

FILING STATEMENT

**IN CONNECTION WITH THE REVERSE TAKEOVER AND QUALIFYING TRANSACTION
INVOLVING DATAMINERS CAPITAL CORP. AND ZOOMD LTD.**

Dated as of June 30, 2019

All information contained in this Filing Statement with respect to DataMiners Capital Corp. (“DataMiners”) was supplied by DataMiners for inclusion herein.

All information contained in this Filing Statement with respect to Zoomd Ltd. (“Zoomd”) was supplied by Zoomd for inclusion herein.

Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this Filing Statement.

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FORWARD-LOOKING STATEMENTS

The information provided in this filing statement (the “**Filing Statement**”), including information incorporated by reference, may contain “forward-looking statements” about DataMiners, Zoomd and/or the Resulting Issuer following the completion of the qualifying transaction described herein. In addition, DataMiners, Zoomd and/or the Resulting Issuer may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of DataMiners, Zoomd and/or the Resulting Issuer that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by DataMiners, Zoomd and/or the Resulting Issuer that address activities, events or developments that DataMiners, Zoomd and/or the Resulting Issuer expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as “may”, “will”, “would”, “could”, “should”, “believes”, “estimates”, “projects”, “potential”, “expects”, “plans”, “intends”, “anticipates”, “targeted”, “continues”, “forecasts”, “designed”, “goal”, or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments.

Forward-looking information included in this Filing Statement is based in part, on assumptions that may change, thus causing actual future results or anticipated events to differ materially from those expressed or implied in any forward-looking information. Such assumptions include that: the proposed qualifying transaction will be completed as contemplated; the Resulting Issuer will achieve, sustain or increase profitability, and will be able to fund its operations with existing capital, and/or it will be able to raise additional capital to fund operations; the Resulting Issuer will be able to attract and retain key personnel; the Resulting Issuer will be able to acquire any necessary technology or businesses and effectively integrate such acquisitions; the general regulatory environment will not change in a manner adverse to the business of the Resulting Issuer; and the tax treatment of the Resulting Issuer will remain constant and the Resulting Issuer will not become subject to any material legal proceedings. DataMiners, Zoomd and/or the Resulting Issuer caution that the foregoing list of assumptions is not exhaustive.

These statements speak only as of the date they are made and are based on information currently available and on the then current expectations of DataMiners, Zoomd and/or the Resulting Issuer and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, the risks described in this Filing Statement and described from time to time in documents filed by DataMiners, Zoomd and the Resulting Issuer with Canadian securities regulatory authorities.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of DataMiners, Zoomd and/or the Resulting Issuer to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Actual results, performance or achievement could differ materially from that expressed in, or implied by, any forward-looking information in this Filing Statement, and, accordingly, investors should not place undue reliance on any such forward-looking information. Certain factors that may affect the future results, performance or achievements of DataMiners, Zoomd and/or the Resulting Issuer are summarized under the heading “Risk Factors” in this Filing Statement.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this Filing Statement. These factors should be carefully considered and readers are cautioned not to place undue

reliance on forward-looking information, which speaks only as of the date of this Filing Statement. All subsequent forward-looking information attributable to DataMiners, the Resulting Issuer or Zoomd herein is expressly qualified in its entirety by the cautionary statements contained in or referred to herein. DataMiners, the Resulting Issuer and Zoomd do not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this Filing Statement or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

This Filing Statement contains references to the Canadian dollar, the United States dollar and the New Israeli shekel. All dollar amounts referenced, unless otherwise indicated, are expressed in US dollars. United States dollars are referred to as “US dollars” or “US\$”. As of June 28, 2019, the exchange rate as reported by the Bank of Canada was US\$1.00 = CDN\$ 0.7641 or CDN\$1.00 = US\$ 1.3087. Unless otherwise stated herein, the exchange rate used was CDN\$1.00 = US\$ 0.7692 or US\$1.00 = CDN\$ 1.30. New Israel shekels are referred to as “NIS” or “₪”. As of June 28, 2019, the exchange rate as reported by the Bank of Israel was NIS1.00 = US\$0.2804 or US\$1.00 = NIS3.5660. Unless otherwise stated herein, the exchange rate used was approximately US\$1.00 = NIS3.7 or NIS1.00 = US\$0.2703 or the exchange rate reported on the date of such conversion.

DEFINITIONS

The following is a glossary of certain definitions used in this Filing Statement.

“**ABCA**” means the *Alberta Business Corporations Act*, as amended.

“**Affiliate**” means a Company that is affiliated with another Company as described below. A Company is an Affiliate of another Company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A Company is “controlled” by a Person if (i) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and (ii) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company. A Person beneficially owns securities that are beneficially owned by (A) a Company controlled by that Person, or (B) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

“**Agency Agreement**” means the agency agreement to be entered into, pursuant to the terms of the Engagement Letter, among Zoomd, FinCo, DataMiners and the Agents in respect of the Zoomd Private Placement, as the same may be amended from time to time.

“**Agents**” means Haywood Securities Inc., Eight Capital Corp. and Paradigm Capital Inc.

“**Amalco**” means “Zoomd Ltd.”, the corporation resulting from the amalgamation of Subco and Zoomd pursuant to the Amalgamation.

“**Amalgamation**” means the amalgamation of Zoomd and Subco pursuant to the provisions of Sections 314-327 of the Companies Law 5759-1999 of the State of Israel (as may be amended from time to time, the “**Companies Law**”) proposed by the terms of the Business Combination Agreement.

“**Amalgamation Agreement**” means the amalgamation agreement to be entered into between Zoomd, DataMiners and Subco pursuant to the provisions of Sections 314-327 of the Companies Law to effect the Amalgamation.

“**Arm’s Length Transaction**” means a transaction which is not a Related Party Transaction.

“**Associate**” when used to indicate a relationship with a Person or Company, means (a) an issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer, (b) any partner of the Person or Company, (c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity, (d) in the case of a Person, a relative of that Person, including (i) that Person’s spouse or child, or (ii) any relative of the Person or of his spouse who has the same residence as that Person, but (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D of the Exchange with respect to that Member firm, Member corporation or holding company.

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

“**Business Combination**” means the business combination among DataMiners, Subco and Zoomd pursuant to which the Zoomd Shareholders will receive one post-Consolidation DataMiners Share for each one Zoomd Share held and DataMiners will become the parent company of Amalco pursuant to the Business Combination Agreement.

“Business Combination Agreement” means the agreement and plan of merger to be entered into between DataMiners, Zoomd and Subco pursuant to which DataMiners and Zoomd agreed to effect the combination of their respective businesses and assets by way of a “three-cornered amalgamation” among DataMiners, Zoomd and Subco.

“Change of Control” includes situations where after giving effect to the contemplated transaction and as a result of such transaction (a) any one Person holds a sufficient number of the voting shares of the issuer or Resulting Issuer to affect materially the control of the issuer or Resulting Issuer, or (b) any combination of Persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding hold in total a sufficient number of the voting shares of the issuer or Resulting Issuer to affect materially the control of the issuer or Resulting Issuer; where such Person or combination of Persons did not previously hold a sufficient number of voting shares to affect materially the control of the issuer or Resulting Issuer. In the absence of evidence to the contrary, any Person or combination of Persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, holding more than 20% of the voting shares of the issuer or Resulting Issuer is deemed to materially affect the control of the issuer or Resulting Issuer.

“Co-Lead Agents” means Haywood Securities Inc. and Eight Capital.

“Company” unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

“Completion of the Qualifying Transaction” means the date the Final Exchange Bulletin is issued by the Exchange.

“Control Person” means any Person or Company that holds or is one of a combination of Persons or Companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

“Consolidation” means the consolidation by DataMiners of the DataMiners Shares on a one for 2.5 basis, resulting in an aggregate of 524,000 DataMiners Shares following completion of the Consolidation but prior to the close of the Amalgamation.

“CPC” means a corporation (a) that has been incorporated or organized in a jurisdiction in Canada, (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with Policy 2.4, and (c) in regard to which the Completion of the Qualifying Transaction has not yet occurred.

“CPC Escrow Agreement” means the Exchange Form 2F – “CPC Escrow Agreement” dated January 15, 2014 among DataMiners, Olympia and certain shareholders of DataMiners.

“CPC Escrow Shares” means those Resulting Issuer Shares to be held in escrow pursuant to Section 11 of Policy 2.4 and released in accordance with the applicable provisions.

“DataMiners” means DataMiners Capital Corp.

“DataMiners IPO” means the initial public offering of DataMiners which closed on May 29, 2014, whereby DataMiners sold 3,000,000 DataMiners Shares at a price of \$0.10 per share and raised gross proceeds of \$300,000.

“**DataMiners Name Change**” means the proposed change in the name of DataMiners to “Zoomd Ltd.”, or such other name acceptable to Zoomd, to be effective at the time of the completion of the Business Combination.

“**DataMiners Option Plan**” means the incentive stock option plan of DataMiners.

“**DataMiners Shareholders**” means the registered holders of the DataMiners Shares.

“**DataMiners Shares**” means the common shares in the capital of DataMiners of which 1,310,000 are issued and outstanding as at the date hereof.

“**Effective Date**” means three days after the date shown in the merger certificate evidencing the merger in accordance with Section 323(5) of the Companies Law by the Registrar of Companies of the State of Israel.

“**Engagement Letter**” means an agreement between Zoomd and Haywood Securities Inc. (on behalf of the Agents) in respect of the Zoomd Private Placement, as amended from time to time.

“**Exchange**” means the TSX Venture Exchange Inc.

“**Filing Statement**” means this filing statement, together with all appendices attached hereto and including the summary hereof.

“**Final Exchange Bulletin**” means the exchange bulletin which is issued following the closing of the Qualifying Transaction and the submission of all documentation required by the Exchange and that evidences the final Exchange acceptance of the Qualifying Transaction.

“**FinCo**” means Zoomd Financeco Ltd., a company incorporated under the *Business Corporations Act* (British Columbia).

“**FinCo Share Exchange**” means the acquisition by DataMiners of the outstanding securities of FinCo in exchange for securities of the Resulting Issuer.

“**FinCo Share Exchange Agreement**” means the agreement among the Co-Lead Agents (as attorney for the holders of FinCo Shares issued pursuant to the brokered portion of the Zoomd Private Placement), DataMiners, FinCo and the holders of FinCo Shares issued pursuant to the non-brokered portion of the Zoomd Private Placement (or an attorney for such holders) to be dated as of the closing of the Business Combination.

“**FinCo Shares**” means common shares in the capital of FinCo.

“**IFRS**” means international financial reporting standards.

“**Insider**” if used in relation to an issuer, means (a) a director or senior officer of the issuer; (b) a director or senior officer of the Company that is an Insider or subsidiary of the issuer; (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or (d) the issuer itself if it holds any of its own securities.

“**Letter of Intent**” means the non-binding letter of intent dated August 16, 2018 between DataMiners and Zoomd with respect to, among other things, the Business Combination.

“**MD&A**” means management’s discussion and analysis.

“Member” means a Person who has executed the Members’ Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements.

“Members’ Agreement” means the members’ agreement among the Exchange and each person who, from time to time, is accepted as and becomes a Member of the Exchange.

“Non-Arm’s Length Party” means in relation to a Company, a Promoter, officer, director, other Insider or Control Person of that Company (including an issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a Promoter, officer, director, Insider or Control Person.

“Non-Arm’s Length Qualifying Transaction” means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction.

“Olympia” means Olympia Trust Company.

“Person” means a Company or individual.

“Policy 2.4” means Exchange Policy 2.4 – Capital Pool Companies.

“Promoter” means (a) a Person or Company who, acting alone or in conjunction with one or more other Persons, Companies or a combination thereof, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of an issuer, or (b) a Person or Company who, in connection with the founding, organizing or substantial reorganizing of the business of an issuer, directly or indirectly, receives in consideration of services or property, or both services and property, 10% or more of any class of securities of the issuer or 10% or more of the proceeds from the sale of any class of securities of a particular issue, but a Person or Company who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter within the meaning of this definition if such Person or Company does not otherwise take part in founding, organizing, or substantially reorganizing the business.

“Qualifying Transaction” means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, amalgamation, merger or arrangement with another Company or by other means.

“Related Party Transaction” has the meaning ascribed to that term under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions, and includes a Related Party Transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm’s Length Parties, or other circumstances exist which may compromise the independence of the issuer with respect to the transaction.

“Replacement Broker Warrants” means broker warrants to purchase Resulting Issuer Shares, as required, to be issued by the Resulting Issuer in exchange for the Zoomd Broker Warrants pursuant to the terms and conditions of the Business Combination Agreement.

“Replacement Options” means options to purchase Resulting Issuer Shares to be issued by the Resulting Issuer in exchange for the Zoomd Options pursuant to the terms and conditions of the Business Combination Agreement.

“Resulting Issuer” means DataMiners upon completion of the Business Combination.

“Resulting Issuer Convertible Securities” means, collectively, the Replacement Options and the Replacement Broker Warrants.

“Resulting Issuer Option Plan” means the fixed number incentive stock option plan to be the option plan of the Resulting Issuer upon completion of the Business Combination, a copy of which is attached as Appendix A.

“Resulting Issuer Shares” means the common shares of the Resulting Issuer upon completion of the Business Combination.

“Significant Assets” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the Exchange.

“Subco” means Dotima 2019 Ltd., a corporation established under the laws of the State of Israel, a wholly-owned subsidiary of DataMiners, which will amalgamate with Zoomd pursuant to the Amalgamation.

“Subco Shares” means common shares in the capital of Subco.

“Subscription Receipt Agent” means the subscription receipt agent in respect of the Zoomd Subscription Receipts.

“Subscription Receipt Agreement” means the subscription receipt agreement to be entered into between Zoomd, the Subscription Receipt Agent and the Agents.

“TSX Trust” means TSX Trust Company, the transfer agent of DataMiners for the DataMiners Shares.

“United States” means the United States of America, its territories and possessions, any State of the United States and the District of Columbia.

“Zoomd” means Zoomd Ltd.

“Zoomd Broker Warrants” means the non-transferable warrants to purchase FinCo Shares expected to be issued to the Agents and certain finders prior to completion of the Business Combination in connection with the Zoomd Private Placement.

Zoomd Meeting” means the special meeting of the shareholders of Zoomd to be held to approve the Business Combination and any and all adjournments or postponements of such meeting.

“Zoomd Option Plan” means the incentive stock option plan of Zoomd approved by resolutions of the directors in December 2013.

“Zoomd Options” means the 11,768,170 (following the Zoomd Share Split) incentive stock options granted to Zoomd’s directors, officers, employees and consultants pursuant to the Zoomd Option Plan.

“Zoomd Private Placement” means the brokered and non-brokered private placement of approximately a minimum of 7,800,000 Zoomd Subscription Receipts at a price of CAD\$1.00 per Zoomd Subscription Receipt for aggregate gross proceeds of a minimum of CAD\$7,800,000, to be completed following the date of this Filing Statement.

“Zoomd Share Split” means the issuance of Zoomd Shares, Zoomd Options and Zoomd Warrants to existing holders thereof the result of which is to materially imitate a share split on the basis of one Zoomd

Share to 9.674629454 Zoomd Shares. Zoomd cannot effect a share split as the nominal value of the Zoomd Shares are currently at the minimum permitted under Israeli law.

“**Zoomd Shares**” means the ordinary shares in the capital of Zoomd with par value NIS0.01 per share.

“**Zoomd Shareholders**” means the registered holders of Zoomd Shares.

“**Zoomd Subscription Receipts**” means subscription receipts of FinCo issued pursuant to the Zoomd Private Placement, each of which will automatically be exchanged for one FinCo Share immediately prior to completion of the Business Combination, subject to the satisfaction of the Escrow Release Conditions (as defined below).

“**Zoomd Warrants**” means the outstanding warrants of Zoomd to purchase up to 2,824,749 (following the Zoomd Share Split) Zoomd common shares at a price of CAD\$0.344 per share until (a) the later of (i) August 28, 2019, or (ii) two years from the date of grant of such warrants, which means January to October 30, 2019 (varies between the Warrants holders); or (b) the occurrence of an M&A Transaction (as defined in the 2017 CLA).

“**2017 CLA**” means that certain convertible loan agreement dated as of January, 2017, as amended on May 2017, by and between Zoomd and the lenders detailed therein, under which Zoomd has granted such lenders with the Zoomd Warrants.

SUMMARY OF FILING STATEMENT

The following is a summary of information relating to DataMiners, Zoomd and the Resulting Issuer (assuming Completion of the Qualifying Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement. Reference is made to the definitions under the heading “Definitions” for the meaning of certain abbreviations and terms used in this Filing Statement and in this summary.

This Filing Statement is being prepared in accordance with Policy 2.4 and Exchange Form 3B2 – *Information Required in a Filing Statement for a Qualifying Transaction* in connection with the Business Combination.

The Business Combination will constitute DataMiners’ Qualifying Transaction.

The Companies

DataMiners

DataMiners was incorporated pursuant to the provisions of the ABCA on October 1, 2013 and completed the DataMiners IPO as a CPC on May 29, 2014. The DataMiners Shares are listed on the NEX Board of the Exchange (the “NEX”) under the trading symbol “DMC.H”. On September 16, 2018, trading of the DataMiners Shares was halted and on September 26, 2018, DataMiners issued a news release announcing that it had entered into the Letter of Intent with Zoomd. On May 28, 2019, DataMiners, Zoomd and Subco entered into the Business Combination Agreement. The DataMiners Shares remain halted as of the date of this Filing Statement.

As a CPC, DataMiners’ business has been to identify and evaluate opportunities for the acquisition of an interest in one or more assets or businesses with a view to completing a Qualifying Transaction and DataMiners will not carry on any other business prior to such completion.

As of the close of trading on September 18, 2018, the last trading day prior to the date trading in DataMiners Shares was halted, the price per DataMiners Share was \$0.21.

Zoomd

Zoomd is a privately held company established under the laws of the State of Israel on November 29, 2012. The head office of Zoomd is located at Akerstein A Building, hamenofim 9 hertzelyia pituah, Israel.

Zoomd is a private corporation that has developed a proprietary patented technology for leveraging internet onsite search for increased monetization and engagement for publishers, and better management of digital advertising focusing on mobile app user acquisition for media agencies and advertisers.

Zoomd is not a reporting issuer in any jurisdiction and the Zoomd Shares are not listed or posted for trading on any stock exchange. No public market exists for the Zoomd Shares.

The Business Combination

Pursuant to the Business Combination Agreement, Zoomd and DataMiners have agreed to combine their businesses by way of the Amalgamation. The Amalgamation will constitute DataMiners’ Qualifying Transaction under Policy 2.4.

Pursuant to the Amalgamation Agreement, Subco, a wholly-owned subsidiary of DataMiners, and Zoomd will amalgamate and form one corporation (“**Amalco**”) under the laws of the State of Israel (the “**Amalgamation**”). At the effective time of the Amalgamation (the “**Effective Time**”), among other things, each of Zoomd and Subco will cease to exist as entities separate from Amalco, the property of each of Subco and Zoomd will continue to be the property of Amalco and Amalco will continue to be liable for the obligations of each of Subco and Zoomd.

At the Effective Time: (i) each Zoomd Shareholder will receive one Resulting Issuer Share (on a post-Consolidation basis) in exchange for each Zoomd Share held by such holder and the Zoomd Shares will be cancelled; (ii) DataMiners will receive one share in Amalco (an “**Amalco Share**”) in exchange for each Subco Share held by DataMiners and the Subco Shares will be cancelled; and (iii) in consideration for DataMiners’ issuance of post-Consolidation Resulting Issuer Shares, Amalco will issue to DataMiners one Amalco Share for each post-Consolidation Resulting Share issued. In addition, as of the Effective Time, the Zoomd Broker Warrants and Zoomd Options will be exchanged for the Replacement Warrants, Replacement Broker Warrants and Replacement Options.

The Business Combination will result in DataMiners issuing an aggregate of 89,393,166 (92,217,915 in the event that all of the Zoomd Warrants are exercised prior to the Effective Time) Resulting Issuer Shares to the Zoomd Shareholders (including 7,800,000 Resulting Issuer Shares to holders of the Zoomd Subscription Receipts, 1,475,000 Resulting Issuer Shares as a finder’s fee to an arm’s length party and 390,000 Resulting Issuer Common Shares to A-Labs as share based fee as more particularly described in *Part III – The Transaction – The Business Combination*). Following completion of the Business Combination, 89,917,166 Resulting Issuer Shares (92,741,915 Resulting Issuer Shares in the event that all of the Zoomd Warrants are exercised prior to the Effective Time) will be outstanding, and 8,993,083 Resulting Issuer Shares will be reserved for issuance, as follows:

- (a) broker warrants to purchase 546,000 Resulting Issuer Shares pursuant to the Replacement Broker Warrants;
- (b) options to purchase 8,447,083 Resulting Issuer Shares pursuant to the Replacement Options; and

The former Zoomd Shareholders (including holders of the Zoomd Subscription Receipts) will own approximately a minimum of 97.34% of the Resulting Issuer Shares and current DataMiners Shareholders will hold approximately a minimum 0.58% of the Resulting Issuer Shares. Accordingly, the Business Combination will constitute a reverse takeover of Zoomd, as defined by Exchange Policy 5.2 – *Changes of Business and Reverse Take-Overs*. Completion of the Business Combination is conditional upon all necessary regulatory approvals, including the approval of the Exchange, and other conditions which are typical for a business combination transaction of this type.

In respect of the Business Combination and all related transaction thereof, Zoomd retained the consulting services of A-Labs Finance and Advisory Ltd. (“**A-Labs**”). Subject to the completion of the Business Combination, A-Labs shall be entitled to (i) a cash fee equal to five percent (5%) of the amounts actually received by Zoomd under the Zoomd Private Placement, (ii) a shares based fee (of the Resulting Issuer) equal to five percent (5%) of the Subscription Receipts issued pursuant to the Zoomd Private Placement (i.e., a minimum of 390,000 Resulting Issuer Shares), and (iii) subject to Zoomd’s discretion (if it wishes to retain further consulting services), US\$ 5,000 paid to A-Labs as a monthly consulting retainer on the 1st of every calendar month commencing after the completion of the Business Combination.

Zoomd Private Placement

Following the date of this Filing Statement, the Zoomd Private Placement will be completed by issuing a minimum 7,800,000 Zoomd Subscription Receipts at a price of CAD\$1.00 per Zoomd Subscription Receipt

(the “**Issue Price**”) for aggregate gross proceeds of a minimum of CAD\$7,800,000. The brokered portion of the Zoomd Private Placement will be led by the Agents. Each Zoomd Subscription Receipt will automatically convert, without payment of any additional consideration and without further action on the part of each subscriber, into one FinCo Share upon satisfaction of the Escrow Release Conditions. No Zoomd Subscription Receipts may be exercised by the holder thereof.

Following the conversion of the Zoomd Subscription Receipts, each FinCo Share issued pursuant to the Zoomd Private Placement will be acquired by DataMiners in exchange for one Resulting Issuer Share pursuant to the FinCo Share Exchange Agreement. Accordingly, assuming the satisfaction of the Escrow Release Conditions and the completion of the Business Combination, each holder of a Zoomd Subscription Receipt will ultimately receive one Resulting Issuer Share for each respective FinCo Share so held.

In connection with the Zoomd Private Placement, pursuant to the Agency Agreement, FinCo intends to pay the Agents a cash fee equal to 7% of the gross proceeds from the brokered portion of the Zoomd Private Placement (3.5% in the case of gross proceeds raised from certain investors on the “president’s list” agreed to by Zoomd and the Agents) (the “**Agents’ Fee**”). In addition, in connection with the non-brokered portion of the Zoomd Private Placement, FinCo intends to pay certain finders a cash fee equal to 7% of the gross proceeds from the non-brokered portion of the Zoomd Private Placement (the “**Non-Brokered Finders’ Fee**”, and together with the Agents’ Fee, collectively, the “**Zoomd Private Placement Cash Fee**”). In addition to the Agents’ Fee, the Agents will receive Zoomd Broker Warrants, equal to 7% of the number of Zoomd Subscription Receipts issued in connection with the brokered portion of the Zoomd Private Placement (3.5% in the case of Zoomd Subscription Receipts issued to certain investors on the “president’s list” agreed to by Zoomd and the Agents). In addition to the Non-Brokered Finders’ Fee, certain finders will receive Zoomd Broker Warrants, equal to 7% of the number of Zoomd Subscription Receipts issued in connection with the non-brokered portion of the Zoomd Private Placement. Each Zoomd Broker Warrant will be automatically exchanged for non-transferable compensation options of the Resulting Issuer upon completion of the Business Combination and will be exercisable for one Resulting Issuer Share at the Issue Price for a period of 24 months from the completion of the Business Combination. The gross proceeds from the sale of all Zoomd Subscription Receipts, which, for the avoidance of doubt, includes the gross proceeds from the non-brokered portion of the Zoomd Private Placement, less the expenses of the Agents incurred in connection with the brokered portion of the Zoomd Private Placement will be delivered to the Subscription Receipt Agent (collectively, the “**Escrowed Proceeds**”) and invested pursuant to the terms of the Subscription Receipt Agreement. The Escrowed Proceeds, together with all interest and other income earned thereon, are referred to herein as the “**Escrowed Funds**”.

The Agents’ Fee will be released from escrow and delivered to the Agents from the Escrowed Funds, the Non-Brokered Finders’ Fee will be released from escrow and delivered to such finders from the Escrowed Funds and the balance of the Escrowed Funds will be released from escrow to the Resulting Issuer upon satisfaction of the following conditions (together, the “**Escrow Release Conditions**”) on or before 5:00 pm (Toronto time) on the date that is 90 days from the closing of the Zoomd Private Placement (the “**Escrow Release Deadline**”):

- (a) the completion, satisfaction or waiver of all conditions precedent to the Business Combination other than the release of the Escrowed Funds, to the satisfaction of ZoomD and the Agents, acting reasonably;
- (b) the receipt of all shareholder and regulatory approvals required in connection with: (1) the Business Combination, and (2) the conditional approval of the Exchange for the listing of the Resulting Issuer Shares (including the Resulting Issuer Shares underlying the Resulting Issuer Compensation Options) (subject only to standard listing conditions);

- (c) an officer's certificate from each of ZoomD, FinCo and DataMiners certifying that all conditions of the Business Combination have been satisfied or waived, other than release of the Escrowed Funds, and that the Business Combination shall be completed forthwith upon release of the Escrowed Funds;
- (d) the distribution of (1) the Resulting Issuer Shares in exchange for FinCo Shares (issued upon the automatic exchange of Zoomd Subscription Receipts) upon completion of the FinCo Share Exchange pursuant to the FinCo Share Exchange Agreement, and (2) the Resulting Issuer Shares to be issued in exchange for the Zoomd Shares pursuant to the Business Combination following the satisfaction of the Escrow Release Conditions being exempt from applicable prospectus and registration requirements of applicable securities laws and not subject to any hold or restricted period under applicable Canadian securities laws; and
- (e) ZoomD and the Agents shall have delivered a joint release notice to the Subscription Receipt Agent confirming that all Escrow Release Conditions have been met or waived.

In the event that the Escrow Release Conditions are not satisfied or waived (to the extent such waiver is permitted) on or prior to the Escrow Release Deadline, or if, prior to such time, Zoomd advises the Agents in writing or announces to the public that it does not intend to satisfy the Escrow Release Conditions, and unless the requisite approval is obtained pursuant to and in accordance with the terms of the Subscription Receipt Agreement, all of the issued and outstanding Zoomd Subscription Receipts will be cancelled and the Subscription Receipt Agent will return to each holder of Zoomd Subscription Receipts, an amount equal to the aggregate Issue Price for the Zoomd Subscription Receipts held by such holder plus a *pro rata* share of any interest or other income earned on the Zoomd Subscription Proceeds (less applicable withholding tax, if any). To the extent that the Escrowed Funds are insufficient to refund to each holder of Zoomd Subscription Receipts an amount equal to the aggregate Issuer Price for the Zoomd Subscription Receipts held by such holder, Zoomd shall be liable for and will contribute such amounts as are necessary to satisfy any shortfall.

Conditional Approval of Exchange

DataMiners has received conditional approval from the Exchange for the Business Combination to constitute DataMiners' Qualifying Transaction, subject to DataMiners fulfilling all the requirements of the Exchange on or before September 26, 2019.

Arm's Length Qualifying Transaction

The Business Combination is a Non-Arm's Length Qualifying Transaction under the policies of the Exchange, is not a Related Party Transaction and is not subject to Policy 5.9 of the Exchange.

Board and Management of the Resulting Issuer

The board of directors of DataMiners is currently comprised of Darryl Cardey, David Wood, Colleen Flynn and Rose Zanic. The board of directors of the Resulting Issuer is expected to be comprised of the following five persons: Amit Bohensky (Chairman of the Board); Amnon Argaman; Darryl Cardey, Alex Jurovitsky and Josef Mendelbaum.

The management team of the Resulting Issuer is expected to be comprised of the following individuals: Amit Bohensky – Chairman of the Board of Directors; Ofer Eitan – CEO; Tsvika Adler – CFO and Corporate Secretary; Omri Argaman - CMO; Ethan Ram - VP R&D; Niv Sharoni – CTO; Yair Yaskerovitch - VP Media; Etai Koren - VP Monetization; Deborah Cohen – VP Sales.

Sponsorship for a Qualifying Transaction is required by Policy 2.4 unless an exemption from the sponsorship requirement is granted to DataMiners by the Exchange. DataMiners has applied for, and the Exchange has provided DataMiners with, an exemption from the sponsorship requirement on the basis that Zoomd has completed the Zoomd Private Placement in connection with the Business Combination for aggregate gross proceeds of greater than CAD\$500,000 and the Agents have provided the Exchange with confirmation that they have completed appropriate due diligence on both the Business Combination and this Filing Statement that is generally in compliance with the relevant policies of the Exchange.

Interests of Insiders, Promoter or Control Person of Zoomd, DataMiners and the Resulting Issuer

The following is a summary of the interests of any Insider, Promoter or Control Person of Zoomd, DataMiners and the Resulting Issuer and their respective Associates and Affiliates (before and after giving effect to the Business Combination), including any consideration that such individual may receive if the Business Combination proceeds:

Insider, Promoter or Control Person (including Associates and Affiliates)	Position	Number of DataMiners Shares or Zoomd Shares prior to the Business Combination ¹	Number and Percentage of Resulting Issuer Shares upon completion of the Business Combination ⁽¹⁾
Darryl Cardey <i>Vancouver, BC</i>	President, CEO, CFO and Director of DataMiners	175,000 ⁽²⁾ DataMiners Shares	70,000 0.078%
David Wood <i>Surrey, BC</i>	Director of DataMiners	10,000 DataMiners Shares	4,000 0.004%
Rose Zanic <i>Vancouver, BC</i>	Corporate Secretary and Director of DataMiners	15,000 DataMiners Shares	6,000 0.007%
Colleen Flynn <i>Surrey, BC</i>	Director of DataMiners	10,000 DataMiners Shares	4,000 0.004%
Amit Bohensky	Zoomd Chairman, Director and Shareholder	949,093 Zoomd Shares	9,182,123 ⁽³⁾ 10.21%
Ofer Eitan	Zoomd CEO, Director and Shareholder	602,351 Zoomd Shares	5,827,523 6.48%
Amnon Argaman	Zoomd Director and Shareholder	702,179 Zoomd Shares	6,793,322 7.56%
Omri Argaman	Zoomd CMO and Shareholder	453,908 Zoomd Shares	4,391,392 4.88%
Niv Sharoni	Zoomd CTO and Shareholder	287,527 Zoomd Shares	2,781,717 3.09%
Quilink Investments LLC (held equally by Alex Jurovitsky (Director) and Jacob Shochat)	Zoomd Director and Shareholder	421,381 Zoomd Shares	4,076,705 ⁽⁴⁾ 4.53%
Total			33,136,782 (36.85%)

Notes:

- (1) On a non-diluted basis.
- (2) All 175,000 DataMiners Shares are held in the name of Cardey Management Corp. which is beneficially owned and controlled by Darryl Cardey.
- (3) Amit Bohensky also holds 47,280 Zoomd Warrants.
- (4) Quilink Investments LLC also holds 189,100 Zoomd Warrants.

Selected Pro Forma Consolidated Financial Information

The following table contains certain financial information regarding the Resulting Issuer once the Amalgamation and the Zoomd Private Placement has occurred. This table should be read in conjunction with the unaudited pro forma consolidated balance sheet of the Resulting Issuer included in this Filing Statement as Appendix F.

Unaudited Pro Forma Statement of Financial Position

	Unaudited Pro Forma Balance Sheet	
Total Assets	\$25,728,000	
Total long and short term liabilities	\$5,700,000	
Cash dividends declared	\$Nil	

Available Funds and Principal Purposes

Funds Available

Estimated available funds after giving effect to the Business Combination

Estimated available funds	
Gross proceeds from the Zoomd Private Placement	US\$6,000,000 (CAD\$7,800,000)
Zoomd Private Placement Cash Fee ¹ payable in connection with the Zoomd Private Placement (7%)	(US\$420,000) (CAD\$546,000)
A-Labs cash fee in connection with the Zoomd Private Placement (5%)	(US\$300,000) (CAD\$390,000)
Estimated issuance expenses	(US\$750,000)
Net cash and cash equivalents of DataMiners as at January 31, 2019	US\$34,000
Net cash and cash equivalents of Zoomd as at March 31, 2019	US\$2,188,000
Other current assets (except cash and cash equivalents) of DataMiners as at January 31, 2019	US\$1,000
Other current assets (except cash and cash equivalents) of Zoomd as at March 31, 2019	US\$4,925,000
Total current liabilities of DataMiners as at January 31, 2019	(US\$17,000)
Total current liabilities of Zoomd as at March 31, 2019 ^{2,3}	(US\$4,321,000)
Estimated consolidated working capital immediately following completion of the Business Combination	US\$7,340,000

Notes:

- (1) Includes the Agents' Fee and the Non-Brokered Finders' Fee.
- (2) Net of convertible loan of US\$3,221,000, assumed to be converted to equity upon consummation.
- (3) Excluding warrants at the value of US\$762,000.

Net working capital as of March 31, 2019 is \$7,340,000. Estimated increase in working capital for the period between April 1, 2019 until May 31 is \$150,000. Estimated net working capital as of May 31, 2019 is \$7,490,000.

For additional information, see “*Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*”.

Principal Purposes of Funds

The funds available to the Resulting Issuer are expected to be used, principally, as follows:

Principal Use of Funds	
General and Administrative	\$1,585,000
Sales and Marketing	\$2,536,000
Research and Development	\$2,219,000
Unallocated funds	\$1,000,000
TOTAL	\$7,340,000

Notes:

- (1) The table sets forth the principal purposes for which the estimated funds available to the Resulting Issuer upon completion of the Acquisition will be used for the next 18 months. While management currently intends to use the available funds as set forth in this Filing Statement, the Resulting Issuer may reallocate available funds for sound business reasons from time to time.
- (2) Except payments of \$831,155 to Amit Bohensky the Chairman of the Resulting Issuer (part of General and Administrative costs), and \$605,908 to Develop Soft Ltd. a Bulgarian software company controlled by Amit Bohensky (part of Research and development costs), No payments intend to be paid to related parties.

Conflicts of Interest

Some of the individuals proposed for appointment as directors or officers of the Resulting Issuer upon the closing of the Business Combination are also directors, officers and/or Promoters of other reporting and non-reporting issuers. To the knowledge of the directors and officers of DataMiners and Zoomd, there are no existing conflicts of interest between the Resulting Issuer and any of the individuals proposed for appointment as directors or officers upon completion of the Business Combination, as of the date of this Filing Statement.

Interests of Experts

No Person, whose profession or business gives authority to a statement made by the Person and who is named as having prepared or certified a part of this Filing Statement or as having prepared or certified a report or valuation described or included in this Filing Statement, holds any beneficial interest, directly or indirectly, in any property of DataMiners, Zoomd or the Resulting Issuer or of an Associate or Affiliate of DataMiners, Zoomd or the Resulting Issuer.

Summary of Risk Factors

AN INVESTMENT IN SECURITIES OF DATAMINERS AND, FOLLOWING THE COMPLETION OF THE BUSINESS COMBINATION, THE RESULTING ISSUER, IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK AND SHOULD ONLY BE MADE BY INVESTORS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT.

There are risks inherent with completion of the proposed Qualifying Transaction and the business of the Resulting Issuer including risks related to cash flow and liquidity, the ongoing need for financing, a volatile stock price, DataMiners' inability to complete the proposed Qualifying Transaction, Zoomd's inability to source sufficient funds to meet its development objectives, risks related to the enforceability and the protection afforded by any patents or other intellectual property rights, risks related to regulators' delays, risks related to integrating DataMiners and Zoomd, fluctuations of key indicators such as exchange rates, and competition of key personnel. See "*Information Concerning the Resulting Issuer - Risk Factors*".

PART I - INFORMATION CONCERNING DATAMINERS

Corporate Structure

Name and Incorporation

DataMiners was incorporated under the name “DataMiners Capital Corp.” pursuant to the ABCA on October 1, 2013. On May 19, 2017, DataMiners was continued pursuant to the BCBCA.

DataMiners’ registered and head office is located at Suite 1430, 800 West Pender Street, Vancouver, British Columbia, V6L 1X8.

General Development of the Business

History

DataMiners is a CPC pursuant to the policies of the Exchange. The principal business of DataMiners has been to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction whereby it acquires Significant Assets other than cash, by way of purchase, merger or arrangement with another company or by other means and, once identified and evaluated, to negotiate an acquisition or participation subject to acceptance for filing by the Exchange. DataMiners does not have business operations or assets other than cash, cash equivalents and deferred share issuance costs.

On October 1, 2013 and January 14, 2014, DataMiners issued 2,000,000 and 100,000 DataMiners Shares, respectively, at a price of \$0.05 per share for gross proceeds of \$105,000. All 2,100,000 DataMiners Shares were placed in escrow in accordance with the policies of the Exchange and the CPC Escrow Agreement. On May 29, 2014, DataMiners completed the DataMiners IPO pursuant to which 3,000,000 DataMiners Shares were issued at a price of \$0.10 per share for gross proceeds of \$300,000 and the DataMiners Shares were listed and posted for trading on the Exchange under the symbol “DMC.P”. DataMiners is a reporting issuer in the Provinces of British Columbia and Alberta.

On February 24, 2017, 2,500,000 DataMiners Shares were issued at a price of \$0.025 per share for gross proceeds of \$62,500. On April 4, 2017, DataMiners transferred its listing from the Exchange to the NEX because it had not yet completed a Qualifying Transaction within the time frame set forth in Policy 2.4. DataMiners began trading under the symbol “DMC.H”. In connection with DataMiners’ transfer to NEX, on March 25, 2017, 1,050,000 DataMiners Shares held by Non-Arm’s Length Parties of DataMiners and subject to the escrow requirements of the Exchange were cancelled and returned to treasury.

On August 14, 2017, the DataMiners Shares were consolidated on a one new DataMiners Share for each five old DataMiners Shares resulting in 6,550,000 DataMiners Shares issued and outstanding on such date being consolidated into 1,310,000 DataMiners Shares. The DataMiners Shares will be further consolidated on a one for 2.5 basis, resulting in an aggregate of 524,000 DataMiners Shares following completion of the Consolidation but prior to the close of the Business Combination.

On September 26, 2018, DataMiners announced the Letter of Intent and on May 28, 2019, signed the Business Combination Agreement.

DataMiners currently has no written or oral agreements in principle for the acquisition of an asset or business other than the Letter of Intent and the Business Combination Agreement.

Selected Consolidated Financial Information and Management’s Discussion and Analysis

Information from Inception

A summary of selected financial information for the year ended October 31, 2018 and for the year ended October 31, 2017, is as follows:

	Year ended October 31, 2018	Year ended October 31, 2017
Total Expenses	CDN\$66,517	CDN\$80,455
Amounts deferred in connection with the Business Combination	\$Nil	\$Nil

For the years ended October 31, 2018, 2017 and 2016, DataMiners reported no discontinued operations and declared no cash dividends.

A copy of the financial statements of DataMiners for the years ended October 31, 2018, 2017 and 2016 and are included in Appendix B to this Filing Statement.

Management’s Discussion and Analysis

DataMiners’ MD&A for the year ended October 31, 2018 is included in Appendix C to this Filing Statement.

Description of Securities

Common Shares

DataMiners is authorized to issue an unlimited number of common shares without par value (previously defined as the “**DataMiners Shares**”). As at the date hereof, 1,310,000 DataMiners Shares are issued and outstanding.

Each DataMiners Share ranks equally with all other common shares with respect to distribution of assets upon dissolution, liquidation or winding-up of DataMiners and payment of dividends. The holders of DataMiners Shares are entitled to one vote for each share on all matters to be voted on by such holders and are entitled to receive pro rata such dividends as may be declared by the directors of DataMiners. The holders of DataMiners Shares have no pre-emptive or conversion rights. The rights attaching to the DataMiners Shares can only be modified by the affirmative vote of at least two-thirds of the votes cast at a meeting of shareholders called for that purpose.

Stock Option Plan and Options Granted

Pursuant to Exchange Policy 4.4 all listed companies are required to adopt a stock option plan prior to granting incentive stock options. Accordingly, in December 2011 DataMiners adopted a stock option plan (previously defined as the “**DataMiners Option Plan**”) reserving, for the issuance pursuant to incentive stock options, that number of DataMiners Shares as is equal to 10% of the issued DataMiners Shares outstanding from time to time (calculated at the time of any particular grant).

The DataMiners Option Plan provides that the terms of the options and the option price may be fixed by DataMiners’ board of directors subject to the price restrictions and other requirements of the Exchange. The DataMiners Option Plan also provides that no option may be granted to any person except upon the recommendation of the board of directors, and only directors, officers, employees, consultants and other key personnel of DataMiners or any subsidiary may receive options. Options granted under the DataMiners

Option Plan may not be exercisable for a period longer than five years and the exercise price must be paid in full upon exercise of the option.

The DataMiners Option Plan is subject to the additional following restrictions:

- (a) DataMiners shall not grant options to any one person in any 12 month period which could, when exercised, result in the issuance of common shares exceeding 5% of the issued and outstanding DataMiners Shares;
- (b) DataMiners shall not grant options to any one consultant in any 12 month period which could, when exercised, result in the issuance of common shares exceeding 2% of the issued and outstanding DataMiners Shares;
- (c) DataMiners shall not grant options in any 12 month period, to persons employed or engaged by DataMiners to perform investor relations activities which could, when exercised, result in the issuance of common shares exceeding, in the aggregate, 2% of the issued and outstanding DataMiners Shares;
- (d) if any option expires or otherwise terminates for any reason without having been exercised in full, the number of DataMiners Shares in respect of which the option expired or terminated shall again be available for the purposes of the DataMiners Option Plan;
- (e) if an option holder dies, any vested option held by him or her at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option;
- (f) if an option holder ceases to be a director, officer or employed by or provide services to DataMiners, other than by reason of death, the options granted will expire on the 90th day following the date the option holder ceases to be affiliated with DataMiners, subject to any regulatory requirements;
- (g) all options granted to consultants performing investor relations activities will vest in stages over 12 months with no more than one-quarter of the options vesting in any three month period; and
- (h) the board of directors reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the DataMiners Option Plan with respect to all DataMiners Shares under the DataMiners Option Plan in respect of options which have not yet been granted under the DataMiners Option Plan, subject to regulatory approval.

A four month hold period (commencing on the date the stock options are granted) is required for options granted to insiders of DataMiners or granted at any discount to the Market Price (as defined in Exchange Policy 1.1). Notice of options granted under the DataMiners Option Plan must be given to the Exchange at the end of each calendar month in which stock options are granted. Any amendments to the DataMiners Option Plan must also be approved by the Exchange and, if necessary, by the shareholders of DataMiners prior to becoming effective.

Notwithstanding the terms of the DataMiners Option Plan described above, Policy 2.4 imposes certain restrictions on incentive stock options during the period that DataMiners remains a CPC. Under the CPC Policy, DataMiners, while it remains a CPC, is limited to granting incentive stock options to only directors, officers and technical consultants of DataMiners and the maximum number of options that may be reserved for issuance or issued in any 12 month period is limited to 10% of the issued and outstanding DataMiners Shares as of the completion of the DataMiners IPO. In addition, while DataMiners is a CPC, it is prohibited

from granting incentive stock options to any Person providing investor relations activities, promotional or market making services. The exercise price per DataMiners Share under any incentive stock option granted by DataMiners while it is a CPC may not be less than the greater of \$0.10 and the Discounted Market Price (as defined under Exchange policies). Any DataMiners Share acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

As of the date hereof, there are no options to acquire DataMiners Shares are outstanding pursuant to the DataMiners Option Plan.

Prior Sales

Since the date of incorporation, DataMiners Shares have been issued as follows (prior to giving effect to the Consolidation):

Date of Issue	Number of DataMiners Shares	Aggregate Issuer Price	Issue Price Per DataMiners Shares	Nature of Consideration Received
October 1, 2013	2,000,000 ¹	\$100,000	\$0.05	Cash
January 13, 2014	100,000 ¹	\$5,000	\$0.05	Cash
May 29, 2014	3,000,000 ²	\$300,000	\$0.10	Cash
February 24, 2017	2,500,000 ²	\$62,500	\$0.025	Cash
Total	7,600,000	\$467,500		

Notes:

- (1) Purchased by Non-Arm's Length Parties to DataMiners.
- (2) Purchased by arm's length parties to DataMiners.
- (3) In connection with DataMiners' transfer to NEX, on March 25, 2017, 1,050,000 DataMiners Shares held by Non-Arm's Length Parties of DataMiners and subject to the escrow requirements of the Exchange were cancelled and returned to treasury. On August 14, 2017, the DataMiners Shares were consolidated on a one new DataMiners Share for each five old DataMiners Shares resulting in 6,550,000 DataMiners Shares issued and outstanding on such date being consolidated into 1,310,000 DataMiners Shares. The DataMiners Shares will be further consolidated on a one for 2.5 basis, resulting in an aggregate of 524,000 DataMiners Shares following completion of the Consolidation but prior to the close of the Business Combination.

Stock Exchange Price

The DataMiners Shares have been listed and posted for trading on the NEX since April 4, 2017 and prior to this were listed on the Exchange from May 29, 2014 to April 3, 2017. The following table sets out trading information for the DataMiners Shares for the periods indicated as reported by the Exchange.

Period	High	Low	Trading Volume
Month ended September 30, 2018	\$0.21	\$0.21	3,800
Month ended August 31, 2018	\$0.30	\$0.30	12,155
Quarter ended July 31, 2018	\$0.99	\$0.30	10,600
Quarter ended April 30, 2018	\$1.00	\$0.355	72,100
Quarter ended January 31, 2017	\$0.61	\$0.31	39,000
Quarter ended October 31, 2017	\$0.255	\$0.25	9,400
Quarter ended July 31, 2017	\$0.225	\$0.20	6,000

Quarter ended April 30, 2017	\$0.10	\$0.10	2,000
Quarter ended January 31, 2017	\$0.15	\$0.15	Nil

Note:

- (1) The DataMiners Shares were halted from trading on September 19, 2018 following the announcement of the Letter of Intent.
- (2) The DataMiners Shares were consolidated on a one new DataMiners Share for each five old DataMiners Shares on August 14, 2017.

Non-Arm's Length Qualifying Transaction

The Business Combination is not a Non-Arm's Length Qualifying Transaction under the policies of the Exchange, is not a Related Party Transaction and is not subject to Policy 5.9 of the Exchange.

Legal Proceedings

There are no legal proceedings to which DataMiners is, or has been, a party or of which any of its property is, or has been, the subject matter. Additionally, to the reasonable knowledge of the management of DataMiners, there are no such proceedings contemplated.

Auditor, Transfer Agent and Registrar

Auditor

The auditors of DataMiners are BDO Canada LLP, Chartered Professional Accountants, with its office address at 620, 903-8th Avenue SW, Calgary, Alberta, T2P 0P7.

Transfer Agent and Registrar

DataMiners' transfer agent and registrar is TSX Trust, at its Vancouver office located at 650 West Georgia Street, Suite 2700, Vancouver, British Columbia, V6B 4N9.

Material Contracts

DataMiners has not entered into any material contracts, except in the ordinary course, other than:

- (a) CPC Escrow Agreement (see "*Information Concerning the Resulting Issuer - Escrowed Securities*");
- (b) Agency agreement dated the 29th day of January, 2014, between DataMiners and Wolverton Securities Ltd. in connection with the DataMiners IPO;
- (c) Transfer Agency and Registrar Agreement dated the June 30, 2017, between DataMiners and TSX Trust;
- (d) Letter of Intent; and
- (e) Business Combination Agreement.

A copy of the foregoing agreements will be available for inspection at the offices of DataMiners, at any time during ordinary business hours until the completion of the Business Combination and for a period of 30 days thereafter.

PART II - INFORMATION CONCERNING ZOOMD

Corporate Structure

Name and Incorporation

Zoomd was incorporated under the laws of the State of Israel on November 29, 2012 under the name “Zoomd Ltd.”. Zoomd is not a reporting issuer in any jurisdiction, and the Zoomd Shares are not listed or posted for trading on any stock exchange.

Zoomd has its registered and head office located at Akerstein A Building, hamenofim 9 hertzelyia pituah, Israel.

Zoomd Ltd. is incorporated under the laws of the State of Israel. The articles of Zoomd were amended and restated upon the closing of the merger between Zoomd and Datomo Ltd. which was based on the September 30, 2017 accounts of both companies and completed in November 2017.

Intercorporate Relationships

Zoomd is the sole shareholder of all the share capital of Moblin Asia PTE. Ltd., a private company incorporated under the laws of Singapore.

General Development of the Business

History

On February 25, 2015, Zoomd purchased all the substantial assets of SphereUp Ltd., a private company incorporated under the laws of the State of Israel in exchange for newly issued shares of Zoomd. The assets that were acquired include products, technology and know-how, documentation, backlog, product roadmaps, relationships with service providers, materials solutions, tools and infrastructure, and leads and opportunities. The business purpose of the acquisition was in order to enhance the business offering of Zoomd and to acquire certain software features which were synergistic to the activity of Zoomd at the time.

On November 22, 2017 (with an effective date of September 30, 2017), Datomo Ltd. (“**Datomo**”), a private company incorporated under the laws of the State of Israel, was merged with and into Zoomd in accordance with the provisions of Sections 314-327 of the Companies Law, following which Datomo ceased to exist and Zoomd was the surviving entity.

Following the merger with Datomo, Zoomd’s revenues increased. Zoomd’s main revenue generator product is its user acquisition platform. In addition, Zoomd operates an on-site search engine that is used by publishers.

Zoomd provides its customers with the following platforms:

- For advertisers - mobile app user acquisition and engagements, included automated media buying based on rules, guidelines, fraud detection, cap and key performance indicators.
- For publishers - SaaS (Software as a Service) based Search Engine for publisher’s sites, based on a shared revenue model. Zoomd created new ‘real-estate’ on the publisher’s website and monetize it, splitting the income with the publishers 60%-40%.

The search engine development by Zoomd which directs publishers is fully developed, most of Zoomd's efforts are focused on data collection development methods and engine improvements, considering monetization benefits and additional features. Zoomd's product for advertisers is also completed, in a production mode and is currently in an improvement and upgrading stage, with additional functionality being added monthly.

Zoomd has one subsidiary, Moblin Asia PTE. Ltd., a company incorporated under the laws of Singapore, which serves as Zoomd's marketing arm and agent in South East Asia and Gulf Arab countries.

Significant Acquisitions and Dispositions

On November 22, 2017 (with an effective date of September 30, 2017), Datomo was merged with and into Zoomd in accordance with the provisions of Sections 314-327 of the Companies Law 5759-1999 of the State of Israel, following which, Datomo ceased to exist and Zoomd was the surviving entity.

In consideration for the merger, Datomo's shareholders received from Zoomd a total consideration of 2,736,527 common shares of Zoomd (of which, 136,826 were granted by way of Zoomd Options to Datomo veteran/senior employees who continued their employment with Zoomd), representing 33.33% of Zoomd's share capital, on a fully diluted basis, following the merger. The price per share under the Datomo merger was set on US\$3.65, reflecting a post-merger valuation of Zoomd of US\$30,000,000.

Following such merger, the following Datomo directors and officers joined Zoomd: Ofer Eitan (CEO), Amnon Argaman (Director), Omri Argaman (CMO), Niv Sharoni (CTO), Yair Yaskerovitch (VP Media).

Narrative Description of the Business

General

Zoomd's business is the monetization of on-site search and distribute mobile apps. Zoomd Publisher's business has a specific focus on leveraging on-site search data to increase online advertising and monetization results. Zoomd Advertiser's business has a specific focus on mobile apps user acquisition. Zoomd has built a key performance indicator based algorithm that enables intelligent media buying for online advertising in a manner that improves accuracy of consumer targeting. Zoomd provides advertisers the ability to buy media and place ads while understanding better the needs of their target audience in almost every existing inventory on the globe via a smart media buying platform that connected to more than 650 mobile networks and digital signal processors, placing the right price at the right inventory for achieving the customer's key performance indicators. The ability is to provide such a tool to a "mobile first" companies that always look for new inventory outside Google and Facebook; Zoomd delivers a platform for quality user acquisition in full scale in all regions.

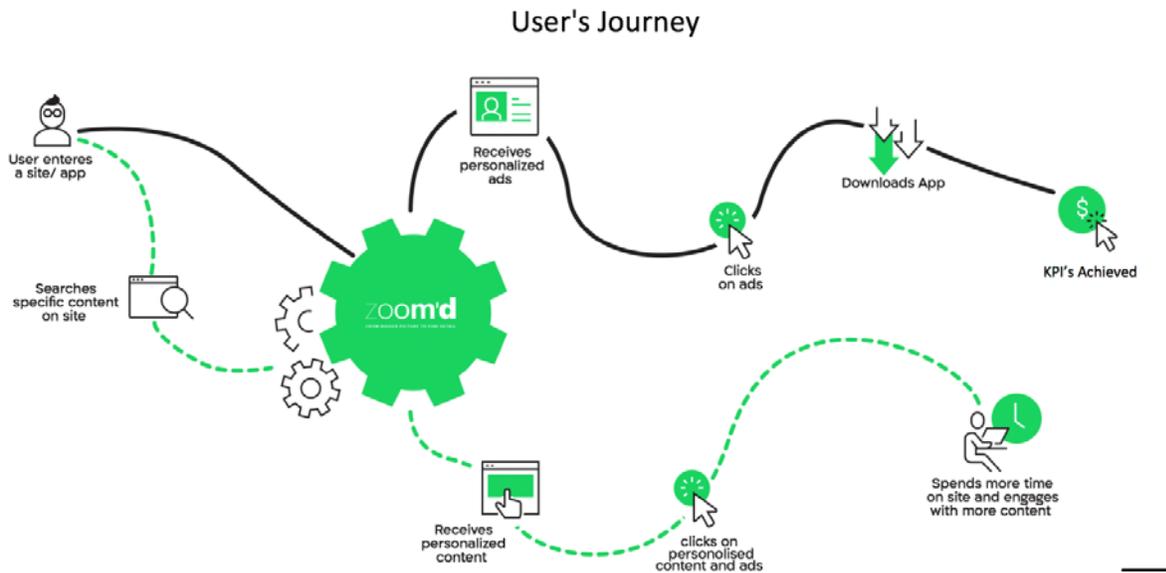
Zoomd's product was commercially launched with global customers and was granted a patent on its technology (US9058614 B2 System and method for dynamically clustering data items) with an additional submitted patent for NLP Algorithms (US62/110,937).

The Zoomd's search product operates as an underlying technology working in tandem with internet and mobile sites. The product is essentially software engines closely monitoring user behavior while they are interacting with the website content thus gathering significant information on user preferences and needs. An NLP engine (natural language processing) is analyzing user search text and patterns and turns the analysis of users' online behavior data to applicable insights interpreting users' intent and preference and in turn enabling to serve the user with significantly higher quality of relevant online content. This contextual personalization of content creates higher rates of engagement, i.e. longer stay time on site and higher interaction levels with sites' various content areas which recursively feed more information into the Zoomd

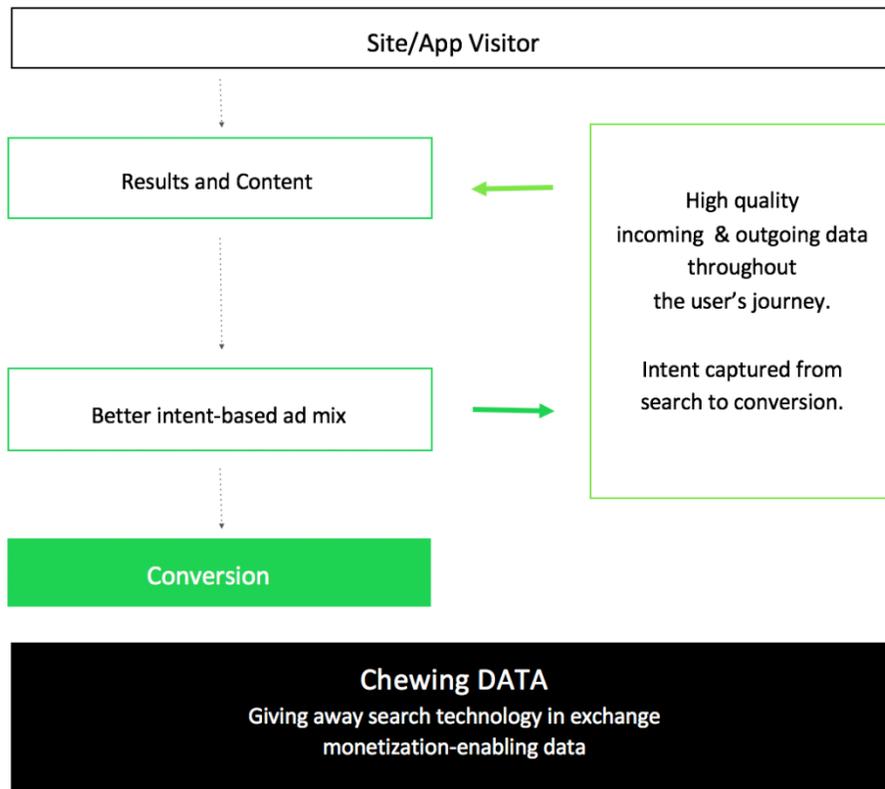
analysis engines thus creating even further and deeper contextual understanding of the users and their interests.

Based on privacy methodology, General Data Protection Regulations compliance and approved within the site's ads.txt, this captured intent information serves as a qualifier for much better targeted advertising mix and enable performance to scale.

The charts below demonstrate the customer journey through the system and its operation for adaptation of content and other advertising, for the purpose of higher context based monetization and user acquisition based on online advertising.



The resulting value proposition is higher conversion rates of advertising to purchases or usage (or other key performance indicators given) of online applications mainly for User Acquisitions.



Zoomd’s business ecosystem is comprised of Publishers and Advertisers. Site owners (Publishers) use Zoomd technology for increased engagement and monetization of their site content while Advertisers utilize engagement and related contextual user preferences data get serving better content and advertising targeted. Advertisers use the platforms and data abilities to promote their digital assets in the most efficient way regardless to Google and Facebook “red-ocean” inventory.

Zoomd operates in collaboration with hundreds of Publishers and global advertisers. Zoomd has continuously recruited top global brands as clients over the years with the increased success of its technology in superior monetization of on-site search compared to other alternatives.

Examples of Zoomd Advertisers:

- 888
- Bwin
- Wowcher
- ComScore
- SHEIN
- Mumzworld
- Poker Stars

Examples of Zoomd Publishers:

- FOX
- MIDTC
- The Phoblographer
- Minute Media
- Monetizd

Zoomd demonstrates increased conversion performance across all relevant key performance indicators.

Principal Products or Services

1. Zoomd for advertisers
 - a. Direct tier 1 advertisers – reaching them through direct sales, advertising, content, conferences
 - b. Tier 1 Media agencies – Media household that hold advertisers digital or complete advertising budget. Companies that are in charge of the digital media planning. These Media household budgets of tier 1 advertisers and with variety of subsidiaries.
 - c. Performance Agencies – agencies that hold the performance and acquisition budgets of advertisers. These agencies simplify the work on their side by working with Zoomd.
2. Zoomd for publishers
 - a. Direct publishers – publishers that are seeking for a site search solution
 - b. Development and software households – companies that develop sites and portals for their customers. Having these companies use Zoomd for publishers as a default search solution include partner’s rebate program.
 - c. Site building platform – platforms such as WordPress, Wix. Zoomd for publishers also uses as an ‘add-on’ for these platforms.

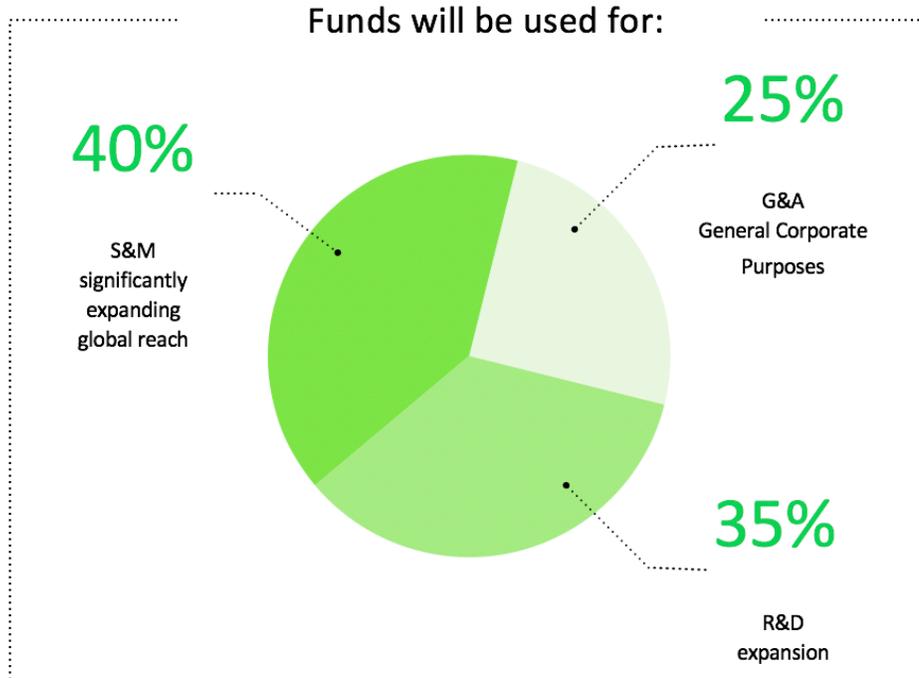
The category are divided herein considering two main activities: user acquisition and video & monetization:

	Q1-2019 Sales (USD)	Q1-2018 Sales (USD)
User Acquisition (key performance indicators)	5,950,000	5,105,000
Video & Monetization	949,000	181,000
Total Sales	6,899,000	5,286,000

All our products are at commercial stage, developments and improvements on-the-go are always necessary; other breakthrough features are within the roadmap.

Zoomd’s technology is fully developed and in commercial stage deployments worldwide for the past two years. Further development focusing on AI, Unified cookie, retargeting algorithms and others will happen in the coming quarters. The main use of proceeds is global expansion while continuously improving and optimizing the core technology. M&A targets are primarily commercial aimed at increasing by leaps Zoomd distribution channels, volume of clientele and Publishers / Advertisers reach.

The proceeds will be used to finance the ongoing operations of the merged entities. The general breakdown is as follows:



* Note: the above graph does not include the unallocated amount of US\$1,000,000.

No additional steps are required. Zoomd is well into the commercial stage and has all it needs for cultivating business growth. The main use of proceeds is global expansion and product improvement.

Operations

All of Zoomd's services are provided online via a SaaS method (Software as a Service). Publishers connect to Zoomd online and go via an automated onboarding process where advertisers download and install Zoomd API providing them with all necessary search key performance indicators and insights without lengthy integration procedures. Same as for advertiser's activity, for promoting mobile application and other digital assets, all operation from that point is fully automated and performed seamlessly by the Zoomd platform and data performing. Based on Zoomd's experience, larger clients like to have an account manager and Zoomd provides such clients with a personal touch for onboarding and ongoing activities. On June 1, 2019 Zoomd will move to a new office. Zoomd leases its new office space of 774 square meters at Akerstein A Building, hamenofim 9 hertzelyia pituah, Israel. The monthly payment for such office space is approximately US\$38,000 (including local taxes and utilities (water and electricity bills, cleaning and maintenance services, telephone and Internet services, fully equipped kitchen on a daily basis)). The new lease agreement will end on April 30, 2022 with an option to extend the lease period for one more year under the same terms.

Most of producing/development activity of Zoomd's products is done by Zoomd and the remainder is done by subcontractors hired by Zoomd. Zoomd has all required skill and knowledge in order to operate its business (the use of subcontractors is only for speeding up the processes).

Zoomd's software, know-how and expertise are a crucial and material part of its properties and assets. the patents and trademarks support such properties and assets and compliment the business offering of Zoomd.

Zoomd's business is based on cloud technologies on which Zoomd has spent in the last year approximately \$1,000,000 on its infrastructure and IT services.

Zoomd's business is not influenced by any seasonal or cyclical events.

The number of employees as of March 31, 2019 was a total of 42 employees.

Some of Zoomd's vehicles are leased for a long period of three years. In respect of the lease, Zoomd transferred to the leasing companies a cumulative deposit of US\$6,000, as of Zoomd's latest financial reports. Zoomd expects an increase in vehicle rental costs for a long term.

Market

Zoomd operates globally with customers on all continents such as Europe, Asia and North America. In specific, Zoomd operates substantially in the following countries: United States, Brazil, Mexico, India, Singapore, South Korea, Indonesia, Vietnam, Philippines, China and Japan.

Market acceptance for Zoomd is global by top brands. Zoomd experienced growth in client acceptance over the past two years. Zoomd operates in collaboration with hundreds of Publishers and global advertisers and has experienced adoption rates of its on-site search and app distribution technology by major companies worldwide with clear month on month increase in onsite searches, user engagements and user acquisitions represented by mobile applications downloads.

Zoomd's advantage is measured empirically via conversion key performance indicators. The success to date has been as a result of its technology which is a source of competitive advantage. Advantage is planned to be maintained by constantly improving and optimizing its core technology. To ensure an ongoing competitive edge, Zoomd will invest around 35% of net proceeds in research and development and intends to combine machine learning, artificial intelligence and natural language processing activities.

Current trends in Zoomd's industry are as follows: (i) frauds using bots etc., and (ii) dealing more intensively with concerns regarding end user's privacy and GDPR regulations.

Marketing Plans and Strategies

1. Zoomd for advertisers - Positioned as a solution for advertisers based on data insights, with fraud detection abilities. A solution that combines hundreds of sources in to one dashboard, both media and analytics dashboard, and for publishers able to deliver on-site searches insights. Advertiser's product cuts resources by having the campaigns managers working on one system instead of multiple solutions.

It is a solution for transparency of sources and media costs. With a specific advantage while targeting mobile app user acquisition and engagement. It's positioned as a wide solution since it's connected to hundreds of traffic sources and offers the a wide global reach.

2. Zoomd for publishers (onsite search) – Positioned as a free search solution for sites, involving revenue share model. Presenting technology for offering search results for any search quarry based on contextual text scanning.
 - a. Zoomd for publishers increases session length to publishers + engagement levels.
 - b. Zoomd for publishers generates more revenues, a revenue share solution.

The combined Zoomd product (advertisers + publishers) offer an added value proposition that, to Zoomd's, knowledge, is not offered by other companies. Combing onsite search data (Zoomd for publishers) with user acquisition data (Zoomd for advertisers).

Marketing plan is focused on two sections, the product is one. Zoomd for publishers, and Zoomd for advertisers. Zoomd is not a network or DSP, Zoomd uses data; Zoomd's publisher's recruitment main course is to achieve data insights. For advertisers, Zoomd gives a platform to buy their media for user acquisition on a performance-based business model. At the moment CPI (cost per install) is the leader, however, the business model based on subscription fee is something that will be offered as the transparency momentum rise. The marketing is aligned with Zoomd's abilities to support self-served platform based on subscription fee, focusing customer's experience.

Zoomd's marketing budget invested on different channels & target audiences, based on Gantt, production timeline and targets, high level here:

1. Advertising • Paid social • Paid search • Display & Video • Content • LinkedIn.
2. Online • SEO • Website development & design • Newsletter.
3. Content • Blog • Brochures • Whitepapers • Infographics • Videos and wiki for operating Zoomd on Self-Serve mode; Publishers & Advertiser • Design & Production, including outsourcing.
4. Events • Customer events • Tradeshows & Conferences • Business travels • Design & Materials.
5. Public Relations • Press releases • Sponsorship.
6. Market Research.
7. External Distribution agents • Distribution channel and resellers • Lead / commission generation.

Zoomd has numerous customers of which some are automated. As such, Zoomd's pricing policy is automatic, based on market prices and company policies relating to minimum gross margins.

Competitive Conditions

Many companies operate in Zoomd's ecosystem, none of them is using the onsite search inventory and data for monetization (Publishers), plus all DSP's and mobile ad network's data insights, including pricing, for smart media buying based on set of rules and key performance indicators (Advertisers). For analyzing the competitive landscape Zoomd defines two parts of competitors, for onsite search, and for mobile user acquisition analytic and media buying platforms:

Examples of Zoomd Competitors:

Singular	Criteo	Focuus	Target Circle	IronSource	Taptica
Datorama					

Zoomd's product provides for the requested results of the customers compared with the competing products which are typically limited by inventory and ability to scale whilst achieving the customers KPI's. Zoomd has the ability to distribute digital assets via hundreds of traffic sources, which compete with the individual traffic source.

Potential sources of significant new competition: There are two main segments: (1) on-site search – there are a couple of challenges – release of Google related products which provide for thin version of Zoomd's

on-site search agent (GSS), and open-source platform that will be released to the market free of charge, and (2) MMP (Mobile Measurement Partner) platforms that will sell the media by themselves.

Future Developments

R&D New Main Component 2019-2020		
		USD in thousands
Improving self service capabilities (Advertiser, Agency, Publisher)	Add missing functionality to make the skipper fully self-service	\$1,000
New RBE (Rule based Engine) infrastructure for Improved Fraud detection and create sophisticated business rules	Adding RBE to skipper infrastructure - require replacing several server components to make it relevant to our flow with	\$1,200
Automatic campaigns management using AI	Add automatic capabilities and real-time campaigns management	\$1,000
Improve infrastructure to process over 1B events per day	Optimize services and architecture with cost and performance in mind	\$1,000
Total		\$4,200

Proprietary Protection

Zoomd has acquired patents from SphereUp as part of the assets purchase agreement in 2015. Copyright protection is ascribed by regular laws. Zoomd has also filed for trademark protection over its brand “Moblin”.

Patents

Patent/ Publication No.	Issue/ Publication Date	Patent Application Number	Application Date	Expiration Date	Assignee	Title	Status
9,058,614	June 16, 2015	13/476,459	May 21, 2012	May 21, 2032	Zoomd Ltd.	SYSTEM AND METHOD FOR DYNAMICALLY CLUSTERING DATA ITEMS	Patent
10,095,769	October 9, 2018	14/737,721	June 12, 2015	May 21, 2032	Zoomd Ltd.	SYSTEM AND METHOD FOR DYNAMICALLY CLUSTERING DATA ITEMS	Patent

Mark/Name/AN/RN	Status/Key Dates	Full Goods/Services	Owner Information
MOBLIN and Design  RN: 4040192 SN: 77945562	Registered 8 & 15 June 28, 2017 Filed: February 26, 2010 Registered: October 18, 2011 Expiration Date: October 18, 2021	(Int'l Class: 09) computer software and [hardware] for translating, transferring, transmitting, broadcasting or retrieving contents in the form of texts, images, pictures, audio or video between either websites, internet, databases, digital resources, computer networks or satellite networks, and cellular networks, devices and systems (Int'l Class: 38) telecommunications and communication services, namely, transmission, broadcasting, and communication of data in the form of texts, images, pictures, audio or video between either websites, internet, databases, digital transmission, computer networks or satellite networks, and cellular networks; [electronic mail services; mobile telephone communication services;] consulting relating to the above-mentioned services.	Datomo Ltd. (Israel Corp.) 16 Aba Even St. Herzeliya 4672534 Israel
MOBLIN and Design  RN: 008911687 AN: 008911687	European Union Registered Last Status Received: Registered March 1, 2011 Filed: February 25, 2010 Registered: February 25, 2011 Expiration Date: February 25, 2020	(Int'l Class: 09) Computer software and hardware for translating, transferring, transmitting, broadcasting or retrieving contents in the form of texts, images, pictures, audio or video between either websites, internet, databases, digital resources, computer networks or satellite networks and cellular networks, devices and systems. (Int'l Class: 38) Telecommunication and communication services relating to the translating, transferring, transmitting, broadcasting or retrieving contents in the form of texts, images, pictures, audio or video between either websites, internet, databases, digital resources, computer networks or satellite networks and cellular networks, devices and systems; electronic mail services, mobile telephone communication services, consulting relating to the above-mentioned services.	Datomo Ltd. (Israel Corp.) 16 Aba Even St. Herzeliya 4672534 Israel
MOBLIN and Design  AN: 223307	Israel Registered Last Status Received: Registered Filed: August 30, 2009 Registered: May 17, 2011 Expiration Date: August 30, 2019	(Int'l Class: 38) Telecommunication and communication services relating to the transferring, transmitting or broadcasting contents in the form of texts, images, pictures, audio or video between either websites, internet, databases, digital resources, computer networks or satellite networks and cellular networks, devices and systems; electronic mail services, mobile telephone communication services, consulting relating to the above-mentioned services, all included in class 38.	DATOMO LTD. Herzeliya, Israel, Israel
moblin and Design  AN: 223305	Israel Registered Last Status Received: Registered Filed: August 30, 2009 Registered: May 17, 2011 Expiration Date: August 30, 2019	(Int'l Class: 09) Computer software and hardware for translating, transferring, transmitting, broadcasting or retrieving contents in the form of texts, images, pictures, audio or video between either websites, internet, databases, digital resources, computer networks or satellite networks and cellular networks, devices and systems; all included in class 9.	DATOMO LTD. Herzeliya, Israel, Israel

	ended December 2018	ended September 2018	ended June 2018	ended March 2018	ended December 2017	ended September 2017	ended June 2017	ended March 2017
Total revenues	7,542,000	8,717,000	7,104,000	5,286,000	4,512,000	142,000	30,000	54,000
Profit (Loss) from continuing operations	(2,061,000)	396,000	283,000	(150,000)	(456,000)	(707,000)	(715,000)	(729,000)
Net Profit (loss)	(2,449,000)	383,000	(125,000)	(147,000)	(376,000)	(2,197,000)	(1,494,000)	(1,354,000)

Management's Discussion and Analysis

Zoomd's MD&A for the financial year ended December 31, 2018 and the three months ended March 31, 2019 are included in Appendix E and are based on Zoomd's financial statements prepared in accordance with IFRS and should be read in conjunction with the audited and unaudited, respectively, financial statements and notes thereon of Zoomd for the respective periods.

Trends

Zoomd is not currently aware of any trends, events or uncertainty, that reasonably can be expected to have a material adverse effect on Zoomd's business, financial condition, or results of operations other than as described in this Filing Statement and, in particular, under the heading "Risk Factors".

Description of Securities

Zoomd Ordinary Shares

The authorized share capital of Zoomd consists of 130,000,000 Zoomd Shares, of which approximately 79,728,166 (after giving effect to the Zoomd Share Split) will be issued and outstanding. There are no issued and outstanding convertible securities of Zoomd other than: (i) the Zoomd Subscription Receipts; (ii) the Zoomd Warrants; (iii) the Zoomd Broker Warrants; and (iv) the Zoomd Options. The securities of Zoomd cannot be transferred, except in accordance with Zoomd's articles of association, and applicable securities laws.

The holders of the Zoomd Shares are entitled to receive notice of and to attend all meetings of the shareholders of Zoomd and shall have one vote for each Zoomd Share held, at all meetings of the shareholders of Zoomd. The holders of Zoomd Shares are entitled to (a) receive any dividends as and when declared by the board of directors, out of the assets of Zoomd properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and (b) receive the remaining property of Zoomd (after payment of all outstanding debts) in the event of any liquidation, dissolution, winding-up or any other distribution of assets of Zoomd.

Zoomd Warrants

As of the date of this Filing Statement, there are 2,824,749 (following the Zoomd Share Split) Zoomd Warrants issued and outstanding, not including the Zoomd Broker Warrants. Each Zoomd Warrant issued by Zoomd is exercisable for the purchase of one Zoomd Share, at a price of CAD\$0.344 per share until the later of: (i) August 28, 2019, (ii) January to October 30, 2019 (varies between the Warrants holders); or

the occurrence of an M&A Transaction (as defined in the 2017 CLA). The Zoomd Warrants are subject to volume adjustments for subdivision, consolidation, reclassification, amalgamation, and other actions that may affect the Zoomd Shares.

Zoomd Broker Warrants

The Zoomd Broker Warrants will be issued in connection with the Zoomd Private Placement. A minimum of 546,000 Zoomd Broker Warrants will be issued in connection with the Zoomd Private Placement. Each Zoomd Broker Warrant, exercisable for one FinCo Share at the Issue Price per share, will be automatically exchanged for compensation options of the Resulting Issuer upon completion of the Business Combination and will be exercisable for one Resulting Issuer Share at the Issue Price for a period of 24 months from the completion of the Business Combination. The Zoomd Broker Warrants are subject to volume adjustments for subdivision, consolidation, reclassification, amalgamation, and other actions that may affect the FinCo Shares.

Zoomd Subscription Receipts

The material attributes and characteristics of the Zoomd Subscription Receipts is subject to, and qualified in its entirety by, the terms of the Subscription Receipt Agreement. See “*The Transaction – Zoomd Private Placement*”.

Consolidated Capitalization

On May 22, 2018, Zoomd has issued 5,970,069 (following the Zoomd Share Split) Zoomd Shares to the applicable lenders under that certain convertible loan agreement by and between such lenders and Zoomd dated September 11, 2017, as amended and restated on February 11, 2018 and further amended on June 5, 2018. Such issuance of Zoomd Shares is the result of the automatic conversion of the loan amount under such convertible loan agreement (\$2,255,000), on a conversion price of \$3.65 per share, due to the fact that Zoomd has reached the Maturity Date (May 22, 2019) without having an event triggering the conversion of the loan amount, all as detailed in the convertible loan agreement.

On January 28, 2018, Zoomd’s board of directors has resolved to increase Zoomd’s employee stock option pool under Zoomd’s 2013 employee stock option plan by an additional amount of 797,636 (prior to the Zoomd Share Split) shares (representing approximately 14.6% of Zoomd’s share capital on a fully diluted basis as of the date thereof).

During the period from January 1, 2018 to the date hereof, Zoomd has granted a total of 7,618,316 (following the Zoomd Share Split) options to employees, directors and service providers.

Under a current convertible loan agreement between Zoomd and certain lenders, as of December 31, 2018, the current outstanding balance under such convertible loan agreement is \$2,255. Zoomd, although allowed to drawdown an additional \$745, is not expected to do so as it expects that current results and the fundraising stipulated, will be sufficient for its expected needs. According to the convertible loan agreement, the convertible loans drawdown should be repaid or converted on May 5, 2019.

Prior Sales

No securities of Zoomd have been issued from treasury during the 12 month period preceding the date of this Filing Statement.

Stock Exchange Price

None of the securities of Zoomd are, or have been, posted for trading on any stock exchange.

Executive Compensation

Overview

The board of directors of Zoomd is responsible for setting the overall compensation strategy of Zoomd and evaluating and making determinations for the compensation of its directors and executive officers. The board of directors annually reviews and determines base salary, incentive compensation and long-term compensation for Zoomd directors and executive officers.

In determining the total compensation of any member of senior management, the directors of Zoomd consider all elements of compensation in total rather than one element in isolation. The directors of Zoomd also examine the competitive positioning of total compensation and the mix of fixed, incentive and share-based compensation.

It is the objective of Zoomd's compensation program to attract and retain highly qualified executives and to link incentive compensation to performance and shareholder value. It is the goal of the board of directors to endeavour to ensure that the compensation of executive officers is sufficiently competitive to achieve the objectives of the executive compensation program. The board of directors gives consideration to Zoomd's performance as well to the qualitative aspects of the individual's performance and achievements.

The salary of the executive officers of Zoomd is believed to be similar to salaries provided in comparable companies. Subject to the accomplishment of periodic goals set by Zoomd's management and Zoomd's board of directors' discretion, the executive officers of Zoomd are granted personal benefits and subjective bonuses.

Zoomd does not offer any group benefit plans, including medical, dental, life, accidental death and dismemberment and long term disability coverage.

Perquisites and Personal Benefits

While Zoomd reimburses its executive officers for expenses incurred in the course of performing their duties as executive officers of Zoomd, Zoomd has not provided any compensation that would be considered a perquisite or personal benefit to its executive officers.

Stock Options

The Zoomd Option Plan was approved by a resolution of the board of directors of Zoomd on December 2013 pursuant to which Zoomd was permitted to issue 162,000 Zoomd Shares (approximately 10% of the Zoomd Shares issued and outstanding on the date the Zoomd Option Plan was approved). Since then, Zoomd's board of directors has increased the amount of options available under the Zoomd Option Plan to a total of 12,555,976 (following the Zoomd Share Split). Up to the date hereof Zoomd has issued 11,768,170 (following the Zoomd Share Split) Zoomd Options to its directors, officers and employees, of which 3,321,087 (following the Zoomd Share Split) have been already exercised into Zoomd Ordinary Shares.

The Zoomd Option Plan is intended to provide an incentive to retain, in the employ of Zoomd, persons with training, experience, and ability, to attract new employees, directors, consultants, service providers and any other persons which Zoomd's board of directors shall consider valuable to the Zoomd, to encourage the sense of proprietorship of such persons, and to stimulate the active interest of such persons in the

development and financial success of Zoomd by providing them with opportunities to purchase shares in Zoomd, pursuant to the Zoomd Option Plan. The Zoomd Option Plan is administered by Zoomd's board of directors. Until the consummation of an IPO, the shares exercised from the options are voted by an irrevocable proxy assigned to the Chief Executive Officer of Zoomd.

Options granted to Israeli employees were in accordance with Section 102 of the Income Tax Ordinance, 1961 (the "**Tax Ordinance**"), under the capital gains option set forth in Section 102(b)(2) of the Tax Ordinance. The options are non-transferable.

The options' term is for a period of 10 years from the grant date. The options were granted for no consideration with an exercise price of NIS 0.01 (their nominal value) (with the exception of 181,777 Zoomd Options which have an exercise price of approximately \$0.41 per Zoomd Share). The options vest either immediately (rarely) or over vesting periods/schedules of up to four years (subject to the board of director's discretion), on a monthly/quarterly basis. As of December 31, 2018, no options to purchase Zoomd Shares were granted.

In connection with the Qualifying Transaction, the Resulting Issuer will adopt the Resulting Issuer Option Plan and will issue the Replacement Options to holders of the Zoomd Options, in exchange for all outstanding Zoomd Options. The rate of exchange of Replacement Options for Zoomd Options shall be the same as the rate of exchange of Resulting Issuer Shares for Zoomd Shares. Based on the number of Zoomd Options outstanding on the date of this Filing Statement, it is expected that there will be 8,447,083 Replacement Options issued in connection with the Qualifying Transaction.

Summary Compensation Table

The following table sets forth information concerning the total compensation paid to the Chief Executive Officer, Chief Financial Officer and its four highest paid executive officers of Zoomd (these individuals are referred to as the "**Named Executive Officers**") during the financial year ended December 31, 2018:

Name and principal position	Salary (\$)	Share-based awards (\$)	Option-based Awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
				Annual incentive plans (\$)	Long term incentive plans (\$)			
Ofer Eitan (CEO)	\$204,000	Nil	\$139,000	\$446,000	Nil	\$26,000	\$43,000	\$858,000
Vered Tilbor, CFO (at the time) ⁽¹⁾	\$93,000	Nil	\$131,000	\$15,000	Nil	\$12,000	\$21,000	\$272,000
Amit Bohensky (Chairman of the Board and Director)	\$211,000	Nil	\$139,000	\$234,000	Nil	Nil	\$13,000	\$597,000
Tsvika Adler, CFO	\$88,000	Nil	\$63,000	\$31,000	Nil	\$11,000	\$13,000	\$206,000
Niv Sharoni, CTO	\$172,000	Nil	\$55,000	\$234,000	Nil	\$23,000	\$31,000	\$515,000
Omri Argaman, CMO	\$176,000	Nil	\$55,000	\$415,000	Nil	\$23,000	\$27,000	\$696,000
Yair Yaskerovitch, VP Media	\$90,000	Nil	\$195,000	\$189,000	Nil	\$11,000	\$19,000	\$504,000

Notes:

- (1) Vered functioned as the CFO of Zoomd until May 31, 2018, and was replaced by Tsvika Adler on June 1, 2018.
- (2) the fair value of the options granted during 2017 equal the share price of \$4 as the exercise price was set to nil, hence no other parameter as discount rate, option life and others affected the grant date fair value.

Outstanding Equity Awards

The following table summarizes, for each of the Named Executive Officers, the number of shares of Zoomd Shares underlying outstanding stock options held as of December 31, 2018.

Name of Named Executive Officers	Number of Zoomd Options held as of December 31, 2018⁽¹⁾	Exercise Price
Ofer Eitan (CEO)	247,796 ⁽²⁾	NIS 0.01
Vered Tilbor, CFO (until May 31, 2018)	370,199	NIS 0.01
Tsvika Adler CFO (as of June 1, 2018)	283,138	NIS 0.01
Amit Bohensky (Chairman of the Board and Director)	247,796 ⁽²⁾	NIS 0.01
Niv Sharoni (CTO)	247,796	NIS 0.01
Omri Argaman (CMO)	247,796	NIS 0.01
Yair Yaskerovitch (VP Media)	568,760	NIS 0.01

Notes:

- (1) the number of Zoomd Options detailed herein are following giving effect to the Zoomd Share Split.
- (2) excluding the options each of Amit and Ofer hold in their capacity as Directors of Zoomd, as detailed below.

Pension Plan Benefits

Zoomd provides its employees with pension benefits in accordance with the applicable law in Israel.

Termination and Change of Control Benefits

As of the date hereof, Zoomd had not entered into any contract, agreement, plan or arrangement that provides for payments to an officer of Zoomd at, following or in connection with any termination (whether voluntary, involuntary or constructive, resignation, retirement, a change in control of Zoomd or a change in an officer of Zoomd's responsibilities, which stipulate that Zoomd shall, within 30 days of termination following a Change of Control, make a lump sum termination payment that is equivalent to 24 months' fees or salary, plus an amount that is equivalent to all cash bonuses paid in the 24 months prior to the Change of Control.

Compensation of Directors

As of December 31, 2018, the directors of Zoomd have not received any compensation in their capacity as directors of Zoomd.

However, on July 22, 2018, the directors of Zoomd were granted with the following compensation in their capacity as directors of Zoomd.

Name	Number of Zoomd Options Granted⁽¹⁾
Amit Bohensky (Chairman of the Board)	257,442
Ofer Eitan (CEO and Director)	257,442
Amnon Argaman (Director)	257,442
Quilink Investments LLC (owned equally by Alex Jurovitsky (Director) and Jacob Shochat)	943,954
Josef Mendelbaum (Director)	Nil

Note:

- (1) the number of Zoomd Options detailed herein are following the Zoomd Share Split.

Management Contracts

Amit Bohensky

On April, 2013 (as amended on February 10, 2015, January 28, 2018 and January 1, 2019) Zoomd entered into a consulting agreement with Amit Bohensky Consulting and Investments Ltd., an Israeli company controlled by Amit Bohensky, under which Mr. Bohensky is providing Zoomd with business management and development services. Mr. Bohensky's current gross monthly consulting fee is NIS 98,328. Mr. Bohensky is entitled to reimbursement for reasonable out-of-pocket expenses, including travel expenses, fuel and meals. Mr. Bohensky's consulting agreement includes an appendix containing standard confidentiality, non-compete, proprietary and invention assignment provisions.

Mr. Bohensky is also entitled to receive: (i) options exercisable into ordinary shares from time to time (to this date, in his capacity as a service provider of Zoomd, Mr. Bohensky was granted with options to purchase 257,442 (following the Zoomd Share Split) ordinary shares); (ii) a yearly bonus, as determined and approved by Zoomd's Board, subject to the achievement of yearly goals set by Zoomd's Board.

Mr. Bohensky's consulting agreement includes a provision regarding "termination fees" as follows: *"(i) Upon termination of the Consulting Agreement by the Consultant, for any reason at any time during the 18 months as of October 1, 2017 (the "Effective Date") or by the Company at any time following the Effective Date (not for just cause as defined in Section 6.3.1 above) or by the Consultant at any time following the Effective Date for just cause (as defined in Section 6.3.2 above), Company shall pay the Consultant an amount equal to the Consultant's service Fee as of immediately prior to the Effective Date, i.e. NIS 55,000, multiplied by the number of years (with partial years prorated) the Consultant provided the Services to the Company prior to the Effective Date (the "Termination Fee"); (ii) Upon termination of the Consulting Agreement by the Consultant, for any reason at any time during the 18 months as of the Effective Date, other than just cause as defined in Section 6.3.2. above, the Consultant shall not be entitled to the Termination Fee"*.

The term of Mr. Bohensky's consulting agreement is indefinite, unless earlier terminated for just cause by either party, or without cause by either party, subject to 90 days' advanced notice.

Ofer Eitan

On October 1, 2017 (as amended on January 1, 2019) Zoomd entered into an employment agreement with Ofer Eitan pursuant to which Mr. Eitan began serving as Zoomd's Chief Executive Officer (note that Mr. Eitan served as Datomo's Chief Executive Officer prior to the merger between Zoomd and Datomo). Mr. Eitan's current gross monthly salary is NIS 78,000. Zoomd is maintaining a managers insurance / pension fund according to Mr. Eitan's choice, in accordance with applicable laws. Mr. Eitan is entitled to: (i) a study fund, under which 7.5% of his gross monthly salary is allocated for the study fund; (ii) bonus fees, contingent upon performance and achievement of periodic goals set by Zoomd, all in accordance with Zoomd's bonus fees policy; and (iii) reimbursement for reasonable out-of-pocket expenses, including travel expenses and meals, and use of a company automobile and mobile phone. Mr. Eitan's employment agreement includes an appendix containing standard confidentiality, non-compete, proprietary and invention assignment provisions.

Mr. Eitan is also entitled to receive: (i) options exercisable into ordinary shares from time to time (to date, in his capacity as an employee of Zoomd, Mr. Eitan was granted with options to purchase 257,442 (following the Zoomd Share Split) ordinary shares); (ii) a yearly bonus, as determined and approved by Zoomd's Board, subject to the achievement of yearly goals set by Zoomd's Board.

Mr. Eitan's employment agreement includes a provision regarding "Past Severance Payment" as follows: *"In addition to the amounts accrued in the Pension Insurance on account of severance pay which shall be payable/released to the Employee upon any termination of employment for any reason, by Employee or the Company, in respect of the period the Employee was employed by Datomo Ltd. (prior to the Effective Date) (the "Datomo Employment Period"), the Company shall pay Employee:*

- (i) Upon termination of the employment by the Employee, for any reason at any time during the initial 18 months from the Effective Date, other than Good Reason (as defined below), the Company will pay to the Employee only those amounts accrued in a Pension Insurance by Datomo Ltd. (Section 14).*
- (ii) Upon termination of the employment, by the Employee for any reason at any time after the initial 18 months from the Effective Date or by the Company at any time following the Effective Date (not for Cause) or by the Employee at any time following the Effective Date for Good Reason, such payment shall be an amount equal to the Employee's monthly salary at Datomo Ltd. as of immediately prior to the execution of this Agreement, i.e. NIS 27,000, multiplied by the number of years (with partial years prorated) the Employee was employed by Datomo Ltd. prior to the execution of this Agreement, less any amounts released to the Employee from the Pension Insurance on account of severance pay in respect of the Datomo Employment Period.*

For purposes hereof: "Good Reason" means each of the following: (i) the Company commits a breach of this Agreement, that is not cured within 14 days of receipt of written notice from the Employee of such breach; (ii) any removal of the Employee from his Position or derogation from the Employee's duties or responsibilities; (iii) a reduction of or adverse change to the Employee's then effective compensation and/or benefits with the Company, without the Employee's prior written consent, provided that an across-the-board reduction in the salary made in the same proportion to all or substantially all other employees of the Company shall not constitute such a reduction or adverse change; or (iv) any significant change in the location of the place of employment of the Employee, without the Employee's prior written consent."

The term of Mr. Eitan's employment is indefinite, unless earlier terminated for just cause by either party, upon the death, disability or retirement age, or without cause by either party, subject to 90 days' advanced notice.

Tsvika Adler

On June 1, 2018 Zoomd entered into an employment agreement with Tsvika Adler pursuant to which Mr. Adler began serving as Zoomd's Chief Financial Officer. Mr. Adler's current gross monthly salary is NIS 40,000. Zoomd is maintaining a managers insurance / pension fund according to Mr. Adler's choice, in accordance with the applicable laws. Mr. Adler is entitled to: (i) a study fund, under which 7.5% of his gross monthly salary is allocated for the study fund; (ii) bonus fees, contingent upon performance and achievement of periodic goals set by Zoomd, all in accordance with Zoomd's bonus fees policy; and (iii) reimbursement for reasonable out-of-pocket expenses, including travel expenses and meals, and use of a company automobile and mobile phone. Mr. Adler's employment agreement includes an appendix containing standard confidentiality, non-compete, proprietary and invention assignment provisions.

Mr. Adler is also entitled to receive options exercisable into ordinary shares from time to time. To this date, Mr. Adler was granted with options to purchase 283,138 (following the Zoomd Share Split) ordinary shares.

Subject to the completion of the Business Combination, Mr. Adler will be entitled to a one-time bonus fee equal to the amount of two of his monthly salaries.

The term of Mr. Adler's employment is indefinite, unless earlier terminated for just cause by either party, upon the death, disability or retirement age, or without cause by either party, subject to 60 days' advanced notice.

Non-Arm's Length Party Transactions

Other than as detailed herein, since its incorporation on November 29, 2012, Zoomd has not acquired assets or been provided any services in any transaction, or in any proposed transaction, from any director, officer or Insider of Zoomd, the proposed nominees for election as directors of the Resulting Issuer, the proposed officers or Insiders of the Resulting Issuer or their Associates or Affiliates, on non-arm's length terms.

Legal Proceedings

There are no legal proceedings material to Zoomd to which Zoomd is a party or of which any of its property is the subject matter. Additionally, to the reasonable knowledge of the management of Zoomd, there are no such proceedings contemplated.

Material Contracts

Except for contracts entered into by Zoomd in the ordinary course of business, the only material contracts entered into by Zoomd since incorporation are the following:

- (a) Letter of Intent;
- (b) Engagement Letter;
- (c) Subscription Receipt Agreement;
- (d) Business Combination Agreement; and
- (e) Datomo Merger Agreement.

A copy of the foregoing agreements will be available for inspection at the offices of Goodmans LLP, Bay Adelaide Centre – West Tower, 333 Bay Street, Suite 3400, Toronto, Ontario, Canada, M5H 2S7, at any time during ordinary business hours until the completion of the Amalgamation and for a period of 30 days thereafter.

PART III - THE TRANSACTION

The Business Combination

Pursuant to the Business Combination Agreement, Zoomd and DataMiners have agreed to combine their businesses by way of the Amalgamation. The Amalgamation will constitute DataMiners' Qualifying Transaction under Policy 2.4.

Pursuant to the Amalgamation Agreement, Subco, a wholly-owned subsidiary of DataMiners, and Zoomd will amalgamate and form one corporation ("**Amalco**") under the provisions of Sections 314-327 of the Companies Law (the "**Amalgamation**"). At the effective time of the Amalgamation (the "**Effective Time**"), among other things, each of Zoomd and Subco will cease to exist as entities separate from Amalco, the property of each of Subco and Zoomd will continue to be the property of Amalco and Amalco will continue to be liable for the obligations of each of Subco and Zoomd.

At the Effective Time: (i) each Zoomd Shareholder will receive one Resulting Issuer Share (on a post-Consolidation basis) in exchange for each Zoomd Share held by such holder and the Zoomd Shares will be cancelled; (ii) DataMiners will receive one share in Amalco (an "**Amalco Share**") in exchange for each Subco Share held by DataMiners and the Subco Shares will be cancelled; and (iii) in consideration for DataMiners' issuance of post-Consolidation Resulting Issuer Shares, Amalco will issue to DataMiners one Amalco Share for each post-Consolidation Resulting Share issued. In addition, as of the Effective Time, the Zoomd Broker Warrants and Zoomd Options will be exchanged for the, Replacement Broker Warrants and Replacement Options.

The Business Combination will result in DataMiners issuing an aggregate of a minimum 87,528,166 (a maximum of 90,352,915 in the event that all of the Zoomd Warrants are exercised prior to the Effective Time) Resulting Issuer Shares to the Zoomd Shareholders (including a minimum 7,800,000 Resulting Issuer Shares to holders of the Zoomd Subscription Receipts). Following completion of the Business Combination, a minimum of 89,917,166 Resulting Issuer Shares (maximum 92,741,915 Resulting Issuer Shares in the event that the all of the Zoomd Warrants are exercised prior to the Effective Time) will be outstanding, and a minimum 8,993,083 Resulting Issuer Shares will be reserved for issuance, as follows:

- (a) broker warrants to purchase a minimum of 546,000 Resulting Issuer Shares pursuant to the Replacement Broker Warrants;
- (b) options to purchase 8,447,083 Resulting Issuer Shares pursuant to the Replacement Options; and

The former Zoomd Shareholders (including holders of the Zoomd Subscription Receipts) will own approximately a minimum of 97.42% of the Resulting Issuer Shares and current DataMiners Shareholders will hold appropriately a minimum 2.16% of the Resulting Issuer Shares of the Resulting Issuer Shares. Accordingly, the Business Combination will constitute a reverse takeover of Zoomd, as defined by Exchange Policy 5.2 – Changes of Business and Reverse Take-Overs. Completion of the Business Combination is conditional upon all necessary regulatory approvals, including the approval of the Exchange, and other conditions which are typical for a business combination transaction of this type.

In respect of the Business Combination and all related transaction thereof, Zoomd retained the consulting services of A-Labs Finance and Advisory Ltd. ("**A-Labs**"). Subject to the completion of the Business Combination, A-Labs shall be entitled to (i) a cash fee equal to five percent (5%) of the amounts actually received by Zoomd under the Zoomd Private Placement, (ii) a shares based fee (of the Resulting Issuer) equal to five percent (5%) of the Subscription Receipts issued pursuant to the Zoomd Private Placement (i.e., a minimum of 390,000 Resulting Issuer Shares), and (iii) subject to Zoomd's discretion (if it wishes to

retain further consulting services), US\$ 5,000 paid to A-Labs as a monthly consulting retainer on the 1st of every calendar month commencing after the completion of the Business Combination.

Zoomd Private Placement

Following the date of this Filing Statement, the Zoomd Private Placement will be completed by issuing a minimum 7,800,000 Zoomd Subscription Receipts at a price of CAD\$1.00 per Zoomd Subscription Receipt (the “**Issue Price**”) for aggregate gross proceeds of a minimum of CAD\$7,800,000. The brokered portion of the Zoomd Private Placement was led by the Agents. Each Zoomd Subscription Receipt will automatically convert, without payment of any additional consideration and without further action on the part of each subscriber, into one FinCo Share upon satisfaction of the Escrow Release Conditions. No Zoomd Subscription Receipts may be exercised by the holder thereof.

Following the conversion of the Zoomd Subscription Receipts, each FinCo Share issued pursuant to the Zoomd Private Placement will be acquired by DataMiners in exchange for one Resulting Issuer Share pursuant to the FinCo Share Exchange Agreement. Accordingly, assuming the satisfaction of the Escrow Release Conditions and the completion of the Business Combination, each holder of a Zoomd Subscription Receipt will ultimately receive one Resulting Issuer Share for each respective FinCo Share so held.

In connection with the Zoomd Private Placement, pursuant to the Agency Agreement, FinCo intends to pay the Agents a cash fee equal to 7% of the gross proceeds from the brokered portion of the Zoomd Private Placement (3.5% in the case of Zoomd Subscription Receipts issued to certain investors on the “president’s list” agreed to by Zoomd and the Agents) (the “**Agents’ Fee**”). In addition, in connection with the non-brokered portion of the Zoomd Private Placement, FinCo intends to pay certain finders a cash fee equal to 7% of the gross proceeds from the non-brokered portion of the Zoomd Private Placement (the “**Non-Brokered Finders’ Fee**”, and together with the Agents’ Fee, collectively, the “**Zoomd Private Placement Cash Fee**”). In addition to the Agents’ Fee, the Agents will receive Zoomd Broker Warrants, equal to 7% of the number of Zoomd Subscription Receipts issued in connection with the brokered portion of the Zoomd Private Placement (3.5% in the case of Zoomd Subscription Receipts issued to certain investors on the “president’s list” agreed to by Zoomd and the Agents). In addition to the Non-Brokered Finders’ Fee, certain finders will receive Zoomd Broker Warrants, equal to 7% of the number of Zoomd Subscription Receipts issued in connection with the non-brokered portion of the Zoomd Private Placement. Each Zoomd Broker Warrant will be automatically exchanged for non-transferable compensation options of the Resulting Issuer upon completion of the Business Combination and will be exercisable for one Resulting Issuer Share at the Issue Price for a period of 24 months from the completion of the Business Combination. The gross proceeds from the sale of all Zoomd Subscription Receipts, which, for the avoidance of doubt, includes the gross proceeds from the non-brokered portion of the Zoomd Private Placement, less the expenses of the Agents incurred in connection with the brokered portion of the Zoomd Private Placement will be delivered to the Subscription Receipt Agent (collectively, the “**Escrowed Proceeds**”) and invested pursuant to the terms of the Subscription Receipt Agreement. The Escrowed Proceeds, together with all interest and other income earned thereon, are referred to herein as the “**Escrowed Funds**”.

The Agents’ Fee will be released from escrow and delivered to the Agents from the Escrowed Funds, the Non-Brokered Finders’ Fee will be released from escrow and delivered to such finders from the Escrowed Funds and the balance of the Escrowed Funds will be released from escrow to the Resulting Issuer upon satisfaction of the following conditions (together, the “**Escrow Release Conditions**”) on or before 5:00 pm (Toronto time) on the date that is 90 days from the closing of the Zoomd Private Placement (the “**Escrow Release Deadline**”):

- (a) the completion, satisfaction or waiver of all conditions precedent to the Business Combination other than the release of the Escrowed Funds, to the satisfaction of ZoomD and the Agents, acting reasonably;
- (b) the receipt of all shareholder and regulatory approvals required in connection with: (1) the Business Combination, and (2) the conditional approval of the Exchange for the listing of the Resulting Issuer Shares (including the Resulting Issuer Shares underlying the Resulting Issuer Compensation Options) (subject only to standard listing conditions);
- (c) an officer's certificate from each of ZoomD, FinCo and DataMiners certifying that all conditions of the Business Combination have been satisfied or waived, other than release of the Escrowed Funds, and that the Business Combination shall be completed forthwith upon release of the Escrowed Funds;
- (d) the distribution of (1) the Resulting Issuer Shares in exchange for FinCo Shares (issued upon the automatic exchange of Zoomd Subscription Receipts) upon completion of the FinCo Share Exchange pursuant to the FinCo Share Exchange Agreement, and (2) the Resulting Issuer Shares to be issued in exchange for the Zoomd Shares pursuant to the Business Combination following the satisfaction of the Escrow Release Conditions being exempt from applicable prospectus and registration requirements of applicable securities laws and not subject to any hold or restricted period under applicable Canadian securities laws; and
- (e) ZoomD and the Agents shall have delivered a joint release notice to the Subscription Receipt Agent confirming that all Escrow Release Conditions have been met or waived.

In the event that the Escrow Release Conditions are not satisfied or waived (to the extent such waiver is permitted) on or prior to the Escrow Release Deadline, or if, prior to such time, Zoomd advises the Agents in writing or announces to the public that it does not intend to satisfy the Escrow Release Conditions, and unless the requisite approval is obtained pursuant to and in accordance with the terms of the Subscription Receipt Agreement, all of the issued and outstanding Zoomd Subscription Receipts will be cancelled and the Subscription Receipt Agent will return to each holder of Zoomd Subscription Receipts, an amount equal to the aggregate Issue Price for the Zoomd Subscription Receipts held by such holder plus a *pro rata* share of any interest or other income earned on the Zoomd Subscription Proceeds (less applicable withholding tax, if any). To the extent that the Escrowed Funds are insufficient to refund to each holder of Zoomd Subscription Receipts an amount equal to the aggregate Issuer Price for the Zoomd Subscription Receipts held by such holder, Zoomd shall be liable for and will contribute such amounts as are necessary to satisfy any shortfall.

Conditional Approval of Exchange

DataMiners has received conditional approval from the Exchange for the Business Combination to constitute DataMiners' Qualifying Transaction, subject to DataMiners fulfilling all the requirements of the Exchange on or before September 26, 2019.

Non-Arm's Length Qualifying Transaction

The Business Combination is not a Non-Arm's Length Qualifying Transaction under the policies of the Exchange and is not a Related Party Transaction and is not subject to Policy 5.9 of the Exchange.

Sponsorship

Sponsorship for a Qualifying Transaction is required by Policy 2.4 unless an exemption from the sponsorship requirement is granted to DataMiners by the Exchange. DataMiners has applied for, and the Exchange has provided DataMiners with, an exemption from the sponsorship requirement on the basis that Zoomd has completed the Zoomd Private Placement in connection with the Qualifying Transaction for aggregate gross proceeds of greater than CAD\$500,000 and the Agents have provided the Exchange with confirmation that they have completed appropriate due diligence on both the Acquisition and this Filing Statement that is generally in compliance with the relevant policies of the Exchange.

Resulting Issuer

The board of directors of DataMiners is currently comprised of Darryl Cardey, David Wood, Colleen Flynn and Rose Zanic. The board of directors of the Resulting Issuer is expected to be comprised of the following five persons: Amit Bohensky (Chairman of the Board); Amnon Argaman; Darryl Cardey, Alex Jurovitsky and Josef Mendelbaum.

The management team of the Resulting Issuer is expected to be comprised of the following individuals: Amit Bohensky – Chairman; Ofer Eitan – Chief Executive Officer; Tsvika Adler – Chief Financial Officer and Corporate Secretary; Omri Argaman - CMO; Ethan Ram - VP R&D; Niv Sharoni – CTO; Yair Yaskerovitch - VP Media; Etai Koren - VP Monetization; Deborah Cohen – VP Sales.

PART IV - INFORMATION CONCERNING THE RESULTING ISSUER

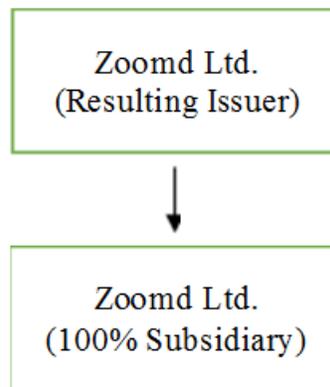
Corporate Structure

Name and Incorporation

Following completion of the Business Combination, it is anticipated that (i) the Resulting Issuer's name will be "Zoomd Ltd." (or such other name as may be determined by the directors and found acceptable under the BCBCA and the Exchange), (ii) the Resulting Issuer's registered and records office will be at 25th Floor, 700 West Georgia Street, Vancouver, British Columbia V7Y 1B3 and its head office will be at Hamenofim Blvd 2, Herzliya, Israel, (iii) the Resulting Issuer will be governed by the BCBCA, and (iv) the Resulting Issuer will be listed and posted for trading on the Exchange under the trading symbol "ZOMD".

Intercorporate Relationships

Following completion of the Business Combination, the following will be the corporate organization of the Resulting Issuer:



Description of the Business

Upon completion of the Business Combination, the Resulting Issuer's business shall continue to be the business of Zoomd. See "*Information Concerning Zoomd - Narrative Description of the Business*".

Stated Business Objectives and Milestones

Upon completion of the Business Combination, the Resulting Issuer's business will be Zoomd's business. It is intended that the Resulting Issuer will be classified as a Tier 2 issuer for the purposes of the policies of the Exchange. With the funds available upon completion of the Business Combination the Resulting Issuer's business will be in the monetization of on-site search and distribute mobile apps. See "*Information Concerning Zoomd - Description of the Business*".

See "*Information Concerning the Resulting Issuer - Risk Factors*" for information concerning the risks associated with an investment in Zoomd.

Description of Securities

The share structure of the Resulting Issuer will be the same as the share structure of DataMiners and the rights associated with each Resulting Issuer Share will be the same as the rights associated with each DataMiners Share. See “*Information Concerning DataMiners - Description of Securities*”.

Following the completion of the Business Combination, a minimum of 89,917,166 Resulting Issuer Shares (maximum 92,741,915 Resulting Issuer Shares in the event that all of the Zoomd Warrants are exercised prior to the Effective Time) Resulting Issuer Shares will be outstanding, and a minimum 8,993,083 Resulting Issuer Shares will be reserved for issuance pursuant to the Resulting Issuer Convertible Securities.

Resulting Issuer Shares

The holders of Resulting Issuer Shares, including those issued pursuant to the Business Combination, will be entitled to receive notice of and to attend all meetings of the shareholders of the Resulting Issuer and to one vote per share at meetings of the shareholders of the Resulting Issuer. Except as otherwise set out below or as required by law, holders of Resulting Issuer Shares shall vote as one class at all meetings of shareholders of the Resulting Issuer. The holders of Resulting Issuer Shares will also be entitled to receive dividends as and when declared by the board of directors of the Resulting Issuer on the Resulting Issuer Shares as a class; provided that no dividend may be declared or paid in respect of Resulting Issuer Shares unless concurrently therewith the same dividend is declared or paid on the Resulting Issuer Shares. The holders of the Resulting Issuer Shares shall be entitled, in the event of any liquidation, dissolution or winding up, whether voluntary or involuntary, or any other distribution of assets among the Resulting Issuer’s shareholders for the purpose of winding up its affairs, to share in such assets of the Resulting Issuer as are available for distribution. All Resulting Issuer Shares outstanding after completion of the Business Combination will be fully paid and non-assessable and not subject to any pre-emptive rights, conversion or exchange rights, redemption, retraction or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities or provisions requiring a shareholder to contribute additional capital.

Replacement Options

Pursuant to the Qualifying Transaction, it is expected that there will be 8,447,083 Replacement Options issued to the holders of Zoomd Options in exchange for the Zoomd Options. The holders of Replacement Options will be entitled to the purchase of one Resulting Issuer Share per one Replacement Option held. The Replacement Options will have an exercise price of \$0.01 per Resulting Issuer Share, and an expiry date of 10 years as of the date of grant (with the exception of 181,777 Replacement Options which have an exercise price of approximately \$0.41 per Resulting Issuer Share). The Replacement Options will be subject to customary adjustments for subdivision, consolidation, reclassification, amalgamation, and other actions that may affect the Resulting Issuer Shares.

Replacement Broker Warrants

The holders of Replacement Broker Warrants will be entitled to the purchase of one Resulting Issuer Share per one Replacement Broker Warrant held. The Replacement Broker Warrants will have an exercise price of CDN\$1.0 per Resulting Issuer Share, with an expiry date of two years as of the closing date of the Zoomd Private Placement. The Replacement Broker Warrants will be subject to customary adjustments for subdivision, consolidation, reclassification, amalgamation and other actions that may affect the Resulting Issuer Shares.

Unaudited Pro Forma Consolidated Capitalization

The following table sets forth the unaudited pro forma share capital of the Resulting Issuer as at March 31, 2019, on a consolidated basis, after giving effect to the Business Combination as described in the pro forma financial statements of the Resulting Issuer. See “Appendix F - Pro Forma Financial Statements of the Resulting Issuer”.

	Number and Percentage of Securities After Giving Effect to the Business Combination⁽¹⁾
DataMiners Shares issued and outstanding	524,000 (0.58%)
Shares issued to Zoomd Shareholders (excluding holders of Zoomd Subscription Receipts) pursuant to the Business Combination ²	79,728,166 ⁽⁵⁾ (88.67%)
Shares issued to the holders of Zoomd Subscription Receipts	7,800,000 (8.67%)
Resulting Issuer Shares issued as a finder’s fee in connection with the Completion of the Business Combination ⁽³⁾	1,475,000 (1.64%)
Resulting Issuer Shares issued to A-Labs in connection with the completion of the Business Combination ⁽⁴⁾	390,000 (0.43%)
Total Non- Diluted Resulting Issuer Shares	89,917,166⁽⁶⁾ (100.00%)

Notes:

- (1) The percentages are on an undiluted basis.
- (2) Includes the conversion of all outstanding convertible debt.
- (3) Represents a finder’s fee payable to an arm’s length third party in connection with the completion of the Business Combination.
- (4) Represents a share based fee (of the Resulting Issuer) equal to five percent (5%) of the number of Subscription Receipts issued pursuant to the Zoomd Private Placement.
- (5) 82,552,915 Resulting Issuer Shares in the event that all of the Zoomd Warrants are exercised prior to the Effective Time.
- (6) 92,741,915 Resulting Issuer Shares in the event that all of the Zoomd Warrants are exercised prior to the Effective Time.

As at March 31, 2019, the pro forma balance sheet disclosed accumulated deficit of \$22,986,000.

Share Capital

In addition to the information set out in the capitalization table above, the following table sets out the diluted share capital of the Resulting Issuer after giving effect to the Business Combination:

	Number and Percentage of Securities After Giving Effect to the Business Combination
DataMiners Shares issued and outstanding	524,000 (0.52%)
Shares issued to Zoomd Shareholders (excluding holders of Zoomd Subscription Receipts) pursuant to the Business Combination ²	82,552,915 (81.15%)
Shares issued to the holders of Zoomd Subscription Receipts	7,800,000 (7.67%)
Resulting Issuer Shares issued as a finder’s fee in connection with the Completion of the Business Combination ⁽³⁾	1,475,000 (1.45%)

	Number and Percentage of Securities After Giving Effect to the Business Combination
Resulting Issuer Shares issued to A-Labs in connection with the completion of the Business Combination ⁽⁴⁾	390,000 (0.38%)
Reserved for issuance pursuant to the Replacement Broker Warrants	546,000 (0.54%)
Reserved for issuance pursuant to the Replacement Options	8,447,083 (8.30%)
Total Number of Fully Diluted Securities	101,734,998 (100%)

Notes:

- (1) The percentages are on a fully diluted basis.
- (2) Includes the conversion of all outstanding convertible debt and assumes the Zoomd Warrants are exercised in full prior to the Effective Time.
- (3) Represents a finder's fee payable to an arm's length third party in connection with the completion of the Business Combination.
- (4) Represents a share based fee (of the Resulting Issuer) equal to five percent (5%) of the number of Subscription Receipts issued pursuant to the Zoomd Private Placement.

Available Funds and Principal Purposes

<i>Estimated available funds</i>	
Gross proceeds from the Zoomd Private Placement	US\$6,000,000 (CAD\$7,800,000)
Zoomd Private Placement Cash Fee ¹ payable in connection with the Zoomd Private Placement (7%)	(US\$420,000) (CAD\$546,000)
A-Labs cash fee in connection with the Zoomd Private Placement (5%)	(US\$300,000) (CAD\$390,000)
Estimated issuance expenses	(US\$750,000)
Net cash and cash equivalents of DataMiners as at January 31, 2019	US\$34,000
Net cash and cash equivalents of Zoomd as at March 31, 2019	US\$2,188,000
Other current assets (except cash and cash equivalents) of DataMiners as at January 31, 2019	US\$1,000
Other current assets (except cash and cash equivalents) of Zoomd as at March 31, 2019	US\$4,925,000
Total current liabilities of DataMiners as at January 31, 2019	(US\$17,000)
Total current liabilities of Zoomd as at March 31, 2019 ^{2,3}	(US\$4,321,000)
Estimated consolidated working capital immediately following completion of the Business Combination	US\$7,340,000

Notes:

- (1) Includes the Agents' Fee and the Non-Brokered Finders' Fee.
- (2) Net of convertible loan of US\$3,221,000, assumed to be converted to equity upon consummation.
- (3) Excluding warrants at the value of US\$762,000.

Net working capital as of March 31, 2019 is \$7,340,000. Estimated increase in working capital for the period between April 1, 2019 until May 31 is \$150,000. Estimated net working capital as of May 31, 2019 is \$7,490,000.

For additional information, see “*Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*”.

Principal Purposes of Funds

The funds available to the Resulting Issuer are expected to be used, principally, as follows:

Principal Use of Funds	
General and Administrative	\$1,585,000
Sales and Marketing	\$2,536,000
Research and Development	\$2,219,000
Unallocated funds	\$1,000,000
TOTAL	\$7,340,000

Notes:

- (1) The table sets forth the principal purposes for which the estimated funds available to the Resulting Issuer upon completion of the Acquisition will be used for the next 18 months. While management currently intends to use the available funds as set forth in this Filing Statement, the Resulting Issuer may reallocate available funds for sound business reasons from time to time.
- (2) Except payments of \$831,115 to Amit Bohensky the Chairman of the Resulting Issuer (part of General and Administrative costs), and \$605,908 to Develop Soft Ltd. a Bulgarian software company controlled by Amit Bohensky (part of Research and development costs), No payments intend to be paid to related parties.

Dividend Policy

There will be no restrictions in the Resulting Issuer’s articles or elsewhere which would prevent the Resulting Issuer from paying dividends subsequent to the completion of the Business Combination. It is not contemplated that any dividends will be paid on the Resulting Issuer Shares in the immediate future subsequent to the completion of the Business Combination. It is anticipated that all available funds will be invested to finance the growth of the Resulting Issuer’s business. The directors of the Resulting Issuer will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer’s financial position at the relevant time. All of the Resulting Issuer Shares are entitled to an equal share in any dividends declared and paid.

Principal Shareholders

To the knowledge of Zoomd and DataMiners, other than Amit Bohensky, the proposed Chairman of the Board of the Resulting Issuer, no Person will be the beneficial owner of or will, directly or indirectly, exercise control or direction over more than 10% of the issued and outstanding Resulting Issuer Shares.

Directors, Officers and Promoters of the Resulting Issuer

The DataMiners’ board of directors currently consists of four members. Upon completion of the Business Combination, the board of directors of the Resulting Issuer shall be composed of five members, as set out below.

The name, municipality of residence, position or office held with the Resulting Issuer and principal occupation of each proposed director and senior officer of the Resulting Issuer, as well as the number of voting securities beneficially owned, directly or indirectly, or over which each exercises control or direction, following the successful completion of the Business Combination, excluding common shares issued on the exercise of convertible securities, are as follows:

Name, Municipality of Residence and Offices to be Held	Principal Occupations and Positions During Past 5 Years	Period during which each proposed director has served as a director of DataMiners or Zoomd	Number of Resulting Issuer Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised	Percentage of Resulting Issuer Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised
Amit Bohensky, Israel, Chairman of the Board of Directors	Zoomd Director	3 years	9,182,123 ⁽²⁾	10.21%
Ofer Eitan, Israel, CEO (Full Time Employee)	Datomo CEO Zoomd CEO	1 year	5,827,523	6.48%
Amnon Argaman, Israel, Member of the Board of Directors	Datomo Director Zoomd Director	1 year	6,793,322	7.56%
Alex Jurovitsky, USA, Member of the Board of Directors	Zoomd Director	3 years	4,076,705 ⁽¹⁾	4.88%
Darryl Cardey, British Columbia, Canada Member of the Board of Directors	DataMiners Director Zoomd Director (following the completion of the Business Combination)	DataMiners director since January 19, 2017	70,000	0.078%
Josef Mendelbaum, Israel, Member of the Board of Directors	General Partner at Nili Capital Partners, LLC CEO of Perion Network	N/A	None	None
Tsvika Adler, Israel, CFO (Full Time Employee) and Corporate Secretary	Adler Chomski CFO	N/A	None	None
Omri Argaman, Israel, CMO	Datomo VP Sales & Marketing	N/A	4,391,392	4.88%
Niv Sharoni, Israel, CTO (Full Time Employee)	Datomo CTO	N/A	2,781,717	3.09%
Yair Yaskerovitch, Israel, VP Media	Datomo VP Media	N/A	None	None
Etai Koren, Israel, VP Monetization (Full Time Employee)	Shopicks CTO Playbuzz Head of Monetization Zoomd VP Monetization	N/A	None	None
Ethan Ram, Israel, VP R&D (Full Time Employee)	Head of Gaming in SbTech	N/A	None	None
Deborah Cohen, Israel, VP Sales (Full Time Employee)	Business Development Manager at Startapp Head of Sales, Brightcom	N/A	None	None

Name, Municipality of Residence and Offices to be Held	Principal Occupations and Positions During Past 5 Years	Period during which each proposed director has served as a director of DataMiners or Zoomd	Number of Resulting Issuer Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised	Percentage of Resulting Issuer Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised
	Director, Video Advertising at Brightcom			

Notes:

- (1) held by Quilink Investments LLC (held equally by Alex Jurovitsky (Director) and Jacob Shochat). In addition, Quilink Investments LLC also holds 189,100 Zoomd Warrants.
- (2) Amit Bohensky also holds 47,280 Zoomd Warrants.

Audit Committee

Following the completion of the Business Combination, the board of directors of the Resulting Issuer will establish an audit committee (the “**Audit Committee**”). The mandate of the Audit Committee shall be to ensure the Resulting Issuer effectively maintains the necessary management systems and controls to allow for timely and accurate reporting for the purpose of safeguarding shareholder value and to meet all relevant regulatory requirements and to provide recommendations to the board of directors in the area of management systems and controls. The proposed members of the Audit Committee are Amnon Argaman, Alex Jurovitsky and Josef Mendelbaum.

Management

All of the proposed management of the Resulting Issuer has entered into a non-competition or non-disclosure agreement with Zoomd or the Resulting Issuer. All of the officers of the Resulting Issuer are employees of Zoomd. The following sets out details respecting the proposed management and directors of the Resulting Issuer:

Amit Bohensky, Chairman and Director (Age: 45)

Amit is a successful serial entrepreneur and angel investor who works primarily within the software industry. Amit started his career as Founder and CEO of Unicoders Ltd., a software house for outsourcing in East Europe (Bulgaria and Macedonia). Unicoders worked mainly with the Israeli IT/software market and in 2007 was acquired by Matrix. Following such acquisition, Amit was appointed CEO & CTO in Matrix Global Bulgaria and Macedonia and held various responsibilities.

In 2008, Amit Founded Focal Info Ltd., a company developing a solution for web data extraction and analytics. Focal Info sold its products to Government Agencies, Banks, and eCommerce companies and after four years it was acquired by Verint.

In 2009, Amit was appointed CEO of Consist Systems and consist Technologies.

Amit is a partner in DevelopSoft, software company located in Sofia, Bulgaria and offers a wide variety of IT and development services.

In 2013, Amit Founded Zoomd Ltd.

Amit is also a partner in Moonbow Ventures Ltd., a business development and investment house, which accompanies start-ups. Currently, Amit is involved in several startups as an investor and in various active board roles.

Amit holds BSc in computer science and chemistry from Bar Ilan university and MBA in Business from Kellogg.

Ofer Eitan, Chief Executive Officer (Age: 44)

Prior to serving as Zoomd's CEO, as of 2007, Ofer was the Co-Founder and CEO of Moblin (Datomo Ltd.), a world pioneer in mobile marketing & advertising technologies. Ofer lead Moblin in the eco-system of mobile, analytic and digital media business for 10 years; focusing on Moblin's strength know how & technologies development, Ofer made two exit transactions; with an advertising agency (a WPP subsidiary) for the service business, and M&A transaction for Moblin's technologies with Zoomd.

Ofer targets the "mobile first" approach and brings in a wide experience in establishing, scaling and managing startups businesses in the digital eco-system; working closely with software and brands, having deep knowledge in business development, in various technologies, media, user/customer acquisition, monetization and more.

Before deciding to focus on the Mobile and digital technologies, Ofer held a range of positions at Microsoft for seven years, where he managed both the Enterprise Customers Sales Group and the Business Customers Sales Group.

Ofer, who had already a strong entrepreneurial background prior to joining Microsoft, holds a BA in Management and Marketing from the Interdisciplinary Center (IDC) in Herzliya, Israel.

Amnon Argaman, Director (Age: 67)

Amnon has over 35 years of experience as a CPA and financial consultant.

In 1980, Amnon began his career at Kesselman & Kesselman (PwC, Israel) and thereafter began working as an independent accountant.

Amnon was one of the founding partners of Lion, Orlitzky & Co. – Moore Stephens, Israel. (CPA) and since 1991, Amnon has been a senior partner. Presently Amnon still provides consulting services for this firm. The firm is the eighth largest in Israel, as assessed by D&B.

Amnon has extensive experience working for the governmental sector as well as for public and private entities. Amnon was a director for several corporations including a public company. He also served as the executive secretary for "Otzar Hityashvuth Hayehudim, Ltd" for 10 years, a public company which was the parent-company of Bank Leumi.

Amnon is the co-founder of several companies related to real estate, import, management and consulting.

In 2007, Amnon co-founded Moblin, a global mobile marketing pioneer.

Amnon holds a BA in accounting and economics from Tel-Aviv University, and is a Lieutenant Colonel (Res) in the IDF.

Alex Jurovitsky, Director (Age: 70)

Alex is a successful serial entrepreneur with over 35 years of international business experience. Alex started as an R&D engineer at Elscint Ltd. in Israel developing sophisticated scientific equipment for various nuclear physics labs. Alex held various leading R&D positions at Elscint among which was the Project Leader for the first generation of CAT scanners. After moving to sales and marketing, Alex held various

sales and international sales management positions in various countries. Alex served as an International Sales Manager for scientific instrumentation out of London, UK. After this position Alex took over Elscint's failing South African division in Johannesburg and accomplished a complete turn-around of the business turning Elscint into a leading supplier of diagnostic imaging equipment in South Africa. After two years in South Africa, Alex was asked to move to the United States where he served in various business management positions. In his last two years with Elscint, Alex served as Vice President of Sales and Service managing about \$100 million dollar diagnostic imaging business.

After 17 years with Elscint, Alex left to become a successful serial entrepreneur in the field of cardiology, ophthalmology and healthcare IT. In 1995, together with Jacob Shochat, Alex co-founded Dynamic Imaging LLC, where he served as CEO. Dynamic Imaging was a pioneer in the web-based medical image management software. Dynamic Imaging became one of the leading players in the field successfully competing with such industry giants as General Electric, Siemens, Philips, Fuji, Kodak and others. After twelve years of continuous growth in sales and profitability, in 2007 Dynamic Imaging was acquired by General Electric. Dynamic Imaging's technology is currently the best technology available in its industry and is still being successfully implemented throughout the world.

Upon exiting Dynamic Imaging, Alex, together with his long time business partner Jacob Shochat, became active investors in various successful Israeli startups, including Zoomd.

In addition to Zoomd, Alex serves as an active board member at a number of other Israeli ventures.

Alex holds Master's degree in computer science and is a co-author of 17 patents in the field of imaging.

Darryl Cardey, Director (Age: 51)

Darryl S. Cardey has been a principal of CDM Capital Partners Inc. since April 2011, a private British Columbia company involved in the business of venture capital financing and investments. Mr. Cardey has and continues to act as a director or in a senior financial role with a wide variety of private and public companies in the mining and technology sectors.

Mr. Cardey holds a Chartered Professional Accountant designation from the Institute of Chartered Professional Accountants, British Columbia.

Josef Mendelbaum, Director (Age: 53)

Mr. Josef Mendelbaum is a General Partner at Nili Capital, a lower middle market cross border Private Equity firm. Prior to Nili Josef was an Executive in Residence at Battery Ventures, a global \$7 billion investment firm. Prior to Battery Ventures, Josef was the CEO of Perion where he grew the business from \$29 million to over \$300 million in revenue with 15% EBITDA margins in 7 years. During his tenure, the company acquired 7 companies and opened up / managed operations in 10 countries (UK, France, Spain, Germany, Italy, Argentina, US, Canada, Israel and India). Prior to Perion, Josef was the CEO of American Greetings Digital and Media Division for 11 years during which he grew revenues from \$10 million to close to \$200 million with 20% EBITDA margins. During his tenure Josef acquired 10 companies and established global operations in 10+ countries. He has a BA from Yeshiva University and an MBA from Weatherhead School of Management at Case Western Reserve University.

Tsvika Adler, Chief Financial Officer (Age: 38)

Tsvika has over 10 years of experience as a CPA in the financial industry.

Prior to Zoomd, Tsvika held the position of a CFO in the Adler Chomski & Warshavsky Group, managing the Financial Operations of the group. Tsvika has significant experience in the IT industry as a financial director and accounting.

Tsvika holds a B.A. in Accounting from the Hebrew University in Jerusalem, Israel.

Omri Argaman, CMO (Age: 39)

Omri is one of Moblin's (Datomo Ltd.) co-founders. As Moblin's VP Business development, his role throughout the years was to build and grow Moblin's business.

Omri is a mobile and digital specialist, with extensive experience in the marketing and advertising market, working with the biggest brands and advertisers in the industry. Omri is known as one of Israel's most experienced specialists. Omri teaches and mentors in various academic institutes such as Israel Marketing Association, IDC, Natanya Academic College, The College of Management and more.

Before founding Moblin in 2007, Omri worked at Microsoft for seven years in various business development and marketing positions. In Omri's last position in Microsoft, Omri managed the top 500 mid-market customers on Microsoft Israel, achieving yearly product market share and rev targets.

Prior to Microsoft, Omri worked at Israel's biggest Microsoft partner and software marketer – Aztek. In Aztek Omri's position was Microsoft product manager – managing all training, sales and marketing of the Aztek Sales team, regarding Microsoft products.

Omri holds a BA from Ruppin Academic Institute, Israel.

Ethan Ram, VP R&D (Age: 46)

Ethan has over 20 years professional of experience in the SW industry and over 15 years of experience in managing development groups.

Ethan started his career as a Windows Kernel engineer and gained most of his experience leading the development of cutting-edge technologies in the Cyber Security and Gaming industries. Among his recent positions:

- R&D Manager in SBTech, a leading provider of Sportsbetting and Gaming solutions. Ethan established the Casino unit where he oversaw the development of an open-source technology based online casino aggregator.
- Chief Architect in Playtech, a tier-1 technology provider in the regulated gaming market. Ethan was responsible for leading innovation and design of new products, including the Playtech-one initiative.
- Co-founder and VP R&D in a couple of startups in the gaming, online ad-market, and artificial intelligence areas.
- At Check-Point Ethan led the Mobile VPN product as a development lead and product manager (cybersecurity field).

Ethan holds a BA in Computer Science from the Technion, Israel Technology Institute.

Niv Sharoni, CTO (Age: 46)

Niv has over 18 years of experience in the software industry specialized in Mobile Technologies. Niv started his career as a Web Developer at the Israeli hi-tech company Scepia where he was responsible for overseeing projects with some of Israel's leading companies.

After two years Niv started to work at the Israeli cellular company Cellcom as a senior developer and team leader.

In 2007, Niv co-founded Moblin (Datomo Ltd.), the company worked mainly with the Israeli/Global markets.

Niv is a high school graduate.

Yair Yaskerovitch, VP Media (Age: 41)

Yair started his career in 1998 as a Sales & Account Manager, for Spectra Digital (NYC based), a digital imaging company. Spectra worked mainly with local NYC companies providing them professional imaging and digital printing solutions.

In 2003, Yair co-founded Sumo Graphics (NYC based), a digital printing solutions company and was responsible of Business Development and Sales to nationwide enterprises, such as: Ralph Lauren, The limited Brand, Tishman Speyer and many more.

In 2006, Yair shifted his professional career into the financial industry and worked as a sales manager with Madison Realty Capital, a leading real estate investment management firm based in Manhattan NY, which closed more than US\$5.5 billion of real estate debt and equity transactions against commercial real estate properties across the United States.

In 2010, Yair returned to Israel and started his career in the Ad-Tech industry as a Sale's Manager in Moblin.

Yair holds a BA degree in General Studies (Focused on Business Administration) from Fairleigh Dickinson University, New Jersey, United States.

Etai Koren, VP Monetization (Age: 32)

Etai Koren is an executive manager with a strong technical hands-on record of building and delivering high performance products to achieve revenue goals and technology innovation.

Etai started his career at the age of 13 acting as Yossi Vardi's (a well-known Israeli entrepreneur) internet advisor which eventually recruited Etai to ICQ as information security specialist.

Few years later, Etai founded GETRYK (an Acronym of his family tree) an outsourcing development company working with some of Israel's most promising start-ups such as: SmartPay, Dripper, Blazemeter, DopaMusic, FreeTelecom and many others. GETRYK also produced numerous in-house start-up's such as: Encrypto and Cashbex.

In 2014 Etai was nominated as the CTO of Shopicks. Etai was responsible for all aspects of the technology vision and leading all aspects of architecture and product development.

In 2015 Etai was assigned as Head of Monetization for Playbuzz a well-known Israeli start-up. Etai led a team responsible for creating the company monetization plan and tools from banner ads to video ads for programmatic and sponsored campaigns.

During 2016, Etai joined Zoomd as VP Monetization.

Etai is a high school graduate.

Deborah Cohen, VP Sales (Age: 34)

Deborah is a dedicated professional with over 10 years of experience in the tech industry.

In 2007, Deborah moved to NY and started an internship at Cartier. In 2008, Deborah joined Spire Vision and learned email marketing for a year.

Deborah's tech career starts at Undertone New York in 2010 where Deborah joined as an Account Manager for their international market. Deborah managed all the campaigns and optimizations for top brands like Air France, Emirates, KLM and Orange.

In 2012, Deborah moved to Israel where she ended up working at Ybrant, a growing video ad network. There, Deborah built the activity with her team and faced a great success. Deborah stayed at Ybrant which became Brightcom for 5 years.

In 2017, Deborah joined StartApp, a leading mobile advertising company. Deborah had the opportunity to learn the mobile market selling StartApp's SDK and contacting app developers to do User Acquisition.

In 2019, Deborah joined Zoomd as VP Sales.

Over her years of experience, Deborah founded TechCareer Israel which is a boutique recruitment company, helping new immigrants to get a job in the Israeli hi-tech industry and Spotted Agency which is a one-stop-shop digital agency for start-ups.

Deborah speaks French and English fluently and holds a Master's in International Business and Management from ISC Business School in Paris.

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider, Promoter or Control Person of the Resulting Issuer has, within the previous 10 year period, been a director, officer, Insider or Promoter of any other issuer that was the subject of a cease trade order or similar order, or an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

No director, officer, Insider, Promoter or Control Person of the Resulting Issuer has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority

that would be likely to be considered important to a reasonable security holder making a decision about the Business Combination.

Personal Bankruptcies

No director, officer, Insider, Promoter or Control Person of the Resulting Issuer, or a personal holding company of any such persons, has within the 10 years preceding the date of this Filing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Conflict of Interests

There may be potential conflicts of interest to which the directors, officers, Insiders and Promoters of the Resulting Issuer may be subject in connection with the operations of the Resulting Issuer. The directors, officers, Insiders and Promoters may be engaged in corporations or businesses which may be in competition with the search by the Resulting Issuer for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where a director, officer, Insiders or Promoters will be in direct competition with the Resulting Issuer. See also “*Information Concerning the Resulting Issuer - Risk Factors*”.

Other Reporting Issuer Experience

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

Name	Reporting Issuer Name and Jurisdiction	Name of Trading Market	Position	From	To
Josef Mendelbaum	Perion Network	NASDAQ	CEO	July 2010	February 2017
Darryl Cardey	Millrock Resources Ltd.	TSXV	Director	June 2007	August 2018
	Cairo Resources Inc.	TSXV/NEX	CEO, CFO and a director	August 2014	Present
	Northern Empire Resources Corp.	TSXV	Director	April 2012	October 2018
	Petro Vista Energy Corp.	TSXV	Director	March 2017	January 2019
	Precipitate Gold Corp.	TSXV	Director	April 2012	June 2018
	DataMiners Capital Corp.	TSXV/NEX	CEO, CFO and a director	January 2017	Present
	TrackX Holdings Corp.	TSXV	President, CEO and a director	October 2015	January 2018
	Woodrose Ventures Corporation	TSXV	CFO and a director	July 2011	September 2017
	Otterburn Resources Ltd.	TSXV	CFO and a director	May 2010	May 2016
	Highway 50 Gold Corp.	TSXV	Director	June 2005	May 2016
	Full Metal Minerals Ltd.	TSXV	Director	October 2009	October 2014
	Crazy Horse Resources Inc.	TSXV	President, CEO, CFO and a director	August 2007	August 2014

Proposed Executive Compensation of the Resulting Issuer

Compensation Discussion and Analysis

The objectives, criteria and analysis of the compensation of the executive officers of the Resulting Issuer will be substantially, if not, identical to how Zoomd currently compensates its executive officers. See “*Information Concerning Zoomd – Executive Compensation*”.

However, it is anticipated that from time to time (including on the closing of the Business Combination) stock options will be granted under the Resulting Issuer Option Plan to: provide an incentive to the participants; to achieve the longer- term objectives of the Resulting Issuer; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Resulting Issuer; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Resulting Issuer. The Resulting Issuer will award stock options to the participants based upon the recommendation of the Chief Executive Officer of the Resulting Issuer, other than directors. Grants to directors will be agreed to by the board of directors as a whole. Previous grants of incentive stock options will be taken into account when considering new grants.

The Resulting Issuer has no other forms of compensation, although payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services will be paid for by the Resulting Issuer at competitive industry rates for work of a similar nature by reputable arm’s length services providers.

Summary Compensation Table

The following table sets forth the anticipated compensation to be paid or awarded to the Chief Executive Officer and the other four executive officers of the Resulting Issuer, for the 12-month period after giving effect to the Business Combination:

Name and principal position	Salary (\$)	Share - based awards (\$)	Option-based Awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
				Annual incentive plans (\$)	Long term incentive plans (\$)			
Amit Bohensky, Chairman and Director	\$327,000	Nil	\$28,000	\$115,000	Nil	Nil	\$22,000	\$492,000
Ofer Eitan, Chief Executive Officer	\$299,000	Nil	\$28,000	\$144,000	Nil	\$41,000	\$51,000	\$563,000
Omri Argaman, CMO	\$223,000	Nil	\$34,000	\$107,000	Nil	\$31,000	\$42,000	\$437,000
Niv Sharoni, CTO	\$223,000	Nil	\$34,000	\$107,000	Nil	\$31,000	\$42,000	\$437,000
Yair Yaskerovitch, VP Media	\$90,000	Nil	\$24,000	\$160,000	Nil	\$11,000	\$23,000	\$308,000

Notes:

The fair value of the options granted during 2018 equal the share price of \$4 as the exercise price was set to nil, hence no other parameter as discount rate, option life and others affected the grant date fair value.

Incentive Plan Awards

Except as described herein, the Resulting Issuer does not currently intend to issue the executive officers of the Resulting Issuer or the directors of the Resulting Issuer any share-based awards and option-based awards during the 12 months following Completion of the Qualifying Transaction. In addition, no benefits are proposed to be paid to any of the executive officers of the Resulting Issuer or director of the Resulting Issuer under any pension or retirement plan during the 12 months following Completion of the Qualifying Transaction.

The Resulting Issuer may provide its directors with any compensation for attending any meetings of the board of directors of the Resulting Issuer or any committee thereof.

Pension Plan Benefits

Zoomd provides its employees with pension benefits in accordance with the applicable law in Israel.

Termination and Change of Control Benefits

The directors of the Resulting Issuer may enter into employment agreements with certain members of its management team upon or after closing of the Business Combination. Such employment agreements may contain termination or Change of Control benefits in favour of such persons.

Director Compensation

Upon Completion of the Qualifying Transaction the directors of the Resulting Issuer will determine how much, if any, compensation will be paid to directors for services rendered to the Resulting Issuer by them in that capacity. Such incentives are anticipated to be in the form of incentive stock options pursuant to the Resulting Issuer Option Plan.

Share-Based Awards, Option-based Awards and Non-Equity Incentive Plan Compensation

Other than granting options under the Resulting Issuer Option Plan, the Resulting Issuer has no plans to grant any share-based awards, option based awards.

Indebtedness of Directors and Officers

No director or officer of DataMiners or Zoomd, or Person who acted in such capacity in the last financial year of DataMiners or Zoomd, or proposed director or officer of the Resulting Issuer, or any Associate of any such director or officer is, or has been, at any time since the beginning of the most recently completed financial year of DataMiners or Zoomd, indebted to DataMiners or Zoomd nor is any indebtedness of any such Person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by DataMiners or Zoomd.

Investor Relations Arrangements

No investor relations arrangements have been made on behalf of the Resulting Issuer as of the date of this Filing Statement.

Options to Purchase Securities

Upon the completion of the Business Combination an aggregate of 8,447,087 Resulting Issuer Shares are anticipated to be reserved for issuance pursuant to the following options:

Optionee	Type of Option	Resulting Issuer Shares Issuable	Exercise Price per Resulting Issuer Share	Expiry Date
Amit Bohensky, Chairman and Director	Common Shares	505,238 ⁽¹⁾	NIS 0.01	2028
Ofer Eitan, Chief Executive Officer	Common Shares	505,238 ⁽¹⁾	NIS 0.01	2028
Omri Argaman, CMO	Common Shares	247,796	NIS 0.01	2028
Niv Sharoni, CTO	Common Shares	247,796	NIS 0.01	2028
Yair Yaskerovitch, VP Media	Common Shares	568,760	NIS 0.01	2028
Aggregate Remaining Options Granted	Common Shares	6,372,259	NIS 0.01 ⁽²⁾	Varies between the different optionees

Note:

(1) aggregating the number of Zoomd Options they received in their capacity as members of the board and as employees/consultants.

(2) 181,777 Replacement Options have an exercise price of approximately \$0.41 per Resulting Issuer Share.

Stock Option Plan of the Resulting Issuer

After completion of the Business Combination, the new Resulting Issuer Option Plan will be the incentive stock option plan of the Resulting Issuer.

The Resulting Issuer Option Plan is a fixed number stock option plan reserving a specific number of shares, up to a maximum of 20% of the Resulting Issuer's issued and outstanding shares as the date such plan is adopted. Based on the number of Resulting Issuer Shares expected to be issued and outstanding on the date the Business Combination is completed, 17,983,433 Resulting Issuer Shares (18,548,383 Resulting Issuer Shares in the event that all the Zoomd Warrants are exercised prior to the Effective Time) are reserved for issuance under the Resulting Issuer Option Plan. The Resulting Issuer Option Plan is subject to disinterested shareholder approval pursuant to policies of the Exchange.

The Resulting Issuer Option Plan provides that the terms of the options, number of options and the option exercise price may be fixed by Resulting Issuer's board of directors, but in any event, shall not be less than the Market Price (as such term is defined by the policies of the Exchange), subject to the price restrictions and other requirements of the Exchange. The Resulting Issuer Option Plan also provides that no option may be granted to any person except upon the recommendation of the board of directors, and only directors, officers, employees, consultants and other key personnel of Resulting Issuer or any affiliate may receive options. Options granted under the Resulting Issuer Option Plan may not be exercisable for a period longer than five years and the exercise price must be paid in full upon exercise of the option.

The Resulting Issuer Option Plan is subject to the additional following restrictions:

- (a) Unless disinterested shareholder approval has been obtained, the Resulting Issuer shall not grant options to any one person in any 12 month period which could, when exercised, result in the issuance of common shares exceeding 10% of the issued and outstanding Resulting Issuer Shares;
- (b) The Resulting Issuer shall not grant options to any one person in any 12 month period which could, when exercised, result in the issuance of common shares exceeding 5% of the issued and outstanding Resulting Issuer Shares;
- (c) The Resulting Issuer shall not grant options to any one consultant in any 12 month period which could, when exercised, result in the issuance of common shares exceeding 2% of the issued and outstanding Resulting Issuer Shares;
- (d) The Resulting Issuer shall not grant options in any 12 month period, to persons employed or engaged by Resulting Issuer to perform investor relations activities which could, when exercised, result in the issuance of common shares exceeding, in the aggregate, 2% of the issued and outstanding Resulting Issuer Shares;
- (e) unless disinterested shareholder approval has been obtained, the Resulting Issuer shall not decrease the exercise price of previously granted options to insiders;
- (f) if any option expires or otherwise terminates for any reason without having been exercised in full, the number of Resulting Issuer Shares in respect of which the option expired or terminated shall again be available for the purposes of the Resulting Issuer Option Plan;
- (g) if an option holder dies, any vested option held by him or her at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option;
- (h) if an option holder ceases to be a director, officer or employed by or provide services to the Resulting Issuer, other than by reason of death or disability, the options granted will expire on the earlier of the expiry date of the options and 90th day following the date the option holder ceases to be affiliated with the Resulting Issuer, subject to any regulatory requirements;

- (i) if the employment of an employee or consultant is terminated for cause, no options may be exercised following the date upon which such termination occurs;
- (j) all options granted to consultants performing investor relations activities will vest in stages over 12 months with no more than one-quarter of the options vesting in any three month period; and
- (k) the board of directors reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Resulting Issuer Option Plan with respect to all Resulting Issuer Shares under the Resulting Issuer Option Plan in respect of options which have not yet been granted under the Resulting Issuer Option Plan, subject to regulatory approval.

Escrowed Securities

An aggregate of 210,000 DataMiners Shares are held in escrow as CPC Escrow Shares with Olympia under the provisions of the CPC Escrow Agreement required in connection with the DataMiners IPO. Following completion of the Business Combination, all such DataMiners Shares (84,000 DataMiners Shares upon completion of the Consolidation) will continue to be held in escrow with Olympia. In addition, DataMiners and Zoomd expect that 79,728,116 of the Resulting Shares (82,552,915 Resulting Issuer Shares in the event that all of the Warrants are exercised prior to the Effective Time) issued to Zoomd Shareholders will be subject to contractual lock-up as a result of the Business Combination. In addition, certain Resulting Issuer Shares issued (including Resulting Issuer Shares issuable upon due exercise of Replacement Options and Replacement Warrants) to the proposed directors and officers of the Resulting Issuer and certain other persons, known as “Surplus Escrow Securities” pursuant to the policies of the Exchange will be escrowed. The Value Escrowed Securities will be subject to a Value Security Escrow Agreement on Exchange Form 5D to be entered into among the Resulting Issuer, TSX Trust Company, as escrow agent, and the applicable securityholders on the terms and conditions prescribed by Exchange policies.

CPC Escrow Shares

The following table sets out, as of the date hereof and to the knowledge of DataMiners and Zoomd, the name and municipality of residence of the securityholders whose Resulting Issuer Shares will be CPC Escrow Shares:

Name and Municipality of Residence of Shareholder	Designation of Class	Prior to Giving Effect to the Business Combination		After Giving Effect to the Business Combination
		Number of Securities Held in Escrow	Percentage of Class	Number of Securities Held in Escrow and Percentage of Class ¹
Darryl Cardey ⁽²⁾ Vancouver, BC	Common Shares	175,000	13.36%	70,000
David Wood Surrey, BC	Common Shares	10,000	0.76%	4,000
Colleen Flynn Surrey, BC	Common Shares	10,000	0.76%	4,000
Rose Zanic Vancouver, BC	Common Shares	15,000	1.15%	6,000
Total		210,000	16.03%	84,000

Notes:

- (1) Before the exercise of any convertible securities of the Resulting Issuer.
- (2) Darryl Cardey holds these shares in his holding company, Cardey Management Corp.

Under the CPC Escrow Agreement, 10% of the CPC Escrow Shares will be released from escrow on the date of issuance of the Final Exchange Bulletin and an additional 15% will be released on each of the dates which are six months, 12 months, 18 months, 24 months, 30 months and 36 months following the release of the Final Exchange Bulletin.

If the Resulting Issuer meets the Exchange's Tier 1 initial listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the CPC Escrow Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made an application to the Exchange for listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

The Exchange's prior consent must be obtained before a transfer within escrow of CPC Escrow Shares. Generally, the Exchange will only permit a transfer within escrow to be made to incoming Principals (as such term is defined by the policies of the Exchange) in connection with a proposed Qualifying Transaction.

If a Final Exchange Bulletin is not issued, the CPC Escrow Shares will not be released. Under the CPC Escrow Agreement, each Non-Arm's Length Party to DataMiners who holds escrowed DataMiners Shares acquired at a price below \$0.10 has irrevocably authorized and directed Olympia to immediately cancel all of those CPC Escrow Shares upon the issuance by the Exchange of a bulletin delisting the DataMiners Shares.

Escrowed Securities

Value Securities are securities issued pursuant to a transaction for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, all securities issued as consideration that do not constitute Value Securities are considered Surplus Securities. In connection with the completion of the Business Combination, the below principals of the Resulting Issuer have agreed to enter into a Surplus Security Escrow Agreement with TSX Trust Company as escrow agent.

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of an issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every six months thereafter, on each of the six, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of an issuer that will be a Tier 2 issuer, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange Bulletin, 5% on the date which is six months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin. It is not currently anticipated that any of the Resulting Issuer Shares will be subject to a Surplus Security Escrow Agreement.

In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for an 36 month escrow release mechanism with 5% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 5% on the date which is six months after the Final Exchange Bulletin, 10% on the date which is 12 months after the Final Exchange Bulletin, 10% on the date which is 18 months after the Final Exchange Bulletin, 15% on the date which is 24 months after the Final Exchange Bulletin, 15% on the date which is 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

The following table lists the names of beneficial owners of the securities that will be subject to the Surplus Security Escrow Agreement and the number of securities held by each as of the date hereof and to the knowledge of Zoomd and DataMiners:

Name and Municipality of Residence of Securityholder	Designation of Class	Before Giving Effect to the Business Combination		After Giving Effect to the Business Combination	
		Number of Securities to be held in Escrow ⁴	Percentage of Securities ⁴	Number of Securities to be held in Escrow	Percentage of Securities ⁵
<i>Surplus Security Escrow for Principals of the Resulting Issuer</i>					
Amit Bohensky Israel	Common Shares	Nil	Nil	9,182,123	10.21%
	Warrants			47,280	1.67%
	Options			505,238	5.98%
Ofer Eitan Israel	Common Shares	Nil	Nil	5,827,523	6.48%
	Options			505,238	5.98%
Amnon Argaman Israel	Common Shares	Nil	Nil	6,793,322	7.56%
	Options			257,442	3.05%
Alex Jurovitsky United States	Common Shares	Nil	Nil	4,076,705 ⁽¹⁾	4.53%
	Warrants			189,100 ⁽¹⁾	6.69%
	Options			943,954 ⁽¹⁾	11.17%
Josef Mendelbaum Israel	Common Shares	Nil	Nil	Nil	Nil
Tsvika Adler Israel	Options	Nil	Nil	283,138	3.35%
Omri Argaman Israel	Common Shares	Nil	Nil	4,391,392	4.88%
	Options			247,796	2.93%
Niv Sharoni Israel	Common Shares	Nil	Nil	2,781,717	3.09%
	Options			247,796	2.93%
Yair Yaskerovitch Israel	Options	Nil	Nil	568,762	6.73%
Etai Koren Israel	Options	Nil	Nil	171,638	2.03%
Subtotal	Common Shares			33,052,782	36.76%
	Warrants			236,380	8.37%
	Options			3,731,002	44.17%

Notes:

(1) held by Quilink Investments LLC (held equally by Alex Jurovitsky (Director) and Jacob Shochat).

Transfer of Escrow Shares

Where escrowed shares are to be held by a non-individual (a “**holding company**”), the Exchange will generally require that the securities of the holding company be placed in escrow or that all beneficial owners of the holding company sign an undertaking (Exchange Form 5D), in which they agree not to transfer their holding company securities without the consent of the Exchange. In addition, the directors and senior officers of the holding company must sign an undertaking not to permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company.

All holders of escrowed shares must obtain Exchange consent to transfer Resulting Issuer Shares then subject to escrow, other than in specified circumstances set out in the applicable escrow agreement.

Shares Subject to Resale Restrictions

In addition to the escrow and lock-ups described above, as required by the Exchange, seed share resale restrictions will be applicable to certain Resulting Issuer Shares (including Resulting Issuer Shares issuable upon due exercise of certain Replacement Options) assuming completion of the Business Combination. The following table sets out the securities subject to seed share resale restrictions pursuant to Section 10 of Policy 5.4 of the Exchange:

Issue Date	Number of Security Holders	Class of Securities	Number of Resulting Issuer Shares to be Held in Escrow	Percentage of Class of Resulting Issuer Securities	Issue Price	Resale Restriction & Reason
2013	1	Common Shares	483,731 Resulting Issuer Shares	0.54%	Nominal	Tier 2 Value Escrow
2015	1	Common Shares	5,357,191 Resulting Issuer Shares	5.96%	Nominal	Tier 2 Value Escrow
2013-2018	16	Common Shares	3,321,087 Resulting Issuer Shares	3.69%	Nominal	Tier 2 Value Escrow
2014-2018	33	Options	4,534,318 Replacement Options	53.68%	Nominal	Tier 2 Value Escrow

All of the securities referenced in the table above will be subject to a Value Security Escrow Agreement. In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a 36 month escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, with 15% of the escrowed securities being releasable every six months thereafter.

Auditors

The auditor of the Reporting Issuer is expected to be Brightman Almagor Zohar & Co (Deloitte).

Transfer Agent and Registrar

See “*Information Concerning DataMiners - Auditor, Transfer Agent and Registrar*”.

Risk Factors

The current business of Zoomd will be the business of the Resulting Issuer upon completion of the Business Combination. Due to the nature of that business, the legal and economic climate in which the Resulting Issuer operates and the present stage of development of its business, the Resulting Issuer may be subject to significant risks. An investment in the Resulting Issuer Shares should be considered highly speculative, not only due to the nature of Zoomd’s existing business and operations, but also because of the uncertainty related to completion of the Business Combination and the Zoomd Private Placement. The Resulting Issuer’s future development and actual operating results may be very different from those

expected as at the date of this Filing Statement. There can be no certainty that the Resulting Issuer will be able to implement successfully the strategy set out herein. No representation is or can be made as to the future performance of the Resulting Issuer and there can be no assurance that the Resulting Issuer will achieve its objectives. In addition to the other information in this Filing Statement, an investor should carefully consider each of, and the cumulative effect of, the following factors, which assume the completion of the Business Combination.

An investment in the Resulting Issuer's shares should be considered highly speculative due to the nature of Zoomd's business and the present stage of its development. Upon completion of the Business Combination, all of the risks described below in respect of Zoomd will apply equally to the Resulting Issuer. In evaluating Zoomd and its business, shareholders should carefully consider, in addition to the other information contained in this Filing Statement, the following risk factors. These risk factors are not a definitive list of all risk factors associated with the Resulting Issuer, Zoomd or in connection with either of their operations. It is believed that these are the factors that could cause actual results to be different from expected and historical results. You should not rely upon forward-looking statements as a prediction of future results. Additional risks and uncertainties that Zoomd is unaware of, or that Zoomd currently deems to be immaterial, may also become important factors that affect the Resulting Issuer. If any of the risks actually occur, the business, financial condition or results of operations could be materially adversely affected, with the result that the trading price of Zoomd or the Resulting Issuer's shares, as applicable, could decline and the shareholder could lose all or part of his or her investment.

History of Operating Losses

To date, Zoomd has recorded revenues from the sale of its products which have increased in recent years. However, since incorporation on 2012, Zoomd has accumulated net losses. DataMiners has neither a history of earnings nor has it paid any dividends and it is unlikely to pay dividends or enjoy earnings in the immediate or foreseeable future. There is no assurance that DataMiners will produce a profit after the successful acquisition of Zoomd.

Ability to Manage Growth

Recent rapid growth in all areas of Zoomd's business has placed, and is expected to continue to place, a significant strain on managerial, operational and technical resources. The Resulting Issuer expects operating expenses and staffing levels to increase in the future. To manage such growth, the Resulting Issuer must expand its operational and technical capabilities and manage its employee base while effectively administering multiple relationships with various third parties. There can be no assurance that the Resulting Issuer will be able to manage its expanding operations effectively. Any failure to implement cohesive management and operating systems, to add resources on a cost-effective basis or to properly manage the Resulting Issuer's expansion could have a material adverse effect on its business and results of operations.

Capital Investment

The timing and amount of capital expenditures by the Resulting Issuer will be dependent upon the Resulting Issuer's ability to utilize credit facilities, raise new debt, generate cash from operations, meet working capital requirements and sell additional shares in order to accommodate these items. There can be no assurance that sufficient capital will be available on acceptable terms to the Resulting Issuer for necessary or desirable capital expenditures or that the amount required will be the same as currently estimated. Lack of these funds could limit the future growth of the Resulting Issuer and its subsidiaries and their respective cash flows.

Unproven Market

It is anticipated that the market for the Resulting Issuer's potential products will continue to exist and expand. These assumptions may prove to be incorrect for a variety of reasons, including competition from other products and the degree of commercial viability of the potential products.

Failure to Develop Successful New Product Offerings

There can be no assurance that the Resulting Issuer can develop new products that are competitive with other products in the same category, that the products developed by the Resulting Issuer will receive widespread acceptance or that new products will yield favourable margins. Failure to develop and successfully market new products at favourable margins could have a material adverse impact on the Resulting Issuer's business, financial condition, results of operations and the amount of cash available for distribution to shareholders.

Competitive Environment

The industry in which Zoomd operates is highly competitive. The Resulting Issuer's success depends, in part, on its ability to be efficient in all aspects of the business and achieve the appropriate cost structure. Some of the Resulting Issuer's competitors have economic resources greater than those of the Resulting Issuer and are well established as suppliers to the markets that the Resulting Issuer will serve. Accordingly, such competitors may have lower cost structures allowing them to better withstand volatility within the industry and throughout the economy as a whole, while retaining significantly greater operating and financial flexibility than the Resulting Issuer. There can be no assurance that the Resulting Issuer will be able to manage costs and achieve efficiencies to allow it to compete successfully against its current or future competitors or that such competition will not have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations and the amount of cash available for distribution to shareholders.

Dependence upon Management

The Resulting Issuer's operations are dependent on the abilities, experience and efforts of its senior management. There can be no assurance that the Resulting Issuer would be able to find qualified replacements for the individuals who make up its senior management team if their services were no longer available. The loss of services of one or more members of its senior management could adversely affect the business of the Resulting Issuer.

Inability to Implement the Business Strategy

The growth and expansion of Zoomd's business is heavily dependent upon the successful implementation of Zoomd's business strategy. There can be no assurance that Zoomd will be successful in the implementation of its business strategy.

Completion of the Business Combination and Exchange Approval

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

Issuance of Debt

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

Conflicts of Interest

Certain of the directors of the Resulting Issuer are also directors and officers of other companies, some of which may be in the technology sector, and conflicts of interest may arise between their duties as directors of the Resulting Issuer and as officers and directors of such other companies. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as apply under the applicable corporate statute.

Dilution and Future Issuances of Resulting Issuer Shares

The Resulting Issuer may issue additional Resulting Issuer Shares in the future, which may dilute a shareholder's holdings in the Resulting Issuer. The Resulting Issuer's articles permit the issuance of an unlimited number of Resulting Issuer Shares and the shareholders of the Resulting Issuer will have no preemptive rights in connection with such further issuances. The board of directors of the Resulting Issuer has the discretion to determine the terms of issue of further issuances of Resulting Issuer Shares.

Future Sales of the Resulting Issuer Shares by Directors and Officers

Subject to compliance with applicable securities laws, directors and officers and their Affiliates may sell some or all of their securities in the Resulting Issuer in the future. No prediction can be made as to the effect, if any, such future sales will have on the market price of the Resulting Issuer's securities. However, the future sale of a substantial number of securities by the Resulting Issuer's directors and officers and their controlled entities, or the perception that such sales could occur, could adversely affect prevailing market prices for the Resulting Issuer's securities.

Business Location in Israel

As Zoomd's management and headquarters are located in Israel, Zoomd may be subject to certain risks of operating in that country. Israel has from time to time experienced political conflict and has been subject to ongoing security concerns. Since its establishment in 1948, a number of armed conflicts have occurred between Israel and its Arab neighbors. Political instability in the Middle East increased after the terrorist attacks of September 11, 2001 and the Arab Spring of 2011. Since 2005, when Israel withdrew from the Gaza strip, terrorist violence from Gaza has increased. The conflicts with Hamas in the Gaza strip and with Hezbollah in Lebanon may worsen and potentially affect Israel's economic condition. If the level of violence increases in the future, companies located in Israel may be affected.

Requirement for Permits and Licences in a Regulated Business

The Resulting Issuer will be subject to the applicable regulations regarding corporations in its field of business, depending on the respective location of operation. Regulatory action could disrupt the Resulting Issuer's ability to provide services. Such regulatory action could come in the form of actions based upon the Resulting Issuer's operation. There could be legislative action that could adversely affect the Resulting Issuer's business model. There can be no assurance that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail the business

of the Resulting Issuer. Amendments to current laws and regulations could have a substantial adverse impact on the Resulting Issuer.

As the Resulting Issuer also operates in Europe and the United States, it is obliged to comply with the applicable data protection or privacy laws or regulations as may be amended or superseded from time to time, including but not limited to the EU General Data Protection Regulation (“GDPR”) as implemented by countries within the European Economic Area and in the United States.

Risk of Third Party Claims for Infringement

A third party may claim that the Resulting Issuer has infringed such third party’s rights or may challenge the right of the Resulting Issuer to its intellectual property. In such event, the Resulting Issuer will undertake a review to determine what, if any, action should be taken with respect to such claim. Any claim, whether or not with merit, could be time consuming to evaluate, result in costly litigation, cause delays in the operations of the Resulting Issuer or the development of its intellectual property or require the Resulting Issuer to enter into licensing arrangements that may require the payment of a licence fee or royalties to the owner of the intellectual property. Such royalty or licensing arrangements, if required, may not be available on terms acceptable to the Resulting Issuer.

Strategic Relationships with Third Parties

The Resulting Issuer anticipates that it will continue to depend on the relationships with various third parties, including its five top customers, who collectively comprise approximately 80% of the Resulting Issuer’s revenue, to grow its business. Identifying, negotiating and documenting relationships with third parties requires significant time and resources. The Resulting Issuer’s competitors may be effective in providing incentives to their parties to favour their solutions or may prevent the Resulting Issuer from developing strategic relationships with these parties. In addition, these third parties may not perform as expected under any agreement with them and the Resulting Issuer may have disagreements or disputes with these parties, which could negatively affect the Resulting Issuer’s brand and reputation. It is possible that these third parties may not be able to devote the resources that the Resulting Issuer expects from the relationship. If the Resulting Issuer is unsuccessful in establishing or maintaining its relationship with these third parties, the Resulting Issuer’s ability to compete in the marketplace or to grow its revenue could be impaired, and operating results would suffer. Even if the Resulting Issuer is successful, these relationships may not result in improved operating results.

Information Technology Systems

The Resulting Issuer’s business depends, in part, on the continued and uninterrupted performance of its information technology systems. Sustained system failures or interruptions could disrupt the Resulting Issuer’s ability to operate effectively, which in turn could adversely affect its business, results of operations and financial condition. The Resulting Issuer’s computer systems may be vulnerable to damage from a variety of sources, including physical or electronic break-ins, computer viruses and similar disruptive problems. Despite precautions taken and the extensive mitigation strategies put in place by the Resulting Issuer, unanticipated problems affecting the information technology systems could cause interruptions for which the Resulting Issuer’s insurance policies may not provide adequate compensation.

General Litigation Risk

Disputes are common in the industry in which the Resulting Issuer will operate, and as such, in the normal course of business, the Resulting Issuer might be involved in various legal actions and proceedings which arise from time to time, some of which may be substantial. There is no assurance that the Resulting Issuer’s insurance arrangements will be sufficient to cover any particular claim or claims that may arise in the future.

Furthermore, the Resulting Issuer is subject to the risk of claims and legal actions for various commercial and contractual matters in respect of which insurance is not available.

Exchange Rate Fluctuations

Exchange rate fluctuations may affect the costs that the Resulting Issuer incurs in its operations. The appreciation of non-United States dollar currencies against the United States dollar can increase the cost of operations in United States dollar terms.

Holding Corporation

The Resulting Issuer is considered a holding corporation and a substantial portion of its assets is the capital stock of its subsidiaries. As a result, the holders of the Resulting Issuer Shares are subject to risks attributable to its subsidiaries. As a holding corporation, the Resulting Issuer conducts substantially all of its business through its subsidiaries, which generate substantially all of its revenue. Consequently, the Resulting Issuer's cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its subsidiaries and the distribution of those earnings to the Resulting Issuer. The ability of the subsidiaries of the Resulting Issuer to pay dividends and other distributions depend on their operating results and is subject to applicable laws and regulations which require that solvency and capital standards be maintained by such companies and contractual restrictions contained in the instruments governing their debt. In the event of bankruptcy, liquidation or reorganization of any of the Resulting Issuer's subsidiaries, holders of indebtedness and trade creditors will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to the Resulting Issuer.

Internal Control over Financial Reporting and Disclosure Controls and Procedures

The Resulting Issuer may face risks if there are deficiencies in its internal controls over financial reporting and disclosure controls and procedures. Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external reporting purposes. Management is responsible for establishing and maintaining adequate internal controls over financial reporting appropriate to the nature and size of the Resulting Issuer. The board of directors, in conjunction with its Audit Committee, is responsible for assessing the progress and sufficiency of internal controls over financial reporting and disclosure controls and procedures and will make adjustments as necessary. However, these initiatives may not be effective at remedying any deficiencies in internal control over financial reporting and disclosure controls and procedures. Any deficiencies, if uncorrected, could result in the Resulting Issuer's financial statements being inaccurate and in future adjustments or restatements of its financial statements, which could adversely affect the price of the Resulting Issuer Shares and the Resulting Issuer's business, financial condition and results of operations.

Key Credentialed Employees

The Resulting Issuer will rely on a number of key employees and licensed providers with specialized training in the delivery of the Resulting Issuer's services. The Resulting Issuer's operations will be adversely affected if any of the key employees cease their employment with the Resulting Issuer or if the Resulting Issuer is unable to recruit and retain qualified staff.

Ability to Implement Acquisition Strategy

The Resulting Issuer may not be able to effectively implement its acquisition strategy. There is the possibility that the Resulting Issuer will not be able to reduce costs, improve profits or roll out additional rehabilitation facilities fast enough to meet its objectives.

PART V - GENERAL MATTERS

Sponsorship

Sponsorship for a Qualifying Transaction is required by Policy 2.4 unless an exemption from the sponsorship requirement is granted to DataMiners by the Exchange. DataMiners has applied for, and the Exchange has provided DataMiners with, an exemption from the sponsorship requirement on the basis that Zoomd has completed the Zoomd Private Placement in connection with the Qualifying Transaction for aggregate gross proceeds of greater than CAD\$500,000 and the Agents have provided the Exchange with confirmation that they have completed appropriate due diligence on both the Acquisition and this Filing Statement that is generally in compliance with the relevant policies of the Exchange.

Experts

Interest of Experts

No Person or Company whose profession or business gives authority to a statement made by the Person or Company and who is named as having prepared or certified a part of this Filing Statement or as having prepared or certified a report or valuation described or included in this Filing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Resulting Issuer, or an Associate or Affiliate.

Expert Reports

There have been no other expert reports prepared to support the recommendation of the board of directors of DataMiners and Zoomd.

Other Material Facts

DataMiners and Zoomd are not aware of any other material facts relating to DataMiners, Zoomd or the Resulting Issuer or to the Business Combination that are not disclosed under the preceding items and are necessary in order for this Filing Statement to contain full, true and plain disclosure of all material facts relating to DataMiners, Zoomd and the Resulting Issuer, assuming completion of the Business Combination, other than those set forth herein.

Approval of DataMiners Board and Zoomd Board

The contents of this Filing Statement and the appendices attached hereto have been approved by the directors of DataMiners and Zoomd.

CERTIFICATE OF DATAMINERS CAPITAL CORP.

DATED June 30, 2019

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of DataMiners Capital Corp. assuming Completion of the Qualifying Transaction.

(signed) "Darryl Cardey"

Darryl Cardey, CEO, CFO and Director

**ON BEHALF OF THE BOARD OF DIRECTORS OF
DATAMINERS CAPITAL CORP.**

(signed) "Colleen Flynn"

Colleen Flynn, Director

(signed) "David Wood"

David Wood, Director

CERTIFICATE OF ZOOMD LTD.

DATED June 30, 2019

The foregoing as it relates to Zoomd Ltd. constitutes full, true and plain disclosure of all material facts relating to the securities of Zoomd Ltd.

(signed) "Ofar Eitan"

Ofar Eitan, Chief Executive Officer

(signed) "Tsvika Adler"

Tsvika Adler, Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS OF
ZOOMD LTD.**

(signed) "Amit Bohensky"

Amit Bohensky, Chairman of the Board of Directors

(signed) "Amnon Argaman"

Amnon Argaman, Director

(signed) "Alex Jurovitsky"

Alex Jurovitsky, Director

(signed) "Tsvika Adler"

Tsvika Adler, Director

APPENDIX A
RESULTING ISSUER OPTION PLAN

**STOCK OPTION PLAN OF
ZOOMD LTD.**

([●], 2019)

PART 1 - INTRODUCTION

1.01 Purpose

The purpose of the Plan is to secure for the Corporation and its shareholders the benefits of incentive inherent in share ownership by the directors, officers, key employees and, subject to the terms and conditions herein, consultants of the Corporation and its Affiliates who, in the judgment of the Board, will be largely responsible for its future growth and success.

Tax Provisions – this Plan assumes that the Eligible Persons under it are, among others, residents of the state of Israel or those who are deemed to be residents of the state of Israel for tax purposes. Therefore such tax provisions specified hereunder (which shall be enclosed in the **Israeli Appendix** attached hereto as **Appendix A**) are subject to the Israeli Income Tax Ordinance [New Version] 1961 and must be included in this Stock Option Plan in order for it to be considered as an approved/qualified Plan.

1.02 Definitions

- (a) “**Affiliate**” has the meaning ascribed thereto in the *Business Corporations Act* (Ontario) as amended from time to time.
- (b) “**Associate**” has the meaning ascribed to such term in the *Securities Act* (Ontario).
- (c) “**Blackout Period**” means a period during which the Corporation prohibits Optionees from exercising their Options.
- (d) “**Board**” means the board of directors of the Corporation.
- (e) “**Code**” means the U.S. Internal Revenue Code of 1986, as amended.
- (f) “**Consultant**” has the meaning ascribed to such term in Policy 4.4.
- (g) “**Corporation**” means Zoomd Ltd., a corporation duly incorporated under the laws of the Province of Ontario, and its Affiliates, if any, and includes any successor or assignee entity or entities into which the Corporation may be merged, changed, or consolidated; any entity for whose securities the securities of the Corporation shall be exchanged; and any assignee of or successor to substantially all of the assets of the Corporation.
- (h) “**Market Price**” has the meaning ascribed to such term in Policy 1.1.
- (i) “**Disability**” or “**Disabled**” means permanent and total disability as defined in Section 22(e)(3) of the Code.
- (j) “**Eligible Person**” shall mean an officer or director of the Corporation (“**Executive**”) or an employee of the Corporation (“**Employee**”) or a Management Company Employee or a Consultant.
- (k) “**Exchange**” means the TSX Venture Exchange.
- (l) “**Exercise Notice**” means the notice respecting the exercise of an Option, substantially in the form attached to the Option Certificate, duly executed by the Optionee.

- (m) **“Exercise Price”** means the price at which an Option may be exercised as determined in accordance with section 2.03.
- (n) **“Fair Market Value”** means, if the Shares are listed on any national securities exchange within the meaning of Section 409A of the Code, the closing sales price, if any, on the largest such exchange on the valuation date, or, if none, on the most recent trade date immediately prior to the valuation date provided such trade date is no more than thirty (30) days prior to the valuation date. If the Shares are not then listed on any such exchange, or there has been no trade date within such thirty (30) day period, the fair market value shall be determined in good faith by the Board.
- (o) **“Section 422 Stock Option”** means an Option which is intended to qualify as an incentive stock option under Section 422 of the Code.
- (p) **“Insider”** means (i) an insider as defined in the *Securities Act* (Ontario), other than a person who falls within the definition solely by virtue of being a director or senior officer of a subsidiary of the Corporation, and (ii) an Associate of any person who is an insider by virtue of the preceding sub-clause (i).
- (q) **“Investor Relations Activities”** has the meaning ascribed to such term in Policy 1.1.
- (r) **“Management Company Employee”** has the meaning ascribed to such term in Policy 4.4.
- (s) **“Material Information”** has the meaning ascribed to such term in Policy 1.1.
- (t) **“Option”** shall mean an option granted under the terms of the Plan.
- (u) **“Option Certificate”** means the certificate, substantially in the form set out as Schedule “A” hereto, evidencing an Option.
- (v) **“Option Period”** shall mean the period during which an option may be exercised.
- (w) **“Optionee”** shall mean an Eligible Person to whom an Option has been granted under the terms of the Plan.
- (x) **“Outstanding Issue”** means the number of Shares outstanding on a non-diluted basis.
- (y) **“Plan”** means the stock option plan established and operated pursuant to Part 2 hereof.
- (z) **“Policy 1.1”** means the Exchange’s Policy 1.1 entitled “Interpretation” as amended from time to time.
- (aa) **“Policy 4.4”** means the Exchange’s Policy 4.4 entitled “Incentive Stock Options” as amended from time to time.
- (bb) **“Shares”** shall mean the common shares of the Corporation.

PART 2 - SHARE OPTION PLAN

2.01 Participation

Options shall be granted only to Eligible Persons.

2.02 Determination of Option Recipients

The Board shall make all necessary or desirable determinations regarding the granting of Options to Eligible Persons and may take into consideration the present and potential contributions of a particular Eligible Person to the success of the Corporation and any other factors which it may deem proper and relevant.

2.03 Price

The price at which an Optionee may purchase a Share upon the exercise of an Option shall be determined from time to time by the Board and shall be as set forth in the Option Certificate issued in respect of such Option but, in any event, shall not be less than the Market Price, and in the case of an Eligible Person employed or performing services in the United States or otherwise subject to Section 409A of the Code, shall not be less than Fair Market Value on the date of grant. If the Optionee owns directly or by reason of the applicable attribution rules more than 10% of the total combined voting power of all classes of stock of the Corporation, the Option price per share of the Shares covered by each Option which is intended to be a Section 422 Stock Option shall be not less than one hundred ten percent (110%) of the Fair Market Value on the date of the grant.

2.04 Grant of Options

The Board may at any time authorize the granting of Options to such Eligible Persons as it may select for the number of Shares that it shall designate, subject to the provisions of the Plan. The date of each grant of Options shall be determined by the Board when the grant is authorized.

In the event that Options are granted to Employees, Management Company Employees or Consultants, the Corporation represents that such Optionees shall be bona fide Employees, Management Company Employees or Consultants, as the case may be.

The Corporation may at the time of granting options hereunder provide for additional terms and conditions which are not inconsistent with Part 2 hereof including, without limitation, terms and conditions deferring or delaying the date at which an Option may be exercised in whole or in part. Such additional terms and conditions shall be as set forth in the Option Certificate issued in respect of such Option.

The Option Certificate of any Option which is intended to qualify as a Section 422 Stock Option shall contain such limitations and restrictions upon the exercise of the Option as shall be necessary in order that such Option qualifies as an "incentive stock option" within the meaning of Section 422 of the Code. Further, the Option Certificate authorized under the Plan shall be subject to such other terms and conditions including, without limitation, restrictions upon the exercise of the Option, as the Board shall deem advisable and which are not inconsistent with the requirements of Section 422 of the Code.

Notwithstanding any of the foregoing provisions, the Board may authorize the grant of an Option to a person not then in the employ of the Corporation or of an Affiliate, conditioned upon such person becoming eligible to become an Eligible Person at or prior to the execution of the Option Certificate evidencing the actual grant of such Option.

2.05 Term of Options

Unless otherwise expired pursuant to the terms of the Plan, all Options granted to an Optionee pursuant to this Plan shall expire at the close of business ten (10) years from the date of grant or such earlier date as the Board shall decide when the Option is granted, subject to earlier termination as herein provided; provided, however, that if the Option price is required under section 2.03 to be at least 110% of Fair Market Value, each such Option shall terminate not more than five (5) years from the date of the grant thereof, and shall be subject to earlier termination as herein provided.

Upon the expiration of the Option Period, the Options granted shall forthwith expire and terminate and be of no further force or effect whatsoever as to such of the Shares in respect of which the Option hereby granted has not then been exercised.

Notwithstanding the foregoing, if the expiration of the Option Period falls within a Blackout Period the expiration of the Option Period shall be automatically extended for ten (10) business days after the expiry of the Blackout Period on the condition that (i) the Blackout Period was formally imposed by the Corporation pursuant to its internal trading policies as a result of the bona fide existence of undisclosed Material Information, (ii) the Blackout Period must be deemed to have expired upon the general disclosure of the undisclosed Material Information, and (iii) the automatic extension of an Optionee's options will not be permitted where the Optionee or the Corporation is subject to a cease trade order (or similar order under applicable securities laws) in respect of the Corporation's securities.

No Optionee or his or her legal representative, legatees or distributees will be, or will be deemed to be, a holder of any Shares subject to an Option, unless and until certificates for such Shares are issued to him, her or them or a securities intermediary with whom the Optionee (or his or her legal representative, legatees or distributees) has an account, is recorded as the owner of such Shares in a book-entry system under the terms of the Plan.

2.06 Exercise of Options

Except as set forth in section 2.10, no Option may be exercised unless the Optionee is at the time of such exercise;

- (a) in the case of an Employee, in the employ of the Corporation or any Affiliate and shall have been continuously so employed since the grant of his or her Option, or have been a Consultant of the Corporation during such time thereafter, but absence on leave, having the approval of the Corporation or such Affiliate, shall not be considered an interruption of employment for any purpose of the Plan;
- (b) in the case of a Consultant, under contract with the Corporation or any Affiliate and shall have been continuously so contracted since the grant of the Option; or
- (c) in the case of an Executive, a director or officer of the Corporation or any Affiliate and shall have been such a director or officer continuously since the grant of his or her Option.

No Option may be exercised by an Optionee until the Plan has been approved by the shareholders of the Corporation.

The exercise of any Option will be contingent upon receipt by the Corporation of cash payment of the full Exercise Price of the Shares being purchased by 5:00 p.m. (EST) on the last day of the Option Period by delivering to the Corporation an Exercise Notice, the applicable Option Certificate and a certified cheque or bank draft payable to the Corporation in an amount equal to the aggregate Exercise Price of the Shares to be purchased pursuant to the exercise of the Option.

2.07 Vesting of Options

Executives, Employees, Management Company Employees and Consultants

All Options granted to an Eligible Person, other than Optionees performing Investor Relations Activities, pursuant to this Plan shall vest and become fully exercisable as determined by the Board when the Option is granted.

Optionees performing Investor Relations Activities

All Options granted to Optionees performing Investor Relations Activities, pursuant to this Plan shall vest and become full exercisable as follows or as determined by the Board when the Option is granted, but in any event such Options shall not vest any sooner:

- (a) one quarter (1/4) of the Options on the date which is three (3) months from the date said Options are granted;

- (b) one quarter (1/4) of the Options on the date which is six (6) months from the date said Options are granted;
- (c) one quarter (1/4) of the Options on the date which is nine (9) months from the date said Options are granted; and
- (d) the final one quarter (1/4) of the Options on the date which is twelve (12) months from the date said Options are granted.

2.08 Restrictions on Grant of Options

The granting of Options shall be subject to the following conditions:

- (a) not more than two (2%) percent of the Outstanding Issue may be granted to any one Consultant in any 12 month period;
- (b) not more than an aggregate of two (2%) percent of the Outstanding Issue may be granted in aggregate to Eligible Persons conducting Investor Relations Activities in any 12 month period;
- (c) unless the Corporation has obtained disinterested shareholder approval, not more than five (5%) percent of the Outstanding Issue may be issued to any one individual in any 12 month period;
- (d) unless the Corporation has obtained disinterested shareholder approval, not more than an aggregate of ten (10%) percent of the Outstanding Issue may be issued to Insiders in any 12 month period; and
- (e) unless the Corporation has obtained disinterested shareholder approval, the Corporation shall not decrease the Exercise Price of Options previously granted to Insiders.

No Options shall be granted after the expiration of ten (10) years from the earlier of the date of the adoption of the Plan by the Corporation or the approval of the Plan by the stockholders of the Corporation, and provided further, that the fair market value of the Shares (determined at the time the Option is granted) as to which Options designated as Section 422 Stock Options are exercisable for the first time by any Eligible Person during any single calendar year (under the Plan and under any other incentive stock option plan of the Corporation or an Affiliate) shall not exceed US\$100,000.

If disinterested shareholder approval is required, the proposed grant(s) or plan must be approved by a majority of the votes cast by all shareholders at the shareholders' meeting excluding votes attaching to shares beneficially owned by (i) Insiders to whom options may be granted under the stock option plan; and (ii) Associates of such Insiders. Holders of non-voting and subordinate voting shares must be given full voting rights on a resolution that requires disinterested shareholder approval.

2.09 Lapsed Options

If Options are surrendered, terminated or expire without being exercised in whole or in part, new Options may be granted covering the Shares not purchased under such lapsed Options.

2.10 Effect of Termination of Employment, Death or Disability

- (a) If an Optionee shall die while employed or retained by the Corporation, or while an Executive, any Options held by the Optionee at the date of death, which have vested pursuant to section 2.07, shall become exercisable, in whole or in part, but only by the persons or persons to whom the Optionee's rights under the Option shall pass by the Optionee's will or the laws of descent and distribution (the "**Successor Optionee**"). All such Options shall be exercisable only to the extent that the Optionee was entitled to exercise the Option at the date of his or her death and only for one (1) year after the date of death or prior to the expiration of the Option Period in respect thereof, whichever is sooner,

except that in the event the expiration of the Option Period is earlier than one (1) year after the date of death, with the consent of the Exchange, the Options shall be exercisable for up to one (1) year after the date of death of the Optionee as determined by the Board. Notwithstanding the foregoing, the Board, in its discretion, may resolve that up to all of the Options held by an Optionee at the date of death which have not yet vested shall vest immediately upon death.

- (b) If the employment or engagement of an Optionee shall terminate with the Corporation due to disability while the Optionee is employed or retained by the Corporation, any Option held by the Optionee on the date the employment or engagement of the Optionee is terminated due to disability, which have vested pursuant to section 2.07, shall become exercisable, in whole or in part. All such Options shall be exercisable only to the extent that the Optionee was entitled to exercise the Option at the date of his or her termination due to disability and only for one (1) year after the date of termination or prior to the expiration of the Option Period in respect thereof, whichever is sooner, provided that Options that become exercisable due to disability shall only be exercisable by the person or persons who have the legal authority to act on behalf of the Optionee in connection with the rights of the Optionee to the Options. Notwithstanding the foregoing, the Board, in its discretion, may resolve that up to all of the Options held by an Optionee on the date the employment or engagement of the Optionee is terminated due to disability which have not yet vested shall vest immediately upon such date.
- (c) Subject to section 2.10 (d), if an Optionee ceases to be an Eligible Person (other than as provided in section 2.10 (a) or (b)), any Options held by the Optionee on the date such Optionee ceased to be an Eligible Person, which have vested pursuant to section 2.07, shall be exercisable only to the extent that the Optionee was entitled to exercise the Option at the date such Optionee ceased to be an Eligible Person and only for ninety (90) days after the date such Optionee ceased to be an Eligible Person, subject to the Board's discretion to extend such period for up to one (1) year, or prior to the expiration of the Option Period in respect thereof, whichever is sooner. Notwithstanding the foregoing, the Board, in its discretion, may resolve that up to all of the Options held by an Optionee on the date the Optionee ceased to be an Eligible Person which have not yet vested shall vest immediately upon such date.
- (d) If the employment of an Employee or Consultant is terminated for cause (as determined by the Board) no Option held by such Optionee may be exercised following the date upon which Termination occurred.

To the extent required by law, the Corporation shall make adjustments to, and interpret, the Options as required by the U.S. Uniformed Services Employment and Reemployment Rights Act.

2.11 Effect of Offer or Sale

If at any time when the Option hereby granted remains unexercised with respect to any Shares, (a) a general offer to purchase all of the issued shares of the Corporation is made by a third party or (b) the Corporation proposes to sell all or substantially all of its assets and undertaking or to merge, amalgamate or be absorbed by or into any other company (save and except for a subsidiary or subsidiaries of the Corporation) under any circumstances which involve or may involve or require the liquidation of the Corporation, a distribution of its assets among its shareholders, or the termination of its corporate existence, the Corporation shall use its reasonable best efforts to provide notice of such offer or proposal to the Optionee as soon as practicable and (i) the Corporation may, at its option, permit the Option hereby granted to be exercised, as to all or any of the Optioned Shares in respect of which such Option has not previously been exercised by the Optionee at any time up to and including (but not after) a date twenty (20) days following the date of notice of such offer, sale or other similar transaction or prior to the close of business on the expiration date of the Option Period, whichever is the later; and (ii) the Corporation may, at its option, determine that upon the expiration of such twenty (20) day period, all rights to exercise the Option shall terminate and cease to have any further force or effect.

The Corporation may, in its sole discretion and without the consent of Optionees, provide for one or more of the following: (i) the assumption of the Plan and outstanding Options by the surviving entity or its parent; (ii) the substitution by the surviving entity or its parent of Options with substantially the same terms for such outstanding Options; (iii) immediate exercisability of such outstanding Options followed by cancellation of such Options; and (iv) settlement of the

intrinsic value of the outstanding vested Options in cash or cash equivalents or equity followed by the cancellation of all Options (whether or not then vested or exercisable).

2.12 Effect of Amalgamation, Consolidation or Merger

If the Corporation amalgamates, consolidates with or merges with or into another corporation, upon the exercise of an Option following such amalgamation, consolidation or merger, the Optionee shall be entitled to receive, and shall accept, in lieu of Shares, the securities, property or cash which the Optionee would have received upon such amalgamation, consolidation or merger if the Optionee had exercised his Option and held Shares immediately prior to the effective date of such amalgamation, consolidation or merger, and the number of Shares and the option price shall be adjusted appropriately by the directors of the Corporation and such adjustment shall be binding for all purposes herein.

2.13 Adjustment in Shares Subject to the Plan

If there is any change in the Shares through or by means of a declaration of stock dividends of Shares or consolidations, subdivisions or reclassification of Shares, or otherwise, the number of Shares available under the Plan, the Shares subject to any Option, and the Exercise Price thereof shall be adjusted appropriately by the Board and such adjustment shall be effective and binding for all purposes of the Plan. No such adjustment shall be made under the Plan which shall, within the meaning of Sections 424 and 409A of the Code, constitute such a modification, extension, or renewal of an Option as to cause the adjustment to be considered as the grant of a new Option.

2.14 Hold Period

All Options and any Shares issued on the exercise of Options may be subject to and legended with a four month hold period commencing on the date the Options were granted pursuant to the rules of the Exchange and applicable securities laws. Any Shares issued on the exercise of Options may be subject resale restrictions contained in National Instrument 45-102 – *Resale of Securities* which would apply to the first trade of the Shares.

2.15 Notification of Grant of Option

Following the granting of an Option by the Board, the Corporation shall notify the Optionee in writing of the Option and shall enclose with such notice the Option Certificate representing the Option so granted. Each Optionee, concurrently with the notice of the grant of an Option, shall be provided with a copy of the Plan.

2.16 Options Granted To Corporations

Except in relation to a Consultant that is a corporation, Options may only be granted to an individual or a corporation that is wholly-owned by an Eligible Person. If a corporation is an Optionee, it must provide the Exchange with a completed Form 4F – *Certification and Undertaking Required from a Corporation Granted an Incentive Stock Option*. The corporation must agree not to effect or permit any transfer of ownership or option of shares of the corporation nor to issue further shares of any class in the corporation to any other individual or entity as long as the Option remains outstanding, except with the written consent of the Exchange.

PART 3 - GENERAL

3.01 Number of Shares

The aggregate number of Shares that may be reserved for issuance, at any time, under the Plan shall not exceed 17,983,433 Shares (18,548,383 Shares in the event that all 2,824,749 Zoomd warrants are exercised prior to the date this Plan receives shareholder approval), being 20% of the total Outstanding Issue as at the date hereof.

3.02 Transferability

All benefits, rights and options accruing to any Optionee in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein. During the lifetime of an Optionee, all benefits, rights and options may only be exercised by the Optionee.

3.03 Employment

Nothing contained in any Plan shall confer upon any Optionee any right with respect to employment or continuance of employment with the Corporation or any Affiliate, or interfere in any way with the right of the Corporation or any Affiliate to terminate the Optionee's employment at any time. Participation in any Plan by an Optionee is voluntary.

3.04 Approval of Plan

Options issued under the Plan shall only become exercisable after the Plan has been approved by the shareholders of the Corporation; provided, however:

- (a) unless consistent with the terms contained herein and approved by the Board, nothing contained herein shall in any way affect Options previously granted by the Corporation and currently outstanding;
- (b) the Plan must receive shareholder approval yearly, at the Corporation's annual general meeting.

The obligation of the Corporation to sell and deliver Shares in accordance with the Plan is subject to the approval of any governmental authority having jurisdiction or any stock exchanges on which the Shares are listed for trading which may be required in connection with the authorization, issuance or sale of such Shares by the Corporation. If any Shares cannot be issued to any Optionee for any reason including, without limitation, the failure to obtain such approval, then the obligation of the Corporation to issue such Shares shall terminate and any Optionee's option price paid to the Corporation shall be returned to the Optionee.

3.05 Administration of the Plan

The Board is authorized to interpret the Plan from time to time and to adopt, amend and rescind rules and regulations for carrying out the Plan. The interpretation and construction of any provision of the Plan by the Board shall be final and conclusive. Administration of the Plan shall be the responsibility of the appropriate officers of the Corporation and all costs in respect thereof shall be paid by the Corporation.

3.06 Income Taxes

As a condition of and prior to participation in the Plan, if requested by the Board, a Optionee shall authorize the Corporation in written form to withhold from any remuneration otherwise payable to such Optionee any amounts required by any taxing authority to be withheld for taxes of any kind as a consequence of such participation in the Plan.

In addition, if the Corporation is required under the *Income Tax Act* (Canada) or any other applicable law to make source deductions in respect of employee stock option benefits to the Optionee and to remit to the applicable governmental authority an amount on account of tax on the value of the taxable benefit associated with the issuance of Shares on exercise of Options, then the Optionee shall (i) pay to the Corporation, in addition to the Exercise Price for the Options, sufficient cash as is reasonably determined by the Corporation to be the amount necessary to permit the required tax remittance, (ii) authorize the Corporation, on behalf of the Optionee, to sell in the market on such terms and at such time or times as the Corporation determines a portion of the Shares being issued upon exercise of the Options to realize cash proceeds to be used to satisfy the required tax remittance, or (iii) make other arrangements acceptable to the Corporation to fund the required tax remittance.

3.07 Amendments to the Plan

The Board reserves the right to amend, modify or terminate the Plan at any time if and when it is advisable in the absolute discretion of the Board. However, any amendments of the Plan which could result, at any time, in:

- (a) a material increase in the benefits under the Plan; or
- (b) an increase in the number of Shares which would be issued under the Plan (except any increase resulting automatically from an increase in the total Outstanding Issue); or
- (c) a material modification in the requirement as to eligibility for participation in the Plan;

shall be effective only upon the approval of the shareholders of the Corporation. Any amendment to any provision of the Plan shall be subject to approval, if required, by any regulatory body having jurisdiction over the securities of the Corporation.

3.08 No Representation or Warranty

The Corporation makes no representation or warranty as the future market value of any Shares issued in accordance with the provisions of the Plan.

3.09 Interpretation

The Plan will be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

3.10 Savings Clause

This Plan is intended to comply in all respects with applicable law and regulations, including Section 409A of the Code. In case any one or more provisions of this Plan shall be held invalid, illegal, or unenforceable in any respect under applicable law and regulation (including Section 409A of the Code), the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby and the invalid, illegal, or unenforceable provision shall be deemed null and void; however, to the extent permitted by law, any provision that could be deemed null and void shall first be construed, interpreted, or revised retroactively to permit this Plan to be construed in compliance with all applicable law (including Section 409A of the Code) so as to foster the intent of this Plan.

3.11 Compliance with Applicable Law, etc.

If any provision of the Plan or of any Option Certificate delivered pursuant to the Plan contravenes any law or any order, policy, by-law or regulation of any regulatory body or stock exchange having authority over the Corporation or the Plan then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.

SCHEDULE "A"
ZOOMD LTD.
STOCK OPTION PLAN

If issued to officers or directors or at a discount to the Market Price - WITHOUT PRIOR WRITTEN APPROVAL OF TSX VENTURE EXCHANGE AND COMPLIANCE WITH ALL APPLICABLE SECURITIES LEGISLATION, THE SECURITIES REPRESENTED BY THIS CERTIFICATE MAY NOT BE SOLD, TRANSFERRED, HYPOTHECATED OR OTHERWISE TRADED ON OR THROUGH THE FACILITIES OF TSX VENTURE EXCHANGE OR OTHERWISE IN CANADA OR TO OR FOR THE BENEFIT OF A CANADIAN RESIDENT UNTIL [INSERT DATE THAT IS FOUR MONTHS AND A DAY FROM THE GRANT DATE].

Insert the following U.S. legend if the Option is being issued to an Optionee who is in the United States or who is a U.S. person:

[THE OPTION REPRESENTED BY THIS CERTIFICATE AND THE COMMON SHARES ISSUABLE UPON EXERCISE THEREOF HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. THE HOLDER HEREOF, BY ACQUIRING SUCH SECURITIES, AGREES FOR THE BENEFIT OF THE CORPORATION THAT SUCH SECURITIES MAY BE OFFERED, SOLD OR OTHERWISE TRANSFERRED ONLY (A) TO THE CORPORATION, (B) OUTSIDE THE UNITED STATES IN ACCORDANCE WITH RULE 904 OF REGULATIONS UNDER THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH APPLICABLE LOCAL LAWS AND REGULATIONS, (C) PURSUANT TO THE EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER, IF AVAILABLE, AND IN COMPLIANCE WITH ANY APPLICABLE STATE SECURITIES LAWS, OR (D) IN A TRANSACTION THAT DOES NOT REQUIRE REGISTRATION UNDER THE U.S. SECURITIES ACT OR ANY APPLICABLE STATE LAWS AND REGULATIONS GOVERNING THE OFFER AND SALE OF SECURITIES, AND IT HAS, IN THE CASE OF EACH OF (C) AND (D), PRIOR TO SUCH TRANSFER FURNISHED TO THE CORPORATION AN OPINION OF COUNSEL OF RECOGNIZED STANDING IN FORM AND SUBSTANCE SATISFACTORY TO THE CORPORATION TO SUCH EFFECT.]

ZOOMD LTD.

STOCK OPTION PLAN
OPTION CERTIFICATE

This Certificate is issued pursuant to the provisions of the Zoomd Ltd. (the "**Corporation**") stock option plan (the "**Plan**") and evidences that _____ is the holder (the "**Optionee**") of an option (the "**Option**") to purchase up to _____ common shares (the "**Shares**") in the capital stock of the Corporation at a purchase price of CAD\$_____ per Share (the "**Exercise Price**").

The Plan provides for the granting of stock options that either (i) are intended to qualify as "Incentive Stock Options" within the meaning of Section 422 of the United States Internal Revenue Code of 1986 ("**Section 422 Stock Options**"), as amended (the "**Code**"), (ii) do not qualify as Section 422 Stock Options ("**Non-Qualified Stock Options**"), (iii) are intended to qualify as "Approved 102 Option" (either as "Capital Gain Option (CGO)" under Section 102(b)(2) of the Ordinance, or as "Ordinary Income Option (OIO)" under Section 102(b)(1) of the Ordinance) within the meaning of 102(b) of the Israeli Income Tax Ordinance [New Version] 1961 as now in effect or as hereafter amended (the "**Ordinance**"), (iv) do not qualify as Approved 102 Option and therefore are defined as "3(i) Option" within the meaning of Section 3(i) of the Ordinance. This Option is intended to be (select one):

a Section 422 Stock Option;

- a Non-Qualified Stock Option;
- Approved 102 Option;
- Capital Gain Option (CGO);
- Ordinary Income Option (OIO); or
- 3(i) Option.

Subject to the provisions of the Plan:

- (a) the effective date of the grant of the Option is _____, 20__;
- (b) the Option expires at 5:00 p.m. (EST) on _____, 20__; and
- (c) the Options shall vest as follows:

Date	Percent of Stock Options Vested	Number of Stock Options Vested	Aggregate Number of Stock Options Vested

The vested portion or portions of the Option may be exercised at any time and from time to time from and including the date of the grant of the Option through to 5:00 p.m. (EST) on the expiration date of the Option Period by delivering to the Corporation an Exercise Notice, in the form attached as **Appendix “I”** hereto, together with this Certificate and a certified cheque or bank draft payable to the Corporation in an amount equal to the aggregate of the Exercise Price of the Shares in respect of which the Option is being exercised.

All Options and any Shares issued on the exercise of Options may be subject to resale restrictions and may be subject to and legended with a four month hold period commencing on the date the Options were granted pursuant to the rules of the Exchange and applicable securities laws. The Options hereby granted are subject to the approval of the Exchange.

This Certificate and the Option evidenced hereby is not assignable, transferable or negotiable and is subject to the detailed terms and conditions contained in the Plan, the terms and conditions of which the Optionee hereby expressly agrees with the Corporation to be bound by. This Certificate is issued for convenience only and in the case of any dispute with regard to any matter in respect hereof, the provisions of the Plan and the records of the Corporation shall prevail.

If the Optionee is a U.S. person or is located in the United States, the Optionee acknowledges and agrees as follows:

- (a) The Option and the Shares (collectively, the **“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 the securities laws of any state of the United States, and the Option is being granted to the Optionee in reliance on an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.
- (b) The Securities will be “restricted securities”, as defined in Rule 144 under the U.S. Securities Act, and the rules of the United States Securities and Exchange Commission provide in substance that the Optionee may dispose of the Securities only pursuant to an effective registration statement under the U.S. Securities Act or an exemption therefrom, and the Corporation has no obligation to register any of the Securities or to take action so as to permit sales pursuant to the U.S. Securities Act (including Rule 144 thereunder, if available).

- (c) If the Optionee decides to offer, sell or otherwise transfer any of the Shares, the Optionee will not offer, sell or otherwise transfer the Option directly or indirectly, unless:
- (i) the sale is to the Corporation;
 - (ii) the sale is made outside the United States in a transaction meeting the requirements of Rule 904 of Regulation S under the U.S. Securities Act (“**Regulation S**”) and in compliance with applicable local laws and regulations;
 - (iii) the sale is made pursuant to the exemption from the registration requirements under the U.S. Securities Act provided by Rule 144 thereunder, if available, and in accordance with any applicable state securities or “blue sky” laws; or
 - (iv) the Shares are sold in a transaction that does not require registration under the U.S. Securities Act or any applicable state laws and regulations governing the offer and sale of securities;

and, in the case of each of (iii) and (iv) it has prior to such sale furnished to the Corporation an opinion of counsel reasonably satisfactory to the Corporation stating that such transaction is exempt from registration under applicable securities laws.

- (d) The Option may not be exercised by or for the account or benefit of a person in the United States or a U.S. person unless registered under the U.S. Securities Act and any applicable state securities laws, unless an exemption from such registration requirements is available.
- (e) The certificate(s) representing the Shares will be endorsed with the following or a similar legend until such time as it is no longer required under the applicable requirements of the U.S. Securities Act or applicable state securities laws:

“THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, (THE “U.S. SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. THE HOLDER HEREOF, BY PURCHASING SUCH SECURITIES, AGREES FOR THE BENEFIT OF THE CORPORATION, THAT SUCH SECURITIES MAY BE OFFERED, SOLD OR OTHERWISE TRANSFERRED ONLY (A) TO THE CORPORATION; (B) OUTSIDE THE UNITED STATES IN ACCORDANCE WITH RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT; (C) IN ACCORDANCE WITH THE EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER, IF AVAILABLE, AND IN COMPLIANCE WITH ANY APPLICABLE STATE SECURITIES LAWS; OR (D) IN A TRANSACTION THAT DOES NOT REQUIRE REGISTRATION UNDER THE U.S. SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS, AND, IN THE CASE OF CLAUSE (C) OR (D), THE SELLER FURNISHES TO THE CORPORATION AN OPINION OF COUNSEL OF RECOGNIZED STANDING IN FORM AND SUBSTANCE SATISFACTORY TO THE CORPORATION TO SUCH EFFECT. THE PRESENCE OF THIS LEGEND MAY IMPAIR THE ABILITY OF THE HOLDER HEREOF TO EFFECT “GOOD DELIVERY” OF THE SECURITIES REPRESENTED HEREBY ON A CANADIAN STOCK EXCHANGE.”

provided, that if the Shares are being sold outside the United States in compliance with the requirements of Rule 904 of Regulation S and such Shares were acquired at a time when the Corporation is a “foreign issuer” as defined in Regulation S, the legend set forth above may be removed by providing an executed declaration to the registrar and transfer agent of the Corporation, in substantially the form set forth as Appendix “II” hereto (or in such other form as the Corporation may prescribe from time to time) and, if requested by the Corporation or the transfer agent, an opinion of counsel of recognized standing in form and substance satisfactory to the Corporation and the transfer agent to the effect that such sale is being made in compliance with Rule 904 of Regulation S; and provided, further, that, if any Shares are being sold otherwise than in accordance

with Regulation S and other than to the Corporation, the legend may be removed by delivery to the registrar and transfer agent and the Corporation of an opinion of counsel, of recognized standing reasonably satisfactory to the Corporation, that such legend is no longer required under applicable requirements of the U.S. Securities Act or state securities laws.

- (f) Rule 905 of Regulation S provides in substance that any “restricted securities” that are equity securities of a “domestic issuer” (including an issuer that no longer qualifies as a “foreign issuer”) will continue to be deemed to be restricted securities notwithstanding that they were acquired in a resale transaction pursuant to Rule 901 or 904 of Regulation S; that Rule 905 of Regulation S will apply in respect of Shares if the Corporation is not a “foreign issuer” at the time of exercise of the related Options; and that the Corporation is not obligated to remain a “foreign issuer”.
- (g) “**Domestic issuer**”, “**foreign issuer**”, “**United States**” and “**U.S. person**” are as defined in Regulation S.
- (h) If the Optionee is resident in the State of California on the effective date of the grant of the Option, then, in addition to the terms and conditions contained in the Plan and in this Certificate, the Optionee acknowledges that the Corporation, as a reporting issuer under the securities legislation in the Provinces of British Columbia, Alberta and Ontario, is required to publicly file with the securities regulators in those jurisdictions continuous disclosure documents, including audited annual financial statements and unaudited quarterly financial statements (collectively, the “**Financial Statements**”). Such filings are available on the System for Electronic Document Analysis and Retrieval (SEDAR), and documents filed on SEDAR may be viewed under the Corporation’s profile at the following website address: www.sedar.com. Copies of Financial Statements will be made available to the Optionee by the Corporation upon the Optionee’s request.

All terms not otherwise defined in this Certificate shall have the meanings given to them under the Plan.

Dated this ____ day of _____, 20____.

ZOOMD LTD.

Per:

Authorized Signatory

[ZOOMD LTD.]

**APPENDIX A - ISRAEL
TO THE STOCK OPTION PLAN**

1. Definitions

For purposes of this Annex and the Grant Notification Letter, the following definitions shall apply:

- (a) “**Affiliate**” - any “employing company” within the meaning of Section 102(a) of the Ordinance.
- (b) “**Approved 102 Option**” - an Option granted pursuant to Section 102(b) of the Ordinance and held in trust by a Trustee for the benefit of the Grantee.
- (c) “**Capital Gain Option (CGO)**” - an Approved 102 Option elected and designated by the Corporation to qualify under the capital gain tax treatment in accordance with the provisions of Section 102(b)(2) of the Ordinance.
- (d) “**Controlling Shareholder**” - shall have the meaning ascribed to it in Section 32(9) of the Ordinance.
- (e) “**Date of Grant**” – the date upon which the Option is granted to the Grantee.
- (f) “**Employee**” - a person who is employed by the Corporation or its Affiliates, including an individual who is serving as a director or an office holder, but excluding any Controlling Shareholder, all as determined in Section 102 of the Ordinance.
- (g) “**Grantee**” – a person who receives an Option under this Annex A.
- (h) “**ITA**” - the Israeli Tax Authorities.
- (i) “**Non-Employee**” - a consultant, adviser, service provider, Controlling Shareholder or any other person who is not an Employee.
- (j) “**Ordinary Income Option (OIO)**” - an Approved 102 Option elected and designated by the Corporation to qualify under the ordinary income tax treatment in accordance with the provisions of Section 102(b)(1) of the Ordinance.
- (k) “**102 Option**” - any Option granted to Employees pursuant to Section 102 of the Ordinance.
- (l) “**3(i) Option**” - an Option granted pursuant to Section 3(i) of the Ordinance to any person who is a Non-Employee.
- (m) “**Ordinance**” - the Israeli Income Tax Ordinance [New Version] 1961 as now in effect or as hereafter amended.
- (n) “**Section 102**” - Section 102 of the Ordinance and any regulations, rules, orders or procedures promulgated thereunder as now in effect or as hereafter amended.
- (o) “**Trustee**” - any individual appointed by the Corporation to serve as a trustee and approved by the ITA, all in accordance with the provisions of Section 102(a) of the Ordinance.
- (p) “**Unapproved 102 Option**” - an Option granted pursuant to Section 102(c) of the Ordinance and not held in trust by a Trustee.

For the avoidance of any doubt, it is hereby clarified that any capitalized terms not specifically defined in this Annex A shall be construed according to the interpretation given to it in the Plan.

2. General

- 2.1. This Annex A (the “**Annex**”) shall apply only to Grantees who are residents of the State of Israel at the Date of Grant or those who are deemed to be residents of the state of Israel for the payment of tax at the Date of Grant. The provisions specified hereunder shall form an integral part of the Stock Option Incentive Plan (the “**Plan**”) of [Zoomd Ltd] (the “**Corporation**”), which applies to the issuance of options to purchase shares of Common Shares (the “**Shares**”) of the Corporation. According to the Plan, Options to purchase the Corporation’s Shares may be issued to employees, directors, consultants and service provides of the Corporation or its affiliates. The tax rules and the US/Canadian tax provisions and regulations shall not apply to any grants hereunder to a Grantee who is a resident of the State of Israel at the Date of Grant or those who are deemed to be residents of the State of Israel for the payment of tax at the Date of Grant.
- 2.2. This Annex is effective with respect to Options granted following Amendment no. 132 of the Ordinance, which entered into force on January 1, 2003.
- 2.3. This Annex is to be read as a continuation of the Plan and only modifies Options granted to Israeli Grantees so that they comply with the requirements set by the Israeli law in general, and in particular with the provisions of Section 102 (as specified herein), as may be amended or replaced from time to time. For the avoidance of doubt, this Annex does not add to or modify the Plan in respect of any other category of Grantees.
- 2.4. The Plan and this Annex are complimentary to each other and shall be deemed as one. In any case of contradiction, whether explicit or implied, between the provisions of this Annex and the Plan, the provisions set out in this Annex shall prevail.

3. Issuance of Options

- 3.1. The persons eligible for participation in the Plan as Grantees shall include any Employees and/or Non-Employees of the Corporation or of any Affiliate; provided, however, that (i) Israeli Employees may only be granted 102 Options; and (ii) Israeli Non-Employees and/or Israeli Controlling Shareholders may only be granted 3(i) Options.
- 3.2. The Corporation may designate Options granted to Israeli Employees pursuant to Section 102 as Unapproved 102 Options or Approved 102 Options.
- 3.3. The grant of Approved 102 Options shall be made under this Annex adopted by the Board, and shall be conditioned upon the approval of this Annex by the ITA.
- 3.4. Approved 102 Options may either be classified as Capital Gain Options (“**CGOs**”) or Ordinary Income Options (“**OIOs**”).
- 3.5. No Approved 102 Options may be granted under this Annex to any eligible Employee, unless and until, the Corporation’s election of the type of Approved 102 Options as CGO or OIO granted to Employees (the “**Election**”), is appropriately filed with the ITA. Such Election shall become effective beginning the first date of grant of an Approved 102 Option under this Annex and shall remain in effect at least until the end of the year following the year during which the Corporation first granted Approved 102 Options. The Election shall obligate the Corporation to grant *only* the type of Approved 102 Option it has elected, and shall apply to all Grantees who were granted Approved 102 Options during the period indicated herein, all in accordance with the provisions of Section 102(g) of the Ordinance. For the avoidance of doubt, such Election shall not prevent the Corporation from granting Unapproved 102 Options simultaneously.
- 3.6. All Approved 102 Options must be held in trust by a Trustee, as described in Section 4 below.

- 3.7. For the avoidance of doubt, the designation of Unapproved 102 Options and Approved 102 Options shall be subject to the terms and conditions set forth in Section 102.

4. **Trustee**

- 4.1. Approved 102 Options which shall be granted under this Annex and/or any Shares allocated or issued upon exercise of such Approved 102 Options and/or other shares received subsequently following any realization of rights, including without limitation bonus shares, shall be allocated or issued to the Trustee and held for the benefit of the Grantees for such period of time as required by Section 102 or any regulations, rules or orders or procedures promulgated thereunder (the “**Holding Period**”). In the case the requirements for Approved 102 Options are not met, then the Approved 102 Options may be regarded as Unapproved 102 Options, all in accordance with the provisions of Section 102.
- 4.2. Notwithstanding anything to the contrary, the Trustee shall not release any Shares allocated or issued upon exercise of Approved 102 Options prior to the full payment of the Grantee’s tax liabilities arising from Approved 102 Options which were granted to him and/or any Shares allocated or issued upon exercise of such Options.
- 4.3. With respect to any Approved 102 Option, subject to the provisions of Section 102 and any rules or regulation or orders or procedures promulgated thereunder, a Grantee shall not sell or release from trust any Share received upon the exercise of an Approved 102 Option and/or any share received subsequently following any realization of rights, including without limitation, bonus shares, until the lapse of the Holding Period required under Section 102 of the Ordinance. Notwithstanding the above, if any such sale or release occurs during the Holding Period, the sanctions under Section 102 of the Ordinance and under any rules or regulation or orders or procedures promulgated thereunder shall apply to and shall be borne by such Grantee.
- 4.4. Upon receipt of Approved 102 Option, the Grantee will sign an undertaking in which he or she will give his or her consent to the grant of the Option under Section 102, and will undertake to comply with the terms of Section 102 and the trust agreement between the Corporation and the Trustee. Furthermore, each Grantee shall sign and execute an undertaking in relation to the voting of any Share received upon the exercise of an Approved 102 Option.

5. **The Options**

The terms and conditions, upon which the Options shall be issued and exercised, shall be as specified in a letter to be executed pursuant to the Plan and to this Annex (the “**Grant Notification Letter**”). Each Grant Notification Letter shall state, inter alia, the number of Shares to which the Option relates, the type of Option granted thereunder (whether a CGO, OIO, Unapproved 102 Option or a 3(i) Option), the vesting provisions and the Purchase Price.

6. **Fair Market Value**

Without derogating from the definition of “Fair Market Value” enclosed in the Plan and solely for the purpose of determining the tax liability pursuant to Section 102(b)(3) of the Ordinance, if at the date of grant the Corporation’s shares are listed on any established stock exchange or a national market system or if the Corporation’s shares will be registered for trading within ninety (90) days following the date of grant of the CGOs, the fair market value of the Shares at the date of grant shall be determined in accordance with the average value of the Corporation’s shares on the thirty (30) trading days preceding the date of grant or on the thirty (30) trading days following the date of registration for trading, as the case may be.

7. Exercise of Options

- 7.1. Options shall be exercised by the Grantee by giving a written notice to the Corporation and/or to any third party designated by the Corporation (the “**Representative**”), in such form and method as may be determined by the Corporation and, when applicable, by the Trustee, in accordance with the requirements of Section 102, which exercise shall be effective upon receipt of such notice by the Corporation and/or the Representative and the payment of the Purchase Price for the number of Shares with respect to which the option is being exercised, at the Corporation’s or the Representative’s principal office. The notice shall specify the number of Shares with respect to which the option is being exercised.
- 7.2. Without derogating from anything mentioned in the Plan, and in addition thereto, with respect to Approved 102 Options, any shares of Common Shares allocated or issued upon the exercise of an Approved 102 Option, shall be voted in accordance with the provisions of Section 102 and any rules, regulations or orders promulgated thereunder.

8. Assignability and Sale of Options

- 8.1. Notwithstanding any other provision of the Plan, no Option or any right with respect thereto, purchasable hereunder, whether fully paid or not, shall be assignable, transferable or given as collateral or any right with respect to them given to any third party whatsoever, and during the lifetime of the Grantee each and all of such Grantee’s rights to purchase Shares hereunder shall be exercisable only by the Grantee.

Any such action made directly or indirectly, for an immediate validation or for a future one, shall be void.

- 8.2. As long as Options or Shares purchased pursuant to thereto are held by the Trustee on behalf of the Grantee, all rights of the Grantee over the shares are personal, cannot be transferred, assigned, pledged or mortgaged, other than by will or laws of descent and distribution.

9. Integration of Section 102 and Tax Assessing Officer’s Permit

- 9.1. With regards to Approved 102 Options, the provisions of the Plan and/or the Annex and/or the Grant Notification Letter shall be subject to the provisions of Section 102 and the Tax Assessing Officer’s permit, and the said provisions and permit shall be deemed an integral part of the Plan and of the Annex and of the Grant Notification Letter.
- 9.2. Any provision of Section 102 and/or the said permit which is necessary in order to receive and/or to keep any tax benefit pursuant to Section 102, which is not expressly specified in the Plan or the Annex or the Grant Notification Letter, shall be considered binding upon the Corporation and the Grantees.

10. Dividend

Subject to the Corporation’s incorporation documents, with respect to all Shares (but excluding, for avoidance of any doubt, any unexercised options) allocated or issued upon the exercise of Options and held by the Grantee or by the Trustee as the case may be, the Grantee shall be entitled to receive dividends in accordance with the quantity of such shares, and subject to any applicable taxation on distribution of dividends, and when applicable subject to the provisions of Section 102 and the rules, regulations or orders promulgated thereunder.

11. Tax Consequences

- 11.1. Any tax consequences arising from the grant or exercise of any Option, from the payment for Shares covered thereby or from any other event or act (of the Corporation, and/or its Affiliates, and the Trustee or the Grantee), hereunder, shall be borne solely by the Grantee. The Corporation and/or its Affiliates, and/or the Trustee shall withhold taxes according to the requirements under the applicable laws, rules, and regulations, including withholding taxes at source. Furthermore, the Grantee shall agree to indemnify the Corporation and/or its Affiliates and/or the Trustee and hold them harmless against and from any and all liability for any such tax or interest or penalty thereon, including without limitation, liabilities relating to the necessity to withhold, or to have withheld, any such tax from any payment made to the Grantee.
- 11.2. The Corporation and/or, when applicable, the Trustee shall not be required to release any share certificate to a Grantee until all required payments have been fully made.
- 11.3. With respect to Unapproved 102 Option, if the Grantee ceases to be employed by the Corporation or any Affiliate, the Grantee shall extend to the Corporation and/or its Affiliate a security or guarantee for the payment of tax due at the time of sale of Shares, all in accordance with the provisions of Section 102 and the rules, regulation or orders promulgated thereunder.

12. Governing Law & Jurisdiction

This Annex shall be governed by and construed and enforced in accordance with the laws of Canada applicable to contracts made and to be performed therein, without giving effect to the principles of conflict of laws. The competent courts of Canada shall have sole jurisdiction in any matters pertaining to this Annex.

* * *

APPENDIX "T"
ZOOMD LTD.

STOCK OPTION PLAN
EXERCISE NOTICE

TO: ZOOMD LTD. (the "Corporation")

1. The undersigned (the "**Optionee**"), being the holder of options to purchase _____ common shares of the Corporation at the exercise price of _____ per share, hereby irrevocably gives notice, pursuant to the stock option plan of the Corporation (the "**Plan**"), of the exercise of the Option to acquire and hereby subscribes for _____ of such common shares of the Corporation.

2. The Optionee tenders herewith a certified cheque or bank draft payable to the Corporation in an amount equal to the aggregate Exercise Price of the aforesaid common shares exercised and directs the Corporation to issue a share certificate evidencing said common shares in the name of the Optionee to be mailed to the Optionee at the following address:

3. By executing this Exercise Notice, the Optionee hereby confirms that the undersigned has read the Plan and agrees to be bound by the provisions of the Plan. All terms not otherwise defined in this Exercise Notice shall have the meanings given to them under the Plan or the attached Option Certificate.

4. The Optionee is resident in _____ [name of state/province].

5. The Optionee represents, warrants and certifies as follows (please check all of the categories that apply):

- (a) the Optionee at the time of exercise of the Option is not in the United States, is not a "U.S. person" as defined in Regulation S under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") and is not exercising the Option on behalf of, or for the account or benefit of a U.S. person or a person in the United States and did not execute or deliver this exercise form in the United States;
- (b) the undersigned holder is resident in the United States or is a U.S. person who is a resident of the jurisdiction referred to in the address appearing above, and is a U.S. Accredited Investor **and has completed the U.S. Accredited Investor Status Certificate in the form attached to this Exercise Notice**;
- (c) the undersigned holder is resident in the United States or is a U.S. person who is a resident of the jurisdiction referred to in the address appearing above, and is a natural person who is either: (i) a director, officer or employee of the Corporation or of a majority-owned subsidiary of the Corporation (each, an "**Eligible Company Optionee**"), (ii) a consultant who is providing bona fide services to the Corporation or a majority-owned subsidiary of the Corporation that are not in connection with the offer or sale of securities in a capital-raising transaction, and do not directly or indirectly promote or maintain a market for the Corporation's securities (an "**Eligible Consultant**"), or (iii) a former Eligible Company Optionee or Eligible Consultant; and/or
- (d) if the undersigned holder is resident in the United States or is a U.S. person, the undersigned holder has delivered to the Corporation and the Corporation's transfer agent an opinion of counsel (which will not be sufficient unless it is in form and substance satisfactory to the Corporation) or such other evidence satisfactory to the Corporation to the effect that with respect to the securities to be delivered upon exercise of the Option, the issuance of such securities has been registered under the U.S.

Securities Act and applicable state securities laws or an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws is available;

6. “United States” and “U.S. person” are as defined in Regulation S under the U.S. Securities Act.

Note: Certificates representing Shares will not be registered or delivered to an address in the United States unless Box 5(b), (c) or (d) above is checked.

7. If the undersigned Optionee has marked Box 5(b), (c) or (d) above, the undersigned Optionee hereby represents, warrants, acknowledges and agrees that:

- (a) funds representing the subscription price for the Shares which will be advanced by the undersigned to the Corporation upon exercise of the Options will not represent proceeds of crime for the purposes of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act (the “Patriot Act”), and the undersigned acknowledges that the Corporation may in the future be required by law to disclose the undersigned’s name and other information relating to this exercise form and the undersigned’s subscription hereunder, on a confidential basis, pursuant to the Patriot Act. No portion of the subscription price to be provided by the undersigned (i) has been or will be derived from or related to any activity that is deemed criminal under the laws of the United States of America, or any other jurisdiction, or (ii) is being tendered on behalf of a person or entity who has not been identified to or by the undersigned, and it shall promptly notify the Corporation if the undersigned discovers that any of such representations ceases to be true and provide the Corporation with appropriate information in connection therewith;
- (b) the financial statements of the Corporation have been prepared in accordance with Canadian generally accepted accounting principles or International Financial Reporting Standards, which differ in some respects from United States generally accepted accounting principles, and thus may not be comparable to financial statements of United States companies;
- (c) there may be material tax consequences to the Optionee of an acquisition or disposition of any of the Shares. The Corporation gives no opinion and makes no representation with respect to the tax consequences to the Optionee under United States, state, local or foreign tax law of the undersigned’s acquisition or disposition of such securities. In particular, no determination has been made whether the Corporation will be a “passive foreign investment company” within the meaning of Section 1297 of the United States Internal Revenue Code of 1986, as amended; and
- (d) if the undersigned has marked Box 5(c) above, the Corporation may rely on the registration exemption in Rule 701 under the U.S. Securities Act and a state registration exemption, but only if such exemptions are available; in the event such exemptions are determined by the Corporation to be unavailable, the undersigned may be required to provide additional evidence of an available exemption, including, without limitation, the legal opinion contemplated by Box 5(d).

8. If the undersigned Optionee has marked Box 5(b) above, the undersigned represents and warrants to the Corporation that:

- (a) the Optionee has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in the Shares, and the undersigned is able to bear the economic risk of loss of his or her entire investment;
- (b) the Corporation has provided to the undersigned the opportunity to ask questions and receive answers concerning the terms and conditions of the offering, and the undersigned has had access to such information concerning the Corporation as the Optionee has considered necessary or appropriate in connection with his or her investment decision to acquire the Shares;

- (c) the undersigned is: (i) purchasing the Shares for his or her own account or for the account of one or more U.S. Accredited Investors with respect to which the undersigned is exercising sole investment discretion, and not on behalf of any other person; and (ii) is purchasing the Shares for investment purposes only and not with a view to resale, distribution or other disposition in violation of United States federal or state securities laws; and
- (d) the undersigned has not exercised the Option as a result of any form of general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio, television or other form of telecommunications, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.

9. If the undersigned has indicated that the undersigned is a U.S. Accredited Investor by marking Box 5(b) above, or if the undersigned has marked Box 7(c) above on the basis that the exercise of the Option is subject to the registration exemption in Rule 701 under the U.S. Securities Act and an available state registration exemption, the undersigned also acknowledges and agrees that:

- (a) the Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States, and the Shares will be issued as “restricted securities” (as such term is defined in Rule 144(a)(3) under the U.S. Securities Act) and may not be offered, sold, pledged, or otherwise transferred, directly or indirectly, without prior registration under the U.S. Securities Act and applicable state securities laws absent an exemption from such registration requirements; and
- (b) the certificate(s) representing the Shares will be endorsed with a U.S. restrictive legend substantially in the form set forth in the Option Certificate until such time as it is no longer required under the applicable requirements of the U.S. Securities Act or applicable state securities laws.

10 The undersigned Optionee hereby represents, warrants, acknowledges and agrees that the certificate(s) representing the Shares may be subject to and legended with a four month hold period commencing on the date the Options were granted pursuant to the rules of the Exchange and applicable securities laws.

DATED the _____ day of _____, _____.

Signature of Optionee

U.S. ACCREDITED INVESTOR STATUS CERTIFICATE

In connection with the exercise of an option to purchase common shares of Zoomd Ltd. (the “**Corporation**”) by the Optionee, the Optionee hereby represents and warrants to the Corporation that the Optionee satisfies one or more of the following categories of Accredited Investor (**please initial each category that applies**):

- (1) Any director or executive officer of the Corporation; or
- (2) A natural person whose individual net worth, or joint net worth with that person’s spouse, at the time of purchase of the Shares contemplated by the accompanying Exercise Notice, exceeds US\$1,000,000 (for the purposes of calculating net worth: (i) the person’s primary residence shall not be included as an asset; (ii) indebtedness that is secured by the person’s primary residence, up to the estimated fair market value of the primary residence at the time of the purchase of the Shares, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time execution of the accompanying Exercise Notice exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and (iii) indebtedness that is secured by the person’s primary residence in excess of the estimated fair market value of the primary residence shall be included as a liability); or
- (3) A natural person who had an individual income in excess of US\$200,000 in each of the two most recent years or joint income with that person’s spouse in excess of US\$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year; or
- (4) An organization described in Section 501(c)(3) of the United States Internal Revenue Code, a corporation, a Massachusetts or similar business trust, or a partnership, not formed for the specific purpose of acquiring the Shares, with total assets in excess of US\$5,000,000; or
- (5) An entity in which all of the equity owners meet the requirements of at least one of the above categories (if this alternative is checked, you must identify each equity owner and provide statements signed by each demonstrating how each qualifies as an Accredited Investor).

ZOOMD LTD.

STOCK OPTION PLAN
FORM OF DECLARATION FOR REMOVAL OF LEGEND

TO: Zoomd Ltd. (the “**Company**”)

AND TO: Registrar and transfer agent for the common shares of the Company

The undersigned (a) acknowledges that the sale of _____ (the “**Securities**”) of the Company, represented by certificate number _____, to which this declaration relates is being made in reliance on Rule 904 of Regulation S (“**Regulation S**”) under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), and (b) certifies that (1) the undersigned is not (A) an “affiliate” of the Company (as that term is defined in Rule 405 under the U.S. Securities Act), (B) a “distributor” as defined in Regulation S or (C) an affiliate of a distributor; (2) the offer of such securities was not made to a person in the United States and either (A) at the time the buy order was originated, the buyer was outside the United States, or the seller and any person acting on its behalf reasonably believed that the buyer was outside the United States, or (B) the transaction was executed on or through the facilities of the Toronto Stock Exchange, the TSX Venture Exchange, the Canadian Securities Exchange or another “designated offshore securities market”, and neither the seller nor any person acting on its behalf knows that the transaction has been prearranged with a buyer in the United States; (3) neither the seller nor any affiliate of the seller nor any person acting on any of their behalf has engaged or will engage in any “directed selling efforts” in the United States in connection with the offer and sale of such securities; (4) the sale is bona fide and not for the purpose of “washing off” the resale restrictions imposed because the securities are “restricted securities” (as such term is defined in Rule 144(a)(3) under the U. S. Securities Act); (5) the seller does not intend to replace the securities sold in reliance on Rule 904 of Regulation S with fungible unrestricted securities; and (6) the contemplated sale is not a transaction, or part of a series of transactions, which, although in technical compliance with Regulation S, is part of a plan or scheme to evade the registration provisions of the U. S. Securities Act. Terms used herein have the meanings given to them by Regulation S.

Dated _____ 20_.

X _____
Signature of individual (if Seller is an individual)

X _____
Authorized signatory (if Seller is **not** an individual)

Name of Seller (**please print**)

Name of authorized signatory (**please print**)

Official capacity of authorized signatory (**please print**)

Affirmation by Seller’s Broker-Dealer
(Required for sales pursuant to Section (b)(2)(B) above)

We have read the foregoing representations of our customer, _____ (the “**Seller**”) dated _____, with regard to the sale, for such Seller’s account, of _____ common shares (the “**Securities**”) of the Company represented by certificate number _____. We have executed sales of the Securities pursuant to Rule 904 of Regulation S under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), on behalf of the Seller. In that connection, we hereby represent to you as follows:

- (1) no offer to sell Securities was made to a person in the United States;
- (2) the sale of the Securities was executed in, on or through the facilities of the Toronto Stock Exchange, the TSX Venture Exchange, the Canadian Securities Exchange or another designated offshore securities market (as

defined in Rule 902(b) of Regulation S under the U.S. Securities Act), and, to the best of our knowledge, the sale was not pre-arranged with a buyer in the United States;

- (3) no “directed selling efforts” were made in the United States by the undersigned, any affiliate of the undersigned, or any person acting on behalf of the undersigned; and
- (4) we have done no more than execute the order or orders to sell the Securities as agent for the Seller and will receive no more than the usual and customary broker’s commission that would be received by a person executing such transaction as agent.

For purposes of these representations: “**affiliate**” means a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the undersigned; “**directed selling efforts**” means any activity undertaken for the purpose of, or that could reasonably be expected to have the effect of, conditioning the market in the United States for the Securities (including, but not be limited to, the solicitation of offers to purchase the Securities from persons in the United States); and “**United States**” means the United States of America, its territories or possessions, any State of the United States, and the District of Columbia.

Legal counsel to the Company shall be entitled to rely upon the representations, warranties and covenants contained herein to the same extent as if this affirmation had been addressed to them.

Dated: _____ 20__.

Name of Firm

By: _____
Authorized Officer

APPENDIX B

**DATAMINERS' AUDITED FINANCIAL STATEMENTS FOR THE YEARS ENDED
OCTOBER 31, 2018 AND 2017 AND DATAMINERS' UNAUDITED CONDENSED INTERIM
FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED JANUARY 31, 2019 AND
2018**

DataMiners Capital Corporation

Consolidated Financial Statements

For the year ended October 31, 2018

(Expressed in Canadian Dollars)



Tel: 403 266 5608
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BDO Canada LLP
903 - 8th Avenue SW, Suite 620
Calgary AB T2P 0P7
Canada

Independent Auditor's Report

To the Directors of DataMiners Capital Corporation

We have audited the accompanying consolidated financial statements of DataMiners Capital Corporation (the "Company"), which comprise the consolidated statements of financial position as at October 31, 2018 and October 31, 2017 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of DataMiners Capital Corporation as at October 31, 2018 and October 31, 2017 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 of the consolidated financial statements, which describes that the Company has not completed its Qualifying Transaction in the required period and there is uncertainty relating to whether it will be completed, and that the Company must raise additional funds to continue. These conditions, along with matters described in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the entity's ability to continue as a going concern.

BDO Canada LLP

Chartered Professional Accountants
Calgary, Alberta
February 28, 2019

BDO Canada LLP, a Canadian limited liability partnership, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the International BDO network of independent member firms.

DataMiners Capital Corporation
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
As at October 31

	2018	2017
Assets		
Current		
Cash	\$ 49,744	\$ 113,340
Prepaid expenses	875	3,225
Total Assets	50,619	116,565
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 13,443	\$ 12,872
Shareholders' Equity		
Share capital (note 4)	281,415	281,415
Contributed surplus (note 4)	106,235	106,235
Deficit	(350,474)	(283,957)
Total Shareholders' Equity	37,176	103,693
Total Liabilities and Shareholders' Equity	\$ 50,619	\$ 116,565

Approved on behalf of the Board:

"Darryl Cardey" (signed)
Director

"Rose Zanic" (signed)
Director

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

DataMiners Capital Corporation
Consolidated Statements of Loss and Comprehensive Loss
For the year ended October 31
(Expressed in Canadian Dollars)

	2018	2017
	\$	\$
Expenses		
General and administrative (note 5)	31,758	15,969
Professional fees (note 5)	11,890	41,339
Public company costs	15,245	23,147
Transaction costs (note 6)	7,624	-
Total expenses	66,517	80,455
Net Loss and Comprehensive Loss for the Year	(66,517)	(80,455)
Basic and Diluted Loss Per Common Share (note 9)	(0.05)	(0.07)
Weighted Average Number of Common Shares Outstanding (note 9)	1,310,000	1,223,288

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

DataMiners Capital Corporation
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share Capital		Contributed Surplus	Deficit	Equity
	*Shares	Amount			
Balance, October 31, 2016	1,020,000	\$ 272,531	\$ 53,735	\$ (203,502)	\$ 122,764
Issuance of common shares	500,000	62,500	-	-	62,500
Share issuance costs	-	(1,116)	-	-	(1,116)
Cancellation of common shares	(210,000)	(52,500)	52,500	-	-
Net loss and comprehensive loss for the year	-	-	-	(80,455)	(80,455)
Balance, October 31, 2017	1,310,000	\$ 281,415	\$ 106,235	\$ (283,957)	\$ 103,693
Net loss and comprehensive loss for the year	-	-	-	(66,517)	(66,517)
Balance, October 31, 2018	1,310,000	\$ 281,415	\$ 106,235	\$ (350,474)	\$ 37,176

*On August 14, 2017, the Company consolidated its issued and outstanding common shares and stock options on the basis of one new share for every five existing shares. Unless otherwise indicated, all references to share capital and stock options presented in these consolidated financial statements and notes thereto are on a post-consolidation basis.

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

DataMiners Capital Corporation
Consolidated Statements of Cash Flows
For the year ended October 31
(Expressed in Canadian Dollars)

	2018	2017
Operating Activities		
Net loss and comprehensive loss for the year	\$ (66,517)	\$ (80,455)
Changes in working capital balances:		
Prepaid expenses	2,350	(3,225)
Accounts payable and accrued liabilities	571	4,840
Cash Used in Operating Activities	(63,596)	(78,840)
Financing Activities		
Issuance of common shares	-	62,500
Share issuance costs	-	(1,116)
Cash Provided by Financing Activities	-	61,384
Change in cash	(63,596)	(17,456)
Cash, Beginning of the Year	113,340	130,796
Cash, End of the Year	\$ 49,744	\$ 113,340

Supplementary Information:

During the year ended October 31, 2017, the Company cancelled 210,000 escrow shares valued at \$52,500 (Note 4b).

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

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2018
(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

DataMiners Capital Corporation (the “Company”) was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on October 1, 2013. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4 in order to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities (the “Qualifying Transaction”). The Company completed its initial public offering (“IPO”) on May 29, 2014. Until the completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or business in connection with a potential Qualifying Transaction.

The Company’s continuing operations are dependent upon its ability to identify, evaluate and negotiate an agreement to acquire an interest in a material asset or business within 24 months of listing on the TSX-V.

On January 19, 2017 the Company announced it no longer pursued the qualifying transaction with Black Bull Resources Inc., which was originally announced on June 1, 2016.

On March 7, 2017, the Company was unable to complete a Qualifying Transaction within its 24 month deadline, including extension, and therefore it was required by the TSX-V to transfer its listing from the Tier 2 board of the TSX-V to the NEX. On March 15, 2017, the Company submitted an application to the TSX-V for transfer of its listing from the Tier 2 board of TSX-V to the NEX board which was accepted by the TSXV March 31, 2017.

The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. At present, the Company has not completed its Qualifying Transaction within the required period and consequently has no current operating income or cash flows. The Company is not in compliance with the use of cash proceeds (Note 2). Without additional financing, the Company will be unable to fund its ongoing operations for the next twelve months. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties cast significant doubt on the Company’s ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. These consolidated financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The head office and records office of the Company are located at 1430 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2018
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION

(a) Statement of Compliance

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

The accounting policies set out in Note 3 have been applied consistently by the Company during the current year.

The Company's functional and presentation currency is the Canadian dollar.

(b) Approval of the financial statements

These consolidated financial statements were approved by the Board of Directors and authorized for issue on February 28, 2019.

(c) Basis of Consolidation

These consolidated financial statements include the financial statements of the Company and its wholly-owned subsidiary, 1134166 B.C. Ltd., which was incorporated in British Columbia, Canada on September 15, 2017.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash

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

The proceeds raised from the issuance of share capital and from the IPO may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover the prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a Qualifying Transaction by the Company as defined under the policies of the TSX-V.

Deferred financing costs

Costs directly identifiable with the raising of share capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued.

Equity instruments

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

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2018
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes

Income tax comprises of current and deferred tax. Income tax is recognized in 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 is the expected tax payable on the taxable income for the year, using the tax rates enacted, or substantively enacted, at the reporting date, and any adjustment to tax payable in respect of previous years.

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

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

Critical Accounting Judgments and Estimates

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

a) Income taxes

Tax interpretations, regulations and legislation in the various jurisdictions in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings. Assessing the recoverability of deferred tax assets requires the Company to make significant judgments and estimates related to the expectations of future cash flows from operations and the application of existing tax laws in each jurisdiction.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2018
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Critical Accounting Judgments and Estimates (Continued)

b) Share-based compensation

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires the determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The Company uses a Black-Scholes Option Pricing Model. This fair value estimate also requires determining the most appropriate inputs to the valuation model including the estimated expected life of the stock option, volatility, and dividend yield. The expected volatility is based on the historical volatility of the Company's shares over a period commensurate with the expected term of the share option. The risk-free interest rate for the expected life of the option is based on the yield available on government bonds, with an approximate equivalent remaining term at the end of the grant. Historical data is used to estimate the expected life of the option. As well, the Company estimates its forfeiture rate for equity settled transactions based on historical experience in order to determine the compensation expense arising from the share-based awards.

Financial instruments

The Company accounts for its financial instruments as follows:

Cash	Loans and receivables
Accounts payable and accrued liabilities	Financial liabilities measured at amortized cost

Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition. All transactions related to financial instruments are recorded on a trade date basis.

The Company's accounting policy for each category is as follows:

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities of greater than twelve months after the end of the reporting period, which are classified as non-current assets. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated by taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company's loans and receivables consist of cash.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2018
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial Assets at Fair Value Through Profit or Loss

An instrument is classified at fair value through profit or loss if it is held for trading. Financial instruments are designated at fair value through profit or loss if the Company manages such investments and makes purchases and sale decisions based on their fair value in accordance with the Company's risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. The Company has not designated any financial assets as fair value through profit or loss.

Held-to-maturity Investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity, other than loans and receivables. Investments are classified as held-to-maturity if the Company has the intention and ability to hold them until maturity. The Company currently does not hold financial assets in this category.

Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within twelve months of the end of the reporting period. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an instrument is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. The Company has not designated any financial assets as available-for-sale.

Financial Liabilities

Financial liabilities other than derivative liabilities are recognized initially at fair value and are subsequently stated at amortized cost. Transaction costs on financial assets and liabilities other than those classified at fair value through profit and loss are treated as part of the carrying value of the asset or liability. Transaction costs for assets and liabilities at fair value through profit and loss are expensed as incurred. The Company's financial liabilities consist of accounts payable and accrued liabilities.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2018
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of Financial Assets

The Company assesses at the end of each reporting date whether there are indicators of impairment present for financial assets other than financial assets at fair value through profit or loss. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

An impairment loss in respect of a financial asset carried at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted using the instrument's original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value. In the case of equity instruments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset that was previously recognized in profit or loss, is removed from equity and recognized in profit or loss.

All impairment losses are recognized in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognized previously in equity is transferred to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

Comprehensive income (loss)

Comprehensive income (loss) is the change in equity (net assets) of the Company during a period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period, except those resulting from investments by owners and distributions to owners. The Company does not have other comprehensive income, and accordingly, comprehensive income and net earnings are equal.

Share-based compensation

The Company grants stock options to directors who provide management services to the Company. The stock options are equity settled. The cost of the stock options granted are measured at their fair value at the date on which they were granted. The fair value is estimated using the Black-Scholes Option Pricing Model, taking into account market conditions relating to the Company's shares. Compensation expense is recognized over the vesting period in the statement of loss and comprehensive loss with a corresponding increase in contributed surplus. No expense is recognized for awards that do not vest. Any consideration received upon exercise of stock options is recorded as an increase in share capital together with a transfer of the amount recorded in contributed surplus to share capital.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2018
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Provisions and contingent liabilities

Provisions are recognized when there is a present legal or constructive obligation arising as a result of a past event for which it is probable that an outflow of economic benefits will be required to settle the obligation and where a reliable estimate can be made of the amount of the obligation. Timing or exact amount of the outflow may still be uncertain. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the possibility of outflow of resources is remote.

Loss per share

Basic loss per share is calculated by dividing net loss and comprehensive loss by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that would occur if stock options were exercised. Diluted loss per share is calculated by dividing net loss and comprehensive loss available to common shareholders by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding arising from the exercise of potentially dilutive stock options outstanding during the period.

The Company uses the treasury method for outstanding options which assumes that the proceeds that could be obtained upon exercise of options are used to purchase the Company's common shares at the average market price during the period. Anti-dilutive amounts are not considered in computing diluted loss per share.

New and amended accounting policies

The Company did not adopt any new accounting policies during the year ended October 31, 2018.

Recent accounting pronouncements not yet applied

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRS Interpretations Committee that are mandatory for future accounting periods. The Company has not early-adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2018
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

IFRS 9 - Financial Instruments will replace IAS 39 Financial Instruments: Recognition and Measurement. The new standard includes guidance on recognition and derecognition of financial assets and financial liabilities, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

IFRS 15 - Revenue from Contracts with Customers replaces IAS 11 Construction Contracts, IAS 18 Revenue and IFRIC 13 Customer Loyalty Programmes. This standard outlines a single comprehensive model for entities to account for revenue arising from contracts with customers. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018, with early adoption permitted and is to be applied retrospectively. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

4. SHARE CAPITAL

(a) Authorized

The Company has authorized an unlimited number of common shares without par value. As at October 31, 2018, the Company had 1,310,000 shares outstanding (October 31, 2017: 1,310,000).

(b) Issued and outstanding

Share transactions for the year ended October 31, 2018:

There were no shares issued during the year ended October 31, 2018.

On February 28, 2017, the Company completed a non-brokered private placement of 500,000 common shares at a price of \$0.125 per common share for gross proceeds of \$62,500. The Company incurred \$1,116 of share issue costs related to the private placement, which was offset against share capital.

On March 15, 2017, the Company cancelled 210,000 escrow shares.

On August 14, 2017, the Company consolidated its share capital and stock options on the basis of one new common share for five existing common shares. All references to share capital and stock options presented in these consolidated financial statements have been restated to reflect the share consolidation. The transaction included the outstanding stock options to be adjusted by the consolidated ratio and the respective exercise prices of the outstanding stock options accordingly. The Company received approval from TSX-V on August 10, 2017.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2018
(Expressed in Canadian Dollars)

4. SHARE CAPITAL (CONTINUED)

(c) Stock options

On May 29, 2014, concurrently with the closing of the IPO, the Company issued 102,000 stock options to its Directors under the Company's Incentive Stock Option Plan. These options are exercisable at \$0.50 per common share and expire on May 29, 2019. These options may be exercised after the completion of the Qualifying Transaction or the greater of 12 months after the completion of the Qualifying Transaction and 90 days following cessation of the Optionee's position with the Company, if applicable. Subsequent to the grant of these options, there are 36,000 options available for issue under this option plan. The terms of the option vesting period, exercise price and life are affixed by the Board of Directors at the time of grant.

The following is a summary of stock options:

October 31, 2017	Granted	Exercised	Forfeited	October 31, 2018	Weighted Average Exercise Price	Expiry Date
95,000	-	-	-	95,000	\$0.50	May 29, 2019
95,000	-	-	-	95,000	\$0.50	

October 31, 2016	Granted	Exercised	Cancelled	October 31, 2017	Weighted Average Exercise Price	Expiry Date
100,000	-	-	(5,000)	95,000	\$0.50	May 29, 2019
100,000	-	-	(5,000)	95,000	\$0.50	

The following weighted average assumptions were used for the Black-Scholes option pricing model valuation of stock options issued on May 29, 2014.

	2014
Risk-free interest rate	1.24%
Expected life of options	5 years
Expected annualized volatility	100.00%
Expected dividend rate	0%

5. RELATED PARTY TRANSACTIONS

The Company's key management personnel include the Board of Directors, Executive Officers and any companies owned or controlled in whole or in part by the officers and directors.

The Company paid accounting fees, rent and office expenses to CDM Capital Partners Inc., a company related by virtue of common director. The amounts included in the table below has been included in professional fees and general and administrative fees.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
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(Expressed in Canadian Dollars)

5. RELATED PARTY TRANSACTIONS (CONTINUED)

The following summarizes the Company's related party transactions during the year ended October 31, 2018 and 2017:

	October 31, 2018	October 31, 2017
Accounting fees	\$ -	\$ 11,813
Office and administration	6,300	-
Rent	9,450	7,087
Travel	2,641	-
	\$ 18,391	\$ 18,900

6. PROPOSED TRANSACTION

On September 26, 2018, the Company entered a non-binding letter of intent with ZoomD Ltd. ("ZoomD"), for a proposed business combination intended to qualify as the Qualifying Transaction.

During the year ended October 31, 2018, the Company incurred \$7,624 (2017 - \$Nil) of transaction costs relating to a proposed transaction.

7. CAPITAL MANAGEMENT

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations, and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

There have been no changes to the Company's approach to capital management during the period.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this financing

DataMiners Capital Corporation
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(Expressed in Canadian Dollars)

8. FINANCIAL INSTRUMENTS

a) Fair Value of Financial Instruments

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

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

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

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

The fair value of cash and accounts payables and accrued liabilities approximates their carrying value due to their short-term maturity.

b) Management of Risks Arising from Financial Instruments

The Company is exposed to various types of market risks including credit risk, liquidity risk and interest rate risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company's credit risk consists primarily of cash. The credit risk is minimized by placing cash with major Canadian financial institutions. The Company does not invest in asset-backed commercial papers.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash and expected exercise of share purchase warrants. The Company's cash is held in business accounts, which are available on demand for the Company's programs and are not invested in any asset-backed deposits or investments. The Company is exposed to liquidity risk.

(iii) Interest Rate Risk - Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. If interest rates decrease, the Company will generate smaller interest revenue. Presently the Company is not at risk of realizing a loss as a result of a decline in the fair value of its financial instruments because of the short-term nature of the investments.

DataMiners Capital Corporation
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(Expressed in Canadian Dollars)

9. LOSS PER SHARE

The following sets forth the computation of basic and diluted loss per share:

	2018	2017
Net loss and comprehensive loss	\$ (66,517)	\$ (80,455)
Weighted average number of common shares outstanding	1,310,000	1,223,288
Basic loss and comprehensive loss per common share	\$ (0.05)	\$ (0.07)
Effect of dilutive securities	-	-
Diluted loss and comprehensive loss per common share	\$ (0.05)	\$ (0.07)

For the years ended October 31, 2018 and 2017, the diluted loss per common share was the same as the basic net loss per common share as the inclusion of stock options would have been anti-dilutive. Accordingly, the diluted losses per common share for the periods were calculated using the basic weighted average number of common shares outstanding.

10. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2018	2017
Loss for the year	\$ (66,517)	\$ (80,455)
Statutory income tax rate	26.83%	26%
Expected income tax recovery	\$ (17,847)	\$ (20,918)
Change in rate	(619)	(2,827)
Other	206	(805)
Share issuance costs booked to equity	-	(301)
Change in unrecognized deferred tax assets	18,260	24,851
Total income tax expense (recovery)	\$ -	\$ -

The significant components of the Company's deferred tax assets that have not been included on the statement of financial position are as follows:

	2018	2017
Deferred tax assets:		
Share issue costs	\$ 482	\$ 6,543
Non-capital losses available for future period	116,123	91,802
Unrecognized deferred tax assets	\$ 116,605	\$ 98,345

At October 31, 2018, the Company had non-capital taxable losses of \$430,086 (October 31, 2017 - \$340,007) available to reduce future taxable income. The Company's tax losses expire between 2034 and 2037. Deferred tax assets have not been recognized in respect of these items because it is not probable that future income tax will be available against which the Company can utilize these benefits.

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DataMiners Capital Corporation

Consolidated Financial Statements

For the year ended October 31, 2017

(Expressed in Canadian Dollars)



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BDO Canada LLP
903 - 8th Avenue SW, Suite 620
Calgary, Alberta T2P 0P7

Independent Auditor's Report

To the Shareholders of DataMiners Capital Corporation

We have audited the accompanying consolidated financial statements of DataMiners Capital Corporation (the "Company"), which comprise the consolidated statements of financial position as at October 31, 2017 and October 31, 2016 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of DataMiners Capital Corporation as at October 31, 2017 and October 31, 2016 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 of the consolidated financial statements, which describes the uncertainty relating to whether the Company will complete a Qualifying Transaction.

BDO Canada LLP

Chartered Professional Accountants
Calgary, Alberta
January 31, 2018

DataMiners Capital Corporation
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
As at October 31

	2017	2016
Assets		
Current		
Cash	\$ 113,340	\$ 130,796
Prepaid expenses	3,225	-
Total Assets	116,565	130,796
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 12,872	\$ 8,032
Shareholders' Equity		
Share capital (note 4)	281,415	272,531
Contributed surplus (note 4)	106,235	53,735
Deficit	(283,957)	(203,502)
Total Shareholders' Equity	103,693	122,764
Total Liabilities and Shareholders' Equity	\$ 116,565	\$ 130,796

Approved on behalf of the Board:

"Darryl Cardey" (signed)
Director

"Rose Zanic" (signed)
Director

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

DataMiners Capital Corporation
Consolidated Statements of Loss and Comprehensive Loss
For the year ended October 31
(Expressed in Canadian Dollars)

	2017	2016
Expenses		
General and administrative (note 5)	\$ 15,969	\$ (172)
Professional fees (note 5)	41,339	19,660
Public company costs	23,147	20,454
Total expenses	80,455	39,942
Net Loss and Comprehensive Loss for the Year	\$ (80,455)	\$ (39,942)
Basic and Diluted Loss Per Common Share (note 8)	\$ (0.07)	\$ (0.04)
Weighted Average Number of Common Shares Outstanding (note 8)	1,223,288	1,020,000

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

DataMiners Capital Corporation
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share Capital		Contributed Surplus	Deficit	Equity
	*Shares	Amount			
Balance, October 31, 2015	1,020,000	\$ 272,531	\$ 53,735	\$ (163,560)	\$ 162,706
Net loss and comprehensive loss for the year	-	-	-	(39,942)	(39,942)
Balance, October 31, 2016	1,020,000	\$ 272,531	\$ 53,735	\$ (203,502)	\$ 122,764
Issuance of common shares	500,000	62,500	-	-	62,500
Share issuance costs	-	(1,116)	-	-	(1,116)
Cancellation of common shares	(210,000)	(52,500)	52,500	-	-
Net loss and comprehensive loss for the year	-	-	-	(80,455)	(80,455)
Balance, October 31, 2017	1,310,000	\$ 281,415	\$ 106,235	\$ (283,957)	\$ 103,693

*On August 14, 2017, the Company consolidated its issued and outstanding common shares and stock options on the basis of one new share for every five existing shares. Unless otherwise indicated, all references to share capital and stock options presented in these consolidated financial statements and notes thereto are on a post-consolidation basis.

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

DataMiners Capital Corporation
Consolidated Statements of Cash Flows
For the year ended October 31
(Expressed in Canadian Dollars)

	2017	2016
Operating Activities		
Net loss and comprehensive loss for the year	\$ (80,455)	\$ (39,942)
Changes in working capital balances:		
Accounts receivable	-	6,276
Prepaid expenses	(3,225)	-
Accounts payable and accrued liabilities	4,840	819
Cash Used in Operating Activities	(78,840)	(32,847)
Financing Activities		
Issuance of common shares	62,500	-
Share issuance costs	(1,116)	-
Cash Provided by Financing Activities	61,384	-
Change in cash	(17,456)	(32,847)
Cash, Beginning of the Year	130,796	163,643
Cash, End of the Year	\$ 113,340	\$ 130,796

Supplementary Information:

During the year ended October 31, 2017, the Company cancelled 210,000 escrow shares valued at \$52,500 (Note 4b).

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

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2017
(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

DataMiners Capital Corporation (the “Company”) was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on October 1, 2013. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4 in order to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities (the “Qualifying Transaction”). The Company completed its initial public offering (“IPO”) on May 29, 2014. Until the completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or business in connection with a potential Qualifying Transaction.

The Company’s continuing operations are dependent upon its ability to identify, evaluate and negotiate an agreement to acquire an interest in a material asset or business within 24 months of listing on the TSX-V.

On January 19, 2017 the Company announced it no longer pursued the qualifying transaction with Black Bull Resources Inc., which was originally announced on June 1, 2016.

On March 7, 2017, the Company was unable to complete a Qualifying Transaction within its 24 month deadline, including extension, and therefore it was required by the TSX-V to transfer its listing from the Tier 2 board of the TSX-V to the NEX. On March 15, 2017, the Company submitted an application to the TSX-V for transfer of its listing from the Tier 2 board of TSX-V to the NEX board which was accepted by the TSX-V March 31, 2017.

The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. At present, the Company has not completed its Qualifying Transaction within the required period and consequently has no current operating income or cash flows. Without additional financing, the Company will be unable to fund its ongoing operations for the next twelve months. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties cast significant doubt on the Company’s ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. These consolidated financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The head office and records office of the Company are located at 1430 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2017
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION

(a) Statement of Compliance

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

The accounting policies set out in Note 3 have been applied consistently by the Company during the current year.

The Company's functional and presentation currency is the Canadian dollar.

(b) Approval of the financial statements

These consolidated financial statements were approved by the Board of Directors and authorized for issue on January 31, 2018.

(c) Basis of Consolidation

These consolidated financial statements include the financial statements of the Company and its wholly-owned subsidiary, 1134166 B.C. Ltd., which was incorporated in British Columbia, Canada on September 15, 2017.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash

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

Deferred financing costs

Costs directly identifiable with the raising of share capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued.

Equity instruments

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

Income taxes

Income tax comprises of current and deferred tax. Income tax is recognized in 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 is the expected tax payable on the taxable income for the year, using the tax rates enacted, or substantively enacted, at the reporting date, and any adjustment to tax payable in respect of previous years.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2017
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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes (Continued)

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

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

Critical Accounting Judgments and Estimates

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

a) Income taxes

The Company follows the liability method for calculating deferred taxes. Tax interpretations, regulations and legislation in the various jurisdictions in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings. Assessing the recoverability of deferred tax assets requires the Company to make significant judgments and estimates related to the expectations of future cash flows from operations and the application of existing tax laws in each jurisdiction.

b) Share-based compensation

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires the determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The Company uses a Black-Scholes Option Pricing Model. This fair value estimate also requires determining the most appropriate inputs to the valuation model including the estimated expected life of the stock option, volatility, and dividend yield. The expected volatility is based on the historical volatility of the Company's shares over a period commensurate with the expected term of the share option. The risk-free interest rate for the expected life of the option is based on the yield available on government bonds, with an approximate equivalent remaining term at the end of the grant. Historical data is used to estimate the expected life of the option. As well, the Company estimates its forfeiture rate for equity settled transactions based on historical experience in order to determine the compensation expense arising from the share-based awards.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments

The Company accounts for its financial instruments as follows:

Cash and prepaid expenses	Loans and receivables
Accounts payable and accrued liabilities	Financial liabilities measured at amortized cost

Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition. All transactions related to financial instruments are recorded on a trade date basis.

The Company's accounting policy for each category is as follows:

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities of greater than twelve months after the end of the reporting period, which are classified as non-current assets. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated by taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company's loans and receivables consist of cash and prepaid expenses.

Financial Assets at Fair Value Through Profit or Loss

An instrument is classified at fair value through profit or loss if it is held for trading. Financial instruments are designated at fair value through profit or loss if the Company manages such investments and makes purchases and sale decisions based on their fair value in accordance with the Company's risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. The Company has not designated any financial assets as fair value through profit or loss.

Held-to-maturity Investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity, other than loans and receivables. Investments are classified as held-to-maturity if the Company has the intention and ability to hold them until maturity. The Company currently does not hold financial assets in this category.

DataMiners Capital Corporation
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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within twelve months of the end of the reporting period. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an instrument is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. The Company has not designated any financial assets as available-for-sale.

Financial Liabilities

Financial liabilities other than derivative liabilities are recognized initially at fair value and are subsequently stated at amortized cost. Transaction costs on financial assets and liabilities other than those classified at fair value through profit and loss are treated as part of the carrying value of the asset or liability. Transaction costs for assets and liabilities at fair value through profit and loss are expensed as incurred. The Company's financial liabilities consist of accounts payable and accrued liabilities.

Impairment of Financial Assets

The Company assesses at the end of each reporting date whether there are indicators of impairment present for financial assets other than financial assets at fair value through profit or loss. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

An impairment loss in respect of a financial asset carried at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted using the instrument's original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value. In the case of equity instruments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset that was previously recognized in profit or loss, is removed from equity and recognized in profit or loss.

All impairment losses are recognized in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognized previously in equity is transferred to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

DataMiners Capital Corporation
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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Comprehensive income (loss)

Comprehensive income (loss) is the change in equity (net assets) of the Company during a period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period, except those resulting from investments by owners and distributions to owners. The Company does not have other comprehensive income, and accordingly, comprehensive income and net earnings are equal.

Share-based compensation

The Company grants stock options to directors who provide management services to the Company. The stock options are equity settled. The cost of the stock options granted are measured at their fair value at the date on which they were granted. The fair value is estimated using the Black-Scholes Option Pricing Model, taking into account market conditions relating to the Company's shares. Compensation expense is recognized over the vesting period in the statement of loss and comprehensive loss with a corresponding increase in contributed surplus. No expense is recognized for awards that do not vest. Any consideration received upon exercise of stock options is recorded as an increase in share capital together with a transfer of the amount recorded in contributed surplus to share capital.

Provisions and contingent liabilities

Provisions are recognized when there is a present legal or constructive obligation arising as a result of a past event for which it is probable that an outflow of economic benefits will be required to settle the obligation and where a reliable estimate can be made of the amount of the obligation. Timing or exact amount of the outflow may still be uncertain. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the possibility of outflow of resources is remote.

Loss per share

Basic loss per share is calculated by dividing net loss and comprehensive loss by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that would occur if stock options were exercised. Diluted loss per share is calculated by dividing net loss and comprehensive loss available to common shareholders by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding arising from the exercise of potentially dilutive stock options outstanding during the period.

The Company uses the treasury method for outstanding options which assumes that the proceeds that could be obtained upon exercise of options are used to purchase the Company's common shares at the average market price during the period. Anti-dilutive amounts are not considered in computing diluted loss per share.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New and amended accounting policies

The Company did not adopt any new accounting policies during the year ended October 31, 2017.

Recent accounting pronouncements not yet applied

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRS Interpretations Committee that are mandatory for future accounting periods. The Company has not early-adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements.

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

IFRS 9 - Financial Instruments will replace IAS 39 Financial Instruments: Recognition and Measurement. The new standard includes guidance on recognition and derecognition of financial assets and financial liabilities, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

IFRS 15 - Revenue from Contracts with Customers replaces IAS 11 Construction Contracts, IAS 18 Revenue and IFRIC 13 Customer Loyalty Programmes. This standard outlines a single comprehensive model for entities to account for revenue arising from contracts with customers. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018, with early adoption permitted and is to be applied retrospectively. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

4. SHARE CAPITAL

(a) Authorized

The Company has authorized an unlimited number of common shares without par value. As at October 31, 2017, the Company had 1,310,000 shares outstanding (October 31, 2016: 1,020,000).

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2017
(Expressed in Canadian Dollars)

4. SHARE CAPITAL (CONTINUED)

(b) Issued and outstanding

On February 28, 2017, the Company completed a non-brokered private placement of 500,000 common shares at a price of \$0.125 per common share for gross proceeds of \$62,500. The Company incurred \$1,116 of share issue costs related to the private placement, which was offset against share capital.

On March 15, 2017, the Company cancelled 210,000 escrow shares.

On August 14, 2017, the Company consolidated its share capital and stock options on the basis of one new common share for five existing common shares. All references to share capital and stock options presented in these consolidated financial statements have been restated to reflect the share consolidation. The transaction included the outstanding stock options to be adjusted by the consolidated ratio and the respective exercise prices of the outstanding stock options accordingly. The Company received approval from TSX-V on August 10, 2017.

(c) Stock options

On May 29, 2014, concurrently with the closing of the IPO, the Company issued 102,000 stock options to its Directors under the Company's Incentive Stock Option Plan. These options are exercisable at \$0.50 per common share and expire on May 29, 2019. These options may be exercised after the completion of the Qualifying Transaction or the greater of 12 months after the completion of the Qualifying Transaction and 90 days following cessation of the Optionee's position with the Company, if applicable. Subsequent to the grant of these options, there are 36,000 options available for issue under this option plan. The terms of the option vesting period, exercise price and life are affixed by the Board of Directors at the time of grant.

The following is a summary of stock options:

October 31, 2016	Granted	Exercised	Cancelled	October 31, 2017	Weighted Average Exercise Price	Expiry Date
100,000	-	-	(5,000)	95,000	\$0.50	May 29, 2019
100,000	-	-	(5,000)	95,000	\$0.50	

The following weighted average assumptions were used for the Black-Scholes option pricing model valuation of stock options issued on May 29, 2014.

	2014
Risk-free interest rate	1.24%
Expected life of options	5 years
Expected annualized volatility	100.00%
Expected dividend rate	0%

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2017
(Expressed in Canadian Dollars)

4. SHARE CAPITAL (CONTINUED)

(d) Escrow shares

As at October 31, 2017, there are 210,000 common shares being held in escrow subject to a TSX-V mandated CPC Escrow Agreement (October 31, 2016: 420,000). These escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities or in accordance with the CPC Escrow Agreement following the Company's completion of a Qualifying Transaction.

5. RELATED PARTY TRANSACTIONS

The Company's key management personnel include the Board of Directors, Executive Officers and any companies owned or controlled in whole or in part by the officers and directors.

The Company paid accounting fees and rent to CDM Capital Partners Inc., a company related by virtue of common director. The amounts included in the table below has been included in professional fees and general and administrative fees.

	October 31, 2017	October 31, 2016
Accounting fees	\$ 11,813	\$ -
Rent	7,087	-
	\$ 18,900	\$ -

6. CAPITAL MANAGEMENT

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations, and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

There have been no changes to the Company's approach to capital management during the period.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this financing.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2017
(Expressed in Canadian Dollars)

7. FINANCIAL INSTRUMENTS

a) Fair Value of Financial Instruments

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

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

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

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

The fair value of cash and accounts payables and accrued liabilities approximates their carrying value due to their short-term maturity.

b) Management of Risks Arising from Financial Instruments

The Company is exposed to various types of market risks including credit risk, liquidity risk and interest rate risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company's credit risk consists primarily of cash. The credit risk is minimized by placing cash with major Canadian financial institutions. The Company does not invest in asset-backed commercial papers.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash and expected exercise of share purchase warrants. The Company's cash is held in business accounts, which are available on demand for the Company's programs and are not invested in any asset-backed deposits or investments. The Company is exposed to liquidity risk.

(iii) Interest Rate Risk - Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. If interest rates decrease, the Company will generate smaller interest revenue. Presently the Company is not at risk of realizing a loss as a result of a decline in the fair value of its financial instruments because of the short-term nature of the investments.

DataMiners Capital Corporation
Notes to the Consolidated Financial Statements
For the year ended October 31, 2017
(Expressed in Canadian Dollars)

8. LOSS PER SHARE

The following sets forth the computation of basic and diluted loss per share:

	2017	2016
Net loss and comprehensive loss	\$ (80,455)	\$ (39,942)
Weighted average number of common shares outstanding	1,223,288	1,020,000
Basic loss and comprehensive loss per common share	\$ (0.07)	\$ (0.04)
Effect of dilutive securities	-	-
Diluted loss and comprehensive loss per common share	\$ (0.07)	\$ (0.04)

For the years ended October 31, 2017 and 2016, the diluted loss per common share was the same as the basic net loss per common share as the inclusion of stock options would have been anti-dilutive. Accordingly, the diluted losses per common share for the periods were calculated using the basic weighted average number of common shares outstanding.

9. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2017	2016
Loss for the year	\$ (80,455)	\$ (39,942)
Statutory income tax rate	26%	26%
Expected income tax recovery	\$ (20,918)	\$ (10,385)
Change in rate	(2,827)	-
Other	(805)	(113)
Share issuance costs booked to equity	(301)	-
Change in unrecognized deferred tax assets	24,851	10,498
Total income tax expense (recovery)	\$ -	\$ -

The significant components of the Company's deferred tax assets that have not been included on the statement of financial position are as follows:

	2017	2016
Deferred tax assets:		
Share issue costs	\$ 6,543	\$ 12,137
Non-capital losses available for future period	91,802	61,356
Unrecognized deferred tax assets	\$ 98,345	\$ 73,493

At October 31, 2017, the Company had non-capital taxable losses of \$340,007 (October 31, 2016 - \$235,987) available to reduce future taxable income. The Company's tax losses expire between 2034 and 2037. Deferred tax assets have not been recognized in respect of these items because it is not probable that future income tax will be available against which the Company can utilize these benefits.

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DataMiners Capital Corp.

Condensed Interim Financial Statements

For the Three Months Ended January 31, 2019 and 2018

Unaudited – Prepared by Management

(Expressed in Canadian Dollars)

DataMiners Capital Corp.
Condensed Interim Statements of Financial Position
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	January 31, 2019	October 31, 2018
Assets		
Current		
Cash	\$ 44,047	\$ 49,744
Prepaid expenses	875	875
Total Assets	44,922	50,619
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 21,498	\$ 13,443
Shareholders' Equity (Deficiency)		
Share capital (note 3)	281,415	281,415
Contributed surplus (note 3)	106,235	106,235
Deficit	(364,226)	(350,474)
Total Shareholders' Equity	23,424	37,176
Total Liabilities and Shareholders' Equity	\$ 44,922	\$ 50,619

Approved on behalf of the Board:

"Darryl Cardey" (signed)
 Director

"Rose Zanic" (signed)
 Director

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

DATAMINERS CAPITAL CORP.
Condensed Interim Statements of Loss and Comprehensive Loss
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Three months ended January 31,	Three months ended January 31,
	2019	2018
Expenses		
General and administrative	\$ 3,264	\$ 5,622
Professional fees	-	5,182
Public company costs	2,478	4,590
Transaction costs (note 5)	8,010	-
Loss and Comprehensive Loss for the Period	\$ (13,752)	\$ (15,394)
Basic and Diluted Loss Per Common Share	\$ (0.01)	\$ (0.01)
Weighted Average Number of Common Shares Outstanding	1,310,000	1,310,000

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

DATAMINERS CAPITAL CORP.
Condensed Interim Statements of Changes in Equity
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Share Capital		Contributed Surplus	Deficit	Equity
	Number	Amount			
Balance, October 31, 2017	1,310,000	\$ 281,415	\$ 106,235	\$ (283,957)	\$ 103,693
Net loss for the period	-	-	-	(15,394)	(15,394)
Balance, January 31, 2018	1,310,000	\$ 281,415	\$ 106,235	\$ (299,351)	\$ 88,299
Net loss for the period	-	-	-	(51,123)	(51,123)
Balance, October 31, 2018	1,310,000	\$ 281,415	\$ 106,235	\$ (350,474)	\$ 37,176
Net loss for the period	-	-	-	(13,752)	(13,752)
Balance, January 31, 2019	1,310,000	\$ 281,415	\$ 106,235	\$ (364,226)	\$ 23,424

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

DATAMINERS CAPITAL CORP.
Condensed Interim Statements of Cash Flows
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Three months ended January 31, 2019	Three months ended January 31, 2018
Operating Activities		
Loss for period	\$ (13,752)	\$ (15,394)
Changes in working capital balances:		
Prepaid expenses	-	548
Accounts payable and accrued liabilities	8,055	(3,274)
Cash Used by Operating Activities	(5,697)	(18,120)
Change in cash	(5,697)	(18,120)
Cash, Beginning of Period	49,744	113,340
Cash, End of Period	\$ 44,047	\$ 95,220

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

DataMiners Capital Corp.
Notes to the Financial Statements
For the Three Months Ended January 31, 2019 and 2018
(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

DataMiners Capital Corp. (the “Company”) was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on October 1, 2013. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4 in order to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities (the “Qualifying Transaction”). The Company completed its initial public offering (“IPO”) on May 29, 2014. Until the completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or business in connection with a potential Qualifying Transaction.

The Company’s continuing operations are dependent upon its ability to identify, evaluate and negotiate an agreement to acquire an interest in a material asset or business within 24 months of listing on the TSX-V.

On January 19, 2017 the Company announced it no longer pursued the qualifying transaction with Black Bull Resources Inc., which was originally announced on June 1, 2016.

On March 7, 2017, the Company was unable to complete a Qualifying Transaction within its 24 month deadline, including extension, and therefore it was required by the TSX-V to transfer its listing from the Tier 2 board of the TSX-V to the NEX. On March 15, 2017, the Company submitted an application to the TSX-V for transfer of its listing from the Tier 2 board of TSX-V to the NEX board which was accepted by the TSXV March 31, 2017.

These unaudited condensed interim financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards (“IFRS”) with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. For the three months ended January 31, 2019, the Company incurred loss of \$13,752 (2018 – \$15,394) and as at January 31, 2019, had a deficit of \$364,226 (October 31, 2018 - \$350,474).

The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. At present, the Company has not completed its Qualifying Transaction within the required period and consequently has no current operating income or cash flows. Without additional financing, the Company will be unable to fund its ongoing operations for the next twelve months. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties cast significant doubt on the Company’s ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. These unaudited condensed interim financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The head office and records office of the Company are located at 1430 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

DataMiners Capital Corp.
Notes to the Financial Statements
For the Three Months Ended January 31, 2019 and 2018
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION

(a) Statement of Compliance

These unaudited condensed interim financial statements were prepared in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting. Accordingly, they do not include all of the information and disclosures required by IFRS for annual financial statements. These unaudited condensed financial statements should be read in conjunction with the Company’s annual financial statements for the year ended October 31, 2017 which were prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”). These unaudited condensed interim financial statements have been prepared using the same accounting policies and methods of application as the latest annual financial statements. In the opinion of management, all adjustments (consisting of normal and recurring accruals) considered necessary for fair presentation have been included. The results for interim periods are not necessarily indicative of results for the entire year. The preparation of these unaudited condensed interim financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of these unaudited condensed interim financial statements and the reported amounts of expenses during the period. As a result, actual amounts may differ from those estimates.

The Company’s functional and presentation currency is the Canadian dollar.

(b) Approval of the financial statements

These unaudited condensed interim financial statements of the Company were approved by the Board of Directors and authorized for issue on April 1, 2019.

(c) Critical accounting judgments and estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include accrued liabilities, the determination of share-based payments and the recoverability of deferred tax assets.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Information about critical judgments in applying accounting policies that have the most significant effect of amounts recognized in the financial statements is included in the going concern assessment (see Note 1).

(d) Recent accounting pronouncements not yet applied

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRS Interpretations Committee that are mandatory for future accounting periods. The Company has not early-adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

DataMiners Capital Corp.
Notes to the Financial Statements
For the Three Months Ended January 31, 2019 and 2018
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (continued)

(d) Recent accounting pronouncements not yet applied (continued)

IFRS 9 - Financial Instruments will replace IAS 39 Financial Instruments: Recognition and Measurement. The new standard includes guidance on recognition and derecognition of financial assets and financial liabilities, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

IFRS 15 - Revenue from Contracts with Customers replaces IAS 11 Construction Contracts, IAS 18 Revenue and IFRIC 13 Customer Loyalty Programmes. This standard outlines a single comprehensive model for entities to account for revenue arising from contracts with customers. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018, with early adoption permitted and is to be applied retrospectively. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

3. SHARE CAPITAL

(a) Authorized

The Company has authorized an unlimited number of common shares without par value. As at January 31, 2019, the Company had 1,310,000 shares outstanding (October 31, 2018: 1,310,000).

(b) Issued and outstanding

There were no shares issued during the three months ended January 31, 2019 and the year ended October 31, 2018.

(c) Stock options

On May 29, 2014, concurrently with the closing of the IPO, the Company issued 102,000 stock options to its Directors under the Company's Incentive Stock Option Plan. These options are exercisable at \$0.50 per common share and expire on May 29, 2019. These options may be exercised after the completion of the Qualifying Transaction or the greater of 12 months after the completion of the Qualifying Transaction and 90 days following cessation of the Optionee's position with the Company, if applicable. Subsequent to the grant of these options, there are 36,000 options available for issue under this option plan. The terms of the option vesting period, exercise price and life are affixed by the Board of Directors at the time of grant.

DataMiners Capital Corp.
Notes to the Financial Statements
For the Three Months Ended January 31, 2019 and 2018
(Expressed in Canadian Dollars)

3. SHARE CAPITAL (continued)

(c) Stock options (continued)

The following is a summary of stock options:

October 31, 2018	Granted	Exercised	Forfeited	January 31, 2019	Weighted Average Exercise Price	Expiry Date
95,000	-	-	-	95,000	\$0.50	May 29, 2019
95,000	-	-	-	95,000	\$0.50	

The following weighted average assumptions were used for the Black-Scholes option pricing model valuation of stock options issued on May 29, 2014.

	2014
Risk-free interest rate	1.24%
Expected life of options	5 years
Expected annualized volatility	100.00%
Expected dividend rate	0%

4. RELATED PARTY TRANSACTIONS

The Company's key management personnel include the Board of Directors, Executive Officers and any companies owned or controlled in whole or in part by the officers and directors.

The Company paid rent and office expenses to CDM Capital Partners Inc., a company related by virtue of common director. The amounts included in the table below have been included in general and administrative fees.

The following summarizes the Company's related party transactions during the three months ended January 31, 2019 and 2018:

	January 31, 2019	January 31, 2018
Office and administration	\$ -	\$ 3,938
Rent	-	2,362
	\$ -	\$ 6,300

5. PROPOSED TRANSACTION

On September 26, 2018, the Company entered a non-binding letter of intent with ZoomD Ltd. ("ZoomD"), for a proposed business combination intended to qualify as the Qualifying Transaction.

During the three months ended January 31, 2019, the Company incurred \$8,010 (2018 - \$Nil) of transaction costs relating to a proposed transaction.

DataMiners Capital Corp.
Notes to the Financial Statements
For the Three Months Ended January 31, 2019 and 2018
(Expressed in Canadian Dollars)

6. CAPITAL MANAGEMENT

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations, and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

There have been no changes to the Company's approach to capital management during the period.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this financing.

7. FINANCIAL INSTRUMENTS

a) Fair Value of Financial Instruments

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

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

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

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

The fair value of cash and accounts payables and accrued liabilities approximates their carrying value due to their short-term maturity.

b) Management of Risks Arising from Financial Instruments

The Company is exposed to various types of market risks including credit risk, liquidity risk and interest rate risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company's credit risk consists primarily of cash. The credit risk is minimized by placing cash with major Canadian financial institutions. The Company does not invest in asset-backed commercial papers.

DataMiners Capital Corp.
Notes to the Financial Statements
For the Three Months Ended January 31, 2019 and 2018
(Expressed in Canadian Dollars)

7. FINANCIAL INSTRUMENTS (continued)

b) Management of Risks Arising from Financial Instruments (continued)

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash and expected exercise of share purchase warrants. The Company's cash is held in business accounts, which are available on demand for the Company's programs and are not invested in any asset-backed deposits or investments. The Company is exposed to liquidity risk.

(iii) Interest Rate Risk - Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. If interest rates decrease, the Company will generate smaller interest revenue. Presently the Company is not at risk of realizing a loss as a result of a decline in the fair value of its financial instruments because of the short-term nature of the investments.

APPENDIX C

**DATAMINERS' MD&A FOR THE FINANCIAL YEAR ENDED OCTOBER 31, 2018 AND
DATAMINERS' MD&A FOR THE THREE MONTHS ENDED JANUARY 31, 2019**

DATAMINERS CAPITAL CORP.
Management Discussion and Analysis (“MD&A”)
for the year ended October 31, 2018

The following discussion and analysis of the operations, results, and financial position of DataMiners Capital Corp. (“Dataminers” or “the Company”) for the year ended October 31, 2018 should be read in conjunction with the Company’s audited consolidated financial statements and related notes for the year ended October 31, 2018 and the audited consolidated financial statements for the year ended October 31, 2017. The effective date of this report is February 28, 2019. All figures are presented in Canadian dollars, unless otherwise indicated.

COMPANY OVERVIEW

Dataminers is a Capital Pool Company (“CPC”) as defined in TSX Venture Exchange (the “TSX-V”) Policy 2.4. The principal business of the Company is the identification and evaluation of assets or businesses and once identified or evaluated, to negotiate an acquisition of or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than cash. Until such time that the Company completes a Qualifying Transaction (as such term is defined in TSX-V Policy 2.4), corporate expenditures will continue to be restricted to costs of raising equity financing, administrative costs to maintain the Company in good standing and costs to identify and evaluate potential business opportunities for the purposes of completing a Qualifying Transaction.

To date, the Company has not conducted commercial operations. Until completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition pursuant to a Qualifying Transaction. Except as described in the Company’s final prospectus dated January 29, 2014, the funds raised pursuant to the Company’s IPO and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

On January 19, 2017 the Company announced it will no longer pursue the qualifying transaction with Black Bull Resources Inc., which was originally announced on June 1, 2016. The Company is currently reviewing a number of potential transactions.

On January 19, 2017 Darryl Cardey and Rose Zanic were appointed to the board of directors. In connection with the appointments, the current and former directors collectively sold an aggregate of 380,000 common shares to the new directors. The sale and transfer in escrow was approved by the TSX Venture Exchange (“TSXV”) and all 380,000 common shares remain subject to the terms of the original escrow agreement dated October 15, 2013.

On February 1, 2017, Darryl Cardey was appointed President, CEO and CFO and Rose Zanic was appointed as Corporate Secretary.

On February 28, 2017, the Company completed a non-brokered private placement of 500,000 common shares at a price of \$0.125 per common share for gross proceeds of \$62,500. The Company incurred \$1,116 of share issue costs related to the private placement, which was offset against share capital.

On March 15, 2017, the Company cancelled 210,000 escrow shares.

On March 15, 2017, the Company submitted an application to the TSX-V for transfer of its listing from the Tier 2 board of TSX-V to the NEX board which was accepted by the TSXV March 31, 2017.

On August 14, 2017, the Company consolidated its share capital and stock options on the basis of one new common share for five existing common shares. All references to share capital and stock options presented in these financial statements have been restated to reflect the share consolidation.

On September 26, 2018, the Company entered a non-binding letter of intent with ZoomD Ltd. (“ZoomD”), an Israeli corporation, which has developed a proprietary patented technology for leveraging internet onsite search for increased monetization and better management of online advertising focusing on user acquisition.

SUMMARY OF QUARTERLY RESULTS

The following selected financial data is prepared in accordance with IFRS:				
	3 months ended October 31, 2018	3 months ended July 31, 2018	3 months ended April 30, 2018	3 months ended January 31, 2018
Total revenue	\$0	\$0	\$0	\$0
Loss before other items	\$29,639	\$12,379	\$9,105	\$15,394
Net loss	\$29,639	\$12,379	\$9,105	\$15,394
Loss per common share, basic and diluted	\$0.02	\$0.01	\$0.01	\$0.01
Total assets	\$50,619	\$74,726	\$81,053	\$97,897

The following selected financial data is prepared in accordance with IFRS:				
	3 months ended October 31, 2017	3 months ended July 31, 2017	3 months ended April 30, 2017	3 months ended January 31, 2017
Total revenue	\$0	\$0	\$0	\$0
Loss (income) before other items	\$20,631	\$19,421	\$33,407	\$6,996
Net loss (income)	\$20,631	\$19,421	\$33,407	\$6,996
Loss (income) per common share, basic and diluted	\$0.02	\$0.01	\$0.03	\$0.01
Total assets	\$116,565	\$127,448	\$162,017	\$126,055

SELECTED ANNUAL FINANCIAL INFORMATION

The following selected financial data is derived from the financial statements prepared in accordance with IFRS:			
	Year ended October 31, 2018	Year ended October 31, 2017	Year ended October 31, 2016
Total revenue	\$0	\$0	\$0
Loss before other items	\$66,517	\$80,455	\$39,942
Net loss	\$66,517	\$80,455	\$39,942
Loss per common share, basic and diluted	\$0.05	\$0.07	\$0.04
Total assets	\$50,619	\$116,565	\$130,796
Long term debt	\$0	\$0	\$0
Dividends paid/payable	\$0	\$0	\$0

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 1,310,000 issued and outstanding common shares, of which 210,000 common shares are held in escrow which are subject to an TSX-V mandated CPC Escrow Agreement and may not be transferred, assigned or otherwise dealt without the consent of the regulatory authorities or in accordance with the CPC Escrow Agreement following the Company's completion of a Qualifying Transaction.

The following table summarizes the total number of common shares outstanding as at October 31, 2018 and as of the date of this MD&A assuming all outstanding options were converted to common shares:

	October 31, 2018	As of the date of this MD&A
Common shares	1,310,000	1,310,000
Options to purchase common shares	95,000	95,000
	1,405,000	1,405,000

As at October 31, 2018 and as at the date of this report, there are outstanding incentive stock options to purchase 95,000 common shares of the Company as follows:

Number of Options	Number of Options Exercisable	Exercise Price	Expiry Date
95,000	95,000	\$0.50	May 29, 2019

As at October 31, 2018 and as at the date of this report, there are no outstanding warrants.

RESULTS OF OPERATIONS

The Company does not have any operations and will not conduct any business other than the identification and evaluation of businesses and assets for potential acquisition.

During the year ended October 31, 2018 the Company recorded a net loss of \$66,517 compared to a net loss of \$80,455 during the year ended October 31, 2017. The Company's net loss for the year ended October 31, 2018 can be attributed to \$31,758 of general and administrative costs for office expense and rent, \$11,890 of professional fees costs for legal and audit and accounting services, \$15,245 of public company costs incurred for regulatory filing fees and \$7,624 transaction costs relating to a proposed transaction. The Company's net loss for the year ended October 31, 2017 can be attributed mainly to professional fees costs of \$41,339 for legal and audit and accounting services and \$23,147 of public company costs incurred for regulatory filing fees.

During the three months ended October 31, 2018 the Company recorded a net loss of \$29,639 compared to a net loss of \$20,631 in the three months ended October 31, 2017. The Company's net loss for the three months ended October 31, 2018 can be attributed to \$19,632 of general and administrative costs for office expense, \$1,271 of professional fees cost recovery for legal and audit and accounting services, \$3,654 of public company costs incurred for regulatory filing fees and \$7,624 transaction costs relating to a proposed transaction. The Company's net loss for the three months ended October 31, 2017 can be attributed mainly to general and administrative costs of \$5,682 and professional fees costs of \$13,030 for legal and accounting and audit services.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

As at October 31, 2018, the Company had working capital of \$37,176 compared to \$103,693 as at October 31, 2017.

As at October 31, 2018, the Company had cash of \$49,744 (October 31, 2017 - \$113,340) available to meet short-term business requirements and liabilities of \$13,443 (October 31, 2017 - \$12,872). The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has no long-term debt.

At present, the Company has not completed its Qualifying Transaction and consequently has no current operating income or cash flows. On February 28, 2017 the Company received proceeds from the non-brokered private placement for identifying and completing a Qualifying Transaction and working capital purposes.

There are no commitments for capital expenditures at October 31, 2018. Pursuant to Exchange policies, the maximum amount of cash the Company may spend for purposes other than identifying and evaluating assets or business projects for a Qualifying Transaction is \$120,000.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

CONTRACUAL COMMITMENTS

There are no contractual commitments.

TRANSACTIONS WITH RELATED PARTIES

The Company's key management personnel include the Board of Directors, Executive Officers and any companies owned or controlled in whole or in part by the officers and directors.

The Company paid accounting fees, rent and office expenses to CDM Capital Partners Inc., a company related by virtue of common director. The amounts included in the table below has been included in professional fees and general and administrative fees.

The following summarizes the Company's related party transactions during the year ended October 31, 2018 and 2017:

	October 31, 2018	October 31, 2017
Accounting fees	\$ -	\$ 11,813
Office and administration	6,300	-
Rent	9,450	7,087
Travel	2,641	-
	\$ 18,391	\$ 18,900

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of consolidation financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include accrued liabilities, the determination of share-based payments and the recoverability of deferred tax assets.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Information about critical judgments in applying accounting policies that have the most significant effect of amounts recognized in the financial statements is included going concern assessment.

RECENT ACCOUNTING PRONOUNCEMENTS

Recent Accounting Pronouncements not yet applied:

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRS Interpretations Committee that are mandatory for future accounting periods. The Company has not early-adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements.

IFRS 9 - Financial Instruments will replace IAS 39 Financial Instruments: Recognition and Measurement. The new standard includes guidance on recognition and derecognition of financial assets and financial liabilities, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

IFRS 15 - Revenue from Contracts with Customers replaces IAS 11 Construction Contracts, IAS 18 Revenue and IFRIC 13 Customer Loyalty Programmes. This standard outlines a single comprehensive model for entities to account for revenue arising from contracts with customers. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018, with early adoption permitted and is to be applied retrospectively. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

CHANGES IN ACCOUNTING POLICIES

There were no changes in accounting policies during the year ended October 31, 2018.

FINANCIAL INSTRUMENTS

The Company accounts for its financial instruments as follows:

Cash	Loans and receivables
Accounts payable and accrued liabilities	Financial liabilities measured at amortized cost

The classification of the financial instruments as well as their carrying values is shown in the table below:

Loans and receivables	\$	49,744
Other financial liabilities	\$	13,443

The fair value of cash and accounts payables and accrued liabilities approximates their carrying value due to their short-term maturity.

The Company is exposed to potential loss from various risks including commodity price risk, exploration and development risk, environmental risk, credit risk, liquidity risk and interest rate risk. These risks are described in more details in Risk and Uncertainties section of this MD&A.

RISK AND UNCERTAINTIES

The Company's financial performance is likely to be subject to the following risks:

1. The Company has not commenced commercial operation, and has no assets other than cash, has no history of earnings and shall not generate earnings to pay dividends until at least after the completion of the Qualifying Transaction;
2. Until the completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification of and evaluation of potential Qualifying Transactions;
3. The Company only has limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction.

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

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Concentration of credit risk exists with respect to the Company's cash and short term investments as all amounts are held at a single major Canadian financial institution.

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

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. At October 31, 2018, the Company had cash of \$49,744 available to meet short-term business requirements and current liabilities of \$13,443. The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

(c) Market risk

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

DISCLOSURE OF INTERNAL CONTROLS

Management has established processes to provide sufficient knowledge to support representations that reasonable diligence has been exercised to ensure that:

- (i) the audited consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not

misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and

- (ii) the audited consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

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

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the consolidated financial statements is the responsibility of Management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the accompanying consolidated financial statements.

FORWARD-LOOKING STATEMENTS

Certain sections of this Management Discussion and Analysis may contain forward-looking statements. Such forward-looking statements involve a number of 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 actual future results. The risks, uncertainties and other factors that could influence actual results are described in the "Risks and Uncertainties" section of this report. The forward-looking statements contained herein are based on information available as of the date of this report.

CORPORATE DIRECTORY

Head Office

DataMiners Capital Corp.
1430 – 800 West Pender Street
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Tel: 604-569-2963
Fax: 604-568-0945

Officers and Directors

Colleen Flynn (Director)
Darryl Cardey (President, Chief Executive Officer,
Chief Financial Officer and Director)
David Wood (Director)
Rose Zanic (Corporate Secretary and Director)

Members of the Audit Committee

Darryl Cardey
David Wood
Rose Zanic (Chair)

Legal Counsel

McMillan LLP
Suite 1500 – 1055 West Georgia St.
Vancouver, BC, V6E 4N7

Auditors

BDO Canada LLP
620, 903 – 8th Avenue SW
Calgary, AB, T2P 0P7

Transfer Agent

TSX Trust Company
Suite 2700 - 650 West Georgia St.
Vancouver, BC, V6B 4N9

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DATAMINERS CAPITAL CORP.
Management Discussion and Analysis (“MD&A”)
for the three months ended January 31, 2019

The following discussion and analysis of the operations, results, and financial position of DataMiners Capital Corp. (“Dataminers” or “the Company”) for the three months ended January 31, 2019 should be read in conjunction with the Company’s unaudited financial statements and related notes for the three months ended January 31, 2019 and the audited consolidated financial statements for the year ended October 31, 2018. The effective date of this report is April 1, 2019. All figures are presented in Canadian dollars, unless otherwise indicated.

COMPANY OVERVIEW

Dataminers is a Capital Pool Company (“CPC”) as defined in TSX Venture Exchange (the “TSX-V”) Policy 2.4. The principal business of the Company is the identification and evaluation of assets or businesses and once identified or evaluated, to negotiate an acquisition of or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than cash. Until such time that the Company completes a Qualifying Transaction (as such term is defined in TSX-V Policy 2.4), corporate expenditures will continue to be restricted to costs of raising equity financing, administrative costs to maintain the Company in good standing and costs to identify and evaluate potential business opportunities for the purposes of completing a Qualifying Transaction.

To date, the Company has not conducted commercial operations. Until completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition pursuant to a Qualifying Transaction. Except as described in the Company’s final prospectus dated January 29, 2014, the funds raised pursuant to the Company’s IPO and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

On January 19, 2017 the Company announced it will no longer pursue the qualifying transaction with Black Bull Resources Inc., which was originally announced on June 1, 2016. The Company is currently reviewing a number of potential transactions.

On January 19, 2017 Darryl Cardey and Rose Zanic were appointed to the board of directors. In connection with the appointments, the current and former directors collectively sold an aggregate of 380,000 common shares to the new directors. The sale and transfer in escrow was approved by the TSX Venture Exchange (“TSXV”) and all 380,000 common shares remain subject to the terms of the original escrow agreement dated October 15, 2013.

On February 1, 2017, Darryl Cardey was appointed President, CEO and CFO and Rose Zanic was appointed as Corporate Secretary.

On February 28, 2017, the Company completed a non-brokered private placement of 500,000 common shares at a price of \$0.125 per common share for gross proceeds of \$62,500. The Company incurred \$1,116 of share issue costs related to the private placement, which was offset against share capital.

On March 15, 2017, the Company cancelled 210,000 escrow shares.

On March 15, 2017, the Company submitted an application to the TSX-V for transfer of its listing from the Tier 2 board of TSX-V to the NEX board which was accepted by the TSXV March 31, 2017.

On August 14, 2017, the Company consolidated its share capital and stock options on the basis of one new common share for five existing common shares. All references to share capital and stock options presented in these financial statements have been restated to reflect the share consolidation.

On September 26, 2018, the Company entered a non-binding letter of intent with ZoomD Ltd. ("ZoomD"), an Israeli corporation, which has developed a proprietary patented technology for leveraging internet onsite search for increased monetization and better management of online advertising focusing on user acquisition.

SUMMARY OF QUARTERLY RESULTS

The following selected financial data is prepared in accordance with IFRS:				
	3 months ended January 31, 2019	3 months ended October 31, 2018	3 months ended July 31, 2018	3 months ended April 30, 2018
Total revenue	\$0	\$0	\$0	\$0
Loss before other items	\$13,752	\$29,639	\$12,379	\$9,105
Net loss	\$13,752	\$29,639	\$12,379	\$9,105
Loss per common share, basic and diluted	\$0.01	\$0.02	\$0.01	\$0.01
Total assets	\$44,922	\$50,619	\$74,726	\$81,053

The following selected financial data is prepared in accordance with IFRS:				
	3 months ended January 31, 2018	3 months ended October 31, 2017	3 months ended July 31, 2017	3 months ended April 30, 2017
Total revenue	\$0	\$0	\$0	\$0
Loss (income) before other items	\$15,394	\$20,631	\$19,421	\$33,407
Net loss (income)	\$15,394	\$20,631	\$19,421	\$33,407
Loss (income) per common share, basic and diluted	\$0.01	\$0.01	\$0.01	\$0.03
Total assets	\$97,897	\$116,565	\$127,448	\$162,017

SELECTED ANNUAL FINANCIAL INFORMATION

The following selected financial data is derived from the financial statements prepared in accordance with IFRS:			
	Year ended October 31, 2018	Year ended October 31, 2017	Year ended October 31, 2016
Total revenue	\$0	\$0	\$0
Loss before other items	\$66,517	\$80,455	\$39,942
Net loss	\$66,517	\$80,455	\$39,942
Loss per common share, basic and diluted	\$0.05	\$0.07	\$0.04
Total assets	\$50,619	\$116,565	\$130,796
Long term debt	\$0	\$0	\$0
Dividends paid/payable	\$0	\$0	\$0

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 1,310,000 issued and outstanding common shares, of which 210,000 common shares are held in escrow which are subject to an TSX-V mandated CPC Escrow Agreement and may not be transferred, assigned or otherwise dealt without the consent of the regulatory authorities or in accordance with the CPC Escrow Agreement following the Company's completion of a Qualifying Transaction.

The following table summarizes the total number of common shares outstanding as at January 31, 2019 and as of the date of this MD&A assuming all outstanding options were converted to common shares:

	January 31, 2019	As of the date of this MD&A
Common shares	1,310,000	1,310,000
Options to purchase common shares	95,000	95,000
	1,405,000	1,405,000

As at January 31, 2019 and as at the date of this report, there are outstanding incentive stock options to purchase 95,000 common shares of the Company as follows:

Number of Options	Number of Options Exercisable	Exercise Price	Expiry Date
95,000	95,000	\$0.50	May 29, 2019

As at January 31, 2019 and as at the date of this report, there are no outstanding warrants.

RESULTS OF OPERATIONS

The Company does not have any operations and will not conduct any business other than the identification and evaluation of businesses and assets for potential acquisition. During the three months ended January 31, 2019 the Company recorded a net loss of \$13,752 compared to a net loss of \$15,394 in the three months ended January 31, 2018.

The Company's net loss for the three months ended January 31, 2019 can be attributed to \$3,264 of general and administrative costs for office expense, \$2,478 of public company costs incurred for regulatory filing fees and \$8,010 transaction costs relating to a proposed transaction.

The Company's net loss for the three months ended January 31, 2018 can be attributed to \$5,622 of general and administrative costs for office expense and rent, \$5,181 of professional fees costs for audit and accounting services and \$4,590 of public company costs incurred for regulatory filing fees.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

As at January 31, 2019, the Company had working capital of \$23,424 compared to \$37,176 as at October 31, 2018.

As at January 31, 2019, the Company had cash of \$44,047 (October 31, 2018 - \$49,744) available to meet short-term business requirements and liabilities of \$49,744 (October 31, 2017 - \$13,443). The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has no long-term debt.

At present, the Company has not completed its Qualifying Transaction and consequently has no current operating income or cash flows. On February 28, 2017 the Company received proceeds from the non-brokered private placement for identifying and completing a Qualifying Transaction and working capital purposes.

There are no commitments for capital expenditures at January 31, 2019. Pursuant to Exchange policies, the maximum amount of cash the Company may spend for purposes other than identifying and evaluating assets or business projects for a Qualifying Transaction is \$120,000.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

CONTRACUAL COMMITMENTS

There are no contractual commitments.

TRANSACTIONS WITH RELATED PARTIES

The Company's key management personnel include the Board of Directors, Executive Officers and any companies owned or controlled in whole or in part by the officers and directors.

The Company paid rent and office expenses to CDM Capital Partners Inc., a company related by virtue of common director. The amounts included in the table below have been included in general and administrative fees.

The following summarizes the Company's related party transactions during the three months ended January 31, 2019 and 2018:

	January 31, 2019	January 31, 2018
Office and administration	\$ -	\$ 3,938
Rent	-	2,362
	\$ -	\$ 6,300

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of consolidation financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include accrued liabilities, the determination of share-based payments and the recoverability of deferred tax assets.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Information about critical judgments in applying accounting policies that have the most significant effect of amounts recognized in the financial statements is included going concern assessment.

RECENT ACCOUNTING PRONOUNCEMENTS

Recent Accounting Pronouncements not yet applied:

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRS Interpretations Committee that are mandatory for future accounting periods. The Company has not early-adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements.

IFRS 9 - Financial Instruments will replace IAS 39 Financial Instruments: Recognition and Measurement. The new standard includes guidance on recognition and derecognition of financial assets and financial liabilities, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

IFRS 15 - Revenue from Contracts with Customers replaces IAS 11 Construction Contracts, IAS 18 Revenue and IFRIC 13 Customer Loyalty Programmes. This standard outlines a single comprehensive model for entities to account for revenue arising from contracts with customers. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018, with early adoption permitted and is to be applied retrospectively. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

CHANGES IN ACCOUNTING POLICIES

There were no changes in accounting policies during the three months ended January 31, 2019.

FINANCIAL INSTRUMENTS

The Company accounts for its financial instruments as follows:

Cash	Loans and receivables
Accounts payable and accrued liabilities	Financial liabilities measured at amortized cost

The classification of the financial instruments as well as their carrying values is shown in the table below:

Loans and receivables	\$	44,047
Other financial liabilities	\$	21,498

The fair value of cash and accounts payables and accrued liabilities approximates their carrying value due to their short-term maturity.

The Company is exposed to potential loss from various risks including commodity price risk, exploration and development risk, environmental risk, credit risk, liquidity risk and interest rate risk. These risks are described in more details in Risk and Uncertainties section of this MD&A.

Risk and Uncertainties:

The Company's financial performance is likely to be subject to the following risks:

1. The Company has not commenced commercial operation, and has no assets other than cash, has no history of earnings and shall not generate earnings to pay dividends until at least after the completion of the Qualifying Transaction;
2. Until the completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification of and evaluation of potential Qualifying Transactions;
3. The Company only has limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction.

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

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Concentration of credit risk exists with respect to the Company's cash and short term investments as all amounts are held at a single major Canadian financial institution.

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

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. At January 31, 2019, the Company had cash of \$44,047 available to meet short-term business requirements and current liabilities of \$21,498. The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

(c) Market risk

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

DISCLOSURE OF INTERNAL CONTROLS

Management has established processes to provide sufficient knowledge to support representations that reasonable diligence has been exercised to ensure that:

- (i) the audited consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and
- (ii) the audited consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

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

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the consolidated financial statements is the responsibility of Management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the accompanying consolidated financial statements.

FORWARD-LOOKING STATEMENTS

Certain sections of this Management Discussion and Analysis may contain forward-looking statements. Such forward-looking statements involve a number of 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 actual future results. The risks, uncertainties and other factors that could influence actual results are described in the "Risks and Uncertainties" section of this report. The forward-looking statements contained herein are based on information available as of the date of this report.

CORPORATE DIRECTORY

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Fax: 604-568-0945

Officers and Directors

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Darryl Cardey (President, Chief Executive Officer,
Chief Financial Officer and Director)
David Wood (Director)
Rose Zanic (Corporate Secretary and Director)

Members of the Audit Committee

Darryl Cardey
David Wood
Rose Zanic (Chair)

Legal Counsel

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Suite 1500 – 1055 West Georgia St.
Vancouver, BC, V6E 4N7

Auditors

BDO Canada LLP
620, 903 – 8th Avenue SW
Calgary, AB, T2P 0P7

Transfer Agent

TSX Trust Company
Suite 2700 - 650 West Georgia St.
Vancouver, BC, V6B 4N9

APPENDIX D

**ZOOMD'S AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31,
2018 AND 2017 AND ZOOMD'S UNAUDITED FINANCIAL STATEMENTS FOR THE THREE
MONTHS ENDED MARCH 31, 2019**

ZOOMD LTD

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017**

ZOOMD LTD

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2018

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Independent Auditor's Report to the Shareholders of
ZOOMD Ltd.

We have audited the accompanying consolidated financial statements of ZOOMD Ltd, which comprise the consolidated statements of financial position as at December 31, 2018 and December 31, 2017, and the consolidated statement of net loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements:

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

Auditor's Responsibility:

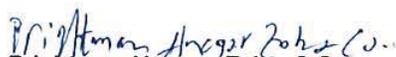
Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain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

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

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

Opinion:

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


Brightman Almagor Zohar & Co.

Certified Public Accountants

Firm Member of Deloitte Touche Tohmatsu Limited

Tel Aviv, Israel
May 29, 2018

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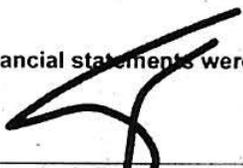
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ZOOMD LTD.

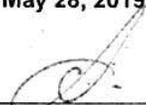
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(USD in thousands)

	<u>Note</u>	<u>As at December 31,</u>	
		<u>2018</u>	<u>2017</u>
Assets			
Current assets			
Cash and cash equivalents		3,604	513
Trade receivables	5	3,354	3,033
Other receivables and prepaid expenses	6	592	45
		<u>7,550</u>	<u>3,591</u>
Non-current assets			
Long term deposits		70	20
Fixed assets, net	7	75	107
Intangible assets, net	8	14,346	16,137
		<u>14,491</u>	<u>16,264</u>
Total assets		<u>22,041</u>	<u>19,855</u>
Liabilities and Equity			
Current liabilities			
Short term credit		-	839
Trade payables		2,859	2,448
Other payables and accrued expenses	9	2,156	999
Warrants		762	530
Convertible loans	10	3,221	1,428
		<u>8,998</u>	<u>6,244</u>
Non-current liabilities			
I/A liability	14	479	382
Reserve for employee benefits	11	154	205
		<u>633</u>	<u>587</u>
Shareholders' equity			
Share capital	12	21	21
Additional Paid in Capital	3,10	27,877	27,877
Reserve for share-based payment transactions and other reserves		4,170	2,446
Accumulated deficit		(19,658)	(17,320)
		<u>12,410</u>	<u>13,024</u>
Total Liabilities and Equity		<u>22,041</u>	<u>19,855</u>

The financial statements were approved by the board of directors of the company on May 28, 2019.


Amit Bounsky
Chairmen of the board


Ofer Eitan
CEO


Tsvika Adler
CFO

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

ZOOMD LTD

CONSOLIDATED STATEMENTS OF NET LOSS AND COMPREHENSIVE LOSS (USD in thousands)

		Year ended December 31,	
	Note	2018	2017
Revenue		28,649	4,738
Cost of sales and services	15	19,125	3,502
Gross profit		<u>9,524</u>	<u>1,236</u>
Operating costs and expenses			
Research and development expenses	16	3,847	2,115
Selling, administrative and general expenses	17	7,209	1,728
		<u>11,056</u>	<u>3,843</u>
Operating Loss		<u>1,532</u>	<u>2,607</u>
Finance Income	18a	157	-
Finance expense	18b	963	2,814
Finance expense, net		<u>806</u>	<u>2,814</u>
Loss before taxes on Income		<u>2,338</u>	<u>5,421</u>
Net and Comprehensive Loss		<u>2,338</u>	<u>5,421</u>
Net loss per share:			
Basic and diluted		<u>0.29</u>	<u>1.24</u>
Shares used in calculation of net loss per share:			
Basic		<u>8,017,017</u>	<u>4,386,176</u>
Diluted		<u>8,017,017</u>	<u>4,386,176</u>

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

ZOOMD LTD.**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**
(USD in thousands)

	<u>Share capital</u>	<u>Additional Paid In Capital</u>	<u>Reserve for share-based payment transactions and other reserves</u>	<u>Accumulated deficit</u>	<u>Total shareholders' equity</u>
Balance - January 1, 2017	7	9,130	2,114	(11,899)	(648)
Loss for the year	-	-	-	(5,421)	(5,421)
Share-based compensation	-	-	332	-	332
Issue of shares	14	18,747	-	-	18,761
Balance - December 31, 2017	21	27,877	2,446	(17,320)	13,024
Loss for the year	-	-	-	(2,338)	(2,338)
Share-based compensation	-	-	1,724	-	1,724
Balance - December 31, 2018	21	27,877	4,170	(19,658)	12,410

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

ZOOMD LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended December 31,	
	2018	2017
<u>Cash flows - operating activities</u>		
Loss before Taxes	(2,338)	(5,421)
Adjustments to reconcile net loss to net cash from operating activities (Appendix A)	5,084	2,881
Net cash provided by (used in) operating activities	2,746	(2,540)
<u>Cash flows - investing activities</u>		
Investment in deposits	(50)	(25)
Purchase of property, plant and equipment	(21)	(24)
Cash acquired in business combination (Appendix C)	-	218
Net cash from investing activities	(71)	169
<u>Cash flows - financing activities</u>		
Repayment of short-term credit from banks, net	(839)	(695)
Receipt of grants from IIA	-	30
Receipt of convertible loans	1,255	3,288
Net cash from financing activities	416	2,623
Increase in cash and cash equivalents	3,091	251
Cash and cash equivalents at the beginning of the financial year	513	262
Cash and cash equivalents of the end of the financial year	3,604	513

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

ZOOMD LTD.

APPENDICES TO CONSOLIDATED STATEMENTS OF CASH FLOWS (USD in thousands)

	Year ended December 31,	
	<u>2018</u>	<u>2017</u>
<u>Cash flows from operating activities</u>		
A. Adjustments to reconcile net loss to net cash from operating activities		
Depreciation and amortization	1,844	738
Change in employee benefit liabilities, net	(51)	13
Cost of share-based payment	1,724	332
Convertible loans and warrants revaluation	770	2,278
Changes in assets and liabilities:		
Decrease (increase) in trade receivables and other receivables	(868)	(494)
Increase (decrease) in trade and other payables, and other current and non-current liabilities	1,568	(31)
Changes in IIA liabilities	97	45
	<u>5,084</u>	<u>2,881</u>
B. Significant non-cash transactions:		
Conversion of Convertible loans	<u>-</u>	<u>7,726</u>
C. Acquisition:		
The assets and liabilities at date of acquisition:		
Working capital (excluding cash and cash equivalents)		(2,212)
Property, plant and equipment		59
Intangible assets		9,769
Goodwill		3,393
Non-current liabilities		(192)
Shares and warrants issued as consideration in business combination.		(11,035)
Cash acquired		<u>218</u>

The accompanying notes are an integral part of the financial statements

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 1 - DESCRIPTION OF BUSINESS AND GENERAL

A. Description of Business:

ZOOMD Ltd. (hereinafter-"The Company") was incorporated on November 29, 2012 and began operating in 2013. The Company deals with the development of software for the improvement of online information location.

In 2015, the Company acquired Sphereup Ltd. (hereinafter-"Speherup") in a business combination. The purchase transaction included the purchase of all of the assets of Sphereup for 699,658 Company shares, according to an overall value of \$4,197,947, see also note 13.

On September 30, 2017, the Company consummated a merger with Datomo Ltd ("Datomo"). The merger was effected by the Company issuing shares to the former owners of Datomo and in exchange Datomo was merged into the Company with the Company being the surviving entity. The fair value at the share exchange was determined to be a ratio of 2:1, subject to adjustment, for the Company such that post-merger the owners of Datomo holds 1/3 of the shares of the Company post-merger. The results of operations of Datomo are included in the financial statements of the Company as of October 1, 2017. The merger was accounted for a business combination for more details see Note 4.

B. Definitions:

The Company - ZOOMD LTD.

Subsidiaries - Companies that are controlled by the Company (as defined in IAS 27) and whose accounts are consolidated with those of the Company.

Related Parties - As defined in IAS 24.

NIS - New Israeli Shekel.

US Dollars or USD- The U.S. dollar.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

A. Applying international accounting standards (IFRS):

Statement of compliance:

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

The significant accounting policies detailed in the continuation were applied on a consistent basis for all reporting periods presented in the financial statements, except for changes in accounting policies that were due to the application of standards, amendments to standards and interpretations that took effect on the date of the financial statements, and the application of standards, amendments to standards and interpretations that are not in effect and were adopted in early adoption by the Company, as detailed below.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

B. Format for presentation of Statement of Financial Position:

The Company presents assets and liabilities in the Statement of Financial Position divided into current and non-current items.

C. Format for analysis recognized in Income Statement:

(1) Format for analysis of expenses recognized in Income statement:

The Company's expenses in the Income statement are presented based on the nature of the activity of the expenses in the entity.

(2) The Company's operating cycle is 12 months.

D. Basis of preparation:

The financial statements were prepared on the basis of the historical cost, except for: liabilities measured at fair value; Property, plant and equipment and intangibles assets are presented at the lower of the cost less accumulated amortizations and the recoverable amount; Liabilities to employees as described in Note 11.

E. Foreign currencies:

(1) Translation of foreign currency transactions:

In preparing the financial statements, transactions in currencies other than the entity's functional currency (USD) are recorded at the rates of exchange prevailing at the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

(2) Recognition of exchange differences:

Exchange differences are recognized in profit or loss in the period in which they arise. Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in 'US\$', which is the company's functional and the company's reporting currency.

F. Cash and cash equivalents:

Cash and cash equivalents include demand deposits and term deposits in banks that are not restricted as to usage, with an original period to maturity of not more than three months.

Deposits that are restricted as to usage are classified as pledged deposits.

Deposits with an original period to maturity exceeding three months, which as of the statement of financial position do not exceed one year, are classified as short-term investments.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

G. Basis of consolidation:

General:

The consolidated financial statements incorporate the financial statements of the Company and entity controlled by the Company (its subsidiary). 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.

The results of subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive Income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies to align with those used by the Company.

All intra-group transactions, balances, Income and expenses are eliminated in full on consolidation.

H. Goodwill:

Goodwill arising on the acquisition represents the excess of the cost of acquisition over the Company's interest in the net fair value of the identifiable assets, liabilities and Contingent liabilities of the acquired company. Goodwill is initially recognized as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

Goodwill is allocated to the cash-generating units expected to benefit from the synergies of the combination for the purpose of impairment testing. Goodwill is tested, at the cash-generating unit (or group of cash generating units) level, for impairment annually or if events or changes in circumstances indicate that the carrying amount may not be recoverable. Goodwill is carried at cost less accumulated impairment losses. Impairment loss on goodwill is not reversed.

The Group is composed of one operating segment, goodwill is tested at the Group level, which represents the lowest level within the Group at which goodwill is monitored for internal management purposes in accordance with IAS 36. The impairment test is performed by comparing the carrying amount (which mainly comprises acquired intangible assets, goodwill and capitalized development costs) and the recoverable amount of the CGU. The recoverable amount of the CGU is the higher of its fair value less costs of disposal and its value in use.

I. Intangible Assets:

Intangible assets are nonmonetary assets which are without physical substance and identifiable (either being separable or arising from contractual or other legal rights). Intangible assets meeting the relevant recognition criteria are initially measured at cost, subsequently measured at cost and amortized on a systematic basis over their useful lives (unless the asset has an indefinite useful life, in which case it is not permitted) at the following rates.

	<u>%</u>
Customer relationships	20
Brand	20
Technology	14.3

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

I. Intangible Assets (Cont.):

(1) Derecognition of intangible assets:

An intangible asset is derecognized on disposal, or when no future economic benefit is expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is derecognized.

(2) Impairment of tangible and intangible assets other than goodwill:

At the end of the reporting period, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any indication of such exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss. When it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable is the higher of fair value less costs of disposal and value in use, the estimated future cashflows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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 profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss to be recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

J. Fixed Assets, Net:

Property and equipment are stated at cost, net of accumulated depreciation and net of impairment. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets at the following rates:

	<u>%</u>
Computer and Software	33
Furniture and Equipment	7-15

Leasehold improvements are amortized on a straight-line basis over the shorter of the estimated useful lives of the assets or the remaining term of the lease (including the period of renewal options that the Company intends to exercise).

K. Financial assets:

(1) General:

IFRS 9 – "Financial Instrument" is applicable to reporting periods starting on January 1, 2018. Comparative figures in respect of the year ended December 31, 2017 are presented in accordance with the provisions of IAS 39, which was in force before the application of IFRS 9.

The first-time application of the standard did not have a material effect on the financial assets.

Financial assets are recognized in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument, using settlement date accounting.

Financial assets were classified in the categories detailed below based on the Company's business model for managing the financial assets and based on the contractual cash flow characteristics of the financial asset:

- Financial assets at fair value through profit or loss' (FVTPL); and
- Debt instruments at amortized cost.

(2) Financial assets at FVTPL:

All financial assets, whether designated or required to be measured at fair value through profit and loss, are initially measured at fair value and any changes in fair value subsequent to initial recognition are recognized in profit or loss. Transaction costs directly attributable to those assets are recognized in profit or loss as incurred. The Company does not currently have any financial assets carried at fair value.

(3) Debt instruments at amortized cost:

Debt instruments at amortized cost - debt instruments held according to a business model whose objective is achieved by collecting the contractual cash flows and whose contractual terms give rise to cash flows that are solely payments of principal and interest, were initially measured at fair value plus directly attributable transaction costs, except for receivables that were initially measured at their transaction price. Subsequent to initial recognition, these assets were measured at amortized cost.

When, and only when, the Company changes its business model for managing financial assets it shall reclassify assets between categories.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

K. Financial assets: (Cont.)

(4) Impairment of financial assets:

The Company recognized impairment loss allowance for expected credit losses in respect of contracts with customers. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights

The impairment loss allowance reduces the carrying amount of the asset.

The Company measures the expected credit losses such that they reflect an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes and reasonable and supportable information which is reasonably available at the reporting date without undue cost or effort including information about past events, current conditions and forecasts of future economic conditions. The Company updates the provision for impairment at the end of each reporting period and changes in the recognition are recognized in profit or loss as impairment gain or loss.

The Company measured credit losses at the amount of the lifetime expected credit losses of the instrument in respect of receivables. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

The Company measured expected credit losses at the amount of the lifetime expected credit losses of the instrument in respect of receivables, assets arising from contracts with customers and lease receivables on a collective basis. The Company aggregates receivables and assets in respect of contracts with customers according to shared credit risk characteristics.

The Company derecognizes all or a portion of the gross carrying amount of a financial asset when it no longer reasonably expects to recover the asset.

At the end of every reporting period, the Company assesses whether the credit risk of a financial asset has significantly increased since the date of initial recognition by comparing the risk of a default event as of reporting date to the risk of a default event as of the date of initial recognition. The Company considers a default event to have taken place when it is expected that the debtor will not pay the full amount of the debt to the Company or when contractual payments are more than 90 days overdue. In order to make such an assessment the Company takes into account supportable information (quantitative and qualitative), which is reasonably available, that may be obtained without undue cost or effort, including past experience and forward-looking information. Among other things, the Company takes into account the following information:

- Internal and external credit ratings;
- Significant changes in external market indicators of credit risk in respect of a particular financial instrument;
- Existing or forecast adverse changes in business, financial or economic conditions or in the regulatory, economic or technological environment that are expected to cause a significant change in a borrower's ability to meet its debt obligations, such as an actual or expected increase in interest rates or an actual or expected significant increase in unemployment rates.
- Existing or forecast significant change in the borrower's operating results;
- Significant increase of the credit risks of other financial instruments of the same borrower.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

K. Financial assets: (Cont.)

(4) Impairment of financial assets: (Cont.)

Furthermore, the Company assumes that the credit risk of a financial instrument has not increased significantly since the date of initial recognition if the Company determined at the end of the reporting period that the financial instrument has low credit risk, i.e., the financial instrument has a low default risk, the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and if adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the borrower's ability to pay those obligations.

L. Financial liabilities and equity instruments issued by the Group:

Classification as debt or equity:

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'. The Group's financial assets and liabilities are classified as loans and receivables and measured at amortized cost. The Group holds no financial assets or issued financial liability carried at FVTPL nor issued a convertible liability.

M. Revenue recognition:

IFRS 15 – "Revenue from Contracts with Customers" is mandatory for reporting periods starting on January 1, 2018. The Comparative figures relating to the year ended December 31, 2017 are presented in accordance with the provisions of IAS 18 which was effective prior to the application of IFRS 15.

The first-time application of the standard had no impact on the financial statements.

The standard determines a five-step model for the application of the standard. In accordance with the model, revenues from contracts with customers are recognized in the statement of comprehensive income when control over the goods or services is transferred to the customer. Revenue is measured and recognized at the fair value of the consideration receivable according to the terms of the contract, net of amounts collected in favor of third parties (such as taxes). Revenue is recognized in the consolidated statements of profit or loss to the extent that it is probable that the economic benefits will flow to the Group and the revenue and costs, if relevant, can be measured reliably.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

M. Revenue recognition (Cont.):

Revenue is measured at the fair value of the consideration received or receivable.

The Company generates revenues from two different models:

- Revenues from Advertisers are based on actual KPI's achieved, at the end of each month capped by the contracted budgeted amounts.
- Revenues from Advertisers are based on the Company installed search engine at Publisher's site. When an end-customer is using the Company's engine, the Company generates revenue from the Advertisers, with whom it has contracted budget that is based on appearances, and split the revenues with the Publishers, such 60% of the revenues collected are passed through to the Publisher.

Revenues from Advertisers are presented on a gross basis as the group acts as a principal and is exposed to the risks associated with the transaction.

N. Leasing:

General:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

O. Business Combinations:

Acquisition of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the acquirer, liabilities incurred to the former owners of the acquiree and equity interests issued, in exchange for control of the acquiree. Acquisition-related costs are generally recognized in profit or loss as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree over the net of the acquisition date amounts of the identifiable assets acquired and liabilities assumed. If after reassessment, the net acquisition date amounts of the identifiable assets acquired and liabilities assumed exceed the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree, the excess is recognized immediately in profit or loss as a bargain purchase gain.

P. Provisions:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those anticipated cash flows.

When some or all of the economic benefits to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Q. Share-based payments:

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date using the Black Scholes Merton model.

When the equity instruments granted do not vest until such employees and service providers complete a defined period of service, comply with the conditions for exercise or defined market conditions are present, the Company recognizes the share-based payment arrangements in the financial statements over the vesting period against an increase in shareholders' equity.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest.

At each balance sheet date, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss over the remaining vesting period, with a corresponding adjustment to the reserve for share-based transactions.

Equity-settled share-based payment transactions with other parties are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

R. Taxation:

Income tax expense represents the sum of the tax currently payable and deferred tax.

(1) Current tax:

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of loss and comprehensive loss, because it excludes items of Income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

R. Taxation: (Cont.)

(2) Deferred tax: (Cont.)

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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.

S. Government grants:

Government grants are recognized when there is reasonable assurance that the grants will be received and the Company will comply with the attached conditions.

Government grants received from the Israeli Innovation Agency ("IIA") formerly the OCS, are recognized upon receipt as a liability if future economic benefits are expected from the research project that will result in royalty-bearing revenues.

A liability for the loan is first measured at fair value using a discount rate that reflects a market rate of interest. The difference between the amount of the grant received and the fair value of the liability is accounted for as a Government grant and recognized as a reduction of research and development expenses. After initial recognition, the liability is measured at amortized cost using the effective interest method. Royalty payments are treated as a reduction (partial or full settlement) of the liability. If no economic benefits are expected from the research activity, the grant receipts are recognized as a reduction of the related research and development expenses. In that event, the royalty obligation is treated as a contingent liability in accordance with IAS 37.

At each reporting date, the Company evaluates whether there is reasonable assurance that the liability recognized, in whole or in part, will not be repaid (since the Company will not be required to pay royalties) based on the best estimate of future revenues and using the original effective interest method, and if so, the appropriate amount of the liability is derecognized against a corresponding reduction in research and development expenses.

T. Employee benefits:

According to Israeli law the Company is generally required to pay severance compensation to an employee at the time of dismissal, death or retirement (including employees who leave the place of employment under other specified circumstances). The calculation of the obligation related to the termination of the employee-employer relationship is based on the employee's salary and the years of service.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

T. Employee benefits: (Cont.)

The Company has defined contribution plans, in accordance with Section 14 of the Israeli Severance Pay Law, according to which the Company makes monthly payments to insurance policies for its employees. Upon termination of employment, employees will be entitled to receive only the amounts accrued in the insurance policies with respect to severance pay. Deposits to a defined contribution plan for severance pay or for pensions are recognized as an expense at the time of the deposit to the plan concurrent with obtaining the labor services from the employee, and no additional provision in the financial statements is required. For employees and officer with which section 14 was signed during their employment with the Company, the Company fixed the amount of prior years obligation such that no uncertainty exist about the amounts to be paid.

Short term employee benefits:

Short term employee benefits are benefits which it is anticipated will be utilized or which are to be paid during a period that does not exceed 12 months from the end of the period in which the service that creates entitlement to the benefit was provided.

Short term company benefits include the company's liability for short term absences, payment of grants, bonuses and compensation. These benefits are recorded to the statement of operations when created. The difference between the amount of the short term benefits to which the employee is entitled and the amount paid is therefore recognized as an asset or liability.

Paid vacation days:

In accordance with the Yearly Vacation Law-1951, Company employees are entitled to a number of paid vacation days for each year of employment. In accordance with the law and its appendix, and as determined in the agreement between the Company and the employees, the number of vacation days per year to which each employee is entitled is based on the seniority of the employee.

The employee may use vacation days based on his needs and with the Company's consent, and to accrue the remainder of unused vacation days. The vacation days utilized first are those credited for the current year and subsequently from any balance transferred from the prior year (on a "LIFO" basis). An employee who ceased working before utilizing the balance of vacation days accrued is entitled to payment for the balance of unutilized vacation days.

U. Fair Value Measurement:

The Company uses a three-level hierarchy when measuring fair value. The following is a description of the three hierarchy levels:

Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the measurement date

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly or indirectly

Level 3 Unobservable inputs for the assets or liabilities

The level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest input that is significant to the fair value measurement in its entirety. Honda recognizes the transfers between the levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

V. Exchange Rates and Linkage Basis:

- (1) Balances in foreign currency or linked thereto are included in the financial statements based on the representative exchange rates, as published by the Bank of Israel, that were prevailing at the balance sheet date.
- (2) Following are the changes in the representative exchange rate of the US dollars vis-a-vis the NIS and in the Israeli Euro:

	<u>Representative exchange rate of the Euro (NIS per €1)</u>	<u>Representative exchange rate of the dollar (NIS per \$1)</u>
As of:		
December 31, 2018	4.29	3.75
December 31, 2017	4.15	3.47
Increase (decrease) during the Year ended:	<u>%</u>	<u>%</u>
December 31, 2018	3.4	8.1
December 31, 2017	2.7	(9.6)

W. Adoption of new and revised Standards and interpretations:

New and revised Standards and Interpretations in issue but not yet effective, were not early adopted by the Company and are expected to affect or could affect future periods: (Cont.)

- **IFRS 16 - "Leases":**

The new standard, which was published in January 2016, revokes IAS 17 "Leases" and its interpretations and sets out the principles for the recognition, measurement, presentation and disclosure of leases with regard to both parties to the transaction, i.e., the customer ("Lessee") and the supplier ("Lessor").

The new standard cancels the currently existing distinction relating to a Lessee, between finance leases operating leases and determines a uniform accounting model with regards to all types of leases. In accordance with the new model, for any leased asset, the Lessee is required to recognize, on the one hand, an asset for the right of use and on the other hand, a financial liability for the lease fees.

The provisions relating to the recognition of an asset and liability, as aforesaid, shall not apply to assets which are leased for a term of up to 12 months, and with regards to leases of low value assets (such as personal computers).

The standard does not change the currently existing accounting treatment in the Lessor's books of accounts.

IFRS 16 will be effective for annual periods beginning on or after January 1, 2019. Early adoption is permitted, but only if IFRS 15 "Revenue from Contracts with Customers" has also been applied. As a general rule, the standard will be applied retrospectively. However, entities may opt to apply certain adjustments specified in the transitional provisions of the standard with regard to its application to previous reporting periods.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

W. Adoption of new and revised Standards and interpretations:

New and revised Standards and Interpretations in issue but not yet effective, were not early adopted by the Company and are expected to affect or could affect future periods: (Cont.)

The Company has a number of private vehicles, which are leased from the leasing company according to a leasing method that is accounted for as operating lease as of the date of this report. The Company is of the opinion that upon initial adoption of the standard, the accounting treatment applied to those leases will be changed and the Company will record an asset in respect of the right of use of those vehicles against a financial liability in respect of the lease fees relating to those vehicles. The Company has completed its assessment of the implications of the standard's application on its financial statements and is of the opinion that the standard will not have a material effect on the financial statements.

NOTE 3 - SIGNIFICANT ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION

A. General:

In the application of the Company's accounting policies, which are described in Note 2 above, the Company management is required, in certain cases, to make significant accounting judgments regarding estimates and assumptions that impact the reported amounts of assets, liabilities and contingent liabilities as at the date of the financial statements, as well as the reported amounts of revenue, expenses, gains and losses during the reporting period. The estimates and associated assumptions are based on past experience and other factors that are considered to be relevant. Actual results could differ from these estimates.

Management reviews the estimates and underlying assumptions on an ongoing basis. Changes in accounting estimates are only recognized in the period in which the estimate is changed if the change affects only that period or in the period of change and future periods if the change affects both current and future periods.

The major assumptions are based on contractual commitments where sensitivity is insignificant. In addition, in the process of applying the Company's accounting policies, management makes various judgments, apart from those involving estimations, that can significantly affect the amounts recognized in the financial statements.

Other estimates\assumptions used in our allowances are based on the Company's rich experience. Any sensitivity analysis of the effect of changes in critical estimates and assumptions would show negligible effect on the Company's financial position or results of operations.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 3 - SIGNIFICANT ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION (Cont.)

B. Significant judgments in applying accounting policies:

The following are the significant judgments that the management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognized in financial statements.

Share based payments - The Company accounts for its share-based compensation to employees in accordance with the provisions of IFRS 2 "Share-based Payment," which requires measuring the cost of share-based compensation based on the fair value of the award on the grant date. The cost is recognized as compensation expense over the requisite service period which is usually the vesting period, based upon the grant date fair value of the equity or liability instruments issued. The Company recognizes the compensation expenses over the vesting period using the accelerated method pursuant to which each vesting tranche is treated as a separate amortization period from the grant date to the vesting date, and classifies these amounts in the financial statements based on the department to which the related employee reports.

The Company selected the Black-Scholes Merton option pricing model as the most appropriate method for computing the fair value of its share-based awards, using the standard parameters established in that model including estimates relating to the fair value of its ordinary shares, volatility, estimated life of the instruments, risk-free interest rates and dividends yield as described below.

(1) Option Valuations:

The determination of the grant date fair value of options using an option pricing model is affected by estimates and assumptions with respect to a number of complex and subjective variables. These variables include the expected volatility of the Company's share price over the expected term of the options, share option exercise and cancellation behaviors, risk-free interest rates and expected dividends, which are estimated as follows:

Fair Value of the Ordinary Shares. Since the Company's shares were not publicly traded in the periods presented, the Company must estimate the fair value of its ordinary shares, as discussed below in "Valuation of the Company's ordinary shares".

Volatility. The expected share price volatility was based on the historical equity volatility of the ordinary shares of comparable companies that are publicly traded.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 3 - SIGNIFICANT ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION (Cont.)

B. Significant judgments in applying accounting policies: (Cont.)

(1) Option Valuations: (Cont.)

Expected Term. The expected term of options granted represents the estimated period of time that options granted are expected to be outstanding. Since adequate historical experience is not available to provide a reasonable estimate, the expected term is determined based on the midpoint between the available exercise dates (the end of the vesting periods) and the last available exercise date (the contracted expiration date).

Risk-Free Rate. The risk-free interest rate is based on the yield from U.S. Treasury zero-coupon bonds with a term equivalent to the expected term of the options.

Expected Dividend Yield. The Company has never declared or paid any cash dividends and does not presently plan to pay cash dividends in the foreseeable future. Consequently, the Company used an expected dividend yield of zero.

If any of the estimates and assumptions used in the Black-Scholes Merton model change significantly, the Company's share-based compensation for future awards may differ materially from those projected and recorded previously.

(2) Valuation of the Company's ordinary shares:

Due to the absence of an active market for the Company's ordinary shares, the fair value of its ordinary shares for purposes of determining the exercise price for award grants was determined by the Company's management, with the assistance of a third party valuation expert, and approved by the Company's board of directors.

Government Grants - The Company received research and development funding from the State of Israel through the IIA in the form of grants which the Company is required to return with interest under certain conditions. Pursuant to regulations under the Encouragement of Industrial Research and Development Law 5744- 1984 (the "Research Law"), royalties on the Company's revenues will be payable to the Israeli government, at the rate of 3.5% (or at an increased rate under certain circumstances), up to an aggregate of 100% (which may be increased under certain circumstances) of the dollar-linked value of the total grants received in respect of the approved plans, plus interest at the rate of 12-month London Interbank Offered Rate, or LIBOR. Such grants qualify as "forgivable loans" in accordance with IAS 20, "Accounting for Government Grants and Disclosure of Government Assistance", since they are repayable only if the Company generates revenues related to the underlying project.

In accordance with IAS 20, the grant is accounted for as a liability unless it is more likely than not that the Company will meet the terms of forgiveness of the loan, in which case the forgivable loan is accounted for as a government grant and recognized as a reduction of the research and development expenses. The Company considers it more likely than not that the project underlying its IIA grants will reach the revenue generating stage and therefore, it records a liability in respect of the IIA grants.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 3 - SIGNIFICANT ACCOUNTING JUDGEMENT AND KEY SOURCE OF ESTIMATIONS (Cont.)

B. Significant judgments in applying accounting policies: (Cont.)

(2) Valuation of the Company's ordinary shares: (Cont.)

On the date of initial recognition, the grant is presented as a financial liability at the fair value of the expected cash flows to be repaid, discounted at a discount rate commensurate with the risk level of the research and development project. The difference between the amount of the grant and its fair value is treated as a government grant. In subsequent periods, the financial liability is measured at the present value of the expected cash flows to be paid in the future, discounted each period at the original interest rate used in computing the initial liability. Changes in the liability are recorded to profit and loss each period.

In calculating the present value of future payments to the IIA, the Company used a discount rate of 25% which is commensurate with early stages companies.

Due to the fact that the Company is still early stages and generated insignificant amount of revenues, the sales forecast is highly subjective and may vary significantly in the future. As more information is gathered to assist the Company's management in making forecasts, the liability would be updated. Any updates in the expected cash outflows and the liability will be recorded to profit and loss each period.

Impairment of non-current assets - The Group has made significant investments in intangible assets, goodwill. Pursuant to IAS 36, goodwill must be tested for impairment annually or more often if indicators of impairment exist. Other assets are tested for impairment when circumstances indicate that there may be a potential impairment.

Estimating recoverable amounts of assets and CGUs must, in part, be based on management's evaluations, including the determination of the appropriate CGUs, the discount rate, estimates of future performance, the future market conditions and the long-term growth rate into perpetuity (terminal value) or the fair value less costs to sell the CGU. Changing the assumptions selected by management, in particular, the discount rate and growth rate assumptions used to estimate the recoverable amounts of assets, could significantly impact the Group's impairment evaluation and hence results. The Company operates in one segment. Recoverable amounts are based on fair value of the whole company based on recent transaction and other indication of fair value of the Company' share.

Business combinations - The determination of the fair values of the assets acquired and liabilities assumed and consideration paid in the Merger and the useful life of intangible assets and property, plant and equipment acquired was not yet finalized during 2017. This estimates were a substantial undertaking, which required the use of various valuation techniques. Refer to Note 4 for further details regarding the Merger including the determination of the provisional fair values for the acquired assets and liabilities assumed in the Merger.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 4 - BUSINESS COMBINATION

On September 30, 2017, the Company consummated a merger with Datomo Ltd ("Datomo"). The merger was effected by the Company issuing shares to the former owners of Datomo and in exchange Datomo was merged into the Company with the Company being the surviving entity. The fair value of the share exchange was determined to be a ratio of 2:1, subject to adjustment, for the Company such that post-merger the owners of Datomo holds 1/3 of the shares of the Company post-merger. The results of operations of Datomo are included in the financial statements of the Company as of October 1, 2017.

The aggregate amount of the total consideration was determined to be \$11,035 thousands calculated as (i) the fair value of the share of the Company of \$4.03 multiplied by the amount of shares issued of 2,599,700 and (ii) 136,826 warrants with fair value at the date of closing of \$4.03. The amount of shares received by Datomo's former shareholders are subject to certain adjustments that can increase/decrease the consideration paid in the merger.

The merger qualifies as a business combination and was accounted for using the acquisition method of accounting. To account for the transaction, the Company has allocated the purchase price based on the fair value of the assets and liabilities at the date of the acquisition as determined by management. These fair value assessments require management to make significant estimates and assumptions as well as applying judgment in selecting the appropriate valuation techniques.

The following table presents the provisional allocation of purchase price:

	<u>USD in thousands</u>
Purchase price allocation:	
Purchase price	11,035
Less: Net assets acquired	
Net identifiable tangible assets	<u>(2,127)</u>
Identifiable intangible assets:	
Technology	8,726
Brand	734
Customer relationships	<u>309</u>
Total net assets acquired	<u>9,769</u>
Goodwill	<u>3,393</u>

If the acquisition had occurred on January 1, 2017, unaudited pro forma combined revenue for the year ended December 31, 2017 would have been \$9.9 million and unaudited pro forma combined total comprehensive loss for the year ended December 31, 2017 would have been \$7.1 million. This unaudited pro-forma information is not necessarily indicative of the results of operations that would have occurred had the acquisition been made at the beginning of the period.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 5 - TRADE RECEIVABLES

	As at December 31	
	2018	2017
Trade receivable	3,479	3,124
Provision for doubtful debts	(125)	(91)
	<u>3,354</u>	<u>3,033</u>

NOTE 6 - OTHER RECEIVABLES AND PREPAID EXPENSES

	As at December 31,	
	2018	2017
Deposits	45	45
Prepaid expenses	429	-
Government entities	114	-
Scientists remunerations payable	4	-
	<u>592</u>	<u>45</u>

NOTE 7 - FIXED ASSETS, NET

	As at December 31,			2017 Net book value
	2018 Cost	2018 Accumulated depreciation	2018 Net book value	
Furniture and equipment	56	(20)	36	45
Leasehold improvements	14	(6)	8	15
Computers and software	107	(76)	31	47
	<u>177</u>	<u>(102)</u>	<u>75</u>	<u>107</u>

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 7 - FIXED ASSETS, NET (Cont.)

	<u>As at December 31,</u>	
	<u>2018</u>	<u>2017</u>
Net book value - opening balance	107	54
Acquisitions	21	24
Additions due to business combination	-	59
Depreciation	(53)	(30)
Net book value – ending balance	<u>75</u>	<u>107</u>

NOTE 8 - INTANGIBLE ASSETS, NET

	<u>As at December 31,</u>							
	<u>2018</u>				<u>2017</u>			
	<u>Cost</u>	<u>Business combination</u>	<u>Accumulated amortization</u>	<u>Net book value</u>	<u>cost</u>	<u>Business combination</u>	<u>Accumulated amortization</u>	<u>Net book value</u>
Goodwill	5,305	-	-	5,305	1,912	3,393	-	5,305
Customer relationships	309	-	(77)	232	-	309	(15)	294
Brand	734	-	(184)	550	-	734	(37)	697
Technology	11,132	-	(2,873)	8,259	2,406	8,726	(1,291)	9,841
	<u>17,480</u>	<u>-</u>	<u>(3,134)</u>	<u>14,346</u>	<u>4,318</u>	<u>13,162</u>	<u>(1,343)</u>	<u>16,137</u>

NOTE 9 - OTHER PAYABLES AND ACCRUED EXPENSES

	<u>As at December 31,</u>	
	<u>2018</u>	<u>2017</u>
Salaries and other employee related liabilities	1,054	446
Expenses payable	1,102	269
Related party	-	12
Others payables	-	272
	<u>2,156</u>	<u>999</u>

NOTE 10- CONVERTIBLE LOANS

In 2015, convertible loans were received in the sum of \$2,613 thousands. According to agreement terms, the convertible loans matured on June 30, 2017. However, the Company is authorized to extend the loan term by another 12 months, subject to a notice to that end to the lenders. In addition, on the Company request and the consent of a majority of 50% and more of the lenders whose loan is yet to be converted as at that date, the loan term can be extended by additional 12 months.

The convertible loans received in 2015 were converted into 1,021,441 shares of NIS 0.01 par value each. The fair values of the loans prior to conversion were \$4,119. The conversion increased the share capital by the same amount. Changes in fair values of \$1,506 attributed to the 2015 loans were recorded in 2016. During 2017, the loans were converted to shares and reclassified to equity.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 10- CONVERTIBLE LOANS (Cont.)

In January 2017 a new convertible loan agreement was signed upon which the Company can withdraw up to \$2.5 million. The Company withdrew \$2,288 thousands. According to the agreement the convertible loans matures on June 30, 2018. In addition, the lenders received 25% warrant coverage with conversion terms similar to the terms of conversion on the convertible loans.

As with the 2015 convertible loans, these loans were designated as at fair value through profit and loss (FVTPL). The convertible loans were converted into 894,258 shares of NIS 0.01 par value each. The fair values of the loans prior to conversion were \$3,606. The conversion increased the share capital by the same amount. Changes in fair values of \$1,378 attributed to the loans were recorded in 2017. The warrants were considered derivative over own equity carried at FVTPL rather than eligible for equity classification. The fair value of the warrants as of December 31, 2017 was \$530.

In September 2017 another convertible loan agreement was signed upon which the Company can withdraw up to \$3 million. As of December 31, 2018 the Company withdrew \$2,255 thousands. The loans were designated as at fair value through profit and loss (FVTPL). The fair value of the loans as of December 31, 2018 was \$3,221 representing the fair value of the shares to which it is convertible. In May 2019, the convertible loans, was converted into ordinary shares of the Company on a conversion price of \$3.65.

The convertible loans agreements described above, included an conversion to equity component that should be recorded as a liability based on the criteria established in IAS 32 *Financial Instruments: Presentation*. The Company elected to designate the entire convertible loans as at fair value through profit and loss (FVTPL). Changes in the fair value of the loans are recorded in finance expenses.

NOTE 11 - RESERVE FOR EMPLOYEE BENEFITS

A. Composition:

	<u>As at December 31,</u>	
	<u>2018</u>	<u>2017</u>
	<u>in USD thousands</u>	
Short-term employee benefits:		
Benefits for vacation pay	299	206
Liability for salary, bonuses and wages	755	240
	<u>1,054</u>	<u>446</u>

B. Post-employment Benefits:

According to Israeli law the Company is generally required to pay severance compensation to an employee at the time of dismissal, death or retirement (including employees who leave the place of employment under other specified circumstances). The calculation of the obligation related to the termination of the employee-employer relationship is based on the employee's salary and the years of service.

Commencing January 2013, the Company has defined contribution plans, in accordance with Section 14 of the Israeli Severance Pay Law, according to which the Company makes monthly payments to insurance policies for its employees. Upon termination of employment, employees will be entitled to receive only the amounts accrued in the insurance policies with respect to severance pay. Deposits to a defined contribution plan for severance pay or for pensions are recognized as an expense at the time of the deposit to the plan concurrent with obtaining the labor services from the employee, and no additional provision in the financial statements is required.

The company's employees are signed on section 14. A few of the employees signed on section 14 only after the merger. It was agreed with them on a fixed amount for the time until they sign section 14 in case they leave the company.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 12 - SHAREHOLDERS' EQUITY

	Ordinary shares of US Dollars 0.1 par value each	
	December 31	
	2018	2017
Authorized share capital	15,000,000	15,000,000
Issued and outstanding	7,623,865	7,576,932

During 2018 the Company issued (i) 46,933 ordinary shares upon the exercise of options by employees of the company.

SHARE-BASED COMPENSATION:

The Company established a stock option plan (the "Plan") for its key employees, officers and directors, and certain consultants. The Plan is administered by the Board of Directors of the Company. The Board may from time to time grant options to purchase ordinary shares of the Company and the exercise price per share. Zoomd's ESOP pool as of December 31, 2018 was 1,297,825. Options under the Plan expire ten years after the grant date and vest either immediately or over periods up to three years and are equity-settled. As of December 31, 2018, 81,429 options are still available for grant.

The following table provides the activity of stock option grants for the years ended December 31, 2018, 2017 and 2016 and for options outstanding and exercisable as of December 31, 2018, the weighted average exercise price, and the weighted average remaining contractual life.

	Options outstanding		
	Number	Weighted average exercise price	Weighted average remaining contractual life (in years)
Outstanding December 31, 2016	225,695	-	8.24
Expired	-	-	
Cancelled	26,444	-	
Exercisable	101,985	-	
Granted	57,754	-	
Outstanding December 31, 2017	155,020	-	7.14
Expired	-	-	
Cancelled	22,420	-	
Exercisable	46,933	-	
Granted	787,451	-	
Outstanding December 31, 2018	873,118	-	8.96
Options exercisable	459,853		

The fair value of the options granted during the years ended December 31, 2018 and 2017 equal the share price of \$4 as the exercise price was set to nil, hence no other parameter affected the grant date fair value.

The Company recognized total expense of \$ 1,724 and \$332 related to above equity settled share-based payment transactions for the year ended December 31, 2018 and December 31, 2017 respectively.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 13 - INCOME TAXES

- A. In December 2016, the Economic Efficiency Law (Legislative Amendments for Implementing the Economic Policy for the 2017 and 2018 Budget Year), 2016 was published, introducing a reduction in corporate tax rate as from January 1, 2017 to a rate of 24% (instead of 25%) and from January 1, 2018 to a rate of 23%.
- B. Losses and deductions for tax purposes carried forward amount to approximately \$10.5 million as of December 31, 2017. Due to the lack of history of taxable income and uncertainty of taxable income in the foreseeable future, no deferred taxes were recorded for these carry forward losses and deductions.
- C. The Company did not record current taxes for the years ended December 31, 2018 and 2017 since it had no taxable income.

NOTE 14 - COMMITMENTS AND CONTINGENT LIABILITIES

Royalties to the IIA:

The Company has a liability to pay royalties to the Israeli government as a result of grants received from the IIA. The liability is calculated based on future sales generated by products which were developed using the IIA grants. As of December 31, 2018, it is probable that the Company will be required to pay the above mentioned royalties, and accordingly, the Company recorded, as of December 31, 2018, a provision in a total amount of \$ 479 thousand (see also Note 10). According to the terms of the grants, the IIA is entitled to royalties equal to 3.5% (or at an increased rate under certain circumstances) of the sales of the product funded, up to the full principal amount (which may be increased under certain circumstances) of the U.S. dollar-linked value of the grants, plus interest at the rate of 12-month LIBOR.

As of December 31, 2018, the Company had received IIA grant in the aggregate amount of \$ 715 thousand.

The movement in the provision is as follows:

	<u>December 31,</u>	
	<u>2 0 1 8</u>	<u>2 0 1 7</u>
	<u>in USD thousands</u>	
Balance at the beginning of the year:	382	307
Changes during the year:		
Amounts charged to the statement of profit and loss and other comprehensive loss	97	45
Amounts received during the year	-	30
Balance at year end	<u>479</u>	<u>382</u>

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 15 - COST OF SALES AND SERVICES

	Year ended December 31,	
	2018	2017
Cost of media and other expenses	18,957	3,431
Depreciation and amortization	168	71
	<u>19,125</u>	<u>3,502</u>

NOTE 16 - RESEARCH AND DEVELOPMENT EXPENSES

	Year ended December 31,	
	2018	2017
Salaries and related expenses	1,463	1,067
Depreciation and amortization	1,631	637
Subcontractors expenses	411	166
Materials	96	46
Share based payment	246	199
	<u>3,847</u>	<u>2,115</u>

NOTE 17 - SELLING, ADMINISTRATIVE AND GENERAL EXPENSES

	Year ended December 31,	
	2018	2017
Salaries and related expenses	4,126	741
Communication	615	265
Professional fees	116	213
Share based payment	1,494	133
Other expenses	858	376
	<u>7,209</u>	<u>1,728</u>

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 18 - FINANCE INCOME AND EXPENSES

a. Financing income:

	Year ended December 31,	
	2018	2017
Foreign currency differences	157	-

b. Financing expenses:

	Year ended December 31,	
	2018	2017
Foreign currency differences	-	204
Bank fees and other financing expenses	194	99
Convertible loans and warrants	769	2,511
	<u>963</u>	<u>2,814</u>

NOTE 19- FINANCIAL INSTRUMENTS

A. Financial instruments fair value:

The carrying amount of the Company's financial instruments equals or approximates their fair value.

B. Financial instruments carried at amortized costs:

	Year ended December 31	
	2018	2017
	In USD thousands	
Financial assets:		
Cash and cash equivalents	3,604	513
Deposits	45	45
Trade receivables	3,354	3,033
Prepaid expenses	429	-
Other current assets	118	-
	<u>7,550</u>	<u>3,591</u>
Financial liabilities:		
<u>Current liabilities:</u>		
Short term credit	-	839
Trade accounts payable	2,859	2,448
Other payables and accrued expenses	2,156	999
	<u>5,015</u>	<u>4,286</u>

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(USD in thousands)

NOTE 19- FINANCIAL INSTRUMENTS (Cont.)

C. Purposes of financial risk management:

The Company's finance department renders services for business operations, permits access to local and international financial markets, supervises and administers the financial risks related with the activities of the Company by means of internal reports which analyze the extent of exposure to risks according to their level and intensity. These risks include market risks (including foreign currency risk) and liquidity risk.

D. Market risk:

Foreign currency risk:

The Company's functional currency is the U.S. dollar. The Company's exposures to the fluctuations occurring in the rates of exchange between the U.S. dollar and the New Israeli Shekel result mainly from salaries and related expenses that are stated in NIS.

The Company acts to reduce the currency risk by means of holding its liquid resources in short-term deposits (NIS and USD).

During the year ended December 31, 2018, no change took place in the exposure to currency risk or in the manner in which the Company manages and measures the risk.

The book values of the financial assets and liabilities of the Company denominated in foreign currency are as follows:

	<u>Liabilities</u>		<u>Assets</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
	<u>in USD thousands</u>		<u>in USD thousands</u>	
NIS	1,068	1,929	927	566
Euro	39	34	786	834

Sensitivity analysis of foreign currency:

As stated above, the Company is exposed mainly to the NIS currency since salaries and related expenses are stated in NIS.

The following table itemizes the sensitivity to an increase or a decrease of 10% in the relevant exchange rate. 10% is the rate of sensitivity representing the assessments of management with respect to the reasonable possible change in exchange rates. The sensitivity analysis includes current balances of monetary items denominated in foreign currency and conforms their translation at the end of the period to a change of 10% in foreign currency rates.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 19- FINANCIAL INSTRUMENTS (Cont.)

D. Market risk: (Cont.)

Sensitivity analysis of foreign currency: (Cont.)

	Effect of NIS currency	
	December 31,	
	2018	2017
	in USD thousands	
Pre-tax effect of increase of 10% in the \$ currency vis-à-vis the NIS:		
Effect on profit or loss and other comprehensive income for the year	601	218
Effect on equity (deficiency)	601	218
Pre-tax effect of decrease of 10% in the \$ currency vis-à-vis the NIS:		
Effect on profit or loss and other comprehensive income for the year	(601)	(218)
Effect on equity (deficiency)	(601)	(218)

E. Management of credit risk:

Before receiving a new customer and during the year, the company conducts research on the financial strength of the customer, and also requests the customer to provide credit references from other suppliers with whom the customer maintains business relations. In addition, the Company is examining the acquisition of a credit insurance policy for all of its customers.

Moreover, the Company holds cash and cash equivalents in various financial institutions. These financial institutions are located in Israel and the United States. Pursuant to the Company's policies, evaluations of the relative financial stability of the different financial institutions are performed on an on-going basis.

F. Liquidity risk:

Careful management of liquidity risk requires a sufficient cash balance to support operating activities. Management constantly analyzes cash balances which comprised of cash and cash equivalents and assets at fair value through profit and loss. This analysis is based on forecasted cash flows, in accordance with policies and restrictions set by the Company.

The Company keeps a sufficient level of cash and cash equivalents, by taking into account the cash required for its operating activities, in order to reduce the liquidity risk which the Company is exposed to.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 20- FAIR VALUE

Fair value hierarchy:

The table below presents an analysis of the financial instruments measured at fair value, using a valuation method:

The different levels were defined as follows:

- (1) Level 1: Quoted prices (unadjusted) in an active market for identical instruments.
- (2) Level 2: Data observed directly or indirectly that are not included in Level 1 above.
- (3) Level 3: Data not based on observable market data.

	Year ended December 31	
	2018	2017
	Level 3	
	in USD thousands	
Warrants	762	530
Other financial liabilities - CLA	3,221	1,428
Total	<u>3,983</u>	<u>1,958</u>

The fair value of the loans included in the level 3 categories above has been determined in accordance with generally accepted pricing models, using discounted cash flow, to determine the fair value of the shares to which it is expected to be converted, with the most significant input being share price.

The fair value of the warrants liability included in the level 3 categories above has been determined in accordance with generally accepted pricing models based on a Black Scholes Merton formula, with the most significant inputs being share price as determined above, exercise price (2.56\$), volatility (47.27%-77.58%), risk free rate (1.2%-2.5%) and contractual term.

NOTE 21 - TRANSACTIONS WITH INTERESTED PARTIES AND RELATED PARTIES

A. Compensation to key management personnel and interested parties:

	Year ended December 31,	
	2018	2017
	in USD thousands	
Salary and related expenses to key management personnel	2,868	597
Number of personnel to which benefit applies	9	8
Share based payment to interested parties and key management personnel (*)	904	227
Number of personnel to which benefit applies	9	3

(*) See Note 12A(5).

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 21- TRANSACTIONS WITH INTERESTED PARTIES AND RELATED PARTIES (cont.)

B. Transactions with interested and related parties:

	Year ended December 31,	
	2018	2017
	in USD thousands	
Subcontractors	256	124
Consultation	458	245

NOTE 22- MAJOR CUSTOMERS

The following is an analysis of the Company's customers who represent more than 10% of the total sales:

	Year ended December 31,	
	2018	2017
	in USD thousands	
Customer A	10,207	-
Customer B	6,627	859
Customer C	3,514	2,037

NOTE 23 - SUBSEQUENT EVENTS

- A. The Company initiated a Qualified Transaction ("QT") through the consummation of a reverse acquisition with Canadian publicly traded or Capital Pool Company ("CPC") which will result in the Company becomes listed with Canadian TSX Venture Exchange. Toward achieving that goal the Company signed a Letter of Intent ("LOI") with DataMiners Capital Corp. ("DataMiners") for the purpose of consummation the reverse takeover. The Company is considered the accounting acquirer and DataMiners the accounting acquiree, as shareholders of the Company will hold the majority of the holding in the DataMiners post-combination.

The first part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that every entry, no matter how small, should be recorded to ensure the integrity of the financial data. This includes not only sales and purchases but also expenses, transfers, and any other financial activities. The document provides a detailed list of items that should be tracked, such as dates, amounts, and descriptions of each transaction. It also outlines the proper format for recording these entries, ensuring that they are clear, concise, and easy to read. The second part of the document focuses on the reconciliation process, which is a critical step in verifying the accuracy of the records. It explains how to compare the recorded transactions against bank statements and other external sources to identify any discrepancies. The document provides a step-by-step guide to performing a reconciliation, including how to identify and investigate any differences. It also discusses the importance of resolving any discrepancies promptly to maintain the accuracy of the financial records. The final part of the document discusses the importance of regular audits and reviews. It explains that regular audits help to identify any errors or irregularities in the records and ensure that the financial data is accurate and reliable. The document provides a list of items that should be audited and a schedule for conducting these audits. It also discusses the importance of maintaining a good record of all audits and reviews, including the results and any corrective actions taken. Overall, the document provides a comprehensive guide to maintaining accurate financial records and ensuring the integrity of the financial data.

ZOOMD LTD

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2019

ZOOMD LTD

UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2019

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Review Engagement Report
To the Board of Directors and Shareholders of
ZOOMD Ltd.

We have reviewed the consolidated statement of financial position of ZOOMD Ltd as at March 31, 2019 and the consolidated statement of net income and comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the period then ended.

Our review was made in accordance with Canadian generally accepted standards for review engagements and, accordingly, consisted primarily of inquiry, analytical procedures and discussion related to information supplied to us by the Company.

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

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

Brightman Almagor Zohar & Co.
Certified Public Accountants
A Member Firm of Deloitte Touche Tohmatsu Limited

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ZOOMD LTD.

UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (USD in thousands)

	<u>March 31,</u> <u>2019</u>	<u>December 31,</u> <u>2018</u>
Assets		
Current assets		
Cash and cash equivalents	2,188	3,604
Trade receivables	4,285	3,354
Other receivables and prepaid expenses	640	592
	<u>7,113</u>	<u>7,550</u>
Non-current assets		
Pledged long term deposit	72	70
Fixed assets, net	82	75
Intangible assets	13,896	14,346
	<u>14,050</u>	<u>14,491</u>
Total assets	<u>21,163</u>	<u>22,041</u>
Equity and liabilities		
Current liabilities		
Trade payables	2,990	2,859
Other payables and accrued expenses	1,331	2,156
Warrants	721	762
Convertible loans	3,221	3,221
	<u>8,263</u>	<u>8,998</u>
Non-current liabilities		
OCS liability	482	479
Reserve for employee benefits	159	154
	<u>641</u>	<u>633</u>
Shareholders' equity		
Share capital	21	21
Share premium	27,877	27,877
Reserve from share-based payment transactions	4,456	4,170
Accumulated deficit	(20,095)	(19,658)
	<u>12,259</u>	<u>12,410</u>
Total equity and liabilities	<u>21,163</u>	<u>22,041</u>

The financial statements were approved by the board of directors of the company on June __, 2019.

<u>Amit Bohensky</u> Chairmen of the board	<u>Ofer Eitan</u> CEO	<u>Tsvika Adler</u> CFO
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The accompanying notes are an integral part of the financial statements.

ZOOMD LTD

UNAUDITED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (USD in thousands)

	For the three months ended March 31,	
	2019	2018
Revenue	6,899	5,286
Cost of sales and services	4,951	3,653
Gross profit	<u>1,948</u>	<u>1,633</u>
Operating costs and expenses		
Research and development expenses	1,054	798
Selling, administrative and general expenses	1,326	985
	<u>2,380</u>	<u>1,783</u>
Operating Loss	<u>(432)</u>	<u>(150)</u>
Finance Income	118	16
Finance expense	123	(13)
Finance income (expense), net	<u>(5)</u>	<u>3</u>
Loss before taxes on Income	<u>(437)</u>	<u>(147)</u>
Net and comprehensive Loss	<u>(437)</u>	<u>(147)</u>
Net loss per share:		
Basic and diluted	<u>0.05</u>	<u>0.02</u>
Shares used in calculation of net loss per share:		
Basic and diluted	<u>8,174,121</u>	<u>7,913,250</u>

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

ZOOMD LTD.

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (USD in thousands)

	Share capital	Share premium	Reserve from share-based payment transactions and other reserves	Accumulated deficit	Total shareholders' equity
Balance - January 1, 2019	21	27,877	4,170	(19,658)	12,410
Profit for the period	-	-	-	(437)	(437)
Share-based compensation	-	-	286	-	286
Balance - March 31, 2019 (Unaudited)	<u>21</u>	<u>27,877</u>	<u>4,456</u>	<u>(20,095)</u>	<u>12,259</u>

	Share capital	Share premium	Reserve from share-based payment transactions and other reserves	Accumulated deficit	Total shareholders' equity
Balance - January 1, 2018	21	27,877	2,446	(17,320)	13,024
Profit for the period	-	-	-	(147)	(147)
Share-based compensation	-	-	24	-	24
Balance - March 31, 2018 (Unaudited)	<u>21</u>	<u>27,877</u>	<u>2,470</u>	<u>(17,467)</u>	<u>12,901</u>

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

ZOOMD LTD.

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS (USD in thousands)

	For the three months ended March 31, 2019	For the three months ended March 31, 2018
	Unaudited	
<u>Cash flows - operating activities</u>		
Loss from operations	(437)	(147)
Adjustments to reconcile net profit to net cash from operating activities (Appendix A)	<u>(963)</u>	<u>338</u>
Net cash provided from (used in) operating activities	<u>(1,400)</u>	<u>191</u>
<u>Cash flows - investing activities</u>		
Investment in bank deposits	(2)	(4)
Purchase of property, plant and equipment	<u>(14)</u>	<u>(9)</u>
Net cash from investing activities	<u>(16)</u>	<u>(13)</u>
<u>Cash flows - financing activities</u>		
Cash received from short-term credit from banks	-	128
Receipt of convertible loans	<u>-</u>	<u>150</u>
Net cash from financing activities	<u>-</u>	<u>278</u>
Increase (Decrease) in cash and cash equivalents	(1,416)	456
Cash and cash equivalents at the beginning of the financial year	<u>3,604</u>	<u>513</u>
Cash and cash equivalents of the end of the financial year	<u><u>2,188</u></u>	<u><u>969</u></u>

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

ZOOMD LTD.

UNAUDITED APPENDICES TO CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (USD in thousands)

	For the three months ended March 31, 2 0 1 9	For the three months ended March 31, 2 0 1 8
	Unaudited	
<u>Cash flows from operating activities</u>		
A. Adjustments to reconcile net profit to net cash from operating activities		
Depreciation and amortization	457	495
Change in employee benefit liabilities, net	5	(3)
Cost of share-based payment	286	24
Convertible loans and warrants revaluation	(41)	65
Changes in assets and liabilities:		
Increase in trade receivables and other receivables	(979)	(501)
Increase (decrease) in trade and other payables, and other current and non-current liabilities	(694)	226
Changes in OCS liabilities	3	32
	<u>(963)</u>	<u>338</u>

The accompanying notes are an integral part of the financial statements

ZOOMD LTD.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 1 - DESCRIPTION OF BUSINESS AND GENERAL

A. Description of Business:

The interim consolidated financial statements of **ZOOMD Ltd.** (hereinafter-"The Company") and its subsidiaries for the three and three months ended 31 March 2019.

ZOOMD Ltd. (hereinafter-"The Company") was incorporated on November 29, 2012 and began operating on 2013. The Company has developed a proprietary patented technology for leveraging internet onsite search for increased monetization and better management of online advertising focusing on user acquisition. The Company has global operations and provides services to top tier clients.

On September 30, 2017, the Company consummated a merger with Datomo Ltd ("Datomo"). The merger was effected by the Company issuing shares to the former owners of Datomo and in exchange Datomo was merged into the Company with the Company being the surviving entity. The fair value at the share exchange was determined to be a ratio of 2:1, subject to adjustment, for the Company such that post-merger the owners of Datomo hold 1/3 of the shares of the merged Company. The results of operations of Datomo are included in the financial statements of the Company as of October 1, 2017.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of preparation:

The unaudited condensed consolidated interim financial statements of the Company are prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting". Certain information and disclosures normally included in the consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been condensed or omitted. Accordingly, these condensed consolidated interim financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2017 and accompanying notes, which have been prepared in accordance with IFRS as issued by the International Accounting Standards Board.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates and requires management to exercise its judgment in the process of applying the Company's accounting policies.

B. IMPACT OF THE ADOPTION OF NEW IFRS STANDARDS:

IFRS 16, Leases ("IFRS 16") was issued by the IASB in January 2016 and specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. An entity applies IFRS 16 for annual periods beginning on or after January 1, 2019. At the date of adoption, the Company had 2 leases of cars with monthly lease \$1.5 thousands as well as office rent that was end on March 2019, as such the adoption of the standard has not significantly affected the Company's position and results of operations.

ZOOMD LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (USD in thousands)

NOTE 3 - FAIR VALUE

Fair value hierarchy:

The table below presents an analysis of the financial instruments measured at fair value, using a valuation method:

The different levels were defined as follows:

- (1) Level 1: Quoted prices (unadjusted) in an active market for identical instruments.
- (2) Level 2: Data observed directly or indirectly that are not included in Level 1 above.
- (3) Level 3: Data not based on observable market data.

	For the three months ended March 31,	
	2019	2018
	Level 3	
Warrants	721	530
Other financial liabilities - CLA	3,221	1,643
Total	<u>3,942</u>	<u>2,173</u>

The fair value of the loans included in the level 3 categories above has been determined in accordance with generally accepted pricing models based on a the fair value of the shares to which it is expected to be converted, with the most significant input being share price.

The fair value of the warrants liability included in the level 3 categories above has been determined in accordance with generally accepted pricing models based on a Black Scholes Merton formula, with the most significant inputs being share price, exercise price, volatility, risk free rate and contractual term.

NOTE 4 - SUBSEQUENT EVENTS

- A. The Company initiated a Qualified Transaction ("QT") through the consummation of a reverse acquisition with Canadian publicly traded or Capital Pool Company ("CPC") which will result in the Company becomes listed with Canadian TSX Venture Exchange. Toward achieving that goal the Company signed a Letter of Intent ("LOI") with DataMiners Capital Corp. ("DataMiners") for the purpose of consummation the reverse takeover. The Company is considered the accounting acquirer and DataMiners the accounting acquiree, as shareholders of the Company will hold the majority of the holding in the DataMiners post-combination.
- B. On May 2019, the convertible loans were fully converted with a conversion price of \$3.65 into ordinary shares of the Company.

APPENDIX E

**ZOOMD'S MD&A FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2018 AND
ZOOMD'S MD&A FOR THE THREE MONTHS ENDED MARCH 31, 2019**

MANAGEMENT'S DISCUSSION AND ANALYSIS OF ZOOMD LTD.

PART ONE - BACKGROUND INFORMATION AND OVERVIEW

GENERAL

Zoomd Ltd (the Company or Zoomd) was incorporated in Israel in 2012 and began operations in 2013. It developed proprietary patent technologies in the area of on-line search, aiming mostly at the internet and mobile advertising market. On September 30, 2017, Zoomd consummated a merger with Datomo Ltd, a young Israeli Company already active in management of digital advertising on the international markets, with focusing on mobile app user acquisition for media agencies and advertisers.

After integration of the technologies and other relevant resources of both companies, and in line with the Road Map which led to the 2017 merger, Zoomd continue to be the owner of a proprietary patented technology geared at leveraging internet onsite search for increased monetization and engagement for publishers. The proprietary technology developed by the merged Company enables better management of digital advertising, and strategically focuses on mobile app user acquisition for media agencies and advertisers. The Company is selling on the basis of its new Platform, and it operates globally, with focus on Asia as a strategic market. The Company provides services to top-tier brands such as Poker Stars, Fox, Shein and Bwin.

The Company Road Map anticipates using the next funding to enable substantial future growth. The use of future investments will be mainly to build up a strong global distribution channel and support network, to systematically update our technologies in line with or ahead of market needs, and to support the introduction of innovative and aggressive business models.

Basis of Presentation

The following management discussion and analysis (“**MD&A**”) of the results of the operations and financial position of Zoomd prepared as of December 31, 2018 should be read in conjunction with the Company’s audited annual financial statements for the year ended December 31, 2018.

The Company’s financial statements are presented in accordance with International Financial Reporting Standards (“**IFRS**”). **All figures referred to in this MD&A are in US dollars – or in thousands of US dollars when so presented.**

The effective date of this MD&A is June 30, 2019.

FORWARD-LOOKING STATEMENTS

This MD&A includes certain forward-looking statements that are based on current expectations, which involve risks and uncertainties associated with our business and the environment in which the business operates. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements, including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend”, and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not facts but reflect management’s current expectations regarding future results or events. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations, including, but not limited to risks and uncertainties related to:

- Major changes in the political and economic environment of our fields of activity
- Risks associated with global economic conditions or major foreign currencies fluctuations

- The availability and timing of future financing opportunities, and other resources needed to implement our road map
- The risks inherent to maintaining, protecting and enforcing our intellectual property, in an environment of open-source software use involved and compliance regulations
- The risks inherent to monitoring the lifecycles of products and services with a high technological feature in a global environment
- Risks related to the response-time that might be needed in case of totally unexpected events in areas relevant to our field of activity

With respect to the forward-looking statements contained herein, although the Company believes that its expectations and assumptions are reasonable, undue reliance should not be placed on the forward looking statements, because no assurance can be given that they will prove to be correct. There can be no assurance that the anticipated results or developments will actually be realized, and actual results can be expected to vary from the results projected and such variances may be material and adverse.

RECENT DEVELOPMENTS AT ZOOMD

1 - On September 30, 2017, the Company consummated a merger with Datomo Ltd (“Datomo”). The merger was effected by the Company issuing shares to the former owners of Datomo and in exchange Datomo was merged into the Company with the Company being the surviving entity. The fair value at the share exchange was determined to be a ratio of 2:1, for the Company such that the owners of Datomo hold 1/3 of the shares of the Company post-merger. The results of operations of Datomo are included in the financial statements of the Company as of October 1, 2017. The merger was accounted for as a business combination.

2 - (“**Dataminers**”), a capital pool corporation listed on the TSX Venture Exchange (the “**Exchange**”), is anticipated to effect a business combination with the Company (the “**Proposed Transaction**”). The Proposed Transaction will be a reverse takeover of Dataminers by the Company and its shareholders. Subject to the approval of the Exchange, the Proposed Transaction will constitute the Company’s Qualifying Transaction under Exchange Policy 2.4 - *Capital Pool Companies*. The Proposed Transaction is subject to certain conditions precedent, including among other things the completion of satisfactory mutual due diligence, execution of a definitive legal agreement and receipt of all requisite approvals. This transaction aims at enlarging the Company’s pool of resources, and expanding its global dimension.

PART TWO: RESULTS OF OPERATIONS

Selected Annual Information

The following financial information has been derived from the Company's audited 2018 annual financial statements.

	Fiscal 2018	Fiscal 2017
	<i>(USD in thousands of dollars)</i>	<i>(USD in thousands of dollars)</i>
Revenues.....	28,649	4,738
Cost of Sales and Services.....	19,125	3,502
Research and Development, Net.....	3,847	2,115
Selling, General and Administrative Expenses.....	7,209	1,728
Finance Income.....	(157)	
Finance expenses.....	963	2,814
Net Loss.....	2,338	5,421
Total Assets.....	22,041	19,855
Convertible loans and warrants.....	3,983	1,958
Total Non-Current Liabilities.....	633	587

For the fiscal year ended December 31, 2018, the Company reported no discontinued operations, no change in accounting principles and did not declare any cash dividends.

Financial Operations Overview

Financial Year ended December 31, 2018

Revenue

The Company generates revenues from two different streams:

- (i) Advertisers that are based on the Company installed search engine at Publisher's site. When an end-customer is using the Company's engine, the Company generates revenue from the Advertisers, with whom it has a contracted budget that is based on appearances, and split the revenues with the Publishers, such 60% - 70% of the revenues collected are passed through to the Publisher. Revenues are recognized on a gross basis with amounts paid to the Publishers presented in cost of sales. and
- (ii) Advertisers are based on actual key performance indicators (KPI's) achieved, mostly cost per impression (CPI) or cost per engagement (CPE) by using traffic sources as publishers, ad networks and demand side platforms (DSPs). At the end of each month advertiser's revenues are capped by the contracted budgeted amounts.

Cost of Sales

Cost of sales are comprised mainly from costs paid to Publisher or traffic source, for delivering the acquired results given by the advertisers, or with whom the Company share revenues it collects from Advertisers.

Operating Cost and Expenses

The Company's operating costs and expenses are classified into two categories: research and development expenses and selling, general and administrative expenses. For each category, the largest component is personnel costs, which consists of salaries, employee benefits and share-based compensation. Operating costs and expenses also include allocated overhead costs for depreciation of

equipment. Operating costs and expenses are generally recognized as incurred. Operating costs also include amortization of intangible assets acquired in the business combination which have a more than insignificant effect on the operating margins.

The Company expects personnel costs to continue to increase as we hire new employees to continue to grow our business.

Research and Development Expenses, Net

Research and development activities are central to The Company's business. The Company expects to continue its research and development operations in order to complete the development roadmap. The Company's R&D expenses consist primarily of salaries and other related costs, including share-based compensation expense and payment to subcontractors, cloud infrastructure and maybe offset by benefits from grants from the IIA.

Selling, General and Administrative Expenses

The Company's selling, general and administrative expenses consist primarily of salaries and other related costs, including share-based compensation expense, for persons serving as our executive, finance, legal, human resources and administrative personnel, professional service fees and other general corporate expenses, such as communication and office expenses. The Company expects that its selling, general and administrative expenses will increase in the future, The Company targets global expansion with partners and setting up local operation in specific regions. It incurs additional general and administrative costs associated with being a public company. These public company-related expense increases will likely include costs of additional subsidiaries on the globe, legal fees, accounting and audit fees, directors' and officers' liability insurance premiums and costs related to investor relations.

Finance Income and Finance Expenses

The Company's finance income and finance expenses consist primarily of the change in fair value of our convertible loans that are carried at fair value and serves as the main source of liquidity of the Company and changes in provision for royalties to the IIA. The Company expects that finance expenses associated with its convertible loan to decrease significantly as the loans are expected to be converted with the consummation of the Reverse Takeover.

Foreign currency transactions are translated into U.S. dollars using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of comprehensive loss to "finance expenses" "finance income."

Overview of Operating Results

Year Ended December 31, 2018 Compared to Year Ended December 31, 2017

NOTE: As explained above the Company consummated a merger with Datomo on September 30, 2017. When comparing the results of operations of the Company between the years 2017 and 2018 it is worth noting the Datomo was not consolidated for the most part of 2017 and as such, 2017 may not be fully comparative with the results of operations in 2018.

Revenues

For the year ended December 31, 2018, revenues amounted to \$28,649 as compared to \$4,738 for the year ended December 31, 2017 an increase of \$23,911. The increase in revenues in 2018 as compared to 2017 is mainly attributed to the business combination consummated on September 30, 2017. Revenues attributed to Datomo legacy business together with the maturity of the Company's legacy

business (though continuation of the R&D roadmap is still ongoing) and the efforts of the joint management, serves to explain most of the increase, post combination.

Cost of Sales

For the year ended December 31, 2018, cost of revenues amounted to \$19,125 as compared to \$3,502 for the year ended December 31, 2017, an increase of \$15,623. As explained above, the increase in cost of sales in 2018 is mainly attributed to the increase in revenues.

Research and Development Expenses

For the year ended December 31, 2018, R&D expenses amounted to \$3,847 as compared to \$2,115 for the year ended December 31, 2017 an increase of \$1,732. As was noted above the Company legacy business was at its development stage and incurred significant amount of R&D expenses. The increase in R&D expenses is attributed to an increase in salaries of \$396, an increase in materials of \$50, an increase in costs paid to subcontractors of \$245, an increase in share-based payment of \$47 and an increase in depreciation and amortization of \$994, mainly due to the amortization of intangible assets recognized at the business combination.

Selling, General and Administrative Expenses

G&A expenses in 2018 amounted to \$7,209 as compared with \$1,728 in 2017 an increase of \$5,481. The increase in G&A is attributed to an increase of \$3,385 in salaries and related expenses, an increase in communication expenses of \$350, an increase of \$1,351 in share-based payment and an increase in other expenses included in G&A of \$482 offset by a decrease in professional fees of \$97. The increase in elements of G&A described above is attributed to the inclusion of the corporate of Datomo post combination.

Operating loss

Operating loss in 2018 was \$2,607 as compared with \$1,532 in 2017 a decrease of \$1,075. The improvement in the operating loss is attributed to the improvement in revenues and gross profit following the combination with Datomo.

EBITDA and adjusted EBITDA

EBITDA - represents the Company's operating profit/loss before, depreciation and amortization. Adjusted EBITDA is the EBITDA of the Company adjusted to share based payments. EBITDA for the year ended December 31, 2018 was \$312 as compared with EBITDA loss of \$1,869 for the year ended December 31, 2017. Adjusted EBITDA for the year ended December 31, 2018 was \$2,036 as compared with Adjusted EBITDA loss of \$1,537 for the year ended December 31, 2017. The improvement in EBITDA and Adjusted EBITDA between 2017 and 2018 is attributed to the successful integration of Datomo and joint management efforts in increasing revenues as was further detailed above.

The Company uses EBITDA as a primary performance measure. The main reconciling item of EBITDA to operating profit is the amortization of intangible assets recorded as part of our merger with Datomo and share based payments for the adjusted EBITDA.

Finance Expenses, net

Finance expenses, net was \$806 in 2017 as compared with \$2,814 in 2017, a decrease of \$2,008. The decrease in finance expenses, net is attributable to the change in value of convertible loans carried at fair value of \$1,742 and decrease in foreign currency and other expenses net of \$266.

Net loss

Net loss in 2018 was \$2,338 as compared with \$5,421 in 2017 a decrease in loss of \$3,083. The decrease in loss is attributed mainly to the decrease in finance expenses, net of \$2,008 and by the improvement in operating loss of \$1,075 as explained earlier.

Basic and Diluted Loss per Share

The basic and diluted loss per common share for the Years ended December 31, 2018 and 2017, were \$0.29 and \$1.24 respectively. Diluted loss per share is the same as basic loss per share as the warrants and options have an anti-dilutive effect on the loss per share.

Liquidity & Capital Resources

As of December 31, 2018, the Company had cash of \$3,604, other current assets of \$3,946, and convertible loans and warrants of \$ 3,983 and other current liabilities of \$5,015.

As of December 31, 2017, the Company had cash of \$513, other current assets of \$3,078, and convertible loans and warrants of \$1,958 and other current liabilities of \$4,286.

To date, the Company has funded its operations primarily by way of equity and convertible loans from its shareholders in an amount of \$11,867 raised through equity financings and convertible loans, of which \$2,225 of a convertible loan is still outstanding.

In 2015, convertible loans were received in the amount of \$2,613. According to its terms, the convertible loans had a maturity date of June 30, 2017, but the Company can extend maturity by another 12 months, subject to a notice to that end to the lenders. In addition, at the Company request and the consent of a majority of 50% or more of the lenders whose loan is yet to be converted, the loan term can be extended by additional 12 months. The convertible loans received in 2015 were converted into 1,021,441 shares of NIS 0.01 par value each. The fair values of the loans prior to conversion were \$4,119. The conversion increased the share capital by the same amount. In January 2017 a new convertible loan agreement was signed upon which the Company can withdraw up to \$2.5 million. The Company withdrew \$2,288. According to the agreement the convertible loans mature on June 30, 2018. In addition, the lenders received 25% warrant coverage with conversion terms similar to the terms of conversion on the convertible loans. In September 2017 another convertible loan agreement was signed upon which the Company can withdraw up to \$3 million in the aggregate. As of December 31, 2018, the Company withdrew \$2,255. The Company, although allowed to withdraw an additional \$755, is not expected to do so as it expects that current results and the fund raising stipulated, will be sufficient for it expected needs. According to the agreement the convertible loans mature on May 22, 2019.

Consolidated Cash Flow Activity

The following summarizes our statement of cash flows for the years ended December 31, 2018 and 2017.

Net Cash Used in Operating Activities

Net cash provided in operating activities for the year ended December 31, 2018 was \$2,746, as compared to net cash used in operating activities \$2,540 for the year ended December 31, 2017. The change in net cash provided in operating activities in 2018 as compared with 2017 was primarily due to the amount of our comprehensive loss for the year. In 2018, the improvement in our revenues and the increase in operations were significant, leading to a decrease in our comprehensive loss. The increase in non-cash items such as depreciation and amortization and share based payments, although

influencing our comprehensive loss, was not affecting our cash position that improved, in line with the improvement in our revenues and operations.

Net Cash Generated in Investing Activities

Net cash used from investing activities for the year ended December 31, 2018, was \$71, as compared to net cash generated of \$169 from investing activities for the year ended December 31, 2017. The change in net cash used in investing activities in 2018 as compared with 2017 was primarily due to the total cash acquired from business combination of Datomo and investment in bank deposits, offset partially by a purchase of PP&E.

Net Cash Generated in Financing Activities

Net cash generated from financing activities for the period ended December 31, 2018 was \$416, as compared to \$2,623 for the year ended December 31, 2017. The change in net cash generated in financing activities in 2018 as compared with 2017 was primarily due the receipt of convertible loans adjusted to total cash used repayment of bank loans.

Outstanding Share Data

		Ordinary shares of NIS 0.01 par value each
		December 31, 2018
Authorized capital	share	15,000,000
.....		
Issued and outstanding	and	7,623,865
.....		

The Company is authorized to issue 15,000,000 shares with nominal par value of NIS 0.01, which as of the date of this MD&A, 7,623,865 common shares are issued and outstanding.

On December 2013, the Company adopted a share incentive plan entitled "The 2013 Share Option Plan" ("**ESOP**").

Any grant of options under such ESOP is subject to the terms of the ESOP, pursuant to the Israeli Income Tax Ordinance (New Version) 1961, and the regulations promulgated thereunder, all as amended from time to time (the "**Ordinance**"), pursuant to Section 102 and 3(i) of the Ordinance. The term of the ESOP is for a period of 10 years as of its adoption.

The Company's current ESOP pool consists of 1,297,825 options to acquire Ordinary Shares of the Company, nominal value NIS 0.01 each.

Changes in options granted under the ESOP as at December 2018 are as follows:

<u>Status</u>	<u>Number of Options</u>
Exercised	343,278
Granted	873,118
Free	<u>81,429</u>
Total	<u>1,297,825</u>

Most of the options granted under the ESOP are with exercise price of NIS 0.01 per option and various models of vesting.

Off-Balance Sheet Arrangements

The Company is not side to any material off-balance sheet arrangements.

Related Party Transaction

Amit Bohensky

As of 2013, the Company received business management and development services from Amit Bohensky Consulting and Investments Ltd., an Israeli company controlled by Amit Bohensky. Such services are provided personally by Amit Bohensky. The Company may terminate the consulting agreement between the parties upon a written notice of not less than 90 days. For the year ended December 31, 2018, the Company paid Amit Bohensky Consulting and Investments Ltd a total amount of \$458.

Develop Soft

As of 2014, the Company recieved software development services from Develop Soft Ltd., a Bulgarian software company controlled by Amit Bohensky. The Company may terminate the service agreement between the parties upon a written notice of not less than 60 days for the year ended December 31, 2018, Develop Soft provided the software development services through its employees, who are assigned to the Company's R&D team. For the year ended December 31, 2018, the Company paid Develop Soft a total amount of \$256.

Balances with related parties as at December 31,2018, includes amount payable to related parties consists of \$251.

Financial Instruments and Risk Factors

Foreign currency risk:

The Company's functional currency is the U.S. dollar. The Company's exposure to the fluctuations occurring in the rates of exchange between the U.S. dollar and the New Israeli Shekel result mainly from salaries and related expenses that are stated in NIS. The Company acts to reduce the currency risk by means of holding its liquid resources in short-term deposits (NIS and USD). During the period, no change took place in the exposure to currency risk or in the manner in which the Company manages and measures the risk.

Management of credit risk:

Before receiving a new customer and during the period, the Company conducts research on the financial strength of the customer, and also requests the customer to provide credit references from other suppliers with whom the customer maintains business relations. In addition, the Company is examining the acquisition of a credit insurance policy for all of its customers. Moreover, the Company holds cash and cash equivalents in various financial institutions. These financial institutions are located in Israel and the United States. Pursuant to the Company's policies, evaluations of the relative financial stability of the different financial institutions are performed on an on-going basis.

Liquidity and fair value risk:

Careful management of liquidity risk requires a sufficient cash balance to support operating activities. Management constantly analyzes cash balances, which comprise of cash and cash equivalents and assets at fair value through profit and loss. This analysis is based on forecasted cash flows, in accordance with policies and restrictions set by the Company. The Company keeps a sufficient level of cash and cash equivalents, by taking into account the cash required for its operating activities, in order to reduce the liquidity risk which, the Company is exposed to.

Critical Accounting Estimates

Significant Accounting Judgements and Key Sources of Estimation are summarized in Note 3 to the Company annual audited financial statements for the year ended December 31, 2017 and have not changed during the following interim period, except for the adoption of IFRS 9 and IFRS 15 that were adopted as of January 1, 2018. The Adoption of these standards had no material effect on the results of operations of the Company.

Statement of Compliance with IFRS

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Accounting standards issued but not yet applied

IFRS 16, Leases ("IFRS 16") was issued by the IASB in January 2016 and specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. An entity applies IFRS 16 for annual periods beginning on or after January 1, 2019. Earlier application is permitted if IFRS 15 Revenue from Contracts with Customers has also been applied. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. The Company is currently assessing the effects of IFRS 16 and intends to adopt on its effective date.

APPROVAL

The directors of Zoomd have approved the disclosures contained in this MD&A.

The first part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that proper record-keeping is essential for the success of any business and for the protection of the interests of all parties involved. The document then goes on to describe the various methods and techniques used to collect and analyze data, highlighting the importance of using reliable sources and ensuring the accuracy of the information collected.

The second part of the document focuses on the analysis of the data collected. It discusses the various statistical methods and techniques used to interpret the data and draw meaningful conclusions. The document also emphasizes the importance of using appropriate statistical tests and ensuring that the results are presented in a clear and concise manner.

The final part of the document discusses the implications of the findings and provides recommendations for future research. It highlights the need for continued research in this area and the importance of staying up-to-date on the latest developments in the field.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF ZOOMD LTD.

PART ONE - BACKGROUND INFORMATION AND OVERVIEW

GENERAL

Zoomd Ltd (the Company or Zoomd) was incorporated in Israel in 2012 and began operations in 2013. It developed proprietary patent technologies in the area of on-line search, aiming mostly at the internet and mobile advertising market. On September 30, 2017, Zoomd consummated a merger with Datomo Ltd, a young Israeli Company already active in management of digital advertising on the international markets, with focusing on mobile app user acquisition for media agencies and advertisers.

After integration of the technologies and other relevant resources of both companies, and in line with the Road Map which led to the 2017 merger, Zoomd continue to be the owner of a proprietary patented technology geared at leveraging internet onsite search for increased monetization and engagement for publishers. The proprietary technology developed by the merged Company enables better management of digital advertising, and strategically focuses on mobile app user acquisition for media agencies and advertisers. The Company is selling on the basis of its new Platform, and it operates globally, with focus on Asia as a strategic market. The Company provides services to top-tier brands such as Poker Stars, Fox, Shein and Bwin.

The Company Road Map anticipates using the next funding to enable substantial future growth. The use of future investments will be mainly to build up a strong global distribution channel and support network, to systematically update our technologies in line with or ahead of market needs, and to support the introduction of innovative and aggressive business models.

Basis of Presentation

The following management discussion and analysis (“**MD&A**”) of the results of the operations and financial position of Zoomd prepared as of March 31, 2019 should be read in conjunction with the Company’s reviewed interim financial statements for the year ended March 31, 2019.

The Company’s financial statements are presented in accordance with International Financial Reporting Standards (“**IFRS**”). **All figures referred to in this MD&A are in US dollars – or in thousands of US dollars when so presented.**

The effective date of this MD&A is June 30 2019.

FORWARD-LOOKING STATEMENTS

This MD&A includes certain forward-looking statements that are based on current expectations, which involve risks and uncertainties associated with our business and the environment in which the business operates. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements, including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend”, and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not facts but reflect management’s current expectations regarding future results or events. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations, including, but not limited to risks and uncertainties related to:

- Major changes in the political and economic environment of our fields of activity
- Risks associated with global economic conditions or major foreign currencies fluctuations
- The availability and timing of future financing opportunities, and other resources needed to implement our road map
- The risks inherent to maintaining, protecting and enforcing our intellectual property, in an environment of open-source software use involved and compliance regulations
- The risks inherent to monitoring the lifecycles of products and services with a high technological feature in a global environment
- Risks related to the response-time that might be needed in case of totally unexpected events in areas relevant to our field of activity
- we derive revenues from certain customers. 3 of our customers comprise 58% of our revenues for the period from January 1, 2019 to March 31,2019.

With respect to the forward-looking statements contained herein, although the Company believes that its expectations and assumptions are reasonable, undue reliance should not be placed on the forward looking statements, because no assurance can be given that they will prove to be correct. There can be no assurance that the anticipated results or developments will actually be realized, and actual results can be expected to vary from the results projected and such variances may be material and adverse.

RECENT DEVELOPMENTS AT ZOOMD

1 - On September 30, 2017, the Company consummated a merger with Datomo Ltd (“Datomo”). The merger was effected by the Company issuing shares to the former owners of Datomo and in exchange Datomo was merged into the Company with the Company being the surviving entity. The fair value at the share exchange was determined to be a ratio of 2:1, for the Company such that the owners of Datomo hold 1/3 of the shares of the Company post-merger. The results of operations of Datomo are included in the financial statements of the Company as of October 1, 2017. The merger was accounted for as a business combination.

2 - (“**Dataminers**”), a capital pool corporation listed on the TSX Venture Exchange (the “**Exchange**”), is anticipated to effect a business combination with the Company (the “**Proposed Transaction**”). The Proposed Transaction will be a reverse takeover of Dataminers by the Company and its shareholders. Subject to the approval of the Exchange, the Proposed Transaction will constitute the Company’s Qualifying Transaction under Exchange Policy 2.4 - *Capital Pool Companies*. The Proposed Transaction is subject to certain conditions precedent, including among other things the completion of satisfactory mutual due diligence, execution of a definitive legal agreement and receipt of all requisite approvals. This transaction aims at enlarging the Company’s pool of resources, and expanding its global dimension.

PART TWO: RESULTS OF OPERATIONS

Selected Annual Information

The following financial information has been derived from the Company's reviewed interim for the three months ended March 2019 financial statements.

	Period from January 1, 2019 to March 31, 2019	Period from January 1, 2018 to March 31, 2018
	<i>(USD in thousands of dollars)</i>	<i>(USD in thousands of dollars)</i>
Revenues.....	6,899	5,286
.....		
Cost of Sales and Services.....	4,951	3,653
Research and Development, Net.....	1,054	798
Selling, General and Administrative Expenses.....	1,326	985
.....		
Finance Income.....	(118)	(16)
Finance expenses.....	123	13
Net Loss.....	437	147
Total Assets.....	21,163	20,331
Convertible loans and warrants.....	3,942	2,173
Total Non-Current Liabilities.....	641	616

For the three months period ended March 31, 2019, the Company reported no discontinued operations, no change in accounting principles and did not declare any cash dividends.

Financial Operations Overview

Financial Period ended March 31, 2019

Revenue

The Company generates revenues from two different streams:

- (i) Advertisers that are based on the Company installed search engine at Publisher's site. When an end-customer is using the Company's engine, the Company generates revenue from the Advertisers, with whom it has a contracted budget that is based on appearances, and split the revenues with the Publishers, such 60% - 70% of the revenues collected are passed through to the Publisher. Revenues are recognized on a gross basis with amounts paid to the Publishers presented in cost of sales. and

(ii) Advertisers are based on actual key performance indicators (KPI's) achieved, mostly cost per impression (CPI) or cost per engagement (CPE) by using traffic sources as publishers, ad networks and demand side platforms (DSPs). At the end of each month advertiser's revenues are capped by the contracted budgeted amounts.

Cost of Sales

Cost of sales are comprised mainly from costs paid to Publisher or traffic source, for delivering the acquired results given by the advertisers, or with whom the Company share revenues it collects from Advertisers.

Operating Cost and Expenses

The Company's operating costs and expenses are classified into two categories: research and development expenses and selling, general and administrative expenses. For each category, the largest component is personnel costs, which consists of salaries, employee benefits and share-based compensation. Operating costs and expenses also include allocated overhead costs for depreciation of equipment. Operating costs and expenses are generally recognized as incurred. Operating costs also include amortization of intangible assets acquired in the business combination which have a more than insignificant effect on the operating margins.

The Company expects personnel costs to continue to increase as we hire new employees to continue to grow our business.

Research and Development Expenses, Net

Research and development activities are central to The Company's business. The Company expects to continue its research and development operations in order to complete the development roadmap. The Company's R&D expenses consist primarily of salaries and other related costs, including share-based compensation expense and payment to subcontractors and cloud infrastructure.

Selling, General and Administrative Expenses

The Company's selling, general and administrative expenses consist primarily of salaries and other related costs, including share-based compensation expense, for persons serving as our executive, finance, legal, human resources and administrative personnel, professional service fees and other general corporate expenses, such as communication and office expenses. The Company expects that its selling, general and administrative expenses will increase in the future, The Company targets global expansion with partners and setting up local operation in specific regions. It incurs additional general and administrative costs associated with being a public company. These public company-related expense increases will likely include costs of additional subsidiaries on the globe, legal fees, accounting and audit fees, directors' and officers' liability insurance premiums and costs related to investor relations.

Finance Income and Finance Expenses

The Company's finance income and finance expenses consist primarily of the change in fair value of our convertible loans that are carried at fair value and serves as the main source of liquidity of the Company and changes in provision for royalties to the IIA. The Company expects that finance expenses associated with its convertible loan to decrease significantly as the loans are expected to be converted with the consummation of the Reverse Takeover.

Foreign currency transactions are translated into U.S. dollars using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of comprehensive loss to "finance expenses" "finance income."

Overview of Operating Results

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

Revenues

For the three months ended March 31, 2019, revenues amounted to \$6,899 as compared to \$5,286 for the three months ended March 31, 2018 an increase of \$1,613. The increase in revenues for the three months ended March 31, 2019 as compared to the three months ended March 31, 2018 mainly attributed to organic growth of the post-merger business current structure that continued the built upon on the benefits of the merger with Datomo.

Cost of Sales

For the three months ended March 31, 2019, cost of revenues amounted to \$4,951 as compared to \$3,653 for the three months ended March 31, 2018, an increase of \$1,298. As explained above, the increase in cost of sales for the three months ended March 31, 2019 is mainly attributed to the increase in revenues. Gross margin was not change significantly compared with the corresponding period.

Research and Development Expenses

For the three months ended March 31, 2019, R&D expenses amounted to \$1,054 as compared to \$798 for the three months ended March 31, 2018, an increase of \$256, in line with Company's plans to continue developing current and new components. The increase in R&D expenses is attributed to an increase in salaries of \$69, an increase in materials and infrastructure of \$191, an increase in costs paid to subcontractors of \$24 and an increase in share-based payment of \$15. These were offset by a decrease in depreciation and amortization of \$43.

Selling, General and Administrative Expenses

SG&A expenses in the three months ended March 31, 2019 amounted to \$1,326 as compared with \$985 in the three months ended March 31, 2018 an increase of \$341, in line with the increase in our revenues. The increase in G&A is attributed to an increase of \$227 in salaries and related expenses, an increase of \$247 in share-based payment and an increase in professional fees of \$41. These were offset by a decrease in depreciation and amortization of \$40, an decrease in marketing of \$55 and an decrease in other expenses included in G&A of \$79.

Operating loss

Operating loss in the three months ended March 31, 2019 was \$432 as compared with \$150 in the three months ended March 31, 2018 an increase of \$282. The increase in the operating loss is mainly attributed to the increase of \$262 in share-based payments (mainly in SG&A as explained above).

EBITDA and adjusted EBITDA

EBITDA - represents the Company's operating profit before, depreciation and amortization. Adjusted EBITDA is the EBITDA of the Company adjusted for share based payments. EBITDA for the three months ended March 31, 2019 was \$25 as compared with EBITDA of \$345 for the three months ended March 31, 2018, a decrease that is mostly attributable to the increase in share based payments.

Adjusted EBITDA for the three months ended March 31, 2019 was \$311 as compared with Adjusted EBITDA loss of \$369 for the three months ended March 31, 2018. Adjusted EBITDA is impacted by the measures the Company is taking to ensure it has the right structure to support growth.

The Company uses EBITDA as a primary performance measure. The main reconciling item of EBITDA to operating profit is the amortization of intangible assets recorded as part of our merger with Datomo and share based payments for the adjusted EBITDA.

Finance Expenses, net

Finance expenses, net was \$5 in the three months ended March 31, 2019 as compared with finance income of \$3 in the three months ended March 31, 2018, an increase of \$8. The increase in finance expenses, net is attributable to the change in foreign currency and other expenses net.

Net loss

Net loss in the three months ended March 31, 2019 was \$437 as compared with \$147 in the three months ended March 31, 2018 an increase in loss of \$290. The increase in loss is attributed mainly attributed to the increase of \$262 in share-based payments as explained earlier.

Basic and Diluted Loss per Share

The basic and diluted loss per common share for the three months ended March 31, 2019 and 2018, were \$0.05 and \$0.02 respectively. Diluted loss per share is the same as basic loss per share as the warrants and options have an anti-dilutive effect on the loss per share.

Liquidity & Capital Resources

As of March 31, 2019, the Company had cash of \$2,188, other current assets of \$4,925, and convertible loans and warrants of \$3,942 and other current liabilities of \$4,321.

As of March 31, 2018, the Company had cash of \$969, other current assets of \$3,578, and convertible loans and warrants of \$2,173 and other current liabilities of \$4,641.

To date, the Company has funded its operations primarily by way of equity and convertible loans from its shareholders in an amount of \$11,867 raised through equity financings and convertible loans, of which \$2,225 of a convertible loan is still outstanding. During the 3 months ended March 31, 2019 there has been no additional financing either through equity or convertible loans.

Consolidated Cash Flow Activity

The following summarizes our statement of cash flows for the periods ended March 31, 2019 and 2018.

Net Cash Used in Operating Activities

Net cash used in operating activities for the three months ended March 31, 2019 was \$1,400, as compared to net cash provided from operating activities \$191 for the three months ended March 31, 2018. The change in net cash used in operating activities in the three months ended March 31, 2019 as compared with the three months ended March 31, 2018 was primarily due to the increase in trade receivables and other receivables, decrease in trade and other payables and the increase in non-cash items such as share based payments.

Net Cash Generated in Investing Activities

Net cash used from investing activities for three months ended March 31, 2019, was \$16, as compared to net cash generated of \$13 from investing activities for the three months ended March 31, 2019. The change in net cash used in investing activities in three months ended March 31, 2019 as compared with three months ended March 31, 2018 was primarily due to purchase of PP&E.

Net Cash Generated in Financing Activities

Net cash generated from financing activities for the period ended three months ended March 31, 2019 was \$0, as compared to \$278 for three months ended March 31, 2018. The change in net cash generated in financing activities in three months ended March 31, 2019 as compared with three months ended March 31, 2018 relates to convertible loans in which no change occurred in the period of the 3 months ended March 31, 2019.

Outstanding Share Data

		Ordinary shares of NIS 0.01 par value each
		March 31, 2019
Authorized capital	share	15,000,000
.....		
Issued and outstanding	and	7,623,865
.....		

The Company is authorized to issue 15,000,000 shares with nominal par value of NIS 0.01, which as of the date of this MD&A, 7,623,868 common shares are issued and outstanding.

On December 2013, the Company adopted a share incentive plan entitled "The 2013 Share Option Plan" ("ESOP").

Any grant of options under such ESOP is subject to the terms of the ESOP, pursuant to the Israeli Income Tax Ordinance (New Version) 1961, and the regulations promulgated thereunder, all as amended from time to time (the "**Ordinance**"), pursuant to Section 102 and 3(i) of the Ordinance. The term of the ESOP is for a period of 10 years as of its adoption.

The Company's current ESOP pool consists of 1,297,825 options to acquire Ordinary Shares of the Company, nominal value NIS 0.01 each.

Most of the options granted under the ESOP are with exercise price of NIS 0.01 per option and various models of vesting.

There are no changes in options granted under the ESOP comparing to December 31, 2018:

Off-Balance Sheet Arrangements

The Company is not side to any material off-balance sheet arrangements.

Related Party Transaction

For the three months ended March 31, 2019, transactions with interested and related parties amounted to \$ 91 for subcontractors and the amount of \$82 for consultation, as compared to \$67 for subcontractors and \$55 for consultation for the three months ended March 31, 2019.

Subcontractors: refers to Develop Soft.

As of 2014, the Company received software development services from Develop Soft Ltd., a Bulgarian software company controlled by Amit Bohensky. The Company may terminate the service agreement between the parties upon a written notice of not less than 60 days.

Consultation: refers to Amit Bohensky.

As of 2013, the Company received business management and development services from Amit Bohensky Consulting and Investments Ltd., an Israeli company controlled by Amit Bohensky. Such services are provided personally by Amit Bohensky. The Company may terminate the consulting agreement between the parties upon a written notice of not less than 90 days.

Financial Instruments and Risk Factors

Foreign currency risk:

The Company's functional currency is the U.S. dollar. The Company's exposure to the fluctuations occurring in the rates of exchange between the U.S. dollar and the New Israeli Shekel result mainly from salaries and related expenses that are stated in NIS. The Company acts to reduce the currency risk by means of holding its liquid resources in short-term deposits (NIS and USD). During the period, no change took place in the exposure to currency risk or in the manner in which the Company manages and measures the risk.

Management of credit risk:

Before receiving a new customer and during the period, the Company conducts research on the financial strength of the customer, and requests the customer to provide credit references from other suppliers with whom the customer maintains business relations. In addition, the Company is examining the acquisition of a credit insurance policy for all of its customers. Moreover, the Company holds cash and cash equivalents in various financial institutions. These financial institutions are located in Israel and the United States. Pursuant to the Company's policies, evaluations of the relative financial stability of the different financial institutions are performed on an on-going basis.

Liquidity and fair value risk:

Careful management of liquidity risk requires a sufficient cash balance to support operating activities. Management constantly analyzes cash balances, which comprise of cash and cash equivalents. This analysis is based on forecasted cash flows, in accordance with policies and restrictions set by the Company. The Company keeps a sufficient level of cash and cash equivalents, by taking into account the cash required for its operating activities, in order to reduce the liquidity risk, which the Company is exposed to.

Critical Accounting Estimates

Significant Accounting Judgements and Key Sources of Estimation are summarized in Note 3 to the Company annual audited financial statements for the year ended December 31, 2018 and have not changed during the following interim period, except for the adoption of IFRS 16 that was adopted as of January 1, 2019. The Adoption of this standards had no material effect on the results of operations of the Company.

Statement of Compliance with IFRS

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Accounting standards issued but not yet applied

IFRS 16, Leases ("IFRS 16") was issued by the IASB in January 2016 and specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. An entity applies IFRS 16 for annual periods beginning on or after January 1, 2019. At the date of adoption, the Company had 2 leases of cars with annual lease \$1.5 thousands as well as office rent that is ending March 2019, as such the adoption of the standard has not significantly affected the Company's position and results of operations.

APPROVAL

The directors of Zoomd have approved the disclosures contained in this MD&A.

APPENDIX F

**UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET OF THE RESULTING
ISSUER**

APPENDIX F

UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET OF THE RESULTING ISSUER

Basis of presentation and assumptions

DataMiners Capital Corp. (the “**Company**” or “**DataMiners**”) was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on October 1, 2013. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“**TSX-V**”) Policy 2.4 in order to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities (the “**Qualifying Transaction**”). The Company completed its initial public offering (“**IPO**”) on May 29, 2014. Until the completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or business in connection with a potential Qualifying Transaction.

On August 2018 the Company entered into a letter of intent (“**LOI**”) with Zoomd LTD. (“**Zoomd**”) pursuant to which the two parties will complete a transaction that will result in a reverse takeover of the Company by the shareholders of Zoomd. This transaction will constitute the Company’s Qualifying Transaction under the policies of the Exchange. DataMiners is expected to issue a minimum of 87,528,166 (a maximum of 90,352,915 in the event that all of the Zoomd Warrants are exercised prior to the Effective Time) common shares to the shareholders of Zoomd (including those holding Zoomd common shares as a result of the private placement) in exchange for all the issued and outstanding shares of Zoomd.

Pursuant to the terms of the LOI, the Company will acquire all the issued and outstanding shares of Zoomd by way of an amalgamation between Zoomd and a subsidiary of the Company to be formed, with the amalgamated entity becoming a direct, wholly-owned subsidiary of the Company.

Concurrently with the Qualifying Transaction, Zoomd has entered into an agreement with Haywood Securities Inc. and 8 Capital to act as the lead agent to raise a minimum of CAD\$7.8 (USD\$6) million in a private placement by issuing 7,800,000 Subscription Receipts. Each Subscription Receipt eventually entitles the holder to one common share of the Resulting Issuer. The private placement will be completed prior to the closing of the Qualifying Transaction and the shareholders of Zoomd pursuant to the private placement will receive common shares of the Company in accordance with the terms of the Qualifying Transaction.

The accompanying unaudited pro forma consolidated financial statements as at January 31, 2019 and for the three months ended March 31, 2019 have been prepared by management of Zoomd using information derived from:

- Interim unaudited financial statements of DataMiners for the three months ended January 31, 2019;
- Interim unaudited financial statements of Zoomd for the three months ended March 31, 2019;

The pro forma consolidated financial statements have been prepared for inclusion in the Filing Statement of DataMiners dated June 30, 2019.

Accounting policies used in the preparation of the pro forma financial statements are in accordance with those disclosed in the audited financial statements of the companies mentioned above which were all prepared in accordance with International Financial Reporting Standards (“**IFRS**”).

These pro forma financial statements should be read in conjunction with the financial statements of DataMiners and Zoomd for the applicable periods noted, including the notes thereto and the related Filing Statement of DataMiners.

The pro forma consolidated statement of financial position gives effect to the proposed transaction described above as if it occurred on March 31, 2019. Zoomd has a fiscal year end of December 31 while DataMiners has a fiscal year end of October 31. For purposes of the pro forma financial statements, it is assumed that the period end is March 31 and the amounts included in the statement of financial position as at January 31, 2019 were used for DataMiners and the amounts included in the statement of financial position as at March 31, 2019 were used for Zoomd.

The pro forma consolidated financial statements are not necessarily indicative of the financial position of the Company which would have actually resulted had the proposed transactions described above and other pro forma adjustments occurred as assumed. Furthermore, the pro forma financial statements are not necessarily indicative of the financial position and results that may be achieved in the future.

2. Pro forma adjustments

The pro forma consolidated financial statements have been prepared as if the transactions described above occurred on March 31, 2019.

Following Completion of the Qualifying Transaction:

- a. The Company will acquire all the issued and outstanding shares of Zoomd by way of an amalgamation between Zoomd and a subsidiary of the Company to be formed for the sole purpose of the merger, with the Zoomd becoming a direct, wholly-owned subsidiary of the Company;
- b. The corporate name of the Company will be “**Zoomd Ltd.**” (or such other name as may be determined by the directors and found acceptable under the BCBCA and the Exchange);
- c. The former shareholders of Zoomd (excluding the private placement) will hold 79,728,166 (a maximum of 82,552,915 in the event that all of the Zoomd Warrants are exercised prior to the Effective Time) Common Shares of the Company (including 5,970,069 shares issued upon conversion of outstanding CLAs), representing approximately a minimum of 88.67% of the outstanding Common Shares after the completion of the Qualifying Transaction, assuming gross financing proceeds from the private placement of CAD\$7.8 (USD\$6) million;
- d. Prior shareholders of DataMiners, will hold a total of 1,999,000 (of which, 1,475,000 are considered finder’s fee to an arm’s length party) common shares representing approximately 2.22% (a maximum of 2.16% in the event that all of the Zoomd Warrants are exercised prior to the Effective Time) of outstanding common shares of the Resulting Issuer and on a fully diluted basis approximately 1.96%, assuming the completion of the Qualifying Transaction, assuming gross financing proceeds of CAD\$7.8 (USD\$6) million;
- e. Financing in the form of a private placement of Subscription Receipts to raise gross proceeds of CAD\$7.8 (USD\$6) million (7,800,000 new Common Shares) will be issued immediately before the closing of the Qualifying Transaction;

The Qualifying Transaction will constitute a reverse acquisition with Zoomd treated as the acquirer for accounting purposes. Since the Company’s operations do not constitute a business, the acquisition is not within the scope of IFRS 3 but, nevertheless, results in consolidated financial statements that are similar to those produced under reverse acquisition accounting, except that no goodwill arises, with the difference between the fair value of the shares issued by Zoomd (as the accounting acquirer) and the fair value of the accounting acquiree’s identifiable net assets represents a service of listing for its shares under IFRS 2 Share-based Payments. Consequently, the Qualifying Transaction is accounted for as a continuation of the financial statements of Zoomd and the acquisition of the Company accounted for at the fair value of the equity instruments granted to the former shareholders of DataMiners.

The consideration effectively transferred for the acquisition of DataMiners is as follows: (amounts are in USD in 000's)

Fair value of 524,000 post-consolidated DataMiners shares ⁽¹⁾⁽²⁾	\$403
Fair value of 1,475,000 post-consolidated DataMiners finder's fee shares ⁽³⁾	\$1,135
Total Value to DataMiners Shareholders	\$1,538
Less: recognized assets acquired	\$35
Add: identifiable liabilities assumed	\$17
Listing expenses as issuance expenses ⁽⁴⁾	\$1,520

Notes:

- (1) The price per share is the assumed price in the transaction of CDN\$1 (USD0.77).
- (2) Represents the shares currently held by shareholders of DataMiners of 1,310,000 after reverse stock split of 2.5:1 to reach to 524,000 shares with a value of CDN\$524,000 (USD403,000).
- (3) In accordance with section 1.6 under the LOI between Zoomd and DataMiners dated August 16, 2018, it was agreed by the parties that subject to the completion of the Qualified Transaction, an arm's length party shall be entitled to a finder's fee equal to CDN\$1,475,000 (USD 1,135,000) payable in DataMiners shares. Furthermore, it was agreed (see paragraph 5 in Section 1.1 in the LOI) that such finder's fee is part of the value of DataMiners' of CDN\$1,999,000 (USD 1,538,000). Together with DataMiners existing shareholders, shares are totaled 1,999,000 to existing DataMiners shareholders post combination.
- (4) The amount is considered the cost of listing Zoomd and is recognized in the statement of income and comprehensive income.

3. Pro forma adjustments (amounts are in USD)

1.1	To give effect to the increase in cash due to the net proceeds from the private placement of USD\$6,000,000 less 12% commissions of \$720,000 and less other issuance expenses estimated of \$250,000 (amount is part of total of \$750,000 issuance expenses not yet paid as of March 31, 2019). Totaling of \$5,030,000. 7,800,000 shares issued with CDN\$1 (USD\$0.77) for each share.
1.2	To give effect to the conversion of the convertible loans. The convertible loans face value of USD 2,255,000 (fair value as of March 31, 2019 of USD 3,221,000) are convertible at an effective price per share of CDN\$0.54 (USD0.42) resulting in additional shares of 5,970,069.
1.2.1	To give effect to the mark-to-market of the convertible loan to the value of the share at the transaction date (assumed to be CDN\$1 (USD0.77)). As explained in the financial statements of Zoomd, the convertible loans are carried at fair value as the conversion may result in a variable amount of shares, thus violating the fixed for fixed criterion in IAS 32. The convertible loans are convertible to 5,970,069 shares and assuming the transaction share price of CDN\$1 (USD\$0.77) results in CDN\$5,970,069 (\$4,592,361). The value as at March 31, 2019 of the convertible loans was 3,221,000 resulting in additional mark-to-market expense of 1,371,000 USD.
2.1	To give effect to the net proceeds from the private placement of \$5,280,000. 7,800,000 shares CDN\$1 (USD\$0.77) for each share (i.e., \$6,000,000 less 12% commissions of \$720,000).
2.1.1	To give effect to the issuance costs estimated at \$750,000 (of which approximately \$500,000 have been paid and accrued in other receivables).
2.2	To give effect to the consolidation of DataMiners by cancelling share capital and Additional paid-in capital of \$216,000 and \$82,000 respectively.
2.3	To give effect to the fair value of 1,999,000 shares issued to the former shareholders of DataMiners for the acquisition of DataMiners representing approximately 2% in the amount of \$1,538,000 (\$403,000 + \$1,135,000). See Consideration effectively transferred above for more details.
2.3.1	To give effect to the listing expenses of \$1,520,000, representing the difference between the net assets of DataMiners at the combination date of \$18,000 and the fair value of the shares issued to

	shareholders of DataMiners of \$1,538,000. This amount is considered part of listing expenses recognized in accumulated deficit.
2.3.2	In accordance with the term of the transaction Haywood and A-Labs are entitled (in addition to the cash commissions above) to 7% warrants and 5% shares, respectively, out of the amount raised in the private placement. The term of the warrants granted to Haywood are as follows: (1) Exercise price CDN\$1 (USD\$0.77) (2) Expected term of 2 year. The fair value of the warrants was determined using the Black & Scholes model (see details in note A below). The amount of warrants granted to Haywood is 546,000 constituting 7% of the amount raised in the private placement with a fair value of CDN\$0.27 (\$0.21) results in CDN\$147,695 (USD\$113,725). A-Labs was granted 390,000 shares constituting 5% of the amount raised in the private placement. The fair value of the shares granted to A-Labs CDN\$390,000 (USD\$300,000) and is based on the value of the shares in the transaction of CDN\$1 (USD\$0.77) per share. Total share-based commissions amounted to CDN\$537,695 (USD\$414,025) and are recognized as issuance expenses offset against Share capital and hence do not affect pro-forma results.
2.4	To give effect to the consolidation of DataMiners by cancelling accumulated deficit of DataMiners of USD\$280,000.

Warrants Fair Value

A. The parameters which were used in applying the model are as follows:

Details on fair value of warrants granted to Haywood

Haywood Warrants

Expected volatility	47.2%
Risk-free rate	1.22%
Dividend yield	0%
Expected term (in years)	2
Share price	USD\$0.77

4. Pro forma share capital - Resulting Issuer (amounts are in USD)

A continuity of Zoomd issued and outstanding common shares capital and related recorded value after giving effect to the pro forma transactions described in Note 2 above is set out above:

Issued common shares	Number of Options and Warrants	Number of Shares	Value
DataMiners shares issued and outstanding at January 31, 2019		1,310,000	\$8,467
Reverse stock split of 2.5:1		(786,000)	-
DataMiners finder's fee shares at January 31,2019		1,475,000	\$9,533
DataMiners options at January 31, 2019			-
Total book value of DataMiners prior to Qualified Transaction	-	1,999,000	\$18,000
Effect of pro forma transactions:			
Increase in value of shares and options issued to shareholders of DataMiners ⁽³⁾		-	\$1,520,000
Shares issued pursuant to the private placement ^{(1) (2)}		7,800,000	\$4,530,000
Shares and options issued to shareholders of Zoomd ⁽⁴⁾	11,271,832	73,758,097	\$21,000
Issuance of shares and warrants as share-based commissions	546,000	390,000	-
Convertible loans conversion		5,970,069	\$4,592,000
Pro-forma share capital	11,817,832	89,917,166	\$10,681,000
Additional Paid-in Capital			\$27,877,000
Reserve from share based payments transactions			\$4,456,000
Accumulated Deficit			
Zoomd			(\$20,095,000)
Convertible loans mark-to-market			(\$1,371,000)
Listing expenses ⁽³⁾			(\$1,520,000)
Pro-forma Accumulated Deficit			(\$22,986,000)
Pro forma total shareholder equity			\$20,028,000

Notes:

(1) Gross proceeds from private placement	\$6,000,000
(2) Cash commissions presented net of gross proceeds from private placement. Comprised of 12% cash commissions in the amount of \$720,000 and other issuance expenses estimated at \$750,000 (of which \$500,000 have been paid and included in other receivables).	\$970,000
(3) Increase in value of existing shares of DataMiners treated as consideration for the acquisition of DataMiners by Zoomd and listing expenses.	\$1,520,000

(4) 11,271,832 is comprised of warrants held by shareholders of Zoomd to purchase up to 291,975 shares of Zoomd (2,824,749 following the Zoomd Share Split) and 8,447,083 options granted to employees of Zoomd.	11,271,832
(4) Following the transaction and Zoomd Share Split, the shareholders of Zoomd will hold 73,758,097 (without taking into account the loans converted of 5,970,069 Zoomd common shares).	73,758,097

5. Income taxes

The pro forma effective income tax rate applicable to the consolidated operations will be 23%, but due to the lack of recoverability of the Companies losses carried forward no tax consequences were reflected in the pro-forma.

Other receivable and prepaid expenses	875		1		640		(500)	2.1.1	141
Total current assets	44,922		35		7,113		4,530		11,678
Long term deposit					72				72
Fixed assets, net					82				82
Intangible assets, net					13,896				13,896
Total assets	44,922		35		21,163		4,530		25,728

LIABILITIES AND SHAREHOLDERS'									
CURRENT LIABILITIES:									
Short-term bank credit									
Trade payables and accrued liabilities	21,498		17		4,321				4,338
Warrants					721				721
Convertible loans					3,221		(3,221)	1.2	-
Total current liabilities	21,498		17		8,263		(3,221)		5,059

LONG-TERM LIABILITIES:									
OCS Liability					482				482
Accrued severance pay					159				159
Total long-term liabilities					641				641
SHAREHOLDERS' EQUITY:									
Share capital	281,415		216		21		5,280	2.1	10,681
							(750)	2.1.1	

							4,592	1.2.1	
							(216)	2.2	
							1,538	2.3	
Additional paid-in capital	106,235		82		27,877		(82)	2.2	27,877
Reserve from share-based payment transactions					4,456			2.3.2	4,456

Accumulated deficit	(364,226)		(280)		(20,095)		(1,371)	1.2.1	(22,986)
							280	2.4	
							(1,520)	2.3.1	
Total shareholders' equity (deficiency)	23,424		18		12,259		7,751		20,028
Total liabilities and shareholders' equity	44,922		35		21,163		4,530		25,728