HeyBryan

(the "**Company**" or the "**Issuer**")

Form 2A
LISTING STATEMENT
Dated September 29, 2019

TABLE OF CONCORDANCE

This table provides the corresponding section to page numbers between the Canadian Securities Exchange Form 2A Listing Statement and the Company's Final Long Form Prospectus dated August 13, 2019 (the "**Prospectus**"), filed under the Company's profile on SEDAR (*www.sedar.com*), a copy of which is attached hereto as Schedule "A".

	Information Required by Form 2A Listing Statement	Corresponding Item in Prospectus	Prospectus Page Number
1.	**Table of Contents**	Table of Contents	5 – 7
2.	**Corporate Structure**		
	2.1 Name	Name, Address and Incorporation; Intercorporate Relationships	18
	2.2 Incorporating Statute	Name, Address and Incorporation; Intercorporate Relationships	18
	2.3 Intercorporate Relationships	Intercorporate Relationships	18
	2.4 Requalifying / Fundamental Change	Not applicable	–
	2.5 Non-corporate / non-Canadian Issuers	Not applicable	–
3.	**General Development of the Business**		
	3.1 Development of business over past 3 financial years (and subsequent period)	Description of the Business	19 – 45
	3.2 Significant Acquisitions and Dispositions	Description of the Business	19 – 45
	3.3 Material trends, commitment, event, uncertainty	Risk Factors	64 – 73

	Information Required by Form 2A Listing Statement	Corresponding Item in Prospectus	Prospectus Page Number
4.	**Narrative Description of the Business**		
	4.1 Description of business	Description of the Business	19 – 45
	4.1(1)(a) Objectives within 12 month period	Use of Proceeds	30 – 33
	4.1(1)(b) Significant event or milestone that must occur for business objectives to be accomplished, time period for occurrence and costs related to each event	Use of Proceeds – Business Objectives and Milestones	32
	4.1(1)(c) Total funds available and breakdown of funds	Use of Proceeds – Available Funds	30
	4.1(1)(d) Principal purposes for which funds will be used	Use of Proceeds – Principal Purposes	30 – 31
	4.1(2)(a) Methods of distribution and principal markets for products and services	Description of the Business	19 – 26, 28 – 29
		Platform Features and Functionality	20
		Market	25
		Competition	25
	4.1(2)(b) Information concerning production and sales	Use of Proceeds	30 – 33
	4.1(2)(c) Information concerning the development of products and services	Use of Proceeds	30 – 33
	4.1(3)(a) Proposed method of providing services	Description of the Business – Platform Features and Functionality to Home Services Information Model	20 – 26
	4.1(3)(b) Lease or Mortgage Information	Use of Proceeds	30 – 31
	4.1(3)(c) Specialized skill and knowledge requirements	Not applicable	-
	4.1(3)(d) Sources, pricing and availability of raw materials, component parts or finished products	Description of the Business	19 – 45
	4.1(3)(e) Intellectual property, Intangibles	Intellectual Property	22
	4.1(3)(f) Seasonality of the business	Not applicable	–

	Information Required by Form 2A Listing Statement	Corresponding Item in Prospectus	Prospectus Page Number
	4.1(3)(g) The impact on operations of termination or renegotiation of contracts in the 12 months following the date of the Listing Statement	Risk Factors	64 – 73
	4.1(3)(h) The impact of environmental protection requirements	Not applicable	–
	4.1(3)(i) Number of employees	Employees	26
		Employment, Consulting and Management Agreements	56
	4.1(3)(j) Foreign operations risks	Not applicable	–
	4.1(3)(k) Dependence on contracts	Risk Factors	64 – 73
	4.1(3)(l) The impact on operations of termination or renegotiation of contracts in the current financial year	Risk Factors	64 – 73
	4.1(4) Competitive conditions in principal markets and competitive advantage	Competition	25
	4.1(5) Lending operations, investment policies and lending and investment restrictions	Not applicable	–
	4.1(6) Bankruptcy, receivership or similar proceedings	Cease Trade Orders, Bankruptcies, Penalties or Sanctions	49
	4.1(7) Material reorganization	Not applicable	–
	4.1(8) Social or environmental policies	Not applicable	–
	4.2 Disclosure by issuers with asset-backed securities	Not applicable	–
	4.3 Disclosure by issuers with mineral projects	Not applicable	–
	4.4 Disclosure by issuers with oil and gas operations	Not applicable	–
5.	**Selected Consolidated Financial Information**		
	5.1 Annual Information – Financial data for the last 3 completed financial years and any subsequent period where financial statements have been prepared, accompanied by discussion	Summary of Financial Information *…continued next page*	17

	Information Required by Form 2A Listing Statement	Corresponding Item in Prospectus	Prospectus Page Number
	5.1 Annual Information – *continued*	Consolidated audited financial statements of HeyBryan Media Inc. for the financial year ended December 31, 2018 and December 31, 2017	Appendix A
	5.2 Quarterly Information – for 8 most recently completed quarters	MD&A for HeyBryan Media Inc. for financial year ended December 31, 2018 and for the financial year ended December 31, 2017, and the three months ended March 31, 2019	Appendix B
	5.3 Dividends – Restrictions on paying dividends and dividend policy	Dividends or Distributions	33
	5.4 Foreign GAAP	N/A	N/A
6.	**Management's Discussions and Analysis ("MD&A")**		
	Annual MD&A	MD&A for HeyBryan Media Inc. for financial year ended December 31, 2018 and 2017	Appendix B
	Interim MD&A	MD&A for HeyBryan Media Inc. for the three and nine months ended March 31, 2019	Appedix B
7.	**Market for Securities**		
	7.1 Exchanges / quotation / trade reporting systems	Not applicable	–
8.	**Consolidated Capitalization**		
	8.1 Material change and effect on share and loan capital since recently completed fiscal year	Consolidated Capitalization	36 – 38
9.	**Options to Purchase Securities**		
	9.1 Options to purchase securities	Options	35
		Options and Other Rights to Purchase Securities	39 – 40
10.	**Description of the Securities**		
	10.1 Description of all material attributes and characteristics of each class of equity securities	Description of the Securities	34 – 36
	10.2 Description of debt securities being listed, if any	Not applicable	–
	10.4 Description of other securities being listed	Not applicable	–

	Information Required by Form 2A Listing Statement	Corresponding Item in Prospectus	Prospectus Page Number
	10.5 Modification of terms or amendment or variation of any rights attached to securities being listed	Rights of Withdrawal and Rescission	80
	10.6 Limitations or qualifications on rights attaching to securities being listed as a result of other classes of securities	Not applicable	–
	10.7 Prior Sales	Prior Sales	41 – 42
	10.8 Stock Exchange Price	Not applicable	–
11.	**Escrowed Securities**		
	11.1 Table of escrowed securities	Escrowed Securities and Securities Subject to Contractual Restriction on Transfer	43 – 45
12.	**Principal Shareholders**		
	12.1 Principal Shareholders as of specified date not more than 30 days before date of listing	Principal Shareholders	45
13.	**Directors and Officers**		
	13.1 Name, municipality of residence, position(s) within past 5 years of each director and officer	Directors and Executive Officers – Name, Occupation and Security Holdings	46 – 48
	13.2 Term of office of directors	Term of Office of Directors	48
	13.3 Number and percentage of securities owned	Aggregate Ownership of Securities	48
	13.4 Board committees and members	Audit Committee and Corporate Governance	58 – 62
	13.5 Principal occupation if that occupation is acting as a director or officer of another company	Directors and Executive Officers – Name, Occupation and Security Holdings	46 – 48
	13.6 Cease trade order or bankruptcy	Cease Trade Orders, Bankruptcies, Penalties or Sanctions	49
	13.7 & 13.8 Penalties and sanctions	Cease Trade Orders, Bankruptcies, Penalties or Sanctions	49
	13.9 Bankruptcy proceedings	Cease Trade Orders, Bankruptcies, Penalties or Sanctions	49

	Information Required by Form 2A Listing Statement	Corresponding Item in Prospectus	Prospectus Page Number
	13.10 Conflicts of interest	Conflicts of Interest	50
	13.11 Information regarding management	Directors and Executive Officers	46 – 48
14.	**Capitalization**		
	14.1 Chart with respect to each class of securities to be listed, including public float, freely-tradeable float, public securityholders (registered), public securityholders (beneficial), non-public securityholders (registered)	See charts attached hereto as Schedule “B”	–
	14.2 Chart with respect to securities convertible or exchangeable into class of listed securities	See charts attached as hereto as Schedule “B”	–
	14.3 Listed securities reserved for issuance not included in item 14.2	See charts attached as hereto as Schedule “B”	–
15.	**Executive Compensation**		
	15.1 Statement of Executive Compensation	Executive Compensation	53 – 57
16.	**Indebtedness of Directors and Executive Officers**		
	16.1 Aggregate Indebtedness	Indebtedness of Directors and Officers	57
	16.2 Indebtedness of Directors and Officers under (1) Securities Purchase and (2) Other Programs	Not applicable	–
17.	**Risk Factors**		
	17.1 Risk factors related to the Company and its business	Risk Factors	64 – 73
	17.2 Risk of additional contribution	Not applicable	–
	17.3 Other material risk factors	Risk Factors	64 – 73
18.	**Promoters**		
	18.1 Identity of promoters, shares held and assets acquired from or transferred to the Company by promoters	Promoters, Executive Compensation, Principal Common Shareholders, Directors and Executive Officers, Interests of Management and Others in Material Transactions, and Material Contracts	49, 53 – 55, 45, 46 – 52, 74, 75 – 79

	Information Required by Form 2A Listing Statement	Corresponding Item in Prospectus	Prospectus Page Number
	18.2 Promoter subject to cease trade order, bankruptcy, penalties or sanctions	Cease Trade Orders, Bankruptcies, Penalties or Sanctions	49
19.	**Legal Proceedings**		
	19.1 Material legal proceedings	Legal Proceedings and Regulatory Actions	73
	19.2 Regulatory actions	Legal Proceedings and Regulatory Actions	73
20.	**Interest of Management and Others in Material Transactions**		
	20.1 Management interests in material transactions	Interests of Management and Others in Material Transactions	74
21.	**Auditors, Transfer Agents and Registrars**		
	21.1 Name and address of the auditor for the Company	Auditors, Transfer Agents and Registrars	75
	21.2 Name and location of transfer agent for each class of securities	Auditors, Transfer Agents and Registrars	75
22.	**Material Contracts**		
	22.1 Particulars for each material contract	Material Contracts	75 – 79
	22.2 Copies of co-tenancy, unitholders' or limited partnership agreements	Not applicable	–
23.	**Interest of Experts**		
	23.1 Direct or indirect interests of experts in the property of the Company or a Related Party	Experts	79
	23.2 Direct or indirect interests of experts in the securities of the Company or a Related Party	Experts	79
	23.3 Statement to the effect that ownership interest is less than 1%	Experts	79
	23.4 Disclosure that expert is, or is expected to be, appointed as a director or officer of the Issuer	Not applicable	–

	Information Required by Form 2A Listing Statement	Corresponding Item in Prospectus	Prospectus Page Number
24.	**Other Material Facts**		
	24.1 Describe other material facts not disclosed elsewhere	Other Material Facts	79
25.	**Financial Statements**		
	25.1 Audited financial statements including auditor's report	Consolidated audited financial statements of HeyBryan Media Inc. for the financial year ended December 31, 2018 and December 31, 2017	Appendix A
	25.2 Additional information for issuers re-qualifying for listing following a fundamental change	Not applicable	–
	Certificate of the Issuer	Certificate of the Issuer	208

SCHEDULE "A" – Final Long Form Prospectus

SCHEDULE "B" – Form 2A, Section 14 – Capitalization Tables

SCHEDULE "C" – Certificate of the Issuer

SCHEDULE "A"

[*Inserted as the following pages*]

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities.

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

PROSPECTUS

HeyBryan

INITIAL PUBLIC OFFERING

August 13, 2019

Up to $3,000,000
Maximum 10,000,000 Units, $3,000,000
Minimum 8,000,000 Units, $2,400,000

Price: $0.30 per Unit

This prospectus qualifies the distribution (the "**Offering**") of up to 10,000,000 units (each a "**Unit**", collectively the "**Units**") of HeyBryan Media Inc. ("**HeyBryan**" or the "**Company**"), at a price of $0.30 per Unit (the "**Offering Price**") for gross proceeds of up to $3,000,000 (the "**Offering**").

Each Unit will consist of one common share in the capital of the Company (a "**Common Share**", and each Common Share comprising part of a Unit, a "**Unit Share**") and one Common Share purchase warrant (each, a "**Warrant**" and each Warrant comprising part of a Unit, a "**Unit Warrant**"). Each whole Unit Warrant will entitle the holder thereof to acquire one Common Share (a "**Warrant Share**") at an exercise price of $0.50 until 5:00 p.m. (Toronto time) on the date that is two months from the Closing Date (as defined herein), and at an exercise price of $1.00 thereafter until 5:00 p.m. (Toronto time) on the date that is 24 months from the Closing Date (as defined herein).

The Units are being offered for sale to the public in the provinces of British Columbia, Alberta and Ontario through our agent, Leede Jones Gable Inc. (the "**Agent**") on a commercially reasonable efforts basis. The Offering Price has been determined by negotiation between the Company and the Agent.

The Offering is subject to a minimum subscription of 8,000,000 Units. Pursuant to securities legislation, unless an amendment to the final Prospectus has been filed and the regulator has issued a receipt for the amendment, the distribution period for the Offering must cease within 90 days after the date of the receipt for the final Prospectus, provided that the total distribution period for the Offering must cease on or before the date that is 180 days from the date a receipt is issued for the final Prospectus. See "*Plan of Distribution*".

	Price to Public (Maximum Offering)	Price to Public (Minimum Offering)	Agent's Fee (Maximum Offering)(1)	Agent's Fee (Minimum Offering)(1)	Net Proceeds to the Company (Maximum Offering)(2)(3)	Net Proceeds to the Company (Minimum Offering)(2)(3)
Per Unit	$0.30	$0.30	$0.03	$0.03	$0.27	$0.27
Total	$3,000,000	$2,400,000	$300,000	$240,000	$2,700,000	$2,160,000

Notes:

(1) In consideration for the services rendered by the Agent in connection with the Offering, we have agreed to pay the Agent a cash commission on the closing date of the Offering equal to 10% of the gross proceeds from the Offering (the "**Agent's Fee**"). In addition, we have agreed to issue to the Agent such number of agent's options (the "**Agent's Option**") as is equal to 10% of the number of the Units sold pursuant to the Offering, including in respect of the Over-Allotment Option for additional units. Each Agent's Option entitles the holder to purchase a unit (an "**Agent's Option Unit**") at a price of $0.30 per Agent's Option Unit for a period of 24 months from the Closing Date. Each Agent's Option Unit is comprised of one Common Share (an "**Agent's Option Share**") and one Warrant (an "**Agent's Option Warrant**"). Each Agent's Option Warrant will entitle the Agent to acquire, subject to adjustment in certain circumstances, one Common Share at an exercise price of $0.50 for a period of 24 months from the Closing Date. We have also agreed to pay the Agent a corporate finance fee of $40,000 plus GST (the "**Corporate Finance Fee**"), of which $15,750 inclusive of GST has been paid in advance as a non-refundable fee, along with a retainer of $35,000 for the Agent's out of pocket expenses which has been paid. The Agent's Options are qualified for distribution by this Prospectus. See "*Plan of Distribution*".

(2) After deducting the Agent's Fee, but before deducting estimated expenses for the Offering of $73,500 including GST: $26,250 of which consists of the unpaid portion of the Corporate Finance Fee to be paid by us from the proceeds of the Offering, $15,750 of which consists of the application fee to the Exchange, $10,500 of which consists of estimated Transfer Agent fees and filing fees, and $21,000 consists of estimated professional fees.

(3) We have granted the Agent an option (the "**Over-Allotment Option**"), which expires within 14 days of the Closing Date, to purchase up to an additional number of Units equal to 15% of the number of Units sold pursuant to the Offering on the same terms as set out above to cover over-allotments, if any. The distribution of the Over-Allotment Option and the Units issuable upon the exercise of the Over-Allotment Option are qualified by this Prospectus. If the Over-Allotment Option is exercised in full, the additional price to the public, Agent's Fee and net proceeds to us (before deducting expenses of the Offering) will be $450,000, $45,000 and $405,000, respectively. A purchaser who acquires Units forming part of the Agent's over-allocation position acquires those Units under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Any investment in the Units is speculative due to various factors, including the nature of our business. An investment in these securities should only be made by persons who can afford a total loss of their investment. See "*Risk Factors*".

A summary of the options granted by us to the Agent follows:

Agent's position	Maximum size or number of securities available [(1)(2)]	Exercise period or acquisition date	Exercise price or average acquisition price ($)
Over-Allotment Option[(3)]	1,500,000 Units	up to 14 days after the Closing Date	$0.30
Agent's Option Units	1,150,000 Agent's Option Units[(4)]	24 months after the Closing Date	$0.30 per Agent's Option Share

Notes:

(1) Assuming the Over-Allotment Option is exercised in full.

(2) The Agent's Options, Over-Allotment Option and Over-Allotment Units are qualified for distribution under this Prospectus. See "Plan of Distribution".

(3) Over-Allotment Units will not be retained by the Agent, but are issued to cover over-allotted subscriptions received from subscribers.

(4) Assuming the maximum subscription with the Over-Allotment Option. Each Agent's Option entitles the holder thereof to purchase one Agent's Option Unit at a price of $0.30 per Agent's Option for a period of 24 months from the Closing Date.

An investment in the Units should be considered speculative due to the nature of the Company's business and its stage of development. There is no guarantee that the Company will be able to secure financing to meet its future needs on reasonable terms. Due to the nature of our business, an investment in any of our securities is speculative and involves a high degree of risk that should be considered by potential investors. For these reasons, the Offering is suitable only for those purchasers who are able to make long term investments and who are able to risk a loss of their entire investment. Potential purchasers should read this entire prospectus and consult their professional advisors before investing. See "*Risk Factors*" and "*Forward Looking Statements*".

As at the date of this Prospectus, we do not have any of our securities listed or quoted on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a market outside Canada and the United States of America. We have applied to list our common shares on the Canadian Securities Exchange. Listing on the Exchange will be subject to us fulfilling all of the listing requirements of the Canadian Securities Exchange, including without limitation, the distribution of the common shares to a minimum number of public shareholders and us meeting certain financial and other requirements. See "*Risk Factors*". The listing of our Common Shares will be subject to us fulfilling all of the listing requirements of the Canadian Securities Exchange, which cannot be guaranteed.

The Agent, or registered sub-agents who assist the Agent in the distribution of the Units, conditionally offers these securities for sale on a commercially reasonable basis, subject to prior sale, if, as and when issued by us and accepted by the Agent in accordance with the terms of the Agency Agreement, and subject to the approval of certain legal matters by Owen Bird Law Corporation, on the Company's behalf, and Harper Grey LLP, on behalf of the Agent. See '*Plan of Distribution*' for further details concerning the Agency Agreement. Subscriptions for the Units offered under this Prospectus will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

In this Prospectus, references to "HeyBryan", the "Company", "we", "us" and "our" refer to HeyBryan Media Inc. and/or, as applicable, one or more of its subsidiaries.

Investors should rely only on the information contained in this prospectus. The Company has not authorized anyone to provide investors with different information. The Company is not offering the Units in any jurisdiction in which the offer is not lawfully permitted. Investors should not assume that the information contained in this prospectus is accurate as of any date other than the date of this prospectus. Subject to the Company's obligations under applicable securities laws, the information contained in this prospectus is accurate only as of the date of this prospectus regardless of the time of delivery of this prospectus or of any sale of the Units.

Spiros Margaris, a director of the Company, resides outside of Canada. Spiros Margaris has appointed Owen Bird Law Corporation as agent for service of process. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the person or company has appointed an agent for service of process.

AGENT

Leede Jones Gable Inc.
1140 Pender St W #1800, Vancouver, BC V6E 4G1

TABLE OF CONTENTS

GLOSSARY OF TERMS

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

Acquisition	means the acquisition of HeyBryan Inc. and FastTask Inc. on August 27, 2018 and described under the heading "*Acquisition of HeyBryan Inc. and FastTask Inc.*"
Agent	means Leede Jones Gable Inc.
Agency Agreement	means the Agency Agreement dated August 6, 2019 between us and the Agent as further described under "*Material Contracts*".
Agent's Option	is defined on page 2 of this Prospectus.
Agent's Option Share	is defined on page 2 of this Prospectus, see also "*Plan of Distribution*".
Agent's Option Unit	is defined on page 2 of this Prospectus, see also "*Plan of Distribution*".
Agent's Option Warrant	is defined on page 2 of this Prospectus, see also "*Plan of Distribution*".
App or HeyBryan App	means the application described under the heading "*Platform Features and Functionality*";
Audit Committee	means a committee established by and among the Board for the purpose of overseeing our accounting and financial reporting processes and audits of our financial statements.
Auditors	means Davidson & Company LLP.
BCBCA	means the *Business Corporations Act,* R.S.B.C. 2002, c. 57 including the regulations thereunder, as amended.
Board	means the Board of Directors of the Company.
Business Day(s)	means any day excepting a Saturday or Sunday or a day recognized as a statutory holiday in Vancouver, British Columbia.
CBCA	means the *Canada Business Corporations Act*, RSC, 1985, c C-44 including the regulations thereunder, as amended.
CEO	means Chief Executive Officer.
CFO	means Chief Financial Officer.
CTO	means Chief Technology Officer.
"close of business"	means, on any Business Day, 5:00 p.m., Vancouver, BC time.
Closing Date	means the date on which the Offering is closed, such date to be determined by the Company and the Agent.
Common Share or Share	means a common share in the capital of HeyBryan Media Inc.

Common Shares or Shares	means the common shares, as presently constituted in the capital of HeyBryan Media Inc.
Company	means HeyBryan Media Inc.
Convertible Debentures	has the meaning set out in "*Description of Securities – Convertible Debentures*".
CSE	means the Canadian Securities Exchange.
Debenture Unit(s)	has the meaning set out in "*Description of Securities – Convertible Debentures*".
Debenture Warrant(s)	has the meaning set out in "*Description of Securities – Convertible Debentures*".
Endorsement and License Agreement	means the endorsement and license agreement dated June 1, 2018, as amended by a Letter of Acknowledgement dated May 8, 2019, among HeyBryan SubCo, Baeumler Productions Inc. and Bryan Baeumler.
Escrow Agent	means Computershare Investor Services Inc.
Escrow Agreement	means the agreement effective July 22, 2019 among the Company, the Escrow Agent, and certain shareholders of the Company whereby the Escrowed Shares are held in escrow by the Escrow Agent.
Escrowed Shares	means those 19,481,494 previously issued Shares which are subject to the Escrow Agreement.
Exchange	means the Canadian Securities Exchange.
FastTask SubCo	means FastTask Inc., a corporation incorporated under the CBCA and a wholly-owned subsidiary of HeyBryan.
Finder's Fee Agreement	means the finder's fee agreement dated June 1, 2018 between HeyBryan Media Inc. and Howe and Bay Financial Corp. whereby HeyBryan Media Inc. agreed to compensate Howe and Bay Financial Corp. for introducing HeyBryan Media Inc. to a party for the purpose of facilitating a transaction.
GST	means Goods and Services Tax (Canadian Federal Tax).
HeyBryan	means HeyBryan Media Inc., a corporation incorporated under the *BCBCA*.
HeyBryan App or App	means the application described under the heading *"Platform Features and Functionality"*.
HeyBryan Home-Service Experts or Tasker or Taskers	means service providers offering their services through the HeyBryan App who accept and perform the tasks proposed by consumers.
HeyBryan SubCo	means HeyBryan Inc., a corporation incorporated under the CBCA as a wholly-owned subsidiary of HeyBryan.
IFRS	means International Financial Reporting Standards as issued by the International Accounting Standards Board.
Issuer	means the Company, as specifically referred to in this Prospectus
Listing	means the listing of our Common Shares on the Exchange.
Listing Date	means the date on which the Common Shares are listed for trading on the Exchange.

Maximum Offering	means the sale to the public in the Selling Provinces through the Agent of a maximum of 10,000,000 Units at a price of $0.30 per Unit for maximum gross proceeds of $3,000,000. See "Plan of Distribution".
MD&A	means management's discussion and analysis.
Media Partner	means Bryan Baeumler and Baeumler Productions Inc. collectively.
Minimum Offering	means the sale to the public in the Selling Provinces through the Agent of a minimum of 8,000,000 Units at a price of $0.30 per Unit for minimum gross proceeds of $2,400,000. See "*Plan of Distribution*".
N/A	means not applicable.
NEO	means each of the following individuals: (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as CEO, including an individual performing functions similar to a CEO; (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as CFO, including an individual performing functions similar to a CFO; (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000 for that financial year; (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.
NI 45-102	means National Instrument 45-102 *Resale of Securities* issued by the Canadian Securities Administrators.
NI 46-201	means National Policy 52-110 *Escrow for Initial Public Offerings* issued by the Canadian Securities Administrators.
NI 52-110	means National Instrument 52-110 *Audit Committees* issued by the Canadian Securities Administrators.
NI 58-101	means National Instrument 58-101 *Disclosure of Corporate Governance Practices* issued by the Canadian Securities Administrators.
Offering	means the offering for sale to the public in the Selling Provinces through the Agent of a maximum of 10,000,000 Units and a minimum of 8,000,000 Units at a price of $0.30 per Unit. See "*Plan of Distribution*".
Offering Price	means $0.30 per Unit**.**
Operating Agreement	means the operating agreement dated June 25, 2018 between FastTask Inc. and Thrive Activations Inc.
Options	means the stock options of the Company outstanding as of the date of this Prospectus and summarized under "*Options and Other Rights to Purchase Securities of the Company*" of this Prospectus.
Over-Allotment Option	is defined on the second page of this Prospectus.
Over-Allotment Units	means the Units for sale to the public upon exercise of the Over-Allotment Option.

Prospectus	means this document.
SEDAR	means the System for Electronic Document Analysis and Retrieval for the filing of disclosure documents by reporting issuers in Canada, accessible at www.sedar.com.
Selling Provinces	means British Columbia, Alberta and Ontario.
Share Purchase Agreement	means the share purchase agreement dated as of August 27, 2018 made among HeyBryan, the shareholders of FastTask Inc. and the shareholders of HeyBryan Inc., pursuant to which HeyBryan purchased all the shares in FastTask Inc. and HeyBryan Inc.;
Stock Option Plan	means the stock option plan adopted by the Board of Directors as described under "*Options and Other Rights to Purchase Securities of the Company*".
Subsidiaries	means FastTask Inc. and HeyBryan Inc. collectively,
Subsidiary	means either of FastTask Inc. or HeyBryan Inc.
Tasker or Taskers or HeyBryan Home-Service Experts	means service providers offering their services through the HeyBryan App who accept and perform the tasks proposed by consumers;
Thrive	means Thrive Activations Inc.
Transfer Agent	means Computershare Investor Services Inc.
Unit	is defined on the first page of this Prospectus.
Unit Share(s)	is defined on the first page of this Prospectus.
Unit Warrant(s)	is defined on the first page of this Prospectus. See also "*Plan of Distribution*".
U.S.	means the United States of America.
Warrants	means the Common Share purchase warrants of the Company outstanding as of the date of this Prospectus and summarized under the subheading "*Description of Securities – Warrants*" of this Prospectus.
Warrant Share	is defined on the first page of this Prospectus.
"we", "our", "us", "HeyBryan", or "the Company"	means the consolidated entity of HeyBryan Media Inc. and our wholly-owned subsidiaries, FastTask Inc. and HeyBryan Inc., unless the context requires otherwise.

APPENDICES

The following Appendices attached hereto are incorporated herein and form an integral part of this Prospectus:

A - Audited Financial Statements of the Company for the years ended December 31, 2018 and 2017; Unaudited Financial Statements of the Company for the 3-month period ended March 31, 2019; Audited Financial Statements of FastTask Inc. for the period from incorporation on February 3, 2017 to December 31, 2017; Unaudited Financial Statements of FastTask Inc. for the 6-month period ended June 30, 2018; and Audited Financial Statements of HeyBryan Inc. for the period from incorporation on April 30, 2018 to June 30, 2018.

B - Management's Discussion and Analysis of the Company for the years ended December 31, 2018 and 2017; Management's Discussion and Analysis of the Company for the 3-month period ended March 31, 2019; Management's Discussion and Analysis of FastTask Inc. for the period from incorporation on February 3, 2017 to December 31, 2017; Management's Discussion and Analysis of FastTask Inc. for the 6-month period ended June 30, 2018; and Management's Discussion and Analysis of HeyBryan Inc. for the period from incorporation on April 30, 2018 to June 30, 2018.

C - Audit Committee Charter of the Company.

CURRENCY PRESENTATION

In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to "$" and "dollars" are to Canadian dollars. All references to "US$", "USD" or "United States dollars" are to United States currency.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

This prospectus contains "forward looking information" within the meaning of applicable Canadian securities legislation. Wherever possible, words such as "plans", "expects", or "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, have been used to identify forward looking information.

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

Forward looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Management believes that the assumptions and expectations reflected in such forward looking statements are reasonable. Assumptions have been made regarding, among other things:

- plans regarding our revenue, expenses and operations;
- plans regarding the effective marketing of the HeyBryan App;
- our anticipated cash needs and our need for additional financing;
- our ability to protect, maintain and enforce intangible property rights;
- future growth plans and the ability to meet our business objectives;
- ability to attract new customers and develop and maintain existing customers;
- ability to attract and retain personnel;
- expectations with respect to advancement in our technology;
- competitive position and expectations regarding competition; and
- anticipated trends and challenges in our business and the markets in which we operate

Forward looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward looking statements, including risks related to: completion of the Exchange listing; fluctuations in the currency markets; changes in interest rates; disruption to the credit markets and delays in obtaining financing; inflationary pressures; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada, or other countries in which the Company may carry on business; business opportunities that may be presented to, or pursued by the Company; operating or technical difficulties in connection with business activities; the possibility of cost overruns or unanticipated expenses; employee relations; the risks of obtaining and renewing necessary licenses and permits; and the occurrence of natural disasters, hostilities, acts of war or terrorism; the Company may never pay any dividends. The factors identified above are not intended to represent a complete list of the factors that could affect the Company. Additional factors are noted under the heading "*Risk Factors*".

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

Examples of forward looking statements in this prospectus include, but are not limited to, the following:

- There is no certainty that the Company will continue as a going concern. If the Company does not, shareholders could lose their investment.
- Our business depends on the strength of our brand, which has been built by the trust of consumers, and the failure to maintain that trust would damage our brand and harm our ability to maintain or expand our user base and service providers.
- If our efforts to increase the number of users, to retain existing users and to maintain high levels of user engagement are not successful, our growth prospects and revenue will be adversely affected.
- We are and will continue to be faced with many competitive challenges, any of which could adversely affect our prospects, results of operations and financial condition.
- Interruptions or delays in service arising from our own systems or from third-party vendors could impair the delivery of our service and harm our business.
- Our operating results may fluctuate, which makes our results difficult to predict and could cause our results to fall short of expectations.
- We may require additional capital to pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances. If capital is not available to us, our business, operating results and financial condition may be harmed.
- Failure to comply with privacy law and laws surrounding security of personal information, including personal health information, could result in liability to us, damage our reputation and harm our business.
- If our security measures are breached and unauthorized access is obtained to our users' data, our service may be perceived as not being secure and users and Taskers may curtail or terminate their use of our service.
- Our business depends on our ability to maintain and scale the network infrastructure necessary to operate our websites and applications.
- Failure to adequately protect our intellectual property could substantially harm our business and operating results.
- Assertions by third parties of infringement or other violation by us of their intellectual property rights could result in significant costs and substantially harm our business and operating results.
- Because anticipate generating most of our revenue in Canada, a decline in aggregate demand for local services in Canada could cause our revenue to decline.
- An active, liquid and orderly market for our Common Shares may not develop or be sustained, and the trading price of our Common Shares is likely to be volatile.

The factors identified above are not intended to represent a complete list of the factors that could affect the Company. Additional factors are noted in this Prospectus under "*Risk Factors*".

Although the forward looking statements contained in this prospectus are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward looking statements. These forward looking statements are made as of the date of this prospectus and are expressly qualified in their entirety by this cautionary statement. Subject to applicable securities laws, neither the Company nor the Agent assume any obligation to update or revise them to reflect new events or circumstances.

MARKET AND INDUSTRY DATA

This Prospectus includes market and industry data that has been obtained from third party sources including publications from various industries, and where appropriate, certain numbers, including dollar amounts, have been rounded out by us to avoid lengthy numbers. We believe that this industry data is accurate and that its estimates and assumptions are reasonable; however, there are no assurances 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; however, there are no assurances as to the accuracy or completeness of included information. Although the data is believed to be reliable, we have not independently verified any of the data from third party sources referred to in this Prospectus or ascertained the underlying economic assumptions relied upon by such sources.

MARKETING MATERIALS

Any “template version” of any “marketing materials” (as such terms are defined in National Instrument 41-101 - *General Prospectus Requirements*) that are prepared in connection with the Offering are not part of this Prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this Prospectus. Subject to the foregoing qualification, any template version of any marketing materials that has been, or will be, filed on our profile on the SEDAR website at www.sedar.com before the termination of the distribution of the Units under the Offering (including any amendments to, or an amended version of, any template version of any marketing materials) is deemed to be incorporated by reference into this Prospectus.

ELIGIBILITY FOR INVESTMENT

The Common Shares acquired pursuant to the Offering will be, at that time, qualified investments under the *Income Tax Act* (Canada) for a trust governed by a registered retirement savings plan ("**RRSP**"),deferred profit sharing plan, registered retirement income fund ("**RRIF**"), registered education savings plan ("**RESP**"), registered disability savings plan ("**RDSP**"), and a tax-free savings account ("**TFSA**").

SUMMARY OF PROSPECTUS

GENERAL

The following is a summary only and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus:

BUSINESS OVERVIEW

HeyBryan was incorporated under the *BCBCA* on December 3, 2010. The Company's registered office is located at 666 Burrard Street, Suite 1700, Park Place, Vancouver BC, V6C 2X8. The Company's Common Shares do not currently trade on any stock exchange. As of the date of this Prospectus, the Company has 62,926,200 Common Shares issued and outstanding. See "*Corporate Structure*".

Principal Business of the Company

HeyBryan is a peer-to-peer marketplace app connecting independent contractors to consumers with everyday home-service needs. The HeyBryan App facilitates this connection and payment for the task is exchanged through the App, eliminating the need for any in-person money exchange. HeyBryan instills trust by using a process to vet its Home-Service Experts and providing a user-friendly review medium. HeyBryan eliminates the constraints of time by allowing the independent workforce and consumers, who value time, the ability to work together. See "*Description of the Business*".

Directors and Officers

Lance Montgomery	–	Chief Executive Officer and Director
Yucai Huang	–	Chief Financial Officer and Corporate Secretary
Nevin Petersen	–	Chief Technology Officer
Penny Green	–	Director
Spiros Margaris	–	Director
Michael Stulp	–	Director

THE OFFERING

Issuer:	HeyBryan Media Inc.
Offering:	Up to 10,000,000 Units, assuming completion of the Maximum Offering.
Offering Price:	$0.30 per Unit.
Amount:	Up to $3,000,000
Over-Allotment Option:	The Company has granted to the Agent the Over-Allotment Option exercisable at the Agent's sole discretion, in whole or in part, to purchase up to an additional 1,500,000 Units (representing 15% of the Units sold pursuant to the Maximum Offering) at the Offering Price to cover over-allotments, if any, and for market stabilization purposes. The Over Allotment Option is exercisable until the date which is 14 days following the Closing Date. The Over-Allotment Option and the Units issued pursuant to the exercise of the Over-Allotment Option are qualified for distribution under this prospectus. See "*Plan of Distribution*".
Common Shares Outstanding:	Upon completion of the Offering, an aggregate of 74,426,200 Common Shares will be issued and outstanding, assuming completion of the Maximum Offering and assuming the Over Allotment Option is exercised in full. See "*Consolidated Capitalization*".
Use of Proceeds	If we complete the Minimum Offering we intend to use the net proceeds towards App and services marketing as well as back-end support and analytics and working capital for operational cash flow.

	If we complete the Maximum Offering we intend to use the net proceeds as intended under the Minimum Offering, with an augmented marketing budget that will include attendance at trade events, enhanced social media, digital and online advertising, and further public and investor relations activities. See "*Use of Proceeds*".
Risk Factors	An investment in Units should be considered highly speculative and investors may incur a partial or total loss of their investment. Investors should consult with their professional advisors to assess an investment in the Units. Our activities are subject to risks normally encountered in a newly established business, including but not limited to: negative cash flow; competition; lack of adequate capital; liquidity concerns and future financing requirements to sustain operations; maintaining and promoting our brand and products; competition risk; key personnel risks; inability to protect technology and intellectual property; intellectual property claims against us; ability to respond to technological developments; litigation risk; management of growth; adaptation or expansion of existing technology infrastructure to accommodate customer needs; development and maintenance of our infrastructure; potential undetected errors in our software; law and regulations relating to our business; control of a majority of the Common Shares by insiders of the Company; dilution; no history of operations and revenues, and no history of earnings or dividends; economic changes; uninsured risks; no public market for the Common Shares; and volatility in share prices. There is currently no public market for the Units and there can be no assurance that an active market for the Units will develop or be sustained after the Offering. The value of the Units is subject to volatility in market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. See "*Risk Factors*".

SUMMARY OF FINANCIAL INFORMATION

The tables below summarize selected financial data for the periods indicated and should be read in conjunction with the Financial Statements and related notes thereto, and with the "*Management Discussion and Analysis*" included in this Prospectus. All financial statements of the Company are prepared in accordance with IFRS.

Audited consolidated financial statements of the Company for the years ended December 31, 2018 and 2017 are summarized as follows:

Summary of Select Financial Information is derived from the Company's audited financial information for the fiscal years ended December 31, 2018 and 2017	**March 31, 2019 (unaudited) ($)**	**December 31, 2018 (audited) ($)**	**December 31, 2017 (audited) ($)**
Current Assets	392,264	275,721	Nil
Total Assets	5,161,740	4,959,307	Nil
Current Liabilities	343,625	849,850	26,391
Total Liabilities	343,625	849,850	26,391
Working Capital (deficiency)	48,639	(574,129)	(26,391)

BUSINESS OBJECTIVES

The primary business objectives for the Company over the next 12 months are:

(a) Recruit HeyBryan Home-Service Experts;

(b) Vet HeyBryan Home-Service Experts;

(c) Achieve over 1800 HeyBryan Home-Service Experts by December 31, 2019;

(d) Successfully launch the application in Vancouver, British Columbia and Toronto, Ontario; and

(e) Expand HeyBryan's App use.

CORPORATE STRUCTURE

Name, Address and Incorporation

We were incorporated under the *BCBCA* on December 3, 2010 under the name Morvin Holdings Inc. We changed our name four times as follows:

- to Sativio Holdings Inc. on May 18, 2017;
- to HeyBryan Media Inc. on June 28, 2018;
- to FastTask Technologies Inc. on July 11, 2018; and
- to HeyBryan Media Inc. on October 18, 2018.

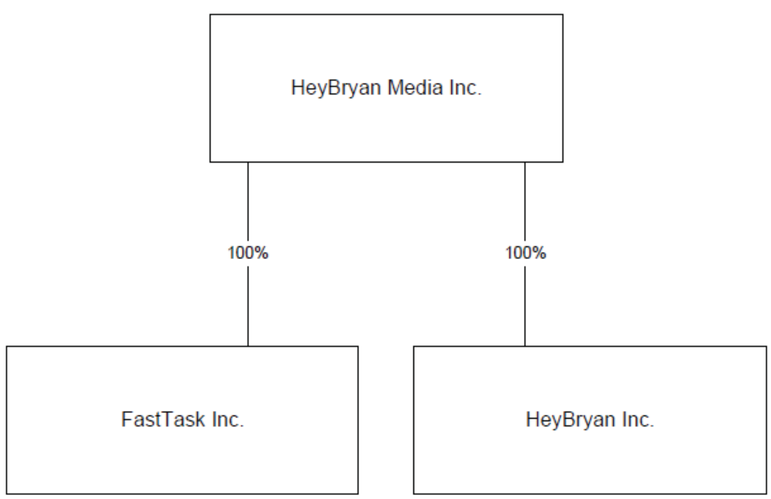
Our head office and our registered office is located at #666 Burrard Street, Suite 1700, Park Place, Vancouver BC, V6C 2X8. We have two wholly owned subsidiaries: FastTask Inc. and HeyBryan Inc.

Intercorporate Relationships

The Company owns 100% of the issued and outstanding common shares of the following subsidiaries:

1. FastTask Inc. ("**FastTask SubCo**"), a corporation incorporated under the CBCA on February 3, 2017; and

2. HeyBryan Inc. ("**HeyBryan SubCo**"), a corporation incorporated under the CBCA on April 30, 2018.



DESCRIPTION OF THE BUSINESS

General

HeyBryan SubCo is in the business of matching prospective customers with qualifying home services professionals using an application owned and licensed to it by FastTask SubCo. Altogether, HeyBryan provides a peer-to-peer marketplace connecting independent contractors to consumers with everyday home-service needs. The HeyBryan App facilitates this connection and payment for the task is exchanged through the App, eliminating the need for any in-person money exchange.

We help consumers purchase "high cost of failure" services in a fragmented local marketplace. These services, which include appliance repair, painting, cleaning, plumbing, carpentry and electrical are typically expensive and carry a high cost to the consumer if performed poorly. Consumers seeking reputable providers of these services generally are forced to perform time-consuming research of fragmented sources which may be incomplete, unreliable or misleading. We provide a platform that quickly connects top-quality, pre-screened independent service professionals with consumers through the use of our user friendly HeyBryan App. The HeyBryan App provides a seamless 60-second booking process with secure payment.

The Growing Gig Economy

A "gig economy" is a free market system in which temporary positions are common and organizations contract with independent workers for short-term engagements. The gig employee workforce is largely comprised of freelancers, independent contractors, project-based workers and temporary or part-time hires. A trend toward a more active gig economy has developed in recent years, resulting in a proliferation of independent contractors in the workforce. A study by Gallup found that 36% of U.S. workers are gig economy workers.[1] A further study by MBO partners found that approximately 41 million adult Americans were independent workers comprised of consultants, freelancers, contractors, temporary or on-call workers.[2] Suggested forces behind the rise in short-term jobs include financial pressures on businesses leading to a flexible workforce and the entrance of the millennial generation into the labor market.[3] In today's day and age, it is not uncommon for people to change jobs several times throughout their working lives and the gig economy can be seen as an evolution of that trend.[4] Freelancers are motivated by the opportunity to earn additional income while benefiting from a flexible schedule. The HeyBryan App aims to disrupt the Canadian home-service industry with the introduction of a new mobile marketplace aimed at the gig economy.

---

1 Shane McFeely and Ryan Pendell, "What Workplace Leaders Can Learn From the Real Gig Economy" (August 16, 2018) GALLUP, online: https://www.gallup.com/workplace/240929/workplace-leaders-learn-real-gig-economy.aspx.

2 MBO Partners, "The State of Independence in America, 2019: The Changing Nature of the American Workforce" (2019), online: https://s29814.pcdn.co/wp-content/uploads/2019/06/MBO-SOI-2019.pdf.

3 Margaret Rouse, "gig economy" (March 2019), WhatIs.com, online: https://whatis.techtarget.com/definition/gig-economy.

4 Margaret Rouse, "gig economy" (March 2019), WhatIs.com, online: https://whatis.techtarget.com/definition/gig-economy.

Bryan Baeumler

We are endorsed by Bryan Baeumler as Media Partner. Bryan Baeumler is a trusted Canadian influencer in the home renovations and improvement space. He is the current star of HGTV's new television show, "Island of Bryan" and has appeared on seven different television shows across 30 countries. He is the most watched HGTV Canada star in history. His endorsement provides substantial goodwill and credibility to the Company, as the Bryan Baeumler brand instills trust among consumers; it also lends a strong network for publicity given his relationships with the media, including 30 major television broadcasters internationally, as well as various brands, particularly in the home improvement space.

HeyBryan

Platform Features and Functionality

The HeyBryan App connects individuals seeking household services with top-quality, pre-screened independent service professionals.

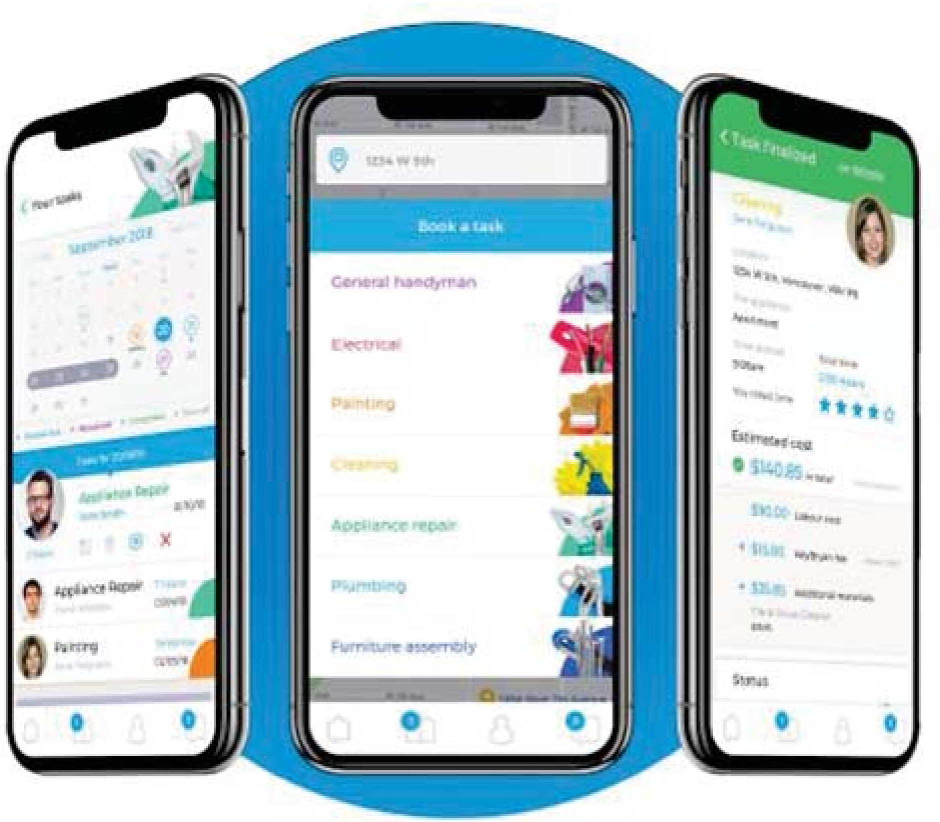
The HeyBryan App conveniently connects trusted Home-Service Experts with those who need to get the job done right. The App provides a simple and secure platform that allows customers and contractors the ability to "steer the ship themselves" as described by HGTV's award-winning home-maintenance expert Bryan Baeumler.

Becoming a HeyBryan Home-Service Expert

To become a HeyBryan Home-Service Expert or "Tasker", applicants are required to submit an application detailing their rate and offered services. Background and credit checks are required with each application. Applicants of interest are pre-screened by phone. Successful applicants provide their payment details and are required to obtain minimum levels of insurance and liability coverage. This process creates a network of high-quality, trusted service providers that users are comfortable inviting into their homes. As of the close of business on the date of this Prospectus, we have 1,824 HeyBryan Home-Service Expert using the HeyBryan App.

Booking Tasks

Consumers using the HeyBryan App will be able to access service providers offering a wide range of tasks. The user-friendly platform allows users to easily select the type of service they are looking for and input their desired time and date to populate a selection of available Home-Service Experts. Home-Service Expert profile information includes reviews, ratings and rates for ease of selection. Services are booked and paid for directly through the App. As of the close of business on the date of this Prospectus, we have 5,787 HeyBryan account users using the HeyBryan App.



How it works:

1. Users sign into their HeyBryan accounts through the App.
2. Users select the type of task they need completed, and can select between “small,” “medium,” and “large” jobs.
3. Users indicate the date and time they would like a HeyBryan Expert to come to their home. Users are also able to add details and photos relating to the task to help Experts prepare.
4. A list of available Experts is generated based on the details entered.
5. Users can scroll through the list of available Experts, read their reviews, and see their rates.
6. After selecting an Expert from the list, users can request a booking with their selected Expert.
7. The HeyBryan Expert is notified of the booking request and can accept or reject the booking within 48 hours.
8. Users are notified of acceptances and rejections through the App.
9. The HeyBryan Expert shows up at the booking time to perform the task.
10. Payment is processed through the App.

Security

The HeyBryan App has been engineered with security in mind at all times. The payment feature has been built in accordance with best practices of the payment card industry data security standard (PCI DSS) which was developed by the payment card industry to enhance cardholder data security. We are also subject to regulations related to privacy, data use and security in the jurisdictions in which we do business. We currently only do business in Canada, and are subject to the *Canadian Personal Information Protections and Electronic Documents Act*, SC 2000, c 5, as well as provincial equivalents, such as the *Personal Information Protection Act,* SBC 2003, c 63, in British Columbia.

Software and Technology

The Subsidiaries own the HeyBryan App, including in versions compatible with both IOS and Android. The Subsidiaries also own the RESTful API technology associated with the HeyBryan.com website. The term "API" stands for application program interface; the term RESTful stands for "representational state transfer" (REST) technology which is an architectural style and approach to communications used in the development of the HeyBryan.com website.

The Subsidiaries also license the following software in connection with the HeyBryan App: (1) Jira; (2) Confluence; and (3) Bitbucket; which supports the operation of the HeyBryan App.

Development

We are currently operating Version 1.0.3 of our App which has been launched and is available for iOS, Android and WebApp. We are continuously developing our technology to evolve in response to user and Expert feedback. We have allotted $214,500 over the next 12 months towards technology and product development costs.

Intellectual Property

Web Domains

We have use of the following domain names:

heybryan.com
heybryan.ca
fasttask.ca
heybryanmedia.com
heybryanmedia.ca

Trademarks and Tradenames

We have use of the HeyBryan tradename and associated trademarks.

Revenue Model

Our revenues will be generated by charging the following fees:

- 7.5% on all transactions booked by customers through the HeyBryan App;
- 20% on all transactions from HeyBryan Home-Service Experts; and
- In-app and website advertising.

These fees are in-line with those charged by our competitors.

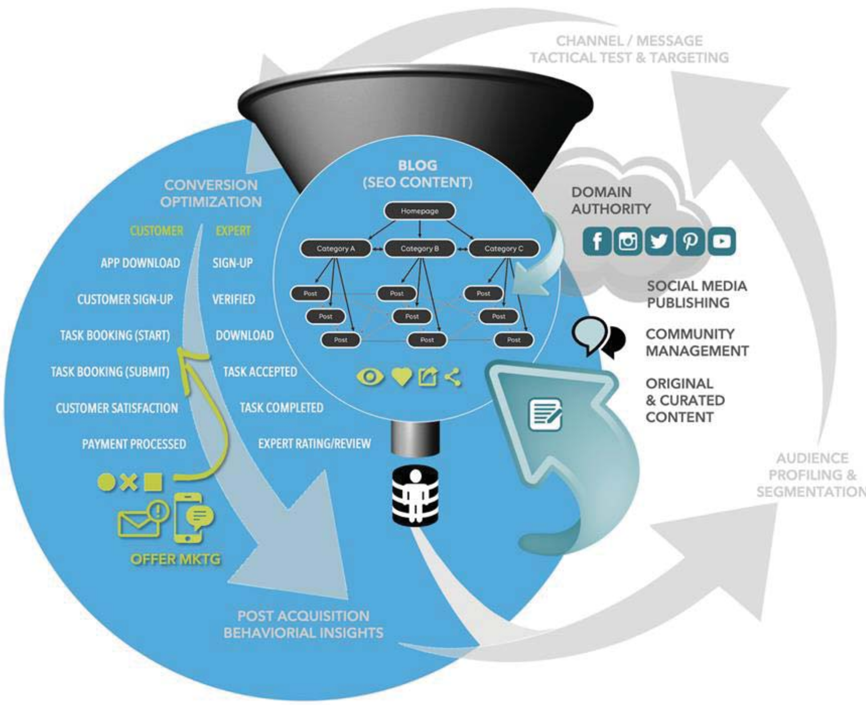
Strengths

For Consumers and Homeowners: Consumers and Homeowners searching for service providers can find a vast amount of information; however, sorting and digesting this information can consume countless hours. In addition, the anonymity of the Internet renders it inherently susceptible to outright manipulation by unscrupulous service providers and unhappy customers, so consumers have limited means for discerning which information they should trust. By leveraging the Bryan Baeumler brand, HeyBryan creates a network of trusted peer-reviewed Home-Service Experts that is easy to narrow and navigate, instilling trust and saving consumers time and worry.

At the beginning of January 2019, we developed the Customer Success function in-house. The Customer Success function allows us to respond quickly to users and experts to improve their experience in using the App.

For HeyBryan Home-Service Experts: The HeyBryan App represents an efficient way to reach target consumers. Users are looking for reputable providers and use our service to find them. Consumers use our service when they are ready to purchase. Local service providers with high ratings will benefit from access to this large, qualified pool of demand. Home-Service Experts benefit from the flexibility of setting their own schedules and working on their own terms, and the HeyBryan payment models ensures immediate payment for completed work.

Benefits for Consumers and Homeowners	Benefits for Home-Service Experts
• Access to people willing to do small tasks • Inexpensive labour • Convenience • Efficient • Labour is local • Easy payment through the App • Screened, vetted Home-Service Experts • Insurance coverage of up to $1 million for each task booked through the App	• Access to side-jobs • Creates an opportunity to earn extra income • Flexible schedule • Allows Taskers to work in their desired location • Local jobs • Direct deposit payments • Safe and secure • Insurance coverage provided by HeyBryan



BRAND IMAGE
Value proposition

PROGRAMMATIC TARGETING
Scale & efficiency

ORGANIC VISIBILITY
Relevance & credibility

SOCIAL AMPLIFICATION
Perception & influence

PROMOTIONAL EVENTS
Profile & reputation

SEARCH ENGINE MARKETING
Need-driven acquisition

DATA & BUSINESS ANALYTICS

Support

Customers and Experts can obtain information about how to use the App and deal with issues that may arise through our support website https://support.heybryan.com, by calling our support line on 1-888-233-9432 or by emailing our support team at support@heybryan.com.

Market

Our target market is Canadian and American households, and small businesses.

In Canada, there were 14 million households in 2016 and the number of households grew by 13% from 2006 to 2016.[5] Research shows that Canadian households spend an average of $4,827 per year on household operations.[6] In addition to households, there were 1.1 million small businesses with less than 100 employees in 2015; it is expected that each Canadian small business will spend, on average, at least as much on household operations as Canadian households.[7] Both households and small businesses will make up our primary target customers when the Company launches its mobile platform in 2019.

In the U.S., there were 126 million households in 2017 and the number of households grew by 9% from 2007 to 2017.[8] In 2017 U.S. households spent an average of $6,649 U.S. dollars on home improvement.[9] In addition to U.S. households, there were 5.6 million small businesses with less than 100 employees in the U.S. in 2016;[10] it is expected that each U.S. small business will spend, on average, at least as much on household improvements as U.S. households. Americans were expected to spend nearly $340 billion in 2018 on upgrading and repairing their homes.[11] We plan to launch our mobile platform in the U.S. market in 2020.

Competition

We are in the business of connecting individuals with service providers. Our customers are able to find, book and pay for home services through our App.

Peer-to-Peer Facilitative Model

The current peer-to-peer consumer to service provider market is heavily focused in the United States. There are currently three on-demand online connection platform for home services in Canada. These include Canadian company, AskforTask, which is primarily focused on the Toronto area, as well as Handy.com and TaskRabbit which launched in Canada in the fall of 2018. We compete for users with all three particularly in the Greater Toronto Area.

Amazon has created an application for home service providers but it remains in its beta stage and is far from ready for the Canadian market. Google is also entering the peer-to-peer space but remains in the very early stages of development.

There is currently no established or significant competition to our business in the Canadian market overall. The Canadian market for our services is not saturated and there is room for the HeyBryan App to grow.

---

5 Statistics Canada. Table 11-10-0224-01 Household spending by household type.

6 *Ibid*.

7 Statistics Canada, Table 33-10-0037-01 — Canadian Business Counts, with employees, December 2017.

8 Statista, https://www.statista.com.

9 *Ibid*.

10 US Small Business Administration, https://www.sba.gov/.

11 Richard Leong and Steve Orlofsky, "Americans to spend 7.5 percent more on home remodeling in 2018: study" (January 18, 2018), online: https://www.reuters.com/article/us-usa-housing-remodeling/americans-to-spend-7-5-percent-more-on-home-remodeling-in-2018-study-idUSKBN1F71Z9.

Home Services Information Model

There are other applications related to home services, however, they do not allow the user to book appointments or pay through the application. The home services information model is a model designed to create a user experience that encourages and enables users to leave reviews about home service providers and access the reviews of other users. The experience allows users to connect with relevant local service providers. The technologies generally offer enhanced search capabilities, targeted review acquisition for collecting reviews from users which are then vetted and rendered accessible to other users. Under the home services information model, revenues are generated through advertising by service providers and/or the collection of membership fees. The home services information model can be distinguished from the peer-to-peer facilitative model on that basis since the facilitative model generates revenues in large part by charging transaction fees.

There are three established brands in this space: Angie's List, HomeStars and Google Local Services. All three brands are home services information brands that help consumers make decisions about home service providers based on other users' experiences. We compete with these brands for consumers seeking trusted and reputable home service providers. However, these brands do not facilitate payment from consumers to service providers and do not offer the end-to-end support or all-in-one simplicity offered by the peer-to-peer facilitative model and our business can be distinguished on that basis.

Employees

As of the date of this Prospectus, we have four full-time employees, including Lance Montgomery and Nevin Petersen (see "*Executive Compensation - Employment, Consulting and Management Agreements*") and nine part-time positions filled by consultants under consulting agreements.

HISTORY OF THE BUSINESS

Chronology of Significant Events and Milestones

The following is a timeline of key events in our history:

Date	Details
December 3, 2010	HeyBryan Media Inc. is incorporated under the BC BCA
February 3, 2017	FastTask Inc. is incorporated under the CBCA
April 30, 2018	HeyBryan Inc. is incorporated under the CBCA
September 15, 2018	$0.25 private placements in HeyBryan Media Inc. begin
September 28, 2018	HeyBryan Media Inc. acquires FastTask Inc. and HeyBryan Inc. See "*Acquisition of HeyBryan Inc. and FastTask Inc.*"
October 9, 2018	Beta App is launched in Vancouver (iOS) – version 1.0.0
October 9, 2018	Beta App is launched in Vancouver (WebApp) – version 1.0.0
October 18, 2018	Beta App is launched in Vancouver (Android) – version 1.0.0
October 18, 2018	HeyBryan Media Inc. attends the Vancouver Fall Home Show
November 15, 2019	Version 1.0.1 is launched in Vancouver (iOS, Android and WebApp)
November 16, 2018	Press conference and launch party in Vancouver
December 27, 2019	Version 1.0.2 is launched in Vancouver (iOS, Android and WebApp) Features include: bug fixes and simplified signup
March 3, 2019	Version 1.0.3 is released (iOS, Android and WebApp) featuring new categories and functional features
March 20, 2019	Version 1.0.3 is launched in Toronto (iOS, Android and WebApp)

HeyBryan's Recent Focus

The following chart shows our recent areas of focus:

ACQUISITION OF HEYBRYAN INC. AND FASTTASK INC.

On August 27, 2018, HeyBryan entered into the Share Purchase Agreement with the shareholders of FastTask SubCo and HeyBryan SubCo for the purchase of all of the issued and outstanding shares in the Subsidiaries. The Acquisition closed on September 28, 2018 pursuant to the terms of the Share Purchase Agreement, summarized as follows:

(a) **Vendors** – all of the shareholders of the FastTask Inc. (the "FastTask Vendors") and HeyBryan Inc. (the "HeyBryan Vendors")

(b) **Purchaser** – HeyBryan Media Inc.

(c) **Nature of Transaction** – the transaction was negotiated at arm's length with the Vendors and Purchasers acting independently from, and having no relationship to, one another.

(d) **Purchase and Sale** – each Vendor agreed to sell, assign and transfer to the Purchaser and the Purchaser agreed to purchase from each Vendor all of the issued and outstanding and outstanding shares in the capital of FastTask SubCo and HeyBryan SubCo.

(e) **Purchase Price** – the total aggregate consideration payable by the Purchaser to the Vendors for the Shares was as follows:

a. **To the FastTask Vendors**

i. 1,200,000 Common Shares in HeyBryan Media Inc. (distributed *pro rata* to the FastTask Vendors); and

ii. 1,200,000 Common Share purchase warrants, each Common Share purchase warrant entitling the holder to acquire an additional Common Share at a price of $1.00 per Common Share and expiring on September 28, 2020 (distributed *pro rata* to the FastTask Vendors).

b. **To the HeyBryan Vendors**

   i. $1,000,000 in cash;

   ii. 8,000,000 Common Shares in HeyBryan Media Inc. (distributed *pro rata* to the HeyBryan Vendors); and

   iii. 8,000,000 Common Share purchase warrants, each Common Share purchase warrant entitling the holder to acquire an additional Common Share at a price of $1.00 per Common Share and expiring on September 28, 2020 (distributed *pro rata* to the HeyBryan Vendors).

(f) **Select Assets –** FastTask SubCo is a developer of mobile applications for the home improvement industry, and HeyBryan SubCo licenses intellectual property related to the HeyBryan App from FastTask SubCo and receives endorsement benefits and intellectual property rights from Baeumler Productions Inc. and Bryan Baeumler pursuant to the Endorsement and License Agreement. These were the assets acquired in acquiring the Subsidiaries.

(g) **Endorsement and License Agreement** dated June 1, 2018, as amended by a Letter of Acknowledgement dated May 8, 2019, among HeyBryan SubCo, Baeumler Productions Inc. and Bryan Baeumler whereby Bryan Baeumler and Baeumler Productions Inc. agrees to provide certain endorsement and licensing benefits to HeyBryan SubCo.

(h) **Royalties –** Certain royalties are payable to Baeumler Productions Inc. under the Endorsement and License Agreement, see "*Material Contracts*".

(i) **Intellectual Property** including use of the HeyBryan.com, HeyBryan.ca, Fasttask.com and Fasttask.ca domain names, as well as use of the HeyBryan tradename and associated trademarks. See *"Description of the Business – Intellectual Property"*.

(j) **Software and Technology** including IOS and Android compatible versions of the HeyBryan App as well other licenses. See *"Description of the Business – Software and Technology"*.

(k) **Conditional Purchase Price Agreement** dated September 28, 2018 among Baeumler Productions Inc., Fraser Hartley, Lance Montgomery, Nevin Petersen, Dylan Petley, Sam Richardson and Dave Whitney (the "Vendors") and us whereby we agreed to pay additional consideration ($200,000 in cash and 1,600,000 Units) to the Vendors if our Common Shares are not listed on the Exchange prior to the date that is six months from the later of: (i) the closing date of the Acquisitions (September 28, 2018); and (ii) the date that is six months after receipt by the Purchaser of the audited financial statements as of December 31, 2017 for FastTask SubCo and the unaudited reviewed interim financial statements as of June 30, 2018 for HeyBryan SubCo. The unaudited reviewed interim financial statements as of June 30, 2018 for HeyBryan SubCo were received by the Purchaser on February 22, 2019.

USE OF PROCEEDS

Available Funds

We estimate we will have the following funds available upon completion of the Offering:

Source of Funds	Amount if Minimum Offering is Raised ($)	Amount if Maximum Offering is Raised ($)	Amount if Over-Allotment Offering Option is exercised in full ($)
Gross Proceeds of Offering	2,400,000	3,000,000	3,450,000
Less: Agent's Commission	(240,000)	(300,000)	(345,000)
Remaining Offering Costs(1)	(70,000)	(70,000)	(70,000)
Net Proceeds of Offering	2,090,000	2,630,000	3,035,000
Approximate Working Capital as of **June 30, 2019**(2)	(403,398)	(403,398)	(403,398)
Total Funds Available	**1,686,602**	**2,226,602**	**2,631,602**

Note:

(1) Consists of estimated fees to obtain a listing on the Exchange, estimated Transfer Agent fees, estimated fees and corporate finance fee.

(2) The Company received a loan of $11,000 from the CEO and director, Lance Montgomery and loans totaling $45,000 from director, Penny Green, of which $10,000 has been repaid. The loans are not subject to any agreement in writing and are unsecured, non-interest bearing and due on demand, see "*Interests of Management and Others in Material Transactions*". The loans are captured as current liabilities in the working capital for the month ended June 30, 2019.

Principal Purposes

Our total anticipated operating expenses and capital expenditures over the 12-month period from June 1, 2019 to May 31, 2020, if we raise the Minimum Amount, Maximum Amount and the Over-Allotment are as follows:

Principal Purposes for the twelve months from June 1, 2019 to May 31, 2020	Minimum Amount ($)	Maximum Amount ($)	Over Allotment ($)
A. Key Business Objectives and Milestones			
(1) Team Building and Maintenance			
Compensation for officers, employees and contractors:			
Technology and product development	214,500	214,500	214,500
Marketing	291,500	291,500	291,500
Customer services	77,367	154,733	264,845
Leadership and support	429,000	429,000	429,000
(2) Marketing and promotion	159,723	446,957	719,484
Subtotal	1,172,090	1,536,691	1,919,329

Principal Purposes for the twelve months from June 1, 2019 to May 31, 2020	Minimum Amount ($)	Maximum Amount ($)	Over Allotment ($)
B. Other Expenditures			
Minimum royalty payment due September 30, 2019[1]	26,117	26,117	26,117
Investor relations	63,962	86,940	96,600
Expansion in work space	-	114,321	127,023
Rent	49,200	72,000	72,000
Accounting and tax services	20,000	20,000	20,000
Audit and quarter	60,000	60,000	60,000
Legal	72,000	72,000	72,000
Travel and meals	60,833	60,833	60,833
Equipment rental	6,000	9,000	9,000
Office supplies	18,450	27,675	27,675
Sponsorship	6,000	6,000	6,000
Hosting costs	12,000	12,000	12,000
Software	12,000	12,000	12,000
Telephone and internet	6,150	9,225	9,225
Liability insurance	18,000	18,000	18,000
Property insurance	6,000	6,000	6,000
D&O insurance	10,000	10,000	10,000
Listing fees	15,000	15,000	15,000
Banking fees	9,600	9,600	9,600
Interest payment for Convertible Debentures[2]	43,200	43,200	43,200
Subtotal	514,512	689,911	712,273
Total Twelve (12) Months Expenditures	**1,686,602**	**2,226,602**	**2,631,602**

Note:

(1) Royalties are payable to Baeumler Productions Inc. under the Endorsement and License Agreement, see "*Material Contracts*". HeyBryan SubCo has agreed to pay a royalty equal to the greater of: (a) 2.5% of gross bookings contracted and booked through the HeyBryan App, and (b) one third of the total trust and support fees charged to users. The royalties payable are also subject to minimum royalty requirements of $26,117 in the first 12-months after launching the HeyBryan App and $337,778 in each of the second and third 12-month periods following the launch ($28,148 per month). Our expectation is that the gross bookings will be less than $1,045,000 in the first 12-months following the launch of the HeyBryan App on October 9, 2018, and therefore, that the royalty payment will not exceed the minimum royalty payment of $26,117.

(2) As at the date of this Prospectus, we have outstanding Convertible Debentures issued for a total of $360,000 convertible into up to 1,440,000 Debenture Units. The principal bears interest at 12% per annum and matures 12 months from the date of issuance of the debentures. See "*Prior Sales*" and "*Description of Securities – Convertible Debentures*".

We have a limited operating history and may sustain losses in the future. Since our inception, we have had negative operating cash flow. We intend to spend the available funds from the Offering as described in the preceding table. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. If such an event occurs during the completion of the Offering, if required, an amendment to this Prospectus will be filed. See "*Risk Factors*".

Business Objectives and Milestones

The following describes our business objectives and milestones, using our available funds, as they relate to marketing and promotional activities in advancement of the Company's business.

Business Objective	Milestones	Estimated Time Period	Allocation of Available Funds Amount if Minimum Offering is Raised ($)	Allocation of Available Funds if Maximum Offering is Raised ($)	Allocation of Available Funds if Over-Allotment Option is exercised in full ($)
(1) Team Building and Maintenance					
Hiring and Compensation	Building an internal technology team to maintain and improve the HeyBryan App	March 2019 - May 2020	214,500	214,500	214,500
	Marketing expertise	April 2019 - May 2020	291,500	291,500	291,500
	Add and expand customer services to improve customer satisfaction	March 2019 - May 2020	77,367	154,733	264,845
	Maintain a strong leadership team to strategically manage business development	March 2019 - May 2020	429,000	429,000	429,000
Subtotal			***1,012,367***	***1,089,733***	***1,199,845***
(2) Market expansion and brand awareness building					
Expansion and Development	Official launch event in selected U.S. markets	January 2020	113,960	167,947	219,169
Marketing and Brand Awareness	Media and advertising programs for Canadian market	June 2019 – May 2020	277,777	409,369	534,223
	Media and advertising programs for U.S. market	March - May 2020	102,564	151,152	197,252
Community and Brand Loyalty Building	Develop loyalty programs for consumers and HeyBryan Home-Service Experts	March 2020 – May 2020	112,019	165,087	215,437
Subtotal			***606,320***	***893,555***	***1,166,081***
TOTAL			**1,618,687**	**1,983,288**	**2,365,926**

Total Other Funds Available

There are no other funds available to the Company, other than as set out above.

Unallocated Funds in Trust or in Escrow

There are no unallocated funds in trust or in escrow.

Other Sources of Funding

There are no other sources of funding.

DIVIDENDS OR DISTRIBUTIONS

We have not paid dividends since our incorporation. While there are no restrictions in our articles or pursuant to any agreement or understanding which could prevent us from paying dividends or distributions, we have limited cash flow and anticipate using all available cash resources to fund working capital and grow our business. As such, there are no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of our earnings, financial requirements and other conditions existing at the time a determination is made.

MANAGEMENT’S DISCUSSION AND ANALYSIS

Management's discussion and analysis of the Company for the years ended December 31, 2018, and 2017 are included in Appendix B to this Prospectus and should be read in conjunction with the audited annual financial statements of the Company for the years ended December 31, 2018 and 2017 and the related notes thereto, included in this Prospectus in Appendix A and to which the management's discussion and analysis of the Company relates.

Management's discussion and analysis of FastTask SubCo for the 6-month period ended June 30, 2018 and the year ended December 31, 2017 are also included in Appendix B to this Prospectus and should be read in conjunction with the audited annual financial statements of FastTask SubCo for the year ended December 31, 2017 and the related notes thereto and the unaudited interim financial statements of FastTask SubCo for the 6-month period ended June 30, 2018 and the related notes thereto, included in this Prospectus in Appendix A and to which the management's discussion and analysis of FastTask SubCo relates.

Management's discussion and analysis of HeyBryan SubCo for the period from incorporation to June 30, 2018 is also included in Appendix B to this Prospectus and should be read in conjunction with the audited financial statements of HeyBryan SubCo for the period from incorporation to June 30, 2018 and the related notes thereto and the unaudited interim financial statements of HeyBryan SubCo for the 6-month period ended June 30, 2018 and the related notes thereto, included in this Prospectus in Appendix A and to which the management's discussion and analysis of HeyBryan SubCo relates.

All of the information presented in the management's discussion and analysis is based on the aforementioned financial statements, which were prepared in accordance with IFRS. All amounts included in the management's discussion and analysis are expressed in Canadian dollars, unless otherwise indicated.

DESCRIPTION OF SECURITIES

Common Shares

Our authorized capital consists of an unlimited number of Common Shares, of which 62,926,200 are issued and outstanding as at the date of this Prospectus as fully paid and non-assessable.

Holders of the Common Shares are entitled to one vote per share upon all matters on which shareholders have the right to vote. The Common Shares do not have pre-emptive rights and are not subject to redemption or retraction provisions. We may, if authorized by its Board, purchase or otherwise acquire any of our Common Shares at a price and upon the terms determined by the directors. Holders of the Common Shares are entitled to receive such dividends as may be declared by the Board out of funds legally available therefor. In the event of dissolution or wind-up, holders of the Common Shares are entitled to share ratably in any distribution of our property or assets remaining after payment of all amounts due to creditors.

Warrants

The following table summarizes the common share purchase warrants outstanding in our authorized capital as of the date of this Prospectus (the "**Warrants**"):

Date of Issuance	Number of Warrants	Exercise Price ($)	Expiry Date
October 31, 2017	3,750,000	1.50	October 31, 2020
April 30, 2018	6,250,000	1.50	April 30, 2021
June 26, 2018	2,500,000	1.50	June 26, 2020
June 27, 2018	2,500,000	1.50	June 27, 2020
July 27, 2018	8,540,000	0.75	July 27, 2020
August 31, 2018	4,535,000	0.75	August 31, 2020
September 26, 2018	1,978,000	0.90	September 26, 2020
September 28, 2018	9,200,000	1.00	September 28, 2020
October 17, 2018	940,000	0.90	October 17, 2020
November 23, 2018	443,200	0.90	November 23, 2020
December 17, 2018	721,600	0.90	December 17, 2020
December 21, 2018	1,000,000	0.90	December 21, 2020
February 15, 2019	262,000	0.90	February 15, 2021
February 15, 2019	25,200	1.00	February 15, 2021
February 26, 2019	2,852,000	0.90	February 26, 2021
February 26, 2019	2,520,000	0.90	February 26, 2021
TOTAL	**48,017,000**		

Note:

(1) Our Board of Directors may extend the term of these warrants at the same exercise price or at a higher exercise price, to give these securityholders an opportunity to exercise these warrants after we can offer liquidity in the secondary market through a stock exchange listing.

Options

The Board has approved a Stock Option Plan, designed for our selected employees, officers, directors, and consultants, to incentivize such individuals to contribute toward our long-term goals, and to encourage such individuals to acquire Common Shares as long-term investments. Our Stock Option Plan is a rolling 20% stock option plan that is administered by the Board. The terms of any award are determined by the Board, provided that no options may be granted at less than the fair market value of Common Shares as of the date of the grant. As of the date of this Prospectus, there are 4,080,000 outstanding options to purchase Common Shares under the Stock Option Plan. See "*Options and Other Rights to Purchase Securities*" for more information.

Date of Issuance	Number of Options Outstanding	Exercise Price ($)	Expiry Date
July 23, 2018	500,000	0.10	July 23, 2023
September 28, 2018	1,400,000	0.10	September 28, 2023
December 21, 2018	100,000	0.15	December 21, 2023
February 6, 2019	1,080,000	0.15	February 6, 2024
March 3, 2019	1,000,000	0.25	March 3, 2021
TOTAL	**4,080,000**		

Convertible Debentures

As at the date of this Prospectus, we have outstanding convertible debentures (the "**Convertible Debentures**"), issued for a total of $360,000 which are convertible into up to 1,440,000 units (the "**Debenture Units**", each a "**Debenture Unit**"). The principal bears interest at 12% per annum and matures 12 months from the date of issuance of the debentures. Each Debenture Unit is comprised of one Common Share and one Common Share purchase warrant (the "**Debenture Warrants**", each a "**Debenture Warrant**") exercisable at a price of $0.90 per Common Share for 24 months. The Convertible Debentures are convertible at the option of the holder at $0.25 per Debenture Unit, and are subject to a minimum conversion amount of $10,000 of the loan amount, unless there is less than $10,000 outstanding on the loan. See "*Consolidated Capitalization*" and "*Prior Sales*" for more information.

DESCRIPTION OF THE SECURITIES TO BE DISTRIBUTED

Each Unit is comprised of one Unit Share and one Unit Warrant.

Unit Shares

Upon the completion of the Offering, we will issue up to 10,000,000 Unit Shares (11,500,000 Unit Shares if the Over-Allotment Option is exercised in full). The holder of each Unit Share is entitled to vote at all meetings of the holders of our Common Shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of our property or assets upon liquidation or wind-up

Unit Warrants

Upon the completion of the Offering, we will issue up to 10,000,000 Unit Warrants (11,500,000 Unit Warrants if the Over-Allotment Option is exercised in full). Each Unit Warrant will entitle the holder thereof to acquire one Common Share (each, a "**Warrant Share**") at an exercise price of $0.50 until 5:00 p.m. (Toronto time) on the date that is two months from the Closing Date, and at an exercise price of $1.00 thereafter until 5:00 p.m. (Toronto time) on the date that is 24 months from the Closing Date.

Over-Allotment Units

The Over-Allotment Units will be issued for the sole purpose of covering over-allotments from subscribers of the Offering. The Over-Allotment Option and the Common Shares underlying the Units and the Unit Warrants issued under the Over-Allotment Option are qualified for distribution under this Prospectus.

Agent's Option

Upon the completion of the Offering, we will issue up to 1,000,000 Agent's Options (1,150,000 if the Over-Allotment Option is exercised in full). Each Agent's Option entitles the holder to purchase one Agent's Option Unit at a price of $0.30 per Agent's Option for a period of 24 months from the Closing Date. Each Agent's Option Unit is comprised of one Agent's Option Share and one Agent's Option Warrant. Each Agent's Option Warrant will entitle the Agent to acquire, subject to adjustment in certain circumstances, one Common Share at an exercise price of $0.50 for a period of 24 months from the Closing Date.

CONSOLIDATED CAPITALIZATION

Other than as listed in the "*Prior Sales*" section of this Prospectus, and other than as a result of this Offering and any securities issued since the end of our year ended December 31, 2018 (please see "*Prior Sales*"), there have been no material changes in the Company's capital structure on a consolidated basis.

The following table provides information about the share capital of the Company as at the date of this Prospectus:

	Authorized Capital	**Outstanding as at the date of this Prospectus**
Common Shares	Unlimited	62,926,200
Warrants	Unlimited	48,017,000
Options[(1)]	Unlimited	4,080,000

Note:

(1) The Company has a Stock Option Plan allowing its Board to grant incentive stock options to directors, officers, employees and consultants aggregating up to 20% of the number of issued and outstanding Common Shares at the applicable time.

On June 19, 2019 and July 2, 2019 we issued Convertible Debentures for a total of $360,000 which are convertible into up to 1,440,000 Debenture Units. The principal bears interest at 12% per annum and matures 12 months from the date of issuance of the debentures. Each Debenture Unit is comprised of one Common Share and one Debenture Warrant. The Convertible Debentures are convertible at the option of the holder at $0.25 per Debenture Unit, and are subject to a minimum conversion amount of $10,000, unless there is less than $10,000 outstanding on the loan.

The following table provides information about our non-diluted capitalization upon completion of the Offering:

Designation of security	Number authorized to be issued	Outstanding at December 31, 2018	Outstanding at the date of this Prospectus	Outstanding after giving effect to the Minimum Offering	Outstanding after giving effect to the Maximum Offering	Outstanding after giving effect to the full Offering and the Over-Allotment Option
Common Shares	Unlimited	57,292,200	62,926,200	62,926,200	62,926,200	62,926,200
Common Shares issued as part of the Units	Unlimited	Nil	Nil	8,000,000	10,000,000	11,500,000
Total non-diluted Capitalization		**57,292,200**	**62,926,200**	**70,926,200**	**72,926,200**	**74,426,200**

The following table provides information about our fully-diluted capitalization upon completion of the Offering:

Designation of security	Number authorized to be issued	Outstanding at December 31, 2018	Outstanding at the date of this Prospectus	Outstanding after giving effect to the Minimum Offering	Outstanding after giving effect to the Maximum Offering	Outstanding after giving effect to the full Offering and the Over-Allotment Option
Common Shares	Unlimited	57,292,200	62,926,200	62,926,200	62,926,200	62,926,200
Common Shares issued as part of the Units	Unlimited	Nil	Nil	8,000,000	10,000,000	11,500,000
Common Shares reserved for issuance upon exercise of Warrants	Unlimited	42,357,800	48,017,000	48,017,000	48,017,000	48,017,000
Common Shares reserved for issuance upon exercise of Unit Warrants	Unlimited	Nil	Nil	8,000,000	10,000,000	11,500,000

Designation of security	Number authorized to be issued	Outstanding at December 31, 2018	Outstanding at the date of this Prospectus	Outstanding after giving effect to the Minimum Offering	Outstanding after giving effect to the Maximum Offering	Outstanding after giving effect to the full Offering and the Over-Allotment Option
Common Shares reserved for issuance upon conversion of the Debenture Units	Unlimited	Nil	1,440,000	1,440,000	1,440,000	1,440,000
Common Shares reserved for issuance upon conversion of the Debenture Warrants	Unlimited	Nil	1,440,000	1,440,000	1,440,000	1,440,000
Common Shares reserved for issuance upon exercise of Agent's Option Units	Unlimited	Nil	Nil	800,000	1,000,000	1,150,000
Common Shares reserved for issuance upon exercise of Agent's Option Warrants	Unlimited	Nil	Nil	800,000	1,000,000	1,150,000
Common Shares reserved for issuance upon exercise of Options	Maximum 20% of the issued and outstanding Common Shares of the Company	2,000,000	4,080,000	4,080,000	4,080,000	4,080,000
Total Fully Diluted Capitalization		**101,650,000**	**117,903,200**	**135,503,200**	**139,903,200**	**143,203,200**

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES

Stock Options

The Board has adopted a Stock Option Plan whereby a maximum of 20% of the issued and outstanding Common Shares, from time to time, may be reserved for issuance pursuant to the exercise of options. Under the terms of the Stock Option Plan, options may be granted only to: (i) our employees, officers, directors, and consultants; or (ii) a corporation wholly owned by such an employees, officers, directors, or consultants.

The exercise price of an option may not be less than the closing market price of the Common Shares on the trading day immediately preceding the date of grant of the option. If any options are granted within 90 days of a public distribution by prospectus (the 90 day period commencing on the date the Company is issued a final receipt for the prospectus), then the minimum exercise price shall be the greater of: (a) if the Common Shares are listed on a securities exchange, the closing market price of the Common Shares on the trading day immediately preceding the date of grant of the option; and (b) the price per share paid by the investors for Shares acquired under the public distribution; provided however, that if the Common Shares are not listed on any securities exchange, the exercise price may not be less than $0.10.

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

Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time. The following table sets forth information with respect to the options of the Company outstanding as at the date of this prospectus. The amount of options which are issued under the Stock Option Plan represent 6.5% of the current issued and outstanding Common Shares.

As of the date of this Prospectus, there are 4,080,000 outstanding options to purchase Common Shares under the Stock Option Plan. See "*Description of Securities – Options*".

The following table summarizes the allocation of the options granted by us to the date of this Prospectus:

Optionee	Number of Options	Exercise Price	Expiry Date
Directors (2 persons)	700,000 [(1)]	500,000 of which have an exercise price of $0.10 per common share and 200,000 of which have an exercise price of $0.15 per common share	500,000 of which expire on July 23, 2023; and 200,000 of which expire on February 6, 2024
Officers (2 persons)	400,000 [(2)]	200,000 of which have an exercise price of $0.10 per common share and 200,000 of which have an exercise price of $0.15 per common share	200,000 of which expire on September 28, 2023; 100,000 of which expire on December 21, 2023 and 100,000 of which expire on February 6, 2024
Director and Officer (1 person)	450,000 [(3)]	200,000 of which have an exercise price of $0.10 per common share and 250,000 of which have an exercise price of $0.15 per common share	200,000 of which expire on September 28, 2023; and 250,000 of which expire on February 6, 2024
Advisors, Consultants and Employees (10 persons)	1,530,000 [(4)]	530,000 of which have an exercise price of $0.15 per common share and 1,000,000 of which have an exercise price of $0.25 per common share	530,000 of which expire on February 6, 2024 and 1,000,000 of which expire on March 3, 2021
Media Partner (1 person)	1,000,000 [(5)]	$0.10	September 28, 2023
Total	**4,080,000**		

Notes:

(1) 500,000 options were granted on July 23, 2018 and are subject to a vesting schedule whereby 25% of the options vest every 3 months from the date of grant; 200,000 options were granted on February 6, 2019 and are subject to a vesting schedule whereby 25% of the options vest every 3 months from the date of grant.

(2) 200,000 options were granted on September 28, 2018 and are subject to a vesting schedule whereby 25% of the options vest every 3 months from the date of grant; 100,000 options were granted on December 21, 2018 and vest immediately on the date of grant; 100,000 options were granted on February 6, 2019 and are subject to a vesting schedule whereby 25% of the options vest every 3 months from the date of grant.

(3) 200,000 options were granted on September 28, 2018 and are subject to a vesting schedule whereby 25% of the options vest every 3 months from the date of grant; 250,000 options were granted on February 6, 2019 and are subject to a vesting schedule whereby 25% of the options vest every 3 months from the date of grant.

(4) 550,000 options were granted on February 6, 2019 and are subject to a vesting schedule whereby 25% of the options vest every 3 months from the date of grant; 1,000,000 options were granted on March 3, 2019 and are subject to a vesting schedule whereby 25% of the options vest every 3 months from the date of grant.

(5) 1,000,000 options were granted on September 28, 2018 and are subject to a vesting schedule whereby 25% of the options vest every 3 months from the date of grant.

Warrants

Please see the above section "*Description of Securities – Warrants*".

Convertible Debentures

Please see the above section "*Description of Securities – Convertible Debentures*".

PRIOR SALES

The table below sets out the prior sales of Common Shares and Units for the 12-month period preceding the date of this Prospectus. For issuances of options see *"Description of Securities - Options*" and *"Options and Other Rights to Purchase Securities"*. This table does not include units issued to finders under private placements. Please see "*Description of Securities – Warrants*" for a full list of all of the outstanding Warrants.

Date of Issuance	Type of Security Issued	Price Per Security ($)	Number of Securities Issued	Value Received ($)	Type of Transaction
April 30, 2018	Units(1)	0.005	12,500,000	62,500	Securities for Debt
June 26, 2018	Units(2)	0.02	5,000,000	100,000	Private placement
June 27, 2018	Units(3)	0.02	5,000,000	100,000	Securities for Debt
July 27, 2018	Units(4)	0.10	8,540,000	854,000	Private placement
August 31, 2018	Units(4)	0.10	4,535,000	453,500	Private placement
September 26, 2018	Units(5)	0.25	1,978,000	494,500	Private placement
September 28, 2018	Units(6)	0.25	8,000,000	2,000,000	Consideration for share purchase agreement
September 28, 2018	Units(6)	0.25	1,200,000	300,000	Consideration for share purchase agreement
October 17, 2018	Units(5)	0.25	940,000	235,000	Private placement
November 23, 2018	Units(5)	0.25	443,200	110,800	Private placement
December 17, 2018	Units(5)	0.25	656,000	164,000	Private placement
December 21, 2018	Units(7)	0.25	1,000,000	250,000	Securities for Debt
February 15, 2019	Units (5)	0.25	262,000	65,500	Private placement
February 26, 2019	Units (5)	0.25	2,852,000	713,000	Private placement
February 26, 2019	Units (8)	0.25	2,520,000	630,000	Securities for Debt
June 19, 2019	Convertible Debentures(9)	0.25	440,000	110,000	Securities for Debt
July 2, 2019	Convertible Debentures(10)	0.25	1,000,000	250,000	Securities for Debt
Total			**56,866,200**	**6,892,800**	

Notes:

(1) Units comprised of one Common Share and one-half of one Common Share purchase warrant exercisable at a price of $1.50 per Common Share for 36 months. See "*Description of Securities*".

(2) Units comprised of one Common Share and one-half of one Common Share purchase warrant exercisable at a price of $1.50 per Common Share for 24 months. See "*Description of Securities*".

(3) Units comprised of one Common Share and one-half of one Common Share purchase warrant exercisable at a price of $1.50 per Common Share for 24 months, issued pursuant to the Finder's Fee Agreement with Howe and Bay Financial Corp. See "*Description of Securities*" and "*Material Contracts*".

(4) Units comprised of one Common Share and one Common Share purchase warrant exercisable at a price of $0.75 per Common Share for 24 months. See "*Description of Securities*".

(5) Units comprised of one Common Share and one Common Share purchase warrant exercisable at a price of $0.90 per Common Share for 24 months. See "*Description of Securities*".

(6) Units comprised of one Common Share and one Common Share purchase warrant exercisable at a price of $1.00 per Common Share for 24 months. See "*Description of Securities*".

(7) Units comprised of one Common Share and one Common Share purchase warrant exercisable at a price of $0.90 per Common Share for 24 months, issued to Thrive pursuant to the Material Statement of Work under the Operating Agreement. See "*Description of Securities*" and "*Material Contracts*".

(8) Units comprised of one Common Share and one Common Share purchase warrant exercisable at a price of $0.90 per Common Share for 24 months, issued pursuant to the Strategic Advisory Agreement with Cor Capital Inc. See "*Description of Securities*" and "*Material Contracts*".

(9) On June 19, 2019 we issued Convertible Debentures for a total of $110,000 which are convertible into up to 440,000 Debenture Units. The principal bears interest at 12% per annum and matures 12 months from the date of issuance of the debentures. Each Debenture Unit is comprised of one Common Share and one Debenture Warrant. The Convertible Debentures are convertible at the option of the holder at $0.25 per Debenture Unit, and are subject to a minimum conversion amount of $10,000, unless there is less than $10,000 outstanding on the loan. See "*Description of Securities*"

(10) On July 2, 2019 we issued Convertible Debentures for a total of $250,000 which are convertible into up to 1,000,000 Debenture Units. The principal bears interest at 12% per annum and matures 12 months from the date of issuance of the debentures. Each Debenture Unit is comprised of one Common Share and one Debenture Warrant. The Convertible Debentures are convertible at the option of the holder at $0.25 per Debenture Unit, and are subject to a minimum conversion amount of $10,000, unless there is less than $10,000 outstanding on the loan. See "*Description of Securities*".

Trading Price and Volume

Our Common Shares currently are not listed and do not trade on any stock exchange. The Company is in the process of applying to have its shares listed on the Canadian Securities Exchange; it is anticipated that the listing of the Common Shares on the CSE will be subject to the Company satisfying certain conditions of the CSE.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Principals Escrowed Securities

National Policy 46 – 201, *Escrow for Initial Public Offerings* ("NP 46-201"), sets out a national escrow regime applicable to initial public distributions. We anticipate that we will be classified as an "emerging issuer" under NP 46-201 at the time our common shares are listed on the Exchange. Pursuant to NP 46-201 the Shares held by certain shareholders must be placed in escrow with the Transfer Agent, to be released therefrom over a period of 36 months for emerging issuers. The following table sets out information on the number of Common Shares that will be subject to the terms of the Escrow Agreement among us, the Transfer Agent, and the following persons:

Name of Escrow Holder	Number of Escrowed Common Shares	Percentage of Issued and Outstanding Common Shares Prior to Giving Effect to the Offering(1)	Percentage of Issued and Outstanding Common Shares After Giving Effect to the Minimum Offering(2)(5)	Percentage of Issued and Outstanding Common Shares After Giving Effect to the Maximum Offering(3)(5)	Percentage of Issued and Outstanding Common Shares After Giving Effect to the Maximum Offering and the Over-Allotment(4)(5)
Lance Montgomery *CEO, Director*	1,949,997	3.1%	2.8%	2.7%	2.6%
Nevin Petersen *CTO*	1,949,997	3.1%	2.8%	2.7%	2.6%
Penny Green *Director*	12,727,500	20.2%	17.9%	17.5%	17.1%
Delmont Holdings Ltd.(6)	2,500,000	4.0%	3.5%	3.4%	3.4%
Niagara Acquisitions Corp.(7)	1,354,000	2.2%	1.9%	1.9%	1.8%
William White(8)	1,000,000	1.6%	1.4%	1.4%	1.3%
TOTAL	**21,481,494**	**34.1%**	**30.3%**	**29.5%**	**28.9%**

Notes:

(1) Based on 62,926,200 issued and outstanding Common Shares.

(2) Based on 70,926,200 issued and outstanding Common Shares after giving effect to the Minimum Offering.

(3) Based on 72,926,200 issued and outstanding Common Shares after giving effect to the Maximum Offering.

(4) Based on 74,426,200 issued and outstanding Common Shares after giving effect to the Maximum Offering and the Over-Allotment Option.

(5) Escrowed Common Shares intended to be deposited with the Transfer Agent.

(6) Delmont Holdings Ltd. is a holding company controlled by Ms. Green.

(7) Niagara Acquisitions Corp. is a family trust of which Ms. Green is a trustee.

(8) William White is Ms. Green's spouse and owns 1,000,000 Common Shares.

Pursuant to the Escrow Agreement the Escrowed Shares will be released from escrow as to 10% upon the Listing Date, with the balance in six equal releases at six-month intervals over the 36 months following the Listing Date. The Escrowed Shares may not be transferred or otherwise dealt with during the term of the Escrow Agreement except for certain circumstances, including:

(a) transfers to our continuing or incoming directors and senior officers, subject to the Company's Board of Directors' approval;

(b) transfers to an RRSP or similar trust plan provided that the only beneficiaries are the transferor or the transferor's spouse or children;

(c) transfers upon bankruptcy to a trustee in bankruptcy; and

(d) pledges to a financial institution as collateral for a bona fide loan, provided that upon a realization the securities remain subject to escrow.

The complete text of the Escrow Agreement is available for inspection at the registered and records office of the Company and is also available on SEDAR at www.sedar.com.

Other Securities Subject to Contractual Restriction on Transfer

As of the date of this Prospectus, 15,722,497of the Company's Common Shares (the "**Restricted Shares A**") cannot be sold until they are released in accordance with the following schedule:

Date of Automatic Timed Release	Amount of Restricted Securities Released
Listing Date	1/10 of the Restricted Shares A
6 Months after the Listing Date	1/6 of the remaining Restricted Shares A
12 Months after the Listing Date	1/5 of the remaining Restricted Shares A
18 Months after the Listing Date	1/4 of the remaining Restricted Shares A
24 Months after the Listing Date	1/3 of the remaining Restricted Shares A
30 Months after the Listing Date	1/2 of the remaining Restricted Shares A
36 Months after the Listing Date	The remaining Restricted Shares A

As of the date of this Prospectus, 1,170,001 of the Company's Common Shares (the "**Restricted Shares B**") cannot be sold until they are released in accordance with the following schedule:

Date of Automatic Timed Release	Amount of Restricted Securities Released
Listing Date	10% of the Restricted Shares B
3 Months after the Listing Date	25% of the remaining Restricted Shares B
6 Months after the Listing Date	25% of the remaining Restricted Shares B
9 Months after the Listing Date	10% of the remaining Restricted Shares B
12 Months after the Listing Date	10% of the remaining Restricted Shares B
15 Months after the Listing Date	10% of the remaining Restricted Shares B
18 Months after the Listing Date	The remaining Restricted Shares B

PRINCIPAL SHAREHOLDERS

To the knowledge of our directors and officers, the only people who own or control, directly or indirectly, or exercise control or direction over, more than 10% of the Common Shares are:

Name of Common Shareholder	Type of Ownership	Number of Common Shares Owned by Common Shareholder before the Offering	Percentage of Ownership on an Undiluted Basis(1)(2)
Penny Green	Direct and Indirect	17,581,500(3)	27.9%

Notes:

(1) Based on 62,926,200 issued and outstanding Common Shares as at the date of this Prospectus.

(2) Ms. Green's ownership on a fully diluted basis is 39.1% based on 74,480,000 issued and outstanding Common Shares following the exercise of 11,354,000 Warrants and 200,000 Options owned or controlled by her; of the 11,354,000 Warrants owned or controlled by Ms. Green, Niagara Acquisitions Corp. owns 1,354,000 Warrants and is a family trust of which Ms. Green is a trustee, and Delmont Holdings Ltd. owns 1,250,000 Warrants and is a holding company controlled by Ms. Green.

(3) Niagara Acquisitions Corp. owns 1,354,000 Common Shares and is a family trust of which Ms. Green is a trustee; Ms. Green's spouse owns 1,000,000 Common Shares; Delmont Holdings Ltd. owns 2,500,000 Common Shares and is holding company controlled by Ms. Green.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table sets out the name, province and country of residence, position or offices held with us, date appointed, number and percentage of voting securities of us that each of our directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as at the date of this Prospectus. This table also includes the principal occupation, business or employment of such persons over the last five years:

Name, Position Held in Company, Province and Country of Residence	Principal Occupation, Business or Employment for Last Five Years	Date of Appoint-ment	Number of Common Shares Beneficially Owned or Controlled[1]	Number of Convertible or Exchangeable Securities Beneficially owned or Controlled	Total Ownership on an Undiluted Basis[1]
Lance Montgomery, Director, Chief Executive Officer British Columbia, Canada	HeyBryan Media Inc. Founder since Feb-17 Director since Sep-18 CEO since Jul-18 Formerly: Aug-17 – Jul-18 Managing Director of Cossette Inc., a marketing and advertising firm. Jan-15 – Jun-17 Managing Director of Idea Rebel Interactive Inc., a marketing and advertising firm. Jun-13 – Jan-15 Vice President of Business Development at MediaValet Inc., a digital asset management company.	September 28, 2018	1,949,997	2,399,997 (1,949,997 Warrants; 450,000 Options)	3.1%
Yucai (Rick) Huang, Chief Financial Officer, Corporate Secretary British Columbia, Canada	Chief Financial Officer of HeyBryan Media Inc. since Dec-18. Chief Financial Officer of The Yield Growth Corp. (CSE: BOSS) since Jun-18. Director of Datable Technology Corporation (TSXV: DAC) since Mar-15 Formerly: Mar-07 – Jun-18 Chief Financial Officer of Hanwei Energy Corp. (TSE: HE)	December 21, 2018	150,000	200,000 (100,000 Warrants; 100,000 Options)	0.2%

Name, Position Held in Company, Province and Country of Residence	Principal Occupation, Business or Employment for Last Five Years	Date of Appoint-ment	Number of Common Shares Beneficially Owned or Controlled[(1)]	Number of Convertible or Exchangeable Securities Beneficially owned or Controlled	Total Ownership on an Undiluted Basis[(1)]
Nevin Petersen, Chief Technology Officer British Columbia, Canada	Chief Technology Officer of HeyBryan Media Inc. since Sep-18. Formerly: Jul-13 – Dec-17 Software Engineer and Lead Mobile Developer at Idea Rebel Interactive Inc., a marketing and advertising firm.	January 2, 2018	1,949,997	2,249,997 (1,949,997 Warrants; 300,000 Options)	3.1%
Michael Stulp, Director Ontario, Canada	Director of HeyBryan Media Inc. since Sep-18. Chief Financial Officer of Baeumler Group of Companies since Feb-16. Formerly: Sep-15 – Feb-16 Manager, Finance and Supply Chain Operations of Azelis Canada Chemicals Ltd. May-09 – Sep-15 Financial Controller and Business Manager of The Waterstreet Group & Scotiabank	September 28, 2018	Nil	Nil	Nil

Name, Position Held in Company, Province and Country of Residence	Principal Occupation, Business or Employment for Last Five Years	Date of Appoint-ment	Number of Common Shares Beneficially Owned or Controlled[(1)]	Number of Convertible or Exchangeable Securities Beneficially owned or Controlled	Total Ownership on an Undiluted Basis[(1)]
Penny Green, Director British Columbia, Canada	Director of HeyBryan Media Inc. since Dec-16. Director of The Yield Growth Corp. since Nov-16 and CEO since Jan-17. <u>Formerly</u>: Oct-14 – Feb-18 Director, Chief Operating Officer and President of Glance Technologies Inc., a mobile payment application. Oct-06 – Oct-16 Director of Highbury Energy Inc.	December 3, 2016	17,581,500[(2)]	11,554,000[(3)] (11,354,000 Warrants; 200,000 Options)	27.9%
Spiros Margaris, Director Switzerland	Director of HeyBryan Media Inc. since Jul-18. Director of The Yield Growth Corp. since Jan-18 Chief Investment Officer, Venture Capitalist and Advisor, Margaris Ventures (formerly known as MARGARIS ADVISORY) since Sep-10	July 23, 2018	Nil	500,000 Options	Nil

Notes:

(1) Based on 62,926,200 issued and outstanding Common Shares as at the date of this Prospectus.

(2) Niagara Acquisitions Corp. owns 1,354,000 Common Shares and is a family trust of which Ms. Green is a trustee; Ms. Green's spouse owns 1,000,000 Common Shares; Delmont Holdings Ltd. owns 2,500,000 Common Shares and is holding company controlled by Ms. Green.

(3) Niagara Acquisitions Corp. owns 1,354,000 Warrants. It is a family trust of which Ms. Green is a trustee; Delmont Holdings Ltd. owns 1,250,000 Warrants and is a holding company controlled by Ms. Green.

Term of Office of Directors

The term of office of the directors expires annually at the time of our annual general meeting. The term of office of the executive officers expires at the discretion of the Board of Directors.

Aggregate Ownership of Securities

As at the date of this Prospectus, our directors and executive officers as a group beneficially own, directly or indirectly, or exercise control of, 19,631,494 Common Shares collectively representing 31.2% of our 62,926,200 issued and outstanding Common Shares.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Cease Trade Orders

To our knowledge and other than as disclosed herein, at the date of this prospectus, no director or executive officer of the Company is, or was within 10 years prior to the date of this prospectus, a director, chief executive officer or chief financial officer of any company that:

(a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of the relevant company; or

(b) was subject to a cease trade order, an order or similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

To our knowledge and other than as disclosed herein, no director or executive officer of ours or a shareholder holding a sufficient number of securities of us to affect materially the control of us:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any company, including us, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or of trustee appointed to hold its assets; or

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

Penalties or Sanctions

To our knowledge and other than as disclosed herein, no director or executive officer of ours or a shareholder holding a sufficient number of securities of us to affect materially the control of us, has been subject to:

(a) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement with a provincial and territorial securities regulatory authority; or

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

CONFLICTS OF INTEREST

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

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

BACKGROUND OF MANAGEMENT AND DIRECTORS

Below is a brief description of each of our directors, executive officers and key management personnel including: names; positions and responsibilities; and relevant educational background.

Our officers intend to dedicate the following percentages of their time to our affairs:

(a)	Lance Montgomery (Director, CEO):	100%
(b)	Yucai Huang (CFO, Corporate Secretary):	30%
(c)	Nevin Petersen (CTO):	100%
(d)	Michael Stulp (Director):	15%
(e)	Penny Green (Director):	25%
(f)	Spiros Margaris (Director):	15%

See "*Executive Compensation – Employment, Management and Consulting Agreements*" for a summary of the management and consulting agreements we have entered into with our executive officers.

Lance Montgomery, Chief Executive Officer and Director

Lance Montgomery (age 41), is a Director and the Chief Executive Officer of HeyBryan. Mr. Montgomery is a visionary entrepreneur and business leader who has spent over 15 years building organizations from early stage to acquisition. He has led multiple agency teams serving global brands across the continent and signing clients such as Keurig, 7-11 and Prana. In his latest role he led a full service agency that supported the largest Telco in Canada. Mr. Montgomery also has a significant technology industry background with end-to-end marketing & sales experience and success building top-tier technology teams. He was Managing Director at Cossette Inc, a marketing and advertising firm, between August, 2017 and July, 2018, Managing Director at Idea Rebel Interactive Inc., also a marketing and advertising firm, between January, 2015 and June, 2017 and Vice President of Business Development at Media Valet Inc., a digital asset management company, between June, 2013 and January, 2015. He has been involved in numerous app builds, such as BMW, Converse, infinity, Wiiv, and the 7-11 rewards app. Mr. Montgomery studied Business Administration at Okanagan College from 1996 to 1998. Mr. Montgomery is a HeyBryan employee, see "*Executive Compensation - Employment, Consulting and Management Agreements*".

Yucai (Rick) Huang, Chief Financial Officer

Rick Huang (age 50), is HeyBryan's Chief Financial Officer and Corporate Secretary. Mr. Huang also currently serves as CFO of The Yield Growth Corp. (CSE: BOSS) and contributed to its initial public offering process in 2018. Previously, Mr. Huang served as CFO of Hanwei Energy Services corporation (TSX: HE) from March, 2007 to June, 2018. Mr. Huang has also served as CFO of other publicly traded companies where he has managed all aspects of finance, banking, compliance, accounting, reporting, internal control, administration, supporting the board of directors in financial oversight. He also has supervised all aspects of accounting for various subsidiary companies in Canada, China, Russia and Kazakhstan and consolidations under IFRS. He has worked on investor relations activities, roadshows AGM preparations, and licensing agreements and has led various public equity financing projects raising funds of up to $90 million and leading acquisitions of up to $80 million. Mr. Huang has done negotiations for international joint ventures, including drafting shareholders' agreements, establishing international legal entities, and assets transfers. Mr. Huang also serves as Chair of the Audit Committee for Datable Technology Corp. (TSXV: TTM) and previously Chair of the Governance Committee and member of the Audit Committee of Poydras Gaming Finance Corp. (TSXV: PYD). Mr. Huang holds a Master of Business Administration degree from the Ivey Business School at Western University, and a Bachelor of Arts degree in Economics from the Shanghai International Studies University. Mr. Huang is a designated CPA, CGA. Mr. Huang is a contractor of HeyBryan's through Thrive, see "*Executive Compensation - Employment, Consulting and Management Agreements*".

Nevin Petersen, Chief Technology Officer

Nevin Petersen (age 30), is HeyBryan's Chief Technology Officer and, in that capacity has planned, overseen and engineered HeyBryan with the use of modern technologies and software development concepts. Mr. Petersen is no stranger to pushing the boundaries in the technology world. He has engineered innovating virtual reality, augmented reality, mobile applications and backend server frameworks for clients. In his former role as Lead Mobile Developer, he led the mobile engineering team from July, 2013 to December, 2017 at Idea Rebel Interactive Inc., a North America wide Digital Agency for clients such as Ford, Infiniti, Converse, IBM, BMW, Hyundai, and Wiivv. These deployments included apps such as FordVR, Wiivv, IBMiX Auto, Infiniti's Driver Seat, Hyundai Dealer App, and DUO. Mr. Petersen holds a Bachelor degree of Technology in Computer Systems from BCIT. Mr. Petersen is a HeyBryan employee, see "*Executive Compensation - Employment, Consulting and Management Agreements*".

Michael Stulp, Director

Michael Stulp (age 34), is a Director of HeyBryan. Mr. Stulp has over 15 years of experience in financial management and is currently the CFO of the Baeumler Group of Companies, overseeing Baeumler production and distribution in over 30 countries. He has held that role since February, 2016. Prior to that, Mr. Stulp was the Manager of Finance and Supply Chain Operations for Azelis Canada Chemicals Ltd. from September, 2015 to February 2016 and was the Financial Controller & Business Manager for the Waterstreet Group & Scotiabank before that between May, 2009 and September, 2015. Mr. Stulp has a proven track record of increasing EBITDA through cost reduction and efficiency improvements and brings over 15 years of experience in financial management. Mr. Stulp holds an honors Bachelor degree in Business Administration from the University of Guelph-Humber and is in the process of obtaining his Master of Business Administration degree from Laurentian University. Mr. Stulp is neither an employee nor a contractor of HeyBryan.

Penny Green, Director

Penny Green (age 47), is a Director of HeyBryan. Ms. Green has been recognized on PROFIT Magazine's W100 list of top Canadian female entrepreneurs. Under her leadership as CEO, her law firm Bacchus Law was in the PROFIT 500 Fastest Growing companies in 2015 and 2016. As a serial entrepreneur with over two decades of experience building successful companies, Ms. Green has deep experience in capital markets and has been involved in over 100 going public transactions. Ms. Green was also a Co-Founder of Merus Labs Inc. (TSX:MSL, NASDAQ:MSLI-Q) which was acquired by Norgine B.V. in July 2017. Ms. Green has served as Director of The Yield Growth Corp. since November, 2016 and as President and CEO since January, 2017. Formerly, she served as Director, President and Chief Operating Officer of Glance Technologies Inc. from October, 2014 to February, 2018, as well as Director of Highbury Energy Inc. from October, 2006 to October, 2016. Ms. Green regularly participates as a speaker for keynotes and panels on Fintech, Capital-raising and blockchain including CryptoHQ alongside the World Economic Forum in Davos. Overall, her experience as an entrepreneur includes online music, international film distribution, mobile payments, blockchain technology, crowdsourcing, renewable energy, pharmaceuticals, e-commerce, law and cannabis. Ms. Green has been featured in The National Post, The Globe and Mail, BNN, Chatelaine, Business in Vancouver and more. Ms. Green is also a published author for Forbes and a member of the invite-only, Forbes Technology Council. She holds a Juris Doctor degree from the University of British Columbia. Ms. Green is neither an employee nor a contractor of HeyBryan.

Spiros Margaris, Director

Spiros Margaris (age 54), is a Director of HeyBryan. Mr. Margaris is a thought leader in the FinTech, blockchain and InsurTech industries, and was ranked No. 1 global influencer by Onalytica across all three categories.[12] He is a frequent speaker at international FinTech and InsurTech conferences and publishes articles on innovation and thought leadership. Mr. Margaris has over 25 years of extensive financial experience in investment management and financial statement analysis and is the Founder of Margaris Ventures, a venture capitalist and advisory firm, and Partner and Member of the Investment Committee of the hedge fund advisory firm Crossbow Partners AG. At Margaris Ventures, Mr. Margaris has served as its Chief Investment Officer since September, 2010. Mr. Margaris holds a Master's in Business Administration from the University of Toronto. Mr. Margaris is a contractor of HeyBryan, see "*Executive Compensation - Employment, Consulting and Management Agreements*".

Other Reporting Issuer Experience

Past directorships in reporting issuers of our Directors are as follows:

Director	Past Directorships
Lance Montgomery	N/A
Michael Stulp	N/A
Penny Green	The Yield Growth Corp. (2016 – current) Glance Technologies Inc. (2014 - 2018) Merus Labs International Inc. (2010 – 2011) Neurokine Pharmaceuticals Inc. (2009 – 2010) On4 Communications Inc. (formerly Sound Revolution Inc.) 2009 – 2010 Blink Couture Inc. (2003 – 2008)
Spiros Margaris	The Yield Growth Corp. (2018 – current)

[12] Stephen Goldstein, "An Insurtech conversation with global influencer Spiros Margaris" (July 19, 2018), Daily Fintech, online: https://dailyfintech.com/2018/07/19/spiros-margaris/; Onalytica, "FinTech 2018: Hot Topics and Top Influencers" (May 21, 2018), online: https://onalytica.com/blog/posts/fintech-2018-hot-topics-top-influencers/.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In accordance with the requirements for new reporting issuers, this disclosure is intended to communicate the anticipated compensation to be provided to our directors and each executive officer who meets the definition of a "named executive officer" as set out in Form 51-102F6V – *Statement of Executive Compensation* (collectively, the "**Named Executive Officers**" or "**NEOs**") once we become a reporting issuer. We rely on the Board to determine the executive compensation that is to be paid to our executives. Our NEOs are as follows:

Lance Montgomery	–	Chief Executive Officer (CEO)
Yucai Huang	–	Chief Financial Officer (CFO)
Nevin Petersen	–	Chief Technology Officer (CTO)

Director and Executive Officer Compensation, Excluding Compensation Securities

The following table sets out certain information respecting the compensation paid to our CEO, CFO and CTO and each of our directors, for each of our two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and principal position	**Financial Year Ended December 31**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of Perquisites ($)**	**Value of all other Compensation ($)**	**Total Compensation ($)**
Penny Green *Director*(1)	2018	125,000	nil	nil	nil	nil	nil
	2017	25,000	nil	nil	nil	nil	nil
Spiros Margaris *Director*	2018	nil	nil	nil	nil	nil	nil
	2017	nil	nil	nil	nil	nil	nil
Michael Stulp *Director*	2018	nil	nil	nil	nil	nil	nil
	2017	nil	nil	nil	nil	nil	nil
Lance Montgomery *CEO and Director*(2)	2018	82,500	nil	nil	nil	nil	nil
	2017	nil	nil	nil	nil	nil	nil
Yucai Huang *CFO and Corporate Secretary*(3)	2018	nil	nil	nil	nil	nil	nil
	2017	nil	nil	nil	nil	nil	nil
Nevin Petersen *CTO*(2)	2018	62,500	nil	nil	nil	nil	nil
	2017	nil	nil	nil	nil	nil	nil

Notes:

(1) Ms. Green was CEO and President of HeyBryan for the period from December 3, 2016 to July 19, 2018 and had a management agreement with HeyBryan dated November 1, 2017 for her services to the Company as President and CEO. Ms. Green's Management Agreement was mutually terminated pursuant to a Termination of Management Agreement dated effective October 1, 2018 when Ms. Green stopped providing services and receiving a management fee, in connection with her prior role as President and CEO of the Company. See "*Executive Compensation - Employment, Consulting and Management Agreements*".

(2) Mr. Montgomery and Mr. Petersen were engaged as CEO and CTO through Thrive in 2017. Mr. Montgomery's contract entitles him a monthly compensation of $13,765 starting July 3, 2018. Mr. Petersen's contract entitles him an annual compensation of $120,000 starting June 25, 2018.

(3) Mr. Huang is acting as the CFO and Corporate Secretary of the Company through Thrive, which bills the Company on an hourly basis starting as of December 2018.

Stock Options and Other Compensation Securities

The table below sets out information regarding compensation securities granted by us to each director and NEO to the date of this Prospectus:

Compensation Securities							
Name and position	**Type of Compen-sation Security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of issue or grant**	**Issue, conver-sion or exercise price ($)**	**Closing price of security or underly-ing security on date of grant ($)**	**Closing price of security or underly-ing security at year end ($)**	**Expiry date**
Lance Montgomery *CEO and Director*	Options	200,000	September 28, 2018	0.10	N/A	N/A	September 28, 2023
	Options	250,000	February 6, 2019	0.15	N/A	N/A	February 6, 2024
Yucai Huang *CFO and Corporate Secretary*	Options	100,000	December 21, 2018	0.15	N/A	N/A	December 21, 2023
Nevin Petersen *CTO*	Options	200,000	September 28, 2018	0.10	N/A	N/A	September 28, 2023
	Options	100,000	February 6, 2019	0.15	N/A	N/A	February 6, 2024
Penny Green *Director*	Options	200,000	February 6, 2019	0.15	N/A	N/A	February 6, 2024
Spiros Margaris *Director*	Options	500,000	July 23, 2018	0.10	N/A	N/A	July 23, 2023
Bryan Baeumler *Media Partner*	Options	1,000,000	September 28, 2018	0.10	N/A	N/A	September 28, 2023

There were no exercises of options or other compensation securities by any director or Named Executive Officer during the most recently completed financial year ended December 31, 2018.

Stock Option Plans

The Board of Directors has adopted a stock option plan whereby a maximum of 20% of the issued and outstanding Common Shares, from time to time, may be reserved for issuance pursuant to the exercise of options. Please see *"Options and Other Rights to Purchase Securities"* for additional information in respect of the stock option plan.

Employment, Consulting and Management Agreements

We have entered into employment consulting agreements with the following directors and NEOs:

<u>Spiros Margaris:</u> The Company and Spiros Margaris entered into a director agreement dated July 23, 2018 (the "**Spiros Agreement**") for Mr. Margaris to act as a director of the Company. Mr. Margaris was granted 500,000 Options in the Company. Under the Spiros Agreement, Mr. Margaris will be paid a monthly salary of $800 payable twelve months in advance.

<u>Lance Montgomery</u>: The Company and Lance Montgomery entered into an employment agreement dated March 1, 2019 (the "**Montgomery Agreement**") for Mr. Montgomery's employment with the Company as CEO. Under the Montgomery Agreement, Mr. Montgomery will be paid an annual salary of $165,000 per year. Subject to entitlements under the *Employment Standards Act* (British Columbia) the Company may terminate the Montgomery Agreement upon six months' notice, or payment in lieu of notice.

<u>Rick Huang</u>: On June 25, 2018, the Company, Thrive and FastTask SubCo entered into the Operating Agreement and a statement of work thereunder (the "**Material Statement of Work**"). Mr. Huang provides CFO and Corporate Secretary services to the Company on an hourly basis through the Material Statement of Work, at the rate charged for executive management fees (see "*Material Contracts*").

<u>Nevin Petersen</u>: The Company and Nevin Petersen entered into an employment agreement dated March 1, 2019 (the "**Petersen Agreement**") for Mr. Petersen's employment with the Company as CTO. Under the Petersen Agreement, Mr. Petersen will be paid an annual salary of $120,000 per year. The Company may terminate the Petersen Agreement in accordance with the *Employment Standards Act* (British Columbia).

<u>Penny Green</u>: The Company and Penny Green entered into a management agreement dated November 1, 2017 (the "**Green Agreement**") regarding the Company's engagement of Ms. Green to provide management services to the Company in a President and CEO capacity. The Green Agreement was mutually terminated pursuant to a Termination of Management Agreement dated effective October 1, 2018 when she stopped providing services and receiving compensation, in connection with her prior role as President and CEO of the Company. Under the Green Agreement, Ms. Green was paid a monthly salary of $12,500 payable in cash and Common Shares. The services provided included the following, on a fulltime basis: (a) maintaining relationships with certain contacts introduced to the Company by Ms. Green; (b) working on the Company's long-term strategic plans and strategic partnerships; (c) dealing with day-to-day operational plans and project developments as they impact bottom-line performance; (d) assisting the corporate management team with the development and deployment of business plans & strategies; (e) assisting with raising financing for the Company; (f) providing legal administration support, including reviewing and assisting with the development of all agreements, contracts, and employee or consultant related legal work; (g) reporting on the activities and business of the Company to the Board; (h) leading and working on the capital funding programs of the Company and directing the use of funds in capital asset and corporate building plans; (i) preparing for, participating in, and attending Board meetings; (j) attending meetings with potential partners and other business contacts within government, industry and academia; (k) assisting the Company in developing a list of potential contacts to advance its business, including potential customers and business partners.

The Company has no management agreements, consultant agreements or arrangements with any other persons to perform or provide the day-to-day management functions of the Company.

Director Fees

Our directors currently do not receive any compensation, other than the monthly salary of $12,500 to Penny Green and the monthly salary of $800 to Spiros Margaris, as set out above (See, "*Employment, Consulting and Management Agreements*"). There are no additional fees currently paid for membership or chairpersonship on any committee.

Incentive Plan Awards

We currently have the Stock Option Plan in place for the purposes of attracting and motivating our directors, officers, employees, and consultants and advancing our interests by affording such persons with the opportunity to acquire an equity interest in us through rights granted under the Stock Option Plan. Any grant of options under the Stock Option Plan is within the discretion of the Board of Directors, subject to the condition that the maximum number of Common Shares which may be reserved for issuance under the Stock Option Plan may not exceed 20% of our issued and outstanding Common Shares. Our Board of Directors has approved the Stock Option Plan.

Pension Plan Benefits

Neither we, nor any of our wholly owned subsidiaries, currently provides any pension plan benefits for NEOs, directors, or employees.

Termination and Change of Control Benefits

There are no provisions granting any termination or change of control benefits to any of the NEOs, except as follows:

> Under the Montgomery Agreement, if the Company terminates the agreement without cause, the Company, in its discretion, either has to provide (a) 6 months' working notice, in which case Mr. Montgomery will continue to perform all of his duties; or (b) payment in lieu of notice in the amount equivalent to 6 months of his base salary. The anticipated termination payment, then, is $82,500 under Montgomery Agreement.

Oversight and Description of Director and NEO Compensation

At present, the Board as a whole determines the compensation of our NEOs and does so with reference to industry standards and our financial situation. The Board has the sole responsibility for determining the compensation of our directors. Director compensation is determined by the Board from time to time with reference to industry standards and our financial situation.

Our directors are reimbursed for any out-of-pocket expenses incurred in the course of their duties as directors.

From time to time, directors may be retained as consultants or experts to provide specific services to us and will be compensated on a normal commercial basis for such services. Other than as disclosed under "*Employment, Consulting and Management Agreements*" above, as of the date of this Prospectus, no other directors have been retained by us as a consultant.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our directors or officers, nor any associate or affiliate of such person is indebted to us; nor has any such person's indebtedness to any other entity been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by us.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

We are required to have an audit committee comprised of not less than three directors. The members of our audit committee are currently the full Board, being Penny Green (financially literate), Spiros Margaris (independent, financially literate), and Michael Stulp (independent, financially literate). The audit committee is responsible for overseeing our financial reporting process on behalf of the Board, including overseeing the work of the independent auditors who report directly to the audit committee.

The specific responsibilities of the audit committee, among others, include:

- evaluating the performance and assessing the qualifications of the independent directors and recommending to the Board and the shareholders the appointment of our external auditor;

- determining and approving the engagement of and compensation for audit and non-audit services of our external auditor;

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

- conferring with our external auditor and with management regarding the scope, adequacy and effectiveness of internal financial reporting controls;

- establishing procedures for the receipt, retention and treatment of complaints received by us regarding our accounting controls, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting and auditing matters; and

- reviewing and discussing with management and the independent auditor, as appropriate, our guidelines and policies with respect to risk assessment and risk management, including major financial risk exposure and investment and hedging policies and the steps taken by management to monitor and control our exposure to such risks.

The following is the education and experience of each audit committee member:

Name	Determination of Independence and Financial Literacy
Penny Green	Penny Green was the CEO of Bacchus Law Corporation for 20 years. Throughout those 20 years, Ms. Green provided legal advice to numerous companies with regard to corporate governance strategies and effective securities compliance. She regularly reviewed financial statements to provide advice to clients. Ms. Green was also the Chairman of Highbury Energy Inc. for six years. Ms. Green has a Juris Doctor degree from the University of British Columbia.
Spiros Margaris	Mr. Margaris has over 25 years of extensive financial experience in investment management and financial statement analysis and is the Founder of Margaris Ventures, a venture capitalist and advisory firm, and Partner and Member of the Investment Committee of the hedge fund advisory firm Crossbow Partners AG. At Margaris Advisory, Mr. Margaris serves as its Chief Investment Officer with a primary responsibility of portfolio management with special emphasis on strategies for taking advantage of broad market opportunities. At Crossbow Partners AG, Mr. Margaris wrote manager reports, reviews, conducted formal qualitative and quantitative due diligence and was a voting member of the Investment Committee for all client fund portfolio. Mr. Margaris holds a Master's in Business Administration from the University of Toronto.
Michael Stulp	Michael Stulp has over 15 years of experience in financial management and is currently the CFO of the Baeumler Group of Companies, overseeing Baeumler production and distribution in over 30 countries. Michael holds an honors Bachelor degree in Business Administration from the University of Guelph-Humber and is in the process of obtaining his Master of Business Administration degree from Laurentian University. He is also a Chartered Professional Accountant and Certified General Accountant (CPA, CGA).

Audit Committee Charter

The Audit Committee Charter is attached to this Prospectus as Appendix C.

Composition of Audit Committee and Independence

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with a company, which could, in the view of that company's board of directors, reasonably interfere with the exercise of the member's independent judgment: Spiros Margaris and Michael Stulp are independent by reason that they have no direct or indirect material relationship with us, they are not nor ever have been employees or executive officers of us, nor have any of their immediate family, and they have not received any direct compensation from us as of the date of this Prospectus. Penny Green is not independent because Ms. Green owns 24.8% of the Common Shares of the company.

A "venture issuer" as defined in NI 52-110 means an issuer that, at the end of its most recently completed financial year, did not have any of its securities listed or quoted on any of the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc. Section 6.1 of NI 52-110 provides an exemption from the audit committee composition requirements of Part 3 (*Composition of Audit Committee*) for venture issuers. A majority of the members of our audit committee are not executive officers, employees or control persons of the Company or its affiliates.

We meet the definition of "venture issuer" definition and will be relying on this exemption. The board of directors has determined that the reliance on the exemption will not materially adversely affect the ability of the audit committee to act independently and to satisfy the other requirements of NI 52-110.

Relevant Education and Experience

NI 52-110 provides that an individual 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 our financial statements. All of the members of our audit committee are financially literate.

Audit Committee Oversight

The audit committee was appointed by the Board of Directors on March 8, 2019. At no time since the commencement of our most recently completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

The Audit Committee charter annexed as Appendix C sets forth the specific policies and procedures that the Audit Committee has adopted for the engagement of audit and non-audit services.

Reliance on Certain Exemptions

Since the commencement of our most recently completed financial year, we have not relied on:

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

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

(c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*);

(d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*); or

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

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The following table sets out the audit fees billed to us over the specified time periods:

	Year Ended December 31, 2018 ($)	**Year Ended December 31, 2017 ($)**
Audit Fees	45,000	3,750
Audit-Related Fees(1)	12,000	nil
Tax Fees	1,000	500
All Other Fees	Nil	Nil
Total	**58,000**	**4,250**

Notes:

(1) *Audit-Related Fees* consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the financial statements and are not reported under "Audit Fees" above. *Audit-Related Fees* also include the provision of comfort letters and consents, the consultation concerning financial accounting and reporting of specific issues and the review of documents filed with regulatory authorities.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders and considers the role of the individual members of management who are appointed by the Board and who are charged with our day-to-day management. The Board will monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

As of the date of this Prospectus, the Board consists of four directors: Lance Montgomery, Penny Green, Spiros Margaris and Michael Stulp.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the company, other than interests and relationships arising from holding shares or securities in the company. In addition, where a company has a significant shareholder, NI 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder.

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

At this time, Spiros Margaris and Michael Stulp are considered to be "independent" within the meaning of NI 58-101 as neither are an officer or employed by the Company. We intend to ensure that our Board is majority independent by adding an independent director to the Board as soon as practicable.

Directorships

Certain of our directors are also directors of other issuers that are reporting issuers, as follows:

Director	Other Directorships	Stock Exchange Listing	Period
Penny Green	The Yield Growth Corp.	CSE:BOSS	November 28, 2016 - current
Spiros Margaris	The Yield Growth Corp.	CSE:BOSS	January 8, 2018 - current

Orientation and Continuing Education

Each of our new directors is briefed about the nature of our business, our corporate strategy and our current issues. New directors will be encouraged to review our public disclosure records as filed on SEDAR at www.sedar.com after we become a reporting issuer. Directors are also provided with access to management to better understand our operations, and to our legal counsel to discuss their legal obligations as our directors.

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Ethics for all our directors, officers, employees and our subsidiaries.

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

Nomination of Directors

Our management is in contact with individuals involved in the technology sector. From these sources management has made a number of contacts and in the event that we require any new directors, such individuals will be brought to the attention of the Board. We will conduct reference and background checks on suitable candidates. New nominees generally must have a track record in business management, areas of strategic interest to us, the ability to devote the time required to carry out the obligations and responsibilities of a director and a willingness to serve in that capacity.

Compensation

At present, the Board as a whole determines the compensation of our CEO and does so with reference to industry standards and the financial situation of the Company. For details on compensation to directors, see “*Executive Compensation*” above.

Other Board Committees

There are no committees of the Board at this time other than the Audit Committee.

Assessments

Neither we nor the Board of Directors has developed a formal review system to assess the performance of the directors or the Board as a whole. The contributions of individual directors are monitored by other members of the Board on an informal basis through observation.

PLAN OF DISTRIBUTION

Under the terms of the Agency Agreement between the Company and the Agent, the Company has agreed to sell, on the Closing Date, subject to the terms and conditions contained in the Agency Agreement, a minimum of 8,000,000 Units and a maximum of 10,000,000 Units at the Offering Price for a minimum total gross consideration of $2,400,000 and maximum of $3,000,000 payable in cash to the Company against delivery of the Units. The obligations of the Agent under the Agency Agreement may be terminated at its discretion upon the occurrence of certain stated events, including, among other things, events that would reasonably be expected to have a material adverse effect on the market price or the value of the Units or the Common Shares, and events of national or international consequence that would reasonably be considered to materially adversely affect or will materially adversely affect the financial markets in Canada or the United States or the business, operations or affairs of the Company.

The Offering Price was determined by negotiation between the Company and the Agent.

Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

The Company has agreed to indemnify the Agent against certain liabilities, including liabilities under applicable Canadian securities legislation, and to contribute to payments that the Agent may be required to make in respect thereof.

The expenses of the Offering, not including the Agent's Fee, are estimated to be $78,750 and are payable by the Company. The aggregate Agent’s Fee will be $300,000 or 10% of the gross proceeds in the case of the Maximum Offering and assuming no exercise of the Over-Allotment Option. Upon the completion of the Offering, we will also issue up to 1,000,000 Agent’s Options (1,150,000 if the Over-Allotment Option is exercised in full). Each Agent’s Option entitles the holder to purchase one Agent’s Option Unit at a price of $0.30 per Agent’s Option for a period of 24 months from the Closing Date. Each Agent’s Option Unit is comprised of one Agent’s Option Share and one Agent’s Option Warrant. Each Agent’s Option Warrant will entitle the Agent to acquire, subject to adjustment in certain circumstances, one Common Share at an exercise price of $0.50 for a period of 24 months from the Closing Date. We will also pay certain expenses incurred by the Agent in connection with the Offering as set forth in the Agency Agreement, including the reasonable fees and disbursements and taxes thereon of the Agent's counsel.

If the Over-Allotment Option is exercised in full for additional Units, the total number of Units sold pursuant to the Offering will be 11,500,000, the total price to the public will be $3,450,000, the total Agent's Fee will be $345,000, and the net proceeds to the Company, before deducting the estimated expenses of the Offering, will be $3,105,000.

The Agent reserves the right to offer selling group participation, in the normal course of the brokerage business, to selling groups of other licensed broker-dealers, brokers or investment dealers, who may or may not be offered part of the Agent's Fee.

There is currently no market through which the Unit Warrants may be sold, and purchasers may not be able to resell Unit Warrants issued under this Prospectus. This may affect the pricing of the Unit Warrants in the secondary market, the transparency and availability of trading prices and the liquidity of the Unit Warrants.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America.

The Units, Unit Shares and the Unit Warrants will be delivered at the closing of the Offering to the Agent in “book-based” form and must be purchased or transferred through a CDS participant so long as they are held through CDS. It is expected that the Company will arrange for an instant deposit of the Units, Unit Shares and the Unit Warrants to or for the account of the Agent with CDS on the Closing Date, against payment of the aggregate net purchase price for the Units. So long as the Units, Unit Shares and the Unit Warrants are held through CDS, rights of holders must be exercised through, and all payments or other property to which such holder is entitled will be made or delivered by, CDS or the CDS participant through which the holder holds such Units, Unit Shares and Unit Warrants, as the case may be. Each person who acquires Units under the Offering will receive only a customer confirmation of purchase from the Agent or registered dealer who is a CDS participant from or through whom the Units are acquired in accordance with the practices and procedures of that Agent or registered dealer. The practices of registered dealers may vary, but generally customer confirmations are issued promptly after execution of a customer order. CDS is responsible for establishing and maintaining book-entry accounts for its CDS participants having interests in the Unit Shares and Unit Warrants.

The Company is in the process of applying to list the Unit Shares, Warrant Shares, Agent’s Option Shares and Common Shares issued upon exercise of the Agent’s Option Warrants on the CSE. It is anticipated that the listing of the Common Shares on the CSE will be subject to the Company satisfying certain conditions of the CSE.

RISK FACTORS

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

Risks Related to the Offering

This investment is speculative and very risky.

An investment in our Common Shares carries a high degree of risk and should be considered as a speculative investment by purchasers. We have limited history of earnings, limited cash reserves, a limited operating history, have not paid dividends, and are unlikely to pay dividends in the immediate or near future. We are in the development and planning phases of our business and have not started commercialization of all of our planned products and services. Operations are not yet sufficiently established such that we can mitigate the risks associated with planned activities.

Dilution and future sales of Common Shares.

The initial Offering Price of our Common Shares will result in a market capitalization that will significantly exceed our net tangible book value per Common Share. Accordingly, if an investor purchases Common Shares under the Offering, the investor will incur immediate and substantial dilution of its investment.

In addition, we may issue additional Common Shares in the future, which may dilute a shareholder's holding in us. Our articles permit the issuance of an unlimited number of Common Shares and shareholders will have no pre-emptive rights in connection with such further issuances. Our directors have the discretion to determine if an issuance of Common Shares is warranted, the price at which such issuance is effected and the other terms of issuance. Also we may issue additional Common Shares upon the exercise of Options or Convertible Debentures which will result in further dilution to the shareholders. See "*Options and Other Rights to Purchase Securities*".

The Company may not earn or raise sufficient funds to continue its operations. If it raises additional funds, your investment will be diluted.

We are in the development stage and have not generated a significant amount of revenue. We will likely operate at a loss until business becomes established and we may require additional financing in order to fund future operations and expansion plans, including developing new products, enhancing existing products, enhancing our operating infrastructure and acquiring complementary businesses and technologies. Our ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions, as well as business success. There can be no assurance that we will be successful in our efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuing Common Shares in authorized capital, control may change, and shareholders may suffer additional dilution.

Risks Related to Business and Industry

There is no certainty that the Company will continue as a going concern. If the Company does not, shareholders could lose their investment.

The financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. However, as at December 31, 2018, had an accumulated deficit of $1,818,673. We anticipate that we will incur increased expenses without realizing sufficient revenues to offset those expenses and we therefore expect to incur significant losses for the foreseeable future. Our ability to continue as a going concern is dependent on future profitable operations, management's ability to manage costs and receiving continued support from our shareholders, creditors and Taskers, as well as obtaining additional financing, and, most importantly, acquiring and developing a profitable business and generating future revenues. No assurance can be given that we will successfully be able to do so. Importantly, the inclusion in our financial statements of a going concern note may negatively impact our ability to raise future financing and achieve future revenue. The stated risk relating to our ability to continue as a going concern will be removed from our financial statements only when, in the opinion of our auditor, our revenues have reached a level that is able to sustain our business operations. Our financial statements do not include any adjustments to our recorded assets or liabilities that might be necessary if we become unable to continue as a going concern.

Even if we acquire or develop such a business, if we are unable to obtain additional financing from outside sources and eventually generate enough revenues to become self-sustaining, we may be forced to sell a portion or all of our assets, or curtail or discontinue our operations. If any of these happens, you could lose all or part of your investment.

We have incurred operating and net losses in each year of our existence. We experienced a net loss of $1,754,782 for the year ended December 31, 2018. We expect to incur continuing losses unless and until the Company's business becomes profitable within a reasonable period of time. There is no assurance that the Company's business will become profitable within a reasonable period of time or at all. If we fail to generate sufficient revenues to operate profitability, or if we are unable to fund our continuing losses, you could lose all or part of your investment.

Our business depends on the strength of our brand, which has been built by the trust of consumers, and the failure to maintain that trust would damage our brand and harm our ability to maintain or expand our user base and Taskers.

Trust in the integrity of the HeyBryan brand and in the objective, unbiased nature of ratings and reviews is critical to our success and has contributed significantly to our ability to attract new users and Taskers. Maintaining consumer trust and enhancing our brand will depend largely on our ability to maintain our commitment to and reputation for placing the interest of the consumer first. If our existing or potential users perceive that we are not focused primarily on helping them make more informed purchasing decisions about local services transactions, our reputation and the strength of our brand will be adversely affected. Complaints or negative publicity about our sales and business practices, services, personnel and customer service, irrespective of their validity, and data privacy and security issues could diminish consumers' confidence in the use of our service and adversely impact our brand. Trust in our brand will also suffer if we are not able to maintain the quality and integrity of the ratings and reviews that appear on the HeyBryan App. While we use various technology-based algorithms and filters to detect fraudulent reviews, and we believe that our prohibition of anonymous reviews provides a degree of traceability and accountability not present in other platforms, we cannot guarantee the accuracy of our reviews. Moreover, as our base of users expands and the number of local Taskers rated and reviewed by our users grows, we may see an increase in fraudulent or inaccurate reviews. If fraudulent or inaccurate reviews—positive or negative—increase on the HeyBryan App and we are unable to effectively identify and remove such reviews, the overall quality of our ratings and reviews would decrease, our reputation as a source of trusted ratings and reviews may be harmed and consumers and local Taskers may be deterred from using our products and services. We regularly employ steps designed to ensure that consumer reviews are not inaccurate or fraudulent and that Taskers are rated according only to user reviews of them rather than their advertising with us or any other factor. If such steps prove ineffective or if users otherwise believe that we are not objective, we could lose their trust, and our brand and business could be harmed.

Our brand may also be harmed by factors outside of our control. Because our users use our service to gather information about projects that carry a high risk of failure if they are performed incompetently, poor performance by local Taskers that are highly rated by our users could undermine our reputation for quality and integrity. We cannot be certain that highly-rated local Taskers will perform to the satisfaction of our users. In addition, our brand could be harmed if others use any of our trademarks inappropriately. For example, local Taskers may use our trademarks without our permission. We have in the past taken, and will in the future take, action, including initiating litigation, to protect our trademarks and the integrity of our brand. If such efforts are unsuccessful, our brand and our business would be adversely affected.

Our business depends on the strength of our brand, which is dependent on the Endorsement and License Agreement with Bryan Baeumler. A breach or termination of the Endorsement and License Agreement would damage our brand and harm our business.

Trust in the integrity of the HeyBryan brand and in the Taskers screened and approved by us is critical to our success and has contributed significantly to our ability to attract new users and Taskers. Bryan Baeumler is a trusted Canadian influencer in the home renovations and improvement space. The Bryan Baeumler brand instills trust among consumers and his endorsement provides substantial goodwill and credibility to the Company. It also lends a strong network for publicity given his relationships with 30 major television broadcasters internationally. If we breach the Endorsement and License Agreement, or if the Endorsement and License Agreement is terminated, we would lose Bryan Baeumler's endorsement which would have negative consequences for our brand and harm our business. If we fail to meet the high quality standards of all other products and services associated with the Bryan Baeumler brand, we risk losing our Endorsement and License Agreement. If we are unable to generate sufficient net revenues to meet our royalty payment obligations, we risk losing our Endorsement and License Agreement. If we are unable to meet our minimum royalty payment or if we become bankrupt or insolvent (see "*Material Contracts*") the Endorsement and License Agreement will become immediately terminable.

Our brand may also be harmed by factors outside of our control. If other products and services with which Bryan Baeumler is associated fail to uphold existing high quality standards, our brand will suffer damage and our business will be harmed. If Bryan Baeumler or any associated products or services becomes the subject of negative press or social media attention, our brand will suffer damage and our business will be harmed.

If our efforts to increase the number of users, to retain existing users and to maintain high levels of user engagement are not successful, our growth prospects and revenue will be adversely affected.

Our ability to grow our business and to generate both revenue depends on attracting users, retaining our existing users and maintaining high levels of user engagement. We must convince prospective users of the benefits of our service and existing users of its continuing value. In addition, we must convince our users to submit reviews of local Taskers. We are dependent upon increased penetration and active user engagement in each of our markets to grow our presence and database of reviews of local Taskers, and in turn to enhance the value of our service to other users and prospective users in our markets. We cannot assure you that we will be successful in maintaining or expanding our user base.

Our inability to increase the number of our users and to maintain high levels of user engagement would have an adverse effect on our growth prospects, operating results and financial condition.

We are and will continue to be faced with many competitive challenges, any of which could adversely affect our prospects, results of operations and financial condition.

Our current competition in Canada is Ask for Task, a company offering a similar application platform and range of services. We compete for users on the basis of a number of factors, including range of services provided, reliability of content, customer satisfaction, ease of use, timeliness of services, and strength and recognition of our brand.

To compete effectively, we must continue to invest significant resources in marketing and in the development of our products and services to enhance value for users. Failure to compete effectively against our current or future competitors could result in loss of current or potential participating Taskers, which could lower our revenue and prevent us from achieving or maintaining profitability. We cannot assure you that we will be able to compete effectively in the future against existing or new competitors, and the failure to do so could result in loss of revenue, increased marketing expenses or diminished brand strength, any of which could harm our business.

Interruptions or delays in service arising from our own systems or from third-party vendors could impair the delivery of our service and harm our business.

We rely in part upon third-party vendors, including Internet infrastructure and bandwidth providers, to provide our products and services to our users and Taskers. Our own facilities are vulnerable to damage or interruption from floods, fires, force majeure and acts of God, power loss, telecommunications failures and similar events. They also are subject to break-ins, sabotage, intentional acts of vandalism, the failure of physical, administrative, and technical security measures, terrorist acts, human error and other unanticipated problems or events. The occurrence of any of these events could result in interruptions in our service and unauthorized access to, or alteration of, the content and data contained on our systems.

We exercise little control over these third-party vendors, which increases our vulnerability to problems with the services they provide. We expect to experience, interruptions and delays in service and availability for such elements. Any errors, failures, interruptions or delays experienced in connection with third-party technologies and information services could negatively impact our relationship with our users, our brand and reputation and our ability to attract, retain and serve our users and Taskers.

Our operating results may fluctuate, which makes our results difficult to predict and could cause our results to fall short of expectations.

Our revenue and operating results may vary significantly from quarter to quarter and year to year because of a variety of factors, many of which are outside our control. As a result, comparing our operating results on a period to period basis may not be meaningful. In addition to other risk factors discussed in this "Risk Factors" section, factors that may contribute to the variability of our quarterly and annual results include:

- our ability to retain our users and build our user base;
- our ability to retain our Taskers;
- our marketing costs or selling expenses;
- our ability to effectively manage our growth;
- the effects of increased competition in our business;
- our ability to keep pace with changes in technology and our competitors;
- costs associated with defending any litigation or enforcing our intellectual property rights;
- the impact of economic conditions in Canada on our revenue and expenses; and
- changes in government regulation affecting our business.

Seasonal variations in the behavior of our users and Taskers also may cause fluctuations in our financial results. For example, we expect to experience some effects of seasonal trends in user and Tasker behavior due to decreased demand for home improvement services in winter months. In addition, advertising expenditures by local Taskers tend to be discretionary in nature and may be sporadic, reflecting overall economic conditions, the economic prospects of specific local Taskers or industries, budgeting constraints and buying patterns and a variety of other factors, many of which are outside our control. While we believe seasonal trends have affected and will continue to affect our quarterly results, our trajectory of rapid growth may have overshadowed these effects to date. We believe that our business will be subject to seasonality in the future, which may result in fluctuations in our financial results.

We may require additional capital to pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances. If capital is not available to us, our business, operating results and financial condition may be harmed.

We may require additional capital to operate or expand our business. In addition, some of the strategic initiatives we have in early stages of development may require substantial additional capital resources before they begin to generate revenue. Additional funds may not be available when we need them, on terms that are acceptable to us, or at all. For example, any debt financing secured by us in the future could involve restrictive covenants, which may make it more difficult for us to obtain additional capital and pursue business opportunities. If we raise additional funds through the issuance of equity or convertible securities, the percentage ownership of holders of our Common Shares could be significantly diluted and these newly issued securities may have rights, preferences or privileges senior to those of holders of our Common Shares. Furthermore, volatility in the credit or equity markets may have an adverse effect on our ability to obtain debt or equity financing or the cost of such financing. If we do not have funds available to enhance our solutions, maintain the competitiveness of our technology and pursue business opportunities, we may not be able to service our existing users, acquire new users or attract or retain participating Taskers, which could have an adverse effect on our business, operating results and financial condition.

We may suffer liability as a result of the ratings or reviews posted on the HeyBryan App.

Our terms of use specifically require users submitting reviews to represent that their ratings and reviews are based on their actual first-hand experiences and are accurate, truthful and complete in all respects, and that they have the right and authority to grant us a license to publish their reviews. However, we do not have the ability to verify the accuracy of these representations on a case-by-case basis. There is a risk that a review may be considered defamatory or otherwise offensive, objectionable or illegal under applicable law. Therefore, there is a risk that publication on our App of our ratings and reviews may give rise to a suit against us for defamation, civil rights infringement, negligence, copyright or trademark infringement, invasion of privacy, product liability, breach of contract, unfair competition, discrimination or other legal claims. We may be subject to such claims in the future, which may result in costly and time-consuming litigation, liability for money damages and injury to our reputation.

Failure to comply with privacy law and laws surrounding security of personal information, including personal health information, could result in liability to us, damage our reputation and harm our business.

A variety of laws and regulations govern the collection, use, retention, sharing and security of personal information. We collect and use demographic and other information from and about our users as they interact with our service. We also may collect information from our users when they provide ratings and reviews of local Taskers, participate in polls or contests or sign up to receive email newsletters. Further, we use tracking technologies to help us manage and track our users' interactions with our service. Claims or allegations that we have violated laws and regulations related to privacy and data security could in the future result in negative publicity and a loss of confidence in us by our users and our participating Taskers.

We have incurred, and will continue to incur, expenses to comply with privacy and security standards and protocols for personal information, imposed by law, regulation, industry standards and contractual obligations. However, such laws and regulations are evolving and subject to potentially differing interpretations, and legislative and regulatory bodies may expand current or enact new laws or regulations regarding privacy matters. We are unable to predict what additional legislation or regulation in the area of privacy of personal information could be enacted or its effect on our operations and business.

If our security measures are breached and unauthorized access is obtained to our users' data, our service may be perceived as not being secure and users and Taskers may curtail or terminate their use of our service.

Our service involves the storage and transmission of our users' proprietary information, such as credit card and bank information, and security breaches could expose us to a risk of loss of this information, litigation and possible liability. Our payment services may be susceptible to credit card and other payment fraud schemes, including unauthorized use of credit cards or bank account information, identity theft or merchant fraud.

If our security measures are breached as a result of third-party action, employee error, malfeasance or otherwise, and as a result, someone obtains unauthorized access to our users' data, our reputation may be damaged, our business may suffer and we could incur significant liability. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or implement adequate preventative measures. If an actual or perceived breach of our security occurs, the public perception of the effectiveness of our security measures could be harmed and we could lose users and Taskers, which could adversely affect our business.

We are subject to a number of risks related to accepting credit card payments.

We will receive payments from our users through credit card transactions. For credit card payments, we pay fees which may increase over time. An increase in those fees would require us to either increase the prices we charge for our service, which could cause us to lose users or suffer an increase in our operating expenses, either of which could adversely affect our operating results.

If we or any of our processing vendors have problems with our billing software, or if the billing software malfunctions, it could have an adverse effect on our user satisfaction and could cause one or more of the major credit card companies to disallow our continued use of their payment products.

If we fail to adequately control fraudulent credit card transactions, we may face civil liability, diminished public perception of our security measures and significantly higher credit card-related costs, each of which could adversely affect our business, financial condition and results of operations.

Our business depends on our ability to maintain and scale the network infrastructure necessary to operate our websites and applications.

Our reputation and ability to acquire, retain and serve our users and Taskers is dependent upon the reliable performance of the HeyBryan App and the underlying network infrastructure. As our user base and the amount of information shared on our App continues to grow, we will need an increasing amount of network capacity and computing power. We have made, and expect to continue to make, substantial investments in technology, equipment and related network infrastructure to handle the volume on our App and the data submitted to us by our users. The operation of these systems is expensive and complex and could result in operational failures. In the event that our user base or the amount of traffic on our App grows more quickly than anticipated, we may be required to incur significant additional costs. If we do not maintain or expand our network infrastructure successfully, or if we experience operational failures, our reputation could be harmed and we could lose current and potential users and participating Taskers, which could harm our operating results and financial condition.

Failure to adequately protect our intellectual property could substantially harm our business and operating results.

We rely on a combination of intellectual property rights, including trade secrets, copyrights and trademarks, as well as contractual restrictions, to safeguard our intellectual property. We do not have any patents or pending patent applications. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy our digital content, aspects of our solutions for users and Taskers, our technology, software, branding and functionality, or obtain and use information that we consider proprietary. Moreover, policing our proprietary rights is difficult and may not always be effective.

Our digital content is not protected by any registered copyrights or other registered intellectual property. Rather, our digital content is protected by statutory and common law rights, user agreements that limit access to and use of our data and by technological measures. Compliance with use restrictions is difficult to monitor, and our proprietary rights in our digital content databases may be more difficult to enforce than other forms of intellectual property rights.

In order to protect our trade secrets and other confidential information, we rely in part on confidentiality agreements with our personnel, consultants and third parties with whom we have relationships. These agreements may not effectively prevent disclosure of trade secrets and other confidential information, and may not provide an adequate remedy in the event of misappropriation of trade secrets or any unauthorized disclosure of trade secrets and other confidential information. In addition, others may independently discover trade secrets and confidential information, and in such cases, we could not assert any trade secret rights against such parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our trade secret rights and related confidentiality and nondisclosure provisions, and failure to obtain or maintain trade secret protection, or our competitors being able to obtain our trade secrets or to independently develop technology similar to ours or competing technologies, could adversely affect our competitive business position.

Litigation or proceedings may be necessary in the future to enforce our intellectual property rights, to protect our domain names and to determine the validity and scope of the proprietary rights of others. Our efforts to enforce or protect our proprietary rights may be ineffective, could result in substantial costs and diversion of resources and could substantially harm our operating results.

Assertions by third parties of infringement or other violation by us of their intellectual property rights could result in significant costs and substantially harm our business and operating results.

Internet, technology and media companies are frequently subject to litigation based on allegations of infringement, misappropriation or other violations of intellectual property rights. Some Internet, technology and media companies, including some of our competitors, own large numbers of patents, copyrights, trademarks and trade secrets, which they may use to assert claims against us. Third parties may in the future assert that we have infringed, misappropriated or otherwise violated their intellectual property rights, and as we face increasing competition, the possibility of intellectual property rights claims against us grows. We cannot assure you that we are not infringing or violating any third-party intellectual property rights.

We cannot predict whether assertions of third-party intellectual property rights or any infringement or misappropriation claims arising from such assertions will substantially harm our business and operating results. If we are forced to defend against any infringement or misappropriation claims, whether they are with or without merit, are settled out of court or are determined in our favor, we may be required to expend significant time and financial resources on the defense of such claims. Furthermore, an adverse outcome of a dispute may require us to pay damages, potentially including legal fees, if we are found to have willfully infringed a party’s patent or copyright rights; cease making, licensing or using solutions that are alleged to infringe or misappropriate the intellectual property of others; expend additional development resources to redesign our solutions; enter into potentially unfavorable royalty or license agreements in order to obtain the right to use necessary technologies, content or materials; and to indemnify third parties. Royalty or licensing agreements, if required or desirable, may be unavailable on terms acceptable to us, or at all, and may require significant royalty payments and other expenditures. Any of these events could seriously harm our business, operating results and financial condition. In addition, any lawsuits regarding intellectual property rights, regardless of their success, could be expensive to resolve and would divert the time and attention of our management and technical personnel.

Because we anticipate generating most of our revenue in Canada, a decline in aggregate demand for local services in Canada could cause our revenue to decline.

We anticipate that most of our revenue will be generated from users and participating Taskers in Canada. Consequently, a decline in consumer demand for local services in the home improvement segment could have a disproportionately greater impact on our revenue than if our geographic mix of revenue was less concentrated.

We may continue to have negative operating cash flow.

We have had negative operating cash flow since our inception. To the extent that we continue to have negative operating cash flow in future periods, we may need to deploy a portion of our cash reserves to fund such negative operating cash flow. See "*Use of Proceeds*".

Risks Associated with Our Securities

An active, liquid and orderly market for our Common Shares may not develop or be sustained, and the trading price of our Common Shares is likely to be volatile.

There has previously been no public market for our Common Shares. An active trading market for our Common Shares may not develop or be sustained, which could depress the market price of our Common Shares and could affect your ability to sell your Shares. The trading price of our Common Shares following a listing of our Common Shares on the Exchange is likely to be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. In addition to the factors discussed in this "Risk Factors" section and elsewhere in this prospectus, these factors include:

- our operating performance and the operating performance of similar companies;
- the overall performance of the equity markets;
- the number of Common Shares available for trading;
- threatened or actual litigation;
- changes in laws or regulations relating to our solutions;
- any major change in our board of directors or management;
- publication of research reports about us or our industry or changes in recommendations or withdrawal of research coverage by securities analysts;
- large volumes of sales of Common Shares by existing stockholders; and
- general political and economic conditions.

In addition, the stock market has experienced extreme price and volume fluctuations that often have been unrelated or disproportionate to the operating performance of listed companies.

We have incurred and will continue to incur increased costs as a result of applying to becoming a public company.

We have faced and will continue to face increased legal, accounting, administrative and other costs in order to become a public company that we did not incur as a private company. We expect the associated requirements and regulations to increase our legal and financial compliance costs and to make legal, accounting and administrative activities more time-consuming and costly.

We do not intend to pay dividends and, accordingly, there will be fewer ways in which you are able to make a gain on your investment, if at all.

We have never paid dividends and do not intend to pay any dividends for the foreseeable future. To the extent that we may require additional funding currently not provided for in our financing plan, our funding sources may prohibit the declaration of dividends. Because we do not intend to pay dividends, any gain on your investment will need to result from an appreciation in the price of our Common Shares. There will, therefore, be fewer ways in which you are able to make a gain on your investment, if at all. There is also no guarantee that your investment will appreciate or event maintain its current value.

Reliance on Key Personnel and Advisors

We rely heavily on our officers and directors, as well as our professional advisors.

We will rely heavily on our officers and directors, as well as our professional advisors. The loss of their services may have a material adverse effect on us and our future prospects. There can be no assurance that any one or all of our officers, directors and contractors will continue in our employ, or in a consulting capacity with us, or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that our officers, directors and advisors who have access to confidential information will not disclose the confidential information.

We rely on endorsement from our Media Partner, Bryan Baeumler

We are endorsed by Bryan Baeumler as Media Partner and will rely heavily on this relationship in the development of our business. Bryan Baeumler is a trusted Canadian influencer in the home renovations and improvement space. The Bryan Baeumler brand instills trust among consumers and his endorsement provides substantial goodwill and credibility to the Company. It also lends a strong network for publicity given his relationships with 30 major television broadcasters internationally. If this relationship is lost or damaged it could have a material adverse effect on us and our future prospects.

Conflicts of Interest

Conflicts of interest may arise when officers or directors of the Company serve as officers or directors of other companies.

Certain of our officers and directors also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such officers and directors involving us will be made in accordance with their duties and obligations to deal fairly and in good faith with us and such other companies. In addition, such officers and directors having a conflict are obligated to declare and fully disclose the fact and substance of the matter giving rise to any such conflict, and any such director must refrain from participating in any Board meetings discussing the matter and from voting on and resolution relating to the matter in which such director may have a conflict of interest.

Indemnification of Directors and Officers

We plan to indemnify our directors and officers against liability to us and our security holders, and such indemnification could increase our operating costs.

Applicable corporate laws allow us to indemnify our directors and officers against claims associated with carrying out the duties of their offices. Applicable corporate laws also allow us to reimburse them for the costs of certain legal defenses. Insofar as indemnification for liabilities arising under relevant securities legislation may be permitted to our directors, officers or control persons, certain securities regulations may deem that such indemnification is against public policy and is therefore unenforceable in that jurisdiction.

Since our officers and directors are aware that they may be indemnified for carrying out the duties of their offices, they may be less motivated to meet the standards required by law to properly carry out such duties, which could increase our operating costs. Further, if our officers and directors file a claim against us for indemnification, the associated expenses could also increase our operating costs.

Other Risks and Uncertainties

Although we have tried to identify all significant risks, we may not have identified all risks. There may be other risks.

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our Common Shares.

PROMOTERS

Penny Green and Lance Montgomery are considered to be our "promoters", as that term is defined in the *Securities Act* (British Columbia), having taken initiative in founding our organization. They have not received value from us otherwise as set forth below and elsewhere in the Prospectus.

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

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

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

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed below or elsewhere in this Prospectus (which includes the disclosure in the financial statements that form part of this Prospectus), none of our directors, executive officers or principal shareholders, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect us.

a) As at December 31, 2018, the Company owed $3,563 to Lance Montgomery, the CEO of the Company, and former owner of HeyBryan SubCo and FastTask SubCo, which is unsecured, non-interest bearing and due on demand.

b) During the year ended December 31, 2018, the Company incurred consulting fees of $112,500 (2017 - $38,750) to Penny Green. The former President and CEO of the Company. As at December 31, 2018, the Company owed $280 (2017 - $26,351) to Ms. Green. On April 30, 2018, the Company issued 12,500,000 units to Ms. Green to settle debt of $62,500. Each unit consisted of one common share and one-half of a share purchase warrant, exercisable at $1.50 per share for a period of 3 years.

c) During the year ended December 31, 2018, the Company incurred consulting fees of $4,800 (2017 - $nil) to Spiros Margaris, a Director of the Company, pursuant to a Director Agreement. At December 31, 2018, the Company has prepaid Mr. Margaris's fees of $4,800, which is included in prepaid expenses.

d) During the year ended December 31, 2018, the Company incurred consulting fees of $nil (2017 - $12,500) to a former Director of the Company, Chris Jackson.

e) During the year ended December 31, 2018, the Company incurred consulting fees of $nil (2017 - $12,500) to a significant shareholder of the Company, Market IQ Media Group Inc.

f) During the year ended December 31, 2018, the Company incurred development costs of $230,594 (2017 - $nil), consulting fees of $480,323 (2017 - $nil) and rent expense of $1,250 (2017 - $nil) to an affiliated company, Thrive. As at December 31, 2018, the Company owed $220,760 (2017 - $nil) to Thrive, which is included in accounts payable and accrued liabilities. In addition, as at December 31, 2018, the Company has paid a deposit of $10,000 (2017 - $nil) to Thrive, which is included in prepaid expenses. On December 21, 2018, the Company issued 1,000,000 units to Thrive to settle debt of $250,000, resulting in a loss on settlement of debt of $59,130. Each unit consisted of one common share and one share purchase warrant, exercisable at $0.90 per share for a period of 2 years.

g) During the year ended December 31, 2018, the Company incurred royalties of $6,530 (2017 - $nil) representing one quarter of the minimum annual royalties, to Bryan Baeumler, a significant shareholder of the Company, which is due for payment on September 30, 2019.

h) During the year ended December 31, 2018, the Company incurred share-based compensation of $103,941 (2017 - $nil) to officers and directors of the Company.

i) Subsequent to March 31, 2019, the Company received a loan of $11,000 from Lance Montgomery, the CEO and a director of the Company, which is unsecured, non-interest bearing and due on demand.

j) Subsequent to March 31, 2019, the Company received loans totaling $45,000 from Penny Green, a Director of the Company, of which $10,000 was repaid. The loans are unsecured, non-interest bearing and due on demand.

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

AUDITORS, TRANSFER AGENT AND REGISTRARS

Our auditor is Davidson & Company LLP, 609 Granville Street, Suite 1200, P.O. Box 10372, Vancouver, BC, V7Y 1G6. Such auditor is independent in accordance with the auditor's code of professional conduct of the Chartered Professional Accountants of British Columbia.

Our transfer agent and registrar is Computershare Investor Services Inc.

MATERIAL CONTRACTS

Our material contracts (a) entered into since January 1, 2017; or (b) entered into prior to January 1, 2017 if the material contract is still in effect as of the date of the Prospectus, and excluding those made in the ordinary course of our business, are as follows:

1. Share Purchase Agreement dated August 27, 2018 (see *"Acquisition of HeyBryan Inc. and FastTask Inc."*)

2. Finder's Fee Agreement dated June 1, 2018

   Under the Finder's Fee Agreement dated June 1, 2018 between us and Howe and Bay Financial Corp. (the "**Finder**"), we agreed to compensate the Finder for introducing us to a party (the "**Facilitator**") for the purpose of facilitating a transaction, the goal of which being listing on a Canadian securities exchange. In exchange for the Finder's services, we agreed to issue to the Finder 5,000,000 units in us (each unit being comprised of one Common Share and one half Warrant), having a value of $100,000. The Finder's services were non-exclusive and the Finder agreed to use commercially reasonable efforts to introduce us to the Facilitator. The term of the Finder's Fee Agreement was three months from June 1, 2018, during which time the Finder was successful in introducing us to the Facilitator which resulted in the Acquisition. The Finder was compensated 5,000,000 units for the introduction.

3. Operating Agreement dated June 25, 2018

   The Operating Agreement between Thrive and FastTask SubCo dated June 25, 2018 sets out the terms and conditions governing the provision of services and deliverables by Thrive.

   Subject to each further statement of work, the services and deliverables under the Operating Agreement include the following business incubation services:

   - Computer Services
   - Marketing
   - Business Development
   - Media Engagement and Corporate Communications
   - Corporate Finance Advisory Services
   - Administrative Services

   Pursuant to the Operating Agreement, the fees payable to Thrive are Thrive's cost plus 25%, with the cost being the hourly cost of the personnel providing the service. FastTask SubCo has paid Thrive a retainer in the amount of $40,000, $30,000 of which shall be applied to fees accrued, and $10,000 of which shall be held as a deposit and returned to FastTask SubCo after Thrive ceases to provide services and all fees and expenses have been paid. FastTask SubCo obtains a non-exclusive, royalty-free, irrevocable, perpetual, worldwide license over any materials owned by Thrive, but which have been incorporated by Thrive into a product for FastTask SubCo. FastTask SubCo retains all right, title and interest in and to all materials owned prior to the effective date of the Operating Agreement. Furthermore, FastTask SubCo owns all right, title and interest to all deliverables and Thrive assigns all such right, title and interest to the deliverables provided under the Operating Agreement.

The Operating Agreement and any statement of work created thereunder are terminable upon delivery of written notice. Both parties are subject to Confidentiality provisions, and FastTask SubCo is subject to Non-Solicitation and Non-Disparagement provisions, all of which survive the termination of the Operating Agreement. Thrive's liability is limited to the total aggregate amount of fees paid by FastTask SubCo during the 12 months preceding the date of the claim. The parties have agreed to mutually indemnify the other against third party claims.

a. <u>Material Statement of Work under the Operating Agreement, dated June 25, 2018</u>

On June 25, 2018, FastTask SubCo and Thrive entered into a statement of work with us under the Operating Agreement (the "**Material Statement of Work**") for technology advisory services to provide ongoing development and support for the HeyBryan App and for corporate support services in exchange for (i) a signing fee of $250,000 payable in units of the Company, at a price of $0.25 per unit (i.e. 1,000,000 units), with each unit comprised one Common Share and one Common Share purchase warrant exercisable at a price of $0.90 per Common Share for 24 months, plus GST in the amount of $12,500, payable in cash, and (ii) the following fees, payable 75% in cash and 25% in units of the Company:

- Any contractors hired by Thrive who are fully dedicated to FastTask SubCo's work.
- $10,000 per month for the use of Vaclav Vincalek's expertise, Thrive's CTO.
- $375 per hour to a maximum of $56,250 per month for experts in the following areas: quality & assurance, project management and android development.
- $100-$200 per hour for executive management fees.
- $35-$80 per hour for strategic support and research, art direction, copywriting and bookkeeping.

As of the date of this Prospectus, the Material Statement of Work remains in effect.

4. <u>Endorsement and License Agreement dated June 1, 2018, as amended by a Letter of Acknowledgement dated May 8, 2019.</u>

The Endorsement and License Agreement dated June 1, 2018 among HeyBryan SubCo, Baeumler Productions Inc. and Bryan Baeumler, grants a worldwide license over certain intellectual property to HeyBryan SubCo (the "**License**"). The License includes rights over, (i) the "**Baeumler ID**" meaning Bryan Baeumler's name, nickname, initials, autograph, voice, facsimile signature, photographs, likeness and image, and (ii) the "**Baeumler IP**" meaning the trademark, trade name and URLs associated with the "HeyBryan" brand.

The rights associated with the Baeumler IP are exclusive and non-transferrable. The rights associated with the Baeumler ID are non-exclusive. Use of both the Baeumler ID and the Baeumler IP are subject to the prior approval of same by Baeumler Productions Inc., such approval to be provided within five Business Days. All rights conferred under the License are restricted to use in connection with the advertisement, promotion and operation of the HeyBryan App and in connection with the promotion and operation of HeyBryan SubCo. HeyBryan SubCo has agreed to ensure that all use of the Baeumler IP will not reflect adversely upon Baeumer Productions Inc. or Bryan Baeumler, and to comply with certain guidelines and instructions regarding the use of the Baeumler IP as communicated by Baeumer Productions Inc. from time to time. Sublicensing is not permitted without the prior consent of Baeumer Productions Inc.

The Agreement also confers to HeyBryan SubCo certain rights to promotional activities performed by Baeumler Productions Inc. and Bryan Baeumler (the "**Promotional Activities**"). The Promotional Activities include appearances by Bryan Baeumler and the promotion of HeyBryan SubCo, including on social media. The Promotional Activities and the License are collectively referred to as the "**Endorsement Services**".

In consideration of the provision of the Endorsement Services, HeyBryan SubCo has agreed to pay a royalty equal to the greater of: (a) 2.5% of gross bookings contracted and booked through the HeyBryan App, and (b) one third of the total trust and support fees charged to users. The royalties payable are also subject to minimum royalty requirements of $26,117 in the first 12-months after launching the HeyBryan App and $337,778 in each of the second and third 12-month periods following the launch ($28,148 per month). During each 12-month period thereafter, the royalty amount shall be that amount mutually agreed upon by the parties, acting reasonably, provided however that such amount (i) shall be agreed upon at least three months prior to the expiration of the then current 12-month period, and (ii) shall in no event be less than $337,778 for the 12-month period (or $28,148 per month).

The Agreement has an indefinite term until terminated in accordance with its terms. Either party may terminate the Agreement upon specific defaults of the other, however Baeumler Productions Inc. may terminate the Agreement immediately for failure to pay a minimum royalty payment or if HeyBryan SubCo becomes bankrupt or insolvent.

5. Conditional Purchase Price Agreement dated September 28, 2018 (see "*Acquisition of Heybryan Inc. and FastTask Inc. – Conditional Purchase Price Agreement*")

6. Agency Agreement dated August 6, 2019 (see "*Plan of Distribution*")

7. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated June 14, 2019

   The Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated June 14, 2019 between the Company and Computershare Investor Services Inc., appointed Computershare Investor Services Inc. as the registrar and transfer agent of the Company.

8. Escrow Agreement dated July 22, 2019 (see "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer - Principals Escrowed Securities*")

9. Strategic Advisory Agreement with Cor Capital Inc. dated February 1, 2019

   Under the Strategic Advisory Agreement dated February 1, 2019 between us and Cor Capital Inc. ("**Cor Capital**"), Cor Capital agreed to provide information, introductions to institutional investors and advice with respect to capital structure and financing in preparation for and in connection with our initial public offering and Listing (the "**Services**"). Cor Capital began providing the Services as of July 1, 2018. Under the Strategic Advisory Agreement, we agreed to pay a fee of $600,000 plus GST for the Services rendered from July 1, 2018 to February 1, 2019 payable by the issuance of 2,520,000 units, such units valued at $0.25 per unit and each consisting of one Common Share and one Warrant exercisable at a price of $0.90 per Share for a period of 24 months from the date of issuance, all of which units were issued to Cor Capital on February 26, 2019. We also agreed to grant 1,000,000 options to Cor Capital within 30 days of the Strategic Advisory Agreement. Such options have been granted with an exercise price of $0.25 for a period of 24 months from the date of issuance. Further, in the event Cor Capital introduces us to investors who subscribe for our securities (a "**Private Placement**") after February 1, 2019, we agreed to pay Cor Capital for the introduction, an additional consulting fee in cash equal to 10% of the gross proceeds to us of the Private Placement.

10. Debt Conversion Agreements

a. Thrive Acquisitions Inc.

Under the Debt Conversion Agreement dated December 19, 2018 between us and Thrive, $250,000 of indebtedness owing by us to Thrive was converted into 1,000,000 units at a price of $0.25 per unit. Each unit consisted of one Common Share and one Warrant exercisable at a price of $0.90 per Share for a period of 24 months from the date of issuance. The indebtedness owing to Thrive arose from services provided by Thrive with respect to the final implementation of the successful launch of the HeyBryan App. The conversion of indebtedness to securities eliminated the obligation of the Company to repay the indebtedness to Thrive with the exception of the GST owing in connection with the services provided.

b. Penny Green

Under the Debt Conversion Agreement dated April 30, 2018 between us and Penny Green ("**Green**"), $62,500 of indebtedness owing by us to Green was converted into 12,500,000 units at a price of $0.005 per unit. Each unit consisted of one Common Share and one-half Warrant, with each whole Warrant exercisable at a price of $1.50 per Share for a period of 36 months from the date of issuance. The indebtedness owing to Green arose from management services provided by Green from November 1, 2017 until April 30, 2018. The conversion of indebtedness to securities eliminated the obligation of the Company to repay the indebtedness to Green. The shares issued under Green's Debt Conversion Agreement are subject to resale restrictions, see "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer – Other Securities Subject to Contractual Restriction on Transfer*".

c. Chris Jackson

Under the Debt Conversion Agreement dated October 31, 2017 between us and Chris Jackson ("**Jackson**"), $12,500 of indebtedness owing by us to Jackson was converted into 2,500,000 units at a price of $0.005 per unit. Each unit consisted of one Common Share and one-half Warrant, with each whole Warrant exercisable at a price of $1.50 per Share for a period of 36 months from the date of issuance. The indebtedness owing to Jackson arose from consulting services provided by Jackson from June 1, 2017 until October 31, 2017. The conversion of indebtedness to securities eliminated the obligation of the Company to repay the indebtedness to Jackson. The shares issued under Jackson's Debt Conversion Agreement are subject to resale restrictions, see "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer – Other Securities Subject to Contractual Restriction on Transfer*" and "*Interests of Management and Others in Material Transactions*".

d. Delmont Holdings Ltd.

Under the Debt Conversion Agreement dated October 31, 2017 between us and Delmont Holdings Ltd. ("**Delmont**"), $12,500 of indebtedness owing by us to Delmont was converted into 2,500,000 units at a price of $0.005 per unit. Each unit consisted of one Common Share and one-half Warrant, with each whole Warrant exercisable at a price of $1.50 per Share for a period of 36 months from the date of issuance. The indebtedness owing to Delmont arose from consulting services provided by Delmont from June 1, 2017 until October 31, 2017. The conversion of indebtedness to securities eliminated the obligation of the Company to repay the indebtedness to Delmont. The shares issued under Delmont's Debt Conversion Agreement are subject to resale restrictions, see "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer – Other Securities Subject to Contractual Restriction on Transfer*" and "*Interests of Management and Others in Material Transactions*".

e. <u>Market IQ Media Group Inc.</u>

Under the Debt Conversion Agreement dated October 31, 2017 between us and Market IQ Media Group, Inc. ("**Market IQ**"), $12,500 of indebtedness owing by us to Market IQ was converted into 2,500,000 units at a price of $0.005 per unit. Each unit consisted of one Common Share and one-half Warrant, with each whole Warrant exercisable at a price of $1.50 per Share for a period of 36 months from the date of issuance. The indebtedness owing to Market IQ arose from consulting services provided by Market IQ from June 1, 2017 until October 31, 2017. The conversion of indebtedness to securities eliminated the obligation of the Company to repay the indebtedness to Market IQ. The shares issued under Market IQ' Debt Conversion Agreement are subject to resale restrictions, see "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer – Other Securities Subject to Contractual Restriction on Transfer*" and "*Interests of Management and Others in Material Transactions*".

Copies of all material contracts may be inspected at our registered and records office at 666 Burrard Street, Suite 1700, Park Place, Vancouver BC, V6C 2X8, during normal business hours while distribution of the securities offered hereunder is in progress, and for a period of 30 days thereafter. The material contracts will also be available on the SEDAR website (www.sedar.com) upon the issuance of the final receipt for this Prospectus.

INTERESTS OF EXPERTS

Our auditor is Davidson & Company LLP. Such auditor is independent in accordance with the auditor's code of professional conduct of the Chartered Professional Accountants of British Columbia.

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

OTHER MATERIAL FACTS

There are no further facts or particulars in respect of the securities being distributed pursuant to this Prospectus that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Selling Provinces provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two Business Days after receipt or deemed receipt of a prospectus and any amendment. In these provinces, the securities legislation further provides a purchaser with remedies for rescission or damages if this Prospectus and any amendment contains a material misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. **The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal advisor.**

In an offering of Warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in this Prospectus is limited, in certain provincial securities legislation, to the price at which the Warrants are offered to the public under the Offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon exercise of the Warrants, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

FINANCIAL STATEMENT DISCLOSURE FOR ISSUERS

The following financial statements and management's discussion and analysis are attached hereto are incorporated herein by reference and form an integral part of this Prospectus:

Appendix A – Audited Financial Statements of the Company for the years ended December 31, 2018 and 2017; Unaudited Financial Statements of the Company for the 3-month period ended March 31, 2019; Audited Financial Statements of FastTask Inc. for the period from incorporation on February 3, 2017 to December 31, 2017 and Unaudited Interim Financial Statements of FastTask Inc. for the 6-month period ended June 30, 2018; and Audited Financial Statements of HeyBryan Inc. for the period from incorporation on April 30, 2018 to June 30, 2018.

Appendix B – Management’s Discussion and Analysis of the Company for the years ended December 31, 2018 and 2017; Management’s Discussion and Analysis of the Company for the 3-month period ended March 31, 2019; Management’s Discussion and Analysis of FastTask Inc. for the period from incorporation on February 3, 2017 to December 31, 2017 ; Management’s Discussion and Analysis of FastTask Inc. 6-month period ended June 30, 2018; and Management’s Discussion and Analysis of HeyBryan Inc. for the period of incorporation on April 30, 2018 to June 30, 2018.

APPENDIX A

Financial Statements of the Company

Audited Financial Statements of the Company for the years ended December 31, 2018 and 2017

Unaudited Financial Statements of the Company for the 3-month period ended March 31, 2019

Audited Financial Statements of FastTask Inc. for the period from incorporation on February 3, 2017 to December 31, 2017

Unaudited Financial Statements of FastTask Inc. for the 6-month period ended June 30, 2018

Audited Financial Statements of HeyBryan Inc. for the period from incorporation on April 30, 2018 to June 30, 2018

HeyBryan Media Inc.

Consolidated Financial Statements

For the Years Ended December 31, 2018 and 2017

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
HeyBryan Media Inc.

Opinion

We have audited the accompanying consolidated financial statements of HeyBryan Media Inc. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2018 and 2017, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity (deficit), and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company incurred a net loss of $1,754,782 during the year ended December 31, 2018 and, as of that date, the Company's current liabilities exceeded its current assets by $574,129. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

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

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

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

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

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, 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.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Grant P. Block.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Professional Accountants

August 13, 2019

HeyBryan Media Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	December 31, 2018 $	December 31, 2017 $
ASSETS		
Current assets		
Cash	**105,706**	–
Amounts receivable (Note 4)	**72,353**	–
Prepaid expenses (Note 5)	**97,662**	–
Total current assets	**275,721**	–
Equipment (Note 6)	**1,241**	–
Intangible assets (Note 7 and 8)	**4,682,345**	–
Total assets	**4,959,307**	–
LIABILITIES		
Current liabilities		
Bank indebtedness	**–**	40
Accounts payable and accrued liabilities (Note 9 and 17)	**846,007**	–
Due to related parties (Note 9)	**3,843**	26,351
Total liabilities	**849,850**	26,391
SHAREHOLDERS EQUITY (DEFICIT)		
Share capital (Note 10)	**5,133,490**	37,500
Equity reserves	**792,140**	–
Subscription received	**2,500**	–
Deficit	**(1,818,673)**	(63,891)
Total shareholders' equity (deficit)	**4,109,457**	(26,391)
Total liabilities and shareholders' equity (deficit)	**4,959,307**	–

Nature of operations and continuance of business (Note 1)
Subsequent events (Note 17)

Approved and authorized for issuance on behalf of the Board of Directors on August 13, 2019:

/s/ "Penny Green"	*/s/ "Spiros Margaris"*
Penny Green, Director	Spiros Margaris, Director

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

(Expressed in Canadian Dollars)

	Year ended December 31, **2018** **$**	2017 $
Revenue	**519**	–
Expenses		
Advertising and promotion	**61,605**	–
Consulting fees (Note 9 and 17)	**1,213,059**	63,750
General and administrative	**34,600**	140
Professional fees	**132,707**	–
Rent (Note 9)	**9,945**	–
Royalties (Note 15)	**6,530**	–
Share-based compensation (Note 12)	**229,353**	–
Travel	**8,372**	–
Total expenses	**(1,696,171)**	(63,890)
Other expenses		
Loss on settlement of debt (Note 9 and 10)	**(59,130)**	–
Total other expenses	**(59,130)**	–
Net loss and comprehensive loss for the year	**(1,754,782)**	(63,890)
Loss per share, basic and diluted	**(0.06)**	(0.05)
Weighted average shares outstanding	**29,397,982**	1,253,000

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

HeyBryan Media Inc.
Consolidated Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian Dollars)

	Share capital		Equity reserves	Subscriptions received	Deficit	Total shareholders' equity (deficit)
	Number of shares	Amount $	$	$	$	$
Balance, December 31, 2016	1	1	–	–	(1)	–
Repurchase of incorporator's shares	(1)	(1)	–	–	–	(1)
Issuance of units for settlement of debt	7,500,000	37,500	–	–	–	37,500
Net loss for the year	–	–	–	–	(63,890)	(63,890)
Balance, December 31, 2017	7,500,000	37,500	–	–	(63,891)	(26,391)
Issuance of units for cash	22,092,200	2,411,800	–	–	–	2,411,800
Share issuance costs	–	(28,310)	3,558	–	–	(24,752)
Issuance of units for settlement of debt	13,500,000	312,500	59,130	–	–	371,630
Issuance of units for acquisition of Fasttask Inc.	1,200,000	300,000	65,230	–	–	365,230
Issuance of units for acquisition of HeyBryan Inc.	8,000,000	2,000,000	434,869	–	–	2,434,869
Issuance of units for finders' fee	5,000,000	100,000	–	–	–	100,000
Share-based compensation	–	–	229,353	–	–	229,353
Subscriptions received	–	–	–	2,500	–	2,500
Net loss for the year	–	–	–	–	(1,754,782)	(1,754,782)
Balance, December 31, 2018	57,292,200	5,133,490	792,140	2,500	(1,818,673)	4,109,457

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

HeyBryan Media Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year ended December 31, 2018 $	Year ended December 31, 2017 $
Operating activities		
Net loss for the year	**(1,754,782)**	(63,890)
Items not involving cash:		
Loss on settlement of debt	**59,130**	–
Share-based compensation	**229,353**	–
Changes in non-cash operating working capital:		
Amounts receivable	**(62,194)**	–
Prepaid expenses	**(72,262)**	–
Accounts payable and accrued liabilities	**665,797**	–
Due to related parties	**387,682**	63,850
Net cash used in operating activities	**(547,276)**	(40)
Investing activities		
Cash acquired on acquisition of Fasttask Inc.	**26,241**	–
Cash paid on acquisition of HeyBryan Inc.	**(1,000,000)**	–
Acquisition-related costs	**(31,994)**	–
Development expenditures incurred on HeyBryan app	**(179,532)**	–
Loans provided to Fasttask Inc. prior to acquisition	**(550,000)**	–
Purchase of equipment	**(1,241)**	
Net cash used in investing activities	**(1,736,526)**	–
Financing activities		
Bank indebtedness	**(40)**	40
Net proceeds from the issuance of units	**2,387,048**	–
Subscriptions received	**2,500**	–
Net cash provided by financing activities	**2,389,508**	40
Change in cash	**105,706**	–
Cash, beginning of year	–	–
Cash, end of year	**105,706**	–
Supplemental disclosures:		
Interest paid	**–**	–
Income taxes paid	**–**	–
Non-cash investing and financing activities:		
Units issued for settlement of debt	**371,630**	37,500
Units issued for acquisition of Fasttask Inc.	**300,000**	–
Units issued for acquisition of HeyBryan Inc.	**2,000,000**	–
Units issued for finders' fee	**100,000**	–
Fair value of broker warrants	**3,558**	–
Fair value of warrants issued on asset acquisitions	**500,099**	–

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

1. Nature of Operations and Continuance of Business

HeyBryan Media Inc. (the “Company”) was incorporated under the laws of the province of British Columbia, Canada, on December 3, 2010. On May 18, 2017, the Company changed its name from Morvin Holdings Inc. to Sativio Holdings Inc. On June 28, 2018, the Company changed its name from Sativio Holding Inc. to HeyBryan Media Inc. On July 11, 2018, the Company changed its name from HeyBryan Media Inc. to Fasttask Technologies Inc. On October 18, 2018, the Company changed its name from Fasttask Technologies Inc. to HeyBryan Media Inc. The address of the Company’s corporate office and principal place of business is Suite 200, 1238 Homer Street, Vancouver B.C., V6B 2Y5.

These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company’s ability to continue as a going concern.

The Company has incurred a net loss of $1,754,782 during the year ended December 31, 2018, and has incurred an accumulated deficit of $1,818,673 as at December 31, 2018. The continued operations of the Company are dependent on future profitable operations, management’s ability to manage costs and the future availability of equity or debt financing. Whether and when the Company can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due is uncertain. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

2. Basis of Presentation

a) Statement of Compliance

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

b) Basis of Presentation

These consolidated financial statements have been prepared on a historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for the cash flow information. The presentation and functional currency of the Company is the Canadian dollar. In the opinion of the Company’s management, all adjustments considered necessary for a fair presentation have been included.

c) Basis of Consolidation

These consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company, HeyBryan Inc. and Fasttask Inc. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All intercompany transactions and balances are eliminated upon consolidation.

2. Basis of Presentation (continued)

d) Significant Accounting Estimates and Judgments

The preparation of these consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. 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 may differ from these estimates.

Significant areas requiring the use of estimates include the collectability of amounts receivable, the useful lives and carrying values of intangible assets, the measurement of share-based compensation, the fair value of warrants issued as compensation, and the measurement of unrecognized deferred income tax assets.

Judgments made by management in the application of IFRS that have a significant effect on the financial statements include the factors that are used in determining the application of the going concern assumption which requires management to take into account all available information about the future, which is at least but not limited to, 12 months from the year end of the reporting period.

3. Significant Accounting Policies

a) Cash

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

b) Foreign Currency Translation

The Company's functional currency and reporting currency is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in the statement of loss and comprehensive loss.

c) Financial Instruments

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, and due to related parties.

The Company adopted all of the requirements of IFRS 9, *Financial Instruments* on January 1, 2018. IFRS 9 replaces IAS 39, *Financial Instruments: Recognition and Measurement*. IFRS 9 utilizes a revised model for recognition and measurement of financial instruments in a single, forward-looking "expected loss" impairment model.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

3. Significant Accounting Policies (continued)

c) Financial Instruments (continued)

(i) Classification and subsequent measurement

The Company completed a detailed assessment of its financial assets and liabilities as at January 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/liabilities	Original Classification IAS 39	New Classification IFRS 9
Cash	FVTPL	FVTPL
Amounts receivable	Amortized cost	Amortized cost
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Due to related parties	Amortized cost	Amortized cost

The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit nor to the opening balance of accumulated comprehensive income on January 1, 2018.

At December 31, 2018, the carrying values of the Company's financial assets at FVTPL and amortized cost totaled $105,706 and $72,353, and the carrying value of the Company's financial liabilities at amortized cost totaled $849,850.

Financial assets

On initial recognition, a financial asset is classified as measured at: amortized cost; fair value through other comprehensive income ("FVOCI") – debt investment; FVOCI - equity investment; or FVTPL. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model. A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

3. Significant Accounting Policies (continued)

c) Financial Instruments (continued)

(i) Classification and subsequent measurement (continued)

Financial assets: Subsequent measurement and gains and losses

- Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in the statement of loss and comprehensive loss.
- Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in the statement of loss and comprehensive loss. Any gain or loss on derecognition is recognized in the statement of loss and comprehensive loss.
- Debt investments at FVOCI: These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in the statement of loss and comprehensive loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the statement of loss and comprehensive loss.
- Equity investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognized as income in the statement of loss and comprehensive loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to the statement of loss and comprehensive loss.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in the statement of loss and comprehensive loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in the statement of loss and comprehensive loss. Any gain or loss on derecognition is also recognized in the statement of loss and comprehensive loss.

(ii) Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Company enters into transactions whereby it transfers assets recognized in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

3. Significant Accounting Policies (continued)

c) Financial Instruments (continued)

(ii) Derecognition (continued)

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in the statement of loss and comprehensive loss.

(iii) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

(iv) Impairment

Financial assets and contract assets

The Company recognizes loss allowances for expected credit losses (“ECL”) on:

- financial assets measured at amortized cost;
- debt investments measured at FVOCI; and
- contract assets (as defined in IFRS 15).

The Company measures loss allowances on amounts receivable at an amount equal to lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company’s historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

3. Significant Accounting Policies (continued)

c) Financial Instruments (continued)

(iv) Impairment (continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the entity expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company’s procedures for recovery of amounts due.

d) Equipment

Equipment consists of telephone equipment and is recorded at cost. The Company depreciates the cost of telephone equipment over their estimated useful life of 3 years using the straight-line basis.

e) Intangible assets

Intangible assets consist of intellectual property acquired upon acquisition of HeyBryan Inc. and the HeyBryan application acquired upon acquisition of Fasttask Inc. The intellectual property has an indefinite life and is not subject to amortization. The HeyBryan application has an estimated useful life of 3 years and will be amortized over that period once the application is ready for its intended use. The expenditures incurred to develop the intangible asset are capitalized if they meet the following recognition criteria: i) the technical feasibility of completing the intangible asset so that it will be available for use or sale; ii) its intention to complete the intangible asset and use or sell it; iii) its ability to use or sell the intangible asset; iv) how the intangible asset will generate probable future economic benefits; v) the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and vi) its ability to measure reliably the expenditures attributable to the intangible asset during its development; otherwise they are expensed as incurred.

3. Significant Accounting Policies (continued)

f) Impairment of non-financial assets

At each reporting period, the Company assesses whether there are indicators of impairment for its non-financial assets, including intangible assets. If indicators exist, the Company determines if the recoverable amount of the asset or cash generating unit ("CGU") is greater than its carrying amount. A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets.

If the carrying amount exceeds the recoverable amount, the asset or CGU is recorded at its recoverable amount with the reduction recognized in profit or loss. The recoverable amount is the greater of the value in use or fair value less costs to sell. Fair value is the amount the asset could be sold for in an arm's length transaction. The value in use is the present value of the estimated future cash flows of the asset from its continued use. The fair value less costs to sell considers the continued development of a property and market transactions in a valuation model.

Impairments are reversed in subsequent periods when there has been an increase in the recoverable amount of a previously impaired asset or CGU and these reversals are recognized in profit or loss. The recovery is limited to the original carrying amount less depreciation, if any, that would have been recorded had the asset not been impaired.

g) Share capital

The Company uses the residual value method with respect to the measurement of common shares and share purchase warrants issued as units. The proceeds from the issue of units is allocated between common shares and share purchase warrants on a residual value basis, wherein the fair value of the common shares is based on the market value on the date of the announcement of the placement and the balance, if any, is allocated to the attached warrants.

h) Revenue recognition

The Company has adopted new accounting standard IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15"), effective for annual periods beginning on or after January 1, 2018, using the retrospective method of adoption. IFRS 15 establishes a five-step model to account for revenue arising from contracts with customers. The Company principally generates revenue as follows:

- 7.5% on all transactions booked by customers through the HeyBryan application;
- 20% on all transactions from HeyBryan Home-Service Experts; and
- In-app and website advertising.

Revenue from transactions booked through the HeyBryan application, and the HeyBryan Home-Service Experts are recognized in revenue at the transaction value, net of fees collected through the application on behalf of the third-party experts when the service has been completed. In-app and website advertising is recognized as the advertising is provided. The Company has reviewed its sources of revenue using the guidance found in IFRS 15 and determined that there are no material changes to the timing and measurement of the Company's revenue from these sources as compared to the previous standards.

3. Significant Accounting Policies (continued)

i) Share-based payments

Compensation expense attributable to share-based awards to employees is measured at the fair value at the date of grant using the Black-Scholes Option Pricing Model, and is recognized over the period that the employee becomes unconditionally entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting 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 and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. The fair value, under the Black-Scholes model, takes into account a number of variables, including the exercise price of the award, the expected dividend rate, the expected life of the options, forfeiture rate and the risk-free interest rate.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in option reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in option reserve is credited to share capital, adjusted for any consideration paid.

j) Loss Per Share

Basic loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. The computation of diluted loss per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the income per share. The dilutive effect of convertible securities is reflected in the diluted loss per share by application of the "if converted" method. The dilutive effect of outstanding incentive stock options and their equivalents is reflected in the diluted loss per share by application of the treasury stock method.

k) Comprehensive Loss

Comprehensive loss is the change in the Company’s net assets that results from transactions, events and circumstances from sources other than the Company’s shareholders and includes items that are not included in the statement of loss.

l) Income Taxes

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

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 consolidated 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.

(Expressed in Canadian Dollars)

3. Significant Accounting Policies (continued)

m) Recently Adopted Accounting Standards

Effective January 1, 2018, the Company adopted the following accounting standards:

IFRS 9, *Financial Instruments* ("IFRS 9")

IFRS 9 was issued by the IASB in July 2014 and has replaced 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 significant changes to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018.

The following summarizes the significant changes in IFRS 9 compared to the current standard:

- IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest.
- The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, does not have an impact on the carrying amounts of financial assets.

The adoption of IFRS 9 did not have a material impact on the Company's consolidated financial statements.

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

In May 2014, the IASB approved IFRS 15, which specifies how and when an IFRS reporter will recognize revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, *Revenue*, IAS 11, *Construction Contracts*, and a number of revenue-related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers, except for leases, financial instruments and insurance contracts. Application of IFRS 15 is mandatory for annual periods beginning on or after January 1, 2018. The adoption of IFRS 15 did not have a material impact on the Company's consolidated financial statements.

n) Accounting Standards Issued But Not Yet Effective

IFRS 16, *Leases* ("IFRS 16")

In January 2016, the IASB issued IFRS 16 which will replace IAS 17, *Leases*. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard will be effective for annual periods beginning on or after January 1, 2019. The Company does not expect IFRS 16 to have a material impact on its consolidated financial statements.

4. Amounts Receivable

	December 31, 2018 $	December 31, 2017 $
Trade receivable	108	–
GST receivable	72,245	–
	72,353	–

(Expressed in Canadian Dollars)

5. Prepaid Expenses

	December 31, 2018 $	December 31, 2017 $
Prepaid services	82,262	–
Deposits	15,400	–
	97,662	–

6. Equipment

Equipment is comprised of the following:

	Telephone equipment $	**Total $**
Cost		
Balance at December 31, 2016 and 2017	–	–
Additions	1,241	1,241
Balance at December 31, 2018	1,241	1,241
Depreciation and impairment losses		
Balance at December 31, 2016, 2017, and 2018	–	–
Carrying amounts		
Balance at December 31, 2017	–	–
Balance at December 31, 2018	1,241	1,241

7. Intangible Assets

Intangible assets and deferred development costs are comprised of the following:

	HeyBryan application $	**Intellectual property $**	**Total $**
Cost			
Balance at December 31, 2016 and 2017	–	–	–
Acquired intangible assets	840,364	3,611,387	4,451,751
Development expenditures	230,594	–	230,594
Balance at December 31, 2018	1,070,958	3,611,387	4,682,345
Depreciation and impairment losses			
Balance at December 31, 2016, 2017, and 2018	–	–	–
Carrying amounts			
Balance at December 31, 2017	–	–	–
Balance at December 31, 2018	1,070,958	3,611,387	4,682,345

As at December 31, 2018, the HeyBryan application was not yet ready for its intended use by management and, therefore, no amortization has been recognized.

(Expressed in Canadian Dollars)

8. Acquisition of HeyBryan Inc. and Fasttask Inc.

On September 28, 2018, the Company closed a Share Purchase Agreement (the "Agreement") to acquire HeyBryan Inc. ("HBI") and Fasttask Inc. ("Fasttask"), private companies incorporated in British Columbia, Canada (the "Transaction"). Fasttask is a developer of mobile applications for the home improvement industry, and HBI licenses intellectual property related to the HeyBryan app from Fasttask and receives endorsement benefits and intellectual property rights from Baeumler Productions Inc. and Bryan Baeumler pursuant to an Endorsement Agreement. Under the terms of the Agreement, the Company acquired all of the issued and outstanding common shares of Fasttask for 1,200,000 units, and all of the issued and outstanding common shares of HBI for $1,000,000 in cash and 8,000,000 units. Each unit consisted of one common share and one share purchase warrant, with each warrant entitling the holder to acquire an additional common share at $1.00 per share for a period of 2 years from closing.

In connection with the transaction, the Company advanced 5,000,000 units to Howe and Bay Financial Corp. as a finder's fee on June 27, 2018. At the time of issuance, the units had a fair value of $100,000. Each unit consisted of one common share and one-half of one share purchase warrant, with each whole warrant entitling the holder to acquire an additional common share at $1.50 per share for a period of 2 years from the date of issuance. The fair value of the warrants attached to the units on the date of issuance was nominal. In addition, the Company incurred legal costs of $31,994 related to the transaction. The transaction costs have been allocated on a pro-rata basis between the two transactions based on the consideration paid.

<u>HBI Acquisition</u>

The acquisition of the HBI shares has been accounted for as an asset acquisition as, at the time of the transaction, HBI did not meet the definition of a business. The consideration paid has been allocated to the intangible asset as at the date of acquisition. The purchase price of the acquisition has been allocated as follows:

Purchase price	$
Cash	1,000,000
Fair value of common shares issued	2,000,000
Fair value of warrants issued as acquisition costs	434,869
Transaction costs	120,903
	3,555,772

Net assets acquired	$
Amounts receivable	28
Intangible assets	3,611,387
Accounts payable and accrued liabilities	(55,065)
Due to related parties	(578)
	3,555,772

(Expressed in Canadian Dollars)

8. Acquisition of HeyBryan Inc. and Fasttask Inc. (continued)

Fasttask Acquisition

The acquisition of the Fasttask shares has been accounted for as an asset acquisition as, at the time of the transaction, Fasttask did not meet the definition of a business. The consideration paid has been allocated to the intangible asset at the date of acquisition. The purchase price of the acquisition has been allocated as follows:

Purchase price	$
Fair value of common shares issued	300,000
Fair value of warrants issued as acquisition costs	65,230
Transaction costs	11,091
	376,321

Net assets acquired	$
Cash	26,241
Amounts receivable	10,131
Prepaid expenses	25,400
Due from related parties	98,268
Intangible assets	840,364
Accounts payable and accrued liabilities	(74,083)
Promissory notes payable	(550,000)
	376,321

9. Related Party Transactions

a) As at December 31, 2018, the Company owed $3,563 to the Chief Executive Officer (“CEO”) of the Company, and former owner of HBI and Fasttask, which is unsecured, non-interest bearing and due on demand.

b) During the year ended December 31, 2018, the Company incurred consulting fees of $112,500 (2017 - $38,750) to the former President and CEO of the Company. As at December 31, 2018, the Company owed $280 (2017 - $26,351) to the former President and CEO of the Company. On April 30, 2018, the Company issued 12,500,000 units to the former President and CEO of the Company to settle debt of $62,500. Each unit consisted of one common share and one-half of a share purchase warrant, which is exercisable at $1.50 per share for a period of 3 years.

c) During the year ended December 31, 2018, the Company incurred consulting fees of $4,800 (2017 - $nil) to a Director of the Company pursuant to a Director Agreement. At December 31, 2018, the Company has prepaid director’s fees of $4,800, which is included in prepaid expenses.

d) During the year ended December 31, 2018, the Company incurred consulting fees of $nil (2017 - $12,500) to a former Director of the Company.

e) During the year ended December 31, 2018, the Company incurred consulting fees of $nil (2017 - $12,500) to a significant shareholder of the Company.

f) During the year ended December 31, 2018, the Company incurred development costs of $230,594 (2017 - $nil), consulting fees of $480,323 (2017 - $nil) and rent expense of $1,250 (2017 - $nil) to an affiliated company. As at December 31, 2018, the Company owed $220,760 (2017 - $nil) to the affiliated company, which is included in accounts payable and accrued liabilities. In addition, as at December 31, 2018, the Company has paid a deposit of $10,000 (2017 - $nil) to the affiliated company, which is included in prepaid expenses. On December 21, 2018, the Company issued 1,000,000 units with a fair value of $309,130 to the affiliated company to settle debt of $250,000, resulting in a loss on settlement of debt of $59,130. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years.

9. Related Party Transactions (continued)

g) During the year ended December 31, 2018, the Company incurred share-based compensation of $103,941 (2017 - $nil) to officers, directors and a significant shareholder of the Company.

10. Share Capital

Authorized: Unlimited number of common shares without par value

a) On May 15, 2017, the Company repurchased and cancelled 1 incorporator's share.

b) On October 31, 2017, the Company issued 7,500,000 units at $0.005 per unit to settle debt of $37,500. Each unit consists of one common share and one-half of a share purchase warrant, which is exercisable at $1.50 per share for a period of 3 years. On the date of issuance, the warrants had a nominal fair value.

c) On April 30, 2018, the Company issued 12,500,000 units with a fair value of $0.005 per unit to settle debt of $62,500. Each unit consisted of one common share and one-half of a share purchase warrant, in which one whole warrant is exercisable at $1.50 per share for a period of 3 years. The fair value of the warrants attached to the units on the date of issuance was nominal.

d) On June 26, 2018, the Company issued 5,000,000 units at $0.02 per unit for proceeds of $100,000. Each unit consisted of one common share and one-half of a share purchase warrant, in which one whole warrant is exercisable at $1.50 per share for a period of 2 years. There was no value attributed to the warrant component of the unit offering.

e) On June 27, 2018, the Company issued 5,000,000 units with a fair value of $0.02 per unit as finder's fees related to the acquisition of HBI and Fasttask (Note 8). Each unit consisted of one common share and one-half of a share purchase warrant, in which one whole warrant is exercisable at $1.50 per share for a period of 2 years. The fair value of the warrants attached to the units on the date of issuance was nominal.

f) On July 27, 2018, the Company issued 8,540,000 units at $0.10 per unit for proceeds of $854,000. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.75 per share for a period of 2 years. There was no value attributed to the warrant component of the unit offering.

g) On August 31, 2018, the Company issued 4,535,000 units at $0.10 per unit for proceeds of $453,500. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.75 per share for a period of 2 years. There was no value attributed to the warrant component of the unit offering.

h) On September 26, 2018, the Company issued 1,978,000 units at $0.25 per unit for proceeds of $494,500. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years. There was no value attributed to the warrant component of the unit offering.

i) On September 28, 2018, the Company issued 8,000,000 units pursuant to the acquisition of HBI (Note 8). Each unit consisted of one common share and one share purchase warrant which is exercisable at $1.00 per share for a period of 2 years. The fair value of the shares and share purchase warrants was $2,000,000 and $434,869, respectively. The fair value of the share purchase warrants was determined using the Black-Scholes option pricing model with the following assumptions: Risk-free interest rate – 2.21%, dividend yield – 0%, expected volatility – 100%, expected life – 2 years, forfeiture rate – 0%.

(Expressed in Canadian Dollars)

10. Share Capital (continued)

j) On September 28, 2018, the Company issued 1,200,000 units pursuant to the acquisition of Fasttask (Note 8). Each unit consisted of one common share and one share purchase warrant, which is exercisable at $1.00 per share for a period of 2 years. The fair value of the shares and share purchase warrants was $300,000 and $65,230, respectively. The fair value of the share purchase warrants was determined using the Black-Scholes option pricing model with the following assumptions: Risk-free interest rate – 2.21%, dividend yield – 0%, expected volatility – 100%, expected life – 2 years, forfeiture rate – 0%.

k) On October 17, 2018, the Company issued 940,000 units at $0.25 per unit for proceeds of $235,000. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years. There was no value attributed to the warrant component of the unit offering.

l) On November 23, 2018, the Company issued 443,200 units at $0.25 per unit for proceeds of $110,800. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years. There was no value attributed to the warrant component of the unit offering.

m) On December 17, 2018, the Company issued 656,000 units at $0.25 per unit for proceeds of $164,000. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years. In connection with the issuance, the Company paid a finder's fee of $16,400 and issued 65,600 brokers warrants with a fair value of $3,558, which are exercisable at $0.90 per share for a period of 2 years. The fair value of the broker warrants was determined using the Black-Scholes option pricing model with the following assumptions: Risk-free interest rate – 1.98%, dividend yield – 0%, expected volatility – 100%, expected life – 2 years, forfeiture rate – 0%. There was no value attributed to the warrant component of the unit offering.

n) On December 21, 2018, the Company issued 1,000,000 units, consisting of 1,000,000 shares with a fair value of $250,000 and 1,000,000 share purchase warrants with a fair value of $59,130, to settle debt of $250,000 owing to an affiliated company, resulting in a loss on settlement of debt of $59,130. Each share purchase warrant is exercisable at $0.90 per share for a period of 2 years. The fair value of the share purchase warrants was determined using the Black-Scholes option pricing model with the following assumptions: Risk-free interest rate – 1.93%, dividend yield – 0%, expected volatility – 100%, expected life – 2 years, forfeiture rate – 0%.

o) During the year ended December 31, 2018, the Company incurred legal fees of $8,352 related to the issuance of units, which have been recognized as share issuance costs.

11. Share Purchase Warrants

The following table summarizes the continuity of the Company's share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, December 31, 2016	–	–
Issued	3,375,000	1.50
Balance, December 31, 2017	3,750,000	1.50
Issued	38,607,800	1.05
Balance, December 31, 2018	42,357,800	1.09

(Expressed in Canadian Dollars)

11. Share Purchase Warrants (continued)

As at December 31, 2018, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
2,500,000	1.50	June 26, 2020
2,500,000	1.50	June 27, 2020
8,540,000	0.75	July 27, 2020
4,535,000	0.75	August 31, 2020
1,978,000	0.90	September 26, 2020
9,200,000	1.00	September 28, 2020
940,000	0.90	October 17, 2020
3,750,000	1.50	October 31, 2020
443,200	0.90	November 23, 2020
721,600	0.90	December 17, 2020
1,000,000	0.90	December 21, 2020
6,250,000	1.50	April 30, 2021
42,357,800		

12. Stock Options

The Company's Board of Directors approved a stock incentive plan in accordance with the policies of the Canadian Securities Exchange (the "Exchange"). The Board of Directors is authorized to grant options to directors, officers, consultants or employees to acquire up to 20% of the issued and outstanding common shares of the Company. The exercise price will not be less than $0.10 per share and, in the event that the Company is listed on the Exchange, the market price of the common shares on the trading day immediately preceding the date of the grant, less applicable discounts permitted by the Exchange. The options that may be granted under this plan must be exercisable for over a period of not exceeding 5 years.

The following table summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price $
Outstanding, December 31, 2016 and 2017	–	–
Granted	2,300,000	0.10
Cancelled	(300,000)	0.10
Outstanding, December 31, 2018	2,000,000	0.10
Exercisable, December 31, 2018	575,000	0.11

Additional information regarding stock options outstanding as at December 31, 2018, is as follows:

Exercise price $	Stock options outstanding	Stock options exercisable	Expiry date
0.10	500,000	125,000	July 23, 2023
0.10	1,400,000	350,000	September 28, 2023
0.15	100,000	100,000	December 21, 2023
	2,000,000	575,000	

The weighted average remaining life of options outstanding is 4.71 years.

(Expressed in Canadian Dollars)

12. Stock Options (continued)

Share-based compensation expense is determined using the Black-Scholes option pricing model. During the year ended December 31, 2018, the Company recognized share-based compensation expense of $229,353 (2017 - $nil) in equity reserves, of which $229,353 (2017 - $nil) pertains to directors, officers and a significant shareholder of the Company. The weighted average fair value of options granted during the year ended December 31, 2018, was $0.23 (2017 - $nil) per share. Weighted average assumptions used in calculating the fair value of share-based compensation expense are as follows:

	2018	2017
Risk-free interest rate	2.24%	–
Dividend yield	0%	–
Expected volatility	150%	–
Expected life (years)	5	–
Forfeiture rate	0%	–

As at December 31, 2018, there was $179,965 (2017 - $nil) of unrecognized share-based compensation related to unvested stock options.

13. Financial Instruments and Risks

a) Fair Value

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at December 31, 2018 as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Balance, December 31, 2018
	$	$	$	$
Cash	105,706	–	–	105,706

As at December 31, 2018, the fair value of financial instruments measured on a recurring basis includes cash based on level 1 inputs, consisting of quoted prices in active markets for identical assets. The fair value of all other financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

b) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counter-party default on its obligation. The Company minimizes its credit risk associated with its cash balance by dealing with major financial institutions in Canada. The carrying amount of financial assets represents the maximum credit exposure.

c) Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

d) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.

(Expressed in Canadian Dollars)

14. Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the general operations of the Company and facilitate the liquidity needs of its operations. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its working capital position, share capital, and accumulated deficit.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended December 31, 2018. The Company is not subject to externally imposed capital requirements.

15. Commitments

On June 1, 2018, the Company entered into an Endorsement and License Agreement (the “Agreement”), whereby the Company receives endorsement benefits and intellectual property rights from Baeumler Productions Inc. and Bryan Baeumler. Pursuant to the Agreement, the Company is required to pay a royalty equal to the greater of 2.5% of gross bookings through the HeyBryan application, and 1/3 of the total trust and support fees charged to users by the Company. The Company also agreed to pay a minimum royalty of $26,117 during the first 12-month period following October 1, 2018, and $337,778 during the second and third 12-month periods following October 1, 2018. During each 12-month period thereafter, the minimum royalty amount must be mutually agreed upon by the parties and shall in no event be less than $337,778.

Subsequent to December 31, 2018, the Company entered into an amendment to the Agreement, whereby the royalty payments for the first 12-month period following October 1, 2018 would be deferred until September 30, 2019. The Company will accrue the minimum royalty related to the first 12-month period, as it does not expect to generate sufficient gross bookings during this period to result in the royalties being greater than the minimum royalty. At December 31, 2018, the Company has accrued $6,530 of royalties, which is included in accounts payable and accrued liabilities.

16. Income Taxes

A reconciliation of income taxes at statutory rates with reported takes is as follows.

	2018	2017
	$	$
Net loss for the year	**(1,754,782)**	(63,890)
Statutory income tax rate	**12%**	13%
Income tax recovery at statutory rate	**(211,000)**	(8,000)
Change in statutory, foreign tax, foreign exchange rates and other	**(224,000)**	(9,000)
Share issuance costs	**(3,000)**	–
Permanent differences	**35,000**	–
Change in unrecognized deferred income tax assets	**403,000**	17,000
Income tax provision (recovery)	**–**	–

(Expressed in Canadian Dollars)

16. Income Taxes (continued)

The significant components of deferred income tax assets and liabilities as at December 31, 2018 and 2017 are as follows:

	2018 $	2017 $
Deferred income tax assets		
Non-capital losses carried forward	**415,000**	17,000
Undeducted share issuance costs	**5,000**	–
Total gross deferred income tax assets	**420,000**	17,000
Unrecognized deferred income tax assets	**(420,000)**	(17,000)
Net deferred income tax assets	**–**	–

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2018	**Expiry Date Range**	**2017**	**Expiry Date Range**
Temporary Differences				
Share issuance costs	$20,000	2038 to 2041	$Nil	2037 to 2040
Non-capital losses available for future periods	$1,535,000	2037 to 2038	$64,000	2037

Tax attributes are subject to review, and potential adjustment, by tax authorities.

17. Subsequent Events

a) On February 6, 2019, the Company granted 1,100,000 stock options to its directors, officers, employees and contractors at an exercise price of $0.15 per share, expiring 5 years after the grant date. The stock options vest 25% every 3 months after the grant date.

b) On February 15, 2019, the Company issued 262,000 units at $0.25 per unit for proceeds of $65,500. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years. In connection with the issuance, the Company issued 25,200 broker's warrants, which are exercisable at $1.00 for a period of 2 years and paid a finder's fee of $6,300 in cash.

c) On February 26, 2019, the Company issued 2,852,000 units at $0.25 per unit for proceeds of $713,000. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years.

17. Subsequent Events (continued)

d) On February 1, 2019, the Company entered into a Strategic Advisory Agreement with Cor Capital Inc. ("Cor Capital") to assist in its capital market and business development initiatives. Under the Strategic Advisory Agreement, Cor Capital agreed to provide information, introductions to institutional investors and advice with respect to capital structure and financing in preparation for and in connection with the Company's initial public offering (the "Services"). Cor Capital began providing the Services as of July 1, 2018. Under the Strategic Advisory Agreement, the Company agreed to pay a fee of $600,000 plus $30,000 on account of GST for the Services rendered from July 1, 2018 to February 1, 2019 payable by the issuance of 2,520,000 units (issued on February 26, 2019), such units valued at $0.25 per unit and each consisting of one common share and one common share purchase warrant exercisable at a price of $0.90 per common share for a period of 24 months from the date of issuance. The Company also agreed to grant 1,000,000 options to Cor Capital within 30 days of the Strategic Advisory Agreement. Such options have been granted with an exercise price of $0.25 for a period of 24 months from the date of issuance. Further, in the event Cor Capital introduces the Company to investors who subscribe for securities in the Company (a "Private Placement") after February 1, 2019, the Company agreed to pay Cor Capital for the introduction, an additional consulting fee in cash equal to 10% of the gross proceeds to the Company of the Private Placement. At December 31, 2018, the Company has accrued consulting fees of $514,286 for Cor Capital related to the Strategic Advisory Agreement.

e) Subsequent to December 31, 2018, the Company received a loan from the CEO of the Company of $11,000, which is unsecured, non-interest bearing and due on demand.

f) Subsequent to December 31, 2018, the Company received loans totaling $45,000 from a Director of the Company, of which $10,000 was repaid. The loans are unsecured, non-interest bearing and due on demand.

g) Subsequent to December 31, 2018, the Company entered into Convertible Debenture Purchase Agreements for a total of $360,000. The principal bears interest at 12% per annum and matures 12 months from the date of issuance of the debentures. Until the principal and interest are paid in full by the Company, the holder may convert any amount of the principal amount and accrued interest into units of the Company at $0.25 per unit. Each unit consists of one common share of the Company and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years following the issuance of the warrant. The holder shall convert a minimum of $10,000 of the principal amount, unless there is less than $10,000 of the principal amount outstanding.

HeyBryan Media Inc.

Condensed Interim Consolidated Financial Statements

For the Three Month Period Ended March 31, 2019

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying condensed interim consolidated financial statements of HeyBryan Media Inc. ("the Company") have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). Management acknowledges responsibility for the preparation and presentation of the condensed interim consolidated financial statements, including responsibility for significant accounting estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

HeyBryan Media Inc.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	March 31, 2019 $	December 31, 2018 $
ASSETS		
Current assets		
Cash	**171,395**	105,706
Amounts receivable (Note 4)	**128,156**	72,353
Prepaid expenses (Note 5 and 8)	**92,713**	97,662
Total current assets	**392,264**	275,721
Property and equipment (Note 6)	**36,926**	1,241
Intangible assets (Note 7)	**4,732,550**	4,682,345
Total assets	**5,161,740**	4,959,307
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Note 8)	**308,591**	846,007
Due to related parties (Note 8)	**2,590**	3,843
Lease liability (Note 9)	**32,444**	–
Total liabilities	**343,625**	849,850
SHAREHOLDERS EQUITY		
Share capital (Note 10)	**6,534,328**	5,133,490
Equity reserves	**964,358**	792,140
Subscription received	**–**	2,500
Deficit	**(2,680,571)**	(1,818,673)
Total shareholders' equity	**4,818,115**	4,109,457
Total liabilities and shareholders' equity	**5,161,740**	4,959,307

Nature of operations and continuance of business (Note 1)
Subsequent events (Note 16)

Approved and authorized for issuance on behalf of the Board of Directors on June XX, 2019:

/s/ "Penny Green"	*/s/ "Spiros Margaris"*
Penny Green, Director	Spiros Margaris, Director

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

HeyBryan Media Inc.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Three months ended March 31,	
	2019	2018
	$	$
Revenue	**546**	–
Expenses		
Advertising and promotion	**40,905**	–
Amortization of intangible assets (Note 7)	**94,858**	–
Consulting fees (Note 8 and 15)	**384,222**	37,500
Depreciation (Note 6)	**2,906**	–
General and administrative	**35,307**	61
Professional fees	**64,062**	–
Rent	**6,341**	–
Royalties (Note 15)	**6,529**	–
Salaries and wages (Note 8)	**47,123**	–
Share-based compensation (Note 12)	**170,856**	–
Travel	**9,335**	–
Total expenses	**(862,444)**	(37,561)
Net loss and comprehensive loss for the period	**(861,898)**	(37,561)
Loss per share, basic and diluted	**(0.01)**	(0.01)
Weighted average shares outstanding	**59,390,022**	7,500,000

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

HeyBryan Media Inc.
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Share capital					
	Number of shares	Amount $	Equity reserves $	Subscriptions received $	Deficit $	Total shareholders' equity (deficit) $
Balance, December 31, 2017	7,500,000	37,500	–	–	(63,891)	(26,391)
Net loss for the period	–	–	–	–	(37,561)	(37,561)
Balance, March 31, 2018	7,500,000	37,500	–	–	(101,452)	(63,952)
Balance, December 31, 2018	57,292,200	5,133,490	792,140	2,500	(1,818,673)	4,109,457
Issuance of units for cash	3,114,000	778,500	–	(2,500)	–	776,000
Share issuance costs	–	(7,662)	1,362	–	–	(6,300)
Issuance of units for settlement of debt	2,520,000	630,000	–	–	–	630,000
Share-based compensation	–	–	170,856	–	–	170,856
Net loss for the period	–	–	–	–	(861,898)	(861,898)
Balance, March 31, 2019	62,926,200	6,534,328	964,358	–	(2,680,571)	4,818,115

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

HeyBryan Media Inc.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Three months ended March 31, 2019 $	Three months ended March 31, 2018 $
Operating activities		
Net loss for the period	**(861,898)**	(37,561)
Items not involving cash:		
Amortization of intangible assets	**94,858**	–
Depreciation	**2,906**	–
Share-based compensation	**170,856**	–
Changes in non-cash operating working capital:		
Amounts receivable	**(55,803)**	(1,875)
Prepaid expenses	**4,949**	–
Accounts payable and accrued liabilities	**91,334**	–
Due to related parties	**(1,253)**	39,436
Net cash used in operating activities	**(554,051)**	–
Investing activities		
Development expenditures incurred on HeyBryan app	**(143,813)**	–
Purchase of equipment	**(3,369)**	
Net cash used in investing activities	**(147,182)**	–
Financing activities		
Net proceeds from the issuance of units	**769,700**	–
Repayment of lease liability	**(2,778)**	–
Net cash provided by financing activities	**766,922**	–
Change in cash	**65,689**	–
Cash, beginning of period	**105,706**	–
Cash, end of period	**171,395**	–
Supplemental disclosures:		
Interest paid	**–**	–
Income taxes paid	**–**	–
Non-cash investing and financing activities:		
Units issued for settlement of debt	**630,000**	–
Fair value of broker warrants	**1,362**	–
Development expenditures incurred on HeyBryan App included in accounts payable and accrued liabilities	**1,250**	–

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

1. Nature of Operations and Continuance of Business

HeyBryan Media Inc. (the "Company") was incorporated under the laws of the province of British Columbia, Canada, on December 3, 2010. On May 18, 2017, the Company changed its name from Morvin Holdings Inc. to Sativio Holdings Inc. On June 28, 2018, the Company changed its name from Sativio Holding Inc. to HeyBryan Media Inc. On July 11, 2018, the Company changed its name from HeyBryan Media Inc. to Fasttask Technologies Inc. On October 18, 2018, the Company changed its name from Fasttask Technologies Inc. to HeyBryan Media Inc. The address of the Company's corporate office and principal place of business is Suite 200, 1238 Homer Street, Vancouver B.C., V6B 2Y5.

These condensed interim consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The Company has incurred a net loss of $861,898 during the three months ended March 31, 2019, and has incurred an accumulated deficit of $2,680,571 as at March 31, 2019. The continued operations of the Company are dependent on future profitable operations, management's ability to manage costs and the future availability of equity or debt financing. Whether and when the Company can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due is uncertain. These condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

2. Basis of Presentation

a) Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards 34, *Interim Financial Reporting*, and based on the principles of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed interim consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2018, which include the Company's significant accounting policies, and have been prepared in accordance with the same methods of application.

b) Basis of Presentation

These condensed interim consolidated financial statements have been prepared on a historical cost basis. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for the cash flow information. The presentation and functional currency of the Company is the Canadian dollar. In the opinion of the Company's management, all adjustments considered necessary for a fair presentation have been included.

c) Basis of Consolidation

These condensed interim consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company, HeyBryan Inc. and Fasttask Inc. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All intercompany transactions and balances are eliminated upon consolidation.

2. Basis of Presentation (continued)

d) Significant Accounting Estimates and Judgments

The preparation of these condensed interim consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. 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 may differ from these estimates.

Significant areas requiring the use of estimates include the collectability of amounts receivable, the useful lives and carrying values of intangible assets, the measurement of share-based compensation, the fair value of warrants issued as compensation, and the measurement of unrecognized deferred income tax assets.

Judgments made by management in the application of IFRS that have a significant effect on the financial statements include the factors that are used in determining the application of the going concern assumption which requires management to take into account all available information about the future, which is at least but not limited to, 12 months from the year end of the reporting period.

3. Recently Adopted Accounting Standards

The Company has adopted new accounting standard IFRS 16, *Leases*, effective for annual periods beginning on January 1, 2019. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

IFRS 16, *Leases* ("IFRS 16")

On January 13, 2016, the IASB published a new standard, IFRS 16, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. Effective January 1, 2019, the Company adopted this standard using the modified retrospective approach under which the cumulative effect of initial application was recognized in retained earnings at January 1, 2019. The Company did not have any lease contracts at January 1, 2019. As a result, there was no impact of the initial adoption of IFRS 16.

For contracts entered into subsequent to January 1, 2019, at inception of the contract, the Company assesses whether a contract is, or contains, a lease by evaluating if the contract conveys the right to control the use of an identified asset. For contracts that contain a lease, the Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted by any initial direct costs, and costs to dismantle and remove the underlying asset less any lease incentives. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the underlying asset or the end of the lease term. Under IFRS 16, right-of-use assets are tested for impairment in accordance with IAS 36, *Impairment of Assets*. This replaced the previous requirement to recognize a provision for onerous lease contacts.

(Expressed in Canadian Dollars)

3. Recently Adopted Accounting Standards (continued)

The lease liability is initially measured at the present value of lease payments to be paid subsequent to the commencement date of the lease, discounted either at the interest rate implicit in the lease or the Company's incremental borrowing rate. The lease payments measured in the initial lease liability include payments for an optional renewal period, if any, if the Company is reasonably certain that it will exercise a renewal extension option. The liability is measured at amortized cost using the effective interest method and will be remeasured when there is a change in either the future lease payments or assessment of whether an extension or other option will be exercised. The lease liability is subsequently adjusted for lease payments and interest on the obligation. Interest expense on the lease obligation is included in the consolidated statement of earnings.

The Company has elected not to recognize right-of-use assets and lease liabilities for leases with a lease term of less than 12 months and low value assets, and recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term, as permitted by IFRS 16.

The Company discounts its lease liability at the Company's incremental borrowing rate.

4. **Amounts Receivable**

	March 31, 2019 $	December 31, 2018 $
Trade receivable	362	108
GST receivable	127,794	72,245
	128,156	72,353

5. Prepaid Expenses

	March 31, 2019 $	December 31, 2018 $
Prepaid services	73,228	82,262
Deposits	19,485	15,400
	92,713	97,662

(Expressed in Canadian Dollars)

6. Equipment

Equipment is comprised of the following:

	Telephone equipment $	Office furniture $	Right-of-use asset $	Total $
Cost				
Balance at December 31, 2018	1,241	–	–	1,241
Additions	–	3,369	35,222	38,591
Balance at March 31, 2019	1,241	3,369	35,222	39,832
Depreciation and impairment losses				
Balance at December 31, 2018	–	–	–	–
Additions	103	94	2,709	2,906
Balance at March 31, 2019	103	94	2,709	2,906
Carrying amounts				
Balance at December 31, 2018	1,241	–	–	1,241
Balance at March 31, 2019	1,138	3,275	32,513	36,926

7. Intangible Assets

Intangible assets and deferred development costs are comprised of the following:

	HeyBryan application $	Intellectual property $	Total $
Cost			
Balance at December 31, 2018	1,070,958	3,611,387	4,682,345
Development expenditures	145,063	–	145,063
Balance at March 31, 2019	1,216,021	3,611,387	4,827,408
Amortization and impairment losses			
Balance at December 31, 2018	–	–	–
Additions	94,858	–	94,858
Balance at March 31, 2019	94,858	–	94,858
Carrying amounts			
Balance at December 31, 2018	1,070,958	3,611,387	4,682,345
Balance at March 31, 2019	1,121,163	3,611,387	4,732,550

(Expressed in Canadian Dollars)

8. Related Party Transactions

a) During the three months ended March 31, 2019, the Company incurred salary and wages of $13,750 (2018 - $nil) to the Chief Executive Officer ("CEO") of the Company. As at March 31, 2019, the Company owed $2,310 (December 31, 2018 - $3,563) to the CEO of the Company, and former owner of HBI and Fasttask, which is unsecured, non-interest bearing and due on demand.

b) During the three months ended March 31, 2019, the Company incurred consulting fees of $nil (2018 - $37,500) to a Director and former President and CEO of the Company. As at March 31, 2019, the Company owed $280 (December 31, 2018 - $280) to the Director and former President and CEO of the Company.

c) During the three months ended March 31, 2019, the Company incurred consulting fees of $2,400 (2018 - $nil) to a Director of the Company pursuant to a Director Agreement. At March 31, 2019, the Company has prepaid director's fees of $2,400 (December 31, 2018 - $4,800), which is included in prepaid expenses.

d) During the three months ended March 31, 2019, the Company incurred salaries and wages of $10,000 (2018 - $nil) to the Chief Technology Officer ("CTO") of the Company. As at March 31, 2019, the Company owed $2,125 (December 31, 2018 - $nil) to the CTO of the Company, which is included in accounts payable and accrued liabilities, and is unsecured, non-interest bearing and due on demand.

e) During the three months ended March 31, 2019, the Company incurred development costs of $145,063 (2018 - $nil), and consulting fees of $191,175 (2018 - $nil) to an affiliated company. As at March 31, 2019, the Company owed $153,099 (December 31, 2018 - $220,760) to the affiliated company, which is included in accounts payable and accrued liabilities. In addition, as at March 31, 2019, the Company has paid a deposit of $10,000 (December 31, 2018 - $10,000) to the affiliated company, which is included in prepaid expenses.

f) During the three months ended March 31, 2019, the Company incurred share-based compensation of $59,114 (2018 - $nil) to officers, directors and a significant shareholder of the Company.

9. Lease Liability

On March 1, 2019, the Company entered into a lease for the provision of office space from March 1, 2019 to March 31, 2020. The Company's future minimum lease payments for the premise lease is as follows:

	$
Fiscal year ending December 31, 2019	24,997
Fiscal year ending December 31, 2020	8,332
Total lease payments	33,329
Amounts representing interest over the term of the lease	(885)
Present value of net lease payments	32,444

The Company discounts its lease liability at the Company's incremental borrowing rate of 5%.

(Expressed in Canadian Dollars)

10. Share Capital

Authorized: Unlimited number of common shares without par value

a) On February 15, 2019, the Company issued 262,000 units at $0.25 per unit for proceeds of $65,500. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years. There was no value attributed to the warrant component of the unit offering. In connection with the issuance, the Company issued 25,200 brokers warrants, which are exercisable at $1.00 for a period of 2 years and paid a finder's fee of $6,300 in cash. The broker's warrants had a fair value of $1,362, which was determined using the Black-Scholes option pricing model with the following assumptions: Risk-free interest rate – 1.78%, dividend yield – 0%, expected volatility – 100%, expected life – 2 years, forfeiture rate – 0%.

b) On February 26, 2019, the Company issued 2,852,000 units at $0.25 per unit for proceeds of $713,000. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years. There was no value attributed to the warrant component of the unit offering.

c) On February 26, 2019, the Company issued 2,520,000 units with a fair value of $630,000 to settle debt of $630,000 owing to an advisor. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years.

11. Share Purchase Warrants

The following table summarizes the continuity of the Company's share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, December 31, 2018	42,357,800	1.09
Issued	5,659,200	0.90
Balance, March 31, 2019	48,017,000	1.07

(Expressed in Canadian Dollars)

11. Share Purchase Warrants (continued)

As at March 31, 2019, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
2,500,000	1.50	June 26, 2020
2,500,000	1.50	June 27, 2020
8,540,000	0.75	July 27, 2020
4,535,000	0.75	August 31, 2020
1,978,000	0.90	September 26, 2020
9,200,000	1.00	September 28, 2020
940,000	0.90	October 17, 2020
3,750,000	1.50	October 31, 2020
443,200	0.90	November 23, 2020
721,600	0.90	December 17, 2020
1,000,000	0.90	December 21, 2020
262,000	0.90	February 15, 2021
25,200	1.00	February 15, 2021
5,372,000	0.90	February 26, 2021
6,250,000	1.50	April 30, 2021
48,017,000		

12. Stock Options

The Company's Board of Directors approved a stock incentive plan in accordance with the policies of the Canadian Securities Exchange (the "Exchange"). The Board of Directors is authorized to grant options to directors, officers, consultants or employees to acquire up to 20% of the issued and outstanding common shares of the Company. The exercise price will not be less than $0.10 per share and, in the event that the Company is listed on the Exchange, the market price of the common shares on the trading day immediately preceding the date of the grant, less applicable discounts permitted by the Exchange. The options that may be granted under this plan must be exercisable for over a period of not exceeding 5 years.

The following table summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price $
Outstanding, December 31, 2018	2,000,000	0.10
Granted	2,100,000	0.20
Outstanding, March 31, 2019	4,100,000	0.15
Exercisable, March 31, 2019	1,050,000	0.10

(Expressed in Canadian Dollars)

12. Stock Options (continued)

Additional information regarding stock options outstanding as at March 31, 2019, is as follows:

Exercise price $	Stock options outstanding	Stock options exercisable	Expiry date
0.25	1,000,000	–	March 3, 2021
0.10	500,000	250,000	July 23, 2023
0.10	1,400,000	700,000	September 28, 2023
0.15*	100,000	100,000	December 21, 2023
0.15	1,100,000	–	February 6, 2024
	4,100,000	1,050,000	

* On February 6, 2019, the Company amended the exercise price from $0.25 per share to $0.15 per share. Upon modification of the stock option terms, the Company recognized additional share-based compensation of $544.

The weighted average remaining life of options outstanding is 3.95 years.

Share-based compensation expense is determined using the Black-Scholes option pricing model. During the three months ended March 31, 2019, the Company recognized share-based compensation expense of $170,856 (2018 - $nil) in equity reserves, of which $59,114 (2018 - $nil) pertains to directors, officers and a significant shareholder of the Company. The weighted average fair value of options granted during the three months ended March 31, 2019, was $0.21 (2018 - $nil) per share. Weighted average assumptions used in calculating the fair value of share-based compensation expense are as follows:

	2019	2018
Risk-free interest rate	1.63%	–
Dividend yield	0%	–
Expected volatility	150%	–
Expected life (years)	3.6	–
Forfeiture rate	0%	–

As at March 31, 2019, there was $394,592 of unrecognized share-based compensation related to unvested stock options.

13. Financial Instruments and Risks

a) Fair Value

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at March 31, 2019, as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, March 31, 2019 $
Cash	171,395	–	–	171,395

As at March 31, 2019, the fair value of financial instruments measured on a recurring basis includes cash based on level 1 inputs, consisting of quoted prices in active markets for identical assets. The fair value of all other financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

13. Financial Instruments and Risks (continued)

b) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counter-party default on its obligation. The Company minimizes its credit risk associated with its cash balance by dealing with major financial institutions in Canada. The carrying amount of financial assets represents the maximum credit exposure.

c) Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

d) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.

14. Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the general operations of the Company and facilitate the liquidity needs of its operations. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its working capital position, share capital, and accumulated deficit.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the three months ended March 31, 2019. The Company is not subject to externally imposed capital requirements.

15. Commitments

On June 1, 2018, the Company entered into an Endorsement and License Agreement (the “Agreement”), whereby the Company receives endorsement benefits and intellectual property rights from Baeumler Productions Inc. and Bryan Baeumler. Pursuant to the Agreement, the Company is required to pay a royalty equal to the greater of 2.5% of gross bookings through the HeyBryan application, and 1/3 of the total trust and support fees charged to users by the Company. The Company also agreed to pay a minimum royalty of $26,117 during the first 12-month period following October 1, 2018, and $337,778 during the second and third 12-month periods following October 1, 2018. During each 12-month period thereafter, the minimum royalty amount must be mutually agreed upon by the parties and shall in no event be less than $337,778. The Company will accrue the minimum royalty related to the first 12-month period, as it does not expect to generate sufficient gross bookings during this period which would result in the royalties being greater than the minimum royalty.

Subsequent to March 31, 2019, the Company entered into an amendment to the Agreement, whereby the royalty payments for the first 12-month period following October 1, 2018 would be deferred until October 1, 2019. At March 31, 2019, the Company has accrued $13,059 (December 31, 2018 - $6,530) of royalties, which is included in accounts payable and accrued liabilities.

15. Commitments (continued)

On February 1, 2019, the Company entered into a Strategic Advisory Agreement with Cor Capital Inc. ("Cor Capital") to assist in its capital market and business development initiatives. Under the Strategic Advisory Agreement, Cor Capital agreed to provide information, introductions to institutional investors and advice with respect to capital structure and financing in preparation for and in connection with the Company's initial public offering (the "Services"). Cor Capital began providing the Services as of July 1, 2018. Under the Strategic Advisory Agreement, the Company agreed to pay a fee of $600,000 plus $30,000 on account of GST for the Services rendered from July 1, 2018 to February 1, 2019 payable by the issuance of 2,520,000 units, such units valued at $0.25 per unit and each consisting of one common share and one common share purchase warrant exercisable at a price of $0.90 per common share for a period of 24 months from the date of issuance. The Company also agreed to grant 1,000,000 options to Cor Capital within 30 days of the Strategic Advisory Agreement. Such options have been granted with an exercise price of $0.25 for a period of 24 months from the date of issuance. Further, in the event Cor Capital introduces the Company to investors who subscribe for securities in the Company (a "Private Placement") after February 1, 2019, the Company agreed to pay Cor Capital for the introduction, an additional consulting fee in cash equal to 10% of the gross proceeds to the Company of the Private Placement. At March 31, 2019, the Company has accrued consulting fees of $nil (December 31, 2018 – $514,286) for Cor Capital related to the Strategic Advisory Agreement.

16. Subsequent Events

a) Subsequent to March 31, 2019, the Company received a loan from the CEO of the Company of $11,000, which is unsecured, non-interest bearing and due on demand.

b) Subsequent to March 31, 2019, the Company received loans totaling $45,000 from a Director of the Company, of which $10,000 was repaid. The loans are unsecured, non-interest bearing and due on demand.

c) Subsequent to March 31, 2019, the Company entered into Convertible Debenture Purchase Agreements for a total of $360,000. The principal bears interest at 12% per annum and matures 12 months from the date of issuance of the debentures. Until the principal and interest are paid in full by the Company, the holder may convert any amount of the principal amount and accrued interest into units of the Company at $0.25 per unit. Each unit consists of one common share of the Company and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years following the issuance of the warrant. The holder shall convert a minimum of $10,000 of the principal amount, unless there is less than $10,000 of the principal amount outstanding.

FASTTASK INC.
FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
For the period from incorporation on February 3, 2017 to December 31, 2017

INDEPENDENT AUDITORS' REPORT

To the Directors of
FastTask Inc.

We have audited the accompanying financial statements of FastTask Inc., which comprise the statement of financial position as at December 31, 2017, and the statements of loss and comprehensive loss, changes in shareholders' deficiency, and cash flows for the period from incorporation on February 3, 2017 to December 31, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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 in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of FastTask Inc. as at December 31, 2017, and its financial performance and its cash flows for the period from incorporation on February 3, 2017 to December 31, 2017 in accordance with International Financial Reporting Standards.

1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Davidson-co.com

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about FastTask Inc.'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Professional Accountants

August 13, 2019

FASTTASK INC.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT:

		December 31, 2017
ASSETS		
Current		
Cash	$	115
Total assets		115
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current liabilities		
Accounts payable and accrued liabilities	$	10,000
Due to related party (Note 7)		2,310
Total liabilities		12,310
Shareholders' Deficiency		
Share capital (Note 6)		90
Deficit		(12,285)
Total shareholders' deficiency		(12,195)
Total liabilities and shareholders' deficiency	$	115

Nature and continuance of operations (Note 1)
Subsequent event (Note 11)

Approved on behalf of the board:

"David Whitney" Director *"Lance Montgomery"* Director

See accompanying notes to the financial statements.

FASTTASK INC.
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

		For the period from incorporation on February 3, 2017 to December 31, 2017
EXPENSES		
Professional fees	$	12,280
Bank charges		5
Net loss and comprehensive loss	$	(12,285)
Net loss per common share		
Basic and diluted	$	(0.00)
Weighted average number of common shares outstanding		
Basic and diluted		8,045,317

See accompanying notes to the financial statements.

FASTTASK INC.
STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(Expressed in Canadian Dollars)

	Number of common shares	Share Capital	Deficit	Total shareholder's deficiency
Balance, February 3, 2017	-	$ -	$ -	$ -
Common shares issued for cash	9,000,000	90	-	90
Net loss for the period	-	-	(12,285)	(12,285)
Balance, December 31, 2017	9,000,000	$ 90	$ (12,285)	$ (12,195)

See accompanying notes to the financial statements.

FASKTTASK INC.
STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)

		For the period from incorporation on February 3, 2017 to December 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$	(12,285)
Changes in non-cash working capital:		
Accounts payable and accrued liabilities		10,000
Due to related party		2,310
Cash flows from operating activities		25
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common shares for cash		90
Cash flows from investing activities		90
Increase in cash		115
Cash, beginning of period		-
Cash, end of period	$	115

See accompanying notes to the financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

Fasttask Inc. (the "Company") was incorporated by Certificate of Incorporation issued pursuant to the provisions of the *Canada Business Corporations Act* on February 3, 2017. The Company's head office and registered and records office address is 1900 -1040 W. Georgia Street, Vancouver, British Columbia, Canada, V6E 4H3. The Company is a developer of mobile applications for the home improvement industry.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as recorded in these financial statements. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At December 31, 2017, the Company had not achieved profitable operations, had accumulated a deficit of $12,285 since inception and expects to incur further operating losses in the development of its business. The Company's ability to continue as a going concern is dependent upon the ability to develop its business units, develop marketable software, potentially find, acquire and develop various other business segments with growth potential, its ability to obtain the necessary financing to carry out this strategy, and to meet its corporate overhead needs and discharge its liabilities as they come due.

Although the Company has been successful in the past 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 advantageous to the Company. These matters indicate material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

These financial statements were authorized for issue by the Board of Directors on August 13, 2019.

2. BASIS OF PRESENTATION

Statement of compliance

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

Presentation and functional currency

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

Basis of measurement

These financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. SIGNIFICANT JUDGEMENTS

Information about significant judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Going concern of operations

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least twelve months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

4. SIGNIFICANT ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Income taxes

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

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

5. SIGNIFICANT ACCOUNTING POLICIES

Share-based payments

The Company operates an employee stock option plan (Note 7). Share-based compensation to employees is measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based compensation to non-employees is measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to reserves. The fair value of options is determined using the Black–Scholes pricing model which incorporates all market vesting conditions is determined using the fair value on grant date. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. When vested options are forfeited or are not exercised at the expiry date, the amount previously recognized in share-based compensation is transferred to deficit.

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax 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.

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities which affect neither accounting nor taxable loss as well as differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

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

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Financial instruments

Financial assets
The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position, at fair value with changes in fair value recognized in profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured 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 and other relevant indicators, 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 - Non-derivative financial assets not included in the above categories are classified as available-for- sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in profit or loss.

5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any 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, which are described above.

Financial liabilities
The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with change in fair value recognized in profit or loss.

Other financial liabilities: This category includes accrued liabilities which are recognized at amortized cost.

The Company has classified its cash as fair value through profit and loss. The Company’s accounts payable and accrued liabilities, and due to related party are classified as other financial liabilities.

Impairment of non-financial assets

The Company reviews the carrying amounts of its non-financial assets, when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. 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 asset belongs. Assets carried at fair value are excluded from impairment analysis.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows to be derived from continuing use of the asset or cash generating unit 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. Fair value less cost to sell is the amount obtainable from the sale of an asset or cash generating unit in an arm’s length transaction between knowledgeable, willing parties, less the cost of disposal. When a binding sale agreement is not available, fair value less costs to sell is estimated using a discounted cash flow approach with inputs and assumptions consistent with those of a market participant. 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 net income. Where an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized.

5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC. The following have not yet been adopted by the Company.

a) IFRS 9, Financial Instruments ("IFRS 9")

IFRS 9 was issued by the IASB in July 2014 and has replaced 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 significant changes to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018.

The following summarizes the significant changes in IFRS 9 compared to the current standard:

- IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest.
- The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, does not have an impact on the carrying amounts of financial assets.

The impact of this new standard will be increased disclosure in the financial statements. The Company does not expect IFRS 9 to have a significant impact on its financial statements.

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

In May 2014, the IASB approved IFRS 15, which specifies how and when an IFRS reporter will recognize revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, *Revenue*, IAS 11, *Construction Contracts*, and a number of revenue related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers, except for leases, financial instruments and insurance contracts. Application of IFRS 15 is mandatory for annual periods beginning on or after January 1, 2018. The Company does not expect IFRS 15 to have a significant impact on its financial statements.

c) IFRS 16, Leases ("IFRS 16")

In January 2016, the IASB issued IFRS 16, which will replace IAS 17, *Leases*. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard will be effective for annual periods beginning on or after January 1, 2019. The Company does not expect IFRS 16 to have a significant impact on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

6. SHARE CAPITAL AND RESERVES

Authorized share capital:
Unlimited common shares with no par value.

Issued share capital:

During the period from incorporation on February 3, 2017 to December 31, 2017, the Company issued common shares as follows:

a.) Issued 9,000,000 common shares at a value of 0.00001 per share to founders of the Company for gross proceeds of $90.

On March 1, 2017, the Company adopted a fixed stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 2,000,000 common shares of the Company, as at the date of the grant.

No stock options were issued or outstanding as of December 31, 2017.

7. RELATED PARTY TRANSACTIONS

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers and/or companies controlled by those individuals. Remuneration to key management personnel during the period from incorporation on February 3, 2017 to December 31, 2017 was $Nil.

A total of $2,310 was advanced to the Company by a related party as at December 31, 2017.

8. FINANCIAL INSTRUMENTS

Fair value

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

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

Cash is carried at fair value using a level 1 fair value measurement. The recorded values of accounts payable and accrued liabilities and due to related party approximate their fair values due to their short-term to maturity.

8. FINANCIAL INSTRUMENTS (Continued)

Financial risk management

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

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company limits its exposure to credit risk by placing its cash with a major financial institution. Management feels that the Company's credit risk with respect to cash is remote.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risk on cash is not considered significant.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with cash on hand and proceeds from equity financings.

Foreign currency risk

Currency risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate due to changes in foreign exchange rates. As at December 31, 2017, the Company did not have any financial instruments denominated in foreign currencies and considers foreign currency risk insignificant.

Price risk

The Company has no exposure to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

9. CAPITAL MANAGEMENT

The Company defines capital as equity (deficiency). The Company manages its capital structure and makes adjustments in order to have the funds available to support its operating activities.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern to pursue the development of its business. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new equity instruments, new debt, or acquire and/or dispose of assets. As discussed in Note 1, the Company's ability to continue as a going concern is uncertain and dependent upon the continued financial support of its shareholders, future profitable operations, and securing additional financing.

Management reviews its capital management approach on an ongoing basis. There were no changes in the Company's approach to capital management during the period presented. The Company is not subject to externally imposed capital requirements.

(Expressed in Canadian Dollars)

10. INCOME TAXES

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

		December 31, 2017
Loss for the period	$	(12,285)
Expected income recovery	$	(3,194)
Change in unrecognized deductible temporary differences		3,194
Income tax provision (recovery)	$	–

The significant components of the Company's deferred income tax assets are as follows:

		December 31, 2017
Deferred income tax assets		
Non-capital losses carried forward	$	3,194
Total deferred income tax assets	$	3,194
Unrecognized deferred income tax assets		(3,194)
Net deferred income tax assets	$	–

The Company has available for deduction against future taxable income non-capital losses of approximately $12,285. These losses, if not utilized, will begin to expire in 2037.

11. SUBSEQUENT EVENT

Subsequent to December 31, 2017, the Company entered into a Share Purchase Agreement (the "Transaction"), whereby HeyBryan Media Inc. ("HeyBryan Media") would acquire 100% of the issued and outstanding shares of the Company payable in units of HeyBryan Media. On September 28, 2018, the Transaction was completed and HeyBryan Media acquired all of the issued and outstanding shares of the Company for 1,200,000 units at a price of $0.25 per unit for total consideration of $300,000. Each unit consisted of one common share and one share purchase warrant, with each warrant entitling the holder to acquire an additional common share at $1.00 per share for a period of two years.

FASTTASK INC.
INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
For the six month period ended June 30, 2018

FASTTASK INC.
INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT:

		June 30, 2018		December 31, 2017
ASSETS				
Current				
Cash	$	115	$	115
Total assets	$	115	$	115
LIABILITIES AND SHAREHOLDERS' DEFICIENCY				
Current liabilities				
Accounts payable and accrued liabilities	$	15,000	$	10,000
Due to related party (Note 7)		4,330		2,310
Total liabilities		19,330		12,310
Shareholders' Deficiency				
Share capital (Note 6)		90		90
Deficit		(19,305)		(12,285)
Total shareholders' deficiency		(19,215)		(12,195)
Total liabilities and shareholders' deficiency	$	115	$	115

Nature and continuance of operations (Note 1)
Subsequent event (Note 10)

Approved on behalf of the board:

"David Whitney" Director *"Lance Montgomery"* Director

See accompanying notes to the interim financial statements.

FASTTASK INC.
INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Six months ended June 30, 2018	Three Months Ended June 30, 2018	For the period from incorporation on February 3, 2017 to June 30, 2017	Three months ended June 30, 2017
EXPENSES				
Professional fees	$ 5,000	$ 2,500	$ 2,280	$ 1,140
Bank charges	-	-	5	5
Advertising	2,020	1,010	-	-
Net loss and comprehensive loss	$ (7,020)	$ (3,510)	$ (2,285)	$ (1,145)
Net loss per common share				
Basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding				
Basic and diluted	9,000,000	9,000,000	7,476,190	8,253,700

See accompanying notes to the interim financial statements.

FASTTASK INC.
INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(Expressed in Canadian Dollars)

	Number of common shares		Share Capital		Deficit		Total shareholders' deficiency
Balance, February 3, 2017	-	$	-	$	-	$	-
Common shares issued for cash	8,500,000		85		-		85
Net loss for the period	-		-		(2,285)		(2,285)
Balance, June 30, 2017	8,500,000	$	85	$	(2,285)	$	(2,200)
Balance, December 31, 2017	9,000,000		90		(12,285)		(12,195)
							-
Net loss for the period	-		-		(7,020)		(7,020)
Balance, June 30, 2018	9,000,000	$	90	$	(19,305)	$	(19,215)

See accompanying notes to the interim financial statements.

FASKTTASK INC.
INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Six months ended June 30, 2018	Six months ended June 30, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$ (7,020)	$ (2,285)
Changes in non-cash working capital:		
Accounts payable and accrued liabilities	5,000	-
Due to related party	2,020	2,395
Cash flows from operating activities	-	110
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common shares for cash	-	5
Cash flows from investing activities	-	5
Increase in cash	-	115
Cash, beginning of period	115	-
Cash, end of period	$ 115	$ 115

See accompanying notes to the interim financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

Fasttask Inc. (the "Company") was incorporated by Certificate of Incorporation issued pursuant to the provisions of the *Canada Business Corporations Act* on February 3, 2017. The Company's head office and registered and records office address is 1900 -1040 W. Georgia Street, Vancouver, British Columbia, Canada, V6E 4H3. The Company is a developer of mobile applications for the home improvement industry.

These interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as recorded in these financial statements. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At June 30, 2018, the Company had not achieved profitable operations, had accumulated a deficit of $19,305 since inception and expects to incur further operating losses in the development of its business. The Company's ability to continue as a going concern is dependent upon the ability to develop its business units, develop marketable software, potentially find, acquire and develop various other business segments with growth potential, its ability to obtain the necessary financing to carry out this strategy, and to meet its corporate overhead needs and discharge its liabilities as they come due.

Although the Company has been successful in the past 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 advantageous to the Company. These matters indicate material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

These financial statements were authorized for issue by the Board of Directors on August 13, 2019.

2. BASIS OF PRESENTATION

Statement of compliance

The interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") for interim information, specifically International Accounting Standards ("IAS") 34 - Interim Financial Reporting. In addition, the interim financial statements have been prepared using interpretations issued by the International Financial Reporting Interpretation Committee ("IFRIC") and the same accounting policies and methods of their application as the most recent annual financial statements of the Company. These interim financial statements do not include all disclosures normally provided in the annual financial statements and should be read in conjunction with the Company's audited financial statements for the period from incorporation on February 3, 2017 to December 31, 2017.

Presentation and functional currency

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

Basis of measurement

These financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. SIGNIFICANT JUDGEMENTS

Information about significant judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Going concern of operations

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least twelve months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

4. SIGNIFICANT ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Income taxes

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

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

5. SIGNIFICANT ACCOUNTING POLICIES

Share-based payments

The Company operates an employee stock option plan (Note 7). Share-based compensation to employees is measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based compensation to non-employees is measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to reserves. The fair value of options is determined using the Black–Scholes pricing model which incorporates all market vesting conditions is determined using the fair value on grant date. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. When vested options are forfeited or are not exercised at the expiry date, the amount previously recognized in share-based compensation is transferred to deficit.

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax 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.

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities which affect neither accounting nor taxable loss as well as differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position date.

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

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Financial instruments

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI, are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Due from related party is classified at amortized cost with subsequent impairments recognized in profit or loss.

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Financial liabilities

Financial liabilities are designated as either: (i) FVTPL; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Accounts payable and accrued liabilities is classified as other financial liabilities and carried on the statement of financial position at amortized cost.

Impairment of non-financial assets

The Company reviews the carrying amounts of its non-financial assets when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. 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 asset belongs. Assets carried at fair value are excluded from impairment analysis.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows to be derived from continuing use of the asset or cash generating unit 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. Fair value less cost to sell is the amount obtainable from the sale of an asset or cash generating unit in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal. When a binding sale agreement is not available, fair value less costs to sell is estimated using a discounted cash flow approach with inputs and assumptions consistent with those of a market participant. 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 net loss. Where an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized.

5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

New accounting policies

Effective January 1, 2018, the Company adopted the following accounting standards:

IFRS 9, *Financial Instruments* ("IFRS 9")

IFRS 9 was issued by the IASB in July 2014 and has replaced 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 significant changes to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018.

The following summarizes the significant changes in IFRS 9 compared to the current standard:

- IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest.

- The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, did not have an impact on the carrying amounts of financial assets.

The adoption of IFRS 9 did not have a material impact on the Company's financial statements.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC. The following have not yet been adopted by the Company:

Leases ("IFRS 16")

IFRS 16 was issued by the IASB and will replace IAS 17, *Leases*. IFRS 16 requires most leases to be reported on a company's balance sheet as assets and liabilities. IFRS 16 is effective January 1, 2019. Early application is permitted for companies that also apply IFRS 15, *Revenue from Contracts with Customers*. The Company does not expect this new standard to have a material impact on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

6. SHARE CAPITAL AND RESERVES

Authorized share capital:

Unlimited common shares with no par value.

Issued share capital:

During the period from incorporation on February 3, 2017 to December 31, 2017 the Company issued common shares as follows:

a.) Issued 9,000,000 common shares at a value of 0.0001 per share to founders of the Company for gross proceeds of $90.

No shares were issued during the six month period ended June 30, 2018.

On March 1, 2017, the Company adopted a fixed stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 2,000,000 common shares of the Company, as at the date of the grant.

No stock options were issued or outstanding as at June 30, 2018.

7. RELATED PARTY TRANSACTIONS

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers and/or companies controlled by those individuals. Remuneration to key management personnel during the period ended June 30, 2018 was $Nil (2017 - $nil).

A total of $4,330 (2017 - $2,310) was advanced to the Company by a related party as at June 30, 2018.

8. FINANCIAL INSTRUMENTS

Fair value

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

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

Cash is carried at fair value using a level 1 fair value measurement. The recorded values of accounts payable and accrued liabilities and due to related party approximate their fair values due to their short-term to maturity.

8. FINANCIAL INSTRUMENTS (Continued)

Financial risk management

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

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company limits its exposure to credit risk by placing its cash with a major financial institution. Management feels that the Company's credit risk with respect to cash is remote.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risk on cash is not considered significant.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with cash on hand and proceeds from equity financings.

Foreign currency risk

Currency risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate due to changes in foreign exchange rates. As at June 30, 2018, the Company did not have any financial instruments denominated in foreign currencies and considers foreign currency risk insignificant.

Price risk

The Company has no exposure to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

9. CAPITAL MANAGEMENT

The Company defines capital as equity (deficiency). The Company manages its capital structure and makes adjustments in order to have the funds available to support its operating activities.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern to pursue the development of its business. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new equity instruments, new debt, or acquire and/or dispose of assets. As discussed in Note 1, the Company's ability to continue as a going concern is uncertain and dependent upon the continued financial support of its shareholders, future profitable operations, and securing additional financing.

Management reviews its capital management approach on an ongoing basis. There were no changes in the Company's approach to capital management during the periods presented. The Company is not subject to externally imposed capital requirements.

10. SUBSEQUENT EVENT

Subsequent to June 30, 2018, the Company entered into a Share Purchase Agreement (the "Transaction"), whereby HeyBryan Media Inc. ("HeyBryan Media") would acquire 100% of the issued and outstanding shares of the Company payable in units of HeyBryan Media. On September 28, 2018, the Transaction was completed and HeyBryan Media acquired all of the issued and outstanding shares of the Company for 1,200,000 units at a price of $0.25 per unit for total consideration of $300,000. Each unit consisted of one common share and one share purchase warrant, with each warrant entitling the holder to acquire an additional common share at $1.00 per share for a period of two years.

HeyBryan Inc.

INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

For the period from incorporation on April 30, 2018 to June 30, 2018

INDEPENDENT AUDITORS' REPORT

To the Directors of
HeyBryan Inc.

We have audited the accompanying financial statements of HeyBryan Inc., which comprise the statement of financial position as at June 30, 2018, and the statements of loss and comprehensive loss, changes in shareholders' deficiency, and cash flows for the period from incorporation on April 30, 2018 to June 30, 2018, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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 in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of HeyBryan Inc. as at June 30, 2018, and its financial performance and its cash flows for the period from incorporation on April 30, 2018 to June 30, 2018 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about HeyBryan Inc.'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Professional Accountants

August 13, 2019

HEYBRYAN INC.
INTERIM STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT:

		June 30, 2018
ASSETS		
Current		
Due from related party (Note 6)	$	100
Total assets	$	100
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current		
Accounts payable and accrued liabilities	$	20,000
Total liabilities		20,000
Shareholders' Deficiency		
Share capital (Note 5)		100
Deficit		(20,000)
Total shareholders' deficiency		(19,900)
Total liabilities and shareholders' deficiency	$	100

Nature and continuance of operations (Note 1)
Subsequent event (Note 9)

Approved on behalf of the board:

"David Whitney" Director *"Lance Montgomery"* Director

See accompanying notes to the interim financial statements.

HEYBRYAN INC.
INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

		For the period from incorporation on April 30, 2018 to June 30, 2018
EXPENSES		
Professional fees	$	20,000
Net and comprehensive loss	$	(20,000)
Net loss per share		
Basic and diluted	$	(0.00)
Weighted average number of common shares outstanding		
Basic and diluted		10,000,000

See accompanying notes to the interim financial statements.

HEYBRYAN INC.
INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(Expressed in Canadian Dollars)

	Share capital			Total
	Number of shares	Amount	Deficit	shareholders' deficit
Balance, April 30, 2018	–	$ –	$ –	$ –
Common shares issued for cash	10,000,000	100	–	100
Net loss for the period	–	–	(20,000)	(20,000)
Balance, June 30, 2018	10,000,000	$ 100	$ (20,000)	$ (19,900)

See accompanying notes to the interim financial statements.

HEYBRYAN INC.
INTERIM STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)

		For the period from Incorporation on April 30, 2018 to June 30, 2018
Cash flows from operating activities		
Net loss	$	(20,000)
Changes in non-cash working capital:		
Accounts payable and accrued liabilities		20,000
Due from related party		(100)
Net cash used in operating activities		(100)
Cash flows from financing activities		
Issuance of common shares for cash		100
Net cash provided by financing activities		100
Change in cash		–
Cash, beginning of period		–
Cash, end of period	$	–

See accompanying notes to the interim financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

HeyBryan Inc. (the "Company") was incorporated by Certificate of Incorporation issued pursuant to the provisions of the *Canada Business Corporations Act* on April 30, 2018. The Company's head office and registered and records office address is 1900 -1040 W. Georgia Street, Vancouver, British Columbia, Canada, V6E 4H3. The Company is a developer of mobile applications for the home improvement industry.

These interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as recorded in these financial statements. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At June 30, 2018, the Company had not achieved profitable operations, had accumulated a deficit of $20,000 since inception and expects to incur further operating losses in the development of its business. The Company's ability to continue as a going concern is dependent upon the ability to develop its business units, commercialize licensed software, potentially find, acquire and develop various other business segments with growth potential, its ability to obtain the necessary financing to carry out this strategy, and to meet its corporate overhead needs and discharge its liabilities as they come due.

Although the Company has been successful in the past 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 advantageous to the Company. These matters indicate material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

These financial statements were authorized for issue by the Board of Directors on August 13, 2019.

2. BASIS OF PRESENTATION

Statement of compliance

The interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") for interim information, specifically International Accounting Standards ("IAS") 34 – Interim Financial Reporting. In addition, the interim financial statements have been prepared using interpretations issued by the International Financial Reporting Standards Interpretations Committee ("IFRIC"). These interim financial statements do not include all disclosures normally provided in the annual financial statements.

Presentation and functional currency

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

Basis of measurement

These financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. SIGNIFICANT ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Income taxes

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

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

4. SIGNIFICANT ACCOUNTING POLICIES

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax 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.

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities which affect neither accounting nor taxable loss as well as differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

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

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position, at fair value with changes in fair value recognized in profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured 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 and other relevant indicators, 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 - Non-derivative financial assets not included in the above categories are classified as available-for- sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in profit or loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any 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, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with change in fair value recognized in profit or loss.

Other financial liabilities: This category includes accrued liabilities which are recognized at amortized cost.
The Company has classified its cash as fair value through profit and loss. The Company’s accounts payable and accrued liabilities, and due to related party are classified as other financial liabilities.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets

The Company reviews the carrying amounts of its non-financial assets when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. 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 asset belongs. Assets carried at fair value are excluded from impairment analysis.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows to be derived from continuing use of the asset or cash generating unit 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. Fair value less cost to sell is the amount obtainable from the sale of an asset or cash generating unit in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal. When a binding sale agreement is not available, fair value less costs to sell is estimated using a discounted cash flow approach with inputs and assumptions consistent with those of a market participant. 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 net income. Where an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized.

New accounting policies

Effective January 1, 2018, the Company adopted the following accounting standards:

IFRS 9, *Financial Instruments* ("IFRS 9")

IFRS 9 was issued by the IASB in July 2014 and has replaced 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 significant changes to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018. The following summarizes the significant changes in IFRS 9 compared to the current standard:

- IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest.
- The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, did not have an impact on the carrying amounts of financial assets.

The adoption of IFRS 9 did not have a material impact on the Company's financial statements.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC. The following have not yet been adopted by the Company:

Leases ("IFRS 16")

IFRS 16 was issued by the IASB and will replace IAS 17, *Leases*. IFRS 16 requires most leases to be reported on a company's balance sheet as assets and liabilities. IFRS 16 is effective January 1, 2019. Early application is permitted for companies that also apply IFRS 15, *Revenue from Contracts with Customers*. The Company does not expect this new standard to have a material impact on its financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

New standards and interpretations not yet adopted (Continued)

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

5. SHARE CAPITAL AND RESERVES

Authorized share capital:

Unlimited common shares with no par value.

Issued share capital:

During the period from incorporation on April 30, 2018 to June 30, 2018 the Company issued common shares as follows:

a.) Issued 10,000,000 common shares at a value of 0.0001 per share to founders of the Company for gross proceeds of $100.

6. RELATED PARTY TRANSACTIONS

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers and/or companies controlled by those individuals. There was no remuneration paid to key management personnel during the period from incorporation on April 30, 2018 to June 30, 2018.

A total of $100 was advanced to the Company by a related party as at June 30, 2018.

7. FINANCIAL INSTRUMENTS

Fair value

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

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

Cash is carried at fair value using a level 1 fair value measurement. The recorded values of accounts payable and accrued liabilities approximate their fair values due to their short-term to maturity.

7. FINANCIAL INSTRUMENTS (Continued)

Financial risk management

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

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company will limit its exposure to credit risk by placing its cash with a major financial institution. Management feels that the Company's credit risk with respect to cash is remote.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risk on cash is not considered significant.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with proceeds from equity financings.

Foreign currency risk

Currency risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate due to changes in foreign exchange rates. As at June 30, 2018 the Company did not have any financial instruments denominated in foreign currencies and considers foreign currency risk insignificant.

Price risk

The Company has no exposure to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

8. CAPITAL MANAGEMENT

The Company defines capital as equity (deficiency). The Company manages its capital structure and makes adjustments in order to have the funds available to support its operating activities.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern to pursue the development of its business. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new equity instruments, new debt, or acquire and/or dispose of assets. As discussed in Note 1, the Company's ability to continue as a going concern is uncertain and dependent upon the continued financial support of its shareholders, future profitable operations, and securing additional financing.

Management reviews its capital management approach on an ongoing basis. There were no changes in the Company's approach to capital management during the periods presented. The Company is not subject to externally imposed capital requirements.

9. SUBSEQUENT EVENT

Subsequent to June 30, 2018 the Company entered a Share Purchase Agreement (the "Transaction"), whereby HeyBryan Media Inc. ("HeyBryan Media") would acquire 100% of the issued and outstanding shares of the Company for total consideration of $3,000,000. On September 28, 2018, the Transaction was completed and HeyBryan Media acquired all of the issued and outstanding shares of the Company for 8,000,000 units at a price of $0.25 per unit and a cash payment of $1,000,000. Each unit consisted of one common share and one share purchase warrant exercisable at $1.00 per share for a period of two years.

APPENDIX B

Management's Discussion and Analysis

Management's Discussion and Analysis of the Company for the years ended December 31, 2018 and 2017

Management's Discussion and Analysis of the Company for the 3-month period ended March 31, 2019

Management's Discussion and Analysis of FastTask Inc. for the period from incorporation on February 3, 2017 to December 31, 2017

Management's Discussion and Analysis of FastTask Inc. 6-month period ended June 30, 2018

Management's Discussion and Analysis of HeyBryan Inc. for the period of incorporation on April 30, 2018 to June 30, 2018

MANAGEMENT DISCUSSION AND ANALYSIS FOR
HEYBRYAN MEDIA INC.

FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

MANAGEMENT DISCUSSION AND ANALYSIS

For the Year Ended December 31, 2018 and 2017

This discussion and analysis of financial position and results of operations is prepared as at August 13, 2019, and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2018 of HeyBryan Media Inc. (the "Company"). The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

This Management's Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company's future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions in North America and internationally, (2) obtaining enough customers to create a market, (3) market competition, (4) the risk that the Company does not execute its business plan, (5) inability to retain key employees, (6) inability to finance operations and growth, (7) the Company's ability to protect proprietary rights, and (8) other factors beyond the Company's control.

Forward-looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements, as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

Financial information in this MD&A has been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The Company has incurred a net loss of $1,754,782 during the year ended December 31, 2018, and has incurred an accumulated deficit of $1,818,673 as at December 31, 2018. The continued operations of the Company are dependent on future profitable operations, management's ability to manage costs and the future availability of equity or debt financing. Whether and when the Company can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due is uncertain. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

CORPORATE OVERVIEW

HeyBryan Media Inc. (the "Company") was incorporated under the laws of British Columbia, Canada, on December 3, 2010. On May 18, 2017, the Company changed its name from Morvin Holdings Inc. to Sativio Holdings Inc. On June 28, 2018, the Company changed its name from Sativio Holding Inc. to HeyBryan Media Inc. On July 11, 2018. The Company changed its name from HeyBryan Media Inc. to Fasttask Technologies Inc. On October 18, 2018, the Company changed its name from Fasttask Technologies Inc. to HeyBryan Media Inc. The address of the Company's corporate office and principal place of business is Suite 200, 1238 Homer Street, Vancouver B.C., V6B 2Y5.

The Company has two wholly-owned subsidiaries, HeyBryan Inc. and Fasttask Inc., which it acquired through a Share Purchase Agreement which closed on September 28, 2018.

The Company's principal business focus is the matching of prospective customers with qualifying home service professionals utilizing the HeyBryan application.

SUMMARY OF ANNUAL FINANCIAL INFORMATION

Management considers that the main indicators of the Company's performance are the following: revenues, net income and loss, total assets, and earnings/loss per share. The following table sets forth selected financial information of the Company for the last three fiscal periods. This financial information is derived from the audited financial statements of the Company:

	Year ended December 31, 2018 $	Year ended December 31, 2017 $	Year ended December 31, 2016 $
Total Revenue	519	–	–
Net Loss	(1,754,782)	(63,890)	–
Basic and Diluted Net Loss per Share	(0.06)	(0.05)	–
Total Assets	4,959,307	–	–
Total Long-Term Financial Liabilities	–	–	–
Cash Dividends Declared per Share	–	–	–

OVERALL PERFORMANCE

The Company initially launched its HeyBryan Application (the "HeyBryan App" or "App") in the Vancouver area as a test launch during the fourth quarter of 2018, realizing revenue of $519 for the quarter and the year ended December 31, 2018 which included 20% fees on expert service charges and 7.5% on payment processing support. The Company was not active during the same periods of the prior year and did not have revenue.

In March 2019, the Company completed its commercial launch of the App in the Greater Toronto Area.

Net loss was $1,754,782 for the year ended December 31, 2018, which mainly consisted of operating expenses to support the launch of the HeyBryan App and for the preparation of the Company's initial public offering. Net loss in the prior year was $63,890, and primarily consisted of consulting expenses to sustain the corporate status and develop go-forward business strategies.

DISCUSSION OF OPERATIONS

<u>Revenue:</u>

As noted above, the Company initially launched its HeyBryan App in the Vancouver area as a test launch during the fourth quarter of 2018. The Company realized revenue of $519 through the HeyBryan app for the year ended December 31, 2018. The Company was not active during the year ended December 31, 2017 and did not have revenue.

<u>Expenses:</u>

<u>Advertising and promotion:</u>

The Company launched its test version of the App in the greater Vancouver area during the fourth quarter of 2018, and incurred advertising and promotion expenses of $61,605 to market the App, as compared to $Nil in the prior year. The Company plans to launch the HeyBryan App across Canada and the Western United States within the next 18 months and, thus, expects to spend more on advertising and promotion.

Consulting fees:

Consulting fees were paid to part-time consultants. As an early-stage business, the Company relied on part-time consultants to carry out certain functions without having to commit to full-time employments. For the year ended December 31, 2018, the Company incurred consulting fees of $1,213,059, as compared to $63,750 in the prior year. The increase was largely driven by an increase in business activities, including the launch of the HeyBryan App and preparation of the Company's initial public offering. Included in consulting fees for the year ended December 31, 2018, was $514,286 for consulting services provided by Cor Capital Inc. ("Cor Capital") pursuant to a Strategic Advisory Agreement entered into on February 1, 2019. Under the Strategic Advisory Agreement, Cor Capital agreed to provide information, introductions to institutional investors and advice with respect to capital structure and financing in preparation for and in connection with the Company's initial public offering (the "Services"). Cor Capital began providing the Services as of July 1, 2018. Under the Strategic Advisory Agreement, the Company agreed to pay a fee of $600,000 plus $30,000 on account of GST for the Services rendered from July 1, 2018 to February 1, 2019 payable by the issuance of 2,520,000 units, such units valued at $0.25 per unit and each consisting of one common share and one common share purchase warrant exercisable at a price of $0.90 per common share for a period of 24 months from the date of issuance. These units were issued subsequent to year end.

Other functions that the Company incurred consulting fees on during the year are as follows:

- Certain technological maintenance and improvement relating to the HeyBryan App and website;
- Financial planning and accounting; and
- Certain creative and graphic development.

The Company will continue to deploy the strategy of relying on part-time consultants for the near future. As the business continues to grow, the Company expects consulting fees to increase.

General and administrative:

For the year ended December 31, 2018, the Company incurred general and administrative expenses of $34,600, as compared to $140 in the prior year. The Company expanded its team and office capacity during the year ended December 31, 2018 to support the App's launch, and expect such activities to continue to increase. The Company expects to incur more general and administrative expenses as the team continues to expand.

Professional fees:

Professional fees primarily related to legal expenses and financial expertise the Company retained to support its App launch and for the preparation of its initial public offering. For the year ended December 31, 2018, the Company incurred professional fees of $132,707, as compared to $Nil in the prior year. The increase in professional fees was mainly driven by the preparation of its initial public offering. The Company expects professional fees to increase reasonably to support its initial public offering and listing on the Canadian Securities Exchange.

Rent:

The Company started to build a team in the third quarter of the year ended December 31, 2018, and incurred office rent of $9,945 for the year, as compared to $Nil in the prior year. As the team continues to expand to carry out business activities, rent expenses will be incurred accordingly.

Royalties:

The Company incurred royalties of $6,530 for the year, as compared to $Nil in the prior year. The royalties relate to an Endorsement and License Agreement, whereby the Company receives endorsement benefits and intellectual property rights from Baeumler Productions Inc. and Bryan Baeumler. On May 8, 2019, the Company entered into an amendment to the Agreement, whereby the royalty payments for the first 12-month period following October 1, 2018 would be deferred until September 30, 2019.

Share-based compensation:

Share-based compensation related to stock options granted to directors, officers, employees and consultants. For the year ended December 31, 2018, the Company incurred share-based compensation of $229,353, as compared to $Nil in the prior year. The Company will continue to use stock options as a compensation method to conserve cash and to develop loyalty, and expect share-based compensation to slightly increase in the near future.

Travel:

The Company incurred travel expenses of $8,372 for the year ended December 31, 2018, primarily related to organizing fundraising for App-launch activities, as compared to $Nil in the prior year. The Company expects travel expenses to increase with increasing business activities.

Loss on settlement of debt:

The Company incurred a loss on settlement of debt of $59,130 for the year ended December 31, 2018, as compared to $Nil in the prior year. On December 21, 2018, the Company issued 1,000,000 units with a fair value of $309,130 to an affiliated company to settle debt of $250,000, resulting in a loss on settlement of debt of $59,130.

Net loss:

The Company had a net loss of $1,754,782 and net loss per share of $0.06, as compared to a net loss of $63,890 and net loss per share of $0.05 per share in the prior year. The loss was primarily driven by initial expenses to activate its business before the launch of the App.

SUMMARY OF QUARTERLY RESULTS

The following is selected financial information as prepared in Canadian dollars under International Financial Reporting Standards derived from the Company's eight most recently completed fiscal quarters:

	December 31, 2018 $	September 30, 2018 $	June 30, 2018 $	March 31, 2018 $
Total Assets	4,959,307	4,804,358	103,757	1,875
Working Capital (Deficiency)	(574,129)	163,559	60,895	(63,952)
Revenue	519	–	–	–
Net Loss	(1,754,782)	(152,306)	(37,652)	(37,561)
Loss per Share	(0.06)	(0.01)	(0.00)	(0.00)

	December 31, 2017 $	September 30, 2017 $	June 30, 2017 $	March 31, 2017 $
Total Assets	–	–	–	–
Working Capital (Deficiency)	(26,391)	(30,080)	(7,520)	–
Revenue	–	–	–	–
Net Loss	(33,809)	(22,561)	(7,520)	–
Loss per Share	(0.03)	(0.02)	(0.00)	(0.00)

Factors causing significant variations in quarterly results are as follows:

The Company had no operations during the three months ended March 31, 2017.

During the three months ended June 30, 2017, the Company did not earn any revenue, and incurred operating expenses of $7,520, comprised mainly of $7,500 of consulting fees.

During the three months ended September 30, 2017, the Company did not earn any revenue, and incurred operating expenses of $22,561, comprised mainly of $22,500 of consulting fees.

During the three months ended December 31, 2017, the Company did not earn any revenue, and incurred operating expenses of $33,809, comprised mainly of $33,750 of consulting fees.

During the three months ended March 31, 2018, the Company did not earn any revenue, and incurred operating expenses of $37,652, comprised mainly of $37,500 of consulting fees.

During the three months ended June 30, 2018, the Company did not earn any revenue, and incurred operating expenses of $37,652, comprised mainly of $37,500 of consulting fees.

During the three months ended September 30, 2018, the Company did not earn any revenue, and incurred operating expenses of $152,306, comprised mainly of $99,350 of consulting fees, $24,657 of professional fees, $16,747 of share-based compensation, and other expenses totaling $11,552.

During the three months ended December 31, 2018, the Company earned revenue of $519, and incurred operating expenses of $1,468,651, comprised mainly of $54,110 of advertising and promotion, $1,038,709 of consulting fees, $108,050 of professional fees, $212,606 of share-based compensation, and other expenses totaling $55,176.

LIQUIDITY

As at December 31, 2018, the Company held assets totaling $4,959,307, consisting of $105,706 in cash, $72,353 in amounts receivable, $97,662 in prepaid expenses, $1,241 in equipment, and $4,682,345 in intangible assets. As at December 31, 2018, the Company had total liabilities of $849,850, comprised of accounts payable and accrued liabilities of $846,007 and due to related parties of $3,843.

As at December 31, 2018, the Company had a working capital deficiency of $574,129, as compared to a working capital deficiency of $26,391 at December 31, 2017. During the year ended December 31, 2018, the Company was able to raise $2,387,048 in net proceeds from the issuance of units.

Readers are cautioned that a number of factors beyond the control of the Company could result in the Company not being able to sustain its current position. Such factors could include adverse economic conditions, political and regulatory concerns and key individual staffing problems amongst others.

CAPITAL RESOURCES

The Company remains dependent upon equity markets for financing. The Company has negative cash flow from operations and is dependent upon raising equity financing to sustain its operations.

The Company has not issued dividends to date and has no plans to pay dividends in the foreseeable future.

TRANSACTIONS WITH RELATED PARTIES

a) As at December 31, 2018, the Company owed $3,563 to the Chief Executive Officer ("CEO") of the Company and former owner of HBI and Fasttask, Lance Montgomery, which is unsecured, non-interest bearing and due on demand.

b) During the year ended December 31, 2018, the Company incurred consulting fees of $112,500 (2017 - $38,750) to the former President and CEO of the Company, Penny Green. As at December 31, 2018, the Company owed $280 (2017 - $26,351) to the former President and CEO of the Company. On April 30, 2018, the Company issued 12,500,000 units to the former President and CEO of the Company to settle debt of $62,500. Each unit consisted of one common share and one-half of a share purchase warrant, which is exercisable at $1.50 per share for a period of 3 years.

c) During the year ended December 31, 2018, the Company incurred consulting fees of $4,800 (2017 - $nil) to a Director of the Company, Spiros Margaris, pursuant to a Director Agreement. At December 31, 2018, the Company has prepaid director's fees of $4,800, which is included in prepaid expenses.

d) During the year ended December 31, 2018, the Company incurred consulting fees of $nil (2017 - $12,500) to a former Director of the Company, Chris Jackson.

e) During the year ended December 31, 2018, the Company incurred consulting fees of $nil (2017 - $12,500) to a significant shareholder of the Company, Market IQ Media Group Inc.

f) During the year ended December 31, 2018, the Company incurred development costs of $230,594 (2017 - $nil), consulting fees of $480,323 (2017 - $nil) and rent expense of $1,250 (2017 - $nil) to an affiliated company, Thrive Activations Inc. As at December 31, 2018, the Company owed $220,760 (2017 - $nil) to the affiliated company, which is included in accounts payable and accrued liabilities. In addition, as at December 31, 2018, the Company has paid a deposit of $10,000 (2017 - $nil) to the affiliated company, which is included in prepaid expenses. On December 21, 2018, the Company issued 1,000,000 units with a fair value of $309,130 to the affiliated company to settle debt of $250,000, resulting in a loss on settlement of debt of $59,130. Each unit consisted of one common share and one share purchase warrant, which is exercisable at $0.90 per share for a period of 2 years.

g) During the year ended December 31, 2018, the Company incurred share-based compensation of $229,353 (2017 - $nil) to officers, directors and a significant shareholder of the Company.

SHARE DATA

Capitalization as of December 31, 2018 and August 13, 2019:

The Company is authorized to issue an unlimited number of common shares.

As at December 31, 2018, there were 57,292,200 common shares issued and outstanding. At August 13, 2019, there are 62,926,200 common shares issued and outstanding.

Stock Options

As at December 31, 2018, there were 2,000,000 stock options outstanding. At August 13, 2019, there are 4,080,000 stock options outstanding.

Share Purchase Warrants

As at December 31, 2018, there were 42,357,800 warrants outstanding. At August 13, 2019, there are 48,018,000 warrants outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would require disclosure.

CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates include the collectability of amounts receivable, the useful lives and carrying values of intangible assets, the measurement of share-based compensation, the fair value of warrants issued as compensation, and the measurement of unrecognized deferred income tax assets. Estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

CHANGES IN ACCOUNTING POLICIES

Recently Adopted Accounting Standards

Effective January 1, 2018, the Company adopted the following accounting standards:

IFRS 9, *Financial Instruments* ("IFRS 9")

IFRS 9 was issued by the IASB in July 2014 and has replaced 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 significant changes to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018.

The following summarizes the significant changes in IFRS 9 compared to the current standard:

- IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest.
- The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, does not have an impact on the carrying amounts of financial assets.

The adoption of IFRS 9 did not have a material impact on the Company's consolidated financial statements.

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

In May 2014, the IASB approved IFRS 15, which specifies how and when an IFRS reporter will recognize revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, *Revenue*, IAS 11, *Construction Contracts*, and a number of revenue-related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers, except for leases, financial instruments and insurance contracts. Application of IFRS 15 is mandatory for annual periods beginning on or after January 1, 2018. The adoption of IFRS 15 did not have a material impact on the Company's consolidated financial statements.

Accounting Standards Issued But Not Yet Effective

IFRS 16, *Leases* ("IFRS 16")

In January 2016, the IASB issued IFRS 16 which will replace IAS 17, *Leases*. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard will be effective for annual periods beginning on or after January 1, 2019. The Company does not expect IFRS 16 to have a material impact on its consolidated financial statements.

FINANCIAL INSTRUMENTS AND RISKS

a) Fair Value

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at December 31, 2018 as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, December 31, 2018 $
Cash	105,706	–	–	105,706

As at December 31, 2018, the fair value of financial instruments measured on a recurring basis includes cash based on level 1 inputs, consisting of quoted prices in active markets for identical assets. The fair value of all other financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

b) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counter-party default on its obligation. The Company minimizes its credit risk associated with its cash balance by dealing with major financial institutions in Canada. The carrying amount of financial assets represents the maximum credit exposure.

c) Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

d) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.

DISCLOSURE OF INTERNAL CONTROLS

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the audited consolidated financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

MANAGEMENT DISCUSSION AND ANALYSIS FOR
HEYBRYAN MEDIA INC.

FOR THE THREE MONTHS ENDED MARCH 31, 2019

Contact Information
HeyBryan Media Inc.
Suite 200 – 1238 Homer Street
Vancouver, BC
V6B 2Y5

MANAGEMENT DISCUSSION AND ANALYSIS

This discussion and analysis of financial position and results of operations is prepared as at August 13, 2019, and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2019 of HeyBryan Media Inc. (the "Company"). The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

This Management's Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company's future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions in North America and internationally, (2) obtaining enough customers to create a market, (3) market competition, (4) the risk that the Company does not execute its business plan, (5) inability to retain key employees, (6) inability to finance operations and growth, (7) the Company's ability to protect proprietary rights, and (8) other factors beyond the Company's control.

Forward-looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

Financial information in this MD&A has been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The Company has incurred a net loss of $861,898 during the three months ended March 31, 2019, and has incurred an accumulated deficit of $2,680,571 as at March 31, 2019. The continued operations of the Company are dependent on future profitable operations, management's ability to manage costs and the future availability of equity or debt financing. Whether and when the Company can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due is uncertain. The unaudited condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

CORPORATE OVERVIEW

HeyBryan Media Inc. (the "Company") was incorporated under the laws of British Columbia, Canada, on December 3, 2010. On May 18, 2017, the Company changed its name from Morvin Holdings Inc. to Sativio Holdings Inc. On June 28, 2018, the Company changed its name from Sativio Holding Inc. to HeyBryan Media Inc. On July 11, 2018. The Company changed its name from HeyBryan Media Inc. to Fasttask Technologies Inc. On October 18, 2018, the Company changed its name from Fasttask Technologies Inc. to HeyBryan Media Inc. The address of the Company's corporate office and principal place of business is Suite 200, 1238 Homer Street, Vancouver B.C., V6B 2Y5.

The Company has two wholly-owned subsidiaries, HeyBryan Inc. and Fasttask Inc., which it acquired through a Share Purchase Agreement which closed on September 28, 2018.

The Company's principal business focus is the matching of prospective customers with qualifying home service professionals utilizing the HeyBryan application.

OVERALL PERFORMANCE

The Company initially launched its HeyBryan Application (the "HeyBryan App" or "App") in the Vancouver area as a test launch during the fourth quarter of 2018.

In March 2019, the Company completed its commercial launch of the App in the Greater Toronto Area.

Net loss was $861,898 for the three months ended March 31, 2019, which mainly consisted of operating expenses to support the launch of the HeyBryan App and for the preparation of the company's initial public offering, as compared to a net loss of $37,561 for the prior period which primarily consisted of consulting expenses to sustain the corporate status and develop go-forward business strategies.

DISCUSSION OF OPERATIONS

Revenue:

As noted above, the Company initially launched its HeyBryan App in the Vancouver area as a test launch during the fourth quarter of 2018 and completed its commercial launch of the App in the Greater Toronto Area in March 2019.

The Company realized revenue of $546 for the three months ended March 31, 2019, which included 20% fees on expert service charges and 7.5% on payment processing support. The Company did not generate revenue in the period ended March 31, 2018.

Expenses:

Advertising and promotion:

The Company completed its commercial launch of the HeyBryan App in the Greater Toronto Area during the first quarter of 2019, and incurred advertising and promotion expenses of $40,905 to market the App, as compared to $Nil for the prior period. The Company plans to launch the HeyBryan App across Canada and the Western United States within the next 15 months and, thus, expects to spend more on advertising and promotion.

Consulting fees:

Consulting fees were paid to part-time consultants. As an early stage business, the Company relied on part-time consultants to carry out certain functions without having to commit to full-time employments. For the three months ended March 31, 2019, the Company incurred consulting fees of $384,222, as compared to $37,500 for the prior period. The increase was driven by an increase in business activities including the launch of HeyBryan App and preparation of the Company's initial public offering. Included in consulting fees for the three months ended March 31, 2019 was $85,714 for consulting services provided by Cor Capital Inc. ("Cor Capital") pursuant to a Strategic Advisory Agreement entered into on February 1, 2019. Under the Strategic Advisory Agreement, Cor Capital agreed to provide information, introductions to institutional investors and advice with respect to capital structure and financing in preparation for and in connection with the Company's initial public offering (the "Services"). Cor Capital began providing the Services as of July 1, 2018. Under the Strategic Advisory Agreement, the Company agreed to pay a fee of $600,000 plus $30,000 on account of GST for the Services rendered from July 1, 2018 to February 1, 2019 payable by the issuance of 2,520,000 units, such units valued at $0.25 per unit and each consisting of one common share and one common share purchase warrant exercisable at a price of $0.90 per common share for a period of 24 months from the date of issuance. These units were issued during the quarter.

Other functions that the Company incurred consulting fees on during the period are as follows:

- Certain technological maintenance and improvement relating to the HeyBryan App and website;
- Financial planning and accounting; and
- Certain creative and graphic development.

The Company will continue to deploy the strategy of relying on part-time consultants for the near future. As the business continues to grow, the company expects consulting fees to increase.

General and administrative:

For the period ended March 31, 2019, the Company incurred general and administrative expenses of $35,307, as compared to $61 for the prior period. The Company recently expanded its team and office capacity to support the App's launch and expect such activities to continue to increase. The Company expects to incur more general and administrative expenses as the team continues to expand.

Professional fees:

Professional fees primarily related to legal expenses and financial expertise the Company retained to support its App launch and for the preparation of its initial public offering. For the three months ended March 31, 2019, the Company incurred professional fees of $64,062, as compared to $Nil in the prior period. The increase in professional fees was mainly driven by the preparation of its initial public offering. The Company expects professional fees to increase reasonably to support its initial public offering and listing on the Canadian Securities exchange.

Rent:

The Company incurred office rent of $6,341 for the three months ended March 31, 2019, as compared to $Nil in the prior period. As the team continues to expand to carry out business activities, rent expenses will be incurred accordingly.

Royalties:

The Company incurred royalties of $6,529 for the three months ended March 31, 2019, as compared to $Nil in the prior period. The royalties relate to an Endorsement and License Agreement (the "Agreement"), whereby the Company receives endorsement benefits and intellectual property rights from Baeumler Productions Inc. and Bryan Baeumler. On May 8, 2019, the Company entered into an amendment to the Agreement, whereby the royalty payments for the first 12-month period following October 1, 2018 be deferred until October 1, 2019.

Share-based compensation:

Share-based compensation related to stock options granted to directors, officers, employees and consultants. For the three months ended March 31, 2019, the Company incurred share-based compensation of $170,856, as compared to $Nil in the prior period. The Company will continue to use stock options as a compensation method to conserve cash and to develop loyalty, and expects share-based compensation to slightly increase in the near future.

Travel:

The Company incurred travel expenses of $9,335 for the three months ended March 31, 2019, primarily related to organizing fundraising for App-launch activities, as compared to $Nil in the prior period. The Company expects travel expenses to increase with increasing business activities.

Net loss:

The Company had a net loss of $861,898 and net loss per share of $0.01, as compared to a net loss of $37,561 and net loss per share of $0.01 per share in the prior period. The loss was primarily driven by initial expenses to activate its business for the launch of the App and in preparation for the Company's initial public offering.

SUMMARY OF QUARTERLY RESULTS

The following is selected financial information as prepared in Canadian dollars under International Financial Reporting Standards derived from the Company's eight most recently completed fiscal quarters:

	March 31, 2019 $	December 31, 2018 $	September 30, 2018 $	June 30, 2018 $
Total Assets	5,161,740	4,959,307	4,804,358	103,757
Working Capital (Deficiency)	48,639	(574,129)	163,559	60,895
Revenue	546	519	–	–
Net Loss	(861,898)	(1,527,263)	(152,306)	(37,652)
Loss per Share	(0.01)	(0.05)	(0.01)	(0.00)

	March 31, 2018 $	December 31, 2017 $	September 30, 2017 $	June 30, 2017 $
Total Assets	1,875	–	–	–
Working Capital (Deficiency)	(63,952)	(26,391)	(30,080)	(7,520)
Revenue	–	–	–	–
Net Loss	(37,561)	(33,809)	(22,561)	(7,520)
Loss per Share	(0.00)	(0.03)	(0.00)	(0.00)

Factors causing significant variations in quarterly results are as follows:

During the three months ended June 30, 2017, the Company did not earn any revenue, and incurred operating expenses of $7,520, comprised mainly of $7,500 of consulting fees.

During the three months ended September 30, 2017, the Company did not earn any revenue, and incurred operating expenses of $22,561, comprised mainly of $22,500 of consulting fees.

During the three months ended December 31, 2017, the Company did not earn any revenue, and incurred operating expenses of $33,809, comprised mainly of $33,750 of consulting fees.

During the three months ended March 31, 2018, the Company did not earn any revenue, and incurred operating expenses of $37,652, comprised mainly of $37,500 of consulting fees.

During the three months ended June 30, 2018, the Company did not earn any revenue, and incurred operating expenses of $37,652, comprised mainly of $37,500 of consulting fees.

During the three months ended September 30, 2018, the Company did not earn any revenue, and incurred operating expenses of $152,306, comprised mainly of $99,350 of consulting fees, $24,657 of professional fees, $16,747 of share-based compensation, and other expenses totaling $11,552.

During the three months ended December 31, 2018, the Company earned revenue of $519, and incurred operating expenses of $1,468,651, comprised mainly of $54,110 of advertising and promotion, $1,038,709 of consulting fees, $108,050 of professional fees, $212,606 of share-based compensation, and other expenses totaling $55,176.

During the three months ended March 31, 2019, the Company earned $546 in revenue, and incurred operating expenses of $862,444, comprised mainly of $384,222 of consulting fees, $94,858 of amortization of intangible assets, $170,856 of share-based compensation, $64,062 of professional fees, $47,123 of salaries and wages, and other expenses totaling $101,323.

LIQUIDITY

As at March 31, 2019, the Company held assets totaling $5,161,740, consisting of $171,395 in cash, $128,156 in amounts receivable, $92,713 in prepaid expenses, $36,926 in property and equipment, and $4,732,550 in intangible assets. As at March 31, 2019, the Company had total liabilities of $343,625, comprised of accounts payable and accrued liabilities of $308,591, due to related parties of $2,590 and lease liability of $32,444.

As at March 31, 2019, the Company had a working capital of $48,639 as compared to a working capital deficiency of $63,952 at March 31, 2018. During the three months ended March 31, 2019, the Company was able to raise $769,700 in net proceeds from the issuance of units.

Readers are cautioned that a number of factors beyond the control of the Company could result in the Company not being able to sustain its current position. Such factors could include adverse economic conditions, political and regulatory concerns and key individual staffing problems amongst others.

CAPITAL RESOURCES

The Company remains dependent upon equity markets for financing. The Company has negative cash flow from operations and is dependent upon raising equity financing to sustain its operations.

The Company has not issued dividends to date and has no plans to pay dividends in the foreseeable future.

TRANSACTIONS WITH RELATED PARTIES

a) During the three months ended March 31, 2019, the Company incurred salary and wages of $13,750 (2018 - $nil) to the Chief Executive Officer (“CEO”) of the Company. As at March 31, 2019, the Company owed $2,310 (December 31, 2018 - $3,563) to the CEO of the Company, and former owner of HBI and Fasttask, Lance Montgomery, which is unsecured, non-interest bearing and due on demand.

b) During the three months ended March 31, 2019, the Company incurred consulting fees of $nil (2018 - $37,500) to a Director and former President and CEO of the Company, Penny Green. As at March 31, 2019, the Company owed $280 (December 31, 2018 - $280) to the Director and former President and CEO of the Company.

c) During the three months ended March 31, 2019, the Company incurred consulting fees of $2,400 (2018 - $nil) to a Director of the Company, Spiros Margaris, pursuant to a Director Agreement. At March 31, 2019, the Company has prepaid director’s fees of $2,400 (December 31, 2018 - $4,800), which is included in prepaid expenses.

d) During the three months ended March 31, 2019, the Company incurred salaries and wages of $10,000 (2018 - $nil) to the Chief Technology Officer (“CTO”) of the Company, Nevin Petersen. As at March 31, 2019, the Company owed $2,125 (December 31, 2018 - $nil) to the CTO of the Company, which is included in accounts payable and accrued liabilities, and is unsecured, non-interest bearing and due on demand.

e) During the three months ended March 31, 2019, the Company incurred development costs of $145,063 (2018 - $nil), and consulting fees of $191,175 (2018 - $nil) to an affiliated company, Thrive Activations Inc. As at March 31, 2019, the Company owed $153,099 (December 31, 2018 - $220,760) to the affiliated company, which is included in accounts payable and accrued liabilities. In addition, as at March 31, 2019, the Company has paid a deposit of $10,000 (December 31, 2018 - $10,000) to the affiliated company, which is included in prepaid expenses.

f) During the three months ended March 31, 2019, the Company incurred share-based compensation of $59,114 (2018 - $nil) to officers, directors and a significant shareholder of the Company.

SHARE DATA

Capitalization as of March 31, 2019 and August 13, 2019:

The Company is authorized to issue an unlimited number of common shares.

As at March 31, 2019 and August 13, 2019, there are 62,926,200 common shares issued and outstanding.

Stock Options

As at March 31, 2019 and August 13, 2019, there are 4,100,000, and 4,080,000 stock options outstanding, respectively.

Share Purchase Warrants

As at March 31, 2019, and August 13, 2019, there were 48,017,000 warrants outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would require disclosure.

CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates include the collectability of amounts receivable, the useful lives and carrying values of property and equipment and intangible assets, the measurement of share-based compensation, the fair value of warrants issued as compensation, and the measurement of unrecognized deferred income tax assets. Estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

CHANGES IN ACCOUNTING POLICIES

Recently Adopted Accounting Standards

The Company has adopted new accounting standard IFRS 16, *Leases*, effective January 1, 2019. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

IFRS 16, Leases ("IFRS 16")

On January 13, 2016, the IASB published a new standard, IFRS 16, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. Effective January 1, 2019, the Company adopted this standard using the modified retrospective approach under which the cumulative effect of initial application was recognized in retained earnings at January 1, 2019. The Company did not have any lease contracts at January 1, 2019. As a result, there was no impact of the initial adoption of IFRS 16.

For contracts entered into subsequent to January 1, 2019, at inception of the contract, the Company assesses whether a contract is, or contains, a lease by evaluating if the contract conveys the right to control the use of an identified asset. For contracts that contain a lease, the Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted by any initial direct costs, and costs to dismantle and remove the underlying asset less any lease incentives. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the underlying asset or the end of the lease term. Under IFRS 16, right-of-use assets are tested for impairment in accordance with IAS 36, *Impairment of Assets*. This replaced the previous requirement to recognize a provision for onerous lease contacts.

The lease liability is initially measured at the present value of lease payments to be paid subsequent to the commencement date of the lease, discounted either at the interest rate implicit in the lease or the Company's incremental borrowing rate. The lease payments measured in the initial lease liability include payments for an optional renewal period, if any, if the Company is reasonably certain that it will exercise a renewal extension option. The liability is measured at amortized cost using the effective interest method and will be remeasured when there is a change in either the future lease payments or assessment of whether an extension or other option will be exercised. The lease liability is subsequently adjusted for lease payments and interest on the obligation. Interest expense on the lease obligation is included in the consolidated statement of earnings.

The Company has elected not to recognize right-of-use assets and lease liabilities for leases with a lease term of less than 12 months and low value assets, and recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term, as permitted by IFRS 16.

FINANCIAL INSTRUMENTS AND RISKS

a) Fair Value

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at March 31, 2019, as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, March 31, 2019 $
Cash	171,395	–	–	171,395

As at March 31, 2019, the fair value of financial instruments measured on a recurring basis includes cash based on level 1 inputs, consisting of quoted prices in active markets for identical assets. The fair value of all other financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

b) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counter-party default on its obligation. The Company minimizes its credit risk associated with its cash balance by dealing with major financial institutions in Canada. The carrying amount of financial assets represents the maximum credit exposure.

c) Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

d) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.

DISCLOSURE OF INTERNAL CONTROLS

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim consolidated financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

MANAGEMENT DISCUSSION AND ANALYSIS FOR
FASTTASK INC.

FOR THE PERIOD FROM INCORPORATION
ON FEBRUARY 3, 2017 TO DECEMBER 31, 2017

Contact Information
FastTask Inc.
Suite 1900 – 1040 West Georgia Street
Vancouver, BC
V6E 4H3

This discussion and analysis of financial position and results of operations is prepared as at August 13, 2019, should be read in conjunction with the audited financial statements for the period from incorporation on February 3, 2017 to December 31, 2017 of FastTask Inc. (the "Company"). The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

This Management's Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company's future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions in North America and internationally, (2) obtaining enough customers to create a market, (3) market competition, (4) the risk that the Company does not execute its business plan, (5) inability to retain key employees, (6) inability to finance operations and growth, (7) the Company's ability to protect proprietary rights, and (8) other factors beyond the Company's control.

Forward-looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

OVERVIEW

FastTask Inc. (the "Company") was incorporated under the Business Corporations Act in British Columbia on February 3, 2017. The Company's head office and registered and records office address is 1900 – 1040 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4H3. The Company is a developer of mobile applications for the home improvement industry.

SUMMARY OF ANNUAL FINANCIAL INFORMATION

The following table sets forth selected financial information of the Company for the period from incorporation on February 3, 2017 to December 31, 2017. This financial information is derived from the audited financial statements of the Company:

	For the period from incorporation on February 3, 2017 to December 31, 2017 $
Total Revenue	–
Total Expenses	12,285
Net Loss	(12,285)
Net Loss Per Share	(0.00)
Total Assets	115
Total Long Term Financial Liabilities	–
Cash Dividends Declared per Share	–

Net loss was $12,285 for the period from incorporation on February 3, 2017 to December 31, 2017 which mainly consists of professional fees of $12,280.

SUMMARY OF QUARTERLY RESULTS

The following is selected financial information as prepared in Canadian dollars under International Financial Reporting Standards derived from the Company's most recently completed fiscal quarters since incorporation:

	December 31, 2017 $	September 30, 2017 $	June 30, 2017 $	March 31, 2017 $
Total Assets	115	115	115	115
Working Capital (Deficiency)	(12,195)	(2,195)	(2,195)	(2,195)
Revenue	–	–	–	–
Net Loss	(10,000)	–	(1,145)	(1,140)
Loss per Share	–	–	–	–

Factors causing significant variations in quarterly results are as follows:

The Company had minimal operations since incorporation on February 3, 2017.

During the three months ended December 31, 2017, the Company did not earn any revenue, and incurred operating expenses of $10,000, comprised solely of an accrual for accounting fees of $10,000.

LIQUIDITY

As at December 31, 2017, the Company had total assets of $115, comprised solely of cash, and had total liabilities of $12,310, comprised of $10,000 of accounts payable and accrued liabilities and $2,310 of due to related party.

As at December 31, 2017, the Company had a working capital deficit of $12,195.

Readers are cautioned that a number of factors beyond the control of the Company could result in the Company not being able to sustain its current position. Such factors could include adverse economic conditions, political and regulatory concerns and key individual staffing problems amongst others.

CAPITAL RESOURCES

The Company remains dependent upon equity markets for financing. The Company has negative cash flow from operations and is dependent upon raising equity financing to sustain its operations.

The Company has not issued dividends to date and has no plans to pay dividends in the foreseeable future.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers and/or companies controlled by those individuals. There was no remuneration paid to key management personnel during the period from incorporation on February 3, 2017 to December 31, 2017.

A total of $2,310 was advanced to the Company by a related party as at December 31, 2017. The balance is unsecured, non-interest bearing and due on demand.

SHARE DATA

Capitalization as of December 31, 2017 and August 13, 2019:

The Company is authorized to issue an unlimited number of common shares.

As at December 31, 2017, and as of the date of this MD&A, there were 9,000,000 common shares issued and outstanding.

Stock Options

On March 1, 2017, the Company adopted a fixed stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 2,000,000 common shares of the Company, as at the date of the grant. No stock options were issued as at December 31, 2017 or August 13, 2019.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would require disclosure.

CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates include the measurement of unrecognized deferred income tax assets. Estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Certain pronouncements have been issued by the IASB, or the IFRS Interpretations Committee that are mandatory for accounting years beginning on or after January 1, 2018, or later years.

a) IFRS 9, *Financial Instruments* ("IFRS 9")

IFRS 9 was issued by the IASB in July 2014 and has replaced 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 significant changes to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018.

The following summarizes the significant changes in IFRS 9 compared to the current standard:

- IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest.
- The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, does not have an impact on the carrying amounts of financial assets.

The impact of this new standard will be increased disclosure in the financial statements. The Company does not expect IFRS 9 to have a significant impact on its financial statements.

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

In May 2014, the IASB approved IFRS 15, which specifies how and when an IFRS reporter will recognize revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, *Revenue*, IAS 11, *Construction Contracts*, and a number of revenue related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers, except for leases, financial instruments and insurance contracts. Application of IFRS 15 is mandatory for annual periods beginning on or after January 1, 2018. The Company does not expect IFRS 15 to have a significant impact on its financial statements.

c) IFRS 16, *Leases* (“IFRS 16”)

In January 2016, the IASB issued IFRS 16, which will replace IAS 17, *Leases*. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard will be effective for annual periods beginning on or after January 1, 2019. The Company does not expect IFRS 16 to have a significant impact on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company’s financial statements.

FINANCIAL INSTRUMENTS

Fair value

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

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

Cash is carried at fair value using a level 1 fair value measurement. The recorded values of accounts payable and accrued liabilities and due to related party approximate their fair values due to their short-term to maturity.

Financial risk management

The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company limits its exposure to credit risk by placing its cash with a major financial institution. Management feels that the Company’s credit risk with respect to cash is remote.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risk on cash is not considered significant.

Liquidity risk

All of the Company’s financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with cash on hand and proceeds from equity financings.

Foreign currency risk

Currency risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate due to changes in foreign exchange rates. As at December 31, 2017, the Company did not have any financial instruments denominated in foreign currencies and considers foreign currency risk insignificant.

Price risk

The Company has no exposure to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

MANAGEMENT DISCUSSION AND ANALYSIS FOR FASTTASK INC.

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2018

Contact Information
FastTask Inc.
Suite 200 – 1238 HomerStreet
Vancouver, BC
V6B 2Y5

This discussion and analysis of financial position and results of operations is prepared as at August 13, 2019, should be read in conjunction with the unaudited financial statements for the six months ended June 30, 2018 of FastTask Inc. (the “Company”). The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis (“MD&A”) are quoted in Canadian dollars.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

This Management’s Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company’s future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions in North America and internationally, (2) obtaining enough customers to create a market, (3) market competition, (4) the risk that the Company does not execute its business plan, (5) inability to retain key employees, (6) inability to finance operations and growth, (7) the Company’s ability to protect proprietary rights, and (8) other factors beyond the Company's control.

Forward-looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

OVERVIEW

FastTask Inc. (the “Company”) was incorporated under the Business Corporations Act in British Columbia on February 3, 2017. The Company’s head office and registered and records office address is 200 – 1238 Homer Street, Vancouver, British Columbia, Canada, V6B 2Y5. The Company is a developer of mobile applications for the home improvement industry.

SUMMARY OF QUARTERLY RESULTS

The following is selected financial information as prepared in Canadian dollars under International Financial Reporting Standards derived from the Company’s most recently completed fiscal quarters since incorporation:

	June 30, 2018 $	March 31, 2018 $	December 31, 2017 $	September 30, 2017 $
Total Assets	115	115	115	115
Working Capital (Deficiency)	(19,215)	(15,705)	(12,195)	(2,195)
Revenue	–	–	–	–
Net Loss	(3,510)	(3,510)	(10,000)	–
Loss per Share	(0.00)	(0.00)	(0.00)	–

	June 30, 2017 $	March 31, 2017 $
Total Assets	115	115
Working Capital (Deficiency)	(2,195)	(2,195)
Revenue	–	–
Net Loss	(1,145)	(1,140)
Loss per Share	–	(0.00)

Factors causing significant variations in quarterly results are as follows:

The Company had minimal operations since incorporation on February 3, 2017.

During the three months ended March 31, 2017, the Company did not earn any revenue, and incurred operating expenses of $2,285, comprised of an accrual for legal fees of $2,280 and bank charges for $5.

During the three months ended December 31, 2017, the Company did not earn any revenue, and incurred operating expenses of $10,000, comprised solely of an accrual for accounting fees of $10,000.

During the three months ended March 31, 2018, the Company did not earn any revenue, and incurred operating expenses of $3,510, comprised of an accrual for legal fees of $2,500 and advertising and promotion for $1,010.

During the three months ended June 30, 2018, the Company did not earn any revenue, and incurred operating expenses of $3,510, comprised of an accrual for legal fees of $2,500 and advertising and promotion for $1,010.

LIQUIDITY

As at June 30, 2018, the Company had total assets of $115, comprised solely of cash, and had total liabilities of $19,330, comprised of $15,000 of accounts payable and accrued liabilities and $4,330 of due to related party.

As at June 30, 2018, the Company had a working capital deficit of $19,215.

Readers are cautioned that a number of factors beyond the control of the Company could result in the Company not being able to sustain its current position. Such factors could include adverse economic conditions, political and regulatory concerns and key individual staffing problems amongst others.

CAPITAL RESOURCES

The Company remains dependent upon equity markets for financing. The Company has negative cash flow from operations and is dependent upon raising equity financing to sustain its operations.

The Company has not issued dividends to date and has no plans to pay dividends in the foreseeable future.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers and/or companies controlled by those individuals. There was no remuneration paid to key management personnel during the period ended June 30, 2018 (2017 – $nil).

A total of $4,330 (2017 – $2,310) was advanced to the Company by a related party as at June 30, 2018. The balance is unsecured, non-interest bearing and due on demand.

SHARE DATA

Capitalization as of June 30, 2018 and August 13, 2019:

The Company is authorized to issue an unlimited number of common shares.

As at June 30, 2018, and as of the date of this MD&A, there were 9,000,000 common shares issued and outstanding.

Stock Options

On March 1, 2017, the Company adopted a fixed stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 2,000,000 common shares of the Company, as at the date of the grant. No stock options were issued as at June 30, 2018 or August 13, 2019.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would require disclosure.

CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates include the measurement of unrecognized deferred income tax assets. Estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

CHANGES IN ACCOUNTING POLICIES

New accounting policies

Effective January 1, 2018, the Company adopted the following accounting standards:

IFRS 9, *Financial Instruments* ("IFRS 9")

IFRS 9 was issued by the IASB in July 2014 and has replaced 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 significant changes to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018.

The following summarizes the significant changes in IFRS 9 compared to the current standard:

- IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest.

- The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, did not have an impact on the carrying amounts of financial assets.

The adoption of IFRS 9 did not have a material impact on the Company's financial statements.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC. The following have not yet been adopted by the Company:

Leases ("IFRS 16")

IFRS 16 was issued by the IASB and will replace IAS 17, *Leases*. IFRS 16 requires most leases to be reported on a company's balance sheet as assets and liabilities. IFRS 16 is effective January 1, 2019. Early application is permitted for companies that also apply IFRS 15, *Revenue from Contracts with Customers*. The Company does not expect this new standard to have a material impact on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS

Fair value

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

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

Cash is carried at fair value using a level 1 fair value measurement. The recorded values of accounts payable and accrued liabilities and due to related party approximate their fair values due to their short-term to maturity.

Financial risk management

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

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company limits its exposure to credit risk by placing its cash with a major financial institution. Management feels that the Company's credit risk with respect to cash is remote.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risk on cash is not considered significant.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with cash on hand and proceeds from equity financings.

Foreign currency risk

Currency risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate due to changes in foreign exchange rates. As at June 30, 2018, the Company did not have any financial instruments denominated in foreign currencies and considers foreign currency risk insignificant.

Price risk

The Company has no exposure to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

MANAGEMENT DISCUSSION AND ANALYSIS FOR HEYBRYAN INC.

FOR THE PERIOD FROM INCORPORATION ON APRIL 30, 2018 TO JUNE 30, 2018

<u>Contact Information</u>
HeyBryan Inc.
1900 – 1040 West Georgia Street
Vancouver, BC
V6E 4H3

This discussion and analysis of financial position and results of operations is prepared as at August 13, 2019, should be read in conjunction with the audited financial statements for the period from incorporation on April 30, 2018 to June 30, 2018, of HeyBryan Inc. (the "Company"). The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

This Management's Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company's future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions in North America and internationally, (2) obtaining enough customers to create a market, (3) market competition, (4) the risk that the Company does not execute its business plan, (5) inability to retain key employees, (6) inability to finance operations and growth, (7) the Company's ability to protect proprietary rights, and (8) other factors beyond the Company's control.

Forward-looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

OVERVIEW

HeyBryan Inc. (the "Company") was incorporated by Certificate of Incorporation issued pursuant to the provisions of the Canada Business Corporations Act on April 30, 2018. The Company's head office and registered and records office address is 1900 -1040 W. Georgia Street, Vancouver, British Columbia, Canada, V6E 4H3. The Company is a developer of mobile applications for the home improvement industry.

SUMMARY OF ANNUAL FINANCIAL INFORMATION

The following table sets forth selected financial information of the Company for the period from incorporation on April 30, 2018 to June 30, 2018. This financial information is derived from the audited financial statements of the Company:

	For the period from incorporation on April 30, 2018 to June 30, 2018 $
Total Revenue	–
Total Expenses	20,000
Net Loss	(20,000)
Net Loss Per Share	–
Total Assets	100
Total Long Term Financial Liabilities	–
Cash Dividends Declared per Share	–

Net loss was $20,000 for the period from incorporation on April 30, 2018 to June 30, 2018, which consisted entirely of professional fees.

SUMMARY OF QUARTERLY RESULTS

The following is selected financial information as prepared in Canadian dollars under International Financial Reporting Standards derived from the Company's most recently completed fiscal quarter since incorporation:

	June 30, 2018 $
Total Assets	100
Working Capital (Deficiency)	(19,900)
Revenue	–
Net Loss	(20,000)
Loss per Share	–

LIQUIDITY

As at June 30, 2018, the Company had total assets of $100 and had total liabilities of $20,000, comprised solely of accounts payable and accrued liabilities.

As at June 30, 2018, the Company had a working capital deficit of $19,900.

Readers are cautioned that a number of factors beyond the control of the Company could result in the Company not being able to sustain its current position. Such factors could include adverse economic conditions, political and regulatory concerns and key individual staffing problems amongst others.

CAPITAL RESOURCES

The Company remains dependent upon equity markets for financing. The Company has negative cash flow from operations and is dependent upon raising equity financing to sustain its operations.

The Company has not issued dividends to date and has no plans to pay dividends in the foreseeable future.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers and/or companies controlled by those individuals. There was no remuneration paid to key management personnel during the period from incorporation on April 30, 2018 to June 30, 2018.

A total of $100 was advanced to the Company by a related party as at June 30, 2018.

SHARE DATA

Capitalization as of June 30, 2018 and August 13, 2019:

The Company is authorized to issue an unlimited number of common shares.

As at June 30, 2018, and the date of this MD&A, there were 10,000,000 common shares issued and outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would require disclosure.

CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates include the measurement of unrecognized deferred income tax assets. Estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Certain pronouncements have been issued by the IASB, or the IFRS Interpretations Committee that are mandatory for accounting years beginning on or after January 1, 2019, or later years.

Leases ("IFRS 16")

IFRS 16 was issued by the IASB and will replace IAS 17, *Leases*. IFRS 16 requires most leases to be reported on a company's Statements of financial position as assets and liabilities. IFRS 16 is effective January 1, 2019. Early application is permitted for companies that also apply IFRS 15, *Revenue from Contracts with Customers*.

The Company has not early adopted these revised standards and does not believe their adoption will have a significant impact on the Company's financial statements. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS

Fair value

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

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

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Cash is carried at fair value using a level 1 fair value measurement. The recorded values of accounts payable and accrued liabilities approximate their fair values due to their short-term to maturity.

Financial risk management

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

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company will limit its exposure to credit risk by placing its cash with a major financial institution. Management feels that the Company's credit risk with respect to cash is remote.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risk on cash is not considered significant.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with proceeds from equity financings.

Foreign currency risk

Currency risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate due to changes in foreign exchange rates. As at June 30, 2018, the Company did not have any financial instruments denominated in foreign currencies and considers foreign currency risk insignificant.

Price risk

The Company has no exposure to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

APPENDIX C

Audit Committee Charter of the Company

The following Audit Committee Charter was adopted by the Audit Committee of the Board of Directors and the Board of Directors of HeyBryan Media Inc. (the "Company").

Mandate

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

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. While the Company is a "venture issuer" (as that term is defined in National Instrument 51-102), then a majority of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee ("independent"). If the Company ceases to be a "venture issuer", then all members of the Committee shall (i) be independent, and (ii) have accounting or related financial management expertise.

All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For purposes hereof, "financially literate" means 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 those that can be expected to be raised within the Company's financial statements.

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

Meetings

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

Authority

The Committee has authority to:

- conduct or authorize investigations into any matters within its scope of responsibility;
- retain independent counsel, accountants or others to advise the Committee or assist in the conduct of an investigation;

- meet with Company officers, external auditors and outside counsel, as necessary; and
- determine appropriate funding for independent advisors.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- review and update this Audit Committee Charter annually;
- review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information, and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- discuss significant financial risk exposures and the steps management of the Company has taken to monitor, control and report such exposures;

Compliance

- review investments and transactions that could adversely affect the well-being of the Company which may be brought to its attention by the external auditors or by any officer of the Company; review the period reports on litigation matters;
- annually, review the Company's environmental policy and evaluate the Company's effectiveness in complying with that policy;
- annually, review the Charter for the Committee and evaluate the Committee's effectiveness in fulfilling its mandate;

Internal Controls

- require Company management to implement and maintain appropriate internal control procedures over financial reporting and review, evaluate and approve these procedures;
- establish procedures for processing complaints regarding accounting, internal controls or auditing matters;
- establish procedures for responding to complaints regarding environmental matters;

External Auditors

- review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;
- obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;
- review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- take, or recommend that the Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- recommend to the Company's Board of Directors the compensation to be paid to the external auditors;

- at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
    - the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,
    - such services were not recognized by the Company at the time of the engagement to be non-audit services, and
    - such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

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

Financial Reporting Processes

- in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
- consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- review certification process;
- establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

- review any related-party transactions;
- engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- set and pay compensation for any independent counsel and other advisors employed by the Committee.

CERTIFICATE OF THE COMPANY

Dated: August 13, 2019

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

"Lance Montgomery"
LANCE MONTGOMERY
Chief Executive Officer

"Yucai Huang"
YUCAI HUANG
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Penny Green"
PENNY GREEN
Director

"Spiros Margaris"
SPIROS MARGARIS
Director

"Michael Stulp"
MICHAEL STULP
Director

CERTIFICATE OF THE PROMOTERS

Dated: August 13, 2019

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

"Lance Montgomery"	*"Penny Green"*
LANCE MONTGOMERY	PENNY GREEN

CERTIFICATE OF THE AGENT

Dated: August 13, 2019

To the best of our knowledge, information and belief, this prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

"Richard H. Carter"

LEEDE JONES GABLE INC.
RICHARD H. CARTER
SENIOR VP, GENERAL COUNSEL AND
CORPORATE SECRETARY

SCHEDULE "B"

[*Inserted as the following pages*]

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	%of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	71,282,183	132,570,764	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	21,631,494	38,535,488	30%	29%
Total Public Float (A-B)	49,650,689	94,035,276	70%	71%
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)	34,536,592	46,090,592	48%	35%
Total Tradeable Float (A-C)	36,745,591	86,480,172	52%	65%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security – Common Shares

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	1	3,200
4,000 – 4,999 securities	-	-
5,000 or more securities	164	41,291,506
Total	165	41,294,706

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security – Common Shares

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	1	500
1,000 – 1,999 securities	13	17,950
2,000 – 2,999 securities	8	19,300
3,000 – 3,999 securities	24	74,600
4,000 – 4,999 securities	7	31,500
5,000 or more securities	492	71,138,333
Total	545	71,282,183

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security – Common Shares

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	-	-
5,000 or more securities	4	21,631,494
Total	4	21,631,494

SCHEDULE "C"

Certificate of the Issuer

Pursuant to a resolution duly passed by its Board of Directors, HeyBryan Media Inc., 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 (full legal name of the Issuer). It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia

this 29th day of September, 2019.

"Lance Montgomery"	*"Rick Huang"*
Lance Montgomery Chief Executive Officer	Rick Huang Chief Financial Officer
"Lance Montgomery"	*"Penny Green"*
Lance Montgomery Promoter	Penny Green Promoter
"Michael Stulp"	*"Spiros Margaris"*
Michael Stulp Director	Spiros Margaris Director