

GOLD FINDER EXPLORATIONS LTD.

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED JULY 31, 2017

DECEMBER 17, 2017

TABLE OF CONTENTS

FORWARD-LOOKING INFORMATION	1
GLOSSARY.....	1
CORPORATE STRUCTURE	2
GENERAL DEVELOPMENT OF THE BUSINESS	3
SUBSEQUENT EVENTS.....	3
DESCRIPTION OF THE BUSINESS.....	5
DIVIDENDS	5
DESCRIPTION OF CAPITAL STRUCTURE.....	5
MARKET FOR SECURITIES	6
ESCROWED SECURITIES	6
DIRECTORS AND OFFICERS.....	7
CORPORATE GOVERNANCE	13
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS.....	14
EXTERNAL AUDITOR	14
AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR.....	15
LEGAL PROCEEDINGS	17
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	17
TRANSFER AGENT AND REGISTRAR	17
INTERESTS OF EXPERTS	17
MATERIAL CONTRACTS.....	17
RISK FACTORS.....	17
ADDITIONAL INFORMATION.....	17

FORWARD-LOOKING INFORMATION

This annual information form (“AIF” or “**Annual Information Form**”) contains certain statements or disclosures that may constitute forward-looking information under applicable securities laws (collectively, “**forward-looking information**”). All statements and disclosures, other than those of historical fact, which address activities, events, outcomes, results or developments that management of Gold Finder Explorations Ltd. (“GFN” or the “**Corporation**”) anticipates or expects may or will occur in the future (in whole or in part) should be considered forward-looking information. In some cases, forward-looking information can be identified by terms such as “forecast”, “future”, “may”, “will”, “expect”, “anticipate”, “believe”, “potential”, “enable”, “plan”, “continue”, “contemplate”, “should”, “intend” or other comparable terminology. These statements are subject to a number of known and unknown risks and uncertainties that could cause actual results to differ materially from the Corporation’s expectations. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Corporation, including information obtained from third party industry analysts and other third party sources. In some instances, material assumptions and factors are presented or discussed elsewhere in this Annual Information Form in connection with the statements or disclosure containing the forward-looking information.

The forward-looking information in this Annual Information Form is based (in whole or in part) upon factors which may cause actual results, performance or achievements of the Corporation to differ materially from those contemplated (whether expressly or by implication) in the forward-looking information. Actual results or outcomes may differ materially from those predicted by such statements or disclosures. While the Corporation does not know what impact any of those differences may have, its business, results of operations, financial condition and credit stability may be materially adversely affected.

The forward-looking information contained in this Annual Information Form is made as of the date hereof and the Corporation is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

Currency

In this AIF, all references to “\$” or “dollars” are references to Canadian dollars unless otherwise specified.

GLOSSARY

In this annual information form, unless the context otherwise requires, the following words and phrases have the meanings set forth below.

“**Annual Information Form**” or “**AIF**” means this annual information form of GFN.

“**BCBCA**” means the *Business Corporations Act* (British Columbia).

“**Board**” or “**Board of Directors**” means the board of directors of GFN, as constituted from time to time.

“**Closing**” means the closing of the Transaction.

“**Filing Statement**” means the filing statement of GFN dated December 12, 2017 prepared in connection with the Transaction, a copy of which is available under GFN’s SEDAR profile at www.sedar.com.

“**GFN**” means Gold Finder Explorations Ltd., a corporation incorporated under the BCBCA.

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

“**GFN Consolidation**” means the proposed consolidation of GFN Common Shares on the basis of one post-consolidation GFN Common Share for every two GFN Common Shares existing immediately before such consolidation.

“**GFN MergerSub**” means Gold Finder Subco Inc., a corporation incorporated under the laws of the State of Delaware, USA.

“**GFN Option**” means any option to purchase GFN Common Shares under the GFN Stock Option Plan.

“**GFN Stock Option Plan**” means the stock option plan of GFN.

“**GFN Warrants**” means warrants to purchase GFN Common Shares.

“**Merger**” means the proposed merger of GFN MergerSub and Venzee, on the terms and conditions set out in the Merger Agreement, subject to any amendments or variations thereto made in accordance with the provisions of the Merger Agreement.

“**Merger Agreement**” means the agreement and plan of merger dated November 6, 2017 among GFN, GFN MergerSub and Venzee.

“**Resulting Issuer**” means GFN, expected to be renamed “Venzee Technologies Inc.”, which will exist upon closing of the Transaction.

“**Resulting Issuer Common Shares**” means the common shares in the capital of the Resulting Issuer.

“**Resulting Issuer Options**” means the stock options of the Resulting Issuer to be issued pursuant to the Merger in replacement for the outstanding Venzee Options, with the same terms and conditions as the Venzee Options (as adjusted for the Venzee Share Split).

“**Resulting Issuer Warrants**” means warrants to acquire Resulting Issuer Common Shares issued to holders of Venzee Warrants in connection with the Transaction.

“**SFOD Private Placement**” shall have the meaning ascribed to such term under the section “*Subsequent Events*”.

“**Subscription Receipt**” shall have the meaning ascribed to such term under the section “*Subsequent Events*”.

“**Subscription Receipts Private Placement**” shall have the meaning ascribed to such term under the section “*Subsequent Events*”.

“**Surviving Corporation**” means the corporation that will be formed by the Merger, and which will be a wholly-owned subsidiary of the Resulting Issuer.

“**Surviving Corporation Class B Shares**” means class B non-voting common shares in the capital of the Surviving Corporation which, at Closing, will be exchanged for Resulting Issuer Common Shares.

“**Transaction**” means the Merger and related transactions contemplated under the Merger Agreement.

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

“**Unit**” shall have the meaning ascribed to such term under the section “*Subsequent Events*”.

“**Venzee**” means Venzee Inc., a corporation incorporated under the laws of the State of Delaware, USA.

“**Venzee Common Shares**” means the shares of common stock of Venzee.

“**Venzee Options**” means options to acquire Venzee Common Shares.

“**Venzee Warrants**” means warrants to acquire Venzee Common Shares.

“**Venzee Shareholders**” means the holders of Venzee Common Shares.

“**Venzee Share Split**” means the proposed split of shares of common stock of Venzee on the basis of 2.25 shares for each share existing prior to such split.

“**Warrant**” shall have the meaning ascribed to such term under the section “*Subsequent Events*”.

CORPORATE STRUCTURE

Name, Address and Incorporation

GFN’s principal and head office is located at 210 - 347 Leon Avenue, Kelowna, British Columbia, V1Y 8C7.

GFN was originally incorporated under the BCBCA on September 12, 1996 under the name Strategic Merchant Bancorp Ltd. GFN then went through the following name changes: (a) Strategic Nevada Resources Corp. on July 31, 2006, (b) SNS Silver Corp. on February 16, 2007, (c) SNS Precious Metals Inc. on April 6, 2010, and (d) Gold Finder Explorations Ltd. on September 13, 2010. The GFN Common Shares are listed on the NEX Board of the TSXV under the trading symbol “GFN.H”.

Intercorporate Relationships

As at July 31, 2017, GFN does not have any subsidiaries whose total assets and revenues account for 10% or more of GFN’s total consolidated assets and consolidated revenues, respectively.

GENERAL DEVELOPMENT OF THE BUSINESS

GFN was engaged in the acquisition, exploration and development of mineral property interests. As of the date of this AIF, GFN no longer has any sources of revenue and is currently in the process of searching for and evaluating new business opportunities. GFN has no assets, other than cash or cash equivalents. On November 6, 2017, GFN entered into the Merger Agreement. See “*Subsequent Events*”.

Three Year History of GFN

During the years ended July 31, 2015, 2016 and 2017, GFN had no exploration activities. On July 13, 2016, GFN was classified as a NEX Issuer by the TSXV, and trading of the GFN Common Shares was halted on September 20, 2017 following the entering into of a letter of intent in respect of the Transaction. On November 6, 2017, GFN entered into the Merger Agreement. See “*Subsequent Events*”.

On December 21, 2016, GFN effected a consolidation of the GFN Common Shares on the basis of one (1) post-consolidation GFN Common Share for every five (5) pre-consolidation GFN Common Shares.

On March 29, 2017, GFN announced the appointment of Peter Chen as Chief Financial Officer of GFN. On the same date, Kevin Earle Burns tendered his resignation as Chief Financial Officer of GFN.

On May 15, 2017, GFN announced it had completed a first tranche of its previously announced non-brokered private placement of units of GFN at a price of \$0.075 per unit. Each such unit of GFN consisted of one GFN Common Share and one GFN Common Share purchase warrant, with each such warrant entitling the holder thereof to purchase one additional GFN Common Share at a price of \$0.10 until May 15, 2018. Pursuant to this private placement, GFN issued 3,200,000 units for gross aggregate proceeds to GFN of \$240,000.

On June 19, 2017, GFN announced it had completed the second tranche of its previously announced non-brokered private placement of units upon the same terms as set forth above. Pursuant to the second tranche private placement, GFN issued an additional 800,000 units for gross aggregate proceeds to GFN of \$60,000. The warrants issued pursuant to this second tranche closing are exercisable until June 16, 2018.

Significant Acquisitions

The Corporation completed no significant acquisitions in the financial year ended July 31, 2017.

SUBSEQUENT EVENTS

On September 21, 2017, GFN announced it had entered into a letter of intent with Venzee, pursuant to which GFN proposed to acquire all of the issued and outstanding share capital of GFN.

On November 7, 2017, GFN announced it had entered into a binding agreement with respect to the previously announced proposed acquisition of all of the shares of Venzee pursuant to a reverse takeover.

On December 12, 2017, GFN filed the Filing Statement in connection with the Transaction.

The Transaction will be implemented pursuant to the Merger Agreement. The Transaction is an arm's length transaction and will constitute a “reverse takeover” and a “change of business” as contemplated by the policies of the TSXV. Upon completion of the Transaction, GFN will have 100% ownership of the

business and assets of Venzee, following which it is anticipated that GFN will be listed on the TSXV as a Tier 2 Technology Issuer.

Prior to the Closing, GFN will complete the GFN Consolidation and Venzee will complete Venzee Share Split.

Pursuant to the Merger Agreement: (a) Venzee will be merged with and into GFN MergerSub with Venzee surviving as a wholly-owned subsidiary of GFN; (b) each outstanding Venzee Common Share will be exchanged and the holder thereof will receive, on a one-for-one basis (after giving effect to the Venzee Share Split), the right to receive Surviving Corporation Class B Shares; (c) immediately after the issuance of Surviving Corporation Class B Shares described in the foregoing clause (b), the Surviving Corporation and GFN shall take all such actions as may be necessary to cause each outstanding Surviving Corporation Class B Share to be exchanged and the holder thereof will receive, on a one-for-one basis (after giving effect to the GFN Consolidation and the Venzee Share Split), Resulting Issuer Common Shares (and the Resulting Issuer shall receive such Surviving Corporation Class B Share) pursuant to the A&R Surviving Corporation COI; (d) each Venzee Option outstanding will be exchanged and the holder thereof will receive, on a one-for-one basis (after giving effect to the GFN Consolidation and the Venzee Share Split), Resulting Issuer Options; and (e) each Venzee Warrants will become a Resulting Issuer Warrant, the holder thereof becoming entitled to receive Resulting Issuer Common Shares upon payment of the exercise price of the Venzee Warrant, adjusted to give effect to the GFN Consolidation and the Venzee Share Split. As part of the Transaction, GFN is expected to change its name to “Venzee Technologies Inc.”.

In connection with the Transaction, GFN completed a brokered private placement of subscription receipts (“**Subscription Receipts**”) on December 11, 2017 for aggregate gross proceeds of \$5,500,000 (the “**Subscription Receipts Private Placement**”). Each Subscription Receipt was issued at a price of \$0.50, with each Subscription Receipt entitling the holder thereof to receive, immediately after Closing, for no additional consideration, one unit of GFN (a “**Unit**”), with each Unit consisting of one GFN Common Share (post GFN Consolidation) and one half of one GFN Common Share purchase warrant (each whole warrant, a “**Warrant**”) where each Warrant will be exercisable at any time for 24 months (subject to an acceleration clause) following Closing at a price of \$0.75 per Warrant to acquire one GFN Common Share (post GFN Consolidation). PI Financial Corp. (“**PI Financial**”) acted as sole-lead agent for GFN in connection with the Subscription Receipts Private Placement. A cash commission of 7% and warrants representing 7% of the number of Subscription Receipts issued under the Subscription Receipts Private Placement will be payable to PI Financial in connection with the Subscription Receipts Private Placement. In connection with the issuance of Subscription Receipts under the Subscription Receipts Private Placement (as well as the underlying Units, GFN Common Shares and Warrants), GFN entered into a subscription receipt agreement with Computershare Trust Company of Canada, in its capacity as subscription receipt agent for the Subscription Receipts Private Placement. Similarly, GFN also entered into a warrant indenture with Computershare Trust Company of Canada, in its capacity as warrant agent, with respect to the issuance of Warrants.

Further in connection with the Transaction, GFN anticipates completing a second private placement in British Columbia and Alberta, and such other jurisdictions as may be agreed to by GFN and PI Financial (with the exception of Ontario), issued at a price of \$0.50 per GFN Common Share (post GFN Consolidation) pursuant to a short form offering document in accordance with TSXV Policy 4.6 (the “**SFOD Private Placement**” and, together with the Subscription Receipts Private Placement, the “**GFN Private Placements**”). It is currently expected that the total gross proceeds under the SFOD Private Placement will amount to \$2,000,000. PI Financial has also agreed to act as sole-lead agent for GFN in connection with the SFOD Private Placement and, in consideration thereof, a cash commission of 7% and warrants representing 7% of the number of GFN Common Shares issued under the SFOD Private Placement will be payable to PI Financial in connection with the SFOD Private Placement.

The net proceeds of the GFN Private Placements will be used for advancing the resulting issuer's business following completion of the Transaction and for working capital. The securities issued under the Subscription Receipts Private Placement will be subject to a four (4) month hold period.

Following the completion of the Transaction, it is anticipated that GFN's board of directors and management team be reconstituted, the whole as set forth in the Filing Statement.

Additional details relating to the Transaction are available in the Filing Statement, which is available under GFN's profile on SEDAR at www.sedar.com. A copy of the Merger Agreement is also available on SEDAR. The foregoing is a summary of certain material provisions of the Transaction and the Merger Agreement and is not comprehensive, but is qualified in its entirety by reference to the complete text of the Merger Agreement and other publicly available information of GFN on SEDAR.

DESCRIPTION OF THE BUSINESS

General

GFN was an exploration stage entity engaged in the business of acquiring, exploring and evaluating mineral properties. As at July 31, 2017, GFN has not yet achieved profitable operations. As of the date of this AIF, GFN no longer has any sources of revenue and is currently in the process of searching for and evaluating new business opportunities, and has identified the Transaction. For information regarding the Corporation's current business, see "*Subsequent Events*".

DIVIDENDS

The Corporation has not paid any dividends on its GFN Common Shares and currently intends to reinvest any earnings to fund the development and growth of its business. Any future payments of dividends will be at the discretion of the Board and will depend upon the financial condition, capital requirements and earnings of the Corporation as well as other factors it may deem relevant. The Corporation's articles do not contain any restrictions on the payments of dividends.

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

The authorized capital of GFN consists of an unlimited number of common shares with no par value (no preferred shares authorized). As of the date hereof, 9,319,798 GFN Common Shares (or 4,659,899 GFN Common Shares post GFN Consolidation) are issued and outstanding, as fully paid and non-assessable shares.

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

Warrants

As of the date hereof, there are no GFN Warrants issued and outstanding other than 1,200,000 GFN

Warrants exercisable at \$0.10 per share, all of which are expected to be exercised prior to Closing for proceeds of \$120,000.

Stock Options

As of the date hereof, there are no GFN Options outstanding.

MARKET FOR SECURITIES

GFN Common Shares are listed on the NEX Board of the TSXV under the trading symbol “GFN.H”. The GFN Common Shares were previously listed for trading on the TSXV until July 13, 2016 where GFN was classified as a NEX Issuer by the TSXV.

The following table sets forth the high and low trading prices (which are not necessarily the closing prices) and the aggregate volume of trading of the GFN Common Shares on the TSXV and, as of July 13, 2016, on the NEX Board of the TSXV, for the period August 1, 2016 to July 31, 2017.

Period	High	Low	Volume
August	0.03	0.03	350
September	0.03	0.03	44,160
October	0.03	0.03	15,740
November	0.03	0.02	120,270
December	0.10	0.02	155,820
January	0.20	0.085	76,376
February	0.17	0.085	124,327
March	0.13	0.075	145,968
April	0.12	0.105	7,874
May	0.14	0.115	25,694
June	0.14	0.125	35,263
July	0.14	0.11	12,184

Prior Sales

For the 12-month period ended on July 31, 2017, no securities of GFN not otherwise listed or quoted on a marketplace were issued.

ESCROWED SECURITIES

GFN has no escrowed securities as at July 31, 2017.

DIRECTORS AND OFFICERS

The following table sets forth information with respect to the directors and executive officers of the Corporation as of the date hereof:

Name, Residence and Positions with GFN	Date Appointed a Director or Officer of GFN	Biography
Neil Linder President, Chief Executive Officer and Director British Columbia, Canada	June 10, 2011 (Director) July 13, 2011 (Interim CEO) March 5, 2012 (CEO) April 11, 2012 (President)	President of Strategic Equity Investment Inc.
Howard Baral Director California, USA	December 15, 2014	Director of Production Accounting, R.C. Baral & Company Inc.
Jack Lennen Director California, USA	March 23, 2015	President J. R. Lennen Construction Inc.
Peter Chen Chief Financial Officer British Columbia	March 1, 2017	Executive Director of Proterra Management Inc.

As of the date hereof, the directors and officers of the Corporation, as a group, owned directly or indirectly approximately 1,690,749 GFN Common Shares, or 20.32% of the issued and outstanding GFN Common Shares. The information set forth above not being within the knowledge of the Corporation, has been furnished by the respective directors and officers of the Corporation individually.

Corporate Cease Trade Orders

Other than as set forth below, none of the directors or executive officers of GFN have, within 10 years prior to the date hereof, been a director, chief executive officer or chief financial officer of any company, including GFN and any personal holding companies that:

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

Neil Linder was a director of Global Uranium Corp., now known as Global Met Coal Corporation (“Global”), from April 2010 to October 2011. On September 27, 2010, the British Columbia Securities Commission issued a cease trade order against Global as a result of the failure by Global to remedy deficiencies in Global’s National Instrument 43-101 Technical Report. The cease trade order was revoked in June 2011.

The Corporation was subject to a British Columbia Cease Trade Order dated December 6, 2011 as a result of the Corporation’s failure to file its comparative financial statement for its financial year ended July 31, 2011, and a Form 51-102F1 Management’s Discussion and Analysis for the period ended July 31, 2011. The Corporation filed its year end audited financial statements and its MD&A for the year ended July 31, 2011 on December 23, 2011. The British Columbia Securities Commission revoked its Cease Trade Order against the Corporation on December 29, 2011.

Bankruptcies

None of the directors or executive officers of GFN, or a shareholder holding a sufficient number of securities of GFN to affect materially the control of GFN, or any personal holding companies of the foregoing, has within 10 years prior to the date of this Annual Information Form:

- (i) been a director or executive officer of any company, as applicable, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold its assets; or
- (ii) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

None of the directors or executive officers of GFN, nor any shareholder holding a sufficient number of securities of CanElson to affect materially the control of GFN, or any personal companies of the foregoing, have been subject to:

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

Director and Executive Compensation

The following information regarding executive compensation is presented in accordance with National Instrument Form 51-102F6V – Statement of Executive Compensation, and sets forth compensation for each of Neil Linder, President, Chief Executive Officer and director, William (Bill) Green and Kevin Earle Burns, both former Chief Financial Officers of GFN, and Peter Chen, GFN’s Chief Financial

Officer (together, the “GFN NEOs”) and Howard Baral and Jack Lennen, as directors, and Michael Evans, Mark Bloom and Lawrence Segerstrom, as former directors.

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by GFN to each GFN NEO and director, in any capacity, for the following completed financial years:

Name and position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites	Pension value (\$)	Value of all other compensation (\$) ⁽⁴⁾	Total compensation (\$)
Neil Linder ⁽²⁾ Director, President and CEO	2017	\$35,000	Nil	Nil	Nil	Nil	Nil	\$35,000
	2016	\$60,000	Nil	Nil	Nil	Nil	Nil	\$60,000
	2015	\$60,000	Nil	Nil	Nil	Nil	Nil	\$60,000
William (Bill) Green ⁽³⁾ Former CFO	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	\$18,000	Nil	Nil	Nil	Nil	Nil	\$18,000
	2015	\$19,500	Nil	Nil	Nil	Nil	Nil	\$19,500
Howard Baral ⁽⁴⁾ Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jack Lennon ⁽⁵⁾ Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Evans ⁽⁶⁾ Former Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mark Bloom ⁽⁷⁾ Former Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Lawrence Segerstrom ⁽⁸⁾ Former Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Kevin Earle Burns, Former CFO ⁽⁹⁾	2017	\$5,000	Nil	Nil	Nil	Nil	Nil	\$5,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Peter Chen ⁽¹⁰⁾ CFO	2017	\$5,000	Nil	Nil	Nil	Nil	Nil	\$5,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Financial year ended July 31 of the applicable year.
- (2) Mr. Linder was appointed as a director on June 10, 2011; Interim CEO on July 13, 2011; CEO on March 5, 2012; and President on April 11, 2012.
- (3) Mr. Green was appointed CFO on September 11, 2013 and resigned as CFO on July 31, 2016.
- (4) Mr. Baral was appointed as a director on December 15, 2014.
- (5) Mr. Lennon was appointed as a director on March 23, 2015.
- (6) Mr. Evans was appointed as a director on December 15, 2014 and resigned as director on March 23, 2015.
- (7) Mr. Bloom was appointed as a director on March 28, 2011 and resigned as director on December 15, 2014.
- (8) Mr. Segerstrom was appointed as a director on November 9, 2010 and resigned as director on November 17, 2014.
- (9) Mr. Burns was appointed CFO on September 12, 2016 and resigned as CFO on January 31, 2017.
- (10) Mr. Chen was appointed CFO on January 31, 2017.

Stock Options and Other Compensation Securities and Instruments

No GFN NEO or director of GFN received or exercised any incentive stock options or compensation securities during the financial years ended July 31, 2017 and 2016.

Stock Option Plans and Other Incentive Plans

GFN has established the GFN Stock Option Plan to provide incentive to qualified parties to increase their proprietary interest in GFN and thereby encourage their continuing association with GFN. Management of GFN proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The GFN Stock Option Plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of GFN or a subsidiary of GFN.

The GFN Stock Option Plan was a 10% “rolling plan”, which under the rules of the TSXV must be approved at each annual meeting of the GFN Shareholders by ordinary resolution. As GFN has not held its 2017 annual meeting of GFN Shareholders, the GFN Stock Option Plan is now a 10% fixed plan.

Under the GFN Stock Option Plan, the maximum number of shares reserved for issuance is a fixed 10% limit and grants to any one optionee may not exceed 5% of the issued shares on a yearly basis. The exercise price of each GFN Option shall not be less than the market price of GFN’s stock at the date of grant. The GFN Options have expiry dates of no later than 10 years after the grant date. The vesting of GFN Options are determined by the Board at the time of grant. As at the date of this Filing Statement, there are no GFN Options outstanding. The following is a summary of the material terms of the GFN Stock Option Plan.

Persons who are service providers to GFN or its affiliates, or who are providing services to GFN or its affiliates, are eligible to receive grants of GFN Options under the GFN Stock Option Plan. GFN Options granted under the GFN Stock Option Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years. For GFN Stock Options granted to service providers, GFN must ensure that the proposed optionee is a bona fide service provider of GFN or its affiliates.

A GFN Option granted to any service provider will expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the optionee at any time prior to expiry of the GFN Option), after the date the optionee ceases to be employed by or provide services to GFN, and only to the extent that such GFN Option was vested at the date the optionee ceased to be so employed by or to provide services to GFN. If an optionee dies, any vested option held by him 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.

In the case of an optionee being dismissed from employment or service for cause, such optionee’s options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same. The exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the GFN Stock Option Plan).

Vesting of GFN Stock Options is at the discretion of the Board, and will generally be subject to: (i) the service provider remaining employed by or continuing to provide services to GFN or any of its affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by GFN or any of its affiliates during the vesting period, or (ii) the service provider remaining as a director of GFN or any of its affiliates during the vesting period.

The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the GFN Stock Option Plan with respect to all GFN Stock Option Plan shares in respect of options which have not yet been granted under the GFN Stock Option Plan. Any amendment to any provision of the GFN Stock Option Plan will be subject to any necessary TSXV approvals unless the effect of such

amendment is intended to reduce (but not to increase) the benefits of the GFN Stock Option Plan to service providers.

The GFN Stock Option Plan also provides that the Board may, without shareholder approval: (a) amend the GFN Stock Option Plan to correct typographical, grammatical or clerical errors; (b) change the vesting provisions of an option granted under the GFN Stock Option Plan, subject to prior written approval of the TSXV, if applicable; (c) change the termination provision of an option granted under the GFN Stock Option Plan if it does not entail an extension beyond the original expiry date of such option; (d) make such amendments to the GFN Stock Option Plan as are necessary or desirable to reflect changes to securities laws applicable to GFN; (e) make such amendments as may otherwise be permitted by the TSXV Policies, if applicable; (f) if GFN becomes listed or quoted on a stock exchange or stock market, make such amendments as may be required by the policies of such stock exchange or stock market; and (g) amend the GFN Stock Option Plan to reduce the benefits that may be granted to service providers.

The GFN Stock Option Plan contains a black-out provision restricting all or any of GFN's directors, officers, employees, insiders or persons in a special relationship to refrain from trading in GFN's securities until the restriction has been lifted by GFN.

Employment, Consulting and Management Agreements

Except as disclosed herein, GFN is not a party to a management contract with any directors of GFN or GFN NEO. For the year ended July 31, 2017:

- (a) Management fees of \$35,000 was paid to Strategic Equity Investment Corp., a private company controlled by Neil Linder, the President, Chief Executive Officer and director of GFN.
- (b) Management fees of \$5,000 was paid to Kevin Earle Burns, the former Chief Financial Officer of GFN; and
- (c) Management fees of \$5,000 was paid to Peter Chen, the Chief Financial Officer of GFN.

Termination and Change of Control Benefits

As of April 19, 2013, GFN entered into an agreement with Neil Linder, GFN's President and CEO, concerning severance payments of cash or equity compensation as a result of termination of their arrangement with GFN or as a result of a change of control of GFN.

The agreement may be terminated without any reason without cost, charge or liability upon 180 days' notice or payment in lieu thereof to the consultant. The consultant may terminate the agreement at any time without any cost, charge or liability during the term. The agreement may be terminated immediately without cost, charge or liability if the consultant is not carrying out the terms of this agreement or is otherwise failing to comply with any term of such agreement, or becomes bankrupt or insolvent or commits an act of fraud, intentional deceit or criminal action in respect of the provision of services contemplated hereunder.

GFN NEO		Termination Without Cause	Change of Control
Neil Linder	Salary	\$35,000	\$35,000
	Bonus	Nil	Nil
	Options	Nil	Nil

Neil Linder has agreed that the amount of \$35,000 payable to him in connection with a termination without cause or a change of control would not be payable to him in connection with the Closing.

Oversight and Description of Director and NEO Compensation

The Board has assessed GFN's compensation plans and programs for its executive officers to ensure alignment with GFN's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on GFN. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

GFN has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of GFN, none of the executive officers or directors have purchased such financial instruments.

Compensation Review Process

The Board has not appointed a compensation committee so the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing GFN's base compensation structure and equity-based compensation program, recommending compensation of GFN's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of GFN. The Board receives independent competitive market information on compensation levels for executives.

Philosophy and Objectives

The compensation program for the senior management of GFN is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of GFN's shareholders.

In compensating its senior management, GFN has employed a combination of base salary, and equity participation through its stock option plan. Recommendations for senior management compensation are presented to the Board for review.

Base Salary

In the Board's view, paying base salaries that are competitive in the markets in which GFN operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies within the industry is compiled from a variety of sources.

Equity Participation

GFN believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the GFN Stock Option Plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the Chief Executive Officer of GFN. Given the evolving nature of GFN's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Pension Plan Benefits

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

Management Contracts

GFN is not a party to a management contract with anyone other than directors or executive officers of GFN.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with GFN. A "material relationship" is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board facilitates its independent supervision over management by retaining independent consultants where it deems necessary.

A majority of the Board is independent. The only non-independent member of the Board is Neil Linder (a senior officer of GFN).

Directorships

None of the directors of GFN serve on the board of other reporting companies (or equivalent).

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on GFN's properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by GFN's management and employees to give the directors additional insight into GFN's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by GFN's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of GFN.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by GFN, this policy will be reviewed.

Compensation

The Board as a whole determines compensation for the directors and CEO.

Other Board Committees

The Board has no other committees other than the audit committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or executive officers of the Corporation is indebted to the Corporation.

EXTERNAL AUDITOR

MNP LLP, Chartered Accountants, of Suite 2200, MNP Tower, 1021 West Hastings Street, Vancouver, British Columbia Canada V6E 0C3. MNP LLP were appointed as Auditor of GFN effective May 31, 2013.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 *Audit Committees* (“**NI 52-110**”) requires GFN, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. Such disclosure is set forth below:

The Audit Committee’s Charter

GFN has adopted an Audit Committee Charter. The Audit Committee Charter is attached as Schedule “A” to GFN’s 2012 Annual Meeting Information Circular as filed on SEDAR at www.sedar.com on March 15, 2012.

Composition of the Audit Committee

The current members of GFN’s Audit Committee are: Neil Linder (Chair), Howard Baral and Jack Lennen. Messrs. Baral and Lennen are independent members of the Audit Committee. Mr. Linder is not an independent member as he is the President and Chief Executive Officer of GFN.

Relevant Education and Experience

Each member of GFN’s current Audit Committee has a general understanding of the accounting principles used by GFN to prepare its financing statements and will seek clarification from GFN’s auditors, where required. Each of the members of the Audit Committee also have direct experience in understanding accounting principles for private and reporting companies and experience in preparing, auditing, analyzing or evaluating financial statements similar to those of GFN.

Neil Linder

Mr. Linder has been in the investment business for over 25 years. He began his career in 1984 working as an investor relations consultant with Dimension House Inc., one of the first investment bankers to focus on junior industrial companies in Canada. Mr. Linder has been a director of several private and public companies. In 1985, Mr. Linder founded a boutique venture company called Strategic Equity Investment Corp. and began raising capital for growth companies and created business strategies for raising capital in the junior industrial sector. Mr. Linder is still currently the President and CEO of Strategic Equity Corp.

Howard Baral

Mr. Baral was appointed a director of GFN on December 15, 2014. Mr. Baral is a Director of Production Accounting at R.C. Baral & Company Inc., an accounting service company specializing in the film and television industry, with offices in California and Vancouver, Canada. Its key business partners include Walt Disney Studios, Universal Studios, Fox FX Channel, MTV Networks, and Paramount Pictures, and with a strong relationship with other film and television partners from around the world. Howard is also a Strategic Advisor with United Nations Environmental Program which company includes branding, marketing and outreach programs. Howard was instrumental in creating a new public awareness brand for the United Nations, called Safe Planet (the United Nations campaign on the responsibility of hazardous chemicals and wastes). Howard was previously Vice President, Strategic Sales and Marketing with Spectrum Communications, working with a team of four sales and service employees. This company grew sales from start up to \$1.2 M in year one, and in this company, Howard initiated and developed a strong relationship with a key business partner, Procter and Gamble. This company pioneered and developed a strategy for initiating consumer programs for Procter & Gamble, diversifying their mainstream sales and marketing to Latino markets in the United States. Howard holds a B.A. in

Mathematics from the University of California at Los Angeles (UCLA) and a Minor in Spanish from California State University at Northridge.

Jack Lennen

Mr. Lennen was appointed a director of GFN on March 23, 2015. Mr. Lennen is the President and Founder of J. R. Lennen Construction Inc., a California-based National General Contractor company established in 1990, specializing in retail, office, restaurant and design/build construction. Jack offers over 40 years of progressively responsible construction experience as well as having in depth knowledge pertaining to operations, budget establishment, cost analysis, contract negotiations and personnel management. Jack has developed and maintained client relationships and has successfully completed projects for them ranging from \$150,000 to over \$10 million.

Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any external auditor.

Reliance on Certain Exemptions

GFN’s auditors, MNP LLP, Chartered Accountants have not provided any material non audited services.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non audited services provided by its auditors, MNP LLP, Chartered Accountants, to ensure auditor independence. Fees incurred with GFN’s auditors, MNP LLP, Chartered Accountants, for audit and non audit services in the last two fiscal years for audit fees are outlined in the following table.

	Fees Paid in Fiscal Year Ended July 31, 2016	Fees Paid in Fiscal Year Ended July 31, 2017
Audit Fees ⁽¹⁾	\$10,673.25	\$12,075.00
Audit-related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	\$2,561.58	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$13,234.83	\$12,075.00

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit of GFN’s consolidated financial statements and also fees incurred in relation to the performance of quarterly reviews. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

LEGAL PROCEEDINGS

The Corporation is not involved in any material legal proceedings.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, none of the directors, executive officers or principal shareholders of the Corporation and no known associate or affiliate of any of them, has or had any material interest, direct or indirect, in any transaction within the three years prior to the date hereof or in any proposed transaction, that has materially affected or will materially affect the Corporation.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar of the Corporation's common shares is Computershare Investor Services Inc. at its principal office in Vancouver, British Columbia.

INTERESTS OF EXPERTS

MNP LLP, Chartered Accountants, are the auditors of the Corporation and have performed the audit in respect of the audited annual financial statements of the Corporation as at and for the year ended July 31, 2017. MNP LLP, Chartered Accountants, are independent of the Corporation in accordance with the meaning of the rules of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

MATERIAL CONTRACTS

As of the date hereof, the only material contract of GFN is the Merger Agreement. See "*Subsequent Events*".

RISK FACTORS

For a list of risks related to the business of GFN, refer to the risks set forth under the heading "Risks and Uncertainties" in the management's discussion and analysis of GFN for the fiscal year ended July 31, 2017. For a list of risks related to the Transaction, refer to the risks set forth under the heading "Risk Factors" in the Filing Statement.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on its SEDAR profile at www.sedar.com.

Additional information, including with respect to directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities, and securities authorized for issuance under equity compensation plans, is contained in the Corporation's information circular for its most recent annual meeting of shareholders that involved the election of directors and will be contained in the Corporation's information circular which will be prepared in connection with the Corporation's upcoming annual meeting of shareholders.

Additional financial information is contained in the Corporation's consolidated financial statements and Management's Discussion and Analysis (MD&A) for the year ended July 31, 2017.