shares" means the common shares of Petro Vista.

"Petro Vista Meeting" means the shareholder meeting of Petro Vista, held on November 29, 2018.

"Petro Warrants" means the 1,130,000 Petro Vista common shares purchase warrants outstanding prior to the RTO Transaction.

"Promoter" has the meaning ascribed to such term in Section 18.

"Risk Factors" has the meaning ascribed to it in Section 16.

"Recognized Exchange" means any of the New York Stock Exchange, the NASDAQ Stock Market, the NYSE Amex, the Toronto Stock Exchange, the TSX Venture Exchange or the Canadian Securities Exchange.

"Regulations" means the Cannabis Act Regulations.

"Resulting Issuer" means 3 Sixty Risk Solutions Ltd., a corporation created as a result of a three-cornered amalgamation between Petro Vista and Amalco pursuant to the RTO Agreement.

"Resulting Issuer Share" means the issued and outstanding common shares of the Resulting Issuer.

"Rohrabacher-Blumenauer Amendment" means the Rohrabacher Amendment Title: H.R.2578 — Commerce, Justice, Science, and Related Agencies Appropriations Act, 2016.

"RTO Transaction" means the transactions contemplated by the RTO Agreement.

"RTO Agreement" means the transaction agreement among Petro Vista, 3Sixty, TCSS and Subco dated November 29, 2018, as amended and restated on December 19, 2018.

"Section 280E" means section 280E of the Tax Code.

"SEDAR" means the System for Electronic Document Analysis and Retrieval, references to SEDAR are meant as references to www.sedar.com.

"SPA" has the meaning ascribed to it in Section 4.

"Sessions Memorandum" means the memorandum authored by Attorney General Jeff Sessions on January 4, 2018 that rescinded the Cole Memorandum.

"Staff Notice 51-352" means CSA Staff Notice 51-352 (Revised) - Issuers with U.S. Marijuana-Related Activities.

"Subco" means 2661215 Ontario Inc., a corporation incorporated under the OBCA and a wholly-owned subsidiary of Petro Vista.

"Subscription Agreements" means the agreements dated October 25, 2018 providing for the subscription of Subscription Receipts.

"Subscription Receipt" means each subscription receipt offered under the Subscription Receipt Offering.

"Subscription Receipt Agent" means Odyssey Trust Company.

"Subscription Receipt Agreement" means the subscription receipt agreement between 3Sixty, Canaccord and Odyssey Trust Company dated October 25, 2018 in respect of Subscription Receipts.

"Subscription Receipt Offering" means the equity private placement offering of up to 23,529,412 subscription receipts pursuant to the terms of the Agency Agreement.

"Tax Code" means the Internal Revenue Code of 1986, as amended.

"TCSS" means Total Cannabis Security Solutions Inc., a corporation incorporated under the *Business Corporations Act* (Ontario).

"TCSS Amalgamation Resolution" means the TCSS shareholder resolution authorizing TCSS to enter into an amalgamation by and between 3Sixty and TCSS and all ancillary documentation to perform the amalgamation.

"TCSS Options" means the issued and outstanding options to purchase TCSS Shares.

"TCSS Shares" means the issued and outstanding common shares of TCSS.

"TCSS Warrants" means the issued and outstanding common share purchase warrants of TCSS.

"Termination" has the meaning ascribed to it in *Section 4.1 – Subscription Receipt Offering.*

"Tilray/High Park" means Tilray, Inc., a corporation incorporated under the BCBCA.

"TMX MOU" means the Memorandum of Understanding signed by the TMX Group on February 8, 2018.

"TSX" means the Toronto Stock Exchange.

"TSXV" means the TSX Venture Stock Exchange

"Transaction Agreement" means the transaction agreement dated September 20, 2018 between 3Sixty and TCSS, as amended.

"Underlying Warrant Shares" TCSS shares underlying TCSS Warrants.

"We" means the Company.

1.2 General

Unless otherwise indicated:

(i) all dollar amounts are expressed in Canadian dollars, except as otherwise indicated. References to "**$**", "**C$**" or "**dollars**" are to Canadian dollars.

(ii) any statements in this Listing Statement made by or on behalf of management are made in such person's capacities as officers of the Resulting Issuer and not in their personal capacities;

(iii) the information contained or referred to herein relating to Petro Vista and its subsidiaries has been furnished by Petro Vista, without independent verification by the Resulting Issuer. In preparing this Listing Statement, the Resulting Issuer

has relied upon Petro Vista to ensure that this Listing Statement contains full, true and plain disclosure of all material facts relating to Petro Vista and its subsidiaries;

(iv) no Person has been authorized to give any information or make any representation in connection with the Resulting Issuer other than as contained in this Listing Statement, and if given or made, any such information or representation must not be relied upon as having been authorized by the Resulting Issuer;

(v) all information contained in this Listing Statement is given as of January 4, 2019, unless otherwise specifically stated;

(vi) neither the delivery of this Listing Statement nor any distribution of the securities referred to in this Listing Statement will, under any circumstance, create an implication that there has been no change in the information set forth herein since the date of such information given in this Listing Statement;

(vii) this Listing Statement does not constitute an offer to sell or a solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation of an offer or a proxy solicitation; and

(viii) this Listing Statement includes market and industry data that has been obtained from third-party sources, including industry publications. The Resulting Issuer believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Resulting Issuer has not independently verified any of the data from third-party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

1.3 Forward Looking Information

This Listing Statement includes estimates, projections, and other forward-looking statements, within the meaning of applicable Canadian Securities Laws or United States securities legislation. All estimates, projections, and other forward-looking statements have been prepared by the Company on assumptions that management considers reasonable, but these estimates, projections, and statements involve a high degree of risk and may not prove accurate. No representation is made as to the accuracy of such estimates, statements, or projections or their attainability, and nothing in this Listing Statement shall be relied upon as a promise or representation as to the Company's future performance. The Company and its existing and proposed activities are subject to various risks and uncertainties, including, but not limited to, those described in the section titled "*Risk Factors*" in this Listing Statement.

Statements that are not historical facts or that describe the Company's plans, beliefs, goals, intentions, objectives, projections, expectations, assumptions, strategies, or future events are forward-looking statements. In addition, terms such as "will," "believe," "anticipate," "estimate," "plan," "projects," "continuing," "ongoing," "expect," "intend," "potential," and similar expressions and discussions of the Company's strategy or other intentions identify forward-looking statements. These statements involve estimates, assumptions and uncertainties that could cause actual results to differ materially from those expressed for the reasons described in this Listing Statement. Undue reliance should not be placed on these forward-looking statements. The forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. In addition, the Company cannot assess the impact of each factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

This Listing Statement includes certain statements and estimates provided by the Company with respect to the anticipated future performance of the Company. Such statements and estimates reflect various assumptions by the Company concerning anticipated results, which assumptions may or may not prove to be correct. No representations are made as to the accuracy of such statements and estimates, as well as the exercise of a substantial degree of judgment by management as to the scope and presentation of such information. Actual results achieved during projection periods may differ substantially from those projected.

Certain of the information contained in this Listing Statement concerning industry trends and performance is based upon or derived from information provided by third-party consultants, other industry sources and the Company's research. The Company believes such information is accurate and that the sources from which it has been obtained are reliable. However, the Company cannot guarantee the accuracy of such information and has not independently verified the assumption upon which projections of future trends and performance are based.

Statements containing forward-looking information are made as of the date of this Listing Statement and include, but are not limited to, statements with respect to:

- The performance of the Company's business and operations;
- The Company's expectations regarding revenues, expenses, dividends and anticipated cash needs;
- The intention to grow the Company's business, operations and services;
- Industry growth trends, including with respect to projected sales of recreational cannabis products and number of patients using cannabis-based pharmaceutical products;
- The competitive conditions of the industry in which the Company operates;
- The regulation of cannabis in the United States at the federal and state level;
- The legalization of the use of cannabis for recreational use in the United States;
- The legalization of the use of cannabis for medical and/or recreational use in jurisdictions outside

of the United States and Canada;

- The expected timing and completion of the Company's near-term objectives, including, without limitation, expansion in the United States and other foreign markets;
- Laws and any amendments thereto applicable to the Company;
- The competitive advantages and business strategies of the Company; and
- The legalization of cannabis for medical and/or recreational use in the United States and Canada, and the timing related thereof and the Company's intentions to participate in such market(s), if and when legalized.

Forward-looking statements are subject to known and unknown risks, uncertainties, assumptions, and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements, including risks, uncertainties and assumptions set out under the heading "*Risk Factors*" in Section 16. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update or revise any forward-looking statements that are included herein, except in accordance with applicable securities laws. *See Section 16 – Risk Factors.*

Throughout this Listing Statement various logos and trademarks will be used. These trademarks and logos are the property of their respective owners.

An investment in the Company's securities should be considered highly speculative. There is no guarantee that an investment in the Company will earn any positive return in the short or long term. An investment in the Company is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment. There are certain risk factors associated with an investment in the Company's securities.

2 Corporate Structure

2.1 Corporate Name and Head and Registered Office

This Listing Statement has been prepared in connection with the RTO Transaction and proposed listing on the CSE of the Resulting Issuer.

The legal name of 3Sixty was 3 Sixty Secure Corp. The registered office of 3Sixty was 12-83 Little Bridge, Almonte, Ontario, K0A 1A0.

The legal name of TCSS was Total Cannabis Security Solutions Inc. The head and registered office of TCSS was in Ancaster, Ontario, Canada at 911 Golf Links Road, Suite 200, Ancaster, Ontario.

Upon completion of the RTO Transaction, the head and registered office of the Resulting Issuer became 12-83 Little Bridge, Almonte, Ontario, K0A 1A0. The legal name of the Resulting Issuer is 3 Sixty Risk

Solutions Ltd.

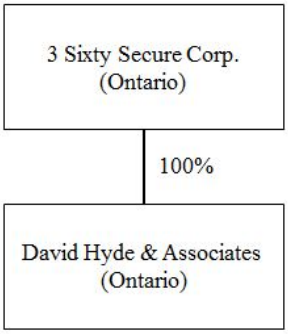
2.2 Incorporation

The Resulting Issuer is incorporated under the BCBCA.

See Section 3.1 – General Development of the Business – The Company.

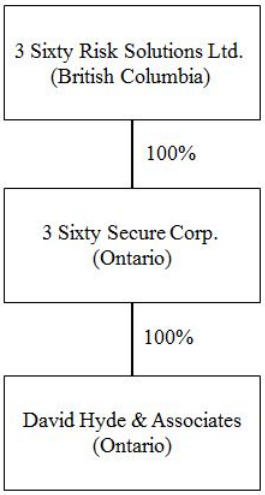
2.3 Intercorporate Relationships

The organizational chart of Amalco setting out the material subsidiaries is set forth below:



2.4 Intercorporate Relationships following RTO Transaction.

The organizational chart of the Resulting Issuer setting out the material subsidiaries is set forth below:



2.5 Incorporation outside Canada.

Not Applicable.

3 General Development of the Business

3.1 General Business.

Petro Vista

Petro Vista was incorporated on April 6, 2006 under the BCBCA under the name Texada Capital Corp. In April 2007, Texada Capital Corp. was listed on the TSXV as a Capital Pool Company. On April 9, 2008 Texada Capital Corp. completed its qualifying transaction on the TSXV and changed its name to "Petro Vista Energy Corp." and traded under the symbol "PTV". From April 9, 2008 to January 13, 2017, Petro Vista was in the business of exploration, development and exploitation of oil and natural gas properties in South America. On January 13, 2017, the Company sold its wholly-owned Brazilian subsidiary which held Petro Vista's oil and gas operations. Effective June 1, 2017, the Company's common shares were moved from TSXV main board to the NEX Board of the TSXV where they trade under the symbol PTV.H. On September 21, 2018 a trading halt was imposed on the Petro Vista Shares in connection with the announcement of the RTO Transaction, which continues to remain in effect.

On September 20, 2018, Petro Vista entered into a letter agreement with 3Sixty and TCSS that formed the basis of the RTO Agreement pursuant to which 3Sixty, TCSS and Petro Vista agreed to undergo a business combination to form the Resulting Issuer and to work together to list the Resulting Issuer Shares on the CSE and to delist the Resulting Issuer Shares from the TSXV. Petro Vista entered into the RTO Agreement with 3Sixty and TCSS on November 29, 2018, which RTO Agreement was amended and restated on December 19, 2018.

On November 29, 2018, Petro Vista held the Petro Vista Meeting. At the Petro Vista Meeting, Petro Vista approved the following matters in connection with the RTO Transaction:

- the election of the directors of the Resulting Issuer to hold office following completion of the RTO Transaction;
- the appointment of MNP LLP as the auditors of the Resulting Issuer following completion of the RTO Transaction and to authorize the directors of the Resulting Issuer to fix the remuneration of such auditors;
- the adoption of the New Stock Option Plan, effective following the completion of the RTO Transaction; and
- the de-listing of the Petro Vista Shares from the TSXV.

See the information circular filed on Petro Vista's SEDAR profile and available at www.sedar.com.

On October 24, 2018, all outstanding convertible securities of Petro Vista were exercised and on January 4, 2019 5,202,602 Petro Vista Shares were consolidated on the basis of one (1) new Petro Vista Share for each two (2) old Petro Vista Shares, resulting in 2,601,301 Petro Vista Shares[1] and no convertible securities remaining outstanding.

Amalco

Amalco was formed upon the amalgamation of 3Sixty and TCSS on January 4, 2019 pursuant to the OBCA.

Development of 3Sixty

Headquartered in Almonte, Ontario, 3Sixty is a leader in secure logistics and security solutions in the Canadian cannabis industry. 3Sixty's services include secure transport, site security, remote guarding, and

[1] Figures subject to individual rounding on consolidation.

risk assessments. 3Sixty's clients primarily consist of companies operating in the cannabis sector. As of the date of this Listing Statement, 3Sixty provides guard and transport security services to approximately 45 LPs, including some of the world's largest, such as LPs owned by Canopy. 3Sixty has a staff of over 216 employees, including over 160 full-time guards, and employs a fleet of over 50 vehicles, which management believes provides a combined security footprint to approximately 30 million square feet of patrolled area.

3Sixty was initially incorporated as 360° Secure Corp. under the provisions of the *Canada Business Corporations Act* on September 17, 2013 and commenced operations in late 2013 focused initially on providing site security for industrial clients, working with Global Affairs Canada to offer security awareness training for members visiting countries abroad, and drafting risk assessment reports to a varied array of clients. Shortly after inception, 3Sixty was tasked with developing and implementing security plans for high profile sporting events such as the 2014 FIFA U-20 Women's World Cup and the 2015 FIFA Women's World Cup which held at multiple venues across Canada. In 2014, 3Sixty engaged its first cannabis client, an LP applicant under the MMPR, which required a risk assessment report in support of its Health Canada application. Further to its risk assessment consulting services to Canadian LPs, 3Sixty began to offer secure transport (both non-armoured and armoured) and facilities guarding services for participants in the cannabis industry in Canada.

Capitalizing on the maturing cannabis market, 3Sixty shifted its strategic focus in 2016 to developing its operational capacity and vehicle fleet in order to provide armed and unarmed secured transport services primarily to the expanding cannabis industry. 3Sixty completed an extensive cannabis industry market analysis and business development campaign throughout 2016 in order to engage additional cannabis industry clients and to take advantage of its first mover advantage. These strategic efforts culminated in 3Sixty be named the national security provider to Canopy in 2017 for both guarding and secure transport, with its first transportation run taking place in late 2017. 3Sixty has continued to leverage its existing knowledge in the security industry, as well as an existing labour pool of trained armed guards to quickly scale and service the rapidly expanding cannabis sector and, in recent months, has secured numerous additional security contracts with LPs and other industry stakeholders, including contracts with Tilray/High Park, Aphria Inc. and the Ontario Cannabis Store.

On January 3, 2018, 3Sixty amended its articles of incorporation to change its name to "3 Sixty Secure Corp.". On October 30, 2018, 3Sixty's shareholders approved the continuance of the corporation under the OBCA. On November 26, 2018 3Sixty's shareholders approved the amalgamation between 3Sixty and TCSS, described further below.

Development of TCSS

TCSS provides security, risk-management and compliance-related services to stakeholders in the legal cannabis markets allowing its clients to focus on their core business activities. Becoming a licensed marijuana producer in Canada and other countries and jurisdictions involves compliance with a myriad of complex regulations, of which security measures are a critical part. TCSS offers a single 'platform' to its clients that integrates and aggregates the various security, risk and compliance elements necessary to support cannabis license applications. Further, with its focus on holistic solutions, TCSS offers rigorous, tailor-made programs necessary to maintain industry licenses and support brand quality and reputation.

TCSS was formed pursuant to the provisions of the OBCA on March 7, 2018. The company's registered and head office is located at Suite 2100 – 40 King Street West, Toronto, Ontario.

In July 2018, TCSS acquired the industry-leading security and risk consultancy firm, DHA. DHA's predecessor was a sole proprietorship formed in April 2010 by the President of DHA, David Hyde. DHA was incorporated on June 1, 2016 pursuant to the provisions of the OBCA, at which time DHA assumed all of the assets and liabilities of the predecessor. In this Listing Statement, references to DHA include its predecessor. DHA quickly became the premier specialist in security and risk in the cannabis market. DHA has a team of security and project management specialists with a depth of knowledge in the area of cannabis security and licensing.

In 2013, the MMPR provided for the distribution of medicinal cannabis; however, Health Canada simultaneously enforced guidelines designed to strictly control the production and distribution of dried marijuana. These guidelines mandated compliance with strict security measures in order to maintain a Health Canada production license. DHA has committed its resources almost exclusively to the cannabis industry and in 2013, was contracted to provide strategic consulting services by one of the original five Canadian LPs, which had been awarded a license to produce medicinal cannabis by Health Canada that same year. DHA has since offered its customers consulting and advisory services in order to maintain such mandated compliance.

Subsequent regulatory revisions resulted in the issuance of the ACMPR in 2016. Over the past five years, DHA has provided security and compliance advisory services to more than 400 cannabis sector clients, including over 300 MMPR/ACMPR applicants and over 75 retail cannabis license applicants across Canada. The firm's specialists have attended over 30 licensing inspections with Health Canada, and worked with more than half of the LP sites across the country

TCSS' strategy is to broaden the scope of services provided in order to protect their client's assets from 'seed-to-sale' and reach beyond its strategic consulting services. The goal, wherever possible, is to create an evolving client partnership that (i) ensures integrity in all security processes which must comply with regulation and thereby preserve licenses; (ii) proactively identifies threats and risk to client personnel, property, information and reputation; (iii) fosters and sustains a culture of security and safety awareness among each stakeholder in the clients' value-chain; and (iv) utilizes methodology that challenges the normal state in search of improved performance, realistic cost-controls and implementation of industry best practice.

Since 2013, DHA has closely followed the development of the federal cannabis regulations and has leveraged its significant expertise in its strategic licensing service offering to cannabis cultivators, producers, research and development entities, distributors and retailers.

The Transaction

Amalgamation between 3Sixty and TCSS

On September 20, 2018 3Sixty and TCSS entered into the Transaction Agreement which set out the terms and conditions pursuant to which the parties would complete the Amalgamation. The Transaction Agreement contained various covenants, representations and warranties of and from each of the parties thereto and various conditions precedent. The terms of the Amalgamation are the result of arm's length negotiations conducted between 3Sixty and TCSS and their respective legal and financial advisors.

As a condition to the Amalgamation, on October 30, 2018, 3Sixty continued under the OBCA.

Under the terms of the Transaction Agreement, (i) holders of 3Sixty Shares were to receive one fully paid

and non-assessable Amalco Share for each 3Sixty Share held by such holder, amounting to 71,206,688 Amalco Shares issued to such 3Sixty Shareholders in the aggregate, and (ii) holders of TCSS Shares were to receive 0.353 fully paid and non-assessable Amalco Shares for each TCSS Share held by such holder, amounting to 49,165,046 Amalco Shares issued to such TCSS Shareholders in the aggregate. Each 3Sixty Warrant, 3Sixty Option, TCSS Warrant and TCSS Option remaining outstanding at the Effective Time became exercisable for Amalco Shares on and subject to the terms and conditions thereof, subject to adjustment in respect of the TCSS Warrants and TCSS Options on the basis of the Amalgamation Exchange Ratio.

Private Placement of Subscription Receipts

In connection with the RTO Transaction, on October 25, 2018, 3Sixty completed the Subscription Receipt Offering for gross proceeds of $17,501,500. Each Subscription Receipt entitles the holder thereof to receive, without payment of any additional consideration or further action, and subject to adjustment, one 3Sixty Share or, following completion of the Amalgamation one Amalco Share upon satisfaction or waiver of the Escrow Release Conditions. The gross proceeds from the sale of the Subscription Receipts, less (i) the Agents' Expenses accrued at that time (including legal fees, disbursements and applicable taxes), and (ii) 50% of the Agency Fee were deposited into escrow on the closing of the Subscription Receipt Offering with the Subscription Receipt Agent and invested in an interest bearing account pursuant to the terms and conditions of the Subscription Receipt Agreement. The remaining balance of the Agency Fee and any remaining Agents' Expenses accrued at the time the Escrowed Funds are released from escrow were released to the Agents out of the Escrowed Funds on January 4, 2019 with the balance of Escrowed Funds released from escrow to 3 Sixty upon the satisfaction of the Escrow Release Conditions. The 3 Sixty Shares issued upon exercise of the Subscription Receipts were exchanged for Resulting Issuer Shares of the Company pursuant to the RTO Transaction on January 4, 2019.

RTO Transaction

On November 29, 2018, 3Sixty, TCSS and Petro Vista entered into the RTO Agreement, which outlines the general terms and conditions pursuant to which Petro Vista, 3Sixty and TCSS have agreed to complete the RTO Transaction resulting in the reverse take-over of Petro Vista by Amalco. In conjunction with the RTO Transaction, Petro Vista de-listed the Petro Vista Shares from the NEX board of the TSXV on January 3, 2019 with the Resulting Issuer Shares to be listed on the CSE. The RTO Agreement contains various covenants, representations and warranties of and from each of the parties thereto and various conditions precedent. The terms of the RTO Transaction are the result of arm's length negotiations conducted between Petro Vista, 3Sixty and TCSS and their respective legal and financial advisors.

The RTO Transaction was completed by way of a three-cornered amalgamation between Petro Vista and Amalco on January 4, 2019, whereby Amalco amalgamated with Subco, a wholly-owned subsidiary of Petro Vista, under the terms of OBCA and Amalco shareholders received securities of the Resulting Issuer on the basis of one (1) Resulting Issuer Share for each one (1) Amalco Share, following which the Resulting Issuer changed its name to "3 Sixty Risk Solutions Ltd." and carries on the business of Amalco.

3.2 Significant Acquisitions and Dispositions.

See *Section 3.1 General Business – Development of TCSS*.

3.3 Trends, Commitments, Events or Uncertainties.

Regulatory Overview

Although the Company's U.S. operations to date are minimal, the Company does service certain U.S. clients through TCSS's consulting services and anticipates future expansion into the U.S. as regulations develop and U.S. licensed producers of cannabis require additional security services.

In accordance with the Canadian Securities Administrators Staff Notice 51-352 (Revised) – *Issuers with U.S. Marijuana-Related Activities* ("**Staff Notice 51-352**"), the following is a table of concordance intended to assist readers in identifying those parts of this Listing Statement that address the disclosure expectations outlined in Staff Notice 51-352.

Industry Involvement	Specific Disclosure Necessary to Fairly Present all Material Facts, Risks and Uncertainties	Listing Statement Cross Reference
All Issuers with U.S. Marijuana-Related Activities	Describe the nature of the issuer's involvement in the U.S. marijuana industry and include the disclosures indicated for at least one of the direct, indirect and ancillary industry involvement types noted in this table.	*Section 3.3 – Trends Commitments, Events or Uncertainties* *Section 4 – Narrative Description of the Business*
	Prominently state that marijuana is illegal under U.S. federal law and that enforcement of relevant laws is a significant risk.	*Cover Page (disclosure in bold typeface)*
	Discuss any statements and other available guidance made by federal authorities or prosecutors regarding the risk of enforcement action in any jurisdiction where the issuer conducts U.S. marijuana-related activities.	*Section 3.3 – Trends, Commitments, Events or Uncertainties. – United States Federal Regulatory Overview* *Section 17 - Risk Factors - Some of the Company's business activities, while believed to be compliant with applicable U.S. state and local law, are illegal under federal law.* *Section 17 - Risk Factors - Uncertainty Surrounding the Trump Administration and Attorney General Jeff Sessions and their Influence and Policies in Opposition to the Cannabis Industry as*

		a Whole. *Section 17 - Risk Factors - Uncertainty with Respect to Various U.S. Regulatory Authorities.*
	Outline related risks including, among others, the risk that third-party service providers could suspend or withdraw services and the risk that regulatory bodies could impose certain restrictions on the issuer's ability to operate in the U.S.	*Section 17 - Risk Factors – Restricted Access to Banking* *Section 17 - Risk Factors – Variations in State Regulations.* *Section 17 - Risk Factors - Heightened Scrutiny by Canadian Regulatory Authorities.* *Section 17 - Risk Factors – U.S. Anti-Money Laundering Laws* *Section 17 - Risk Factors – Security Risks* *Section 17 - Risk Factors – Information Technology and the Risk of Cyber Attacks* *Section 17 – Risk Factors – Lack of access to U.S. bankruptcy protections* *Section 17 – Risk Factors – The Company's Contracts may not be Legally Enforceable in the U.S.* *Section 17 – Risk Factors – Risk of Civil Asset Forfeiture*
	Given the illegality of marijuana under U.S. federal law, discuss the issuer's ability to access both public and private capital and indicate what financing options are / are not available in order to support continuing operations.	*Section 4.1 – Narrative Description of the Business -- Total Funds Available* *Section 4.1 – Narrative*

		Description of the Business – Ability to Access Public and Private Capital *Section 17 – Risk Factors – Company's Target Market is Difficult to Quantify and Investors Will Be Reliant On Their Own Estimates on the Accuracy of Market Data.* *Section 17 – Risk Factors – No Guarantee that the Company Will Be Able to Secure Required Financing to Achieve Its Business Objectives.*
	Quantify the issuer's balance sheet and operating statement exposure to U.S. marijuana-related activities.	*Section 5 – Selected Consolidated Financial Information*
	Disclose if legal advice has not been obtained, either in the form of a legal opinion or otherwise, regarding (a) compliance with applicable state regulatory frameworks and (b) potential exposure and implications arising from U.S. federal law.	Legal advice has been obtained.
U.S. Marijuana Issuers with direct involvement in cultivation or distribution	Outline the regulations for U.S. states in which the issuer operates and confirm how the issuer complies with applicable licensing requirements and the regulatory framework enacted by the applicable U.S. state.	Not applicable.
	Discuss the issuer's program for monitoring compliance with U.S. state law on an ongoing basis, outline internal compliance procedures and provide a positive statement indicating that the issuer is in compliance with U.S. state law and the related licensing framework. Promptly disclose any non-compliance, citations or notices of violation which may have an impact on the issuer's license, business activities or operations.	Not applicable.
U.S. Marijuana Issuers	Outline the regulations for U.S. states in	*Section 3.3 - Compliance with*

with indirect involvement in cultivation or distribution	which the issuer's investee(s) operate.	*Applicable State Law in the United States*
	Provide reasonable assurance, through either positive or negative statements, that the investee's business is in compliance with applicable licensing requirements and the regulatory framework enacted by the applicable U.S. state. Promptly disclose any non-compliance, citations or notices of violation, of which the issuer is aware, that may have an impact on the investee's license, business activities or operations.	*Section 3.3 - Compliance with Applicable State Law in the United States* *Section 4 - Narrative Description of the Business*
U.S. Marijuana Issuers with material ancillary involvement	Provide reasonable assurance, through either positive or negative statements, that the applicable customer's or investee's business is in compliance with applicable licensing requirements and the regulatory framework enacted by the applicable U.S. state.	*Section 3.3 - Compliance with Applicable State Law in the United States* *Section 17 - Risk Factors- No Assurance That the Company's Clients Will Obtain and Retain Any Relevant Licenses.*

United States Federal Cannabis Regulatory Overview

The United States federal government regulates drugs through the Controlled Substances Act of 1970 (21 U.S.C § 811) (the "**CSA**"), which categorizes controlled substances, including cannabis, on schedules. Cannabis is currently classified as a Schedule I controlled substance. A Schedule I controlled substance is defined as a substance that has no currently accepted medical use in the United States, a lack of safety for use under medical supervision and a high potential for abuse.

Unlike in Canada, which has federal legislation uniformly governing the cultivation, distribution, sale and possession of cannabis, in the United States, cannabis is largely regulated at the state level. To the Company's knowledge, to date 30 states, the District of Columbia, Puerto Rico and Guam have legalized cannabis in some form. Notwithstanding the permissive regulatory environment of medical and recreational cannabis at the state level, cannabis continues to be categorized as a Schedule I controlled substance under the CSA and, as such, violates federal law in the United States.

As a result of the conflicting views between state legislatures and the United States federal government, cannabis businesses in the United States are subject to inconsistent legislation and regulation. In response to this inconsistency, on August 29, 2013, then Deputy Attorney General, James Cole, authored a memorandum (the "**Cole Memorandum**") addressed to all United States district attorneys (federal prosecutors) acknowledging that notwithstanding the designation of cannabis as a controlled substance at the federal level in the United States, several US States had enacted laws relating to cannabis for medical

purposes.

The Cole Memorandum outlined certain priorities for the Department of Justice relating to the prosecution of cannabis offenses. In particular, the Cole Memorandum noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the Department of Justice should be focused on addressing only the most significant threats related to cannabis. States where medical cannabis had been legalized were not characterized as a high priority. Notably, however, the Department of Justice never provided specific guidelines for what regulatory and enforcement systems it deemed sufficient under the Cole Memorandum standard.

Current Attorney General Jeff Sessions, while acknowledging that much of the Cole Memorandum had merit, disagreed that the Cole Memorandum had been implemented effectively and, on January 4, 2018, he issued a memorandum (the "**Sessions Memorandum**") that rescinded the Cole Memorandum. While this did not create a change in federal law, revoking the Cole Memorandum guidance rescinded previous nationwide guidance specific to the prosecutorial authority of United States Attorneys relative to cannabis enforcement on the basis that they are unnecessary, given the well-established principles governing federal prosecution already in place. Those principals are included in chapter 9.27.000 of the United States Attorneys' Manual and require federal prosecutors deciding which cases to prosecute to weigh all relevant considerations, including federal law enforcement priorities set by the Attorney General, the seriousness of the crime, the deterrent effect of criminal prosecution, and the cumulative impact of particular crimes on the community.

As a result of the Sessions Memorandum, federal prosecutors are free to utilize their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of state-level laws that may be inconsistent with federal prohibitions. No direction was given to federal prosecutors in the Sessions Memorandum as to the priority they should ascribe to such cannabis activities, and as a result it is uncertain how actively federal prosecutors will be in relation to such activities. Further, the Sessions Memorandum did not discuss the treatment of medical cannabis by federal prosecutors. Medical cannabis is currently protected against enforcement by enacted legislation from United States Congress in the form of the Rohrabacher-Blumenauer Amendment (also described as the Leahy Amendment, as defined herein), which prevents federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the state level, subject to Congress restoring such funding. See *"US Enforcement Proceedings"*. Due to ambiguity in the Sessions Memorandum in relation to medical cannabis, there can be no assurance that the United States federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law. See *"Risk Factors"*

Federal law pre-empts state law in these circumstances, therefore the federal government can assert criminal violations of federal law despite state law. The level of prosecutions of state-legal cannabis operations is entirely unknown, nonetheless the stated position of the current administration is hostile to legal cannabis, and furthermore may be changed at any time by the Department of Justice, to become even more aggressive. The Sessions Memorandum lays the groundwork for United States Attorneys to take their cues on enforcement priority directly from Attorney General Jeff Sessions by referencing federal law enforcement priorities set by Attorney General Jeff Sessions. If the Department of Justice policy under Attorney General Jeff Sessions was to aggressively pursue financiers or equity owners of cannabis-related business, and United States Attorneys followed such Department of Justice policies through pursuing prosecutions, then the Company could face (i) seizure of its cash and other assets used

to support or derived from its cannabis operations, (ii) the arrest of its employees, directors, officers, managers and investors, and charges of ancillary criminal violations of the CSA for aiding and abetting and conspiring to violate the CSA by virtue of providing financial support to cannabis companies that service or provide goods to state-licensed or permitted cultivators, processors, distributors, and/or retailers of cannabis.

Additionally, under US federal law it may potentially be a violation of federal anti-money laundering statutes for financial institutions to take any proceeds from cannabis sales or any other Schedule I controlled substance. Banks are similarly reluctant to transact with cannabis companies, due to the uncertain legal and regulatory framework of the industry at present. Banks and other financial institutions could be prosecuted and possibly convicted of money laundering for providing services to cannabis businesses. Under US federal law, banks or other financial institutions that provide a cannabis business with a checking account, debit or credit card, small business loan, or any other service could be found guilty of money laundering or conspiracy. Despite these laws, in February 2014, the Financial Crimes Enforcement Network of the Treasury Department issued the FinCEN Memorandum providing instructions to banks seeking to provide services to cannabis-related businesses. The FinCEN Memorandum states that in some circumstances, it is permissible for banks to provide services to cannabis-related businesses without risking prosecution for violation of federal anti-money laundering laws. The FinCEN Memorandum also refers to supplementary guidance that Deputy Attorney General Cole issued to federal prosecutors relating to the prosecution of money laundering offenses predicated on cannabis related violations of the CSA. It is unclear at this time whether the current administration will follow the guidelines of the FinCEN Memorandum.

For the reasons set forth above, TCSS's existing operations in the United States, and any future operations of the Company upon completion of the RTO Transaction, may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. As a result, 3Sixty may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company's ability to operate in the United States or any other jurisdiction. See "*Risk Factors*"

Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in Canada, the United States or elsewhere. A negative shift in the public's perception of cannabis in the United States or any other applicable jurisdiction could affect future legislation or regulation. Among other things, such a shift could cause state jurisdictions to abandon initiatives or proposals to legalize medical cannabis, thereby limiting the number of new state jurisdictions into which the Company could expand. Any inability to fully implement the Company's expansion strategy may have a material adverse effect on the Company's business, financial condition and results of operations. See *"Risk Factors"*

Further, violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on the Company, including its reputation and ability to conduct business, the listing of its securities on various stock exchanges, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by

the applicable authorities involved, and such time or resources could be substantial. See "*Risk Factors*"

US Enforcement Proceedings Related to Cannabis

The United States Congress has passed appropriations bills each of the previous three years that included the Rohrabacher Amendment Title: H.R.2578 — Commerce, Justice, Science, and Related Agencies Appropriations Act, 2016 (the "**Rohrabacher Blumenauer Amendment**"), which by its terms does not appropriate any federal funds to the US Department of Justice for the prosecution of medical cannabis offenses of individuals who are in compliance with state medical cannabis laws. Subsequent to the issuance of the Sessions Memorandum, the United States Congress passed its omnibus appropriations bill, SJ 1662, which for the fourth consecutive year contained the Rohrabacher-Blumenauer Amendment language (referred to in 2018 as the "**Leahy Amendment**") and continued the protections for the medical cannabis marketplace and its lawful participants from interference by the Department of Justice up and through the 2018 appropriations deadline of September 30, 2018. Congress passed the Continuing Appropriations Act, 2019 in September 2018, which extends the deadline of the March 2018 omnibus spending bill until December 7, 2018. The Leahy Amendment may or may not be included in the 2019 fiscal year omnibus appropriations package or a subsequent continuing budget resolution, and its inclusion or non-inclusion, as applicable, is subject to political changes.

American courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with state law. However, because this conduct continues to violate federal law, American courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the CSA, any individual or business—even those that have fully complied with state law—could be prosecuted for violations of federal law. If Congress restores funding, the United States government will have the authority to prosecute individuals for violations of the law before it lacked funding under the CSA's five-year statute of limitations.

Compliance with Applicable State Law in the United States

To the knowledge of the Company, each of the Company's clients that is involved in the U.S. cannabis industry holds licenses that are in good standing to cultivate, possess and/or distribute marijuana in its respective state in the United States. The Company is not aware of: (i) any non-compliance by any of its clients with respect to its cannabis-related activities, or (ii) any notices of violation with respect to any of its clients' cannabis-related activities by its respective regulatory authority.

While the Company's business activities are compliant with applicable state and local law, such activities remain illegal under United States federal law. See "*Risk Factors"*

Canada Cannabis Overview

On August 24, 2016, the ACMPR replaced the Marijuana for Medical Purposes Regulations (the "**MMPR**") as the governing regulations in respect of the production, sale and distribution of medical cannabis and related oil extracts. The ACMPR effectively combines the regulations and requirements of the MMPR, the Marihuana Medical Access Regulations and the section 56 exemptions relating to cannabis oil under the CDSA into one set of regulations.

On June 21, 2018, Bill C-45 received Royal Assent becoming the *Cannabis Act* (Canada) (the "**Cannabis Act**"), which came into force on October 17, 2018. The Cannabis Act regulates the production, distribution and sale of cannabis for unqualified adult use. The Cannabis Act also provides a licensing and

permitting scheme for producing, testing, packaging, labelling, sending, delivering, transporting, selling, possessing and disposing of cannabis for non-medicinal (i.e. adult recreational) use, as implemented by regulations made under the Cannabis Act. On such date that the Cannabis Act comes into force, the CDSA shall no longer govern cannabis and cannabis products, which shall instead be governed under the Cannabis Act. Additionally, on that date, the ACMPR was be repealed.

Health Canada released the *Cannabis Act Regulations* on July 11, 2018, which included the *Cannabis Regulations* and the *Industrial Hemp Regulations*, which will come into effect concurrently with the Cannabis Act.

While the Cannabis Act provides for the regulation of the commercial production of cannabis for adult use purposes and related matters by the federal government, the Cannabis Act provides that the provinces and territories of Canada have the authority to regulate other aspects of adult use cannabis (similar to what is currently the case for liquor and tobacco products), such as sale and distribution, minimum age requirements, places where cannabis can be consumed, and a range of other matters.

To date, the governments of each of the provinces and territories of Canada have announced proposed regulatory regimes for the distribution and sale of recreational cannabis within their respective jurisdictions.

The *Cannabis Act, 2017* (Ontario), will regulate the lawful use, sale and distribution of cannabis for adult use in Ontario (in addition to the Cannabis Act). The *Cannabis Act, 2017* (Ontario) proposes to create a new provincial retailer (the Ontario Cannabis Store), overseen by the Liquor Control Board of Ontario, to manage the distribution of recreational cannabis and is to be the exclusive channel through which consumers in Ontario can legally purchase recreational cannabis. In addition, the Government of Ontario announced its intention to propose new legislation, which is projected to be enacted by April 1, 2019, that would allow for the private retail distribution of cannabis. Further details of the Province of Ontario's approach to recreation cannabis will be set out in regulations to the *Cannabis Act, 2017* (Ontario).

The Government of Manitoba has announced a "hybrid model" for cannabis distribution upon legalization. The supply of cannabis in Manitoba is to be secured and tracked by the Manitoba Liquor and Lotteries Corp., however private retail stores will be permitted to sell recreational cannabis.

The Government of Alberta has announced a draft cannabis framework whereby consumers will be able to purchase of cannabis products from retailers that will receive their products from a government-regulated distributor.

Similar to the approach taken by the Province of Ontario, the Province of New Brunswick plans to set up a network of government-controlled, stand-alone stores through the New Brunswick Liquor Corporation.

On November 16, 2017, the Government of Quebec announced that it plans to create an agency to regulate sales as a parallel organization to its existing government-controlled alcohol sales regulator and chain of outlets commonly known in the province as the "SAQ".

In November 2017, the Government of Newfoundland and Labrador announced that recreational cannabis will be sold through private stores, with a crown-owned liquor corporation overseeing the distribution to private retailers that will sell to consumers. The Government of Newfoundland and Labrador has stated that the Newfoundland and Labrador Liquor Corporation will control the possession, sale and delivery of cannabis, in addition to setting prices.

Similarly, the Government of Yukon has released a "starting point" policy which limits the distribution and sale of recreational cannabis to government outlets and government-run online stores, and allows for the later development of private retailer operations.

The Government of the Northwest Territories has also announced a proposed approach for the distribution and sale of recreational cannabis which relies on the N.W.T. Liquor Commission to control the importation and distribution of cannabis, whether through retail outlets or by mail order service. Communities in the Northwest Territories will be able to hold a plebiscite to prohibit cannabis, similar to the options currently available to restrict alcohol.

The Government of Saskatchewan announced that recreational cannabis will be sold by private companies.

The Government of British Columbia announced in December 2017 that recreational cannabis will be sold in that province through both public and privately operated stores, with the provincial Liquor Distribution Branch handling wholesale distribution.

The Government of Nova Scotia has announced that recreational cannabis will be sold in the province only through the retail locations or online distribution of the Nova Scotia Liquor Corporation.

The Government of Prince Edward Island has announced that the sale of recreational cannabis will be restricted to four dedicated government-owned retail locations as well as on-line sales. The provincial government will be the sole distributor and retailer or recreational cannabis within the province.

On June 13, 2018 Nunavut's *Cannabis Act* was given royal assent. The *Cannabis Act* (Nunavut) allows the Nunavut Liquor and Cannabis Commission to sell cannabis remotely (on-line and by phone), in physical stores, and through an agent. A prohibition on homegrown cannabis was taken out of the final version of the *Cannabis Act* (Nunavut).

On February 8, 2018, following discussions with the Canadian Securities Administrators and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding (the "**TMX MOU**") with Aequitas NEO Exchange Inc., the Canadian Securities Exchange, the TSX and the TSXV. The TMX MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis related activities in the United States. The TMX MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis related activities in the United States. However, there can be no guarantee that this approach to regulation will continue in the future.

Additional Regulatory Requirements for Private Security

In addition, the private security aspects of the Company's business is subject to provincial regulation. In Ontario, the private security industry is governed by the *Private Security and Investigative Services Act, 2005* and its regulations. Other provinces have similar legislation. As of the date of this Listing Statement, the Company holds licenses to provide private security services under the laws of Alberta, British Columbia, New Brunswick, Ontario, Quebec and Nova Scotia.

The Company's security agents themselves must also obtain licenses. Generally, security agents must complete required training and testing, be at least 18 years old, possess a clean criminal record check, and

be legally entitled to work in Canada.

4 Narrative Description of the Business

4.1 General.

BUSINESS OF THE COMPANY

The Resulting Issuer will continue the business of Amalco comprised of the ongoing businesses of 3Sixty and TCSS, each of which is described below. At present, it is anticipated that the Company's revenues will be derived primarily from the security services provided through 3Sixty's ongoing operations; however, it is expected that TCSS's broad client-base in security consulting will serve as a significant origination channel for the continued expansion and diversification of the Company's business.

Following the amalgamation of 3Sixty and TCSS, the Company will provide seed-to-sale security services to fulfill the security requirements of LPs and other industry stakeholders in Canada, the United States and abroad. These services are anticipated to include:

- **Security Consulting for LPs and LP Applicants**, including site assessments, licensing advisory and security design and build-out support for LP applicants and assisting LPs through site expansions and the build-out of additional sites and performing compliance audits;
- **On-Site Security**, including providing LPs with on-site guard services and managing and monitoring LP security systems through the use of CCTV and intrusion alarm and access control systems;
- **Secure Transportation**, including transportation through unarmoured and armoured vehicles, air transportation using bio-thermal packaging, and the use of real-time and climate monitoring;
- **Corporate Security**, including executive security during international travel and employee training and security; and
- **Retail Security**, including performing site assessments, store design and licensing advisory for retail applicants, providing on-site security for the retail locations through the use of security technology and security personnel, and assisting in the maintenance of retail security practices through employee training, the establishment of standard operating procedures and the performance of compliance audits.

Through the combined businesses of 3Sixty and TCSS, the Company will employ over 200 employees, have a fleet of over 50 vehicles and service over 430 customers.

3SIXTY'S BUSINESS AND SERVICES

3Sixty is in the business of designing customised security solutions to meet the cannabis supply chain and site security needs of its clients. Each client enters into a contract establishing pricing and other terms specific to their relative risk profile and the logistical needs of their relative businesses. Specifically, 3Sixty's principal services are subdivided into three reportable operating segments: LP services, mining and oil and gas services, and other services. A description of each service category is set out in turn below.

LP Services

3Sixty's primary service offering is customised security solutions for Canadian LPs, such offering being comprised of two core services: (i) LP site security services and (ii) LP-to-LP secure transport services. LP site security services and LP-to-LP secure transport collectively generated $40,769.12 in 2017.

LP Site Security Services

3Sixty provides static site security services to its LP clients including: guarding and patrolling of LP production, storage, and processing sites. Additionally, 3Sixty shall provide comprehensive site security solutions that may also include remote monitoring and security team management and supervision. 3Sixty provides the site security services for LPs in British Columbia, Ontario, Quebec, New Brunswick, and Nova Scotia. These services are governed by site security contracts entered into with an LP which typically cover a term of one year and may be terminated by either party on 30-days' notice. 3Sixty typically bills for site security based on the number of hours of guarding services provided to the client.

With the increase in the number of LP applicants receiving their cultivation licenses in 2018, LP site security services represent approximately 70% of 3Sixty's revenue from January 2018 to September 30, 2018. 3Sixty anticipates this operating segment to experience significant revenue growth going forward, but its relative percentage of revenues to decrease as its higher margin LP-to-LP secure transport business expands with adult use cannabis legalization being implemented.

LP-to-LP Secure Transport

3Sixty provides secure transport of bulk cannabis shipments both between independent LPs and within an individual LP's production and supply chain. 3Sixty operates its secure transport services in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, and Prince Edward Island. 3Sixty provides secure transport services to its clients on an as-and-when-needed basis, typically through general service agreements which are entered into with clients to provide a tailored service offering matching the risk profile and specific shipping needs of the client. Prior to signing a general services agreement, 3Sixty consults with each client to determine the level of security such client requires and then proceeds to develop a cost effective plan that achieves the requisite level of security. In the event it is required, 3Sixty will provide additional armed guards or armoured transport to clients with heightened security needs.

The pricing model for secure transport services is based on several factors including, but not limited to, the class of vehicle utilized, whether the guards are armed or unarmed, the distance between pick-up and drop-off, the amount of time a client's property is under 3Sixty's care and control, and, for airfreight, the volume of goods transported. Revenue growth in this service area is contingent on 3Sixty's ability to negotiate and secure contracts with clients, the LP's inventory levels, and the LP's specific business needs.

3Sixty's revenue growth in LP-to-LP secure transport services is driven primarily by a combination of its first-mover advantage in the bourgeoning security industry, its relative advantage in providing quality services, and professional expertise of its executive team. LP-to-LP secure transport services generally include the secure transportation of:

- cannabis cuttings or harvested material between sites operated by an LP for further processing, packaging, or testing;

- starter material or genetics such as seeds, clones, or cuttings sold by one LP to another LP; and

- finished product sold by one LP to another LP.

With the expansion of 3Sixty's focus to the cannabis industry in response to the bourgeoning demand for its services, LP-to-LP secure transport represents approximately 30% of 3Sixty's revenue for the nine months ended September 30, 2018. 3Sixty anticipates this operating segment to experience the greatest rate of growth as the market develops and cannabis legalization is implemented.

Other Services

3Sixty provides additional legacy security services to clients, including mining and oil and gas site security services, risk assessment reports, non-core policing, and critical infrastructure protection. Other services collectively generated $147,985.52 in 2017, $871,236.12 in 2016, and $64,350 in 2015. With 3Sixty's capital resources and management focus being allocated to the expansion of its cannabis related services, other services have become a less important source of revenue for the company.

A summary of 3Sixty's other services can be found below:

Mining and Oil and Gas Site Services

3Sixty provides legacy site security services to mining and oil and gas companies with properties that are in production and which maintain inventories of high value products and equipment on site. 3Sixty's security personnel receive additional training in order to guarantee they are prepared for all risks associated with these volatile industries. 3Sixty currently provides these services exclusively in the province of Ontario.

Risk Assessment Reports

3Sixty provides risk assessment reports for its clients, which reports comprehensively assess security risks for their client's businesses and provides clients with written reports of 3Sixty's findings, conclusions, and suggested actions items.

Non-Core Policing

3Sixty assists police forces that aim to outsource non-core policing services, including courtroom security, detention cell monitoring, prisoner transport, witness protection and crime scene surveillance assignments. Non-core police services are offered to police departments across Canada.

Critical Infrastructure

3Sixty's security personnel are deployed to protect pipelines, bridges, government buildings, facilities, transportation corridors, and other vital assets across the world.

Planned Wholesale and Retail Security Services and Secure Logistics Services

Following implementation of adult-use regulatory frameworks by the Canadian federal parliament and the provincial legislatures, 3Sixty intends to provide additional security services to cannabis wholesalers, distributors, and retailers.

The nature of these services will depend on the regulatory framework enacted by the provinces. 3Sixty

anticipates a market opportunity for its services will include secure transport between:

- LP facilities and provincial distribution centres;
- LP facilities and cannabis retailers;
- Provincial distribution centres and cannabis retailers.

3Sixty also anticipates meeting the security services and security training needs of a broader set of clients in the cannabis sector after the adult-use frameworks take effect.

3SIXTY'S OPERATING BUSINESS

Facilities and Operations

3Sixty primarily operates its business out of two facilities: (i) its administrative headquarters at 12-83 Little Bridge Street, Almonte, Ontario, and (ii) its operational headquarters located in Smith's Falls, Ontario, which houses its fleet of over 50 armoured and non-armoured vehicles.

In anticipation of the recreational cannabis market increasing secured transport requirements for its LP clients, 3Sixty has entered into leases for the use of three additional facilities in each of Ontario, New Brunswick and Quebec. It is anticipated that each new facility will act as a regional distribution center to assist 3Sixty's LP clients with their local bulk cannabis shipments and retail level deliveries. The following provides a brief description of the newly acquired facilities:

Brantford, Ontario – This facility provides approximately 9,000 sq. ft. of office and warehouse space, including access to a loading bay, shared yard, and exclusive use of internal warehouse facilities with sufficient room to store 3Sixty's 26-foot trucks and Sprinter vans. 3Sixty intends to retrofit the facility to increase its security and alarm system to meet the security requirements for the storage of product on behalf of its clients.

Moncton, New Brunswick – This facility provides approximately 10,245 sq. ft. of usable space, which includes an office, conference room, and large warehouse with 2 loading bay doors. This facility will be used to house 3Sixty's 26-foot trucks and Sprinter vans in addition to warehousing client's product. 3Sixty intends to retrofit the facility to increase its security and alarm system to meet the security requirements for the storage of product on behalf of its clients.

Mirabel, Quebec – This facility provides approximately 9,000 sq ft. of self-contained storage space. 3Sixty intends to retrofit the facility to increase its security and alarm system to meet the security requirements for the storage of product on behalf of its clients.

All leases and facility purchases are in good standing and are transacted with parties arm's length to 3Sixty.

Specialized Skill and Knowledge

3Sixty relies on the specialized experience and knowledge of its employees to provide a competitive advantage relative to its competitors in the sector. 3Sixty's employees include former members of Canada's elite special forces unit Joint Task Force Two and a former employee of the United Nations. 3Sixty believes its employees' extensive military and humanitarian experience enables it to serve the

security needs of our clients better than its competitors.

Employees

As of the date of this Listing Statement, 3Sixty had 216 full-time and contract employees, 51 of which are ex-military. Under the provincial legislation, security agents must complete required training and testing, be at least 18 years old, possess a clean criminal record check, and be legally entitled to work in Canada.

Please see *Section 17 Risk Factors* for a detailed analysis of employment related risks.

Significant Business Relationships

The cannabis industry and businesses ancillary thereto are undergoing rapid growth and substantial change, which may create volatility in the retention of clients and in the revenue potential of certain strategic partnerships. Where 3Sixty is substantially reliant on deriving revenue from a limited number of clients and operating partnerships, its financial results could be materially adversely affected were these relationships to cease or contracts to be terminated. As such, 3Sixty believes that it is substantially dependent on its relationship with Canopy.

Canopy Growth Corporation

3Sixty's largest client by revenue is Canopy, which is also the largest LP in Canada by cultivation volume, sales, branding, and distribution. As of late May 2018, Canopy had eight grow sites, in seven countries, with total capacity above 2.4 million sq. ft. Since the beginning of 3Sixty's fiscal year, Canopy and its various subsidiaries represent a significant proportion of 3Sixty's operating revenue, accounting for approximately 54% of total revenue year-to-date.

Following the results of a facilities security guard assessment conducted by 3Sixty, Canopy entered into a general service agreement with 3Sixty dated January 9, 2018 (the "**Canopy Services Agreement**"), for the provision of unarmed guard services and use of an electronic guard patrol tracking system. Guarding services are provided to Canopy in the provinces of Ontario, Quebec and Saskatchewan 24 hours per day and seven days a week. Further assessments were requested of 3Sixty for facilities in Newfoundland, New Brunswick and British Columbia. Additionally, on January 30, 2018, 3Sixty and Canopy further entered into a secure transport service arrangement whereby Canopy would utilize 3Sixty's professional secure transport services on regular scheduled and unscheduled basis for ground and air transport needs on an ongoing basis. 3Sixty has agreed to meet the extensive fleet requirements of Canopy including small "soft-skin" vans, armoured medium to large trucks, transport tractor-trailer units, and air cargo capabilities – both scheduled and unscheduled scenarios – and armed and unarmed security agents. 3Sixty has significantly tailored its fleet and service capabilities in order to meet the needs of Canopy, including its forward-looking adult-use cannabis strategy.

In the event that Canopy were to terminate its relationship with 3Sixty, the financial results of 3Sixty would be materially adversely affected. Although 3Sixty continues to acquire more clients and further diversify its client base, 3Sixty is and continues to be substantially dependent on its contractual relationship with Canopy. 3Sixty management believes that the current arrangement with Canopy is unlikely to change given the tailored nature of its fleet and the strong relationship with Canopy. Moreover, 3Sixty intends to provide a global solution for Canopy as the cannabis market matures internationally.

Please see *Section 17 Risk Factors.*

TCSS'S BUSINESS AND SERVICES

TCSS has specialized in providing security, risk-management and compliance services to stakeholders in the regulated cannabis industry. By providing clients with a complete suite of 'seed-to-sale' security solutions at all stages of the cannabis value-chain, TCSS looks to set the global standard for security across the regulated cannabis industry, which allows TCSS clients to focus primarily on their core business activities. The legal cannabis markets are evolving rapidly and the regulatory compliance expertise provided by TCSS provides a valuable service to clients seeking to navigate the quickly evolving industry.

Over the past five years, TCSS has provided security and compliance advisory services to more than 400 cannabis sector clients, including over 300 MMPR/ACMPR applicants and over 75 retail cannabis license applicants across Canada. The firm's specialists have attended over 30 licensing inspections with Health Canada, and worked with more than half of the LP sites across the country.

Additionally, TCSS has delivered advisory services in the United States, Australia, Colombia, Chile, Jersey, Germany and is actively preparing for market entry in the Caribbean countries.

TCSS integrates security industry verticals on behalf of its clients resulting in economies of scale, performance enhancements through standardization and consistent application of best practices, and relentless pursuit of compliance that serves to protect client assets and brand reputation.

Service offerings include:

- Threat and risk assessments
- Physical security
- Security technology
- Employee background checks
- Security awareness training
- Secure transportation of product, cash, valuables
- IT and cyber security
- Standard Operating Procedures
- Strategic regulatory interface
- Program compliance-testing
- Corporate security services

In October 2018 the Cannabis Act was enacted in Canada following a protracted review process. The Cannabis Act contains new security requirements for license holders and license applicants. TCSS has witnessed an increased demand since the Cannabis Act received Royal Assent, with existing and new clients seeking expert assistance in preparing revised submissions to Health Canada. Management expects, the increased demand for DHA's services will continue into mid 2019 for this specific requirement as it is anticipated that existing LPs may utilize a 'grand-fathering' clause for the purposes of achieving compliance.

The Cannabis Act legalizes the use of cannabis for recreational purposes, significantly increasing production quantities in the cannabis industry. This demand is resulting in expansion of physical assets such as production facilities among current LPs as well as increases in the number of new license

applications. Further, the over-the-counter sale of recreational cannabis products requires strict security and risk-reduction features to minimize safety hazards to employees, customers and the broader communities in which they will be situated. TCSS is well positioned to fill this emerging market need.

Over the next 12 months, TCSS will continue to provide strategic licensing consultancy services to legal cannabis enterprises across Canada. The new cannabis regulations introduced for the legalization of recreational cannabis have resulted in an increase in license applications to Health Canada, each of which requires compliance with additional security requirements. TCSS has provided services of this kind to more than 50% of the successful cannabis licensees in Canada and anticipates that ratio to increase in the next 12 months, having experienced the onboarding of approximately 12-15 new clients per month since July 2018, approximately 75% of which are new cannabis license applicants. Additionally, license applicants under the federal ACMPR now require strategic consulting services to comply with the new Cannabis Act which adds new security compliance features that include:

- Appointment of a Head of Security;
- Organizational security plan, including cyber defenses and business continuity plans; and
- Physical security plan.

As legal cannabis products enter the retail marketplace across Canada, TCSS is well positioned to provide numerous layers of service to that sector. These include retail site selection, risk assessment, security systems design, employee training, compliance-monitoring and inspection. TCSS has previously provided strategic consulting services to more than 70 retail cannabis entities in Canada.

Substantive federal regulations have existed in Canada since 2013 (MMPR) which broadly dictated the security measures that cannabis entities must observe to obtain and maintain a cannabis license. The expertise developed during the past five years by the specialists at TCSS positions the Company as a leader to respond to new and changing legislation in support of existing and new customers.

Current clients who have previously engaged the company's services in preparation for licensing applications under ACMPR regulation must now 'pivot' and obtain additional services that prepare them for compliance with new regulations flowing from the Cannabis Act. New license applicants must comply with the revised Cannabis Act security regulations. Projections for future business revenues from strategic license application consulting services rely in part on these two distinct client groups.

The company's organizational resourcing structure, which includes technical specialists and process support personnel must meet the predictable increase in demand for the company's services. Job advertisements are frequently posted in recognized channels and a structured pre-screening process is observed for new hires.

The services offered by TCSS typically result from referrals from satisfied clients. Initial consultations result in written proposals that lead to engagements involving site visits, client interviews, research and intelligence-gathering, technical assessments as well as potential threat analyses. Outputs from these activities typically manifest in written reports, technical drawings and meetings with stakeholders. These services are similar in many respects as each are delivered across Canada.

Ontario has the highest concentration of approved cannabis licenses followed by British Columbia and Quebec. TCSS has specialists in each of those regions and others making the entity effectively positioned to support client engagements in any geographic area.

In the past two years, 100% of TCSS's revenue has been derived from strategic consulting services.

TCSS'S OPERATING BUSINESS

Facilities and Operations

TCSS maintains a head office in Ancaster, Ontario, Canada at 911 Golf Links Road, Suite 200, Ancaster, Ontario.

TCSS has developed capability to consult to clients at each stage of the process and implement a robust program that encompasses the following critical path elements:

- Selection of the right cannabis facility location
- Essential threat and risk assessment
- Commercial cannabis facility physical security design
- Design and review of electronic security systems
- Security master plan development
- Development of Standard Operating Procedures
- Evidence of site readiness package
- Strategic licensing advisory services
- Regulatory interface – initial and ongoing
- Vendor services management – procurement; selection; oversight
- Risk program review and testing

TCSS primarily attracts further business through referrals from prior clients. Please see *Section 4.1 "Business of TCSS"* for more information on TCSS' method of providing services.

Specialized Skill and Knowledge

TCSS employs subject matter experts with extensive knowledge of the various cannabis regulations applicable to license applicants and LPs.

Identifiable Intangible Properties

DHA is a brand name synonymous with cannabis security, risk and compliance services across Canada and in other countries where services have been rendered and also through industry networks. Care will be exercised to continue to leverage the name and reputation by including details in marketing literature, at tradeshows and in business development activities.

Employees

As of the date of this Listing Statement, TCSS has nine full time employees, four temporary contract employees and ten independent contracts, as of the date of this Listing Statement.

Foreign Operations

While TCSS' business is primarily contained within Canada, TCSS maintain some operations in the United States, providing services to Cana Nevada Corp. As the regulation of cannabis within the United

States is rapidly changing and developing there are some risks associated with any of TCSS' clients continued U.S. operations. Please see *Section 17 Risk Factors* that discusses the risk factors of U.S. operations.

COMPANY MILESTONES AND USE OF FUNDS

Total Funds Available

Working Capital

The pro forma working capital position of the Resulting Issuer as at September 30, 2018, giving effect to the Transaction as if it had been completed on that date, was approximately $18.3 million.

As at September 30, 2018 (the end of the most recent interim period for which financial statements of 3Sixty and TCSS have been prepared), 3Sixty had working capital of $3.4 million and TCSS had working capital of $494,000. The Resulting Issuer expects to have positive cash flow from operations to fund its ongoing operations by early 2019.

The consolidated pro forma balance sheet of the Resulting Issuer, which gives effect to the Transaction as if it had been completed on September 30, 2018, is attached hereto as Schedule D.

Subscription Receipt Offering

On October 25, 2018, 3Sixty completed a brokered private placement of 20,590,000 Subscription Receipts at an issue price of $0.85 per Subscription Receipt (the "**Offering Price**"), a portion of which was completed on a non-brokered basis, for gross proceeds of $17,501,500 pursuant to the terms of the Agency Agreement.

Each Subscription Receipt entitled the holder thereof to receive, without payment of any additional consideration or further action, and subject to adjustment, one 3Sixty Share or, following completion of the Amalgamation one Amalco Share, upon satisfaction or waiver of the Escrow Release Conditions in accordance with a subscription receipt agreement (the "**Subscription Receipt Agreement**") dated as of October 25, 2018 among 3Sixty, Canaccord, on behalf of the Agents, and the Subscription Receipt Agent, as subscription receipt agent thereunder.

The gross proceeds from the sale of the Subscription Receipts, less (i) the Agents' Expenses accrued at that time (including legal fees, disbursements and applicable taxes), and (ii) 50% of the Agency Fee were deposited into escrow on the closing of the Subscription Receipt Offering with the Subscription Receipt Agent and invested in an interest bearing account pursuant to the terms and conditions of the Subscription Receipt Agreement (the funds held in escrow by the Escrow Agent, together with all interest and other income earned thereon, are referred to herein as the "**Escrowed Funds**"). Following satisfaction of the Escrow Release Conditions, the Escrowed Funds were released from escrow by the Escrow Agent on January 4, 2019 as follows: (a) to the Agents, an amount equal to the balance of the Agency Fee and any Agents' Expenses not already paid by 3Sixty; and (b) to 3Sixty, or as directed by 3 Sixty, an amount equal to the Escrowed Funds, less the foregoing deductions.

In connection with the Subscription Receipt Offering, 3Sixty paid a cash fee to the Agents equal to 6.0% of the gross proceeds of the Subscription Receipt Offering, provided that the cash fee payable to the Agents was reduced to 3.0% in respect of sales to subscribers on a president's list.

Milestones and Use of Funds

Within the next 12 months, the Resulting Issuer intends to finalize secure facilities Canada-wide, including construction and design, and obtain all requisite entitlements, licenses and permits for the development of its secure facilities. In addition, it is intended that additional vehicles and equipment be purchased in order to meet the demands of the emerging industry and that of in-coming contracts as a result of the legalization of the recreational cannabis market, and the amalgamation of 3Sixty and TCSS. The chart below indicates the project costs and timelines associated with these milestones.

Anticipated Use of Funds	**Amount of Funds**
Estimated Costs of the Subscription Receipt Offering	$1,500,000
Expected General and Administrative Expenses	$1,500,000
Equipment Capital Expenditure & Secure Facility Build-Out	$9,001,000
Unallocated Working Capital Available	$5,550,000

3Sixty and TCSS currently have limited revenues from its operations. The Company intends to use its funds over the next 12 months as described in the table above; however, there may be circumstances where, for sound business reasons, a reallocation of the net proceeds may be necessary. The timing will be dependent on a number of factors beyond the control of the Company including, but not limited to, licensing and on-boarding professional staff.

Other than as described in this Listing Statement, to the best of the Company's knowledge, there are no other significant events or milestones that must occur for the Company's business objectives to be accomplished; however, there is no guarantee that the Company will meet its business objectives or milestones described above within the specific time periods, within the estimated costs or at all. The Company may, for sound business reasons, reallocate its time or capital resources, or both, differently than as described above. The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above, and will depend on a number of factors, including those referred to under *Section 17 - Risk Factors*.

COMPETITIVE LANDSCAPE & COMPETITIVE POSITION OF THE COMPANY

The market for the Company's services depends on the breadth and production demand of the cannabis sector.

As of July 20, 2018, Health Canada had issued 114 licenses under the ACMPR. Licensees are permitted to produce or sell medical cannabis. Current license holders under the ACMPR will be automatically licensed under the Cannabis Act to conduct the activities authorized by their license concerning both medical and adult-use cannabis. Management expects many of these licensees will transition their business models based on the new adult-use framework. Licensees, together with potential wholesale cannabis distributors and potential cannabis retailers, form the Company's current and expected client

base for security and consulting services in the cannabis sector.

The Canadian medical cannabis sector has experienced rapid growth since 2014. According to Health Canada, 7,914 patients had registered to use cannabis under the MMPR by June 2014. By March 2018, the number of patients registered under the ACMPR, which replaced the former regulations on August 24, 2016, had increased to 296,702.

Statistics Canada has estimated, as part of its National Cannabis Survey, 14% of Canadians consumed cannabis in a three-month period in 2018. 21% of those surveyed might increase their cannabis consumption once it is legalized, and 50% may change their source of supply of cannabis once adult-use is legalized. Statistics Canada further estimates Canadians spent $5.5 billion on 773.4 metric tons of cannabis in 2017.

Canada became the first major industrialized nation to legalize adult-use cannabis in October 2018 and management further anticipates that that legalization will shift a significant proportion of the illicit market for cannabis to the legal market, which will increase the demand for the Company's security and consulting services.

Market demand for its services will depend on many factors including cannabis production and consumption volumes, the number of cannabis producers, cannabis prices, cannabis industry security preferences, and government regulatory requirements for secure transport and security services in the cannabis industry.

In the United States, TCSS has entered into a partnership with a leading Colorado security company which currently provides services to a broad client base with operations in 22 U.S. States and the Company intends to seek out further partnerships with specialized professional operating companies to further develop partnerships with licensed cannabis operations in the United States.

Internationally, TCSS has provided strategic licensing services to clients in Australia and Colombia and the Company intends to continue to establish relationships in other jurisdictions in order to position full service offerings to existing clients who are expanding their cannabis operations into international markets as well as for new market entrants.

Competition

Secure Transport and Guard Services

The Company will primarily compete in Canada with multinational and regional providers of armoured transport and guarding services. The Company will also potentially compete with courier services in its planned wholesale and retail security services business. The most significant security services firms are The Brink's Company (US), Loomis AB (Sweden), and Garda World Security Corporation (Canada). The largest providers of courier services in Canada—firms that may compete with the Company in its planned wholesale and retail services business—include Canada Post Corporation (Canada), UPS Incorporated (US), Federal Express Corporation (US), and Purolator Incorporated (Canada).

LPs have, in the past, retained the services of armoured transport firms which utilize spare "cash-in-transit" vehicle capacity to transport finished and unfinished cannabis products. The Company believes its LP clients require a secure transport service that is tailored to their risk profile, insurance requirements, and production capacity in excess of the services provided by its competition.

In comparison to its competitors, the Company will provide its clients with a secure and flexible logistic secure transport solution. Its specialized secure transport solutions are positioned strategically between the service capabilities provided by large armoured transport firms and localized couriers. The Company believes that this positioning beneficially balances security and cost for its clients. The Company's primary competitive advantages include:

- leading market share of LP clients underpinned by existing relationships with LPs;
- armored and unarmored transport vehicle fleet customized specifically for cannabis transport – video surveillance, temperature controlled, geo-located and geo-fenced;
- secured cannabis-specific insurance which requires significant operation qualifications and a long lead; and
- significant operating track record and strong market reputation for specialized expertise in cannabis transport.

Although the Company faces competitive pressures from providers of security services and couriers, it provides a superior service offering and does not compete on price alone. Management believes its specialized service, security expertise, and comprehensive security solutions differentiate it from its competition.

Consulting and Advisory Services

In addition, the Company will also face competition in respect of its consulting and advisory services. In Canada, TCSS has typically faced some level of competition from Cannabis Compliance Inc., a compliance-focused company with the capacity to provide strategic security services in support of Health Canada license applications; however, Cannabis Compliance Inc. has also served as the basis of several of DHA's referrals in recent years for clients seeking DHA's security expertise. Otherwise, competition in Canada typically takes the form of individual consultants engaged by LPs to advise in respect of security matters.

The Company's focus and specialization on the cannabis industry has allowed it to develop a unique position in the competitive landscape for consulting and advisory security services as it has allowed the Company to develop a level of organizational support not found in its typical competitors while maintaining its industry-leading expertise in a nuanced and rapidly developing industry.

MATERIAL RESTRUCTURING

The following is a summary of the material restructuring transactions undertaken by the Company in the past 12 months.

TCSS Acquisition of DHA

TCSS acquired DHA on July 11, 2018 pursuant to a share purchase agreement among TCSS, David Hyde and Pauline Kourie dated June 14, 2018, as amended July 11, 2018 (the "**SPA**").

Under the terms of the SPA, TCSS acquired 100% of the issued and outstanding shares in the capital of DHA (the "**DHA Shares**") from 2642922 Ontario Inc. (the "**DHA Seller**"), a corporation wholly owned by David Hyde and Pauline Kourie, in exchange for: (i) a cash payment of $1.2 million, paid at closing to the DHA Seller by TCSS; (ii) a $500,000 promissory note issued by TCSS to the DHA Seller, secured by way of a pledge of the DHA Shares and bearing a payment-in-kind interest rate of 6.0% per annum due and payable in full on the earlier of: (x) the date an Initial Public Offering or Change of Control (each as defined in the SPA) is completed, or (y) January 11, 2019; and (iii) an earn-out payment of $3.5 million

(the "**DHA Earn-out Payment**"), subject to certain revenue thresholds being met as set out in the SPA, which shall, if payable in connection with an Initial Public Offering, be satisfied by the issuance of TCSS Shares or Resulting Issuer Shares to the DHA Seller.

In connection with the Amalgamation, the DHA Seller waived the requirement of TCSS to pay the DHA Earn-out Payment in cash and agreed with TCSS that the DHA Earn-out Payment (together with interest thereon in accordance with the SPA) shall be satisfied in full by the issuance of 16,811,111 TCSS Shares to the DHA Seller on the date the Amalgamation is completed.

Continuance of 3Sixty

On November 8, 2018, 3Sixty continued under the OBCA pursuant to the terms of the Transaction Agreement.

The continuance of 3Sixty under the OBCA was approved by the 3Sixty Shareholders at 3Sixty's annual general and special meeting of shareholders held on October 30, 2018.

Amalgamation of 3Sixty and TCSS

On September 20, 2018 3Sixty and TCSS entered into the Transaction Agreement which set out the terms and conditions pursuant to which the parties would implement the Amalgamation.

As a condition to the Amalgamation, on November 8, 2018, 3Sixty continued under the OBCA.

The Amalgamation took place on January 4, 2019 and was approved by (i) the 3Sixty Shareholders at 3Sixty's special meeting of shareholders held on November 26, 2018, and (ii) the TCSS Shareholders at TCSS' special meeting of shareholders held on November 26, 2018.

Under the terms of the Transaction Agreement, (i) holders of 3Sixty Shares received one fully paid and non-assessable Amalco Share for each 3Sixty Share held by such holder, amounting to 71,206,688 Amalco Shares issued to such 3Sixty Shareholders in the aggregate, and (ii) holders of TCSS Shares received 0.353 fully paid and non-assessable Amalco Shares for each TCSS Share held by such holder, amounting to 49,165,046 Amalco Shares issued to such TCSS Shareholders in the aggregate. Each 3Sixty Warrant, 3Sixty Option, TCSS Warrant and TCSS Option remaining outstanding at the Effective Time became exercisable for Amalco Shares on and subject to the terms and conditions thereof, subject to adjustment in respect of the TCSS Warrants and TCSS Options on the basis of the Amalgamation Exchange Ratio.

RTO Transaction

On November 29, 2018, 3Sixty, TCSS and Petro Vista entered into the RTO Agreement, which outlines the general terms and conditions pursuant to which Petro Vista, 3Sixty and TCSS have agreed to complete the RTO Transaction that will result in a reverse take-over of Petro Vista by Amalco. In conjunction with the RTO Transaction, Petro Vista will de-list the Petro Vista Shares from the TSXV and apply to list the Resulting Issuer Shares on the CSE.

On January 4, 2019, the RTO Transaction was completed by way of a three-cornered amalgamation between Petro Vista and Amalco, whereby Amalco amalgamated with Subco, a wholly-owned subsidiary of Petro Vista, under the terms of OBCA and Amalco shareholders received securities of the Resulting Issuer on the basis of one (1) Resulting Issuer Share for each one (1) Amalco Share, following which the

Resulting Issuer changed its name to "3 Sixty Risk Solutions Ltd." and continues the business of Amalco.

The RTO Transaction was approved by (i) the 3Sixty Shareholders at 3Sixty's special meeting of shareholder held on November 26, 2018, (ii) the TCSS Shareholders at TCSS' special meeting of unitholders held on November 26, 2018, and (iii) a majority of the holders of Petro Vista Shares by written consent of such Petro Vista Shareholders dated January 2, 2019.

4.2 Companies with Asset-backed Securities Outstanding

Not applicable.

4.3 Issuers with Mineral Projects

Not Applicable.

4.4 Issuers with Oil and Gas Operations

Not Applicable.

5 Selected Consolidated Financial Information

5.1 Selected Consolidated Financial information

Petro Vista's Annual Information

The following table sets forth selected financial information for Petro Vista for the years ended September 30, 2018, 2017 and 2016. Such information is derived from the financial statements of Petro Vista and should be read in conjunction with such financial statements:

	For the Years Ended September 30		
	2018	**2017**	**2016**
Operating Data:			
Total revenues[(1)]	Nil	558,157	1,175,422
Total expenses[(2)]	415,154	2,400,122	2,347,752
Net income (loss) for the year	(390,222)	(1,841,965)	(1,172,330)
Basic and diluted income (loss) per share	(0.11)	(0.06)	(0.04)
Dividends	Nil	Nil	Nil
Balance Sheet Data:			
Total assets	37,922	101,838	3,306,261
Total liabilities	162,539	48,108	2,491,069

(1) Included in discontinued operations
(2) Including expenses and gains/losses related to discontinued operations

See Schedule A – *Financial Statements of Petro Vista. Schedule* A

3Sixty's Annual Information

The following table sets forth selected financial information for 3Sixty for the years ended December 31, 2017 and 2016. Such information is derived from the financial statements of 3Sixty and should be read in conjunction with such financial statements:

	For the Years Ended December 31	
	2017	**2016**
Operating Data:		
Total revenues	436,947[(1)]	883,318
Total expenses	451,370	806,487
Net income (loss) for the year	(9,380)	56,161
Basic and diluted income (loss) per share	(94)	562
Dividends	Nil	Nil
Balance Sheet Data:		
Total assets	403,722	152,986
Total liabilities	372,684	112,568

(1) The decrease in revenue as compared to prior year is a result of the business model changing focus from a consulting based business to one that specializes in security and secured transportation. The revenue generated during 2017 is a result of security contracts with some of the largest LPs.

See Schedule B – *Financial Statements of 3Sixty*. *Schedule* B

TCSS's Annual Information

The following table sets forth selected financial information for TCSS for the period from inception on March 7, 2018 until August 31, 2018. Such information is derived from the financial statements of TCSS and should be read in conjunction with such financial statements:

TCSS	**March 8, 2018 (Date of Incorporation) – August 31, 2018[(1)]**
Operating Data:	
Total revenues	369,866
Total expenses	578,115
Net income (loss) for the year	(256,184)
Basic and diluted income (loss) per share	(0.019)
Dividends	0
Balance Sheet Data:	
Total assets	8,086,488
Total liabilities	4,286,672

(1) Period includes financial information in respect of DHA from July 12, 2018 forward.

See Schedule C – *Financial Statements of TCSS.* Schedule C

5.2 Quarterly Information.

Petro Vista's Quarterly Information

Quarter Ended	Revenue	Net loss for the quarter	Basic and diluted loss per share
September 30, 2018	Nil	(106,308)	(0.03)
June 30, 2018	Nil	(118,644)	(0.03)
March 31, 2018	Nil	(119,003)	(0.04)
December 31, 2017	Nil	(46,267)	(0.02)
September 30, 2017	Nil	(26,530)	(0.01)
June 30, 2017	Nil	(30,261)	(0.01)
March 31, 2017	63,114	(1,669,423)	(0.57)
December 31, 2016	495,043	(115,751)	(0.04)

The Resulting Issuer's Interim Information

The following tables set forth selected pro forma financial statements of the Resulting Issuer as at and for the period ended September 30, 2018. Such information is derived from the financial statements of Petro Vista, 3Sixty and TCSS and should be read in conjunction with such financial statements.

Revenue	For the period ended September 30, 2018[(1)]
Operating Data:	
Total revenue	3,832,762
Total expenses	7,158,177
Net income (loss) for the period	(5,481,471)
Basic and diluted income (loss) per share	(0.04)
Dividends	-
Balance Sheet Data:	
Total assets	70,372,390
Total liabilities	8,193,303

(1) Period includes financial information in respect of Petro Vista up to June 30, 2018.

See Schedule D – *Consolidated Pro Forma Financial Statements of the Resulting Issuer*. Schedule D

5.3 Dividends.

The Resulting Issuer does not intend, and is not required, to pay any dividends on the Resulting Issuer

Shares. Any decision to pay dividends will be made on the basis of the Resulting Issuer's earnings, financial requirements and other conditions existing at the time. See *Section 17 - Risk Factors*.

5.4 Foreign GAAP.

The financial statements included in this Listing Statement have been, and the future financial statements of the Resulting Issuer shall be, prepared in accordance with IFRS.

6 Management's Discussion and Analysis

Annual MD&A

Please see the attached MD&A of 3Sixty for the year ended December 31, 2017, attached hereto as Schedule E, of TCSS for the period from its inception on March 7, 2018 until August 31, 2018, attached hereto as Schedule F, and of Petro Vista for the year ended September 30, 2018 attached hereto as Schedule G. Schedule E Schedule F Schedule G

Interim MD&A

Please see the attached MD&A of 3Sixty for the three and nine months ended September 30, 2018 attached hereto as Schedule H. Schedule H

7 Market for Securities

The common shares of the Resulting Issuer will be traded on the CSE under the symbol "SAFE". In April 2007, Petro Vista was listed on the TSXV as a Capital Pool Company and, in April 2008, its common shares commenced trading under the trading symbol "PTV". On June 1, 2017, as a result of failing to meet the ongoing listing standards of the TSXV its common shares commenced trading on the NEX board of the TSXV under the symbol PTV.H. Petro Vista ceased active business operations in January 13, 2017. In connection with the RTO Transaction, Petro Vista's shares were de-listed from the NEX board of the TSXV on January 3, 2019.

8 Consolidated Capitalization

The following table sets forth the share and loan capital of the Company as of the date of this Listing Statement after giving effect to the RTO Transaction and the Subscription Receipt Offering.

The Company as of January 4, 2019[2]

Designation of Security	Amount Authorized or to be Authorized	Amount Outstanding as of January 4, 2019
Common Shares	Unlimited	143,913,042
Warrants	5,126,066	5,126,066
Options	5,056,537	5,056,537

[2] Figures subject to individual rounding in accordance with applicable exchange ratios.

9 Options to Purchase Securities

As of the date of the RTO Transaction, Petro Vista had nil stock options to purchase Petro Vista Shares authorized to be granted pursuant to its existing equity incentive plan, which plan was amended and restated in connection with the RTO Transaction as further described below.

As of the date of the Amalgamation, Amalco had 5,056,537 stock options to purchase Amalco Shares (the "**Amalco Options**") issued and outstanding. All of the Amalco Options were converted into stock options of the Resulting Issuer upon closing of the RTO Transaction, qualified under the New Stock Option Plan adopted by the Company in connection with the RTO Transaction.

Summary of New Stock Option Plan

On April 24, 2018, 3Sixty adopted a 10% rolling stock option plan for its directors, employees and consultants to acquire common shares of 3Sixty at a price determined by the fair market value of the shares at the date of grant (the "**3Sixty Stock Option Plan**"), as further approved by 3Sixty Shareholders at its annual and special meeting of shareholders date October 30, 2018. The Resulting Issuer will implement the terms of the 3Sixty Stock Option Plan (the "**New Stock Option Plan**") as more fully set out herein.

Purpose

The New Stock Option Plan is designed to provide certain directors, officers and other key employees of the Resulting Issuer with incentive share options at the discretion of the Board. The News Stock Option Plan will provide for and encourage ownership of Resulting Issuer Shares by its directors, officers, key employees and consultants; and the proposed management of the Resulting Issuer believes the New Stock Option Plan will assist the Resulting Issuer in attracting and maintaining the services of senior executives and other employees to make the Resulting Issuer's share incentive compensation more competitive with other companies in the Resulting Issuer's industry. Resulting Issuer Options are to be granted at the discretion of the C&G Committee to service providers as defined in the New Stock Option Plan. Capitalized terms used but not defined have the meanings ascribed to them in the New Stock Option Plan.

Eligibility, Awards and Restrictions

The principal features of the New Stock Option Plan are summarized below:

(a) Participation in the Plan - The C&G Committee shall, from time to time and in its sole discretion, determine those executives, employees and consultants to whom Resulting Issuer Options are to be granted;

(b) Maximum Plan Shares - Subject to adjustment as provided for in the New Stock Option Plan, the number of Shares which will be reserved for issuance pursuant to Resulting Issuer Options granted pursuant to the New Stock Option Plan, plus any other outstanding incentive stock options of the Company granted pursuant to a previous stock option plan or agreement, will be 10% of the number of Resulting Issuer Shares outstanding from time to time (the "**Outstanding Issue**");

(c) Limitations on Issue - the following limitations shall apply to the New Stock Option Plan and Resulting Issuer Options issued thereunder:

i. the maximum number of Resulting Issuer Options which may be granted to any one Option

Holder under the New Stock Option Plan within any 12 month period shall be 5% of the Outstanding Issue (unless the Company has obtained disinterested shareholder approval if required by Regulatory Rules);

ii. if required by Regulatory Rules, disinterested shareholder approval is required for the grant to Related Persons, within a 12 month period, of a number of Options which, when added to the number of outstanding incentive stock options granted to Related Persons within the previous 12 months, exceeds 10% of the issued Shares;

iii. the Expiry Date of a Resulting Issuer Option shall be no later than the tenth anniversary of the Grant Date of such Resulting Issuer Option;

iv. the maximum number of Resulting Issuer Options which may be granted to any one Consultant within any 12 month period must not exceed 2% of the Outstanding Issue; and

v. the maximum number of Resulting Issuer Options which may be granted within any 12 month period to employees or consultants engaged in investor relations activities must not exceed 2% of the Outstanding Issue and such options must vest in stages over 12 months with no more than 25% of the Resulting Issuer Options vesting in any three month period.

(d) Exercise Price. The exercise price at which an Option Holder may purchase a Resulting Issuer Share upon the exercise of a Resulting Issuer Option shall be determined by the C&G Committee and shall be set out in the option certificate issued in respect of the Resulting Issuer Option. The exercise price shall not be less than the market value of the Resulting Issuer Shares as of the grant date. The market value of the Resulting Issuer Shares for a particular grant date shall be determined as follows:

i. for each organized trading facility on which the Resulting Issuer Shares are listed, market value will be the closing trading price of the Resulting Issuer Shares on the day immediately preceding the grant date (as defined in the New Stock Option Plan), and may be less than this price if it is within the discounts permitted by the applicable regulatory authorities;

ii. if the Resulting Issuer Shares are listed on more than one organized trading facility, the market value shall be the market value as determined in accordance with subparagraph (i) above for the primary organized trading facility on which the Resulting Issuer Shares are listed, as determined by the C&G Committee, subject to any adjustments as may be required to secure all necessary regulatory approvals;

iii. if the Resulting Issuer Shares are listed on one or more organized trading facilities but have not traded during the ten trading days immediately preceding the grant date, then the market value will be, subject to any adjustments as may be required to secure all necessary regulatory approvals, such value as is determined by the C&G Committee; and

iv. if the Resulting Issuer Shares are not listed on any organized trading facility, then the market value will be, subject to any adjustments as may be required to secure all necessary regulatory approvals, such value as is determined by the C&G Committee to be the fair value of the Resulting Issuer Shares, taking into consideration all factors that the C&G Committee deems appropriate, including, without limitation, recent sale and offer prices of the Resulting Issuer Shares in private transactions negotiated at arms' length. Notwithstanding anything else contained herein, in no case will the market value be less than the minimum prescribed by each of the organized trading facilities that would apply to the Resulting Issuer on the grant date in question.

(e) Vesting of Resulting Issuer Options and Acceleration. The vesting schedule for a Resulting Issuer, if any, shall be determined by the C&G Committee and shall be set out in the option certificate issued in respect of the Resulting Issuer Option. The Committee may elect, at any time, to accelerate the vesting schedule of one or more Resulting Issuer Options including, without limitation, on a triggering event, and such acceleration will not be considered an amendment to the Resulting Issuer Option in question requiring the consent of the Option Holder.

(f) Termination of Option. Subject to such other terms or conditions that may be attached to Resulting Issuer Options, an Option Holder may exercise a Resulting Issuer Option in whole or in part at any time and from time to time during the exercise period. Any Resulting Issuer Option or part thereof not exercised within the exercise period shall terminate and become null, void and of no effect as of the expiry time on the expiry date. The expiry date of a Resulting Issuer Option shall be the earlier of the date so fixed by the C&G Committee at the time the Resulting Issuer Option is granted as set out in the option certificate and the date established under the New Stock Option Plan including:

1) *Ceasing to Hold Office* - In the event that the Option Holder holds his or her Resulting Issuer Option as an executive and such Option Holder ceases to hold such position other than by reason of death or disability, the expiry date of the Resulting Issuer Option shall be, unless otherwise determined by the C&G Committee and expressly provided for in the option certificate, the 30th day following the date the Option Holder ceases to hold such position unless the Option Holder ceases to hold such position as a result of:

   i. ceasing to meet the qualifications set forth in the corporate legislation applicable to the Resulting Issuer;

   ii. a special resolution having been passed by the shareholders of the Resulting Issuer removing the Option Holder as a director of the Resulting Issuer or any Subsidiary; or

   iii. an order made by any regulatory authority having jurisdiction to so order,

   in which case the expiry date shall be the date the Option Holder ceases to hold such position; or

2) *Ceasing to be Employed or Engaged* - In the event that the Option Holder holds his or her Resulting Issuer Option as an employee or consultant and such Option Holder ceases to hold such position other than by reason of death or disability, the expiry date of the Resulting Issuer Option shall be, unless otherwise determined by the C&G Committee and expressly provided for in the option certificate, the 30th day following the date the Option Holder ceases to hold such position, unless the Option Holder ceases to hold such position as a result of:

   i. termination for cause;

   ii. resigning his or her position; or

   iii. an order made by any regulatory authority having jurisdiction to so order,

   in which case the Expiry Date shall be the date the Option Holder ceases to hold such position.

   In the event that the Option Holder ceases to hold the position of executive, employee or

consultant for which the Resulting Issuer Option was originally granted, but comes to hold a different position as an executive, employee or consultant prior to the expiry of the Resulting Issuer Option, the C&G Committee may, in its sole discretion, choose to permit the Resulting Issuer Option to stay in place for that Option Holder with such Resulting Issuer Option then to be treated as being held by that Option Holder in his or her new position and such will not be considered to be an amendment to the Resulting Issuer Option in question requiring the consent of the Option Holder. Notwithstanding anything else contained herein, in no case will a Resulting Issuer Option be exercisable later than the expiry date of the Resulting Issuer Option.

3) *Death and/or Disability of an Option Holder* – In the event of the Option Holder's death, disability or disability and death, any Resulting Issuer Options held by such Option Holder shall pass to the personal representative of the Option Holder and shall be exercisable by the personal representative on or before the date which is the earlier of: one year following the date of death, disability or disability and death; and the applicable expiry date.

4) *Triggering Events* – Subject to the Company complying with s. 11.5 of the New Stock Option Plan (Notice of Termination by Triggering Event) and any necessary regulatory approvals and notwithstanding any other provisions of this New Stock Option Plan or any option certificate, the C&G Committee may, without the consent of the Option Holder in question:

   i. cause all or a portion of any of the Resulting Issuer Options granted under the New Stock Option Plan to terminate upon occurrence of a triggering event; or

   ii. cause all or a portion of any of the Resulting Issuer Options granted under the New Stock Option Plan to be exchanged for incentive stock options of another corporation upon the occurrence of a triggering event in such ratio and at such exercise price as the committee deems appropriate, acting reasonably.

Such termination or exchange shall not be considered an amendment requiring the Option Holder's consent.

(g) Assignability of Resulting Issuer Options. All Resulting Issuer Options will be exercisable only by the Option Holder to whom they are granted and will not be assignable or transferable, except upon death or disability of the Option Holder, and in such case will be exercisable, within a limited period of time, only by the personal representative of such Option Holder.

(h) Amendments. Subject to any required regulatory approvals, the C&G Committee may from time to time amend any existing Resulting Issuer Option or the New Stock Option Plan or the terms and conditions of any Resulting Issuer Option thereafter to be granted provided that where such amendment relates to an existing Resulting Issuer Option and it would:

   i. materially decrease the rights or benefits accruing to an Option Holder; or

   ii. materially increase the obligations of an Option Holder; then, unless otherwise excepted out by a provision of the New Stock Option Plan, the C&G Committee must also obtain the written consent of the Option Holder in question to such amendment. If at the time the exercise price of a Resulting Issuer Option is reduced

the Option Holder is a related person of the Resulting Issuer, the related person must not exercise the option at the reduced exercise price until the reduction in exercise price has been approved by the disinterested shareholders of the Resulting Issuer, if required by the CSE.

Employees Holding Options to Purchase Securities

Holding Group of Options to Purchase Securities	Number of Options to Purchase Securities Held by the Group in Aggregate
All Prior and Current Executive Officers and Non-Executive Officer Directors of the Resulting Issuer (1)	4,186,800
All Prior and Current Executive Officers and Non-Executive Officer Directors of any subsidiary of the Resulting Issuer (2)	151,966
All Other Current and Prior Employees of the Resulting Issuer	300,000
All Other Current and Prior Employees of any Subsidiary of the Resulting Issuer	117,947
All Consultants of the Resulting Issuer	300,000
Any Other Persons	599,824

(1) Aggregate number of executive officers of the Resulting Issuer who hold options to purchase securities: 5. Aggregate number of non-executive officer directors of the Resulting Issuer who hold options to purchase securities: 4.

(2) Aggregate number of executive officers of any subsidiary of the Resulting Issuer who hold options to purchase securities: 1. Aggregate number of non-executive officer directors of any subsidiary of the Resulting Issuer who hold options to purchase securities: 0.

10 Description of the Securities

10.1 General

The authorized share capital of the Company consists of an unlimited number of Resulting Issuer Shares. As of the date of this Listing Statement, there are 143,913,042 Resulting Issuer Shares issued and outstanding (taking into account the completion of the Subscription Receipt Financing and the RTO Transaction).

The holders of the Resulting Issuer Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each of the Resulting Issuer Shares shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Resulting Issuer Shares are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company,

whether voluntary or involuntary, the holders of the Resulting Issuer Shares are entitled to share rateably in such assets of the Company as are available for distribution.

10.2 Debt Securities, Other Securities, Modification of Terms and Other Attributes (10.2 to 10.6)

None of the matters set out in sections 10.2 to 10.6 of Form 2A are applicable to the Company.

10.7 Prior Sales

Petro Vista

The following table sets forth the issuances of Petro Vista Shares (or securities convertible into Petro Vista Shares) within the last 12 months prior to the date of this Listing Statement:

Date of Issue	Class of Security	Number of Securities Issued(1)	Price Per Security	Total Issue Price
March 6, 2018	Units(2)	1,130,000	$0.1875	$211.875
October 24, 2018	Common Shares(3)	1,130,000	$0.25	$282,500

(1) Prior to completion of the Consolidation.
(2) Each Unit comprised one Petro Vista Share and one whole common share purchase warrant. Each common share purchase warrant entitled the holder thereof to purchase one additional common share at a price of $0.25 until March 6, 2020.
(3) Petro Vista Shares issued in connection with the exercise of previously issued share purchase warrants at a price per Petro Vista Share of $0.25.

3Sixty

The following table summarizes the issuances of 3Sixty Shares (or securities convertible into 3Sixty Shares) within the 12 months before the date of this Listing Statement:

Date of Issue	Class of Security	Number of Securities Issued	Price Per Security	Total Issue Price
September 17, 2013	Common Shares	100	$1.00	$100
March 26, 2018	Common Shares	20,000,000	$0.001	$20,000
April 25, 2018	Units [1]	11,331,998	$0.03	$339,959
May 24, 2018	Common Shares	4,775,000	$0.10	$477,500
May 24, 2018	Common Shares [2]	470,258	$0.10	$47,025
May 24, 2018	Common Shares [3]	500,000	$0.10	$50,000
July 5, 2018	Common Shares	23,504,000	$0.25	$5,876,000
July 5, 2018	Common Shares [4]	360,000	$0.25	$90,000
September 18, 2018	Common Shares [5]	9,665,332	$0.05	$483,266
September 18, 2018	Common Shares [6]	600,000	$0.25	$150,000
October 25, 2018	Subscription Receipts [7]	20,590,000	$0.85	$17,501,500
January 4, 2019	Common Shares [8]	20,590,000	N/A	N/A

(1) Each Unit being comprised of one 3Sixty Share and one common share purchase warrant, each warrant being exercisable into one 3Sixty Share at a price per share of $0.05 until March 26, 2021.

(2) On May 24, 2018, 3Sixty satisfied $47,025 of debt owing to two arm's length parties in consideration of 3Sixty Shares at a deemed price per share of $0.10.
(3) 3Sixty issued 3Sixty Shares in consideration of the settlement of certain litigation claims, such full and final settlement being executed and effective June 28, 2018.
(4) 3Sixty issued the balance of the 3Sixty Shares payable in consideration of the full and final settlement being executed and effective June 28, 2018.
(5) 3Sixty Shares issued in connection with the exercise of previously issued share purchase warrants at a price per 3Sixty Share of $0.05.
(6) 3Sixty Shares issued in connection with the exercise of previously issued compensation stock options pursuant to the 3Sixty Stock Option Plan, at a price per option share of $0.25.
(7) Each Subscription Receipt entitles the holder thereof to receive, without payment of any additional consideration or further action, and subject to adjustment, one Amalco Share upon satisfaction or waiver of the Escrow Release Conditions.
(8) 3 Sixty Shares issued upon conversion of previously issued subscription receipts upon completion of the RTO Transaction.

TCSS

The following table summarizes the issuances of TCSS Shares (or securities convertible into TCSS Shares) within the 12 months before the date of this Listing Statement:

Date of Issue	Class of Security	Number of Securities Issued	Price Per Security	Total Issue Price
March 7, 2018	Common Shares	21,000,000	$0.001	$21,000
March 12, 2018	Units(1)	31,000,000	$0.02	$620,000
May 24, 2018	Units(2)	18,600,000	$0.10	$1,860,000
June 5, 2018	Units(3)	15,050,000	$0.10	$1,505,000
June 7, 2018	Units(4)	500,000	$0.10	$50,000
January 4, 2019	Common Shares(5)	16,811,111	$0.85	$3,500,000 + 6% per annum interest on $3,500,000 from June 13, 2018 until RTO Transaction closing date

(1) Each Unit being comprised of one TCSS Share and one common share purchase warrant, each warrant being exercisable into one TCSS Share at a price per share of $0.05 until March 12, 2020.
(2) Each Unit being comprised of one TCSS Share and one common share purchase warrant, each warrant being exercisable into one TCSS Share at a price per share of $0.20 until May 24, 2020.
(3) Each Unit being comprised of one TCSS Share and one common share purchase warrant, each warrant being exercisable into one TCSS Share at a price per share of $0.20 until June 5, 2020.
(4) Each Unit being comprised of one TCSS Share and one common share purchase warrant, each warrant being exercisable into one TCSS Share at a price per share of $0.20 until June 7, 2020.
(5) At closing of the RTO Transaction, TCSS issued 16,811,111 TCSS Shares as consideration in connection with the acquisition of DHA.

10.8 Stock Exchange Price

The Resulting Issuer Shares will be listed on the CSE under the symbol "SAFE". The Resulting Issuer

does not have a trading history. Petro Vista's shares were listed on the TSXV with no trades made since September 20, 2018 and were delisted from the TSXV on January 3, 2019.

	Trading Price ($)[1]		Volume Traded[1]
	High	**Low**	**# of shares**
2016			
July - September	$0.35	$0.20	79,493
October - December	$0.60	$0.25	174,388
2017			
January - March	$0.80	$0.40	125,937
April - June	$0.60	$0.05	1,305,015
July - September	$0.15	$0.10	74,359
October - December	$1.00	$0.15	1,045,068
2018			
January - March	$0.55	$0.25	161,917
April	$0.25	$0.15	31,388
May	$0.39	$0.225	38,843
June	$0.33	$0.24	10,588
July	$0.245	$0.245	3,552
August	$0.245	$0.245	46,892
September[2]	$0.235	$0.165	15,944

(1) Petro Vista consolidated the Petro Vista Shares on the basis of 10 pre-consolidation shares for one post-consolidation share on April 24, 2018. Trades prior to that date represent pre-consolidation prices and volumes.

(2) Trading was halted on September 21, 2018 on announcement of the RTO Transaction.

11 Escrowed Securities

11.1 Escrowed Securities

The Resulting Issuer is not subject to escrow. All Resulting Issuer Shares received by existing holders of 3Sixty Shares and TCSS Shares (including any Resulting Issuer Shares to be issued upon the exercise of 3Sixty Warrants or TCSS Warrants that remain outstanding upon completion of the RTO Transaction) are subject to lock-up arrangement pursuant to which 25% of such holder's Resulting Issuer Shares shall become freely tradeable at each of three (3) months, six (6) months, nine (9) months and twelve (12) months from the date of the completion of the RTO Transaction; provided that, to the extent holders of TCSS Warrants had exercised such TCSS Warrants in exchange for TCSS Shares prior to the completion of the Amalgamation and RTO Transaction, any Resulting Issuer Shares ultimately issuable in respect of the Underlying Warrant Shares became subject to an abbreviated lock-up period pursuant to which one-third of such Underlying Warrant Shares shall become freely tradeable at each of the closing date of the RTO Transaction, thirty (30) days from the date of the completion of the RTO Transaction and sixty (60)

days from the date of the completion of the RTO Transaction.

Designation of class subject to above lock-up arrangements	Number of securities subject to above lock-up arrangements	Percentage of class
Common Shares	116,098,581	80.7%
Warrants	5,126,066	100.0%
Options	5,056,537	100.0%

12 Principal Shareholders

12.1 Principal Shareholders

To the knowledge of the directors and executive officers of the Company, following completion of the RTO Transaction, no person or corporation beneficially owns, directly or indirectly, or exercise control or direction over, Resulting Issuer Shares carrying more than 10% of the voting rights attached to all outstanding Resulting Issuer Shares (either on an undiluted or fully diluted basis).

12.2 Fundamental Change – Principal Shareholder

Please see disclosure in Section 12.1 above.

12.3 Voting Trusts

To the knowledge of the Company, no voting trust exists within the Company such that more than 10% of any class of voting securities of the Company are held, or are to be held, subject to any voting trust or other similar agreement.

12.4 Associates and Affiliates

Not applicable.

13 Directors and Officers

13.1 – 13.5 Directors and Officers.

The following table lists the names, municipalities of residence of the directors and officers of the Company, their positions and offices held with the Company and their principal occupations during the past five (5) years and the number of securities of the Company that are beneficially owned, directly or indirectly, or over which control or direction may be exercised by each following completion of the RTO Transaction.

Name	Municipality of Resident	Position with the Company	Principal Occupation(s) during the past 5 years	Number of Shares beneficially owned or	Percentage of Shares beneficially owned or

				controlled[1]	controlled
Gaetan Lussier	Ottawa	Chairman	President/member of Shoppers Drug Mart Board	417,647	0.3%
Thomas Gerstenecker	Ottawa	Director and Chief Executive Officer	CEO of 3Sixty	14,300,100	9.3%
Igor Gimelshtein	Toronto	Director	CFO of MedReleaf	1,081,000	0.7%
Vernon White	Ottawa	Director	Canadian Senator	300,000	0.2%
Nancy Croitoru	Toronto	Director	CEO of Food & Consumer Products Canada	323,529	0.2%
David Hyde	Toronto	President	President of DHA	6,390,222	4.1%
Neil Weaver	Toronto	Chief Commercial Officer	CEO of TCSS	502,966	0.3%
Carlo Rigillo	Toronto	Chief Financial Officer	CFO of 3Sixty and CFO of Beretta Farms Inc.	300,000	0.2%
Craig Bromell	Toronto	Chief of Security and Intel	Security specialist	300,000	0.2%

(1) On a fully diluted basis

All of the directors of the Company have been appointed to hold office until the next annual general meeting of the Shareholders or until their successors are duly elected or appointed, unless their office is earlier vacated.

All promoters, directors, officers and insiders, as a group, beneficially own, directly or indirectly, 29,896,865 Resulting Issuer Shares, which equals 20.8% of the Resulting Issuer Shares on a non-diluted basis issued and outstanding.

Board Committees

The Resulting Issuer currently has 2 committees: the Audit Committee and the C&G Committee. A brief description of each committee, including its members, is set out below. Following the completion of the Transaction, the directors of the Resulting Issuer intend to establish such committees of the board as determined to be appropriate in addition to the aforementioned committees.

Audit Committee

The Audit Committee ("**Audit Committee**") assists the Board in fulfilling its responsibilities for oversight of financial and accounting matters. The Audit Committee reviews the financial reports and other financial information provided by the Resulting Issuer to regulatory authorities and its shareholder and reviews the Resulting Issuer's system of internal controls regarding finance and accounting including

auditing, accounting and financial reporting processes.

The members of the Audit Committee after completion of the Transaction include the following three directors. Also indicated is whether they are "independent" and "financially literate" within the meaning of National Instrument 52-110 – Audit Committee **("NI 52-110").**

Name of Member	**Independent**[(1)]	**Financially Literate**[(2)]
Igor Gimelshtein (Chair)	Yes	Yes
Vernon White	Yes	Yes
Gaetan Lussier	Yes	Yes

(2) A member of the Audit Committee is independent if he or she has no direct or indirect 'material relationship' with the Resulting Issuer. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. An executive officer of the Corporation, such as the Chief Executive Officer, is deemed to have a material relationship with the Resulting Issuer.

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

Compensation & Governance Committee

The Compensation & Governance Committee (the "**C&G Committee**") assists the Board in fulfilling its responsibilities for compensation philosophy and guidelines, and fixing compensation levels for the Resulting Issuer's executive officers. In addition, the compensation committee is charged with reviewing the New Stock Option Plan and proposing changes thereto, approving any awards of options under the New Stock Option Plan and recommending any other employee benefit plans, incentive awards and perquisites with respect to the Resulting Issuer's executive officers. The C&G Committee is also responsible for reviewing, approving and reporting to the Board annually (or more frequently as required) on the Resulting Issuer's succession plans for its executive officers.

The proposed members of the C&G Committee after completion of the Transaction include the following three directors: Nancy Croitoru, Vernon White and Igor Gimelshtein.

13.6 – 13.9 Corporate Cease Trade Orders or Bankruptcies; Penalties or Sanctions; Personal Bankruptcies

No proposed director or officer of the Resulting Issuer, or shareholder holding a sufficient number of shares of the Resulting Issuer to affect materially the control of the Resulting Issuer is, or within 10 years before the date of this Listing Statement has been, a director or officer of any company that, while the person was in such capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the other 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.

Penalties and Sanctions

No proposed director or officer of the Resulting Issuer, or shareholder holding a sufficient number of shares of the Resulting Issuer to affect materially the control of the Resulting Issuer, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

No proposed director or officer of the Resulting Issuer, or a shareholder holding sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding company of any such persons has, within the 10 years before the date of this 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 Existing or Potential Material Conflicts of Interest.

Conflicts of interest may arise as a result of the directors and officers of the Resulting Issuer also holding positions as directors or officers of other companies. Conflicts, if any, will be subject to the procedures and remedies provided under the BCBCA.

13.11 Management.

Each director and officer of the Company has agreed to a confidentiality clause as part of their engagement in such position.

Thomas Gerstenecker, Chief Executive Officer and Director, Age 51

Thomas is the Founder and Chief Executive Officer of 3Sixty. Thomas is a well-known expert, and industry leader within the international security field with more than 25 years' experience. Prior to founding 3Sixty, Thomas spent more than 15 years working for the United Nations worldwide as Chief Security Advisor. He also spent many years with Canada's special forces group, Joint Task Force Two.

Thomas holds a Master of Science degree in Risk, Crisis, and Disaster Management from the University of Leicester, and is also a certified business continuity professional.

David Hyde, President, Age 52

David is a recognized leader and trusted senior advisor in the security industry. He led a full-service cannabis security and strategic licensing advisory practice beginning in 2013, providing services to over 400 businesses in the legal cannabis markets. Prior to this, he was the Security Chief for a $19 billion dollar corporation with 550 security staff & a $35 million annual budget. David holds a Master of Science degree in Security & Risk Management and is a graduate of the Wharton School Development Program.

Carlo Rigillo, Chief Financial Officer, Age 39

Carlo has fifteen plus years of financial experience including four years as Director of Finance and then Interim Financial Officer at Beretta Farms Inc. Previously, he has a wealth of experience in consumer health, consumer products and the manufacturing sectors. Carlo has experience developing risk management frameworks and business processes at the strategic, operational and technical levels within organizations at an international and national level. Carlo is a Chartered Professional Accountant.

Craig Bromell, Chief of Security and Intel, Age 59

Craig comes to the Board with 26 years of industry experience as a Toronto Police Officer. Previously, he has served as a board member for the Toronto Police Association, a Director of the National Professional Police Association and a Director of the Canadian Police Association. Currently, Craig is the President and member of the Building Union of Canada.

Neil Weaver, Chief Commercial Officer, Age 59

Neil is 59 years old and a seasoned executive with extensive law enforcement and security experience. He has extensive knowledge, experience and understanding of highly regulated industry. Neil has acted previously as the Vice President of Operations of Group 4 Canada, Director of Corporate & Nuclear Security for Ontario Power Generation, President and Chief Operating Officer of Total Security Management, and Vice President Strategic & National Accounts of GardaWorld Protective Services. Neil holds a Master of Science degree in Security and Risk Management, he is also a Certified Protection Professional.

Gaetan Lussier, Chairman, Age 77

Gaetan brings a wealth of diverse expertise as Chairman of the Board. He holds a B.S.A, M.Sc, PhD, and O.C. In 1981, he was awarded the Order of Canada. Gaetan served as the Deputy Minister for 18 years, 12 of which in Ottawa. Previously, he has been the president of two food companies, and a member of various corporate boards, including the board of directors for Shoppers Drug Mart.

Vernon White, Director, Age 59

Vernon was born in 1959, is a Canadian Senator and the former Chief of Police for the Ottawa Police Service. Prior to his term as Ottawa's Chief of Police, Vernon led the Regional Police Service in Durham, Ontario and spent over 20 years with the Royal Canadian Mounted Police in various roles, including as an Assistant Commissioner. He has been honoured with a number of awards over the

years, including a Commissioners Commendation, a Queen's Jubilee Medal, and a United Way Community Builder of the Year Award.

Igor Gimelshtein, Director, Age 31

Igor has extensive experience in leadership on strategic, financial and operational matters, including capital allocation, corporate development, operations and data-driven business optimization. Igor was the Chief Financial Officer of MedReleaf, prior to its acquisition by Aurora Cannabis, and holds an HBA (Ivey Scholar) degree from the Richard Ivey School of Business at Western University. Previously, he was a Vice-President at Birch Hill Equity Partners, where he played a key role in companies such as Softchoice, Shred-it, DHX Media, Carmanah Design and Manufacturing, and Mastermind Toys.

Nancy Croitoru, Director, Age 63

Nancy brings a diverse background of senior leadership roles to the Board. She has worked as a successful entrepreneur, multi-national senior executive and industry leader. Nancy is an institute-certified board director with international board experience. Previously, she has been the Chief Executive Officer of Food & Consumer Products of Canada (FCPC) and a public relations and crisis management firm.

14 Capitalization

14.1 Issued Capital

To the best knowledge of the Company, the following table sets out the number of the Resulting Issuer Shares available in the Resulting Issuer's Public Float and Freely-Tradeable Float on a diluted and non-diluted basis:

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**% of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	143,913,042	154,095,645	100.0%	100.0%

Held by Related Persons or employees of the Resulting Issuer or Related Person of the Resulting Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Resulting Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Resulting Issuer upon exercise or conversion of other securities held) (B)	29,896,865	34,286,664	20.8%	22.3%
Total Public Float (A-B)	114,016,177	119,808,981	79.2%	77.7%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	116,098,481	126,281,084	80.7%	81.9%
Total Tradeable Float (A-C)	27,814,561	27,814,561	19.3%	18.1%

Public Securityholders (Registered)

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
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	1	4,000
5,000 or more securities	320	121,432,076

Public Securityholders (Beneficial)

Class of Security

Size of Holding	Number of holders	Total number of securities
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	1	4,000
5,000 or more securities	320	121,432,076
Unable to confirm	1	2,951,301

Non-Public Securityholders (Registered)

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities		
100 – 499 securities	1	100
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	7	19,525,565

14.2 Convertible/Exchangeable Securities

Description of Security	Strike Price	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Warrants	$0.05	1,666,666	1,666,666
Warrants	$0.14	423,600	423,600
Warrants	$0.57	3,035,800	3,035,800
Options	$0.10	3,050,000	3,050,000
Options	$0.25	825,000	825,000
Options	$0.28	1,181,537	1,181,537

14.3 Convertible/Exchangeable Securities Reserved for Issuance

Not applicable.

15 Executive Compensation

The following table sets forth the anticipated compensation to be paid or awarded to the directors and the following executive officers of the Resulting Issuer: (i) the Chief Executive Officer; (ii) the Chief Financial Officer; (iii) the three most highly compensated individuals whose total compensation was more than C$150,000; and (iv) directors:

Name and position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting Fees ($)	Value of perquisites ($)	Value of all other Compensation ($)	Total Compensation ($)
Thomas Gerstenecker, *Chief Executive Officer and Director*	2018	$250,000	Nil	Nil	Nil	Nil	$250,000
Carlo Rigillo, *Chief Financial Officer*	2018	$125,000	Nil	Nil	Nil	Nil	$125,000
Neil Weaver *Chief Commercial Officer*	2018	$250,000	Nil	Nil	Nil	Nil	$250,000
David Hyde *President*	2018	$225,000	Nil	Nil	Nil	Nil	$225,000

Craig Bromell *Chief of Security and Intel*	2018	$150,000	Nil	Nil	Nil	Nil	$150,000
Gaetan Lussier, *Director*	2018	N/A	Nil	Nil	Nil	Nil	N/A
Nancy Croitoru, *Director*	2018	N/A	Nil	Nil	Nil	Nil	N/A
Vernon White, *Director*	2018	N/A	Nil	Nil	Nil	Nil	N/A
Igor Gimelshtein, *Director*	2018	N/A	Nil	Nil	Nil	Nil	N/A

Compensation of Executives

When determining executive compensation, the Resulting Issuer's practices will be designed to retain, motivate and reward the executive officers of the Resulting Issuer for their performance and contribution to the Resulting Issuer's long-term success. The Board will seek to compensate the Resulting Issuer's executive officers by combining short and long-term cash and equity incentives. It will also seek to reward the achievement of corporate and individual performance objectives, and to align executive officers' incentives with shareholder value creation. The Board will seek to tie individual goals to the area of the executive officer's primary responsibility. These goals may include the achievement of specific financial or business development goals.

The C&G Committee of the Resulting Issuer will review and recommend the executive compensation arrangements and the employment agreements for the Chief Executive Officer and Chief Financial Officer. The ultimate decision will rest with the Chief Executive Officer in all cases.

Elements of Compensation

The compensation of the executive officers of the Resulting Issuer will include three major elements: (a) base salary, (b) an annual, discretionary cash bonus, and (c) long-term equity incentives, consisting of stock options under the Stock Option Plan. These three principal elements of compensation are described below.

Base Salary

Base salaries are intended to provide an appropriate level of fixed compensation that will assist in employee retention and recruitment. Base salaries will be based on an assessment of factors such as the executive's performance, a consideration of competitive compensation levels in companies similar to the Resulting Issuer and a review of the performance of the Resulting Issuer as a whole and the role such executive played in such corporate performance.

Annual Cash Bonus

The Resulting Issuer, in its discretion, may award cash bonuses in order to motivate executives to achieve short-term corporate goals. The Compensation Committee will make recommendations to the Board who will approve cash bonuses. The success of executive officers in achieving their individual objectives and their contribution to the Resulting Issuer in reaching its overall goals are factors in the determination of their cash bonus. The Board will assess each executive's performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to needs of the Resulting Issuer that arise on a day to day basis.

New Stock Option Plan

In connection with the RTO Transaction, Petro Vista's shareholders approved the New Stock Option Plan at the Meeting. For further details in respect of the New Stock Option Plan, please see Section 9 – *Option to Purchase Securities* above.

Pension Plan Benefits

The Resulting Issuer does not intend to implement any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Employment, Termination and Change of Control Benefits

The Resulting Issuer is not a party to any compensation plan or arrangement with any of the executive officers or directors of the Resulting Issuer resulting from the resignation, retirement or the termination of employment of such person.

Director Compensation

The Board believes that directors should be provided with incentives to focus on long-term shareholder value. The Board believes that including equity options as part of director compensation helps align the interest of directors with those of the Resulting Issuer's shareholders and, accordingly, the directors have been granted certain options in the capital of the Resulting Issuer in connection with their engagement as directors of the Resulting Issuer. The Resulting Issuer seeks to attract exceptional talent to its Board and, therefore, the Resulting Issuer's policy will be to compensate directors competitively relative to comparable companies. The Resulting Issuer's C&G Committee will, from time to time, present a report to the Board comparing the Resulting Issuer's director compensation with that of comparable companies. Directors may receive additional compensation for acting as chairs of committees of the Board. Directors will also be entitled to receive stock options in accordance with the terms of the New Stock Option Plan and the CSE requirements and will be reimbursed for any out-of-pocket travel expenses incurred in order to attend meetings of the Board, committees of the Board or meetings of the shareholders of the Resulting Issuer. It is also anticipated that the Resulting Issuer will obtain customary insurance for the benefit of its directors and enter into indemnification agreements with its directors pursuant to which the Resulting Issuer will agree to indemnify its directors to the extent permitted by applicable law.

16 Indebtedness of Directors and Executive Officers

Upon completion of the RTO Transaction, none of the directors or officers of the Resulting Issuer, nor any of their Associates, will be indebted to the Resulting Issuer, and neither will any indebtedness of any of these individuals or Associates to another entity be the subject of a guarantee, support agreement, letter

of credit or other similar arrangement or understanding provided by the Resulting Issuer.

17 Risk Factors

There are numerous and varied risks, known and unknown, that may prevent the Company from achieving its goals. If any of these risks actually occur, the Company's business, financial condition or results of operation may be materially adversely affected. In such case, the trading price of the Resulting Issuer Shares could decline and investors could lose all or part of their investment. The following is a summary of certain risks that could be applicable to the business of the Company:

The Company's actual financial position and results of operations may differ materially from the expectations of the Company's management.

The Company's actual financial position and results of operations may differ materially from management's expectations. As a result, the Company's revenue, net income and cash flow may differ materially from the Company's projected revenue, net income and cash flow. The process for estimating the Company's revenue, net income and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect the Company's financial condition or results of operations.

Some of the Company's business activities, while believed to be compliant with applicable U.S. state and local law, are illegal under federal law.

Although certain states and territories of the U.S. authorize medical or recreational cannabis production and distribution by licensed or registered entities, under U.S. federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal and any such acts are criminal acts under federal law under any and all circumstances under the CSA.

The Company engages in cannabis-related activities in the U.S. As a result, U.S. law enforcement authorities, in their attempt to regulate the illegal use of cannabis and any related drug paraphernalia, may seek to bring an action or actions against the Company, including, but not limited to, aiding and abetting another's criminal activities. US federal law provides that anyone who "commits an offense against the United States or aids, abets, counsels, commands, induces or procures its commission, is punishable as a principal." As a result of such an action, the Company may be forced to cease operations and be restricted from operating in the U.S. Such an action would have a material negative effect on our business and operations. An investor's contribution to and involvement in such activities may result in federal civil and/or criminal prosecution, including forfeiture of his, her or its entire investment.

There is uncertainty surrounding the Trump Administration and Attorney General Jeff Sessions and their influence and policies in opposition to the cannabis industry as a whole.

There is significant uncertainty surrounding the policies of President Donald Trump and the Trump Administration about recreational and medical cannabis. On January 4, 2018, the U.S. Department of Justice rescinded the Cole Memorandum. This effectively placed discretion in the hands of federal prosecutors in the U.S. to decide, individually, how to prioritize resources directed towards enforcing U.S. federal law regarding the procession, distribution and production of cannabis in states where such activities are legal under state law. Accordingly, there is no certainty as to how the U.S. Department of

Justice, the Federal Bureau of Investigation and other government agencies will handle cannabis matters in the future. There can be no assurances that the Trump administration would not decide to strongly enforce the federal laws.

There is heightened scrutiny by Canadian regulatory authorities.

For the reasons set forth in this listing statement, the Company's existing operations in the United States, and any future operations or investments, may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. As a result, the Company may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company's ability to operate or invest in the United States or any other jurisdiction, in addition to those described herein.

CDS is Canada's central securities depository, clearing and settling trades in the Canadian equity, fixed income and money markets. On February 8, 2018, following discussions with the Canadian Securities Administrators and recognized Canadian securities exchanges, the TMX Group announced the signing of the TMX MOU with Aequitas NEO Exchange Inc., the CSE, the TSX and the TSXV. The TMX MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the United States. The MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented at a time when the Resulting Issuer Common Shares are listed on a stock exchange, it would have a material adverse effect on the ability of holders of Resulting Issuer Common Shares to make and settle trades. In particular, the Resulting Issuer Common Shares would become highly illiquid until an alternative was implemented, investors would have no ability to effect a trade of the Resulting Issuer Shares through the facilities of the applicable stock exchange.

There are variations in state regulations.

The rulemaking process for cannabis operators at the state level in any state is ongoing and result in frequent changes. As a result, a compliance program is essential to manage regulatory risk. All operating policies and procedures implemented in the operation will be compliance-based and derived from the state regulatory structure governing ancillary cannabis businesses and their relationships to state-licensed or permitted cannabis operators, if any. Notwithstanding the Company's efforts, regulatory compliance and the process of obtaining regulatory approvals can be costly and time-consuming. No assurance can be given that the Company will receive the requisite licenses, permits or cards to operate its businesses.

In addition, local laws and ordinances could restrict the Company's business activity. Although legal under the laws of the states in which the Company's business will operate, local governments have the ability to limit, restrict, and ban cannabis businesses from operating within their jurisdiction. Land use, zoning, local ordinances, and similar laws could be adopted or changed, and have a material adverse effect on the Company's business.

The Company's is aware that multiple states are considering special taxes or fees on businesses in the cannabis industry. It is a potential yet unknown risk at this time that other states are in the process of reviewing such additional fees and taxation. This could have a material adverse effect upon the

Company's business, results of operations, financial condition or prospects.

There is a risk of civil asset forfeiture

Because the cannabis industry remains illegal under United States federal law, any property owned by participants in the cannabis industry which are either used in the course of conducting such business, or are the proceeds of such business, could be subject to seizure by law enforcement and subsequent civil asset forfeiture. Even if the owner of the property were never charged with a crime, the property in question could still be seized and subject to an administrative proceeding by which, with minimal due process, it could be subject to forfeiture.

The Company's contracts may not be legally enforceable in the U.S.

Because the Company's contracts involve cannabis and other activities that are not legal under U.S. federal law and in some jurisdictions, the Company may face difficulties in enforcing its contracts in U.S. federal and certain state courts.

Constraints on marketing products

The development of the Resulting Issuer's business and operating results may be hindered by applicable restrictions on sales and marketing activities imposed by government regulatory bodies. The regulatory environment in the United States limits the Resulting Issuer's ability to compete for market share in a manner similar to other industries. If the Resulting Issuer is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products, the Resulting Issuer's sales and operating results could be adversely affected.

There is uncertainty with respect to various U.S. regulatory authorities.

The cannabis industry may come under the scrutiny or further scrutiny by the U.S. Food and Drug Administration, Securities and Exchange Commission, the DOJ, the Financial Industry Regulatory Advisory or other federal, state or other applicable state or nongovernmental regulatory authorities or self-regulatory organizations that supervise or regulate the production, distribution, sale or use of cannabis for medical or nonmedical purposes in the United States. These laws and regulations are rapidly evolving and subject to change with minimal notice. Regulatory changes, including changes in the interpretation and/or administration of applicable regulatory requirements may adversely affect the Company's profitability or cause it to cease operations entirely. Any determination that the Company's business fails to comply with the laws and regulations would require the Company either to significantly change or terminate its business activities, which would have a material adverse effect on the Company's business.

The Company's limited operating history makes evaluating its business prospects difficult.

The Company has a limited operating history on which to base an evaluation of its business, financial performance and prospects. As such, the Company's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. the Company has had limited experience in addressing the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving industries such as the medical and recreational cannabis industries. There can be no

assurance that the Company will be successful in addressing these risks, and the failure to do so in any one area could have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

The size of the Company's target market is difficult to quantify and investors will be reliant on their own estimates on the accuracy of market data.

Because the cannabis industry is in an early stage with uncertain boundaries, there is a lack of information about comparable companies available for potential investors to review in deciding about whether to invest in the Company and, few, if any, established companies whose business model the Company can follow or upon whose success the Company can build. Accordingly, investors will have to rely on their own estimates in deciding about whether to invest in the Company. There can be no assurance that the Company's estimates are accurate or that the market size is sufficiently large for its business to grow as projected, which may negatively impact its financial results.

The Company may face significant competition from other competitors.

Other competitors engage in similar activities to the Company in providing products and services to similar customers. Current and new competitors may have better capitalization, a longer operating history, more expertise and able to develop higher quality products or service, at the same or a lower cost. The Company cannot provide assurances that it will be able to compete successfully against current and future competitors. Competitive pressures faced by the Company could have a material adverse effect on its business, operating results and financial condition.

Although the Company believes it has positioned itself to become a leader in the cannabis industry, there can be no assurance that the Company will become or remain an industry leader. There can be no assurance that significant competition will not enter the marketplace and offer some number of comparable products and services or take a similar approach. Such competition could have a significant adverse effect on the growth potential of the Company's business by effectively dividing the existing market for its products.

The Company's industry is experiencing rapid growth and consolidation that may cause the Company to lose key relationships and intensify competition.

The cannabis industry and businesses ancillary thereto and directly involved with cannabis businesses are undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and formation of strategic relationships. Acquisitions or other consolidating transactions could harm the Company in a number of ways, including by losing strategic partners if they are acquired by or enter into relationships with a competitor, losing customers, revenue and market share, or forcing the Company to expend greater resources to meet new or additional competitive threats, all of which could harm the Company's operating results. As competitors enter the market and become increasingly sophisticated, competition in the Company's industry may intensify and place downward pressure on prices for its products and services, which could negatively impact its profitability.

There is no assurance that the Company will turn a profit or generate immediate revenues.

There is no assurance as to whether the Company will be profitable, earn revenues, or pay dividends. The Company incurred and anticipates that it will continue to incur substantial expenses relating to the development and operations of its business.

The payment and amount of any future dividends will depend upon, among other things, the Company's results of operations, cash flow, financial condition, and operating and capital requirements. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividends.

There is a probable lack of business diversification.

Because the Company will be focused on developing its business ancillary to the cannabis industry, the prospects for the Company's success will be dependent upon the future performance and market acceptance of the Company's intended products, processes, and services. Unlike certain entities that have the resources to develop and explore numerous product lines, operating in multiple industries or multiple areas of a single industry, the Company does not anticipate the ability to immediately diversify or benefit from the possible spreading of risks or offsetting of losses. Again, the prospects for the Company's success may become dependent upon the development or market acceptance of a very limited number of facilities, products, processes or services.

There is restricted access to banking.

In February 2014, the Financial Crimes Enforcement Network ("**FinCEN**") bureau of the U.S. Treasury Department issued guidance with respect to financial institutions providing banking services to cannabis business, including burdensome due diligence expectations and reporting requirements. This guidance does not provide any safe harbors or legal defenses from examination or regulatory or criminal enforcement actions by the regulators. Thus, most banks and other financial institutions do not appear to be comfortable providing banking services to cannabis-related businesses, or relying on this guidance. In addition to the foregoing, banks may refuse to process debit card payments and credit card companies generally refuse to process credit card payments for cannabis-related businesses. As a result, the Company may have limited or no access to banking or other financial services in the United States, and may have to operate the Company's business on an all-cash basis. The inability or limitation in the Company's or the licensed producers' ability to open or maintain bank accounts, obtain other banking services and/or accept credit card and debit card payments may make it difficult for the Company's or the license producers' to operate and conduct its business as planned.

There is a lack of access to United States bankruptcy protections

Because cannabis is a Schedule I substance under the CSA, many courts have denied cannabis businesses federal bankruptcy protections, making it difficult for lenders to be made whole on their investments in the cannabis industry in the event of a bankruptcy. If the Resulting Issuer were to experience a bankruptcy, there is no guarantee that United States federal bankruptcy protections would be available to the Resulting Issuer, which would have a material adverse effect on the Resulting Issuer's business.

The Company's operations face security risks

As the Company's business involves the movement and transfer of cash and certain products related to the cannabis industry, there is a risk of theft or robbery during the transport of cash. While the Company is a leader in the prevention of theft or robbery of cash during transport, there can be no assurance that there will not be a security breach during the transport and the movement of cash involving the theft of product or cash.

The Company may not adequately manage growth.

The Company may experience a period of significant growth in the number of personnel that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train, motivate and manage the workforce. The Company's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

There is no guarantee that the Company will be able to secure required financing to achieve its business objectives.

The continued development of the Company will require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Company going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution. In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company may require additional financing to fund its operations to the point where it is generating positive cash flows. Negative cash flow may restrict the Company's ability to pursue its business objectives.

The Company may be unable to attract and retain key personnel.

The Company's success has depended and continues to depend upon its ability to attract and retain key management and technical experts. The Company will attempt to enhance its management and technical expertise by continuing to recruit qualified individuals who possess desired skills and experience in certain targeted areas. The Company's inability to retain employees and attract and retain sufficient additional employees or engineering and technical support resources could have a material adverse effect on the Company's business, results of operations, sales, cash flow or financial condition. Shortages in qualified personnel or the loss of key personnel could adversely affect the financial condition of the Company, results of operations of the business and could limit the Company's ability to develop and market its cannabis-related products. The loss of any of the Company's senior management or key employees could materially adversely affect the Company's ability to execute the Company's business plan and strategy, and the Company may not be able to find adequate replacements on a timely basis, or at all.

The Company may not be able to innovate and find efficiencies

If the Company is unable to continually innovate and increase efficiencies, its ability to attract new customers, clients or strategic partners may be adversely affected. In the area of innovation, the Company must be able to develop security solutions that appeal to its customers. This depends, in part, on the technological and creative skills of the Company's personnel. The Company may not be successful in the development, introduction, marketing, and provision of security solutions that satisfy customer needs,

achieve market acceptance, or generate satisfactory financial returns.

The Company may become subject to litigation, including for possible liability claims, which may have a material adverse effect on the Company's reputation, business, results from operations, and financial condition.

The Company's participation in the medical and recreational cannabis industry may lead to litigation, formal or informal complaints, enforcement actions, and inquiries by various federal, state, or local governmental authorities against the Company or its subsidiaries. Litigation, complaints, and enforcement actions involving the Company or its subsidiaries could consume considerable amounts of financial and other corporate resources, which could have an adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

The Company is exposed to insured and uninsured risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability.

Although each of 3Sixty and TCSS currently maintain, and the Resulting Issuer will maintain, insurance to protect against certain risks in such amounts as considered to be reasonable, insurance will not cover all the potential risks associated with operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as criminal, dishonest and fraudulent acts of its directors and officers, environmental pollution, war, or other hazards encountered in the operations of the Company is not generally available on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Furthermore, because the Company is engaged in and operates within the cannabis industry, there are exclusions and additional difficulties and complexities associated with such insurance coverage that could cause the Company to suffer uninsured losses, which could adversely affect the Company's business, results of operations, and profitability. There is no assurance that the Company will be able to fully utilize such insurance coverage, if necessary.

The Company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims against the Company.

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Company that violate government regulations. It is not always possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Company's business, including the imposition of civil, criminal and administrative penalties,

damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Company's operations, any of which could have a material adverse effect on the Company's business, financial condition and results of operations.

In certain circumstances, the Company's reputation could be damaged.

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Company and its activities, whether true or not. Although the Company believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Company does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

There may be unfavourable publicity or consumer perception of cannabis

Proposed management of the Company believes the recreational cannabis industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the recreational cannabis produced. The Company's business may be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of recreational cannabis products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the recreational cannabis market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the results of operations, financial condition and cash flows of the Company's customers, and accordingly, on the results of operations, financial condition and cash flows of the Company itself. the Company's customers' and the Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company's results of operations, financial condition and cash flows. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of recreational cannabis in general, or associating the consumption of recreational cannabis with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed.

The Company's officers and directors may be engaged in a range of business activities resulting in conflicts of interest.

The Company may be subject to various potential conflicts of interest because some of its officers and directors may be engaged in a range of business activities. In some cases, the Company's directors may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to the Company's business and affairs and that could adversely affect the Company's

operations.

In addition, the Company may also become involved in other transactions which conflict with the interests of its directors and the officers who may from time to time deal with persons, firms, institutions or companies with which the Company may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of the Company. In addition, from time to time, these persons may be competing with the Company for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, if such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company.

A drop in the retail price of cannabis products may negatively impact the business.

The fluctuations in economic and market conditions that impact the prices of commercially grown cannabis, such as increases in the supply of cannabis and decreases in demand for cannabis, could have a negative impact on the LPs whom the Company services, and could therefore negatively impact the Company's business.

Weakness in the general economic environment

the Company's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and consequently, impact the sales and profitability of the Company or the LPs whom the Company services.

There is no assurance that the Company's clients will obtain and retain any relevant licenses.

Although the Company's clients who are LPs under applicable law have applied for various recreational cannabis licenses, they may not be able to obtain or maintain the necessary licenses, permits, authorizations or accreditations, or may only be able to do so at great cost, to operate their medical and recreational cannabis businesses. In addition, they may not be able to comply fully with the wide variety of laws and regulations applicable to the medical and recreational cannabis industry. Failure to comply with or to obtain the necessary licenses, permits, authorizations or accreditations could result in restrictions on their ability to operate in the medical and recreational cannabis business, which could then in turn have a material adverse effect on the Company's business.

The LPs to whom the Company provides security services require licenses issued by regulatory bodies in order to operate. If any on the LPs to whom the Company provides services were to lose their licenses, it would have an adverse effect on the Company.

Due to the classification of cannabis as a Schedule I controlled substance under the CSA, banks and other financial institutions which service the cannabis industry are at risk of violating certain financial laws, including anti-money laundering statutes.

Because the manufacture, distribution, and dispensation of cannabis remains illegal under the CSA, banks and other financial institutions providing services to cannabis-related businesses risk violation of federal anti-money laundering statutes (18 U.S.C. §§ 1956 and 1957), the unlicensed money-remitter statute (18 U.S.C. § 1960) and the U.S. Bank Secrecy Act. These statutes can impose criminal liability for engaging in certain financial and monetary transactions with the proceeds of a "**specified unlawful activity**" such

as distributing controlled substances which are illegal under federal law, including cannabis, and for failing to identify or report financial transactions that involve the proceeds of cannabis-related violations of the CSA. The Company may also be exposed to the foregoing risks. In the event that any of the Company's investments, or any proceeds thereof, any dividends or distributions therefrom, or any profits or revenues accruing from such investments in the United States were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize the ability of the Company to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while the Company has no current intention to declare or pay dividends in the foreseeable future, in the event that a determination was made that any such investments in the United States could reasonably be shown to constitute proceeds of crime, the Company may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

The Company, and/or contract counterparties with respect to the Company which are directly engaged in the trafficking of cannabis, may incur significant tax liabilities due to limitations on tax deductions and credits under section 280E of the Internal Revenue Code of 1986, as amended (the "Tax Code").

Under Section 280E of the Tax Code, "no deduction or credit shall be allowed for any amount paid or incurred during the taxable year in carrying on any trade or business if such trade or business (or the activities which comprise such trade or business) consists of trafficking in controlled substances (within the meaning of schedule I and II of the Controlled Substances Act) which is prohibited by Federal law or the law of any State in which such trade or business is conducted." This provision has been applied by the U.S. Internal Revenue Service to cannabis operations, prohibiting them from deducting expenses directly associated with the sale of cannabis. Section 280E therefore has a significant impact on the retail side of cannabis, but a lesser impact on cultivation and manufacturing operations. A result of Section 280E is that an otherwise profitable business may, in fact, operate at a loss, after taking into account its U.S. income tax expenses.

The Company will be reliant on information technology systems and may be subject to damaging cyber-attacks.

The Company's operations depend, in part, on how well it and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

Neither the 3Sixty nor TCSS have experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to

continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities

Canadian investors in the Company and the Company's directors, officers and employees may be subject to entry bans into the United States

News media have reported that United States immigration authorities have increased scrutiny of Canadian citizens who are crossing the United States–Canada border with respect to persons involved in cannabis businesses in the United States. There have been a number of Canadians barred from entering the United States as a result of an investment in or act related to United States cannabis businesses. In some cases, entry has been barred for extended periods of time. The Company's directors, officers or employees traveling from Canada to the United States for the benefit of the Company may encounter enhanced scrutiny by United States immigration authorities that may result in the employee not being permitted to enter the United States for a specified period of time. If this happens to the Company's directors, officers or employees, then this may reduce our ability to manage our business effectively in the United States.

Risks Related to the Resulting Issuer Shares

The Company cannot assure you that a market will continue to develop or exist for the Resulting Issuer Shares or what the market price of the Resulting Issuer Shares will be.

The Company cannot assure that a market will continue to develop or be sustained. If a market does not continue to develop or is not sustained, it may be difficult for investors to sell the Resulting Issuer Shares at an attractive price or at all. The Company cannot predict the prices at which the Resulting Issuer Shares will trade.

The Company may be subject to additional regulatory burdens resulting from its public listing on the CSE.

The Company has not been subject to the continuous and timely disclosure requirements of Canadian securities laws or other rules, regulations and policies of the CSE. The Company is working with its legal, accounting and financial advisors to identify those areas in which changes should be made to the Company's financial management control systems to manage its obligations as a public company listed on the CSE. These areas include corporate governance, corporate controls, disclosure controls and procedures and financial reporting and accounting systems. The Company has made, and will continue to make, changes in these and other areas, including the Company's internal controls over financial reporting. However, the Company cannot assure holders of Resulting Issuer Shares that these and other measures that the Company might take will be sufficient to allow us to satisfy the Company's obligations as a public company listed on the CSE on a timely basis. In addition, compliance with reporting and other requirements applicable to public companies listed on the CSE will create additional costs for the Company and will require the time and attention of management. The Company cannot predict the amount of the additional costs that the Company might incur, the timing of such costs or the impact that management's attention to these matters will have on the Company's business.

The Company may lack effective internal controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including

those imposed on the Company under securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of the shares.

It may be difficult, if not impossible, for U.S. holders of the Reporting Issuer's Shares to resell them over the CSE.

It has recently come to management's attention that all major securities clearing firms in the U.S. have ceased participating in transactions related securities of Canadian public companies involved in the medical cannabis industry. This appears to be due to the fact that cannabis continues to be listed as a controlled substance under U.S. federal law, with the result that cannabis-related practices or activities, including the cultivation, possession or distribution of cannabis, are illegal under U.S. federal law. However, management understands that the action by U.S. securities clearing firms also extends to securities of companies that carry on business operations entirely outside the U.S. Accordingly, U.S. residents who acquire Resulting Issuer Shares may find it difficult – if not impossible – to resell such shares over the facilities of any Canadian stock exchange on which the shares may then be listed. It remains unclear what impact, if any, this and any future actions among market participants in the U.S. will have on the ability of U.S. residents to resell any Resulting Issuer Shares that they may acquire in open market transactions.

The market price for Resulting Issuer Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control.

The market price for Resulting Issuer Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following:

1. actual or anticipated fluctuations in the Company's quarterly results of operations;

2. recommendations by securities research analysts;

3. changes in the economic performance or market valuations of companies in the industry in which the Company operates;

4. addition or departure of the Company's executive officers and other key personnel;

5. release or expiration of lock-up or other transfer restrictions on outstanding Resulting Issuer Shares;

6. sales or perceived sales of additional Resulting Issuer Shares;

7. significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or the Company's competitors;

8. operating and share price performance of other companies that investors deem comparable to us; fluctuations to the costs of vital production materials and services;

9. changes in global financial markets and global economies and general market conditions, such as interest rates;

10. operating and share price performance of other companies that investors deem comparable to the Company or from a lack of market comparable companies;

11. news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets; and

12. regulatory changes in the industry.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Resulting Issuer Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which might result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely affected and the trading price of the Common Shares might be materially adversely affected.

The Company does not anticipate paying cash dividends.

The Company's current policy is to retain earnings to finance the development and enhancement of its products and to otherwise reinvest in the Company. Therefore, the Company does not anticipate paying cash dividends on the Resulting Issuer Shares in the foreseeable future. The Company's dividend policy will be reviewed from time to time by the Company's board in the context of its earnings, financial condition and other relevant factors. Until the time that the Company pays dividends, which the Company might never do, the Company's shareholders will not be able to receive a return on their Resulting Issuer Shares unless they sell them.

Future sales of Resulting Issuer Shares by existing shareholders could reduce the market price of the Resulting Issuer Shares.

Sales of a substantial number of Resulting Issuer Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Resulting Issuer Shares intend to sell their shares, could reduce the market price of the Resulting Issuer Shares. Additional Resulting Issuer Shares may be available for sale into the public market, subject to applicable securities laws, which could reduce the market price for Resulting Issuer Shares.

No guarantee on the use of available funds by the Company.

The Company cannot specify with certainty the particular uses of the proceeds. Management has broad discretion in the application of its proceeds. Accordingly, a purchaser of Resulting Issuer Shares will have to rely upon the judgment of management with respect to the use of proceeds, with only limited information concerning management's specific intentions. the Company's management may spend a portion or all of the proceeds in ways that the Company's shareholders might not desire, that might not yield a favourable return and that might not increase the value of a purchaser's investment. The failure by management to apply these funds effectively could harm the Company's business. Pending use of such

funds, the Company might invest the proceeds in a manner that does not produce income or that loses value.

The Company is exposed to currency fluctuations.

Some portion of the Company's revenues and expenses are expected to be denominated in U.S. dollars, and therefore may be exposed to currency exchange fluctuations. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. Fluctuations in the exchange rate between the U.S. dollar and the Canadian dollar may have a material adverse effect on the Company's business, financial condition and operating results. The Company may, in the future, establish a program to hedge a portion of its foreign currency exposure with the objective of minimizing the impact of adverse foreign currency exchange movements. However, even if the Company develops a hedging program, there can be no assurance that it will effectively mitigate currency risks.

The liquidity of the Resulting Issuer Shares will be uncertain.

The Company cannot predict at what prices the Resulting Issuer Shares will trade and there can be no assurance that an active trading market will develop or be sustained. Final approval of the CSE has not yet been obtained. There is a significant liquidity risk associated with an investment in the Company.

18 Promoters

No person or company has been within the two years immediately preceding the date of this Listing statement, a promoter of the Resulting Issuer.

19 Legal Proceedings

As of the date of this Listing Statement, there are no material legal proceedings, and no contemplated legal proceedings known to be material, against 3Sixty, TCSS or its expected subsidiaries, or to which 3Sixty, TCSS or its expected subsidiaries is a party or of which 3Sixty, TCSS or its subsidiaries' respective property is the subject matter.

As of the date of this Listing Statement, none of 3Sixty, TCSS nor any of its subsidiaries has been subject to any penalties or sanctions imposed by any court or regulatory authority relating to provincial and territorial securities legislation or by a securities regulatory authority, within the three years immediately preceding the date hereof, nor has any party entered into a settlement agreement with a securities regulatory authority within the three years immediately preceding the date hereof, or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that are necessary to provide full, true and plain disclosure of all material facts relating to 3Sixty's securities or would be likely to be considered important to a reasonable investor making an investment decision.

20 Interest of Management and Others in Material Transactions

Other than as disclosed herein, no director or executive officer of the Resulting Issuer or person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the outstanding voting securities of the Resulting Issuer, or any associate or affiliate of any of the foregoing has or had any material interest, direct or indirect, in any transaction within the three years before the date of this Listing Statement, or in any proposed transaction,

which has materially affected or will materially affect the Resulting Issuer, 3Sixty or TCSS.

21 Auditors, Transfer Agents and Registrars

The auditors of Petro Vista are PricewaterhouseCoopers LLP, at its office at 250 Howe Street, Suite 1400, Vancouver, BC, V6C 3S7.

The auditors of each of 3Sixty and TCSS are MNP LLP, Chartered Professional Accountants, at its office at 111 Richmond St W #300, Toronto, ON M5H 2G4.

The auditors of the Resulting Issuer are MNP LLP, Chartered Professional Accountants, at its office located at 111 Richmond St W #300, Toronto, Ontario M5H 2G4.

The transfer agent and registrar of Petro Vista's common shares is Computershare Trust Company of Canada, at its office at 100 University Ave, Toronto, Ontario, M5J 2Y1.

The transfer agent and registrar of the Resulting Issuer Shares are Odyssey Trust Company, at its office at Stock Exchange Tower, 350-300 5th Avenue SW, Calgary, Alberta, T2P 3C4.

22 Material Contracts

Except for contracts entered into by 3Sixty and TCSS in the ordinary course of business, the only current material contracts entered into within the last two years or currently anticipated to be entered into by 3Sixty, TCSS or the Resulting Issuer, as applicable, which can reasonably be regarded as material are:

(a) the Share Purchase Agreement by and between David Hyde, Pauline Kourie and TCSS dated June 14, 2018, pursuant to which TCSS acquired all of the issued and outstanding shares in the capital of DHA;

(b) the Transaction Agreement;

(c) the RTO Agreement;

(d) the Agency Agreement; and

(e) the Canopy Services Agreement.

23 Interests of Experts

The following are the names of each person or company who has prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement, either directly or in a document incorporated by reference, and whose profession or business gives authority to the statement made by the person or company:

- Stikeman Elliott LLP is 3Sixty's counsel with respect to Canadian legal matters; and
- McMillan LLP is Petro Vista's counsel with respect to Canadian legal matters.

To the knowledge of 3Sixty, TCSS and Petro Vista, each of the aforementioned firms held less than 1% of the outstanding securities of any of the Parties or any associate or affiliate of the Parties as of

the date of this Listing Statement. None of the aforementioned firms received or will receive any direct or indirect interest in any securities of 3Sixty, TCSS, Petro Vista or the Resulting Issuer or of any Associate or Affiliate thereof in connection with the preparation of such reports.

PricewaterhouseCoopers LLP, auditors of Petro Vista, is independent of the Corporation in accordance with the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

MNP LLP, Chartered Professional Accountants, auditors of each of 3Sixty and TCSS, prepared the auditor's reports for the audited financial statements of 3Sixty and TCSS, respectively, as at and for the fiscal years ended December 31, 2017 and 2016. MNP LLP, Chartered Professional Accountants, is independent of 3Sixty, TCSS and the Resulting Issuer in accordance with the rules of professional conduct of the Institute of Chartered Professional Accountants of Ontario.

Based on information provided by the relevant persons, none of the aforementioned firms, nor any directors, officers or employees of such firms, are currently expected to be elected, appointed or employed as a director, officer or employee of the Resulting Issuer or of any associate or affiliate of the Resulting Issuer and no such person is a promoter of the Resulting Issuer or an Associate or Affiliate of the Resulting Issuer.

24 Other Material Facts

There are no other material facts about the Resulting Issuer or the Resulting Issuer Shares that are not disclosed under any other Item of this Listing Statement and are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Resulting Issuer or the Resulting Issuer Shares.

25 Financial Statements

25.1 Financial Statements of the 3Sixty and TCSS

See attached Schedule B and Schedule C.

25.2 Financial Statements of Petro Vista

See attached Schedule A.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, 3 Sixty Risk Solutions Ltd., hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to 3 Sixty Risk Solutions Ltd. 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 at Toronto
this 7th day of January, 2019.

"*Thomas Gerstenecker*"

Thomas Gerstenecker
Chief Executive Officer

"*Carlo Rigillo*"

Carlo Rigillo
Chief Financial Officer

"*Gaetan Lussier*"

Gaetan Lussier
Director

"*Vernon White*"

Vernon White
Director

Schedule A
Annual Financial Statements of Petro Vista

See attached.

Petro Vista Energy Corp.

Consolidated Financial Statements

For the Years Ended September 30, 2018 and 2017

Expressed in Canadian Dollars

December 21, 2018

Independent Auditor's Report

To the Shareholders of
Petro Vista Energy Corp.

We have audited the accompanying consolidated financial statements of Petro Vista Energy Corp. and its subsidiaries, which comprise the consolidated statements of financial position as at September 30, 2018 and September 30, 2017 and the consolidated statements of comprehensive loss / (income), cash flows and changes in equity for the years then ended, and the related notes, which comprise 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.

PricewaterhouseCoopers LLP
PricewaterhouseCoopers Place, 250 Howe Street, Suite 1400, Vancouver, British Columbia, Canada V6C 3S7
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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 Petro Vista Energy Corp. and its subsidiaries as at September 30, 2018 and September 30, 2017 and their financial performance and their 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 Petro Vista Energy Corp.'s ability to continue as a going concern.

(Signed) "PricewaterhouseCoopers LLP"

Chartered Professional Accountants

Petro Vista Energy Corp.
Consolidated Statements of Financial Position
In Canadian Dollars

ASSETS		**September 30, 2018**		September 30, 2017
Current				
Cash	**$**	**10,853**	$	54,720
Accounts receivable *(Note 4)*		**5,823**		25,171
Prepaid expenses		**21,246**		21,947
	$	**37,922**	$	101,838
LIABILITIES				
Current				
Accounts payable and accrued liabilities	**$**	**86,514**	$	48,108
Due to related parties *(Note 8)*		**76,025**		-
		162,539		48,108
SHAREHOLDERS' EQUITY				
Share Capital *(Note 6)*		**31,275,788**		31,204,788
Reserves *(Note 6)*		**12,959,551**		12,818,676
Deficit		**(44,359,956)**		(43,969,734)
		(124,617)		53,730
	$	**37,922**	$	101,838

Nature of Operations and Going Concern *(Note 1)*
Proposed Transaction *(Note 7)*
Subsequent Event *(Note 13)*

Approved on behalf of the Board of Directors:

"Dan Placzek", Director

"Darryl Cardey", Director

- See Accompanying Notes -

Petro Vista Energy Corp.
Consolidated Statements of Comprehensive Loss/ (Income)
In Canadian Dollars

		Year Ended September 30, 2018		Year ended September 30, 2017
Expenses				
Accounting and audit	**$**	**68,382**	$	62,470
Consulting		**192,500**		86,840
Directors' fees		**-**		28,766
Foreign exchange gain		**-**		(948)
Legal		**12,083**		13,347
Office, filing and insurance		**33,634**		48,607
Rent		**36,000**		-
Transaction costs *(Note 7)*		**50,000**		-
Travel		**22,555**		-
Total expenses		**415,154**		239,082
Other income				
Write-off of amount payable *(Note 9)*		**(24,932)**		-
Loss from Continued Operations		**390,222**		239,082
Loss on sale of PVE Brazil *(Note 5 (a))*		**-**		1,650,073
(Income) loss from discontinued operations *(Note 5 (c))*		**-**		(47,190)
Loss from Discontinued Operations		**390,222**		1,602,883
Net Loss for the Year		**390,222**		1,841,965
Other comprehensive loss				
Cumulative translation differences related to discontinued operations		**-**		(19,298)
Transfer to net loss from discontinued operations upon sale of PVE Brazil		**-**		(2,447,169)
Comprehensive Loss (Income) for the Year	**$**	**390,222**	$	(624,502)
Loss per share from continued operations – basic and diluted	**$**	**0.11**	$	0.08
Loss per share from discontinued operations – basic and diluted	**$**	**-**	$	0.54
Loss per share – basic and diluted	**$**	**0.11**	$	0.62
Weighted average number of common shares outstanding		**3,586,548**		2,942,602

– See Accompanying Notes –

Petro Vista Energy Corp.
Consolidated Statements of Cash Flows
In Canadian Dollars

Cash Provided Used In:	Year ended September 30, 2018	Year ended September 30, 2017
Operations:		
Loss for the year from continued operations	**$ (390,222)**	$ (239,082)
Items not affecting cash:		
Write-off of amounts payable	**24,932**	-
Unrealized foreign exchange (gain) loss	**-**	(948)
	(365,290)	(240,030)
Change in non-cash working capital:		
Accounts receivable	**19,348**	(11,017)
Prepaid expenses	**701**	(720)
Accounts payable and accrued liabilities	**13,474**	(148,230)
Due to related parties	**76,025**	(511,774)
Net cash flows from continued operations	**(255,742)**	(911,771)
Net cash flows from discontinued operations	**-**	(20,479)
	(255,742)	(932,250)
Investing:		
Proceeds from sale of PVE Brazil, net	**-**	2,229,519
Financing:		
Proceeds from issuance of shares	**211,875**	-
Return of capital	**-**	(1,385,964)
	211,875	(1,385,964)
Net decrease in cash	**(43,867)**	(88,695)
Exchange impact on cash held in foreign currency	**-**	2,499
Cash - beginning of year	**54,720**	140,916
Cash - end of year	**$ 10,853**	$ 54,720

Supplemental schedule of non-cash financing and investing activities:		
Repayment of Maha loan by deducting funds from PVE Brazil sales proceeds	**$ -**	$ 87,007

- See Accompanying Notes -

Petro Vista Energy Corp.
Consolidated Statements of Changes in Equity
In Canadian Dollars

	Share Capital *(Note 8)*							
	Shares*	Amount $	Share Option Reserves $	Warrant Reserves $	Equity Portion of Convertible Loans Reserves $	Accumulated Other Comprehensive Loss [1] $	Deficit $	Total $
Balance, September 30, 2016	2,942,602	32,590,752	2,067,552	10,051,015	700,109	(2,466,467)	(42,127,769)	815,192
Foreign currency translation	-	-	-	-	-	19,298	-	19,298
Transfer to net loss upon sale of PVE Brazil [1]	-	-	-	-	-	2,447,169	-	2,447,169
Return of capital *(Note 6)*	-	(1,385,964)	-	-	-	-	-	(1,385,964)
Net loss for the year	-	-	-	-	-	-	(1,841,965)	(1,841,965)
Balance, September 30, 2017	2,942,602	31,204,788	2,067,552	10,051,015	700,109	-	(43,969,734)	53,730
Net loss for the year	-	-	-	-	-	-	(390,222)	(390,222)
Private placement *(Note 6)*	1,130,000	71,000	-	140,875	-	-	-	211,875
Balance, September 30, 2018	4,072,602	31,275,788	2,067,552	10,191,890	700,109	-	(44,359,956)	(124,617)

[1] Accumulated Other Comprehensive Loss is comprised solely of foreign currency translation adjustments which were reclassified to net loss on January 13, 2017, date of sale of PVE Brazil to Maha.

*On April 24, 2018, the Company consolidated its issued and outstanding common shares and share purchase warrants on the basis of one new share for every ten existing shares. All references to share capital and share purchase warrants presented in these financial statements and notes thereto are on a post-consolidation basis.

- See Accompanying Notes -

1. Nature of Operations and Going Concern

Petro Vista Energy Corp. (" **the Company**" or "**PVE**" or "**Petro Vista**") was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on April 6, 2006. Until January 13, 2017, the Company was in the business of exploration, development and exploitation of oil and natural gas properties in Brazil. On January 13, 2017, the Company sold its wholly owned Brazilian subsidiary which held the Company's 37.5% participating interest in the Tartaruga oil and gas block. On May 26, 2017, the Company undertook a return of capital and distributed pro-rata to its registered shareholders cash in the amount of $0.471 per common share, for a total of $1,385,964 ("**Return of Capital**"). Petro Vista is currently a shell company. Effective June 1, 2017, the Company's common shares were moved from TSX Venture Exchange to the NEX board of the TSX Venture Exchange where they are trading under the symbol PTV.H. The Company is taking steps towards closing a reverse take-over transaction with 3Sixty and TCSS *(Note 7)*. The Company's address is: Suite 1430 – 800 West Pender Street, Vancouver, British Columbia, V6C 2V6.

Going Concern

While these annual consolidated financial statements are prepared on the basis of accounting principles applicable to a going concern, which assume the Company will continue operation for the foreseeable future and to be able to realize its assets and discharge its liabilities in the normal course of business, certain conditions and events cast significant doubt on the validity of this assumption. As at September 30, 2018, the Company had a working capital deficiency of $124,617 (2017 - $53,730 working capital), an accumulated deficit of $44,359,956 (2017 - $43,969,734) since inception and is a shell company without an active business. While the Company received $282,500 subsequent to year-end from the exercise of warrants, those funds are not sufficient to cover the working capital deficiency and forecast expenditures for at least the next twelve months (Note 13). Therefore, the Company's ability to continue as a going concern is dependent upon its ability to find a new business and generate profitable operations, or to obtain additional funding from loans or equity financings or through other arrangements. Although the Company has previously been successful in obtaining financing in the past, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company.

These annual consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

2. Basis of Presentation

a) Statement of Compliance

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

These financial statements were approved for issue by the Company's Board of Directors on December 21, 2018.

b) Basis of Measurement

These financial statements have been prepared on the historical cost basis. All figures presented in these financial statements are in Canadian dollars, unless otherwise indicated.

2. Basis of Presentation - *Continued*

c) Basis of Consolidation

These financial statements include the accounts of the Company and its wholly-owned subsidiaries up to the date the Company had control over the subsidiaries. Results of operations of Petro Vista Energy Holdings (Barbados) Corp (**"PVE Holdings (Barbados)"**) and Petro Vista Energy Brazil (Barbados) Corp. (**"PVE Brazil (Barbados)"**) are included in the consolidated results of operations until November 22, 2017, date of dissolution. Results of operations of Petro Vista Energy Petroleo do Brasil Ltda. (**"PVE Brazil"**) are included in the consolidated results of operations until January 13, 2017, date of disposal *(Note 5)*.

d) Functional and Presentation Currency

These financial statements are presented in Canadian dollars. The Company's functional currency is the Canadian dollar.

Transactions in foreign currencies are translated into the functional currency at exchange rates at the dates of the transactions. Foreign currency differences arising on translation are recognized in the consolidated statements of comprehensive loss. Foreign currency monetary assets and liabilities are translated at the functional currency exchange rate at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using exchange rates as at the dates of the initial transactions. All gains and losses on translation of these foreign currency transactions are included in the consolidated statements of comprehensive loss.

3. Significant Accounting Policies

a) Cash

The Company considers cash to include amounts held in banks. The Company places its cash with major financial institutions in Canada.

b) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. The increase in the obligation due to the passage of time is recognized as a finance expense.

c) Income Taxes

Provision for income taxes consists of current and deferred tax expense. Income tax expense is recognized in the statements of comprehensive loss except to the extent that it relates to items recognized either in other comprehensive income or directly in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

3. Significant Accounting Policies – *Continued*

c) Income Taxes – *Continued*

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences associated with the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss and temporary differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse based on the laws that have been enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

d) Share Capital

The proceeds from the exercise of stock options, warrants and purchase of shares are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company.

Share capital issued for non-monetary consideration is recorded at an amount based on the fair market value of these shares.

The proceeds from the issue of units is allocated between common shares and common share purchase warrants on a prorated basis on relative fair values as follows: the fair value of common shares is based on the stock price on the date the units are issued; and the fair value of the common share purchase warrants is determined using the Black-Scholes pricing model.

All costs related to issuances of share capital are charged against the proceeds received from the related share capital.

e) Share-Based Payments

From time to time, the Company grants options to directors, officers, employees and non-employees to purchase common shares. The Company accounts for share-based payments, including stock options, at their fair value on the grant date and recognizes the cost as a compensation expense over the period that the employees become entitled to the award. The fair value of the options on the grant date is determined using the Black-Scholes pricing model for stock option awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service conditions at the vesting date. A corresponding increase is recognized in shareholders' equity for these costs.

f) Loss per Share

Basic loss per share is calculated using the weighted average number of shares issued and outstanding during the year. The Company uses the treasury stock method for calculating diluted earnings per share. Diluted and basic loss per share are the same because the effects of potential issuances of shares under options and warrants would be anti-dilutive.

3. Significant Accounting Policies – *Continued*

g) Comprehensive (Loss)/ Income

Comprehensive income or loss is the change in net assets arising from transactions and other events and circumstances from non-owner sources, and comprises net income or loss and other comprehensive income or loss

h) Financial Instruments

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. Management determines the classification of its financial assets and liabilities at initial recognition. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities of greater than 12 months after the end of the reporting periods, which are classified as non-current assets. 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. Amortization 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. The Company's loans and receivables consist of cash and accounts receivable.

Financial Liabilities

Financial liabilities other than derivative liabilities are recognized initially at fair value and are subsequently stated at amortized cost using the effective interest method. These liabilities include accounts payable and accrued liabilities and due to related parties.

Transaction Costs

Transaction costs on financial assets and liabilities other than those classified as fair value through profit and loss are treated as part of the carrying value of the asset or liability. Transaction costs for assets and liabilities at fair value through profit and loss are expensed as incurred.

i) Critical Accounting Judgments and Estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reported years.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. There are no significant estimates associated with the preparation of the financial statements, except for valuation of share purchase warrants and allocation of equity financing proceeds between share capital and warrants reserve.

3. Significant Accounting Policies – *Continued*

i) Critical Accounting Judgments and Estimates

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. The Company's management didn't make any significant judgments as of September 30, 2018 and for the year then ended, except for the going concern assessment.

j) Changes in Accounting Policies

During the current year, the Company did not adopt any new accounting standards.

k) Recent Accounting Pronouncements

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards.

IFRS 9 Financial Instruments ("IFRS 9")

IFRS 9 addresses classification and measurement of financial assets and liabilities, inducing impairment of financial assets, and hedge accounting. Under this standard, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. The accounting model for financial liabilities is largely unchanged from IAS 39 except for the presentation of the impact of own credit risk on financial liabilities designated at fair value through profit or loss. The new general hedge accounting principles under IFRS 9 are aimed to align hedge accounting more closely with risk management. This new standard does not fundamentally change the types of hedging relationships or the requirement to measure and recognize ineffectiveness; however it is expected to provide more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship. IFRS 9 is mandatorily effective for annual periods beginning on or after January 1, 2018, therefore the Company will adopt IFRS 9 on October 1, 2018. Adoption of IFRS 9 is not expected to result in significant adjustments to the carrying value of the financial instruments. Based on the initial assessment of the credit risk related to the financial instruments, there has been no significant increase in the credit risk since initial recognition of the financial instruments and no additional credit loss is expected to be recorded on the date of the initial application of IFRS 9.

IFRS 16 Leases ("IFRS 16")

IFRS 16 replaces IAS 17 Leases. This standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. The objective is that lessees and lessors provide relevant information in a manner that faithfully represents lease transactions and gives a basis for users of financial statements to assess its effect on the financial position, financial performance and cash flows of an entity. The Company intends to adopt IFRS 16 for the annual period beginning on October 1, 2019. The Company is in the process of evaluating the impact of IFRS 16 on its financial statements.

4. Accounts Receivable

Accounts receivable details are as follows:

		September 30, 2018		September 30, 2017
Taxes receivable from federal government	$	5,823	$	25,171

5. Sale of PVE Brazil

a) Sale of PVE Brazil

On January 13, 2017, the Company sold to Maha Energy Inc. ("**Maha**") 100% of the issued and outstanding quota capital in PVE Brazil, which owned the Company's 37.5% participating interest in the Tartaruga block (the "**Transaction**"). Total gross cash consideration received by the Company from Maha was $2,542,600, less $114,791 of purchase price adjustments, for net sales proceeds of $2,427,809, which was released from escrow on January 16, 2017. In connection with closing of the transaction, the Company also incurred $48,813 of legal costs.

Pursuant to the Agreement, upon closing of the Transaction, Maha was entitled to receive revenue, and was responsible for all operating costs of PVE Brazil from January 1, 2016 (the "**Effective Date**"). Based on the terms of the Agreement, the Company indemnified Maha from unanticipated income tax and environmental liabilities.

Joint Interest Billing obligations of PVE Brazil from January 1, 2016 until closing of the Transaction were paid by Maha and would not be recoverable by Maha even if the Transaction did not close. During the quarter ended June 30, 2016, Maha advanced to the Company $71,600 to finance these costs, which was recorded as a recovery of operating costs on the statement of comprehensive loss. During the quarter ended December 31, 2016, Maha advanced to the Company an additional $40,410 to finance these costs, which was also recorded as a recovery of operating costs on the statement of comprehensive loss.

The following table summarizes the carrying value of assets and liabilities as at January 13, 2017, sold to Maha:

Cash	$	83,925
Accounts receivable		254,427
Petroleum and natural gas properties		2,950,649
Accounts payable and accrued liabilities		(491,670)
Loan payable to Maha		(985,139)
Decommissioning liabilities		(230,292)
Carrying value of net assets disposed of		1,581,900
Proceeds of disposition		(2,427,809)
Write-off of accumulated currency translation adjustments		2,447,169
Transaction costs		48,813
Loss on sale of PVE Brazil	$	1,650,073

b) Loans Payable to Maha

Loan Payable # 1

As part of the Transaction, on January 15, 2016, as amended on October 27, 2016, the Company and Maha entered into Loan Agreement #1. Pursuant to Loan Agreement #1, Petro Vista borrowed from Maha US$750,000 to cover outstanding Joint Interest Billing obligations of PVE Brazil up to December 31, 2015. The loan's maturity date was the earlier of a) closing of the Transaction, b) December 31, 2016 or c) termination of the Agreement. Upon closing of the Transaction on January 13, 2017, Petro Vista was not required to repay amounts owing under Loan Payable #1. On January 13, 2017, the carrying value of this loan was $985,139.

Loan Payable #2

On March 18, 2016, the Company and Maha entered into Loan Agreement #2. Pursuant to Loan Agreement #2, Petro Vista borrowed from Maha US$65,500 to cover the remaining balance of Joint Interest Billing obligations of PVE Brazil to December 31, 2015. Upon closing of the Transaction on January 13, 2017, the principal amount of Loan Payable #2 were deducted by Maha from the sales proceeds.

5. Sale of PVE Brazil – *Continued*

c) Discontinued Operations

Details of discontinued operations are as follows:

		Period October 1, 2016 to January 13, 2017
Revenue		
Oil and gas revenue	$	558,157
Royalties		(152,749)
		405,408
Expenses		
Accretion of decommissioning liabilities		7,577
Foreign exchange (gain) loss		(14,778)
General and administrative		37,802
Operating oil and gas costs		368,027
Recovery of operating oil and gas costs *(Note 5(a))*		(40,410)
		358,218
Net (gain) loss for the period from discontinued operations	$	(47,190)

6. Shareholders' Equity

a) Authorized Share Capital

The Company's authorized share capital consists of an unlimited number of common shares without par value.

b) Share Capital Transactions

(i) On May 31, 2017 the Company completed a return of capital distribution of $0.471 per share, for an aggregate cash distribution of $1,385,964.

(ii) On March 6, 2018, the Company completed a non-brokered financing for gross proceeds of $211,875 by issuing 1,130,000 units at a post-consolidation price of $0.1875 per unit. Each unit was comprised of one common share and one share purchase warrant. Each warrant is exercisable until March 6, 2020 at a post-consolidation price of $0.25.

Gross proceeds from this private placement were allocated between shares ($71,000) and warrants ($140,875) using a pro-rata method based on the fair values of shares and warrants on the date of issuance. The fair value of warrants was estimated using the Black-Scholes pricing model.

(iii) On April 24, 2018, the Company consolidated its issued and outstanding common shares and share purchase warrants on the basis of one new share for every ten existing shares (1:10). Unless otherwise indicated, all references to share capital and share purchase warrants presented in these financial statements and notes thereto are on a post-consolidation basis.

6. Shareholders' Equity – *Continued*

c) Share Purchase Warrants

Details of warrants activity for the years ended September 30, 2018 and September 30, 2017 are as follows:

September 30, 2017	Issued	Expired	Exercised	September 30, 2018	Weighted Average Exercise Price	Expiry Date
1,066,666	-	1,066,666	-	-	$5.00	February 22, 2018
1,013,504	-	1,013,504	-	-	$5.00	February 22, 2018
-	1,130,000	-	-	1,130,000	$0.25	March 6, 2020
2,080,170	1,130,000	2,080,170	-	1,130,000	$0.25	

September 30, 2016	Issued	Expired	Exercised	September 30, 2017	Weighted Average Exercise Price	Expiry Date
1,066,666	-	-	-	1,066,666	$5.00	February 22, 2018
1,013,504	-	-	-	1,013,504	$5.00	February 22, 2018
2,080,170	-	-	-	2,080,170	$5.00	

The following assumptions were used for the Black-Scholes valuation of warrants issued as part of the March 6, 2018 private placement:

Stock price volatility	244%
Risk-free interest rate	1.77%
Expected life of warrants	2.00 years
Expected dividend yield	0.00%

d) Share Purchase Options

The Company adopted a rolling stock option plan whereby directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares of the Company at the time of the grant, with a maximum of 5% of the Company's issued and outstanding shares reserved for any one person on a yearly basis. Options vest over 18 months as follows: 25% on the date of grant and 25% every six months thereafter.

There was no activity in stock options during the years ended September 30, 2018 and 2017 and none outstanding as of those dates.

7. Proposed Transaction

On September 20, 2018, the Company entered into a letter of intent with 3 Sixty Secure Corp. ("**3Sixty**"), a privately held corporation existing under the provisions of the Canada Business Corporations Act and Total Cannabis Security Solutions Inc. ("**TCSS**"), a privately held corporation existing under the provisions of the *Business Corporations Act* (Ontario)(the "**OBCA**"), which outlines the general terms and conditions pursuant to which Petro Vista, 3Sixty and TCSS have agreed to complete a transaction (the "**RTO Transaction**") that will result in a reverse take-over of Petro Vista by an amalgamated corporation ("**Amalco**") resulting from the prior amalgamation of 3Sixty and TCSS.

Immediately prior to the completion of the RTO Transaction, 3Sixty will continue under the OBCA and will amalgamate with TCSS (the "**PrivateCo Amalgamation**") in accordance with the terms of a transaction agreement between 3Sixty and TCSS dated as of the date hereof (the "**Transaction Agreement**").

During the year ended September 30, 2018, the Company incurred $50,000 transaction costs related to the Transaction.

Subsequent to the reporting period, on November 9, 2018, the Company entered into a definitive agreement with 3Sixty and TCSS ("**Definitive Agreement**"). Pursuant to the terms of the Definitive Agreement, a special-purpose subsidiary of Petro Vista will amalgamate with Amalco under the OBCA (the "**PubCo Amalgamation**") and Petro Vista (then, the "**Resulting Issuer**") will carry on the business of 3Sixty and TCSS under the name "3 Sixty Secure Corp.".

Immediately prior to the completion of the PubCo Amalgamation, Petro Vista will consolidate all of its issued and outstanding common shares ("**Petro Vista Shares**") on the basis of one post-consolidation Petro Vista Share for every two pre-consolidation Petro Vista Shares. At the effective time of the PubCo Amalgamation (the "**Effective Time**"), each issued Amalco common share will be cancelled and replaced by one common share in the capital of the Resulting Issuer (a "**Resulting Issuer Share**") and all other outstanding convertible securities of Amalco will become exercisable for Resulting Issuer Shares in accordance with the terms of the Definitive Agreement.

Upon completion of the RTO Transaction, it is expected that there will be 143,913,042 Resulting Issuer Shares issued and outstanding. Holders of Petro Vista Shares ("**Petro Vista Shareholders**") are expected to own approximately 1.8% of the Resulting Issuer Shares and holders of Amalco common shares (including holders of Amalco common shares upon the deemed exercise of the 20,590,000 subscription receipts of 3Sixty in connection with 3Sixty's previously announced subscription receipt offering) are expected to own approximately 98.2% of the Resulting Issuer shares (on a non-diluted basis).

8. Related Party Transactions

Related party transactions and balances are as follows:

(a) During the year ended September 30, 2018, the Company recorded $12,000 (September 30, 2017 - $33,000) of CFO consulting fees to a company controlled by a senior officer of the Company.

(b) During the year ended September 30, 2018, the Company recorded $2,000 (September 30, 2017 - $45,000) of consulting fees for business and strategic corporate advisory matters payable to a company controlled by a former Director and senior officer of the Company. These fees are reported as related party transactions up to November 17, 2017, date of the resignation of the Director and senior officer of the Company.

8. Related Party Transactions – *Continued*

(c) During the year ended September 30, 2018, the Company recorded $42,000 (September 30, 2017 – $Nil) of accounting services and $36,000 (September 30, 2017 - $Nil) of office rent to a company controlled by a Director of the Company and a former Director and senior officer of the Company.

(d) During the year ended September 30, 2018, the Company recorded $10,000 (September 30, 2017 - $Nil) of CEO consulting fees to a Director and senior officer of the Company.

(e) During the year ended September 30, 2018, the Company recorded $25,000 (September 30, 2017 - $Nil) of transaction costs and $60,000 (September 30, 2017 - $Nil) of consulting fees for advisory services in relation to the potential acquisition of assets payable to a company controlled by a Director of the Company.

(f) During the year ended September 30, 2018, the Company recorded $Nil (September 30, 2017 - $28,766) of directors' fees to the Company's former directors.

(g) As of September 30, 2018, included in due to related parties were $55,550 (September 30, 2017 - $Nil) consulting fee payable, $9,450 (September 30, 2017 - $Nil) office rent payable and $11,025 (September 30, 2017 - $Nil) accounting fee payable owing to the officers, directors and companies controlled by directors of the Company.

(h) Compensation of Key Management Personnel

Key management personnel are those persons that have authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly. As of September 30, 2018 and 2017, the Company's key management personnel consisted of the Company's directors and senior management (Chief Executive Officer, President, Corporate Secretary and Chief Financial Officer). The Company incurred fees and expenses in the normal course of operations in connection with the key management and directors.

Details are as follows:

Nature of Transactions		*September 30, 2018*		*September 30, 2017*
Consulting fees	$	84,000	$	78,000
Accounting services		42,000		-
Office rent		36,000		-
Directors' fees		-		28,766
Transaction costs		25,000		-
Total	$	187,000	$	106,766

9. Write-off of Account Payable

During the year ended September 30, 2018, the Company wrote off payable balance of $24,932 owing to a vendor.

10. Capital Management

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares, stock options and share purchase warrants. 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 arrange more loans or issue new shares to fund operations. Management reviews its capital management approach on a regular basis. The Company is not subject to externally imposed capital requirements.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major financial institutions.

11. Financial Instruments

a) Categories of Financial Assets and Liabilities

The carrying value of the Company's financial instruments (including assets and liabilities held for sale) is classified into the following categories:

		September 30, 2018		September 30, 2017
Loans and receivables	$	10,853	$	54,720
Other financial liabilities	$	162,539	$	48,108

b) Fair Value of Financial Instruments

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuation based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates;

Level 3: Valuation based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

During the current year, there were no changes in classification of fair value measurements of the Company's financial instruments. The carrying value of the Company's financial instruments approximates their carrying value.

c) Management of Risks Arising from Financial Instruments

The Company's financial instruments are exposed to the following financial risks:

(i) **Credit Risk** – Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. Concentration of credit risk exists with respect to the Company's cash, as all amounts are held at a single major Canadian financial institution.

Credit risk is minimized by ensuring that these financial assets are placed with a major Canadian financial institution with a strong investment-grade rating by a primary ratings agency.

11. Financial Instruments – *Continued*

c) Management of Risks Arising from Financial Instruments – *Continued*

(ii) **Liquidity Risk** – There is a risk that the Company will not be able to meet its financial obligations when they become due if additional capital is not available to the Company when required *(Note 1)*. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to meet its regulatory compliance obligations and to identify new business opportunities.

(iii) **Market Risk** - Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk. The Company is not exposed to significant market risk.

(iv) **Business Risk** - The Company's Directors are searching for new projects or business opportunities for the Company, however, there is a risk that the Company will not be able to identify and acquire a profitable project or business.

12. Income Taxes

The Company's effective tax rate differs from the amount obtained by applying the Canadian statutory tax rate due to the following:

		September 30, 2018		September 30, 2017
Loss for the year before taxes from continued operations	$	390,222	$	239,082
Canadian statutory tax rate		26.75%		26.00%
Recovery of income taxes		104,384		62,161
Tax benefits not recognized		(104,384)		(62,161)
Income tax from continued operations	$	-	$	-

Details of the Company's unrecognized deferred income tax assets are as follows:

Canada		September 30, 2018		September 30, 2017
Non-capital losses	$	2,847,645	$	2,640,000
Capital losses		1,401,961		792,000
	$	4,249,606	$	3,432,000

As at September 30, 2018, the Company had taxable non-capital losses in Canada of approximately $10,546,000 and capital losses of approximately $5,192,000 that may be applied against future income for income tax purposes. Canadian non-capital tax losses expire at various dates between 2026 and 2037. The potential future tax benefits from these losses have not been recorded in these financial statements due to uncertainty of their recovery.

13. Subsequent Event

Subsequent to September 30, 2018, on October 24, 2018, 1,130,000 share purchase warrants were exercised for total proceeds of $282,500. The fair value of the warrants exercised was $140,875 and was transferred to the share capital upon exercise.

Schedule B
Annual Financial Statements of 3Sixty

See attached.

3 | Sixty Secure Corp.

Financial Statements
Expressed in Canadian Dollars
December 31, 2017 and 2016

Independent Auditors' Report

To the Board of Directors of 3|Sixty Secure Corp.

We have audited the accompanying financial statements of 3|Sixty Secure Corp. which comprise the statements of financial position as at December 31, 2017 and December 31, 2016, and the statements of (loss) income and comprehensive (loss) income, changes in equity, 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 financial statements in accordance with International Financial Reporting Standards ("IFRS"), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of 3|Sixty Secure Corp. as at December 31, 2017 and December 31, 2016, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

MNP LLP

Mississauga, Ontario
September 13, 2018

Chartered Professional Accountants
Licensed Public Accountants

MNP

3|Sixty Secure Corp.
Statements of Financial Position
Expressed in Canadian dollars
As at December 31, 2017 and 2016

	December 31, 2017	December 31, 2016
	$	$
Assets		
Current assets		
Cash	**98,227**	-
Trade and other receivables (notes 4 and 13)	**46,773**	6,570
Due from shareholder (note 15)	**-**	54,419
	145,000	60,989
Non-current assets		
Property and equipment (note 5)	**258,567**	91,830
Other assets	**155**	167
Total assets	**403,722**	152,986
Liabilities		
Current liabilities		
Bank indebtedness	**-**	827
Trade and other payables (note 6)	**78,833**	58,796
Corporate income tax (note 9)	**15,693**	13,376
Current portion of long-term debt (note 7)	**46,058**	4,395
	140,584	77,394
Non-current liabilities		
Due to shareholder (note 15)	**53,382**	-
Long-term debt (note 7)	**168,562**	27,870
Deferred tax liability (note 9)	**10,156**	7,304
	372,684	112,568
Equity		
Share capital (note 10)	**100**	100
Retained earnings	**30,938**	40,318
	31,038	40,418
Total liabilities and equity	**403,722**	152,986

Commitments (note 12)

Subsequent events (Note 16)

Approved by the Board of Directors

_____*"signed" Thomas Gerstenecker* _____Director

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

3 | Sixty Secure Corp.
Statements of Changes in Equity
Expressed in Canadian dollars
For the years ended December 31, 2017 and 2016

	Share Capital	Retained earnings	Total Equity
	$	$	$
Balance - January 1, 2016	100	44,157	44,257
Dividends declared	-	(60,000)	(60,000)
Net income for the year	-	56,161	56,161
Balance - December 31, 2016	100	40,318	40,418
Net loss for the year	**-**	**(9,380)**	**(9,380)**
Balance - December 31, 2017	**100**	**30,938**	**31,038**

3 | Sixty Secure Corp.
Statements of (Loss) Income and Comprehensive (Loss) Income
Expressed in Canadian dollars
For the years ended December 31, 2017 and 2016

	2017	2016
	$	$
Revenue	**436,947**	883,318
General and administrative costs (note 8)	**440,296**	801,853
Financing costs	**11,074**	4,634
	451,370	806,487
Other income	**9,569**	10
(Loss) income before income taxes	**(4,854)**	76,841
Provision for current income taxes (note 9)	**1,674**	13,376
Deferred tax (note 9)	**2,852**	7,304
Net (loss) income and comprehensive (loss) income	**(9,380)**	56,161

3 | Sixty Secure Corp.
Statements of Cash Flows
Expressed in Canadian dollars
For the years ended December 31, 2017 and 2016

	2017	2016
	$	$
Cash flow provided by (used in)		
Operating activities		
Net (loss) income for the year	**(9,380)**	56,161
Adjustments for:		
Depreciation of property and equipment (note 5)	**47,079**	16,271
Amortization of incorporation costs	**12**	12
Provision for deferred income taxes (note 9)	**5,169**	20,680
	42,880	93,124
Changes in non-cash working capital items:		
Trade and other receivables	**(40,203)**	4,403
Trade and other payables	**20,037**	32,432
	(20,166)	36,835
Net cash provided by (used in) operating activities	**22,714**	129,959
Investing activities		
Received from shareholder	**107,801**	3,117
Purchase of property and equipment (note 5)	**(288,006)**	(105,390)
Proceeds received on sale of property and equipment	**74,190**	-
Net cash provided by (used in) investing activities	**(106,015)**	(102,273)
Financing activities		
Changes in bank indebtedness	**(827)**	49
Dividends paid	**-**	(60,000)
Increase in long-term debt (note 7)	**182,355**	32,265
Net cash provided by (used in) Financing activities	**181,528**	(27,686)
Net change in cash	**98,227**	-
Cash - beginning of year	**-**	-
Cash - end of year	**98,227**	-

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

1 Organization and nature of operations

3|Sixty Secure Corp. ("3|Sixty" or the "Company") was founded in 2013 and became operational in 2014. 3|Sixty provides risk mitigation services to the public and private sectors. These services are primarily in the risk management spectrum, from providing secure transport services nationally, to embedding security specialists within Canada. The Company also is focused on physical security and transportation within the cannabis industry.

2 Basis of preparation

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS") using the accounting policies described herein as issued by International Accounting Standards Board ("IASB") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations.

The financial statements were authorized for issue by the Board of Directors on September 13, 2018. The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Measurement basis

The financial statements have been prepared in Canadian dollars on a historical cost basis. Historical cost is generally based upon the fair value of consideration given in exchange for assets.

Critical accounting estimates and judgements

The preparation of financial statements in accordance with IFRS requires management to use judgment in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgments are continuously evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. Key areas requiring significant accounting judgments and estimates that the Company has made in the preparation of the financial statements include:

a) Estimated useful life, depreciation and amortization

Management estimates the useful lives of property and equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for amortization of property and equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's property and equipment in the future.

b) Impairment of property and equipment

Property and equipment are tested for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. For the purposes of measuring recoverable values, assets are grouped at the lowest levels for which there are separately identifiable cash flows. The recoverable value is the greater of as asset's fair value less costs of disposal and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the asset. An impairment loss is recognized for the value by which the asset's carrying value exceeds its recoverable value.

3 Significant accounting policies - continued

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Costs include expenditures directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of a replaced asset is recognized when replaced. Repairs and maintenance costs are charged to the statement of comprehensive loss during the period in which they are incurred.

The major categories of property and equipment are depreciated using the declining-balance method over the estimated useful life of the respective class of assets at the following rates:

Furniture and equipment	20%
Vehicles	30%
Office equipment and information technology	55%

When appropriate, the Company allocates the amount in respect of an item of property and equipment to its significant parts and depreciates each part separately.

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

Income tax

Income tax comprises current and deferred tax. Income tax is recognized in the statement of comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Current tax is the expected tax payable on the taxable income in the year, using tax rates enacted or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred income tax assets and liabilities are presented as non-current.

Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period and are discounted where the effect is material. Provisions are not recognized for future operating losses. The Company performs an evaluation to identify onerous contracts and, where applicable, records provisions for such contracts.

Share capital

Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Revenue recognition

Revenues are recognized in the accounting period in which the services are rendered when the amount of revenue can be reliably measured, and it is probable that the future economic benefits will flow to the entity.

3 Significant accounting policies - continued

Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. The Company leases land under contractual agreements and annual amounts due under the terms of the lease are fully expensed in year the land is used by the Company. Other operating leases are recognized as expenses on a straight-line basis over the term of the lease.

Financial Instruments

All financial instruments must be recognized, initially, at fair value on the statement of financial position. The Company has classified each financial instrument into the following categories: "fair value through profit and loss", "loans and receivables", and "other financial liabilities." Subsequent measurement of the financial instruments is based on their respective classification. Unrealized gains and losses on fair value through profit and loss instruments are recognized in earnings. The other categories of financial instruments are recognized at amortized cost using the effective interest method. The Company has made the following classifications:

Financial assets and liabilities	Category	Carrying Value as at December 31, 2017	Carrying Value as at December 31, 2016
Cash	Loans and receivables	$ 98,227	$ -
Trade receivables	Loans and receivables	$ 46,773	$ 6,570
Bank indebtedness	Other financial liabilities	$ -	$ 827
Trade payables	Other financial liabilities	$ 78,833	$ 58,796
Long term debt	Other financial liabilities	$ 214,620	$ 32,265

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – Unadjusted quoted price in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (ie. as prices) or indirectly (ie. derived from prices).

Level 3 – Inputs for the asset or liability that are not based on observable market data.

Impairment of financial assets

At each reporting date, the Company assesses whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if there is objective evidence of impairment, as a result of one or more events that have 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 group of financial assets.

Accounting standards issued but not yet effective

The following accounting standards issued by the IASB were not effective as at December 31, 2017. Management is currently evaluating the potential impact the adoption of these accounting pronouncements will have on the Company's financial statements.

IFRS 9, Financial Instruments: Classification and Measurement ("IFRS 9")

In July 2014, the IASB issued the final version of IFRS 9 to replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single, forward looking "expected loss" impairment model. IFRS 9 also includes a substantially reformed approach to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

3 Significant accounting policies - continued

IFRS 15, Revenue from Contracts with Customers ("IFRS 15")

In May 2014, the IASB issued IFRS 15, which supersedes IAS 11, Construction Contracts; IAS 16 Revenue; IFRIC 13, Customer Loyalty Programmes; IFRIC 15 Agreements for Construction of Real Estate; IFRIC 18, Transfers of Assets from Customers; and SIC 31, Revenue-Barter Transactions Involving Advertising Services. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The standard is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

IFRS 16, Leases ("IFRS 16")

In January 2016, the IASB issued IFRS 16, which requires lessees to recognize assets and liabilities for most leases. Application of the standard is mandatory for annual reporting period beginning on or after January 1, 2019, with earlier application permitted, provided the new revenue standard, IFRS 15, has been applied or is at the same date as IFRS 16.

4 Trade and other receivables

	December 31, 2017	December 31, 2016
	$	$
Trade Receivables	**38,308**	6,570
GST/HST Receivable	**8,465**	-
Allowance for doubtful accounts	**-**	-
	46,773	6,570

5 Property and equipment

	Furniture & equipment	Vehicles	Office equipment & information technology	Total
Cost - gross carrying amount				
Balanceas at January 1, 2017	17,156	87,283	4,717	109,156
Additions	16,938	271,068	-	288,006
Disposals	-	(87,283)	-	(87,283)
Balance as at December 31, 2017	**34,094**	**271,068**	**4,717**	**309,879**
Accumulated depreciation				
Balance as at January 1, 2017	2,936	13,093	1,297	17,326
Depreciation	4,538	40,660	1,881	47,079
Disposals	-	(13,093)	-	(13,093)
Balance as at December 31, 2017	**7,474**	**40,660**	**3,178**	**51,312**
Net Book Value as at December 31, 2017	**26,620**	**230,408**	**1,539**	**258,567**

	Furniture & equipment	Vehicles	Office equipment & information technology	Total
Cost - gross carrying amount				
Balance as at January 1, 2016	3,766	-	-	3,766
Additions	13,390	87,283	4,717	105,390
Disposals	-	-	-	-
Balance as at December 31, 2016	**17,156**	**87,283**	**4,717**	**109,156**
Accumulated depreciation				
Balance as at January 1, 2016	1,055	-	-	1,055
Depreciation	1,881	13,093	1,297	16,271
Disposals	-	-	-	-
Balance as at December 31, 2016	**2,936**	**13,093**	**1,297**	**17,326**
Net Book Value as at December 31, 2016	**14,220**	**74,190**	**3,420**	**91,830**

6 Trade and other payables

Trade and other payables consist of:

	December 31, 2017	December 31, 2016
	$	$
Trade payables	**75,768**	49,089
Other payables	**3,065**	9,707
	78,833	58,796

7 Long-term debt

On March 29, 2016, 3|Sixty entered into a finance lease agreement with Autofinco Inc. to acquire a vehicle for business purposes. The term of the agreement is 7 years at a 5.5% interest rate. The lease with Autofinco Inc. was paid in full in 2017.

On October 4, 2017, 3|Sixty entered into a credit facility with PACE Credit Union in order to acquire a vehicle for business purposes. The terms of the facility are 3 years at a 4.9% interest rate compounded monthly and a 10% balloon payment at maturity.

On November 3, 2017, 3|Sixty entered into a credit facility and a corporate line of credit with PACE Credit Union in order to acquire vehicles for business purposes and for working capital requirements. The terms of the facility are 3 years at a 4.9% interest rate compounded monthly and a 10% balloon payment at maturity.

The corporate line of credit is due on demand and subject to annual review and incurs interest at a rate of 4.9% compounded monthly. For the purposes of the agreement the $150,000 line of credit has been capped at $60,000.

Both facilities and the corporate line of credit are secured by a general security agreement representing a floating charge over the assets and undertakings of the Company, and a specific charge over the related vehicles that were acquired.

	December 31, 2017	December 31, 2016
	$	$
Finance lease obligations, at 5.5% interest rate, payable monthly at $504.97	**-**	27,870
PACE Line of Credit, at 4.9% interest rate payable monthly	**60,072**	-
Finance lease obligation, at 4.9% interest rate payable monthly	**48,855**	-
Finance lease obligation, at 4.9% interest rate payable monthly	**59,635**	-
	168,562	27,870
Current portion of long-term debt	**46,058**	4,395
	214,620	32,265

8 General and administrative costs

The table below presents the expenses for the year ended:

	2017	2016
	Total	Total
	$	$
Wages and benefits	**99,561**	170,463
Consultants	**87,267**	364,697
Training	**73,316**	94,501
Depreciation of property and equipment	**47,079**	16,271
Travel	**36,176**	38,458
Advertising	**10,845**	18,806
Insurance	**11,115**	11,468
Vehicle	**12,766**	11,602
Other	**62,171**	75,587
	440,296	801,853

9 Income taxes

		2017		2016
Current income tax expense	**$**	**1,674**	$	13,376
Deferred income tax expense		**2,852**		7,304
Total income tax expense	**$**	**4,526**	$	20,680

The Company's effective income tax rate for the year ended is reconciled below:

		2017		2016
Gain (loss) before income taxes	**$**	**(4,854)**	$	76,841
Statutory tax rate		**38.00%**		38.00%
Income tax expense (recovery) based on statutory rate		**(1,845)**		29,199
Small business deduction		**849**		(13,447)
Federal tax abatement		**485**		(7,684)
Provincial tax		**(218)**		3,458
Non-deductible expenses		**758**		560
Tax rate changes and other adjustments		**1,645**		1,290
Total current income tax expense	**$**	**1,674**	$	13,376

The following are the major components of deferred taxes:

		December 31, 2017		December 31, 2016
Deductible temporary differences on property, plant and equipment	**$**	**(10,156)**	$	(7,304)
Total deferred tax assets (liabilities)	**$**	**(10,156)**	$	(7,304)

For the purposes of the above table, deferred tax assets are shown net of offsetting deferred tax liabilities where these occur in the same jurisdiction as follows:

		December 31, 2017		December 31, 2016
Deferred tax assets	**$**	**-**	$	-
Deferred tax liabilities		**(10,156)**		(7,304)
Total deferred tax assets (liabilities)	**$**	**(10,156)**	$	(7,304)

Deferred income tax assets are recognized to the extent that the realization of the related tax benefit through future taxable profits is probable. Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities.

10 Share capital

a) Shares issued and outstanding

There are an unlimited number of common shares authorized.

	December 31, 2017		December 31, 2016	
	Number of common shares	**Amount**	Number of common shares	Amount
	#	**$**	#	$
Balance - beginning of year	**100**	**100**	100	100
Balance – end of year	**100**	**100**	100	100

During 2016, a dividend of $60,00 was declared and paid to the shareholder.

11 Income per share

Basic loss per share is computed by dividing the net loss for the year attributable to ordinary shareholders by the weighted-average number of shares outstanding during the year. Diluted loss per share is computed by dividing the net loss for the year by the weighted-average number of shares outstanding and, when dilutive, adjusting for the effect of all potentially dilutive shares, including stock options, on an as-if-converted basis. The following table sets the computation for basic and diluted net loss per share for the year:

	December 31, 2017	December 31, 2016
	$	$
Numerator		
Net and comprehensive income for the year from continuing operations	**(9,380)**	56,161
Denominator		
Weighted-average number of shares outstanding	**100**	100
Basic and diluted (loss) income per share from continuing operations	**(94)**	562

For the years ended December 31, 2017 and 2016, there were no differences in the weighted-average number of shares used for basic and diluted net loss per share as the effect of all potentially dilutive shares outstanding was anti-dilutive.

12 Commitments

a) Lease commitments

The Company's operating lease payments for land and facilities are payable as follows:

	December 31, 2017	December 31, 2016
	$	$
Less than one year	**22,301**	-
Between 1 and 5 years	**109,200**	-
More than 5 years	**-**	-
	131,501	-

13 Risk management policies and objectives

The Company's activities expose it to a variety of financial risks. Risk management is carried out by management under policies approved by the Company's Board of Directors. Management identifies and evaluates financial risks and the Company's overall risk management program seeks to minimize potential adverse effects on the Company's financial performance.

a) Credit risk

The Company is subject to risk of non-payment of accounts receivable. The Company mitigates credit risk by assessing the credit worthiness of customers prior to extending credit and monitoring the aging and size of credit extended to customers.

The following is a breakdown of trade receivables aging:

	December 31, 2017	December 31, 2016
	$	$
0 to 30 days	**26,655**	-
31 to 60 days	**11,653**	-
61 to 90 days	**-**	6,570
91 days and older	**-**	-
	38,308	6,570

At December 31, 2017, the Company has recorded an allowance for doubtful accounts of nil (2016 - nil).

b) Commodity price risk

Commodity price risk is the risk that local or global prices of a particular commodity will be such that the Company may not be able to recover its cost of production through sales of that production.

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's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation.

The following are the contract maturities of the financial liabilities as at December 31, 2017:

	Contractual Cash Flows	**Less than 1 year**	**1-3 years**	**4-5 years**	**After 5 years**
	$	$	$	$	$
Trade and other payables	78,833	78,833	-	-	-
Long-term debt	214,620	72,388	142,232	-	-
	293,453	151,221	142,232	-	-

d) Concentration risk

The Company currently has heavy reliance on a small number of large customers for revenue. The Company continues to expand its customer base to reduce this reliance. The sales team has been expanded and new customers have been obtained in different provinces in Canada. Management will continue to monitor and reduce this reliance.

For the year ended December 31, 2017, the Company had three (2016 – one) customers representing over 10% of total revenue for an aggregate of 78% (2016 – 86%) of total revenue.

14 Capital management

The Company defines capital as the sum of equity and borrowings less cash. The Company manages its capital to ensure sufficient operating funds are available to fund its business strategies and to fund capital expenditures. The Company manages its capital structure and adjusts it considering economic conditions. To maintain or modify the capital structure, the Company may arrange debt with new lenders or obtain additional financing.

15 Related party transactions

For the year ended December 31, 2016, the Company provided an interest free loan to a shareholder in the amount of $54,419 for general business purposes; the loan was repaid in full by the shareholder in 2017. For the year ended December 31, 2017, a shareholder of the Company made payments on behalf of the company totalling $53,382. The nature of the expenses relates to general business purposes.

16 Subsequent events

i) On March 26, 2018, the Company closed the first round of its non-brokered 'friends and family' financing with the issuance of 20,000,000 common shares of the Company for gross proceeds of $20,000. Each share was issued at a price of $0.001 per common share. Of the common shares issued, 16,500,000 were issued to a company controlled by a senior management member of the Company.

ii) On April 25, 2018, the Company closed the second round of its non-brokered 'friends and family' financing with the issuance of 11,331,998 'units' of the Company for gross proceeds of $339,960. Each unit was issued at a price of $0.03 per unit. Each unit consists of one common share of the Company and one transferable common share purchase warrant ('warrant"). Each warrant entitles the holder to purchase one additional common share at a price of $0.05 per share for a period of 36 months after the closing date.

iii) On May 24, 2018, the Company closed the third round of its non-brokered 'friends and family' financing with the issuance of 5,745,258 common shares of the Company for gross proceeds of $574,526. Each share was issued at a price of $0.10 per common share. Of the common shares issued, 50,000 were issued to a senior management member of the Company.

iv) On July 20, 2018, the Company completed a non-brokered financing with the issuance of 22,964,000 common shares of the Company for gross proceeds of $5,791,000. Each share was issued at a price of $0.25 per common share.

Schedule C
Annual Financial Statements of TCSS

See attached.

David Hyde & Associates Inc.

Financial Statements

As at September 30, 2017 and 2016 and for the year ended September 30, 2017 and for the period from incorporation (June 1, 2016) to September 30, 2016

(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of David Hyde & Associates Inc.:

We have audited the accompanying financial statements of David Hyde & Associates Inc., which comprise the statements of financial position as at September 30, 2017 and 2016, and the statements of income and comprehensive income, changes in shareholders' equity, and cash flows for the year ended September 30, 2017 and for the period from date of incorporation (June 1, 2016) to September 30, 2016, and a summary of significant accounting policies and other explanatory information.

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

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

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

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

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of David Hyde & Associates Inc. as at September 30, 2017 and 2016, and its financial performance and its cash flows for the year ended September 30, 2017 and for the period from date of incorporation (June 1, 2016) to September 30, 2016 in accordance with International Financial Reporting Standards.

MNP LLP

Toronto, Ontario
November 08, 2018

Chartered Professional Accountants
Licensed Public Accountants

MNP

David Hyde & Associates Inc.
Statements of Financial Position
As at September 30, 2017 and 2016
(Expressed in Canadian dollars)

	2017 $	2016 $
ASSETS		
Current assets		
Cash and cash equivalents	290,861	123,150
Accounts receivables	16,803	29,887
Work in progress [Note 4]	152,260	33,918
Prepayments and deposits	4,330	2,933
Total current assets	464,254	189,888
Available for sale investments [Note 5]	46,716	-
Property and equipment, net [Note 6]	26,197	3,497
Deferred tax asset [Note 9]	-	132
Due from related parties [Note 8]	11,350	-
Total assets	**548,517**	**193,517**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	281,183	54,786
Deferred revenue [Note 4]	163,630	23,274
Income taxes payable [Note 9]	8,808	6,239
Total current liabilities	453,621	84,299
Deferred tax liabilities [Note 9]	3,493	-
Due to related parties [Note 8]	-	75,008
Total liabilities	**457,114**	**159,307**
Shareholders' equity		
Share capital [Note 7]	100	100
Retained earnings	80,698	34,110
Accumulated other comprehensive income	10,605	-
Total shareholders' equity	91,403	34,210
Total liabilities and shareholders' equity	**548,517**	**193,517**

Subsequent event [Note 11]

Approved by the Directors

_____ _____
Director Director

The accompanying notes are an integral part of these financial statements

David Hyde & Associates Inc.
Statements of Income and Comprehensive Income
For the year ended September 30, 2017 and for the period from date of incorporation (June 1, 2016) to September 30, 2016
(Expressed in Canadian dollars)

	2017 $	For the period from June 1, 2016 to September 30, 2016 $
Gross revenue	**916,740**	**179,338**
Less: subconsultant/subcontractor expenses	426,731	62,197
Net revenue	**490,009**	**117,141**
Salaries and wages	204,285	18,823
Advertising and promotion	14,922	4,242
Depreciation [Note 6]	6,056	1,327
Dues and subscription	3,997	4,964
Insurance	3,326	326
Professional fees	28,550	26,938
Travelling expenses	16,952	1,443
Rent	4,849	1,036
Repairs and maintenance	5,941	97
Telephone	3,797	1,131
Computer	4,249	-
Vehicle	15,776	2,793
Other expense	36,044	13,345
Finance costs	3,099	459
Income before income taxes	**138,166**	**40,217**
Income taxes [Note 9]		
Current	21,004	6,239
Deferred	74	(132)
Total income taxes	**21,078**	**6,107**
Net income	**117,088**	**34,110**
OTHER COMPREHENSIVE INCOME		
Items that may be reclassified to net income in the subsequent periods		
Unrealized gain on available for sale investments [Note 5]	14,156	-
Deferred tax on unrealized gain on available for sale investments	(3,551)	-
Total other comprehensive income	**10,605**	**-**
Net income and comprehensive income	**127,693**	**34,110**
Basic and diluted earnings per common share	1,277	341
Basic and diluted weighted average number of common shares outstanding	100	100

The accompanying notes are an integral part of these financial statements

David Hyde & Associates Inc.
Statements of Changes in Shareholders' Equity
For the year ended September 30, 2017 and for the period from date of incorporation (June 1, 2016) to September 30, 2016
(Expressed in Canadian dollars)

	Number of shares	Share capital	Retained earnings	Accumulated other comprehensive income	Total shareholders' equity
		$	$	$	$
2016					
As at June 1, 2016, date of incorporation	100	100	-	-	100
Net income and comprehensive income	-	-	34,110	-	34,110
As at September 30, 2016	**100**	**100**	**34,110**	**-**	**34,210**
2017					
As at October 1, 2016	100	100	34,110	-	34,210
Net income	-	-	117,088	-	117,088
Unrealized gain on available for sale investments [Note5]	-	-	-	14,156	14,156
Deferred tax on unrealized gain on available for sale investments	-	-	-	(3,551)	(3,551)
Dividends paid	-	-	(70,500)	-	(70,500)
As at September 30, 2017	**100**	**100**	**80,698**	**10,605**	**91,403**

The accompanying notes are an integral part of these financial statements

David Hyde & Associates Inc.
Statements of Cash Flows
For the year ended September 30, 2017 and for the period from date of incorporation (June 1, 2016) to September 30, 2016
(Expressed in Canadian dollars)

	2017 $	For the period from June 1, 2016 to Sep 30, 2016 $
OPERATING ACTIVITIES		
Net income	117,088	34,110
Adjustment for non-cash items		
Depreciation [Note 6]	6,056	1,327
Current income taxes	21,004	6,239
Deferred income taxes	74	(132)
Changes in operating assets and liabilities:		
Income taxes paid	(18,435)	-
Accounts receivables	13,084	(29,887)
Work in progress [Note 4]	(118,342)	(33,918)
Deferred revenue [Note 4]	140,356	23,274
Prepayments and deposits	(1,397)	(2,933)
Accounts payable and accrued liabilities	226,397	54,786
Net cash used in operating activities	**385,885**	**52,866**
INVESTING ACTIVITIES		
Purchase of available for sale investments	(32,560)	-
Purchase of property and equipment	(28,756)	(4,824)
Net cash used in operating activities	**(61,316)**	**(4,824)**
FINANCING ACTIVITIES		
Net proceeds from issuance of shares [Note 7]	-	100
Advances to related parties [Note 8]	(11,350)	-
Advances from related parties [Note 8]	-	75,008
Repayment of advances from related parties [Note 8]	(75,008)	-
Dividends paid	(70,500)	-
Net cash provided by financing activities	**(156,858)**	**75,108**
Net increase in cash and cash equivalents during the year	**167,711**	**123,150**
Cash and cash equivalents, beginning of period	123,150	-
Cash and cash equivalents, end of year/period	**290,861**	**123,150**

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS

David Hyde & Associates Inc. (the "Company"), was incorporated on June 1, 2016 under the laws of the province of Ontario. The Company's operations primarily involve providing consulting services to commercial customers in the cannabis industry. Revenues are generated by assisting customers with their licence application to the government as well as on site compliance. The registered address of the Company is 330 Bay Street, Suite 1400, Toronto, ON, M5H 2S8.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The Board of Directors approved these financial statements on November 08, 2018.

The Company's fiscal year-end is September 30.

Basis of presentation

The financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, the financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These financial statements are presented in Canadian Dollars ("CAD"), which is the functional and presentation currency of the Company.

Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions concerning the future. The Company's management reviews these estimates, judgments and assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted prospectively in the period in which the estimates are revised.

Estimates where management has made subjective judgments and where there is significant risk of material adjustments to assets and liabilities in future accounting periods include allowance for doubtful accounts.

Revenue Recognition

The company provides consulting services to their customers under fixed price and variable price contracts. Revenue is recognised in the accounting period in which the services are rendered. Revenue is recognised based upon its achievement of a milestone in its entirety in the period the milestone is achieved.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and Cash Equivalents

The Company considers all investments with original maturities of three months or less, that are highly liquid and readily convertible into cash, to be cash equivalents.

Work in progress

In case of fixed price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by the Company exceeds the payment, a work in progress is recognised. If the payment exceeds the services rendered, a deferred revenue is recognised.

Property and equipment

Property and equipment is recorded at cost less accumulated depreciation and provisions for impairment, if any. Cost includes all expenditures incurred to bring the assets to the location and condition necessary for them to be operated in the manner intended by management. Depreciation is recognized so as to write off the cost or valuation of assets less their residual values over their useful lives, using the straight-line method. Depreciation is provided for as follows:

Leasehold improvements	Lesser of useful life and term of the lease
Computer software	1 year
Computer equipment	1.5 years
Motor vehicles	3 years

Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures are capitalized.

The Company assesses potential impairments of its long-lived assets whenever events or changes in circumstances indicate that the asset's carrying value may not be recoverable. An impairment charge would be recognized when the carrying amount of a long-lived asset or asset group is not recoverable and exceeds its fair value.

Related party transactions

A party is related to an entity if the party directly or indirectly controls, is controlled by or is under common control with the entity; or if it has an interest in the entity that gives it significant influence over the entity; or if it has joint control over the entity or is an associate or a joint venture of the entity. In addition, members and dependents of the key management personnel of the entity (Board of Directors and Executives) are considered related party.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions (continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. An operating lease is a lease other than a finance lease. Operating lease payments are recognised as an operating expense in the statement of income and comprehensive income on a straight-line basis over the lease term.

Income Taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized, and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Earnings per share

The basic earnings per share is computed by dividing the net income by the weighted average number of common shares outstanding during the year. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive.

Financial Instruments

All financial instruments are recognized when the Company becomes party to the contractual provisions of the financial instrument and are initially measured at fair value for instruments not at fair value through profit or loss, plus any directly attributable transaction costs. Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. Financial instruments are classified into the following categories upon initial recognition:

- loans and receivables (“L&R”)
- financial instruments at fair value through profit or loss (“FVTPL”)
- held to maturity investments
- available-for-sale assets (“AFS”)
- other financial liabilities

The category determines subsequent measurement and whether any resulting income and expense is recognized in profit or loss or in other comprehensive income. All financial assets, except for those at FVTPL, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, described below.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortized cost using the effective interest method, less provision for impairment.

Loans and receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Impairment of receivables is recognized in profit or loss within general administrative expenses. If in a subsequent period the amount of the impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss or a portion of such is reversed. The amount of the impairment loss reversed may not exceed the original impairment amount.

The Company’s loans and receivables comprise ‘cash and cash equivalents’, ‘accounts receivable’ and ’due from related parties’ in the statement of financial position.

Financial assets at fair value through profit or loss

Financial assets at FVTPL include financial assets that are either classified as held for trading or that meet certain conditions and are designated at FVTPL upon initial recognition. Assets in this category are measured at fair value with gains and losses recognized in profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Held to maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity other than loans and receivables. Investments are classified as held to maturity if the Corporation has the intention and ability to hold them until maturity. Held to maturity investments are measured subsequently at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss.

Available-for-sale assets

Available-for-sale financial instruments are measured at fair value with revaluation gains and losses included in other comprehensive income until the asset is removed from the statements of financial position.

Other financial liabilities

Other financial liabilities include liabilities that have not been classified as fair value through profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method.

A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset, and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Financial instruments that are measured at fair value use inputs, which are classified within a hierarchy that prioritizes their significance.

The Company's financial assets include cash and cash equivalents, accounts receivable, available for sale investments and due from related parties. All the Company's financial assets are classified as loans and receivables except for available for sale investments.

The Company's financial liabilities include accounts payable and accrued liabilities and due to related parties. All the Company's financial liabilities are classified as other financial liabilities. The Company classifies its fair value measurements and disclosures using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The accounting standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value.

Fair value determination is classified within a three-level hierarchy, based on observability of significant inputs, as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Unobservable inputs for the asset or liability. Inputs into the determination of the fair value require management judgment or estimation.

If different levels of inputs are used to measure a financial instrument's fair value, the classification within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Changes to valuation methods may result in transfers into or out of an investment's assigned level.

Impairment of non-financial assets

At each date of the statement of financial position, the Company reviews the carrying amounts of its assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of income and comprehensive income, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (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 previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

Application of accounting policies requires management to use estimates and judgments that can have significant effect on the revenues, expenses, comprehensive income, assets and liabilities recognized and disclosures made in the financial statements.

Management's best estimates concerning the future are based on the facts and circumstances available at the time estimates are made. Management uses historical experience, general economic conditions and assumptions regarding probable future outcomes as the basis for determining estimates. Estimates and their underlying assumptions are reviewed periodically, and the effects of any changes are recognized immediately. Actual results could differ from the estimates used.

3. CHANGES IN ACCOUNTING STANDARDS NOT YET EFFECTIVE

A number of new standards and amendments to standards and interpretations have been issued but have not yet been applied in preparing these financial statements, as set out below:

IFRS 9 - Financial instruments

In July 2014, the IASB issued the final version of IFRS 9 – *Financial Instruments* ("IFRS 9"), which brings together the classification and measurement, impairment, and hedge-accounting phases of the IASB's project to replace IAS 39 – *Financial Instruments: Recognition and Measurement* ("IAS 39").

Classification and measurement – Financial assets are classified and measured based on the business model under which they are managed and the contractual cash flow characteristics of the financial assets. Financial liabilities are classified in a similar manner as under IAS 39, except that financial liabilities measured at fair value will have fair value changes resulting from changes in the entity's own credit risk recognized in Other Comprehensive Income ("OCI") instead of Net Income, unless this would create an accounting mismatch.

Impairment – The measurement of impairment of financial assets is based on an expected credit loss model. It is no longer necessary for a triggering event to have occurred before credit losses are recognized. IFRS 9 also includes new disclosure requirements about expected credit losses and credit risk.

IFRS 9 is required to be applied for annual periods beginning on or after January 1, 2018. The Company does not expect the impact of IFRS 9 on its Financial Statements to be material.

IFRS 15 - Revenue from contracts with customers

In May 2014, the IASB issued IFRS 15 – *Revenue from Contracts with Customers* ("IFRS 15"), which replaces IAS 11 – *Construction Contracts*, IAS 18 – *Revenue* and IFRIC 13 – *Customer Loyalty Programmes* ("IFRIC 13"), as well as various other interpretations regarding revenue. IFRS 15 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers, except for contracts that are within the scope of the standards on leases, insurance contracts and financial instruments. IFRS 15 also contains enhanced disclosure requirements. IFRS 15 will be applied for annual periods beginning on or after January 1, 2018. The Company does not expect the impact of IFRS 15 on its Financial Statements to be material.

IFRS 16 - Leases

In January 2016, the IASB issued IFRS 16 – *Leases* ("IFRS 16"), which replaces IAS 17 – *Leases*, and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract based on whether the customer controls the asset being leased.

For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company is currently evaluating the impact the final standard is expected to have on its financial statements and plans to adopt the requirements in 2019.

3. CHANGES IN ACCOUNTING STANDARDS NOT YET EFFECTIVE (continued)

IFRIC 23, Uncertainty over Income tax treatments

IFRIC 23 was issued in June 2017 and is effective for years beginning on or after January 1, 2019, to be applied retrospectively. IFRIC 23 provides guidance on applying the recognition and measurement requirements in IAS 12, Income Taxes, when there is uncertainty over income tax treatments including, but not limited to, whether uncertain tax treatments should be considered together or separately based on which approach better predicts resolution of the uncertainty. The Company is currently evaluating the impact the final standard is expected to have on its financial statements and plans to adopt the requirements in 2019.

4. WORK IN PROGRESS

		2017		2016
Work in progress	$	152,260	$	33,918
Deferred revenue	$	(163,360)	$	(23,274)
	$	(11,370)	$	10,644

The amount of work in progress relates to contract work completed in 2017 and 2016 from performed obligations satisfied (or partially satisfied). The contract assets primary relates to the Company's right to consideration for work performed but not yet billed at the reporting date. Deferred revenue represents customer prepayments, even if non-refundable, and is recognized over future periods as services are performed.

5. AVAILABLE FOR SALE INVESTMENTS

Available for sale investments comprises equity securities which are not held for trading and which the Company has irrevocably elected at initial recognition to recognise in this category. These are strategic investments and the Company considers this classification to be more relevant as management intends to hold them for medium to long term period. On disposal of these equity investments, any related balance within other comprehensive income is reclassified to profit or loss. These investments were fair valued using quoted market prices in active markets.

The following table summarizes the cost and fair value of David Hyde & Associates Inc. available for sale investment:

		2017		2016
Cost	$	32,560	$	-
Fair value	$	46,716	$	-

6. PROPERTY AND EQUIPMENT

	Computer software	Computer equipment	Vehicle	Leasehold improvements	Total
	$	$	$	$	$
Cost:					
At June 1, 2016	-	-	-	-	-
Additions	-	4,824	-	-	4,824
At September 30 2016	-	4,824	-	-	4,824
Additions	1,320	782	11,846	14,808	28,756
At September 30, 2017	1,320	5,606	11,846	14,808	33,580
Depreciation:					
At June 1, 2016	-	-	-	-	-
Charge for the year	-	1,327	-	-	1,327
At September 30 2016	-	1,327	-	-	1,327
Charge for the period	660	2,138	1,777	1,481	6,056
At September 30, 2017	660	3,465	1,777	1,481	7,383
Carrying amount:					
At September 30, 2016	-	3,497	-	-	3,497
At September 30, 2017	660	2,141	10,069	13,327	26,197

7. SHARE CAPITAL

As at September 30, 2017 and 2016, the Company was authorized to issue unlimited number of Class A and Class B common shares.

Issued and outstanding

	Number of common shares		Total	Amount $
	Class A	Class B		
Balance at June 1, 2016	-	-	-	-
Shares issued	50	50	100	100
Balance at September 30, 2016	**50**	**50**	**100**	**100**
Balance at October 1, 2016	**50**	**50**	**100**	**100**
Shares issued	-	-	-	-
Balance at September 30, 2017	**50**	**50**	**100**	**100**

8. RELATED PARTY TRANSACTIONS AND BALANCES

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

The Company's transactions with related parties were, in the opinion of management, carried out on normal commercial terms and in the ordinary course of the Company's business.

At September 30, 2017, the Company had loans receivable from shareholder family member amounting to $11,045 (2016 - Nil). These loans were unsecured, interest free and not repayable in the next 12 months. As at September 30, 2017, the entity also had a loan receivable from shareholders amounting to $305 (2016 - (75,008) due to shareholders)). These loans are also unsecured, interest free and not repayable in the next 12 months.

Management compensation

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling activities of the entity, directly or indirectly including the Chief Executive Officer, Chief Financial Officer and equivalent, and Directors. For the year end September 30, 2017, the Company's expenses included salary paid of $36,000 (2016 - $9,000), and a bonus of $120,000 (2016 - $ Nil) to key management personnel.

9. INCOME TAX

Management uses judgment and estimates in determining the appropriate rates and amounts in recording deferred income taxes, giving consideration to timing and probability of realization. Actual taxes could significantly vary from these estimates as a result of a variety of factors including future events, changes in income tax law or the outcome of reviews by tax authorities and related appeals.

The corporation has not recognized any deferred tax assets on its deductible temporary differences and unused tax losses as it has determined that it is not probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized. The resolution of these uncertainties and the associated final taxes may result in adjustments to the Corporation's deferred and current tax assets and liabilities.

The following table reconciles the amount of income tax expense, recoverable and valuation on the application of the combined statutory federal and state income tax rates:

	2017	**2016**
Combined statutory tax rates	15.00%	15.00%
	$	$
Income before income taxes	138,166	40,217
Income tax expense at combined statutory rates	20,725	6,033
Non-deductible expenses and other	353	74
Change in unrecognized deferred tax assets	-	-
Income tax expense	21,078	6,107

9. INCOME TAX (continued)

Significant components of the Company's unrecognized deferred tax assets (liabilities) are shown below:

	2017	2016
	$	$
Non-capital and capital loss carry-forwards:	132	-
Recognized in profit/loss	(74)	132
Other Comprehensive Income	(3,551)	-
Net deferred tax assets (liabilities)	(3,493)	132

10. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company's activities expose it to a variety of financial risks: credit risk and liquidity risk. The Company's overall risk management program and business practices seek to minimize any potential adverse effects on the Company's financial performance.

Risk management is carried out by the senior management team.

a) Credit risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivables and due from related parties. The Company's cash is held at a major Canadian bank. The Company regularly monitors the credit risk exposure and takes steps to mitigate the likelihood of these exposures resulting in actual loss.

b) Liquidity risk

Liquidity risk is the risk that the Company is unable to generate or obtain sufficient cash or its equivalents in a cost-effective manner to fund its obligations as they come due. The Company has no current or long-term debt with specified repayment terms.

c) Capital risk management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to provide returns to the shareholders and to maintain an optimal capital structure to minimize the cost of capital. The Company considers stockholders' equity as capital.

To maintain or adjust the capital structure, the Company may issue new shares to the shareholders, draw upon existing credit facilities or sell assets. There are no changes in the Company's capital management policies for the year-ended September 30, 2017 and 2016. There are no external capital management requirements or covenants as at September 30, 2017 and 2016.

d) Interest risk

The Company is not subject to any significant interest risk from its liabilities, which are all non-interest bearing instruments.

11. SUBSEQUENT EVENT

The Company's management has evaluated subsequent events up to November 06, 2018, the date the financial statements were issued, pursuant to the requirements of IAS 10 (Events after the Reporting Period) and has determined the following significant events to report:

On July 11, 2018 the Company entered into a purchase agreement, where the Company agreed to sell all of the outstanding shares to an investor. The investor, Total Cannabis Security Solutions Inc., will purchase 100% of the Class A and B common shares in David Hyde and Associates Inc.

Total Cannabis Security Solutions Inc.

Consolidated Financial Statements
As at August 31, 2018 and for the period from
incorporation (March 7, 2018) to August 31, 2018
(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Board of Directors of Total Cannabis Security Solutions Inc.:

We have audited the accompanying consolidated financial statements of Total Cannabis Security Solutions Inc., which comprise the consolidated statement of financial position as at August 31, 2018, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the period from date of incorporation (March 7, 2018) to August 31, 2018, 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 audit. We conducted our audit 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 auditors' 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 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 Total Cannabis Security Solutions Inc. as at August 31, 2018, and its financial performance and its cash flows for the period from date of incorporation (March 7, 2017) to August 31, 2018 in accordance with International Financial Reporting Standards.

MNP LLP

Toronto, Ontario
November 08, 2018

Chartered Professional Accountants
Licensed Public Accountants

MNP

Total Cannabis Security Solutions Inc.
Statement of Financial Position
As at August 31, 2018
(Expressed in Canadian dollars)

	August 31, 2018 $
ASSETS	
Current assets	
Cash and cash equivalents	2,902,096
Accounts receivables	663,741
Work in progress [Note 4]	49,732
Prepayments and deposits	66,088
Total current assets	3,681,657
Property and equipment, net [Note 5]	40,195
Intangible assets [Note 6]	562,600
Goodwill [Note 7]	3,802,036
Total assets	**8,086,488**
Current liabilities	
Purchase price payable [Note 7]	2,986,860
Accounts payable and accrued liabilities	408,544
Promissory note [Note 9]	500,384
Deferred revenue [Note 4]	119,571
Income taxes payable [Note 7]	160,651
Total current liabilities	4,176,010
Deferred tax liabilities [Note 12]	63,404
Due to related parties [Note 11]	47,258
Total liabilities	**4,286,672**
Shareholders' equity	
Share capital [Note 8]	1,915,513
Contributed surplus	2,140,487
Deficit	(256,184)
Total shareholders' equity	**3,799,816**
Total liabilities and shareholders' equity	**8,086,488**

Subsequent event [Note 14]

Approved by the Directors

_____ _____
Director Director

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

Total Cannabis Security Solutions Inc.
Statement of Loss and Comprehensive Loss
For the period from date of incorporation (March 7, 2018) to August 31, 2018
(Expressed in Canadian dollars)

	For the period from March 7, 2018 to August 31, 2018
	$
Gross revenue	**369,866**
Less: subconsultant/subcontractor expenses	138,761
Net revenue	**231,105**
Salaries and wages	78,566
Advertising and promotion	10,381
Depreciation [Note 5]	1,823
Amortization [Note 6]	19,400
Dues and subscription	2,075
Insurance	41,834
Professional fees	190,327
Travelling expenses	24,802
Rent	3,751
Telephone	986
Computer	8,313
Vehicle	1,629
Consulting expense	149,955
Other expense	26,132
Finance costs	18,141
Loss before income taxes	**(347,010)**
Income taxes [Note 12]	
Current	-
Deferred	90,826
Total income taxes	**90,826**
Net loss and other comprehensive loss	**(256,184)**
Basic and diluted loss per common share	(0.019)
Basic and diluted weighted average number of common shares outstanding	13,658,192

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

Total Cannabis Security Solutions Inc.
Statement of Changes in Shareholders' Equity
For the period from date of incorporation (March 7, 2018) to August 31, 2018
(Expressed in Canadian dollars)

	Number of shares	Share capital	Contributed surplus	Deficit	Total shareholders' equity
Shares issued on the date of incorporation	21,000,000	21,000	-	-	21,000
Issuance of founder common shares and warrants	31,000,000	313,664	306,336	-	620,000
Issuance of shares on private placement and warrants	34,150,000	1,580,849	1,834,151	-	3,415,000
Net loss for the period	-	-	-	(256,184)	(256,184)
As at August 31, 2018	**86,150,000**	**1,915,513**	**2,140,487**	**(256,184)**	**3,799,816**

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

Total Cannabis Security Solutions Inc.
Statement of Cash Flows
For the period from date of incorporation (March 7, 2018) to August 31, 2018
(Expressed in Canadian dollars)

	For the period from March 7, 2018 to August 31, 2018 $
OPERATING ACTIVITIES	
Net loss	(256,184)
Adjustment for non-cash items	
Depreciation of property and equipment [Note 5]	1,823
Amortization of intangible assets [Note 6]	19,400
Deferred income taxes	(90,826)
Changes in operating assets and liabilities:	
Income taxes paid	(7,412)
Accounts receivables	(210,231)
Work in progress [Note 4]	31,116
Deferred revenue [Note 4]	(35,133)
Prepayments and deposits	(62,271)
Accounts payable and accrued liabilities	187,414
Net cash used in operating activities	**(422,304)**
INVESTING ACTIVITIES	
Acquisition of business, net of cash acquired [Note 7]	(716,466)
Purchase of property and equipment [Note 5]	(15,134)
Net cash used in operating activities	**(731,600)**
FINANCING ACTIVITIES	
Net proceeds from issuance of shares [Note 8]	4,056,000
Net cash provided by financing activities	**4,056,000**
Net increase in cash and cash equivalents during the period	**2,902,096**
Cash and cash equivalents, beginning of period	-
Cash and cash equivalents, end of period	**2,902,096**

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

1. NATURE OF OPERATIONS

Total Cannabis Security Solutions Inc. (the "Company"), was incorporated on March 7, 2018 under the laws of the province of Ontario. The Company's operations primarily involve providing consulting services to commercial customers in the cannabis industry. Revenues are generated by assisting customers with their licence application to the government as well as on site compliance. The registered address of the Company is 40 King Street West, Suite 2100, Toronto, ON, M5H 3C2.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

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

The Board of Directors approved these consolidated financial statements on November 08, 2018.

The Company's fiscal year-end is August 31.

Basis of presentation

The consolidated financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, the consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The consolidated financial statements incorporate the accounts of the Company and its wholly owned subsidiary, David Hyde & Associates Inc., acquired during the year on July 11 2018. (Refer Note 7).

Subsidiaries are entities controlled by the Company and results are consolidated into the financial results of the Company from the effective date of acquisition up to the effective date of disposition or loss of control.

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

Functional and presentation currency

These consolidated financial statements are presented in Canadian Dollars ("CAD"), which is the functional and presentation currency of the Company.

Use of estimates and judgements

The preparation of consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions concerning the future. The Company's management reviews these estimates, judgments and assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted prospectively in the period in which the estimates are revised.

Estimates where management has made subjective judgments and where there is significant risk of material adjustments to assets and liabilities in future accounting periods include fair value measurements for financial instruments and share based transactions, useful lives and impairment of non-financial assets (property and equipment and intangible assets), allowance for doubtful accounts and fair value measurements for assets and liabilities acquired in business acquisition.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition

The company provides consulting services to their customers under fixed price and variable price contracts. Revenue is recognised in the accounting period in which the services are rendered. Revenue is recognised based upon its achievement of a milestone in its entirety in the period the milestone is achieved.

Cash and Cash Equivalents

The Company considers all investments with original maturities of three months or less, that are highly liquid and readily convertible into cash, to be cash equivalents.

Work in progress

In case of fixed price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by the Company exceeds the payment, a work in progress is recognised. If the payment exceeds the services rendered, a deferred revenue is recognised.

Property and equipment

Property and equipment is recorded at cost less accumulated depreciation and provisions for impairment, if any. Cost includes all expenditures incurred to bring the assets to the location and condition necessary for them to be operated in the manner intended by management. Depreciation is recognized so as to write off the cost or valuation of assets less their residual values over their useful lives, using the straight-line method. Depreciation is provided for as follows:

Leasehold improvements	Lesser of useful life and term of the lease
Computer software	1 year
Computer equipment	1.5 years
Furniture	3 years

Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures are capitalized.

The Company assesses potential impairments of its long-lived assets whenever events or changes in circumstances indicate that the asset's carrying value may not be recoverable. An impairment charge would be recognized when the carrying amount of a long-lived asset or asset group is not recoverable and exceeds its fair value.

Intangible assets

Intangible assets are initially recorded at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses. Amortization of an intangible asset does not begin until the asset is available for use.

The Company's intangible assets include customer relationships which have a finite life and are amortized on a straight-line basis over their estimated useful lives of 5 years. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill

Goodwill arising on acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

Related party transactions

A party is related to an entity if the party directly or indirectly controls, is controlled by or is under common control with the entity; or if it has an interest in the entity that gives it significant influence over the entity; or if it has joint control over the entity or is an associate or a joint venture of the entity. In addition, members and dependents of the key management personnel of the entity (Board of Directors and Executives) are considered related party.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. An operating lease is a lease other than a finance lease. Operating lease payments are recognised as an operating expense in the statement of loss and comprehensive loss on a straight-line basis over the lease term.

Income Taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income (loss).

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized, and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income (loss) or in equity depending on the item to which the adjustment relates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income Taxes (continued)

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Earnings (loss) per share

The basic earnings (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the reporting period. The diluted income (loss) per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the reporting period, if dilutive.

Financial Instruments

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments. A financial asset is derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset or when cash flows expire. A financial liability is derecognized when the obligation specified in the contract is discharged, canceled or expired.

Non-derivative financial instruments

Non-derivative financial instruments are recognized initially at fair value plus attributable transaction costs, where applicable for financial instruments not classified as fair value through profit or loss. Subsequent to initial recognition, non-derivative financial instruments are classified and measured as described below:

- Amortized cost (“AC”)
- Financial instruments at fair value through profit or loss (“FVTPL”)
- Financial assets at fair value through other comprehensive income (“FVTOCI”)
- Other financial liabilities

Financial assets at fair value through profit or loss

Cash and cash equivalents are classified as financial assets at fair value through profit or loss and are measured at fair value. Cash equivalents are short-term investments with initial maturities of three months or less. The unrealized gains or losses related to changes in fair value are reported in Interest income and derivatives and other investment gains in the statements of comprehensive loss.

Amortized cost

Accounts receivables are classified as and measured at amortized cost using the effective interest rate method, less impairment losses, if any.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Non-derivative financial liabilities

The Company's financial liabilities include purchase price payable, accounts payable and accrued liabilities, promissory note and due to related parties. These are all current and approximates their fair values.

Fair value determination is classified within a three-level hierarchy, based on observability of significant inputs, as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Unobservable inputs for the asset or liability. Inputs into the determination of the fair value require management judgment or estimation.

If different levels of inputs are used to measure a financial instrument's fair value, the classification within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Changes to valuation methods may result in transfers into or out of an investment's assigned level.

Impairment of non-financial assets

At each date of the statement of financial position, the Company reviews the carrying amounts of its assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of income and comprehensive income, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (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 previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

Application of accounting policies requires management to use estimates and judgments that can have significant effect on the revenues, expenses, comprehensive income, assets and liabilities recognized and disclosures made in the financial statements.

Management's best estimates concerning the future are based on the facts and circumstances available at the time estimates are made. Management uses historical experience, general economic conditions and assumptions regarding probable future outcomes as the basis for determining estimates. Estimates and their underlying assumptions are reviewed periodically, and the effects of any changes are recognized immediately. Actual results could differ from the estimates used.

Business acquisitions

Business acquisitions are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at the acquisition date fair value. Acquisition costs incurred are expensed in the consolidated statements of loss and comprehensive loss. When the Company acquires a business, it assesses the assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions at the acquisition date. Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability are recognized in the consolidated statement of loss and comprehensive loss.

3. CHANGES IN ACCOUNTING STANDARDS NOT YET EFFECTIVE

A number of new standards and amendments to standards and interpretations have been issued but have not yet been applied in preparing these consolidated financial statements, as set out below:

IFRS 16 - Leases

In January 2016, the IASB issued IFRS 16 – *Leases* ("IFRS 16"), which replaces IAS 17 – *Leases*, and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract based on whether the customer controls the asset being leased.

For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company is currently evaluating the impact the final standard is expected to have on its consolidated financial statements and plans to adopt the requirements in 2019.

IFRIC 23, Uncertainty over Income tax treatments

IFRIC 23 was issued in June 2017 and is effective for years beginning on or after January 1, 2019, to be applied retrospectively. IFRIC 23 provides guidance on applying the recognition and measurement requirements in IAS 12, Income Taxes, when there is uncertainty over income tax treatments including, but not limited to, whether uncertain tax treatments should be considered together or separately based on which approach better predicts resolution of the uncertainty. The Company is currently evaluating the impact the final standard is expected to have on its consolidated financial statements and plans to adopt the requirements in 2019.

4. WORK IN PROGRESS

		August 31, 2018
Work in progress	$	49,732
Deferred revenue	$	(119,571)
	$	(69,839)

The amount of work in progress relates to contract work completed in 2018 from performance obligations satisfied (or partially satisfied). The contract assets primary relates to the Company's right to consideration for work performed but not yet billed at the reporting date. Deferred revenue represents customer prepayments, even if non-refundable, and is recognized over future periods as services are performed.

5. PROPERTY AND EQUIPMENT

	Computer software	Computer equipment	Vehicle	Leasehold improvements	Total
	$	$	$	$	$
Cost:					
At March 7, 2018	-	-	-	-	-
Assets acquired as part of DHA acquisition	165	11,819	10,692	4,208	26,884
Additions	-	6,109	9,025	-	15,134
At August 31, 2018	165	17,928	19,717	4,208	42,018
Depreciation:					
At March 7, 2018	-	-	-	-	-
Charge for the year	23	1,143	243	414	1,823
At August 31, 2018	23	1,143	243	414	1,823
Carrying amount:					
At August 31, 2018	142	16,785	19,474	3,794	40,195

6. INTANGIBLE ASSETS

Customer relationships	August 31, 2018
	$
Cost:	
At March 7, 2018	-
Assets acquired as part of DHA acquisition	582,000
At August 31, 2018	582,000
Amortization:	
At March 7, 2018	-
Charge for the year	19,400
At August 31, 2018	19,400
Carrying amount:	
At August 31, 2018	562,600

7. BUSINESS ACQUISITION

On July 11, 2018, the Company acquired all of the outstanding Class A and Class B Common shares of David Hyde & Associates Inc., a company involved in the provision of consulting services to commercial customers in the Cannabis industry. The acquisition was performed due to future growth prospects in the Cannabis consulting industry, recently legalised in Canada.

The business acquisition has been accounted for using acquisition method, where by the purchase consideration was allocated to the fair values of net assets acquired. The Company financed the cash portion of the acquisition from existing cash resources. Transaction costs incurred were expensed into the income statement.

The purchase price allocated to the net assets acquired, based on their estimated fair values was as follows:

		$
Purchase Price		
Cash		1,200,000
Promissory note payable		500,384
		1,700,384
Adjustments to Purchase Price		
Amounts due to related parties	(47,258)	
Closing date cash	483,534	
Working capital deficiency	(956,030)	
Earn out payable	3,506,614	2,986,860
		4,687,244

Net Assets Acquired	$
Customer relationships	582,000
Cash and Cash equivalents	483,534
Accounts receivables	453,510
Work in progress	80,848
Prepayments and deposits	3,817
Property and equipment - net	26,884
Accounts payable and accrued liabilities	(221,130)
Deferred revenue	(154,704)
Income taxes payable	(168,063)
Due to shareholder	(47,258)
Deferred tax liability	(154,230)
Goodwill on acquisition	3,802,036
	4,687,244

As part of the current assets acquired, the Company received various accounts receivable with a fair value of $453,510. This was equivalent to their exchange amounts. All accounts receivables are expected to be collectible. The goodwill acquired is attributed to the workforce. Goodwill is not deductible for tax purposes. The fair value of promissory note and earnout payment was determined by discounting the stream of future payments of interest and principal at the prevailing market rate of 6% per annum over the term of the note. The note and earn out payment are payable on the earlier of (i) the date that is six months from the Closing Date; or (ii) the date an Initial Public Offering or Change of Control is completed. Management estimates the note and earn out payable to be settled in 4 months from closing date, being the estimated date of Initial Public Offering or Change of Control.

The acquired business contributed revenue of $369,866 and net income of $87,825 to the group from July 11, 2018 to August 31, 2018.

8. SHARE CAPITAL

The Company was incorporated on March 7, 2018 under the laws of the province of Ontario by issuance of 21,000,000 common shares to the founding shareholders for gross proceeds of $21,000.

As at August 31, 2018, the Company was authorized to issue unlimited number of common shares.

Issued and outstanding

	Number of common shares	Amount $
Balance at March 7, 2018, on date of incorporation	21,000,000	21,000
Founder shares issued	31,000,000	313,664
Shares issued on private placement	34,150,000	1,580,849
Balance at August 31, 2018	**86,150,000**	**1,915,513**

During the year, the Company completed a founder units financing, issuing 31,000,000 units at a price of $0.02 per unit, for total gross proceeds of $620,000. Each unit consists of one common share and one non-transferable common share purchase warrant with each whole warrant entitling the holder to purchase one common share at an exercise price of $0.05 for a period of 24 months. The value allocated in connection to these warrants was $306,336. The Company did not incur any share issuance cost.

During the year, the Company completed a private placement financing, issuing 34,150,000 units at a price of $0.10 per unit for total gross proceeds of $3,415,000. Each unit consists of one common share and one non-transferable common share purchase warrant. Each warrant entitles the holder to purchase one common share at an exercise price of $0.20 for a period of 24 months from the date of issuance. The value allocated in connection to these warrants was $1,834,151. The Company did not incur any share issuance cost.

Warrants

The changes in warrants outstanding during the period ended August 31, 2018 is as follows:

	Period ended August 31, 2018	
	Number of warrants	Weighted average exercise price
		$
Warrants outstanding, beginning	-	-
Warrants issued on issuance of founder shares	31,000,000	0.05
Warrants issued on issuance of private placement	34,150,000	
Warrants exercised	-	0.20
Warrants outstanding, ending	65,150,000	0.13

During the period ended August 31, 2018, the Company issued 65,150,000 warrants as a result of issuance of founders shares and private placements. These warrants have a weighted average exercise price of 0.13, remaining contractual life of 1.7 years and were fair valued at $2,140,487.

8. SHARE CAPITAL (continued)

Warrant Valuation

Founder warrants

	2018
Share price on issue date	$0.02
Risk free interest rate	1.83%
Expected life (years)	2
Expected volatility	133.80%
Dividend yield	Nil
Fair value of warrants	0.0099

Private placement

	2018
Share price on issue date	$0.10
Risk free interest rate	1.99%
Expected life (years)	2
Expected volatility	133.80%
Dividend yield	Nil
Fair value of warrants	0.0537

The Black-Scholes option pricing model used by the Company to determine the fair value of the warrants issued.

9. PROMISSORY NOTE PAYABLE

As part of the business acquisition of David Hyde and Associates Inc., on July 11, 2018, the Company issued a $500,000 promissory note secured by way of a pledge of the Shares and bearing a payment-in-kind interest rate of 6.0% per annum due and payable in full on the earlier of (i) the date that is six months from the Closing Date; or (ii) the date an Initial Public Offering or Change of Control is completed.

10. PURCHASE PRICE PAYABLE

The purchase price payable represents ‘earn out payment’ of $3,500,000, payable by the Company as part of contingent consideration payable under the Share Purchase Agreement for the acquisition of David Hyde & Associates Inc. The consideration payable is contingent on achievement of a certain “revenue threshold”.

"Revenue Threshold" means, with respect to the Earn-Out Period, the product of the following formula: (a) $5,205 multiplied by: (b) the number of days in the Earn-Out Period.

As per the agreement, if the revenue for the Earn-Out Period exceeds the Revenue Threshold, then, as additional consideration for the Shares, Company shall pay to DHA, the Earn-Out Payment plus interest thereon at a rate of 6.0% per annum, calculated in arrears, compounding annually, and accruing from the Closing Date to the date of payment.

The earn out payment date is the date that is the earlier of: (a) the third anniversary of the closing date of the acquisition; (b) the date on which a change of control occurs; and (c) the date on which an Initial Public Offering occurs.

10. PURCHASE PRICE PAYABLE (continued)

The earn out period is the period beginning on the Closing Date and ending on the last day of the month immediately preceding the month in which the Earn-Out Payment Date occurs.

The amount of $3,506,614 recognised in the consolidated financial statements for purchase price payable represents management's best estimate of the fair value of potential earn out payment reflecting the discounted value of cash outflows at rate of 6%.

11. RELATED PARTY TRANSACTIONS AND BALANCES

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

The Company's transactions with related parties were, in the opinion of management, carried out on normal commercial terms and in the ordinary course of the Company's business.

At August 31, 2018, the Company had due to related parties amounting to $47,258. These loans were unsecured, interest free and not repayable in the next 12 months.

12. INCOME TAX

Management uses judgment and estimates in determining the appropriate rates and amounts in recording deferred income taxes, giving consideration to timing and probability of realization. Actual taxes could significantly vary from these estimates as a result of a variety of factors including future events, changes in income tax law or the outcome of reviews by tax authorities and related appeals.

The corporation has not recognized any deferred tax assets on its deductible temporary differences and unused tax losses as it has determined that it is not probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized. The resolution of these uncertainties and the associated final taxes may result in adjustments to the Corporation's deferred and current tax assets and liabilities.

The following table reconciles the amount of income tax expense, recoverable and valuation on the application of the combined statutory federal and state income tax rates:

	August 31, 2018
Combined statutory tax rates	15.00%
	$
Loss before income taxes	(347,010)
Income tax recovery at combined statutory rates	(52,052)
Difference in tax rate	(39,640)
Non-deductible expenses and other	866
Income tax expense (recovery)	(90,826)

12. INCOME TAX (continued)

Significant components of the Company's deferred tax assets (liabilities) are shown below:

	August 31, 2018
	$
Non-capital and capital loss carry-forwards	86,129
Intangible assets	(149,089)
Property and equipment	(444)
Net deferred tax assets (liabilities)	(63,404)

13. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company's activities expose it to a variety of financial risks: credit risk and liquidity risk. The Company's overall risk management program and business practices seek to minimize any potential adverse effects on the Company's financial performance.

Risk management is carried out by the senior management team.

a) Credit risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivables and work in progress. The Company's cash is held at a major Canadian bank. The Company regularly monitors the credit risk exposure and takes steps to mitigate the likelihood of these exposures resulting in actual loss.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. Historically, the Company's main sources of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. All of the Companies financial liabilities are current except for amounts due to related parties.

c) Capital risk management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to provide returns to the shareholders and to maintain an optimal capital structure to minimize the cost of capital. The Company considers stockholders' equity as capital.

To maintain or adjust the capital structure, the Company may issue new shares to the shareholders, draw upon existing credit facilities or sell assets. There are no changes in the Company's capital management policies for the year-ended August 31, 2018. There are no external capital management requirements or covenants as at August 31, 2018.

13. FINANCIAL RISK MANAGEMENT (continued)

d) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk because the promissory note and purchase price payable is subject to fixed interest rates (Note 9 and Note 10). Other liabilities are all non-interest bearing.

14. SUBSEQUENT EVENTS

On September 20, 2018, the Company along with Petro Vista Energy Corp. (Petro Vista) announced that it has entered into a letter of intent with 3 Sixty Secure Corp. (3Sixty) and Total Cannabis Security Solutions Inc. ("TCSS"), which outlines the general terms and conditions pursuant to which Petro Vista, 3Sixty and TCSS have agreed to complete a transaction that will result in a reverse take-over of Petro Vista by an amalgamated corporation resulting from the prior amalgamation of 3Sixty and TCSS. The Letter Agreement was negotiated at arm's length.

Schedule D
Pro Forma Financial Statements of the Resulting Issuer

See attached.

3 Sixty Risk Solutions Ltd.

Unaudited Pro Forma As at September 30, 2018, for the year ending December 31, 2017, and for the nine month period ended September 30, 2018

(See Attached)

3 Sixty Risk Solutions Ltd.
UNAUDITED PRO FORMA COMBINED STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian dollars)
As of September 30, 2018

	3 Sixty Secure Corp September 30, 2018	Total Cannabis Security Solutions Inc. August 31, 2018	Petro Vista June 30, 2018	Note ref	Pro Forma Adjustments	Pro Forma Consolidated
	$	$	$			$
Assets						
Current assets						
Cash and cash equivalents	2,753,893	2,902,096	24,801			21,581,174
				2a)	17,501,000	
				2c)	(1,600,616)	
Trade and other receivables	1,721,052	663,741	11,744			2,396,537
Due from related parties	30,261	-	-			30,261
Work in progress	-	49,732	-			49,732
Prepaid expenses and deposits	-	66,088	22,821			88,909
	4,505,206	3,681,657	59,366		15,900,384	24,146,613
Non-current assets						
Property and equipment	3,830,312	40,195	-			3,870,507
Intangible Assets	-	562,600	-	3(a)(vi)	(562,600)	-
Goodwill	-	3,802,036	-	3(a)(vi)	(3,802,036)	-
				3(a)	42,355,115	42,355,115
Other assets	155	-	-			155
Total assets	8,335,673	8,086,488	59,366		53,890,863	70,372,390
Liabilities						
Current liabilities						
Purchase price payable	-	2,986,860	-			2,986,860
Accounts payable and accrued liabilities	401,519	408,544	64,360			874,423
Promissory note	-	500,384	-			500,384
Deferred revenue	-	119,571	-			119,571
Corporate income tax	4,091	160,651	-			164,742
Current portion of long-term debt	1,168,403	-	-			1,168,403
	1,574,013	4,176,010	64,360		-	5,814,383
Non-current liabilities						
Due to shareholder	-	47,258	13,317			60,575
Long-term debt	2,190,785	-	-			2,190,785
Deferred tax liability	10,156	63,404	-			73,560
	3,774,954	4,286,672	77,677		-	8,139,303
Equity						
Share capital	7,173,456	1,915,513	31,275,788	2f)	(31,275,788)	67,938,267
				2e)	(1,915,513)	
				4a)	2,211,106	
				2a)	17,501,000	
				2b)	297,500	
				2c)	(1,035,090)	
				2d)	41,790,295	
Reserves	-	-	12,959,551	2f)	(12,959,551)	-
Contributed Surplus	-	2,140,487	-	2e)	(2,140,487)	-
Retained earnings/(deficit)	(2,612,737)	(256,184)	(44,253,650)	2b)	(297,500)	(3,475,763)
				2e)	256,184	
				2f)	44,253,650	
				2c)	(350,000)	
				2c)	(215,526)	
LISTING EXPENSES				4	(2,211,106)	(2,229,417)
				2f)	(18,311)	
	4,560,719	3,799,816	(18,311)		53,890,863	62,233,087
Total liabilities and equity	8,335,673	8,086,488	59,366		53,890,863	70,372,390

3 Sixty Risk Solutions Ltd.
UNAUDITED PRO FORMA COMBINED STATEMENT OF (LOSS) INCOME
For the period ended December 31, 2017
Expressed in Canadian dollars

	3 Sixty Secure Corp December 31, 2017	Petro Vista Energy Corp. September 30, 2017	David Hyde & Associates Inc. September 30, 2017	Note ref	Pro Forma Adjustments	Pro Forma Consolidated
	$	$	$		$	$
Revenue	436,947	-	490,009			926,956
						-
General and administrative costs (note 8)	440,296	240,030	348,744			1,029,070
				2b)	215,526	
Foreign exchange (gain) loss	-	(948)	3,099	2c)	350,000	352,151
Financing costs	11,074	-		2c)	297,500	308,574
					-	-
	451,370	239,082	351,843		863,026	1,905,321
						-
Other income	9,569	-				9,569
Listing expense	-	-	-	4a)	2,229,417	
(Loss) income before income taxes	(4,854)	(239,082)	138,166		(3,092,443)	(3,198,213)
						-
Provision for current income taxes (note 9)	1,674	-	21,004			22,678
Deferred tax (note 9)	2,852	-	74			2,926
						-
Loss on sale of PVE Brazil	-	1,650,073	-			1,650,073
(Income) loss from discontinued operations	-	(47,190)	-			(47,190)
Loss from Discontinued Operations	-	1,602,883				1,602,883
						-
Net Loss for the Year	(9,380)	(1,841,965)	117,088		(3,092,443)	(4,826,700)
						-
Other comprehensive income						-
Unrealized gain on available for sale investments	-	-	14,156			14,156
Deferred tax on unrealized gain on available for sale investmens	-	-	(3,551)			(3,551)
Cumulative translation differences related to discontinued operations	-	(19,298)	-			(19,298)
Transfer to net loss from discontinued operatoins upon sale of PVE Brazil	-	(2,447,169)	-			(2,447,169)
Net (loss) income and comprehensive (loss) income	(9,380)	624,502	127,693		(3,092,443)	(2,349,628)

3 Sixty Risk Solutions Ltd.
Interim Statements of (loss)/Income and Comprehensive (loss)/Income
Expressed in Canadian dollars
For the nine month period ended September 30, 2018

	3 Sixty Secure Corp September 30, 2018	Total Cannabis Security Solutions Inc. August 31, 2018	Petro Vista June 30, 2018	David Hyde & Associates Inc. July 11, 2018	Note ref	Pro Forma Adjustments	Pro Forma Consolidated
	$	$	$	$		$	$
Revenue	2,506,386	231,105	-	1,095,271			3,832,762
General and administrative costs (note 8)	5,114,855	559,974	283,916	281,940	2c)	350,000	6,590,685
					2b)	215,526	
Financing costs	35,206	18,141	-	1,119	2c)	297,500	351,966
						-	-
	5,150,061	578,115	283,916	283,059		863,026	7,158,177
Gain on sale of available for sale investments - net	-	-	-	194,491			194,491
Other income	-	-	-	-			-
Listing Expense	-	-	-	-	4a)	2,229,417	
(Loss) income before income taxes	(2,643,675)	(347,010)	(283,916)	1,006,703		(3,092,443)	(5,360,341)
Provision for current income taxes (note 9)	-	-	-	215,759			215,759
Deferred tax (note 9)	-	90,826	-	(3,803)			87,023
				211,956		-	211,956
Net (Loss) income for the Year	(2,643,675)	(256,184)	(283,916)	794,747		(3,092,443)	(5,481,471)
Other comprehensive income							
Unrealized gain on available for sale investments	-	-	-	194,491			194,491
Deferred tax on unrealized gain on available for sale investments	-	-	-	(3,551)			(3,551)
	-	-	-	190,940			190,940
Transferred to income statement	-	-	-	(190,940)			(190,940)
Total other comprehensive income	-	-	-	-			
Net (loss) income and comprehensive (loss) income	(2,643,675)	(256,184)	(283,916)	794,747		(3,092,443)	(5,481,471)

1 Basis of preparation

On November 9, 2018, Petro Vista Energy Corp. **("Petro Vista")** announced that it has entered into a definitive agreement ("the **Definitive Agreement**") with 3 Sixty Secure Corp., **("3Sixty")** and Total Cannabis Security Solutions Inc. ("**TCSS**"), which outlines the general terms and conditions pursuant to which Petro Vista, 3Sixty and TCSS have agreed to complete a transaction (the **"RTO Transaction**") that will result in a reverse take-over of Petro Vista by an amalgamated corporation ("**Amalco**") resulting from the prior amalgamation of 3Sixty and TCSS. The Definitive Agreement was negotiated at arm's length and became effective as of November 9, 2018. In connection with, and immediately prior to, the completion of the RTO Transaction, 3Sixty will amalgamate with TCSS (the **"PrivateCo Amalgamation**") under the OBCA in accordance with the terms of a transaction agreement between 3Sixty and TCSS dated as of September 20, 2018 (the "**Transaction Agreement**").

These unaudited pro forma combined financial statements have been prepared to give effect to the RTO Transaction on the basis that each shareholder of common shares of 3Sixty ("**3Sixty Shares**") will receive one common share of Amalco (each, an "**Amalco Share**") and all holders of common shares of TCSS ("**TCSS Shares**") will receive 0.353 Amalco Shares for each TCSS Share held, and each of the 3Sixty and the TCSS Shares will thereafter be cancelled.

The unaudited pro forma financial statements have been prepared from information derived from, and should be read in conjunction with, the following historical financial information which was prepared in accordance with International Financial Reporting Standards ("IFRS"):

i) The audited financial statements of 3Sixty as at and for the year ended December 31, 2017;

ii) The audited financial statements of Petro Vista as at and for the year ended September 30, 2017;

iii) The audited financial statements of David Hyde & Associates Inc. ("**DHA**") as at and for the year ended September 30, 2017;

iv) The unaudited financial statements of 3Sixty Secure Corp as at and for the nine month period ended September 30, 2018;

v) The audited financial statements of TCSS. as at and for the period ended August 31, 2018;

vi) The unaudited financial statements of Petro Vista Energy Corp. as at June 30, 2018; and

vii) The audited financial statements of DHA. as at and for the period ended July 11, 2018.

These unaudited pro forma combined financial statements have been compiled using the significant accounting policies set out in the audited financial statements of 3Sixty for the year ended December 31, 2017 which are incorporated by reference into this document.

These unaudited pro forma combined financial statements should be read in conjunction with the consolidated financial statements and notes thereto of 3Sixty described above. These unaudited pro forma combined financial statements are not intended to reflect the results of operations or the financial position of the company which would have actually resulted had the proposed transaction been effected on the dates indicated.

2 Pro Forma Assumptions and Adjustments

These unaudited pro forma consolidated financial statements incorporate the following pro forma assumptions:

a. On October 25, 2018, 3Sixty closed a private placement (the "**Offering**") of subscription receipts ("**Subscription Receipts**") for gross proceeds of $17,500,100. A total of 20,590,000 subscription receipts were sold at a price of $0.85 per Subscription Receipt. Each Subscription Receipt will automatically convert to one Amalco Share upon the completion of the PrivateCo Amalgamation, and upon the satisfaction of certain conditions to the RTO Transaction, including the acceptance for listing of the common shares (the "**Resulting Issuer Shares**") of the resulting issuer ("**the Resulting Issuer**") under the RTO Transaction on the Canadian Securities Exchange ("**CSE**"). The Amalco shares will then be automatically and immediately exchanged for Resulting Issuer Shares without any further action on the part of the holders of Amalco Shares.

b. A finder's fee payable to a third party in connection with the RTO Transaction in the amount of $297,500 or 350,000 Amalco shares was paid.

c. To reflect the payment of estimated agent ($1,035,090) legal ($350,000) and other professional fees ($215,526) related to the Offering and RTO transaction.

d. The acquisition of TCSS by 3Sixty was settled by way of the issuance of 49,165,053 Amalco Shares at a valuation of $0.85 per Amalco Share (for an equivalent value of $41,790,295).

e. All outstanding TCSS Shares, 3Sixty Shares and Amalco Shares will be cancelled in accordance with the terms of the Definitive Agreement.

f. All common share purchase warrants of Petro Vista were exercised in exchange for Petro Vista Shares prior to the date of the Definitive Agreement.

g. The Petro Vista Shares will be cancelled on the basis of two (2) old Petro Vista Shares for each one (1) new Petro Vista Share.

h. Current and deferred income tax expense is calculated for all of the pro forma adjustments at the effective tax rate of 26.5%.

3 Preliminary Acquisition of Total Cannabis Security Solutions Inc.

The following is an estimate of the fair values of the assets acquired and the liabilities assumed by 3Sixty from TCSS in connection with the acquisition:

Fair Value of Assets Acquired and Liabilities Assumed	Estimated Fair Values			Note Reference
Assets Acquired:				
Cash and cash equivalents	2,902,096			3(a)(i)
Accounts receivables	663,741			3(a)(i)
Work in progress	49,732			3(a)(i)
Prepayments and deposits	66,088			3(a)(i)
Property and equipment	40,195			3(a)(ii)
Intangible assets	-			
Goodwill	-			
Total fair value of assets acquired:		$	3,721,852	
Goodwill/unallocated PPA		$	42,355,115	
Liabilities Assumed:				
Purchase price payable	(2,986,860)			3(a)(iv)
Accounts payable and accrued liabilities	(408,544)			3(a)(iii)
Promissory note	(500,384)			3(a)(v)
Deferred revenue	(119,571)			3(a)(iii)
Income tax payable	(160,651)			3(a)(iii)
Deferred tax liabilities	(63,404)			3(a)(iii)
Due to related parties	(47,258)			3(a)(iii)
Total fair value of liabilities assumed:			($4,286,672)	
Purchase Consideration (fair value of 49,165,053 shares issued)		$	41,790,295	2(d)

I. The book values of the assets acquired, including cash and equivalents, accounts receivable, prepaid expenses and work in progress are all representative of their estimated fair values given the short timeframe until settlement.

II. A fair value estimate of $40,195 has been assigned to property and equipment acquired. 3Sixty has estimated TCSS's historical net book value approximates fair value of these assets.

III. The book values of the liabilities, including accounts payable and income tax payable are all representative of their estimated fair values given the short timeframe until settlement.

IV. On July 11, 2018, TCSS acquired all the outstanding Class A and Class B Common shares of DHA., a company involved in the provision of consulting services to commercial customers in the cannabis industry. The purchase price was accounted for using the acquisition method and the values are all representative of their estimated fair values given the short timeframe until settlement.

V. As part of the acquisition noted in paragraph IV above, TCSS issued a $500,000 promissory note secured by way of a pledge of shares bearing a payment-in-kind interest rate of 6.0% per annum due and payable in full on the earlier of (i) the date that is six months from the closing date of the acquisition; or (ii) the date an initial public offering or change of control is completed.

VI. As part of the acquisition, no value was associated to the existing Intangible asset or Goodwill.

4 RTO Transaction

The RTO Transaction is expected to proceed by way of a three-cornered amalgamation between Petro Vista and Amalco, following which Petro Vista (then, the "**Resulting Issuer**") will continue the business of Amalco and will change its name to "3 Sixty Secure Corp." As of the date hereof, Petro Vista has 5,202,602 Petro Vista Shares issued and outstanding. Prior to the completion of the RTO Transaction, the Petro Vista Shares will be consolidated on the basis of two (2) old Petro Vista Shares for one (1) new Petro Vista Share resulting in approximately 2,601,301 Petro Vista Shares outstanding on a post-consolidation basis. Upon completion of the RTO Transaction and following the consolidation, holders of Amalco Shares will receive one Resulting Issuer Share per Amalco Share and the Amalco Shares will be cancelled.

Deemed Issuance of Resulting Issuer Common Shares to former Shareholders at $0.85 per share (2,601,301)	$	2,211,106
Cash		24,801
Trade and Accounts Receivable		11,744
Prepaid expenses and deposits		22,821
Accounts Payable ad accrued liabilities		(64,360)
Due to shareholder		(13,317)
Transaction costs expensed		2,229,417
Value attributed to deemed Resulting Issuer shares Issued	$	2,211,106

5 Common Shares of the Resulting Issuer Outstanding upon Closing

Based on the terms of the Definitive Agreement and the estimated number of commons shares of 3Sixty, TCSS and Petro Vista outstanding immediately prior to the date of the Definitive Agreement, the number of Resulting Issuer Shares outstanding upon closing of the RTO Transaction, on a pro forma basis, as if the RTO Transaction was completed on September 30, 2018, was determined as follows:

	Note Ref		Shares #
Number of Shares outstanding		4	4,072,602
Exercised Purchase warrants of Petro Vista		4	1,130,000
Share Consolidation (2:1 conversion)	2g)/4		(2,601,301)
Issuance of common shares for Amalco Shares		1	71,206,688
Issuance of common shares of former TCSS		1	49,165,053
Additional Shares under private placement	2a)		20,590,000
Additional Shares to be issued under Finder's Fee agreement	2b)		350,000
			143,913,042
Warrants			4,526,066
Options			5,281,537
Fully diluted			153,720,645

Schedule E
Annual Management Discussion and Analysis of 3Sixty

See attached.

3|SIXTY SECURE CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following is management's discussion and analysis ("MD&A") of our financial situation which will enable the reader to evaluate important variations in our financial situation for the period ended December 31, 2017, compare to the period ended December 31, 2016. This report prepared as at September 13t, 2018 intends to complement and supplement our annual financial statements ("the financial statements") as at December 31, 2017 and should be read in conjunction with the financial statements and accompanying notes.

Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars.

Where we say "we", "us", "our" or the "Company", we mean 3|Sixty Secure Corp.

BUSINESS DESCRIPTION

The Company was established in 2013 and became operational in 2014. 3|Sixty provides risk mitigation services to the public and private sectors. These services are primarily in the risk management spectrum, from providing secure transport services nationally, to embedding security specialists within Canada. The Company also is focused on physical security and transportation within the cannabis industry.

The Company is a reporting issuer in the province of Ontario with plans to list on the Canadian Securities Exchange (CSE).

HIGHLIGHTS AND OVERALL PERFORMANCE

The Company changed its business model from consulting based services in 2016 to that of a risk mitigation and secured logistics company. The Company anticipates providing security and secured transportation to the cannabis sector but has also identified strategic industries to focus on. The company has secured significant contracts with Canadian licensed producers for its services. There can be no assurance that the Company will be successful in its ventures, or that it will meet the conditions for listing on the CSE. To execute this change in business the Company has reorganized its management and added new directors to its board.

SUBSEQUENT EVENTS

On March 26, 2018, the Company closed the first round of its non-brokered 'friends and family' financing with the issuance of 20,000,000 common shares of the Company for gross proceeds of $20,000. Each share was issued at a price of $0.001 per common share. Of the common shares issued, 16,500,000 were issued to a company controlled by a senior management member of the Company.

On April 25, 2018, the Company closed the second round of its non-brokered 'friends and family' financing with the issuance of 11,331,998 'units' of the Company for gross proceeds of $339,960. Each unit was issued at a price of $0.03 per unit. Each unit consists of one common share of the Company and one transferable common share purchase warrant ('warrant"). Each warrant entitles the holder to purchase one additional common share at a price of $0.05 per share for a period of 36 months after the closing date.

On May 24, 2018, the Company closed the third round of its non-brokered 'friends and family' financing with the issuance of 5,745,258 common shares of the Company for gross proceeds of $574,526. Each share was issued at a price of $0.10 per common share. Of the common shares issued, 50,000 were issued to a senior management member of the Company.

On July 20, 2018, the Company completed a non-brokered financing with the issuance of 22,964,000 common shares of the Company for gross proceeds of $5,791,000. Each share was issued at a price of $0.25 per common share.

SELECTED ANNUAL INFORMATION

The following table sets forth selected audited financial information for the Company for the two most recently completed financial years ended December 31, 2017 ("fiscal 2017") and December 31, 2016 ("fiscal 2016") The financial information below has been prepared in accordance with IFRS.

For the year ended (Expressed in Canadian dollars)	**December 31, 2017**	December 31, 2016
Revenue	**436,947**	883,318
Net (loss)/income	**(9,380)**	56,161
Basic and diluted (loss)/income per share	**(94)**	562
Cash	**98,227**	-
Total assets	**403,722**	152,986
Total liabilities	**372,684**	112,568
Working Capital (deficit)	**4,416**	(16,405)
Shareholders' equity	**31,038**	40,418
Dividends	**-**	60,000
Number of shares outstanding at year end	**100**	100

RESULTS OF OPERATIONS

The Company in 2017 focused its growth strategy on scaling its business model and securing large security and transportation contracts with some of the largest licensed producers within the cannabis industry. The following table sets forth the financial and operating results for the twelve-months ended December 31, 2017 and 2016.

(in $ thousands)	Twelve-Months Ended	
	December 31, 2017	December 31, 2016
Revenue	**436,947**	883,318
General and administrative	**440,296**	801,853
Financing costs	**11,074**	4,634
	(14,423)	76,831
Other income	**9,569**	10
(Loss)/income beofre income taxes	**(4,854)**	76,841
Provision for current income taxes	**1,674**	13,376
Deferred tax	**2,852**	7,304
Net (loss)/income and comprehensive (loss)/income	**(9,380)**	56,161

For the twelve months ended December 31, 2017, revenue was $437 thousand compared to $883 thousand for the year ended 2016, representing a $446 thousand or 50.5% decrease in revenue year-over-year. The decrease in revenue as compared to prior year is a result of the business model changing focus from a consulting based business to one that specialises in security and secured transportation. The revenue generated during 2017 is a result of security contracts with some of the largest licensed producers.

Schedule of expenses by type	Twelve-Months Ended	
	December 31, 2017	December 31, 2016
Wages and benefits	$99,561	$170,463
Consultants	87,267	364,697
Training	73,316	$94,501
Amortization	47,079	$16,271
Travel	36,176	$38,458
Advertising	10,846	$18,806
Insurance	11,115	$11,468
Vehicle	12,766	$11,602
Other	62,171	$75,587
Total	$440,297	$801,853

Most categories of expenses showed decreases in 2017 compared with 2016, as the Company shifted its focused and redirected its business. The increase in wages and benefits is directly linked to the hiring of drivers and security guards in order to provide services to the growing client list of the Company. The increase in travel is also linked to the redirection of the business whereby more travel was incurred to meet with potential customers and negotiate agreements.

Three months Ended	Dec 31, 2017	Sept 30, 2017	June 30, 2017	Mar 31, 2017	Dec 31, 2016	Sept 30, 2017	June 30, 2017	Mar 31, 2017
Revenue	234,817	32,566	41,034	128,529	48,084	31,587	78,635	725,012
Net Income/(loss) and comprehensive income/(loss)	29,375	(37,857)	(58,908)	58,010	(85,210)	(62,624)	(110,238)	314,233
Net Income/(loss) per share - basic and diluted	294	(379)	(589)	580	(852)	(626)	(1,102)	3,142

During the three month period ended December 31, 2017, the Company recorded net income of $29,375, compared to a net loss of $85,210 in the three month period ended December 31, 2016. Salaries and wages make up the bulk of the expenses year over year. The decrease in revenue and the increase in general and administrative costs for the year ended December 31, 2017 reflect a redirection of the company and a shift in focus to cannabis specific customers.

LIQUITIDY

At December 31, 2017 the Company had cash of $98,227 (December 31, 2016 – nil) which management considers being insufficient to continue operations for the coming year. In order to continue operations, and in particular, to fund growth, the Company will need to raise additional capital. The Company expects to finance operating costs by public or private placement of common shares, exercise warrants, exercise of options, or debt financing.

CAPITAL RESOURCES

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital and deficit.

The Company manages its capital structure and makes adjustments to it in light of economic conditions and financial needs. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

WORKING CAPITAL

At the year ended December 31, 2017, the Company had positive working capital of $4,416 (December 31, 2016 – ($16,405)) which management considers insufficient to continue its operations for the coming fiscal year. The Company will

seek to raise further funds from, private placements, financings, loans from directors in order to continue operations, and in particular to fund ongoing growth and expenditure commitments as they arise. The Company also plans to finance through private and public offerings.

Working Capital

For the Year Ended	Dec 31, 2017	Dec 31, 2016
Total Assets	403,722	60,989
Total Liabilities	372,684	112,568
Working Capital	4,416	(16,405)
Shareholder's Equity	31,038	40,418

CASH GENERATED BY OPERATING ACTIVITIES

Net cash generated by operating activities during the twelve months ended December 31, 2017 was $22,714 (2016 – $129,959) the decrease in cash generated of $107,245 is driven by the net loss in the period which came as a result of the refocus of the business away from consulting services to securing secured transportation agreements with the largest licensed producers of cannabis in Canada.

CASH USED IN INVESTING ACTIVITIES

The Company used $106,015 during the twelve months ended December 31, 2017 (2016 – ($102,273)) the cash used was to acquire assets for the business.

CASH GENERATED BY FINANCING ACTIVITIES

Total net cash generated during the fiscal year ended December 31, 2017 was $181,528 (2016 – ($27,686)) by the issuance of loans payable. The loans were used to secure further assets of the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

For the year ended December 31, 2017, a shareholder of the Company made payments on behalf of the company totalling $53,382. The nature of the expenses relate to general business purposes. For the year ended December 31, 2016, the Company provided an interest free loan to a shareholder in the amount of $54,419 for general business purposes; the loan was repaid in full by the shareholder in 2017.

FOURTH QUARTER RESULTS

Three months Ended	Dec 31, 2017	Dec 31, 2016
Revenue	234,817	48,084
General and administrative costs	202,773	108,549
Financing costs	7,572	4,076
other income	9,429	10
Provision for income taxes	1,674	13,376
Deferred tax	2,852	7,304
Net Income/(loss) and comprehensive income/(loss)	29,375	(85,210)

For the three months ended December 31, 2017 overall revenue totaled $234,817 compared to $48,084 in Q4 2016. The increase in revenue quarter over quarter is related to start-up of security services and secured transportation of cannabis between licensed producers. General and administrative costs were $202,773 for the quarter ended December 31, 2017 which is an increase of $94,224 over Q4 2016. The increase is driven by salaries and wages and travel expenses which are a result of the business model changing from one of consulting services to on site security and secured transportation.

OUTSTANDING SHARE DATA

The Company has authorized 100 common shares issued and outstanding as at December 31, 2017 and December 31, 2016.

ADDITIONAL DISCLOSURE FOR JUNIOR ISSUERS

PROPOSED TRANSACTIONS

There are currently no significant proposed transactions except as otherwise disclosed in this MD&A. Confidentiality agreements and non-binding agreements may be entered into from time to time, with independent entities to allow for discussions of the potential acquisition and/or development of the business.

APPROVAL

The Board of Directors oversees management's responsibilities for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

FORWARD-LOOKING-INFORMATION-ADVISORY

Statements included in this document that do not relate to present or historical conditions are "forward-looking statements". Forward-looking statements are projections in respect of future events or the Company's future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "intend", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", or "continue", or the negative of these terms or other comparable terminology. Forward-looking statements in this Listing Statement include statements with respect to: (i) the Company's future

strategies, outlook, investment opportunities and anticipated events or results; (ii) the anticipated future corporate plans, growth, objectives, operating strategies and initiatives for 3|Sixty and the related anticipated benefits; and (iii) 3|Sixty's future capital deployment. These statements are only predictions and involve known and unknown risks and uncertainties and other factors which may cause the Company's actual results, levels of activity or performance to be materially different from any future results, levels of activity or performance expressed or implied by these forward-looking statements.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity or performance. Further, any forward-looking statements speak only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of such factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

Forward Looking Information

Certain statements in this document constitute "forward-looking statements" and are based on current expectations and involve risks and uncertainties, referred to above and or in 3|Sixty Secure Corp's financial statements for the year ended December 31, 2017, that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in the forward-looking statements. Future results will not be consistent with the expectations of the Company, cannabis prices, demand for cannabis, legislative factors relating to prices, taxes, importing and exporting cannabis are or may be factors in future results. This list is not exhaustive and should be considered carefully by prospective investors, who should not place undue reliance on such forward-looking statements. Factors that could cause actual results, developments or events to differ materially from those anticipated include, among others, the factors described or referred to elsewhere herein including, without unanticipated and/or unusual events as well as actual results of planned programs and associated risk. Many of such factors are beyond 3|Sixty's ability to control or predict. Actual results may differ materially from those anticipated. Readers of this MD&A are cautioned not to put undue reliance on forward looking statements due to their inherent uncertainty. Forward-looking statements are made based upon management's beliefs, estimate and opinions on the date the statements are made, which management believes are reasonable, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law. These forward-looking statements should not be relied upon as representing management's views as of any date subsequent to the date of this MD&A.

Unless otherwise indicated, the Forward-Looking Statements in this MD&A describe the Company's expectations as of September 13th, 2018 and subject to any applicable laws, the Company assumes no obligation to update or revise any Forward-Looking Statement, whether as a result of new information, future events or for any other reason.

Schedule F
Annual Management Discussion and Analysis of TCSS

See attached.

TOTAL CANNABIS SECURITY SOLUTIONS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE YEAR ENDED AUGUST 31, 2018

Date: November 8, 2018

*The following Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of operations of Total Cannabis Security Solutions Inc. ("**TCSS**" or the "**Company**"), prepared as of November 8, 2018, should be read in conjunction with the consolidated financial statements for the twelve months ended August 31, 2018, including the notes therein. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Unless otherwise specified, all financial data is presented in Canadian dollars. The words "we", "our", "us", "Company", and "TCSS" refer to TCSS and/or the management and employees of the Company.*

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking information" within the meaning of Canadian securities legislation ("forward-looking statements"). These forward-looking statements are made as of the date of this MD&A and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation. Certain forward-looking statements in this MD&A include, but are not limited to: statements regarding increasing market share; assumptions and expectations described in the Company's critical accounting policies and estimates; the Company's expectations regarding the adoption and impact of any accounting pronouncements; the Company's expectations regarding legislation and regulations of cannabis in the markets in which the Company operates; the Company's expectations with respect to the company's future financial and operating performance; and the Company's ability to achieve profitability without further equity or other forms of financing.

The words "believes", "anticipates", "expects", "budget", "scheduled", "estimates", "forecasts", or "intends", or a variation (including negative variations) of such words and phrases, or statements that certain actions, events, or results "may", "could", "would", "might", or "will" be taken, occur or to achieve are all forward-looking statements. Forward-looking statements are based on the reasonable assumptions, estimates, internal and external analysis and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable at the date that such statements are made. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Although the Company has attempted to identify important factors that could cause actions, events or results to differ materially from those described in the forward-looking statements, there may be other factors that cause actions, events, or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as at the date of the MD&A. There can be no assurance that forward-looking statements will prove to be

accurate, as actual results and future events could differ materially from those anticipated in such statements.

Recent Highlights

On September 21, 2018, TCSS, 3 Sixty Secure Corp. ("**3Sixty**") and Petro Vista Energy Corp. ("**Petro Vista**") announced that the parties had entered into a letter of intent dated September 20, 2018 whereby TCSS and 3Sixty will first complete an amalgamation (the resulting entity being "**Amalco**"), and then Amalco will complete a reverse takeover of Petro Vista (the "**RTO Transaction**"). As of the date hereof, Petro Vista is publicly traded on the TSX Venture Exchange (the "**TSXV**") and, in connection with the RTO Transaction, Petro Vista will apply to de-list its shares from the TSXV and apply to list its shares on the Canadian Securities Exchange.

Further details of the announcement can be found on Petro Vista's SEDAR profile at www.sedar.com.

Overview of the Company

TCSS was formed pursuant to the provisions of the OBCA on March 7, 2018. The Company's registered and head office is located at Suite 2100 – 40 King Street West, Toronto, Ontario.

TCSS specializes in providing security, risk-management and compliance services to stakeholders in the regulated cannabis industry. By providing clients with a complete suite of 'seed-to-sale' security solutions at all stages of the cannabis value-chain, TCSS looks to set the global standard for security across the regulated cannabis industry, which allows TCSS clients to focus primarily on their core business activities. The legal cannabis markets in which the Company operates are evolving rapidly, and the regulatory compliance expertise provided by TCCS provides a valuable service to clients seeking to navigate the quickly evolving industry.

In July 2018, TCSS acquired all of the issued and outstanding shares in the industry-leading security and risk consultancy firm in Canada, David Hyde and Associates ("**DHA**"). DHA was established in 2010 as a sole proprietorship, and later incorporated under the OBCA in June 2016. DHA quickly became the premier specialists in security and risk management services in the cannabis market and has a team of security and project management personnel with extensive knowledge in cannabis security and licensing.

Over the past five years, DHA has provided security and compliance advisory services to more than 400 cannabis sector clients, including over 300 *Marihuana for Medical Purpose Regulations* (the "**MMPR**") and *Access to Cannabis for Medical Purposes Regulations* ("**ACMPR**") applicants and over 75 retail cannabis license applicants across Canada. DHA's specialists have attended over 30 licensing inspections with Health Canada and worked with more than half of those producers who are licensed with Health Canada (each, a "**Licensed Producer**") and each of their sites across Canada.

Additionally, DHA has delivered advisory services in the United States, Australia, Colombia, Chile, Jersey, Germany and is actively preparing for market entry in the Caribbean countries.

Operating Segment

TCSS maintains a head office in Toronto, Ontario and an operations and administrative centre in Ancaster, Ontario, Canada. The Company employs subject matter experts with extensive

knowledge of the various cannabis regulations applicable to license applicants and Licensed Producers.

The Company provides strategic consultancy services to clients at each stage of the cannabis licensing process. This results in a robust program that encompasses the following critical path elements:

- Selection of the right cannabis facility location
- Essential threat and risk assessment
- Commercial cannabis facility physical security design
- Design and review of electronic security systems
- Security master plan development
- Development of Standard Operating Procedures
- Evidence of site readiness package
- Strategic licensing advisory services
- Regulatory interface – initial and ongoing
- Vendor services management – procurement; selection; oversight
- Risk program review and testing.

Operating Focus

The Company's strategy is to broaden the scope of services provided to protect their client's assets from 'seed-to-sale' and reach beyond its strategic consulting services. The goal, wherever possible, is to create an evolving client partnership that (i) ensures integrity in all security processes which must comply with regulation and thereby preserve licenses; (ii) proactively identifies threats and risk to client personnel, property, information and reputation; (iii) fosters and sustains a culture of security and safety awareness among each stakeholder in the clients' value-chain; and (iv) utilizes methodology that challenges the normal state, in search of improved performance, realistic cost-controls and implementation of industry best practice.

Selected Annual Financial Information

DHA / TCSS				
	June 30, 2016 – September 30, 2016	Year Ended September 30, 2017	October 1, 2017 – July 11, 2018 (Date of Acquisition by TCSS)	March 7, 2018 (Date of Incorporation) – August 31, 2018[1]
Operating Data:				
Total revenues	179,338	916,740	1,659,322	369,866
COGS	62,197	426,731	564,051	138,761
Gross Profit	117,141	490,009	1,095,271	231,105
Expenses	76,924	351,843	283,059	585,527
Net income (loss) for the year	34,110	117,088	794,747	(263,596)
Taxes	6,107	21,078	211,956	90,826
Basic and diluted income (loss) per share	341	1,277	7,947	(0.019)
Balance Sheet Data:				
Total assets	193,517	548,517	1,048,593	8,086,488
Total liabilities	159,307	457,114	891,463	4,294,084
Equity	34,210	91,403	157,440	3,792,404

Notes:

(1) Period includes financial information in respect of DHA from July 12, 2018 forward.

Overall Performance

Revenues generated for the period of March 8, 2018 (date of incorporation) to August 31, 2018 were $369K. Note that revenues were only generated by DHA from July 12, 2018 to August 31, 2018. For the period of October 1, 2017 to July 11, 2018 (date of acquisition by TCSS), DHA generated revenues of $1.65M.

Gross margin was 62.6% for the period of March 8, 2018 (date of incorporation) to August 31, 2018 compared to 66% for the period of October 1, 2017 to July 11, 2018 (date of acquisition by TCSS) by DHA.

The company enjoys a very strong referral-based sales origination channel in addition to investment in cannabis conferences and tradeshows.

The company's assets were just over $8M and liabilities of $4.29M at August 31, 2018.

Commentary

Management focus has been sustaining revenue growth of its strategic licensing services, concentrated primarily on meeting existing and new client demands. In particular, training of current and new specialist consultants was necessary in preparation to meet service requests for compliance with new and revised 2018 cannabis licensing regulations issued by Health Canada.

Non-Disclosure Agreements were signed with several entities each of which operate in the cannabis markets. The focus was and continues to be identification of suitable and potential acquisition targets already established as security and risk-focused service providers in Canada and the US. At this time, no acquisitive transactions have been consummated.

Financial Information – Drivers

Revenue: The Company derived 100% of its revenue from strategic security services provided to cannabis cultivators, producers, research and development entities, distributors and retailers.

The *Cannabis Act* enacted in October 2018 legalized the use of cannabis for recreational purposes, significantly increasing production quantities in the cannabis industry. The demand for cannabis and related products is resulting in expansion of physical assets of Licensed Producers and other ancillary service providers such as production facilities among current Licensed Producers as well as increases in the number of new license applications. Further, the over-the-counter sale of recreational cannabis products requires strict security and risk-reduction features to minimize safety hazards to employees, customers and the broader communities in which they will be situated. TCSS is well positioned by virtue of its industry expertise to fill this emerging market need.

In the forthcoming 12 months, TCSS will continue to provide strategic licensing consultancy services to legal cannabis enterprises across Canada. The new cannabis regulations introduced for the legalization of recreational cannabis have resulted in an increase in license applications to Health Canada, each of which requires compliance with additional security requirements. TCSS has provided services of this kind to more than 50% of the successful Licensed Producers in Canada. The Company anticipates that ratio to increase in the next 12 months, having experienced the onboarding of approximately 15 new clients per month since July 2018, approximately 75% of which are new cannabis license applicants. Additionally, license applicants under the federal ACMPR now require strategic consulting services to comply with the new Cannabis Act which adds new security compliance features that include:

- Appointment of a Head of Security
- Organizational Security Plan, including cyber defenses and business continuity plans
- Physical Security Plan

Gross Profit: is revenue less cost of goods sold ("**COGS**"). The largest contributor to the COGS for TCSS is attributable to services provided by specialized consultants under contract to TCSS, i.e. wages, travel expenses. As demand for services continues to increase, the Company will add more contractor resources to undertake field work at client sites that often entails repeat visits, interviews, assessments and analyses.

Expenses: Expenses other than COGS consist of executive and administrative salaries. Additional costs include office rent and utilities, marketing, and related administrative expense.

Taxes: The Company is subject to income taxes in the jurisdictions in which it operates.

Liquidity, Financing Activities and Capital Resources

As at August 31, 2018, the Company had cash of $2,902,096 (August 31, 2017 0 nil) which management considers being sufficient to continue operations for the coming year.

Cash Flows: For the year ended August 31, 2018, TCSS had enough cash on hand to fund existing operations and acquisitions. At the time DHA was acquired, it was also in a positive cashflow position. As at August 31, 2018 the Company had sufficient working capital to fund ongoing operations, with negative working capital of ($501,765) (August 31, 2017 – nil) of which $2,986,860 relates to the acquisition of David Hyde and Associates and is recorded as a purchase price payable. As a result, management considers working capital sufficient to continue its operations for the coming year. Currently, the only financial obligations of the Company are (a) a lease of an office space in Ancaster, Ontario for $3,796 per month, expiring on June 30th, 2020 and (b) a vendor take-back note having an aggregate face value of $500,000 bearing a payment-in-kind interest rate of 6.0% per annum to the previous shareholders of DHA as consideration for the purchase of all of the issued and outstanding shares in DHA.

The Company has no operating debt except for the obligation to DHA in the form of the $3.5m "**DHA Earn-out**" which means the earn-out component of the purchase price payable to 2642922 Ontario Inc. (the "**DHA Seller**") pursuant to the share purchase agreement between TCSS and the DHA Seller dated June 13, 2018, as amended, pursuant to which TCSS agreed to pay to the DHA Seller the additional consideration for the purchase of shares in the capital of DHA the amount of $3,500,000, subject to certain revenue thresholds being met as more particularly described in such purchase agreement, which payment shall, if payable in connection with an initial public offering of TCSS (as more particularly described in the purchase agreement), be satisfied by the issuance of shares of TCSS or the publicly listed entity resulting from such initial public offering.

Financial Risk/Financial Risk Management: As a provider of high margin consulting services, the Company has minimal investment in capital assets. The primary activities are carried out by field-based experts who attend client sites, assess, investigate and document their findings for subsequent delivery to clients via means of soft and hard copy data. Furthermore, client- billings are staged and payments collected on a % project completion basis.

Capital Resources: The proceeds of the initial capital raise were allocated to both working capital and corporate resources as well as financing the acquisition of DHA.

Off- Balance Sheet Arrangements: The Company does not have any off-balance sheet arrangements that have or are expected to have any current or future effects on the results of operations and financial condition of the Company.

Related Party Transactions: The Company does not have related party transactions.

Proposed Transactions:

On September 21, 2018, TCSS, 3Sixty and Petro Vista announced that the parties had entered into a letter of intent dated September 20, 2018 whereby TCSS and 3Sixty will first complete an amalgamation, and then Amalco will complete a reverse takeover of Petro Vista. As of the date hereof, Petro Vista is publicly traded on the TSX Venture Exchange (the "TSXV") and, in connection with the RTO Transaction, Petro Vista will apply to de-list its shares from the TSXV and apply to list its shares on the Canadian Securities Exchange.

Further details of the announcement can be found on Petro Vista's SEDAR profile at www.sedar.com.

Share Capital:

Class of Security	**Number of Securities Issued and Outstanding as at November 8, 2018**
Common Shares	122,466,659
Warrants exercisable at $0.20 per Common Share	9,800,000
Options exercisable at $0.10 per Common Share	3,347,130

The authorized capital of the Corporation consists of an unlimited number of common shares (the "**Common Shares**"). As at the date hereof, 122,466,659 Common Shares are issued and outstanding. Each Common Share carries the right to one vote per share. No other voting securities are issued and outstanding as of the date hereof.

Changes in Accounting Policies: TCSS has always used accrual-based accounting and although DHA was cash-based accounting, it has been using the accrual-based accounting method since being acquired in July 2018.

Financial Instruments: The company has the following obligation: The "**DHA Earn-out**" which means the earn-out component of the purchase price payable to 2642922 Ontario Inc. (the "**DHA Seller**") pursuant to the share purchase agreement between TCSS and the DHA Seller dated June 13, 2018, as amended, pursuant to which TCSS agreed to pay to the DHA Seller the additional consideration for the purchase of shares in the capital of DHA the amount of $3,500,000, subject to certain revenue thresholds being met as more particularly described in such purchase agreement, which payment shall, if payable in connection with an initial public offering of TCSS (as more particularly described in the purchase agreement), be satisfied by the issuance of shares of TCSS or the publicly listed entity resulting from such initial public offering.

Schedule G
Annual Management Discussion and Analysis of Petro Vista

See attached.

PETRO VISTA ENERGY CORP.
Management Discussion and Analysis ("MD&A")
for the year ended September 30, 2018

The effective date of this report is December 21, 2018. The following discussion and analysis of the operations, results, and financial position of Petro Vista Energy, "**the Company**", "**PVE**" or "**Petro Vista**", for the year ended September 30, 2018 should be read in conjunction with the Company's audited financial statements and related notes for the year ended September 30, 2018. All figures are presented in Canadian dollars, unless otherwise indicated.

The audited consolidated financial statements for the year ended September 30, 2018 and comparative information have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board ("**IASB**").

Until January 13, 2017, the Company was in the business of exploration, development and exploitation of oil and natural gas properties in Brazil. On January 13, 2017, the Company sold its wholly-owned Brazilian subsidiary which held the Company's 37.5% participating interest in the exploration and production contract covering the Tartaruga offshore hydrocarbon development block, located in the Sergipe Alagoas Basin in Brazil (the "**Tartaruga Block**").

On May 26, 2017, the Company completed a return of capital and distributed pro-rata to its registered shareholders cash in the amount of $0.471 per common share, for a total of $1,385,964 ("**Return of Capital**").

On March 6, 2018, the Company completed a non-brokered financing for gross proceeds of $211,875 by issuing 1,130,000 units at a post-consolidation price of $0.1875 per unit. Each unit was comprised of one common share and one share purchase warrant. Each warrant is exercisable until March 6, 2020 at a post-consolidation price of $0.25.

On April 24, 2018, the Company consolidated its issued and outstanding common shares and share purchase warrants on the basis of one new share for every ten existing shares (1:10). Unless otherwise indicated, all references to share capital and share purchase warrants presented in this MD&A are on a post-consolidation basis.

Petro Vista is currently a shell company. Effective June 1, 2017, the Company's common shares were moved from the TSX Venture Exchange to the NEX board of the TSX Venture Exchange where they are trading under the symbol PTV.H.

On September 20, 2018, the Company entered into a letter of intent with 3 Sixty Secure Corp. ("**3Sixty**"), a privately held corporation existing under the provisions of the Canada Business Corporations Act and Total Cannabis Security Solutions Inc. ("**TCSS**"), a privately held corporation existing under the provisions of the *Business Corporations Act* (Ontario)(the "**OBCA**"), which outlines the general terms and conditions pursuant to which Petro Vista, 3Sixty and TCSS have agreed to complete a transaction (the "RTO **Transaction**") that will result in a reverse take-over of Petro Vista by an amalgamated corporation ("**Amalco**") resulting from the prior amalgamation of 3Sixty and TCSS.

Immediately prior to the completion of the RTO Transaction, 3Sixty will continue under the OBCA and will amalgamate with TCSS (the "**PrivateCo Amalgamation**") in accordance with the terms of a transaction agreement between 3Sixty and TCSS dated as of the date hereof (the "**Transaction Agreement**").

During the year ended September 30, 2018, the Company incurred $50,000 transaction costs related to the Transaction.

On November 9, 2018, the Company enter into a definitive agreement with 3Sixty and TCSS ("**Definitive Agreement**"). Pursuant to the terms of the Definitive Agreement, a special-purpose subsidiary of Petro Vista will amalgamate with Amalco under the OBCA (the "**PubCo Amalgamation**") and Petro Vista (then, the "**Resulting Issuer**") will carry on the business of 3Sixty and TCSS under the name "3 Sixty Risk Solutions Ltd.".

Immediately prior to the completion of the PubCo Amalgamation, Petro Vista will consolidate all of its issued and outstanding common shares ("**Petro Vista Shares**") on the basis of one post-consolidation Petro Vista Share for every two pre-consolidation Petro Vista Shares. At the effective time of the PubCo Amalgamation (the "**Effective Time**"), each issued Amalco common share will be cancelled and replaced by one common share in the capital of the Resulting Issuer (a "**Resulting Issuer Share**") and all other outstanding convertible securities of Amalco will become exercisable for Resulting Issuer Shares in accordance with the terms of the Definitive Agreement.

Upon completion of the RTO Transaction, it is expected that there will be 143,913,042 Resulting Issuer Shares issued and outstanding. Holders of Petro Vista Shares ("**Petro Vista Shareholders**") are expected to own approximately 1.8% of the Resulting Issuer Shares and holders of Amalco common shares (including holders of Amalco common shares upon the deemed exercise of the 20,590,000 subscription receipts of 3Sixty in connection with 3Sixty's previously announced subscription receipt offering) are expected to own approximately 98.2% of the Resulting Issuer shares (on a non-diluted basis).

SELECTED ANNUAL INFORMATION

	Year ended September 30, 2018	Year ended September 30, 2017	Year ended September 30, 2016
Loss for the year from continued operations [(1)]	$390,222	$239,082	$476,077
Loss for the year from discontinued operations [(2)]	$Nil	$1,602,883	$696,253
Loss for the year [(3)]	$390,222	$1,841,965	$1,172,330
Loss per share from continued operations [(4)]	$0.11	$0.08	$0.16
Loss per share from discontinued operations [(5)]	$Nil	$0.54	$0.24
Loss per share – basic and diluted [(6)]	$0.11	$0.63	$0.40
Weighted average number of shares outstanding [(6)]	3,586,548	2,942,602	29,425,994
Total assets [(7)]	$37,922	$101,838	$3,306,261
Total long term liabilities [(8)]	-	-	-
Cash dividends declared	$Nil	$Nil	$Nil

(1) Net loss for the year from continued operations increased from $239,082 in 2017 to $390,222 in 2018 in conjunction with the Company's efforts to identify a suitable business or asset acquisition target. Net loss for the year from continued operations decreased from $476,077 in 2016 to $239,082 in 2017 which was mainly due to reduction in consulting and directors fees. Loss from continued operations consists of mainly general and administrative costs and regulatory compliance.

(2) Net loss from discontinued operations for the year ended September 30, 2017 was $1,602,883 compared with $696,253 for the year ended September 30, 2016. 2017 loss from discontinued operations is high due to closing of the sale of PVE Brazil on January 13, 2017, which included a $2,447,169 write off of accumulated other comprehensive loss consisting of foreign currency translation adjustments related to Brazilian oil and gas operations.

(3) Net loss for the year ended September 30, 2018 was $390,222 compared with $1,841,965 for the year ended September 30, 2017, and $1,172,330 for the year ended September 30, 2016. Fluctuation in net loss mirrors fluctuation of results of the operations as described above in footnotes (1) and (3). 2017 net loss for the year was high due to a $2,447,169 write off of accumulated other comprehensive loss consisting of foreign currency translation adjustments related to Brazilian oil and gas operations.

(4) Net loss per share from continued operations was $0.11 in 2018, $0.63 in 2017 and $0.16 in 2016. The fluctuation in net loss per share is mainly due to fluctuation in loss from continued operations as described above.

(5) Net loss per share from discontinued operations was $Nil in 2018, $0.54 in 2017 and $0.24 in 2016. There were no discontinued operations after the sale of PVE Brazil on January 13, 2017. The fluctuation in net loss per share from discontinued operations was described in footnotes (3).

(6) Net loss per share was $0.11 in 2018, $0.63 in 2017 and $0.40 in 2016. The fluctuation in net loss per share is due to fluctuation in net loss for the year, as the weighted average number of shares outstanding did not change during comparative years.

(7) Total assets were $37,922 in 2018, $101,838 in 2017 and $3,306,261 in 2016. The decrease from 2016 to 2017 and 2018 is mainly the result of selling PVE Brazil with its petroleum and natural gas assets in 2017.

(8) Total long-term liabilities were $Nil in 2018, 2017 and 2016. The Company's only long-term liability was its asset retirement obligation, which in 2016 was classified as part of liabilities related to assets held for sale and classified as current, and which was disposed of as part of sale of PVE Brazil in 2017.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the results from the eight previously completed financial quarters (in thousands of Canadian dollars, except per barrel of oil ("boe") and per share amounts):

	30-Sep-18	**30-Jun-18**	**31-Mar-18**	**31-Dec-17**	**30-Sep-17**	**30-Jun-17**	**31-Mar-17**	**31-Dec-16**
Total Expenses (1)	$106	$119	$119	$46	$27	$30	$63	$119
(Loss) from continued operations (2)	($106)	($119)	($119)	($46)	($27)	($30)	($63)	($119)
Income (loss) from discontinued operations (3)	-	-	-	-	-	-	($1,606)	$3
Net income (loss) (4)	($106)	($119)	($119)	($46)	($27)	($30)	($1,669)	($116)
Weighted average shares outstanding in '000 (5)	4,073	4,073	3,256	2,943	2,943	2,943	2,943	2,943
(Loss) per share from continued operations (5)	($0.03)	($0.03)	($0.04)	($0.02)	($0.01)	($0.01)	($0.02)	($0.04)
Income (loss) per share from discontinued operations (5)	($0.00)	($0.00)	($0.00)	($0.00)	($0.00)	($0.00)	($0.55)	$0.00
Income (loss) per share (5)	($0.03)	($0.03)	($0.04)	($0.02)	($0.01)	($0.01)	($0.57)	($0.04)

(1) Total expenses consist of general and administrative costs and regulatory compliance costs related to continued operations. Expenses related to discontinued operations were removed and included in the loss from discontinued operations. Total expenses incurred from March 31, 2017 quarter to December 31, 2017 quarter are lower than in the previous quarters due to reduction of management consulting fees and elimination of directors' fees effective January 1, 2017. During the March 31, 2018 quarter total expenses increased due to incurring consulting and advisory fees, office rent and accounting fees as the Company increased its efforts to identify a suitable business or asset acquisition targets. June 30, 2018 quarter expenses were similar to March 31, 2018 quarter. September 30, 2018 quarter expenses were similar to previous two quarters except that included in Q4 2018 is a $50,000 expense for transaction costs and an offsetting write-off of accounts payable of $24,932.

(2) Net loss from continued operations mirrors total expenses from continued operations.

(3) In December 31, 2016 quarter, the Company reported a $3,183 income from discontinued operations due to not recording depletion expense after September 30, 2016, the date when Tartaruga Block was classified as assets held for sale. In March 31, 2017 quarter, the Company reported a large loss from discontinued operations due to closing of the sale of oil and gas operations on January 13, 2017 consisting of (i) $1,650,073 loss on sale of PVE Brazil, which was offset by (ii) $47,190 income from discontinued operations. The $1,650,073 loss on sale of PVE Brazil included a $2,447,169 write off of accumulated other comprehensive loss consisting of foreign currency translation adjustments related to Brazilian oil and gas operations. There were no discontinued operations after March 31, 2017 quarter.

(4) Until March 31, 2017 quarter, net income (loss) per quarter was similar to income (loss) from discontinued operations. Commencing in June 30, 2017 quarter net income (loss) per quarter was similar to total expenses from continued operations.

(5) Net income (loss) per share fluctuates in relation to net loss per quarter and weighted average number of shares outstanding. March 31, 2018, June 30, 2018 and September 30, 2018 quarter weighted average number of shares increased due to issuance of 1,130,000 common shares as part of the March 6, 2018 private placement.

RESULTS OF OPERATIONS

Three months ended September 30, 2018 ("Q4 2018") compared with the three months ended September 30, 2017 ("Q4 2017")

The net loss for the quarter ended September 30, 2018 was $106,306 compared to $26,530 during the quarter ended September 30, 2017. Current quarter net loss is higher than in the comparative period due to the Company's efforts to identify a suitable business or asset acquisition targets. The increase in net loss is mainly due to increase in consulting and advisory fees, transaction costs and office rent, offset by write-off of accounts payable.

<u>Significant differences between Q4 2018 and Q4 2017 results of continued operations are as follows:</u>

- Consulting fees increased from $7,500 in Q4 2017 to $46,500 in Q4 2018 due to significant increase in consulting and advisory activity as the Company is looking for new business opportunities;

- Transaction costs increased from $Nil in Q4 2017 to $50,000 in Q4 2018 due to increase in advisory services in relation to the proposed transaction between the Company, 3Sixty and TCSS;

- Rent expense increased from $Nil in Q4 2017 to $9,000 in Q4 2018 due to increased activity in the Company's search for new business opportunities; and

- Write-off of amount payable increased from $Nil in Q4 2017 to $24,932 in Q4 2018 due to a write-off of an old liability that was recorded in 2008.

Year ended September 30, 2018 ("2018") compared with the year ended September 30, 2017 ("2017")

The loss from continued operations for the year ended September 30, 2018 was $390,222 compared to $239,082 loss from continued operations during the year ended September 30, 2017. The increase in loss from continued operations is mainly due to increase in consulting fees, rent, transaction costs and travel expense, offset by reduction in directors' fees and filing fees, and a write-off of amount payable.

Loss from discontinued operations during the year ended September 30, 2018 was $Nil compared to $1,602,883 loss from discontinued operations during the year ended September 30, 2017.

The net loss for the year ended September 30, 2018 was $390,222 compared to $1,841,965 net loss during the year ended September 30, 2017. The decrease in loss for the year is mainly due to the sale of Brazilian oil and gas operations on January 13, 2017.

Significant differences between results of continued operations are as follows:

- Consulting fees increased from $86,840 in 2017 to $192,500 in 2018 due to increase in consulting and advisory fees as the Company is looking for new business opportunities;

- Directors' fees decreased from $28,766 in 2017 to $Nil in 2018 due to ceasing to pay directors fees effective January 1, 2017 when Petro Vista became a shell company without an active business;

- Office, filing fees and insurance decreased from $48,607 in 2017 to $33,634 in 2018 mainly due to decrease in filing fees. Effective June 1, 2017, the Company's common shares were moved from the TSX Venture Exchange to the NEX board of the TSX Venture Exchange. During 2017, the Company incurred filing fees in relation to the dissolution of its subsidiaries. No similar costs were incurred in 2018;

- Rent expense increased from $Nil in 2017 to $36,000 in 2018 in conjunction with the Company's efforts to identify a suitable business or asset acquisition target;

- Transaction costs increased from $Nil in 2017 to $50,000 in 2018 due to increase in advisory services in relation to the proposed transaction between the Company, 3Sixty and TCSS;

- Travel expense increased from $256 in 2017 to $22,555 in 2018 in conjunction with the Company's efforts to identify a suitable business or asset acquisition target; and

- Write-off of an amount payable increased from $Nil in 2017 to $24,932 in 2018 due to a write-off of an old liability that was recorded in 2008.

Significant differences between results of discontinued operations are as follows:

- There were no discontinued operations during year ended September 30, 2018 as Brazilian oil and gas operations were sold on January 13, 2017;

- Gross production revenue from the Tartaruga Block was $558,157 in 2017;

- Operating expenses related to Tartaruga production were $368,027 in 2017;

- General and administrative expenses were $86,615 in 2017;

- Recovery of operating oil and gas costs was $40,410 in 2017; and

- During the year ended September 30, 2017, the Company recorded a $1,650,073 loss on sale of PVE Brazil upon closing of the transaction on January 13, 2017.

LIQUIDITY AND CAPITAL RESOURCES

On January 13, 2017, the Company sold to Maha its wholly-owned Brazilian subsidiary PVE Brazil for net sales proceeds of $2,427,809. Upon closing of the Transaction, the Company had no active business. On May 26, 2017, the Company distributed pro-rata to its registered shareholders cash in the amount of $1,385,964 as a Return of Capital. On March 6, 2018, the Company completed a non-brokered financing for gross proceeds of $211,875. Subsequent to September 30, 2018, on October 24, 2018 1,130,000 share purchase warrants were exercised for total proceeds of $282,500.

Working Capital

As of September 30, 2018, the Company's working capital deficiency was $124,617, compared with $53,730 working capital as of September 30, 2017. The decrease in working capital is mainly due to

paying for regulatory compliance, general and administrative costs and proposed transaction costs, which have been offset by proceeds received from completion of the private placement on March 6, 2018.

Cash

On September 30, 2018, the Company had cash of $10,853, compared with $54,720 of cash on September 30, 2017. The decrease in cash is due to spending cash on accounting, consulting, office rent, travel and transaction costs in connection with increased efforts to identify business or asset acquisition targets, which has been offset by closing a $211,875 private placement on March 6, 2018.

Cash Used in Operating Activities

Cash used in continued operating activities during the current year was $255,742, compared with $932,250 during the comparative year ended September 30, 2017. The decrease in cash used in operating activities is due to repayment of large balances of accounts payable and amounts due to related parties in the prior year.

Cash Generated from Investing Activities

There were no investing activities during the current year. Cash generated by investing activities during the comparative period ended September 30, 2017 was $2,229,519 and it related to sale of PVE Brazil.

Cash Generated from / Used in Financing Activities

In the current year the Company completed private placement for gross proceeds of $211,875. Cash used in financing activities during the year ended September 30, 2017 was $1,385,964 and it consisted of return of capital to the Company's shareholders.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following table summarizes the maximum number of common shares outstanding as at September 30, 2018 and as of the date of this MD&A:

	September 30, 2018	As of the date of this MD&A
Common shares	4,072,602	5,202,602
Warrants to purchase common shares	1,130,000	-
	5,202,602	5,202,602

TRANSACTIONS WITH RELATED PARTIES

Related party transactions and balances are as follows:

(a) During the year ended September 30, 2018, the Company recorded $12,000 (September 30, 2017 - $33,000) of CFO consulting fees to a company controlled by a senior officer of the Company.

(b) During the year ended September 30, 2018, the Company recorded $2,000 (September 30, 2017 - $45,000) of consulting fees for business and strategic corporate advisory matters payable to a company controlled by a former Director and senior officer of the Company. These fees are reported as related party transactions up to November 17, 2017, date of the resignation of the Director and senior officer of the Company.

(c) During the year ended September 30, 2018, the Company recorded $42,000 (September 30, 2017 – $Nil) of accounting services and $36,000 (September 30, 2017 - $Nil) of office rent to a company controlled by a Director of the Company and a former Director and senior officer of the Company.

(d) During the year ended September 30, 2018, the Company recorded $10,000 (September 30, 2017 - $Nil) of CEO consulting fees to a Director and senior officer of the Company.

(e) During the year ended September 30, 2018, the Company recorded $25,000 (September 30, 2017 - $Nil) of transaction costs and $60,000 (September 30, 2017 - $Nil) of consulting fees for advisory services in relation to the potential acquisition of assets payable to a company controlled by a Director of the Company.

(f) During the year ended September 30, 2018, the Company recorded $Nil (September 30, 2017 - $28,766) of directors' fees to the Company's former directors.

(g) As of September 30, 2018, included in due to related parties were $55,550 (September 30, 2017 - $Nil) consulting fee payable, $9,450 (September 30, 2017 - $Nil) office rent payable and $11,025 (September 30, 2017 - $Nil) accounting fee payable owing to the officers, directors, and companies controlled by the directors of the Company.

(h) Compensation of Key Management Personnel

Key management personnel are those persons that have authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly. As of September 30, 2018 and 2017, the Company's key management personnel consisted of the Company's directors and senior management (Chief Executive Officer, President, Corporate Secretary and Chief Financial Officer). The Company incurred fees and expenses in the normal course of operations in connection with the key management and directors.

Details are as follows:

Nature of Transactions		*September 30, 2018*		*September 30, 2017*
Consulting fees	$	84,000	$	78,000
Accounting services		42,000		-
Office rent		36,000		-
Directors' fees		-		28,766
Transaction costs		25,000		-
Total	$	187,000	$	106,766

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

GOING CONCERN

While the Company's annual consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume the Company to continue operation for the foreseeable future and to be able to realize its assets and discharge its liabilities in the normal course of business, certain conditions and events cast significant doubt on the validity of this assumption. As at September 30, 2018, the Company had a working capital deficiency of $124,617 (2017 - $53,730 working capital), an accumulated deficit of $44,359,956 (2017 - $43,969,734) since inception and is a shell company without an active business. Therefore, the Company's ability to continue as a going concern is dependent upon its ability to find a new business and generate profitable operations, and to obtain additional funding from loans or equity financings or through other arrangements. On March 6, 2018, the Company completed the first tranche of a private placement consisting of 1,130,000 units at $0.1875 per unit for gross proceeds of $211,875. Although the Company has previously been successful in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company.

The Company's annual audited financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

FINANCIAL INSTRUMENTS

The Company recognizes financial assets that are classified as fair value at profit or loss or available for sale, financial liabilities that are classified as fair value at profit or loss and all derivative financial instruments at fair value. Other financial assets, such as loans and receivables and investments that are held to maturity and other financial liabilities are measured at their carrying value. The Company is exposed to potential loss from various risks including credit risk, currency risk, interest rate risk, liquidity risk, market risk, political risk and commodity price risk. These risks are described in more details in Risk and Uncertainties section of this MD&A.

RISK AND UNCERTAINTIES

Credit Risk – Credit risk is the risk that one party to a financial instrument will fail to fulfil an obligation and cause the other party to incur a financial loss. Concentration of credit risk exists with respect to the Company's cash, as all amounts are held at a single major Canadian financial institution. Credit risk is minimized by ensuring that these financial assets are placed with a major Canadian financial institution with a strong investment-grade rating by a primary ratings agency.

Liquidity Risk – There is a risk that the Company will not be able to meet its financial obligations when they become due if additional capital is not available to the Company when required. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to meet its regulatory compliance obligations and to identify new business opportunities.

Market Risk - Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk. The Company is not exposed to significant market risk.

Business Risk – The Company's Directors are searching for new projects or business opportunities for the Company, however, there is a risk that the Company will not be able to identify and acquire a profitable project or business.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reported periods.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. There are no significant estimates associated with the preparation of the financial statements, except for valuation of share purchase warrants and allocation of equity financing proceeds between share capital and warrants reserve.

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. The Company's management didn't make any significant judgments as of September 30, 2018, except for the going concern assessment.

NEW ACCOUNTING POLICIES

The Company did not adopt any new accounting policies during the current year. The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards.

IFRS 9 Financial Instruments (“IFRS 9”)

IFRS 9 addresses classification and measurement of financial assets and liabilities, inducing impairment of financial assets, and hedge accounting. Under this standard, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. The accounting model for financial liabilities is largely unchanged from IAS 39 except for the presentation of the impact of own credit risk on financial liabilities designated at fair value through profit or loss. The new general hedge accounting principles under IFRS 9 are aimed to align hedge accounting more closely with risk management. This new standard does not fundamentally change the types of hedging relationships or the requirement to measure and recognize ineffectiveness; however it is expected to provide more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship. IFRS 9 is mandatorily effective for annual periods beginning on or after January 1, 2018, therefore the Company will adopt IFRS 9 on October 1, 2018. Adoption of IFRS 9 is not expected to result in significant adjustments to the carrying value of the financial instruments. Based on the initial assessment of the credit risk related to the financial instruments, there has been no significant increase in the credit risk since initial recognition of the financial instruments and no additional credit loss is expected to be recorded on the date of the initial application of IFRS 9.

IFRS 16 Leases (“IFRS 16”)

IFRS 16 replaces IAS 17 Leases. This standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. The objective is that lessees and lessors provide relevant information in a manner that faithfully represents lease transactions and gives a basis for users of financial statements to assess its effect on the financial position, financial performance and cash flows of an entity. The Company intends to adopt IFRS 16 for the annual period beginning on October 1, 2019. The Company is in the process of evaluating the impact of IFRS 16 on its financial statements.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", “propose”, "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company.

With respect to forward-looking statements listed above and contained in this MD&A, the Company has made assumptions regarding, among other things, the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth in this MD&A.

ADDITIONAL INFORMATION

For further detail, see the Company's audited consolidated financial statements and related notes for the year ended September 30, 2018 and 2017. Additional information about the Company can also be found on www.sedar.com.

CORPORATE DIRECTORY

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Exchange - TSX-V

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Helen Ko, (Director)
Adam Kniec, (Chief Financial Officer)

Audit Committee
Darryl Cardey (Chairman)
Helen Ko
Dan Placzek

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Schedule H
Interim Management Discussion and Analysis of 3Sixty

See attached.

3|SIXTY SECURE CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following is management's discussion and analysis ("MD&A") of our financial situation which will enable the reader to evaluate important variations in our financial situation for the three and nine month periods ended September 30th, 2018 and 2017. This report prepared as at October 25, 2018 intends to complement and supplement our annual financial statements ("the financial statements") as at December 31, 2017 and December 31, 2016 and should be read in conjunction with the financial statements and accompanying notes.

Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars.

Where we say "we", "us", "our" or the "Company", we mean 3|Sixty Secure Corp.

BUSINESS DESCRIPTION

The Company was established in 2013 and became operational in 2014. 3|Sixty provides risk mitigation services to the public and private sectors. These services are primarily in the risk management spectrum, from providing secure transport services nationally, to embedding security specialists within Canada. The Company also is focused on physical security and transportation within the cannabis industry.

The Company is a reporting issuer in the province of Ontario with plans to list on the Canadian Securities Exchange (CSE).

HIGHLIGHTS AND OVERALL PERFORMANCE

The Company changed its business model from consulting based services in 2016 to that of a risk mitigation and secured logistics company. The Company anticipates providing security and secured transportation to the cannabis sector but has also identified strategic industries to focus on. The company has secured significant contracts with Canadian licensed producers for its services. There can be no assurance that the Company will be successful in its ventures, or that it will meet the conditions for listing on the CSE. To execute this change in business the Company has reorganized its management and added new directors to its board.

On September 20th, 2018, Petro Vista Energy Corp. (NEX: PTV.H) ("Petro Vista") announced that it has entered into a letter of intent (the "Letter Agreement") with 3 Sixty Secure Corp., a privately held corporation existing under the provisions of the Canada Business Corporations Act ("3Sixty") and Total Cannabis Security Solutions Inc. ("TCSS"), a privately held corporation existing under the provisions of the Business Corporations Act (Ontario) (the "OBCA"), which outlines the general terms and conditions pursuant to which Petro Vista, 3Sixty and TCSS have agreed to complete a transaction (the "RTO Transaction") that will result in a reverse take-over of Petro Vista by an amalgamated corporation ("Amalco") resulting from the prior amalgamation of 3Sixty and TCSS. The Letter Agreement was negotiated at arm's length and is effective as of September 20, 2018. In connection with, and immediately prior to, the completion of the Transaction, 3Sixty will continue under the OBCA and will amalgamate with TCSS (the "PrivateCo Amalgamation") under the OBCA in accordance with the terms of a transaction agreement between 3Sixty and TCSS dated as of the date hereof (the "Transaction Agreement

Prior to the completion of the RTO Transaction and in accordance with the terms of the Transaction Agreement, 3Sixty will continue under the OBCA and amalgamate with TCSS under the OBCA to form Amalco and Amalco will continue the business of 3Sixty and TCSS under the name "3 Sixty Secure Corp.".

SUBSEQUENT EVENTS

SELECTED FINANCIAL INFORMATION

The following table sets forth selected data derived from the unaudited financial information for the Company for the three and nine months ending September 30, 2018 and September 30, 2017. The financial information below has been prepared in accordance with IFRS and may not be indicative of 3|Sixty's future performance:

(in $ thousands)	Three-Months Ended		Nine months ended	
	September 30, 2018	September 30, 2017	**September 30, 2018**	**September 30, 2017**
Revenue	**1,450,950**	32,566	**2,506,386**	202,129
General and administrative	**3,130,859**	69,833	**5,114,855**	237,383
Financing costs	**19,212**	590	**35,205**	3,502
Net (loss) and comprehensive (loss)	**(1,699,121)**	(37,857)	**(2,643,675)**	(38,756)

Revenue for the three months ended September 30, 2018 was $1,450,950, up 4,355% from $32,566 for the three months ended September 30, 2017 due to the increase in engaged customers for both security and secured transportation services. The revenue for the nine month period ended September 30, 2018 was $2,506,386, up 1,140% form $202,129 for the nine months ended September 30, 2017 due to the increased demand in the Company's services which will continue to grow into the balance of the year.

For the three months ended September 30, 2018, general and administrative expenses totalled $3,310,859, up 4,383% from $69,833 for the nine months ended September 30, 2017. The increase in general and administrative expenses is highlighted in the table below.

Schedule of expenses by type	Three Months period ended	
	September 30, 2018	**September 30, 2017**
Wages and benefits	$1,576,919	$21,506
Consultants	368,751	22,522
Training	12,336	$13,692
Amortization	374,946	-
Travel	15,070	2,953
Advertising	179,629	763
Insurance	67,020	-
Vehicle	134,738	-
Other	401,448	$8,397
Total	$3,130,859	$69,833

For the nine months period ended September 30, 2018, general and administrative expenses totalled $5,114,855, up 2,055% from $237,383 for the nine months period ended September 30, 2017. The increase in general and administrative expenses is highlighted in the table below.

Schedule of expenses by type	Nine Months period ended	
	September 30, 2018	**September 30, 2017**
Wages and benefits	$3,011,651	$60,472
Consultants	512,753	62,246
Training	24,330	67,456
Amortization	374,946	-
Travel	45,020	7,174
Advertising	212,321	2,374
Insurance	73,645	-
Vehicle	235,924	5,371
Other	624,267	32,290
Total	$5,114,855	$237,383

During the three month period ended September 30, 2018, the Company recorded net loss of $1,699,121, compared to a net loss of $37,857 in the three month period ended September 30, 2017. Salaries and wages make up the bulk of the expenses year-over-year. The increase in revenue and the increase in general and administrative costs for the three month period ended September 30, 2018 are related to the increase in the business both from an increase in customer demand for services and an increase in employees to meet the needs of the business.

During the nine month period ended September 30, 2018, the Company reported a net loss of $2,643,675, compared to a net loss of $38,756 for the nine month period ended September 30, 2017. The results are driven by an increase in revenue which has seen an significant increase in volume of customers as well as increase in employees which are needed to satisfy the needs of customers. The results presented are not indicative of future results.

LIQUITIDY

At September 30, 2018 the Company had cash of $2,753,893 (December 31, 2017 – $98,227) which management considers being insufficient to continue operations for the coming year. In order to continue operations, and in particular, to fund growth, the Company will need to raise additional capital. The Company expects to finance operating costs by public or private placement of common shares, exercise warrants, exercise of options, or debt financing.

CAPITAL RESOURCES

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital and deficit.

The Company manages its capital structure and makes adjustments to it in light of economic conditions and financial needs. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

WORKING CAPITAL

At the September 30, 2018, the Company had positive working capital of $2,931,193 (December 31, 2017 – ($4,416)) which management considers insufficient to continue its operations for the coming fiscal year. The Company will seek to raise further funds from, private placements, financings, loans from directors in order to continue operations, and in particular to fund ongoing growth and expenditure commitments as they arise. The Company also plans to finance through private and public offerings.

Working Capital

For the period ended	Sept 30, 2018	Dec 31, 2017
Total Assets	8,335,673	403,722
Total Liabilities	3,774,954	372,684
Working Capital	2,931,193	4,416
Shareholder's Equity	4,560,719	31,038

CASH GENERATED BY OPERATING ACTIVITIES

Net cash used by operating activities during the nine months ended September 30, 2018 was $3,514,102 (2017 – $96,077) the decrease in cash generated of $3,418,025 is driven by the net loss in the period which came as a result of the scaling of the business which required the additional headcount to service the business and its customers.

CASH USED IN INVESTING ACTIVITIES

The Company used $4,184,156 during the nine months ended September 30, 2018 (2017 – $171,355) the cash used was to acquire assets for the business.

CASH GENERATED BY FINANCING ACTIVITIES

Total net cash generated during the nine months ended September 30, 2018 was $10,317,924 (2017 – $2,949) by the issuance shares via a private placement and the securing of loans payable. The loans were used to secure further assets of the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

For the nine months period ended September 30, 2018, the Company made payments on behalf of a shareholder totalling $30,261 (2017 – nil). The nature of the expenses relate to general business purposes.

OUTSTANDING SHARE DATA

The Company has authorized 71,206,688 common shares issued and outstanding as at September 30, 2018.

ADDITIONAL DISCLOSURE FOR JUNIOR ISSUERS

PROPOSED TRANSACTIONS

There are currently no significant proposed transactions except as otherwise disclosed in this MD&A. Confidentiality agreements and non-binding agreements may be entered into from time to time, with independent entities to allow for discussions of the potential acquisition and/or development of the business.

APPROVAL

The Board of Directors oversees management's responsibilities for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of

the Company. The Board of Directors of the Company has approved the financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

FORWARD-LOOKING-INFORMATION-ADVISORY

Statements included in this document that do not relate to present or historical conditions are "forward-looking statements". Forward-looking statements are projections in respect of future events or the Company's future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "intend", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", or "continue", or the negative of these terms or other comparable terminology. Forward-looking statements in this Listing Statement include statements with respect to: (i) the Company's future strategies, outlook, investment opportunities and anticipated events or results; (ii) the anticipated future corporate plans, growth, objectives, operating strategies and initiatives for 3|Sixty and the related anticipated benefits; and (iii) 3|Sixty's future capital deployment. These statements are only predictions and involve known and unknown risks and uncertainties and other factors which may cause the Company's actual results, levels of activity or performance to be materially different from any future results, levels of activity or performance expressed or implied by these forward-looking statements.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity or performance. Further, any forward-looking statements speak only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of such factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

Forward Looking Information

Certain statements in this document constitute "forward-looking statements" and are based on current expectations and involve risks and uncertainties, referred to above and or in 3|Sixty Secure Corp's financial statements for the three and nine month period ended September 30, 2018, that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in the forward-looking statements. Future results will not be consistent with the expectations of the Company, cannabis prices, demand for cannabis, legislative factors relating to prices, taxes, importing and exporting cannabis are or may be factors in future results. This list is not exhaustive and should be considered carefully by prospective investors, who should not place undue reliance on such forward-looking statements. Factors that could cause actual results, developments or events to differ materially from those anticipated include, among others, the factors described or referred to elsewhere herein including, without unanticipated and/or unusual events as well as actual results of planned programs and associated risk. Many of such factors are beyond 3|Sixty's ability to control or predict. Actual results may differ materially from those anticipated. Readers of this MD&A are cautioned not to put undue reliance on forward looking statements due to their inherent uncertainty. Forward-looking statements are made based upon management's beliefs, estimate and opinions on the date the statements are made, which management believes are reasonable, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law. These forward-looking statements should not be relied upon as representing management's views as of any date subsequent to the date of this MD&A.