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OFFERING MEMORANDUM

June 1, 2015



IntroJunction Ltd.

Cdn\$2.88

These securities do not trade on any exchange or market. There is currently no market through which the Offered Shares may be sold and purchasers may not be able to resell the Offered Shares purchased under this offering memorandum. This may affect the pricing of the Offered Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Offered Shares and the extent of issuer regulation. We are not a reporting issuer and we do not file with SEDAR. **There is no minimum offering. You may be the only purchaser. Funds available under the offering may not be sufficient to accomplish our proposed objectives.** There is no minimum subscription amount an investor must invest. The proposed offering closes on the first business day of each month. Payment terms are by certified cheque or wire-transfer. There are important tax consequences to these securities (see section 6). We may have one or more introducing or selling agents (see section 7). You will be restricted from selling your securities for an indefinite period (see section 10). You have 2 business days to cancel your agreement to purchase these securities. If there is a misrepresentation in this offering memorandum, you have the right to sue either for damages or to cancel the agreement (see section 11). **No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this offering memorandum. Any representation to the contrary is an offence. This is a risky investment (see section 8).** Subscriptions for the Offered Shares will be received subject to acceptance or rejection in whole or in part by IntroJunction. IntroJunction reserves the right to close the subscription books at any time without notice. The Purchasers of the Offered Shares will receive share certificates from IntroJunction Ltd.. Investors should rely only on the information contained in this offering memorandum. Neither the Company nor any of its introducing parties or brokers has authorized anyone to provide investors with different or additional information.

IntroJunction Ltd. is located at Suite 300, 1090 Homer Street, Vancouver, BC, V6B 2W9; can be reached by phone at 800.474.9651 or by email at Hello@IntroJunction.com

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Notice to Investors

General Advisory

An investor should read this entire offering memorandum and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in our Common Shares. An investor should rely only on the information contained in this offering memorandum. IntroJunction has not, and the Selling Shareholders and the introducing parties (e.g. brokers) have not, authorized anyone to provide investors with additional or different information.

The information contained in this offering memorandum is accurate only as of the date of this offering memorandum, regardless of the time of delivery of this offering memorandum or any sale of the Offered Shares. IntroJunction is not, and the Selling Shareholders and the introducing parties are not, making an offer to sell these securities in any jurisdictions where the offer or sale is not permitted. Investors are required to inform themselves about and to observe any restrictions relating to the Offering and the distribution of the securities under this offering memorandum.

Interpretation

Unless the context otherwise requires, all references in this offering memorandum to “IntroJunction”, “we”, “us” “our” and the “Company” refer to IntroJunction Ltd. and its subsidiaries as constituted on the Closing Date.

Non-IFRS Measures

Our financial statements included in this offering memorandum have been prepared in accordance with General Accepted Accounting Principles. (GAAP). We are in the process of moving to International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

This offering memorandum may make reference to certain non-IFRS measures. These non-IFRS measures are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS, and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these provide further understanding of our results of operations from management’s perspective. Our management may also use non-IFRS measures in order to facilitate operating performance comparisons from period to period, prepare annual operating budgets and assess our ability to meet our capital expenditure and working capital requirements.

Market and Industry Data

Unless otherwise indicated, information contained in this offering memorandum concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunities and market share, is based on third-party sources (including industry publications, government reports, surveys and forecasts), and management studies and estimates.

In connection with our internal research and our ongoing marketing efforts, we interviewed and obtained feedback from some of our customers about their expectations from IntroJunction. While we believe our research reflects the applicable customer expectations from and experiences with our service, we have not further verified the assumptions with the applicable customers, nor have they been verified by any independent sources.

Unless otherwise indicated, our estimates are derived from publicly available information as well as data from our internal research, and include assumptions made by us which we believe to be reasonable. Our internal research and assumptions have not been verified by any independent source, and we have not independently verified any third-party information.

While we believe the market position, market opportunity and market share information included in this offering memorandum is generally reliable, such information is inherently imprecise, some of which are based on assumptions that may be flawed. In addition, projections, assumptions and estimates of our future performance and the future performance of the industry and markets in which we operate are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the heading “Forward-Looking Statements” and “Risk Factors”.

Trade-marks, Trade Names and Service Marks

This offering memorandum includes trade-marks, such as “IntroJunction” and “Other.ly” which are protected under applicable intellectual property laws and are the property of IntroJunction. Solely for convenience, our trade-marks and trade names referred to in this offering memorandum may appear without the ® or ™ symbol, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these trade-marks and trade names. All other trade-marks used in this offering memorandum are the property of their respective owners.

Presentation of Financial Information and Other Information

We present our consolidated financial statements in Canadian dollars. In this offering memorandum, all references to “\$”, “CD\$”, or “dollars” are to Canadian dollars. Amounts are stated in Canadian dollars unless otherwise indicated.

Marketing Materials

The following “marketing materials” are incorporated by reference into this offering memorandum:

- Template version of the Company Overview as of June 1, 2015.
- Template version of the roadshow presentation dated April 15, 2015.

Any template version of any marketing materials that are utilized by the introducing parties in connection with the Offering is not part of this offering memorandum to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this offering memorandum.

Forward-Looking Statements

This offering memorandum contains forward-looking statements that relate to our current expectations and views of future events. The forward-looking statements are contained principally in the sections titled, “Our Business”, “Use of Proceeds”, “Management’s Discussion and Analysis” and “Risk Factors”.

In some cases, these forward-looking statements can be identified by words or phrases such as “may”, “will”,

“expect”, “anticipate”, “aim”, “estimate”, “intend”, “plan”, “seek”, “believe”, “potential”, “continue”, “is/are likely to” or the negative of these terms, or other similar expressions intended to identify forward-looking statements.

We have based these forward-looking statements on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- our expectations regarding our revenue, expenses and operations;
- our anticipated cash needs and our need for additional financing;
- our ability to protect, maintain and enforce our intellectual property rights;
- third-party claims of infringement or violation of, or other conflicts with, intellectual property rights by us;
- our plans for and timing of expansion of our solutions and services;
- our future growth plans;
- the acceptance by our customers and the marketplace of new technologies and solutions;
- our ability to attract new customers and develop and maintain existing customers;
- our ability to attract and retain personnel;
- our expectations with respect to advancement in our technologies;
- our competitive position and our expectations regarding competition;
- regulatory developments and the regulatory environments in which we operate; and
- anticipated trends and challenges in our business and the markets in which we operate.

In addition to statements relating to the matters set out above, this offering memorandum contains forward-looking statements related to our target operating model. The model speaks to our objectives only, and is not a forecast, projection or prediction of future results of operations. See “Management’s Discussion and Analysis – Key Performance Indicators”.

Forward-looking statements are based on certain assumptions and analysis made by us in light of our experience and perception of current conditions and expected future developments and other factors we believe are appropriate and are subject to risks and uncertainties. Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Given these risks, uncertainties and assumptions, prospective purchasers of the Offered Shares should not place undue reliance on these forward-looking statements.

Whether actual results, performance or achievements will conform to our expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under “Risk Factors”, which include:

- risks related to managing our growth
- our dependence on user and customer retention and renewals
- risks related to our sales cycles
- risk related to our reliance on recurring revenue
- risks related to the fluctuations in quarterly operating results
- risks related to exchange rate fluctuations

- risks related to expanding our marketing and sales
- risks related to our ability to maintain the compatibility of our solutions with third-party applications
- risks related to our ability to adapt to rapid technological change
- risks related to our ability to meet our contractual commitments
- risks related to global economic conditions
- risks related to the security of customer information
- risks related to the protection of our intellectual property
- risks related to the complexity of our solutions
- competition in our industry and markets
- risks related to reliance on key personnel
- risks related to our ability to continue to develop our direct sales force
- risks related to reliance on third-party service providers
- risks related to product defects
- risks related to international expansion

Although the forward-looking statements contained in this offering memorandum are based upon what our management believes are reasonable assumptions, these risks, uncertainties, assumptions and other factors could cause our actual results, performance, achievements and experience to differ materially from our expectations, future results, performances or achievements expressed or implied by the forward-looking statements.

The forward-looking statements made in this offering memorandum relate only to events or information as of the date on which the statements are made in this offering memorandum and are expressly qualified in their entirety by this cautionary statement. Except as required by law, neither the Company nor the Selling Shareholders or the Underwriters assume any obligation to update or revise any forward-looking statements, whether as a result of new information, future event or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

An investor should read this offering memorandum with the understanding that our actual future results may be materially different from what we expect.

1. Use of Available Funds

1.1 Funds

We do not have a minimum offering. Our minimum raise may be "\$0".

Depending on the amount of funds raised, we may have working capital shortage. If so, we intend to solve it, partially or completely, by delaying payment to management, extending accounts payable, and delaying the timing of our technology development, marketing programs, and recruitment.

		Assuming min. offering	Assuming max. offering
A.	Amount to be raised by this offering	\$0	\$5,000,000
B.	Selling commissions and fees	\$0	\$500,000
C.	Estimated offering costs (e.g., legal, accounting, audit.)	\$0	\$100,000
D.	Available funds: $D = A - (B+C)$	\$0	\$4,400,000
E.	Additional sources of funding required	\$0	\$0
F.	Working capital deficiency	\$0	\$0
G.	Total: $G = (D+E) - F$	\$0	\$4,400,000

1.2 Use of Available Funds

We do not have a minimum offering. Our minimum raise may be "\$0". As such, our minimum use of proceeds may also be \$0.

Description of intended use of available funds listed in order of priority	Assuming min. offering	Assuming max. offering
General Corporate & Administration	\$0	\$5,400,000
Business Development and Marketing	\$0	\$2,700,000
Research & Development	\$0	\$975,000
Working Capital	\$0	\$725,000
Less: Net revenue from operations	\$0	-\$5,400,000
Total: Equal to G in the Funds table above	\$0	\$4,400,000

We expect to receive up to \$4.4 million in net proceeds from the Offering, after deducting the introducing parties' fees of \$0.5 million and offering expenses of \$0.1 million. Assuming that we raise the full \$5.0 million, we intend to use the net proceeds as per the table above and notes below.

All figures are approximate.

- Approximately \$0.5 million or 10% of the gross proceeds has been budgeted as introduction fees for the introducing and selling parties. IntroJunction's management and other employees are not eligible to receive any cash compensation, but may receive compensation by the way of shares, share options, or warrants.

- IntroJunction's founder and team members have directly and indirectly invested over \$0.3 million in cash and approximately the same amount in in-kind services. The founders and other team members have forgiven their out-of-pocket expenses for prior to January 1, 2015. IntroJunction's accounts payable is primarily for IT development services; IntroJunction and the IT vendor are in mutual agreement as to when the balance owing will be paid down.
- We may also use a portion of the net proceeds to expand our current business through acquisitions of, or investments in, other complementary businesses, products or technologies. However, we have no agreements or commitments with respect to any acquisitions or investments at this time.

1.3 Reallocation

While we currently anticipate that we will use the net proceeds of the Offering as described above, we may re-allocate the net proceeds from time to time depending upon changes in business conditions prevalent at the time.

We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

Pending use of the net proceeds of the Offering such proceeds shall be held in Canadian funds and invested in short-term, interest-bearing securities such as government securities, commercial paper and other highly rated investment grade securities.

2. Business of IntroJunction

2.1 Structure

IntroJunction Ltd. is federally incorporated in Canada and is extra-provincially registered in Alberta and British Columbia.

IntroJunction Ltd. - formally named Ally Management Consultants Ltd. and Ally Referral Networks Ltd. - was federally registered on 2011/07/19; extra-provincially registered in Alberta on 2011/07/19; and extra-provincially registered in British Columbia on 2014/10/27.

2.2 Our Business

An investor should read the following summary together with the more detailed information regarding IntroJunction contained in this offering memorandum, including the risk factors and the annual and interim consolidated financial statements and notes thereto included elsewhere in this offering memorandum.

2.2.1 Business Overview

We are a cloud-based software that makes it simple for our users to help each other and be rewarded. We will be marketing our software under different brands, including IntroJunction.com and www.Other.ly. Initially, we intend to make it possible for service clubs and networking groups to engage their members more effectively; and for our users to get 10-100 times more introductions from the people they already know. We plan to make this possible by connecting people that already know each other and by making it easy for them to share their messages with the people they know. We aim to engage our users through the communities that they already belong to. Initially, we

expect to make money every time people send thank-you and gift cards to each other. In the long-run we anticipate making money from advertising and big-data analytics.

We believe that people like to help each other, particularly if they know each other, if it is easy to help, and if it is rewarding to help. We think the problem is that people who want to help their friends and contacts can't help them, because many don't know what all of their friends and contacts want. We also think that at the same time, most of our friends and contacts don't know what we want, so we can't get their help. At the heart of it, we believe, this is a communication problem; and we believe it isn't being adequately solved by social media, marketplace, or referral platforms.

We are aiming to make it extremely simple for people to help each other and be rewarded. We are doing this, in part, by working to bring together the best of social media, marketplace and referral platforms.

2.2.2 Industry Overview

Social Media Platform Market

With the success of Facebook, LinkedIn, and other large social media platforms, entrepreneurs from around the world have been rushing to build the next best social media platform. Users are becoming inundated with options. The overwhelming majority of the social media platforms seem to be focused on making it easier for a group of people to have a discussion and share articles and pictures with each other.

Many, if not all, of the social media platforms in the market are focusing on improving the interactions of groups of users who want to share discussions, articles, video, and pictures. Other than IntroJunction, we are not aware of any social media platform with the primary focus of enabling users to improve communication between users in order to enable them to get more help and introductions from their network.

Additionally, the overwhelming majority, if not all, of the social media platforms in the market exist to support people's virtual worlds. Other than IntroJunction, we are not aware of a social media platform that is focused on bridging people's physical and virtual worlds.

Marketplace Platform Market

The traditional marketplace is the classified ads section of newspapers. This is where people go to find products and services for sale. The modern marketplace is the digital classified ads, found on websites similar to Kijji and Craigslist. The more evolved modern marketplaces (marketplace 2.0) are websites similar to Amazon, Expedia, and eBay, where user reviews and ratings are also added.

Some marketplaces are focused on the purchase and sale of goods, and we believe they work relatively efficiently. Some other marketplaces are focused on the purchase and sale of people's services, time and talents, such as job sites (e.g. Monster) and Angie's List. We believe the marketplaces where the main focus is people or people's services have the major drawback of being the users' second choice for finding the right person. Most people's first choice is getting an introduction from someone they already know and trust. Even websites that show user feedback are still not ideal, because most people trust the information they get from their friends more than the

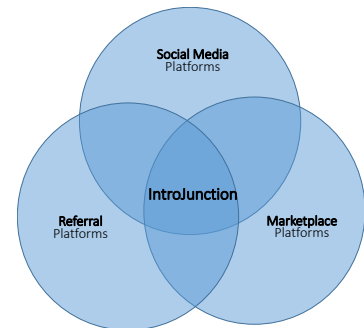
information they get from a crowd of users. In essence, we believe that the major drawback of marketplace 2.0 is that they are not socially intimate. IntroJunction is the only marketplace, other than LinkedIn's narrow focus, that we know of that is working to create social intimacy by bringing together elements of social media and marketplace platforms.

Referral Platform Market

There are hundreds of referral websites springing up by referral platform entrepreneurs who want to make it easier for their customers, i.e. business owners and marketers, to generate more leads, usually from existing customers or geographical-based locations. Some of the referral platforms that are focused on online customers are relatively evolved and appear efficient. We believe that the referral platforms that are focused on businesses with a physical location or on those whose primary output is people's time and talents are relatively inefficient and ineffective. We believe that the overwhelming majority of these platforms simplify help to create a transactional relationship between the business and the existing customer, whereby the platform makes it easy for the platform's primary user (i.e. the business selling the product) to give their customers a reward for helping them generate a new referral. We believe that this concept is fundamentally flawed as most people who give introductions and referrals do so to help a friend, not because of a reward that they can get.

IntroJunction's Market

IntroJunction's market is where these three market spaces come together or overlap. We are the only company that we know of that is in this space. We are working towards taking the best ideas of these three market segments and these technology platforms to create a new technology and market segment.



2.2.3 Competition Overview

We believe that LinkedIn is our closest competitor, positioned as a social media site and a marketplace for employer and job seekers. We do not believe that LinkedIn will introduce a product similar to ours as this could cannibalize one of their key revenue streams - the resume 2.0 marketplace search for employers.

We believe that our biggest competition is our users' next best alternative – the status quo. Since the dawn of civilization, people have been helping each other and making introductions to one another. The venues and tools that we were and are using continue to evolve. Today, many of us are using formal and informal networking opportunities to share what we are looking for and using email and phone to make introductions to each other. Our challenge and opportunity is to move people from the status quo and onto using our platform.

We are intending to realize this opportunity by building a great product and making it simpler for users to achieve their objective through our platform vs. status quo; by gamifying the experience by giving points to people every time they use IntroJunction and then enabling them to redeem points for cash for their favorite charity, and by rewarding users by giving them physical and social recognitions for using IntroJunction.

2.2.4 Our Competitive Strengths

Rapid Social Connections

We are in the process of submitting an IP application that enables our users to get connected to hundreds of their contacts within a few clicks and without the need to re-friend, re-follow, or re-connect. We expect that this capability will help to increase our growth.

Rapid Circle Creation

We are in the process of submitting an IP application that enables our users to more easily and at times instantaneously create social circles. We expect that this feature will help our users to post and share more often.

Contact Management

We are in the process of submitting an IP application that should allow users to always maintain an up-to-date record of all of their contacts, including phone numbers, emails and work locations. We expect that this feature will help to make our platform function as a key aid of our users' contact lists.

Bridging Virtual and Physical Worlds

We are in the process of submitting one, and possibly several, IP applications to help our users to better bridge their virtual and physical worlds. We expect that these features will improve the value of our service and in turn improve usage of the system, retention of existing users, and acquisition of new users.

Managing Personas

We are in the process of submitting an IP application that is designed to enable our users to manage multiple personas with different contacts, circles of contacts, and communities without the need to create multiple accounts. We believe that this feature will help our users to use the system for their varied purposes, thus increasing usage of the system, retention of existing users, and acquisition of new users.

Mailing Distribution

We are in the process of submitting an IP application that enables a user to send a physical thank-you card, gift card, or even gift to someone without having their address. We expect this to increase the number of greeting cards and gifts people give each other.

Technology Design

We are building web and mobile apps with a focus on user experience. Our IT system (three-tiered service-based architecture) allows us to grow quickly (i.e. scale out and up) and add new features and functionalities with ease (via robust API middle-tier, scalable back-end, and light front-end interfaces) to our web and mobile apps. We use open-source and subscription services, where it makes sense to manage R&D costs.

Financial Investment Incentives

We have been approved as an Eligible Business Corporation by the British Columbia Ministry of International Trade, enabling our BC investors to receive 30% of their investments from the BC government in cash (or tax-credit, if taxes are owed). We are also an eligible RRSP investment and have been approved by Pacific Western Trust, our RRSP

administrators, enabling our investors to invest in IntroJunction through their self-directed RRSP account, thus enabling our investors to defer their personal taxes at their personal tax rate into the future.

2.2.5 Growth Strategy

We plan to grow city by city. We plan to first engage networking groups and their members through our business development team. Second, we intend to prompt our users to engage contacts within their personal and professional networks. Third, and once we are at an inflection point within a city, we intend to broadly market our services through our social and community building marketing program. We plan to start in Vancouver, grow in the US, and as quickly as we can we aim to enter the international markets.

Key elements of our growth strategy include:

New Features, Functionalities, and Capabilities

We believe that the most effective way to secure and retain users is to give them the products and services that they want to use and purchase. As such, we aim to continuously invest in our technology platform to better meet our users' expectations. Where it is sensible, we aim to use open source and third-party applications and services to better manage our R&D costs.

Channel Partner Partnership

We plan to reach our channel partners through our business development team. Each business development team member will focus on a specific channel partner type and as a team we plan to engage many channel partners within a city. In this way, we intend to build momentum within a city and generate more value for all of our users. We may also participate at regional conferences to help the conference organizers succeed with their event; we expect that this will give us a stronger presence within the key cities in a region.

Social Media Marketing

Our business as a social media company should be enabled, in large part, by our own social media marketing activities. In our earlier days we intend to leverage the capabilities of the other social media companies to secure new users. Once we believe that we are at a point of inflection within a city, we plan to market more broadly to others in the city by implementing our media and social media campaign, focused on community building and citizenship.

Acquisitions

We intend to selectively consider strategic acquisitions, investments, and other relationships that we believe are consistent with our growth strategy and can significantly enhance the attractiveness of our technology platform or expand our client base. At this time we have not identified and are not planning to acquire any other company.

2.2.6 Application Description Benefits

IntroJunction is a cloud-based service that aims to enable users to post and respond to requests (for help or introductions); build online communities and share discussions; and reward each other by sending kudos, thank-you cards, and gift-cards. We are developing the application so that it can be accessed on the web, mobile devices, and other platforms.

We anticipate that a user will receive 10-100 times more intros than she usually does, because IntroJunction is designed to make it simpler for her to share postings with 10-100 times more people in her network in a socially comfortable way.

A user may post the type of introduction that she is looking for and share it with a circle of private contacts or a public community, so that others may respond to her request and aid her in what she is looking for.

In turn, she has the option to send kudos, physical thank-you cards and gift-cards to her contacts through IntroJunction.

Business users can post the type of introductions that they are looking for and share them with a circle of employees or customers or professional network to get introductions for new employees, contractors, partners, or investors, to name a few. We anticipate that the key benefit will be more qualified candidates and leads.

Consumer users (not our primary market segment) can share postings with their personal and professional contacts in order to find a new job, a piano teacher for their kids, a reliable handy-man or a baby-sitter, to name a few.

An organization similar to Rotary or a Chamber of Commerce or a professional association can create a Community on IntroJunction so that its members can post what they are looking for and share it with other community members. Community members can also have discussions within the platform. The key benefit of IntroJunction for Communities is that we aim to make it easier for communities to engage their members, help their members network better, and in turn retain those members.

For all of our members we also aim to make it easy to more easily engage and manage their personal and professional relationships. Relationships are generally developed when people keep in contact with one another, help each other, and recognize one another. Often people personally recognize each other by thanking the other person for some help they have given them by wishing them a happy birthday, Merry Christmas, and happy anniversary. As part of our service, we aim to make it extremely simple for people to thank each other and send greeting cards and gift cards within a few clicks.

2.2.7 Revenue Sources

Our service is free. We expect to make money when people send thank-you and gift-card to each other. In the future we expect to also generate revenue from our big data analytics and advertising.

2.2.8 Customers Segments

We are segmenting our customers based on geography (i.e. city and region), orientation (business or personal), and degree of intention (i.e. likelihood of wanting to use the system). Within each of these broad categories there are several sub-segments, each requiring a unique way to engage.

2.2.9 Employees

As of June 1, 2015, we have one employee and the remainder of our people as contractors. Most of our executives, IT development team, and support staff are working for us as contractors. We have approximately 20 people on our

team who work on a part- and full-time basis. After this round of financing, we expect that many of our contractors will become employees of our company. We consider our relations with our people, whether employees or contractors, to be good and we view our people as an important competitive advantage. Our management team members have significant expertise within their knowledge domains, each with over 20 years of experience.

2.2.10 Sales and Marketing

We plan to reach our users through our four primary marketing activities, namely conference sponsorship, channel partnerships, media and social media marketing, and viral marketing. We plan to turn our users into active users and then into revenue-generating users through a set of activities that we have identified and will validate for effectiveness.

Channel Partnership

We plan to work with organizations like the Chambers of Commerce, Rotary clubs, and associations in order to motivate them to create a Community on IntroJunction and prompt their members to join IntroJunction. We plan to reach the channel partners through our business development staff.

Viral Marketing

We plan to motivate our users to share their postings with their networks of contacts and as a result we anticipate that we will secure new users. We are aiming to create a frictionless process to make it very simple for people to share and join naturally, even without going through the thinking process of whether they should prompt their network to join IntroJunction.

Conference Sponsorship

We plan to sponsor regional (and national) conferences to further prompt users from nearby cities to join IntroJunction. We plan to work with the conference organizers in order to help their conference be more successful as we would help their conference attendees be more successful. We plan to reach the conference organizers through our business development team and manage the conference sponsorship activities through our temporary teams in each city.

Media and Social Media Marketing

Once we reach a sufficient base of users within a city, we plan to reach out more broadly to other within the city through our media and social media campaign, focused on social impact and citizenship. We may offer our users incentives, such as free thank-you cards for their friends, when they join.

2.2.11 Product Development

We expect that the demand for our technology service will be influenced by the ease and usefulness of the service; the variety, quality, and price of the physical products that we will ship; and the availability and quality of our customer service. We have made assumptions, which still need to be verified, as to how different users groups will use our service. Based on market feedback, we plan to iterate our technology, product line, services, and pricing.

We have a high-level product development roadmap for the next 3-5 years. We plan to reprioritize the roadmap periodically as new market and user information becomes available.

2.2.12 Technology

Overview

IntroJunction is being designed with a view to support extremely large data sets, deep and complex analytics, user communities measured in the tens of millions, and multiple simultaneous running services – all while maintaining high speed response times on both desktop and mobile devices. These core tenets have been in place since product inception, and are key to supporting continued expansion into new areas and markets.

Network Access & Security

All sensitive information processed through our servers is encrypted, password protected and stored securely. Our application follows industry standard firewalls, intrusion detection and prevention systems and access control lists as well as other methods. All security services are maintained on a regular basis by our staff as well as our certified data center providers. We employ industry standard, centrally controlled anti-virus packages and intrusion prevention systems that are updated on a continual basis.

2.2.13 Operations

We physically host our cloud solution in secure data center facilities managed by and leased from Amazon or like services. These facilities feature redundant and fault-tolerant systems for power, cooling and Internet connectivity. In addition, the data centers are continuously staffed with security officers and often feature video surveillance and bullet-resistant entrances equipped with biometric access controls. These facilities and our agreements with our providers can be scaled depending on our specific needs.

We intend to provide our thank-you card and gift card publications and manufacturing in physical locations in metro-Vancouver.

2.2.14 Competition

Overview

We do not believe that any specific competitor offers the distinct value proposition that we plan to provide and the capabilities that we plan to offer, but we do face competition from how people do things today, specifically status quo – i.e. email, networking, and phone calls. We believe that our biggest competition is to change people's habits from how they do things today to using IntroJunction.

Customer Problem

We believe the problem is that people who want to help their friends and contacts can't help them, because many people don't know what all of their friends and contacts want. At the same time, most of our friends and contacts don't know what we want, so we can't get their help. At the heart of it, this is a communication problem; and we believe that it isn't being adequately solved by social media, marketplace, or referral platforms.

Competitors

We believe that social media platforms, particularly those focused on the business users, are performing sub-optimally in solving the customer problem. Almost all of the social media companies are focused on getting people to start a conversation and share articles and pictures with each other.

We believe that marketplace platforms are also sub-optimum solutions to solving the customer problem. There are dozens and dozens of marketplaces that people can access on their smart phone and see other user reviews, but many people still reach out to their friends and contacts first for opinion and recommendations.

We believe that referral platforms are almost completely useless. They help companies advertise their services by saying “my company will give you a carrot when you do X.” This, in our opinion, makes little common sense, because the overwhelming majority of people don’t give a referral because they want a carrot; they do it because they want to help a friend. For many users it is about recognition and building good will, not about the carrot. The carrot does work relatively well for the dealer or broker relationships, which are a much smaller percentage of the referral market.

Competition

We believe our biggest competition is the status quo, the way people do things today, mainly by email, phone, and meetings.

We think that Facebook was in a similar position to us when they started. They had to change people’s habits, namely to start sharing photos and stories via Facebook, instead of sending group emails, conversations over coffee, and telephone calls.

We expect that within some user groups, it will take more time to have them change their habits away from the status quo, while within other user groups this may be less of a challenge. We are in the process of validating these assumptions.

2.2.15 Intellectual Property

We intend to protect our proprietary products and technology through a combination of patents, copyrights, trademarks, trade secret laws and contractual provisions.

Our user agreement imposes restrictions on our customers’ and partners’ ability to use the technology, such as prohibiting reverse engineering, limiting the use of software copies and restricting access and/or use of our source code.

We also seek to avoid disclosure of our intellectual property and proprietary information by requiring our employees and consultants to execute non-disclosure and assignment of intellectual property agreements. Such agreements also require our employees and consultants to assign to us all intellectual property developed in the course of their employment or engagement. We also utilize non-disclosure agreements to govern interactions with business partners and prospective business partners and other relationships in which disclosure of proprietary information may be necessary.

Our software includes software components licensed from third parties including open source software. We believe that we follow industry best practices for using open source software and that replacements for this third-party licensed software are available either on an open source basis or on commercially reasonable terms.

We hold a number of unregistered trade-marks, service marks and domain names that are used in our business.

2.2.16 Facilities

We operate from our corporate offices in Vancouver (Suite 300, 1090 Homer Street, Vancouver, BC) and Edmonton (Suite 3400, 10180 101 Street, Edmonton, Alberta) where we use shared office spaces. As our office space needs increase, we can very quickly add additional office spaces that may be available at the same location or one of the other locations that our office leasing vendor offers.

2.3 Development of Business

Over the past two years, we have made substantial investments in and have significantly evolved our business and revenue models; better clarified market-product fit; evolved our approach to market, strategy, and execution plans; and built our technology. We had two significant challenges, namely 1) not having had sufficiently crystalized our thinking about the customer problem and our solution to it (i.e. product-market fit); and 2) not having had the right people and vendors to build quality high-performing product for us, resulting in us decommissioning our previous technology. We have since evolved our thinking, and our approach to market, strategy, and execution plans. We now have a highly talented, capable, and experienced technology team developing our technology.

One of our most significant successes includes building relationships with and receiving the support of senior advisors; building strong relationships with technology partners; and building a network of experts consultants and advisors who are helping us succeed in different ways. These relationships, partnerships, and network will help us expand and grow at a much faster pace. We have also received a \$100,000 grant from IRAP, a federal government organization that supports Canada's most innovative companies.

2.4 Long Term Objectives

There are many events that must occur in order for us to reach our long-term objectives. There is a possibility that we may pivot and modify our direction to better meet customer and investor demands. There are a number of events that we anticipate that we must accomplish on a continuous basis in order to achieve our long-term objectives, namely:

Recruiting, retaining, and motivating the best team

We expect to grow the company to approximately 200 FTE, some of whom will be staff and some of whom will be contractors. The effectiveness and efficiency of our people will directly impact the effectiveness and efficiency of the results that we expect to achieve. As such recruiting, retaining and motivating our team in the best way possible is critical to the success of our company. We have planned for a very robust recruiting process; have planned numerous short-, medium-, and long-term retention activities; and we are motivating our people with clear role objectives, measures, and incentives programs to motivate them. These are expected to be ongoing activities and our cost estimates are identified by role and business area in our Financial Projections.

Developing products and services that people would want to use and buy

The basis of our company is developing products and services that our users want to use and buy. Continuous market feedback and our ability to effectively and efficiently iterate our products and services as well as the way we deliver them will be critical to our success. This is an ongoing activity and we are building our entire product and service roadmap around our customer expectations and experience. The cost estimates are identified in our Financial Projections.

Building technologies that we can maintain and scale efficiently

We anticipate that we will have a large number of users and transactions. High usage will require us to scale our technology and business model effectively and efficiently in order to meet our users' expectations. Our inability to scale and maintain our technology efficiently may reduce our long-term capabilities. As such, scaling effectively is an area that we need to manage effectively and efficiently. We also have a high-level scaling execution plan that provides a roadmap to scaling needs to tens of millions of users and transactions. We expect that we will need to invest more R&D in this area as our needs grow. This is an ongoing activity and our cost estimates are identified in our financials.

Marketing our products and services at a cost that we can afford

Our success is largely dependent on our ability to secure users, active users, and revenue-generating users at costs that are lower than our sales costs. Our ability to be effective and efficient with our marketing programs is critical to our success. We will need to consistently measure, improve, and innovate the ways we market our products and services in order to succeed. The cost estimates are identified in our Financial Projections.

Raising capital and generating revenue to grow quickly

We believe that rapid growth, more than any other factor, will generate value for us in the short-, the medium, and the long-term. We also believe that if we grow slowly our products and services will not be very valuable for our users. To grow quickly, we need funds from investment and operating activities. As such, our success will likely depend on our ability to raise or generate funds in a timely manner. This is an ongoing activity and is expected to capture a significant portion of our top management teams' focus. The estimated cost will be a portion of the senior management's compensation. We will also be paying a portion of the proceeds (i.e. 6-10%) to brokers who help us find investors.

Manage our operations and financial risks

We intend to grow quickly and plan to manage our operations and financials efficiently and effectively, in order to generate the best results at the lowest costs and risks. Our risk management costs will increase as our operation become more complex and as the volume of activities increase. We intend to hire part- or full-time VP Risk, IT Privacy and Risk experts, operation (i.e. SOX) risk experts, and more frequent audit. We are taking steps to reduce the complexity of our operation and are putting in place checks and balances, while assessing the cost of the risk against the benefits of reducing the risks. Risk management is an ongoing activity and the estimated costs are identified in our Financial Projections.

2.5 Short Term Objectives and How We Intend to Achieve Them

Our short-term operational objectives over the next 12 months are to:

Complete the development of the first iteration of our technology platform

We are expecting to have a minimum viable product ready by October 30, 2015 at a cost of \$250,000 plus taxes. We have a product roadmap in place and we are expecting to periodically reprioritize the services, features, and functionalities on the roadmap to better meet customer expectations. The costs related to our other R&D activities are identified in our Financial Projections.

Test our marketing programs and validate our key assumptions

We are planning to secure users, active users, and revenue-generating active users through our four primary marketing programs. Our assumptions of cost and results of these programs are based on our own analysis and discussions with our advisors. We intend to test and validate our assumptions of the marketing programs before finalizing our decisions as to how we will invest our marketing budget. We anticipate that it will cost up to \$500,000 to test the marketing programs and validate a portion of our assumptions. The cost related to our marketing programs is identified in our Financial Projections.

Complete the filing of our provisional IP applications

We are expecting to file provisional IP applications for eight innovations. Alongside with this, we intend to ensure that all employees and contractors have executed on confidentiality, non-competition, and IP assignment agreements. We expect this to be completed by June 30, 2015 and expect that it will cost us an additional \$25,000.

Raise sufficient funds to operate our business

Pending the results of our marketing programs, we anticipate needing up to \$5 million over the next 18 months to further develop our technology, build our team, and implement our marketing programs. We have budgeted a commission of up to 10% of proceeds as introduction fees to the introducing parties or brokers. Additionally, we expect a portion of our management's time to be focused on raising funds from investors; and the remainder of their time is to help generate funds from operations.

Identify and engage the best people that we would need for our business

Our people, employees and contractors alike, will help us be more effective and efficient. We intend to grow our business at a significant pace and need the help of many people. We will continuously be looking for and engaging internal and external candidates. This is an ongoing activity and is part of our management team's roles and responsibilities.

Continue to work with IRAP, our SR&ED advisor, and others to secure additional grant funding for our R&D and business efforts

We have received grant funding and plan to apply for additional funding. We are planning to apply for IRAP, SR&ED, and other government program funding.

2.6 Insufficient Funds

We have no assurance that we will raise sufficient funds from this Offering to accomplish our proposed objectives and there is no assurance that alternative financing will be available. If we secure less funds than expected we will adjust our plans, to the extent possible, to lower our investments and costs.

2.7 Material Agreements

We have numerous agreements in place with lawyers, consultants, and contractors to provide services in the normal course of business. We have one significant and material agreement in place with Lift Interactive.

2.7.1 Lift Interactive (Lift)

Lift is a boutique technology consulting firm with significant experience in developing web applications. They are helping us develop our technology and have supported us to identify a number of patent-worthy innovations. . Most of our existing development efforts are being managed by Lift. Lift's senior people are taking the role of Acting VP of Engineering. We plan to expand our relationships with Lift and are planning four other R&D projects at a high-level cost estimate of \$250,000 per project. The detailed project scope will be clarified as we get closer to starting the project and is expected to change as we secure more market feedback. Furthermore, we intend to engage Lift to support our ongoing IT and operation activities, as our outsourcing vendor. We are in ongoing discussions with Lift regarding the pricing of projects and services. All intellectual property will belong to IntroJunction. All significant expenses or hires will need to be approved by IntroJunction. Lift's team is also receiving share options from IntroJunction. All of the IP that is developed by Lift and their people belong to IntroJunction.

3. Interests of Directors, Management, Promoters and Principal Holders

3.1 Compensation and Securities Held

The table below provides information about each director, officer and promoter of IntroJunction and each person who, directly or indirectly, beneficially owns or controls 10% or more of any class of voting securities of IntroJunction (a "principal holder"). If the principal holder is not an individual, a note to the table is added with the name of any person that, directly or indirectly, beneficially owns or controls more than 50% of the voting rights of the principal holder. Compensation includes any form of remuneration including cash, shares and options.

Name and municipality of principal residence	Positions held (e.g., director, officer, promoter and/or principal holder) and the date of obtaining that position	Compensation paid by IntroJunction or related party in the most recently completed financial year and the compensation anticipated to be paid in the current financial year	Number, type and percentage of securities of the issuer held after completion of min. offering	Number, type and percentage of securities of the issuer held after completion of max. offering
Mike Nabavi, West Vancouver	President, CEO and Director	No compensation paid between 2011/07/19 to 2014/12/31		See notes below

	Position obtained since 2011/07/19	Expected compensation to be paid in 2015 is \$150,000	See notes below	
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Notes to table above: Sretsam Family Trust owns 99.99% of the shares of IntroJunction. Mike Nabavi, also known as Mahbod Shobiri-Nabavi, is the sole trustee of Sretsam Family Trust.

3.2 Management Experience

The table below identifies the principal occupations of the directors and executive officers over the past five years as well as a description of any relevant experience.

Name	Principal occupation and related experience
<p>Mike Nabavi Director & CEO</p>	<p>Mike has been working full-time as the CEO of IntroJunction since its inception. Prior to IntroJunction Mike was a strategy & operations consultant for Deloitte and also worked independently.</p> <p>Mike has helped many organizations identify market opportunities, align their business unit strategies with their corporate strategy, and better clarify how they create and measure value.</p> <p>Some of Mike’s consulting projects include updates and recommendations to Alberta Health Services regarding their five-year strategic IMIT strategy (\$500 million annual budget), assessment and improvement recommendation of a funding model for Alberta Ministry of Children Services on how to better divide \$700 million of annual budget between regional delivery groups, SOX audit related to possible discrepancies of over \$10 million of payroll costs for a large public company, order-to-pay process improvement for a very large construction company, value realization framework and methodology for ATB Financial (Canada’s 6th largest bank), and many other similar projects.</p>
<p>Tim Sloan Acting VP Engineering</p>	<p>Tim and his team of engineers at Lift Interactive have been building web and mobile applications for small companies, large enterprise, and government, some with very complicated requirements, for over a decade. User experience, beautiful design, and IT architecture are at the core of the applications Tim and his team of engineers build.</p>

Name	Principal occupation and related experience
Afshin Ardalan VP Operations	Afshin is a serial entrepreneur, a senior consultant, and a professional manager. Over the past 5 years, Afshin has been advising his consulting clients with issues of strategy, operations, and growth. Afshin has also built a financial services company. Previously, Afshin owned a small business and prior to that he established and managed country offices for several multinational companies in Europe, Asia, and Australia.
Bill Severs Acting VP Business Development	Bill is a sales leader with over 30 years of experience. Bill and his team have sold in numerous industries (e.g. technology, financial, telecomm, and education). Note: We are in discussions with Bill to lead our strategic business development activities.
Greg Springate Acting VP Finance	Greg is a consultant and an educator. As a consultant and as a Chief Financial Officer, Greg has helped numerous \$5-\$100 million revenue companies tweak or significantly evolve their accounting system, organizational structure and business to better manage their operations and risks. As an educator, Greg also teaches accounting and finance to university students.

Also see our business risks related to our people in Section 8.1.

3.3 Penalties, Sanctions and Bankruptcy

3.3.1 Bankruptcies

None of our directors or executive officers or shareholders holding a sufficient number of securities to materially affect control of IntroJunction has, within the 10 years prior to the date of this offering memorandum, become 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, been a director or executive officer of any company, 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.

3.3.2 Penalties or Sanctions

None of our directors or executive officers or shareholders holding a sufficient number of securities to materially affect control of IntroJunction has: (i) 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 (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

3.3.3 Conflicts of Interest

To the best of our knowledge, there are no known existing or potential conflicts of interest among us and our directors, officers or other members of management. As a result of their outside business interests some of our directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to us and their duties as a director or officer of such other companies.

Tim Sloan, Acting VP Engineering is Lift Interactive's employee, the company that is developing our technology. A conflict of interest may arise if Lift focuses on increasing profits for its company at a detriment to IntroJunction. We are partially mitigating this conflict of interest by having Lift's shareholders to directly and indirectly invest a substantial sum of money in IntroJunction. Furthermore, IntroJunction has offered share options to Lift's employees working on our technology.

3.4 Indebtedness of Directors, Executive Officers and Employees

None of our directors, executive officers, employees, former directors, former executive officers or former employees, and none of their associates, is indebted to us or another entity whose indebtedness is the subject of a guarantee, support agreement, letter of credit or similar agreement or understanding provided by us, except for routine indebtedness as defined under applicable securities legislation.

4. Capital Structure

4.1 Share Capital

The table below provides information about outstanding securities of IntroJunction, including options, warrants and other securities convertible into shares.

Description of Security	Number Authorized to be Issued	Price per Security	Number Outstanding as at June 1, 2015	Number Outstanding After Min. Offering	Number Outstanding After Max. Offering
Share Option	167,917	\$2.88	167,917	167,917	167,917

The Share Options have been awarded to management, contractors, lawyer, and advisors who have delivered services in exchange for Share Options.

4.2 Long Term Debt Securities

The table below provides information about outstanding long-term debt of IntroJunction and details the portion of the debt due within 12 months of the date of the offering memorandum.

Description of long term debt (including whether secured)	Interest rate	Repayment terms	Amount outstanding at June 1, 2015
No debt	n/a	n/a	\$ n/a

4.3 Prior Sales

The table below provides information about any securities of the class being offered under the offering memorandum, or convertible or exchangeable into the class being offered under the offering memorandum, within the last 12 months.

Date of issuance	Type of security issued	Number of securities issued	Price per security	Total funds received
November 17, 2014	Class A Common (A3)	44,617	\$2.875	\$128,274
December 1, 2014	Class A Common (A4)	8,696	\$2.875	\$25,000
February 26, 2015	Class A Common (A5)	17,361	\$2.88	\$50,000
February 26, 2015	Class A Common (A6)	8,681	\$2.88	\$25,000
February 27, 2015	Class A Common (A7)	3,472	\$2.88	\$10,000

Note:

- There have been no securities of the same class issued in exchange for assets or services.

5. Securities Offered

5.1 Terms of Securities

5.1.1 Voting Rights or restrictions on voting.

The Offering is for Class A Common Shares. These are voting shares.

5.1.2 Conversion rights and exercise price

We anticipate undertaking an equity financing transaction to raise up to CAD \$5,000,000 (a “Qualified Financing”) to sell and issue non-assessable shares of the Company (the “Next Financing Securities”). In the event of the closing of a Qualified Financing, the Purchaser shall have the right to require the Subscribed Shares be exchanged for Next Financing Securities concurrently with the closing of a Qualified Financing (the “Share Exchange”) at a price per share equal to the price per share paid by the subscribers under the Qualified Financing and otherwise on the same terms and conditions as those agreed to between the Company and the subscribers under the Qualified Financing. The Company agrees to provide a notice of the Qualified Financing no later than 14 days prior to the closing of the Qualified Financing.

5.1.3 Rights of redemption or retraction

In the event that a Shareholder breaches the terms of confidentiality section 2.7 or section 2.8 of the Shareholder Agreement (i.e. confidentiality and non-competition sections), or at any time directly or indirectly limits the Company’s ability to raise new funds or use the funds raised by the Company through its financing activities, even if and to the extent such Shareholder is granted rights limiting the Company’s rights in this regard, then the Company shall have the right to redeem (the “Redemption Right”) all or a portion of the Shares purchased by such Shareholder (as the same may be consolidated or subdivided from time to time) (the “Redeemed Shares”) for an amount (the “Redemption Amount”) lower of the 75% or the original price per Share paid for by such Shareholder

or 75% of the then selling price per share. The Company shall have the right to exercise its Redemption Right prior to the seventh (7th) anniversary of the date of the purchase of the Redeemed Shares. In the event the Company exercises its Redemption Right, the Company shall provide the Shareholder with a written notice (the “Redemption Notice”) setting out the number of Shares the Company will redeem, and the date the Redemption Amount will be paid, such date to be no later than the seventh (7th) anniversary of the date of the purchase of the Redeemed Shares.

As of the delivery of the Redemption Notice, such Shareholder receiving the Redemption Notice hereby irrevocably appoints the CEO of the Company (“Voting Trustee”) as his or its true and lawful attorney and proxy holder, for him and in his name, place and stead in respect of the Redeemed Shares to attend, act and vote for and on behalf of the Shareholder at all meetings of the shareholders of the Corporation at which the holder of the Shares is entitled to be present and vote and to execute all documents required to give effect to all agreements or documents that all holders of such Shares in the capital of the Company are required from time to time, including in connection with the sale of the Redeemed Shares or assets of the Company, or any other similar matter requiring approval or signature of the Shareholder. The powers set out herein are coupled with an interest, are irrevocable and, unless this Agreement is terminated, will survive death, incapacity or bankruptcy.

In respect of the Redeemed Shares, such Shareholder shall acknowledge and confirm the sale of the Redeemed Shares by executing such assignment and transfer agreement as the Company may reasonably require. If such Shareholder fails to execute that assignment and transfer within seven (7) days after delivery to the Shareholder, then any designated officer of the Company shall be entitled to execute that assignment and transfer as attorney and agent for such Shareholder. Such Shareholder hereby irrevocably constitutes and appoints any designated officer of the Company as his true and lawful attorney with full power of substitution in his name and on his behalf in accordance with the Power of Attorney Act (British Columbia), with no restriction or limitation in that regard, to execute and deliver all such agreements and documents as may be necessary to transfer the Redeemed Shares to the Company pursuant to the exercise of the Redemption Right by the Company.

5.1.4 Share exchange rights

Each Investor has the right to exchange the Shares for such other class of shares of the Company issued at the next equity financing of the Company raising proceeds of no less than CAD\$5,000,000 million (“**Qualified Financing**”) and on the same terms as the terms applicable to the investors in the Qualified Financing.

5.1.5 Dividend Policy

We have not paid dividends to our shareholders to date. We do not currently anticipate paying cash dividends on our Common Shares in the foreseeable future. Our current policy is to retain cash flows to finance the development and enhancement of our software and to otherwise reinvest in our business. The declaration and payment of dividends on our Common Shares is at the discretion of our Board of Directors and is also subject to obtaining prior written consent from the BC Ministry of International Trade and in accordance with the terms of our existing agreement as an Eligible Business Corporation. Our dividend policy will be reviewed from time to time by our Board of Directors in the context of our earnings, financial condition and other relevant factors.

5.2 Subscription Procedure

To purchase shares, the Subscriber should deliver to the Company the executed “Subscription for Common Shares” agreement by mail or in person to Suite 300, 1090 Homer Street, Vancouver, BC, V6B 2W9 or at any other location coordinated between the Subscriber and one of IntroJunction’s executives and payment prior to each Closing Date. Payments can be made by way of certified cheque, bank draft, or wire-transfer.

The funds will be held for two days in trust, and the Subscriber may cancel its subscription within two days after delivering the subscription agreement without any penalties or fees.

Within five business days, IntroJunction will issue share certificate to the Subscriber and will email the same to the Subscriber’s email address. Additionally, within five business days, IntroJunction will register eligible Subscriber’s investment with the BC Ministry of International Trade. The BC government will then process the registration to issue a tax certificate for 30% tax credit or cash.

Funds from Third-Party

If the Subscriber is planning to pay for a portion of the shares from funds received by a third-party, then we will require a copy of the executed agreement between the Subscriber and the third-party.

Investment within RRSP

If the Subscriber would like to subscribe to shares within his or her RRSP account, IntroJunction will forward a set of account opening documents from Pacific Western Trust, the registered RRSP trustees, to be completed by the Subscriber. Once Subscriber’s account with Pacific Western Trust has been opened, on behalf of the Subscriber, we can register Subscriber’s shares in their RRSP account with Pacific Western Trust.

Alternatively, the Subscriber may transfer funds from his/her existing RRSP with another financial institution into their self-directed RRSP account with Pacific Western Trust towards the purchase of IntroJunction investment

6. Income Tax Consequences and RRSP Eligibility

The summary sections below are of a general nature only and are not intended to be, nor should they be construed to be, legal or tax advice to any particular holder. Accordingly, holders are urged to consult their own tax advisors about the specific tax consequences to them of acquiring, holding and disposing of Common Shares.

6.1 British Columbia Tax Credit

If the Subscriber is an Eligible Investor or a VCC, the subscriber will receive 30% of their investments by way of tax credits and/or cash from the BC government.

If the Subscriber is an Eligible Investor or VCC, the Company represents, warrants and covenants to and with the Subscriber (and acknowledges that the Subscriber is relying thereon) that the Company qualifies as an eligible business corporation (“EBC”) and eligible small business (“ESB”) pursuant to the SBVC Act.

If the Subscriber is an Eligible Investor, the Company represents, warrants and covenants to and with the Subscriber (and acknowledges that the Subscriber is relying thereon) the Company shall apply for a B.C. Tax Credit certificate on behalf of the Subscriber in respect of the Subscribed Securities, or any security arising from the conversion or exercise thereof (other than a Subscriber which is a VCC) pursuant to the SBVC Act and upon the written request of the Subscriber and the completion by the Subscriber of the Share Purchase Report.

6.2 RRSP Eligibility

IntroJunction is an eligible investment for the purposes of retirement savings plans (RRSP) and registered tax free saving accounts (TFSA). Western Pacific Trust in Vancouver, BC is federal government approved RRSP and TFSA trustee. As such, an eligible investor may invest in IntroJunction through their RRSP account, thereby receiving the benefits that normally accrue to the investor by investing in their RRSP.

6.3 Income Tax Considerations

The following is a general summary of the principal Canadian federal income tax considerations under the Income Tax Act (Canada) and the regulations thereunder (the "Tax Act") that are generally applicable to a holder who for the purposes of the Tax Act and any applicable income tax treaty or convention, and at all relevant times, is or is deemed to be a resident of Canada, who acquires Common Shares pursuant to the Offering and who beneficially owns Common Shares as capital property, and deals at arm's length with, and is not affiliated with, the Company (a "Resident Holder"). The Common Shares will generally be considered to be capital property for this purpose unless either the Resident Holder holds (or will hold) such Common Shares in the course of carrying on a business, or the Resident Holder has acquired (or will acquire) such Common Shares in a transaction or transactions considered to be an adventure or concern in the nature of trade. A Resident Holder whose Common Shares might not otherwise qualify as capital property may, in certain circumstances, be entitled to make an irrevocable election pursuant to subsection 39(4) of the Tax Act to treat its Common Shares and every other "Canadian security" (as defined in the Tax Act) owned by such Resident Holder as capital property in the taxation year of the election and in all subsequent taxation years. Such Resident Holders should consult their own tax advisors as to whether an election under subsection 39(4) of the Tax Act is available and/or advisable in their particular circumstances.

This summary is not applicable to a holder: (i) that is a non-resident of Canada for purposes of the Tax Act; (ii) that is a "financial institution" as defined in the Tax Act for purposes of the mark-to-market rules; (iii) an interest in which would be a "tax shelter investment" as defined in the Tax Act; (iv) that is a "specified financial institution" as defined in the Tax Act; (v) that reports its "Canadian tax results" (as defined in the Tax Act) in a currency other than Canadian currency; or (vi) that has entered or will enter into a "synthetic disposition arrangement" or "derivative forward agreement" (as such terms are defined in the Tax Act) with respect to the Common Shares. Any such holder to which this summary does not apply should consult its own tax advisor.

This summary is based upon the current provisions of the Tax Act and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency. The summary also takes into account all specific proposals to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "Tax Proposals"), and assumes that all such Tax Proposals will be enacted in the form proposed. No assurance can be given that the Tax Proposals will be enacted in the form proposed or at all. This summary does not otherwise take into account or anticipate any changes in law,

administrative policy or assessing practice, whether by way of legislative, regulatory, judicial or administrative action or interpretation, nor does it address any provincial, territorial or foreign tax considerations.

Dividends on Common Shares

Dividends received or deemed to be received on Common Shares by a Resident Holder who is an individual (other than certain trusts) must be included in income and will be subject to the gross-up and dividend tax credit rules normally applicable under the Tax Act to taxable dividends received from taxable Canadian corporations. The Company may designate all or a portion of such dividends as “eligible dividends”, which will be subject to an enhanced gross-up and dividend tax credit regime in accordance with the rules in the Tax Act. The Company will notify its shareholders of any such designations at the appropriate times. There may be limits on the ability of the Company to designate dividends as eligible dividends. The amount of the dividend received by an individual (other than certain trusts), but not the amount of the gross-up, may be subject to alternative minimum tax.

Dividends received or deemed to be received on Common Shares by a Resident Holder that is a corporation must be included in its income and will generally also be deductible in computing its taxable income. A Resident Holder that is a “private corporation” or a “subject corporation” (each as defined in the Tax Act) may be liable under Part IV of the Tax Act to pay a refundable tax at a rate of 33 $\frac{1}{3}$ % on dividends received or deemed to be received on Common Shares to the extent such dividends are deductible in computing the Resident Holder’s taxable income. This tax will generally be refunded to the Resident Holder at a rate of \$1.00 for every \$3.00 of taxable dividends paid while it is a private corporation or a subject corporation.

Dispositions of Common Shares

A disposition, or a deemed disposition, of a Common Share (other than to the Company) by a Resident Holder will generally give rise to a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Common Share exceed (or are less than) the total of the adjusted cost base of the Common Share to the Resident Holder and any reasonable costs of disposition. For this purpose, the adjusted cost base to a Resident Holder of a Common Share will be determined at any time by averaging the cost of such Common Share with the cost of all other Common Shares owned by the Resident Holder as capital property at that time, which cost shall include any reasonable acquisition expenses incurred by the Resident Holder.

Generally, one-half of any capital gain (a “taxable capital gain”) realized by a Resident Holder in a taxation year must be included in the Resident Holder’s income for the year. A Resident Holder is required to deduct one-half of any capital loss (an “allowable capital loss”) it realized in the year from its taxable capital gains realized in that year, and allowable capital losses in excess of taxable capital gains realized in a given year may be carried back and deducted in any of the three preceding taxation years, or carried forward and deducted in any subsequent year, from net taxable capital gains realized in such years (but not against other income) to the extent and under the circumstances described in the Tax Act. If the Resident Holder is a corporation, any capital loss realized on a disposition or deemed disposition of a Common Share may in certain circumstances be reduced by the amount of any dividends which have been received or which are deemed to have been received on the Common Share. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that owns shares, directly or indirectly through a partnership or a trust. Taxable capital gains realized by a Resident Holder who is an individual (other than certain trusts) may give rise to alternative minimum tax depending on the Resident Holder’s circumstances.

A Resident Holder that is throughout the year a “Canadian-controlled private corporation” (as defined in the Tax Act) may be liable to pay a refundable tax at a rate of 62/3% on its “aggregate investment income” (as defined in the Tax Act) for the year, including taxable capital gains from the disposition or deemed disposition of Common Shares.

7. Compensation Paid to Sellers and Finders

We plan to pay a cash compensation of 6-10% of the gross proceeds (the “Introduction Fee”) to any company or person that helps us sell our Common Shares in connection with this Offering. If more than one company and/or person are involved in helping us secure the same investor, we will equally divide the Introduction Fee amongst the parties.

Company management and other staff are not eligible to receive cash compensation, but may receive shares or share options in the same value. Share Options can be exercised at any time before or on a liquidation event.

8. Risk Factors

An investment in our Common Shares involves significant risks. Investors should carefully consider the risks described below and the other information elsewhere in this document, including our annual consolidated financial statements and related notes, before making a decision to buy our Common Shares. Additional risks and uncertainties not presently known to us or that we currently consider immaterial may also impair our business and operations and cause the price of our Common Shares to decline. If any of the following or other risks occur, our business, financial condition, results of operations and cash flows could be materially adversely impacted. In that event, the price of our Common Shares could decline and investors could lose all or part of their investment in our Common Shares. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks.

8.1 Risks Relating to our Business and Industry

If we are unable to attract and retain top talent for every area of our business, we will not be able to effectively and efficiently manage our business and revenue growth and profitability will be adversely affected.

To increase our revenue and to achieve and maintain profitability and growth, we must regularly add and develop our people, employees and contractors alike, with specific expertise and also form strong partnerships with companies that have the necessary expertise. We will continue to recruit the best expertise that we can find and will develop the people that we have. Our inability to recruit, retain, and develop our people or to secure the needed vendors and partnerships in a timely manner will adversely impact our ability to operate our business results, growth, and raise new financing, all of which can materially impair the price of Common Shares. Our business is highly dependent on key employees. We have identified a go-to-market team, but have not yet formalized employee and contractor agreements with all individuals. Loss of key employees and our inability to replace them in a timely manner will negatively impact operations, growth, and financial results.

If we fail to retain our key employees, our business would be harmed and we might not be able to implement our business plan successfully.

Given the complex nature of the technology on which our business is based and the speed with which such technology advances, our future success is dependent, in large part, upon our ability to attract and retain highly qualified managerial, technical, business development, and marketing personnel. Competition for talented personnel is intense, and we cannot be certain that we can retain our managerial, technical, business development, and marketing personnel or that we can attract, assimilate or retain such personnel in the future. Our inability to attract and retain such personnel could have an adverse effect on our business, results of operations and financial condition.

If we are unable to attract customers or sell products and services to our expected customers, our revenue growth and profitability will be adversely affected.

To increase our revenue and achieve and maintain profitability, we must regularly add new customers or sell additional products and solutions to our existing customers, which we plan to do. Numerous factors, however, may impede our ability to add new customers and sell additional solutions to our customers, including our inability to convert users of our service into paying customers, failure to attract and effectively train new business development and marketing personnel, failure to retain and motivate business development and marketing personnel, failure to develop relationships with channel partners or failure to ensure the effectiveness of our marketing programs. In addition, if prospective customers do not perceive our solutions to be of sufficiently high value and quality, we will not be able to attract the number and types of new customers that we are seeking.

We will derive a significant portion of our revenue from a relatively small number of users of our service, and our growth depends on our ability to retain those users and add revenue-generating users.

We expect to generate a significant percentage of our revenue from a relatively small percentage of our users, and the loss of those users could decrease our revenue and harm our current and future results of operations.

Loss of our revenue-generating customers or a failure to attract new revenue-generating customers could negatively affect our ability to market our solutions. We intend to rely on our reputation and recommendations from customers in order to promote our solutions. The loss of key customer groups, or a failure of some of them to stay on as customers, could have a significant impact on reputation and our ability to obtain new groups of customers.

We encounter long sales cycles with channel partners, which could have an adverse effect on the amount, timing and predictability of our revenue.

Our channel partnership will likely have lengthy sales cycles, which could extend from six to eighteen months and may in some instances take longer. Potential channel partners, particularly larger enterprises, often commit significant resources to an evaluation of available solutions and services and require us to expend substantial time and resources in connection with our sales efforts. The length of our sales cycles also varies depending on the type of channel partner and customer to which we are selling, the product and service being sold and customer requirements. We may incur substantial business development and marketing expenses and expend significant management effort during this time, regardless of whether we make a sale. Many of the risks relating to sales processes are beyond our control, including:

- our customers' budgetary and scheduling constraints;
- the timing of our customers' budget cycles and approval processes;
- our channel partner and customers' willingness to augment or replace their currently deployed software products; and
- general economic conditions.

As a result of the lengthy and uncertain business development cycles of our products and services, it is difficult for us to predict when channel partners and customers may agree to partner or purchase products or services from us, thereby affecting when we can recognize the associated revenue, and our results of operations may vary significantly and may be adversely affected. The length of our business development cycle makes us susceptible to having pending transactions delayed or terminated by our channel partner and customers if they decide to delay or withdraw funding for information technology, or IT, projects. Our customers may decide to delay or withdraw funding for IT projects for various reasons, including global economic cycles and capital market fluctuations.

We will rely significantly on repeated revenue from customers, which may decline or fail to be reoccur, and our future results of operations could be harmed.

In order for us to improve our operating results, it is important that our customers purchase multiple times from us when their initial free products and services is no longer available. Our customers have no obligation to repurchase and we cannot assure you that our customers will purchase from us at the same or higher levels of service, if at all. Sales of new products and services may decline or fluctuate as a result of a number of factors, including end customers' level of satisfaction with our software solutions; the performance and functionality of our software solutions and quality of our products; the availability, price or products and services, performance and functionality of products and services offered by our competitors; or reductions in our customers' spending levels. If our sales decline, our revenue and revenue growth may decline, and our business could suffer.

Downturns or upturns in new sales will not be immediately reflected in operating results and may be difficult to discern.

Some of the revenue we will report in each quarter is derived from recognition of deferred revenue relating to products sold in previous quarters. Consequently, a decline in new sales in any single quarter will likely only have a small impact on our revenue results for that quarter. However, such a decline will negatively affect our revenues in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our applications, and potential changes in our pricing policies or rates, may not be fully reflected in our results of operations until future periods.

In addition, a significant majority of our costs are expensed as incurred, while revenues are recognized over a number of quarters. As a result, increased growth in the number of our customers could result in our recognition of more costs than revenues in the earlier periods. Our pre-sale revenue model also makes it difficult for us to rapidly increase our revenues through additional sales in any period, as revenues from customers must be recognized over the future periods.

The funds we raise may be insufficient to operate our business.

We may not be able to raise sufficient funds through operations and financing to accomplish our business objectives or to service all of our financial commitments in a timely manner. If so, this may then cause us to sell our assets, including our Common Shares, at a discount thus adversely impacting customer and investor perception, materially impairing the value of our Common Shares.

Our quarterly results of operations may fluctuate. As a result, we may fail to meet or exceed the expectations of investors which could cause our share price to decline.

Our quarterly revenue and results of operations may fluctuate as a result of a variety of factors, many of which are outside of our control. If our quarterly revenue or results of operations fall below the expectations of investors, the price of our Common Shares could decline substantially. Fluctuations in our results of operations may be due to a number of factors, including, but not limited to, those listed below:

- demand for and market acceptance of our products;
- the mix of products and services sold during a period;
- the amount of professional services purchased by our customers;
- our ability to retain and increase sales to customers and to attract new customers;
- the timing of product deployment which determines when we can recognize the associated revenue;
- the timing and success of introductions of new solutions or upgrades by us or our competitors;
- the strength of the economy;
- changes in our pricing policies or those of our competitors;
- competition, including entry into the industry by new competitors and new offerings by existing competitors;
- network outages or security breaches; and
- the amount and timing of expenditures related to expanding our operations, research and development or introducing new solutions;

Due to the foregoing factors, and the other risks discussed in this document, you should not rely on quarter-to-quarter comparisons of our results of operations as an indication of our future performance.

We are subject to fluctuations in currency exchange rates.

We report our financial results in Canadian dollars, but a significant portion of our business will be conducted and invoiced in U.S. dollars. However, as we anticipate that our international business will grow, the percentage of our revenue received in foreign currencies will likely increase. Accordingly, we are subject to, and may increasingly be subject to, currency fluctuations that may, from time to time, affect our financial position and performance. Further, a significant amount of our expenses are paid in Canadian dollars and we expect a significant number of our raw products to be paid for in US dollars. As a result, we are exposed to currency risks on these transactions. Any fluctuation in the exchange rate of these currencies may negatively impact our business, financial condition and operating results.

We have incurred operating losses in the past and may incur operating losses in the future.

We began our operations in 2011. Throughout most of our history, we have experienced net losses and negative cash flows from operations. As of December 31, 2014, we had an accumulated deficit, most of which was absorbed by the founder's personal consulting company. We expect our operating expenses to increase in the future as we

expand our operations. Furthermore, as we professionalize our operations, we will incur legal, accounting and other expenses that we would not incur as a smaller start-up. If our revenue does not grow to offset these increased expenses, we will not be profitable. We cannot assure you that we will be able to achieve or maintain profitability. You should not consider projected revenue as indicative of our future performance.

If we are unable to develop new products and services, sell our solutions into new markets or further penetrate our existing markets, our revenue will not grow as expected.

The software industry is subject to rapid technological change. Our ability to attract new customers and increase revenue from existing customers will depend in large part on our ability to enhance and improve our solutions, to introduce new features and services in a timely manner, to sell into new markets and to further penetrate our existing markets. The success of any enhancement or new feature or service depends on several factors, including the timely completion, introduction and market acceptance of the enhancement or new feature or service. Any new feature or service we develop or acquire may not be introduced in a timely or cost-effective manner and may not achieve the broad market acceptance necessary to generate significant revenue. Any new markets into which we attempt to sell our solutions, including new vertical markets and new cities, countries or regions, may not be receptive. If we are unable to successfully develop or acquire new features, products or services, enhance our existing product or services to meet customer requirements, sell products and services into new markets or sell our product and services to additional customers in our existing markets, our revenue will not grow as expected. Moreover, we are frequently required to enhance and update our product and services as a result of changing standards and technological developments, which makes it difficult to recover the cost of development and forces us to continually qualify new features with our customers.

If we do not maintain the compatibility of our solutions with third-party applications that our customers use, demand for our solutions could decline.

Our solutions are intended be used alongside a wide range of other systems, such social media platforms, marketplace platforms, and customer relation management software applications used by our customers. If we do not support the continued integration of our solutions with third-party applications, including through the provision of application programming interfaces that enable data to be transferred readily between our solutions and third-party applications, demand for our solutions could decline, and we could lose sales. We will also be required to make our solutions compatible with new or additional third-party applications that are introduced into the markets that we serve. We may not be successful in making our solutions compatible with these third-party applications, which could reduce demand for our solutions. In addition, prospective customer and/or channel partners, especially large enterprise customers and/or channel partners, may require heavily customized features and functions unique to their business processes. If prospective customers require customized features or functions that we do not offer, then the market for our solutions will be adversely affected.

Our inability to adapt to rapid technological change could impair our ability to remain competitive.

The industry in which we compete is characterized by rapid technological change, frequent introductions of new products and evolving industry standards. Our ability to attract new customers and increase revenue from customers will depend in significant part on our ability to anticipate industry standards and to continue to enhance existing solutions or introduce or acquire new solutions on a timely basis to keep pace with technological developments. The success of any enhancement or new solution depends on several factors, including the timely

completion and market acceptance of the enhancement or new solution. Any new solution we develop or acquire might not be introduced in a timely or cost-effective manner and might not achieve the broad market acceptance necessary to generate significant revenue. If any of our competitors implements new technologies before we are able to implement them, those competitors may be able to provide more effective solutions than ours at lower prices.

We enter into product and service level agreements with all of our customers. If we fail to meet these contractual commitments, we could be obligated to provide credits or refunds for prepaid amounts related to unused services, which could adversely affect our revenues.

Our customer agreements typically provide broad customer-centric service level commitments. If we are unable to meet the stated service level commitments or suffer extended periods of unavailability for our products and services, we may be contractually obligated to provide these customers with service credits, refunds for service credits or we could face membership terminations. Our revenues could be significantly affected if we suffer unscheduled downtime that exceeds the allowed downtimes under our agreements with our customers. Any extended service outages could adversely affect our reputation, revenues and operating results.

Downturns in general economic and market conditions and reductions in spending may reduce demand for our solutions, which could negatively affect our revenue, results of operations and cash flows.

Recent events in the financial markets have demonstrated that businesses and industries throughout the world are very tightly connected to each other. Thus, financial developments seemingly unrelated to us or to our industry may materially adversely affect us over the course of time. Volatility in the market due to seemingly unrelated financial developments could hurt our ability to raise capital for the financing of acquisitions or other reasons. Potential price inflation caused by an excess of liquidity in countries where we conduct business may increase the cost we incur to provide our solutions and may reduce profit margins of products or services to customers. A reduction in credit, combined with reduced economic activity, may materially adversely affect businesses and industries that collectively constitute a significant portion of our customer base. As a result, these customers may need to reduce their purchases of our products or services, or we may experience greater difficulty in receiving payment for the products or services that these customers purchase from us. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on our business, operating results, and financial conditions.

Our ability to retain customers and attract new users and customers could be adversely affected by an actual or perceived breach of security relating to customer information.

Our operations involve the storage and transmission of the confidential information of many of our customers and security breaches could expose us to a risk of loss of this information, litigation, indemnity obligations and other liability. If our security measures are breached as a result of third-party action, employee error, malfeasance or otherwise, and, as a result, someone obtains unauthorized access to our customers' data, including personally identifiable information regarding users, damage to our reputation is likely, our business may suffer and we could incur significant liability. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target, we may be unable to prevent these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed and we could lose

potential sales and existing customers. Further, an actual or perceived security breach affecting one of our competitors or any other company that provides hosting services or delivers online applications, even if no confidential information of our customers is compromised, may adversely affect the market perception of our security measures and we could lose potential sales and existing customers.

If we fail to protect our intellectual property and proprietary rights adequately, our business could be adversely affected.

We believe that proprietary technology is one of the key variables to establishing and maintaining our leadership position. We seek to protect our intellectual property rights through trade secrets, copyrights, confidentiality, non-compete, nondisclosure and proprietary technology agreements, filing patent applications and seeking patent protection, trade-marks, domain names and other measures, some of which afford only limited protection. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our technology or to obtain and use information that we regard as proprietary. We may be required to spend significant resources to monitor and protect our proprietary rights, and we cannot assure you that our means of protecting our proprietary rights will be adequate or that our competitors will not independently develop similar or superior technology or design around our intellectual property. In addition, the laws of some foreign countries do not protect our proprietary rights to as great an extent as the laws of Canada. Intellectual property protections may also be unavailable, limited or difficult to enforce in some countries, which could make it easier for competitors to capture market share. Our failure to adequately protect and enforce our intellectual property and proprietary rights could adversely affect our business, financial condition and results of operations.

By enforcing and/or asserting our intellectual property rights, such as our patent rights, there can be no assurance that our patents would be held valid or enforceable by a court of competent jurisdiction or that a court would rule that the competitor's products or technologies constitute patent infringement.

Because intellectual property litigation, particularly software patent litigation, involves complex legal and factual questions, the issuance, scope, validity, and enforceability of patents cannot be predicted with certainty. Patents, if issued, may be challenged, invalidated or circumvented. If our patents were invalidated or found to be unenforceable, we would lose the ability to exclude others from making, using or selling the inventions claimed. Moreover, an issued patent does not guarantee the right to use the patented technology or commercialize a product using that technology. Third parties may have blocking patents that could be used to prevent us from using technology claimed in our own patents. Thus patents that we own may not allow us to exploit the rights conferred by its intellectual property protection.

Our solutions may appear complex and customers may experience difficulty using our service and products successfully or otherwise achieving the benefits attributable to our products.

Our products may require modification or customization and may need to be integrate with existing computer systems and software programs of our vendors and channel partners. This can be time-consuming and expensive for our channel partners and can result in delays in the implementation and deployment of our products. Furthermore, our implementation capacity may be constrained during periods of high demand. As a result, some channel partners may have difficulty implementing our products successfully or otherwise achieving the expected benefits of our

products. Delayed or ineffective implementation or upgrades of our software may limit our future sales opportunities, impact revenue, result in customer dissatisfaction and harm our reputation.

The markets in which we participate are highly competitive, and our failure to compete successfully would make it difficult for us to add and retain users and customers and would reduce or impede the growth of our business.

The markets for social media platforms, marketplace platforms, and referral platforms are increasingly competitive and global. We expect competition to increase in the future both from existing competitors and new companies that may enter our markets. Increased competition could result in pricing pressure, reduced sales, lower margins or the failure of our solutions to achieve or maintain broad market acceptance. We currently face, or may face in the future, competition from companies with social media, marketplace, referral, networking, and customer relation management platforms.

To remain competitive, we will need to invest continuously in software development, marketing, customer service and support and product delivery infrastructure. However, we cannot assure you that new or established competitors will not offer products and services that are superior to or lower in price than ours. We may not have sufficient resources to continue the investments in all areas of software development and marketing needed to maintain our competitive position. In addition, some of our competitors have longer operating histories, greater name recognition, larger customer bases and significantly greater financial, technical, sales, marketing and other resources than us, which may provide them with an advantage in developing, marketing or servicing new solutions. Increased competition could reduce our market share, revenue and operating margins, increase our operating costs and otherwise adversely affect our business.

Our growth is dependent upon the continued development of our direct sales force and follow-on marketing.

We believe that our future growth will depend on the continued development of our business development and marketing personal and their ability to effectively engage new channel partners and build key partnerships, particularly with large partners, and to manage our existing user and partner base. Our ability to achieve significant growth in revenue in the future will depend, in large part, on our success in recruiting, training and retaining a sufficient number of direct sales and marketing personnel. New business development and marketing personal require significant training and may, in some cases, take more than a year before becoming productive, if at all. If we are unable to hire and develop sufficient numbers of productive direct sales and marketing personnel, sales of our products and services will suffer and our growth will be impeded.

If we experience significant fluctuations in our rate of anticipated growth and fail to balance our expenses with our revenue forecasts, our results could be harmed.

Due to our evolving business model and the unpredictability of future general economic and financial market conditions, we may not be able to accurately forecast our rate of growth. We plan our expense levels and investment on estimates of future revenue and future anticipated rate of growth. We may not be able to adjust our spending quickly enough if the addition of new subscriptions or the renewal rate for existing subscriptions falls short of our expectations. As a result, we expect that our revenues, operating results and cash flows may fluctuate significantly on a quarterly basis. We believe that period to period comparisons of our revenues, operating results and cash flows may not be meaningful and should not be relied upon as an indication of future performance.

Interruptions or delays in the services provided by third-party data centers and/or internet service providers could impair the delivery of our solutions and our business could suffer.

We host our solutions with Amazon web services and other third-party infrastructure hosting services. All of our solutions reside on hardware owned or leased and operated by us in their locations. We do not have control over the operation of these facilities, although we do approve access to and manage our own network and servers. Our data center agreements provide for the renewal of such agreements in accordance with the terms of the applicable agreements but are subject to early termination in certain circumstances. If one or more of the data centers can no longer be leveraged, we might be required to transfer our servers and other infrastructure to new data center facilities, and we might incur significant costs and possible service interruption in connection with doing so.

Our operations depend on the protection of the equipment and information we store in these third-party data centers and which third-party internet service providers transmit against damage or service interruptions that may be caused by fire, flood, severe storm, earthquake, power loss, telecommunications failures, unauthorized intrusion, computer viruses and disabling devices, natural disasters, war, criminal act, military action, terrorist attack and other similar events beyond our control. A prolonged service disruption affecting our solutions for any of the foregoing reasons could damage our reputation with current and potential customers, expose us to liability, and cause us to lose customers from whom we receive recurring revenue or otherwise adversely affect our business. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the data centers we use.

We anticipate that our solutions will be accessed by a large number of users often at the same time. As we continue to expand the number of users and solutions available to our users, we may not be able to scale our technology to accommodate the increased capacity requirements, which may result in interruptions or delays in service. In addition, the failure of our third-party data centers or third-party Internet service providers to meet our capacity requirements could result in interruptions or delays in access to our solutions or impede our ability to scale our operations. In the event that our data center or third-party internet service provider arrangements are terminated, or there is a lapse of service, interruption of internet service provider connectivity, or damage to such facilities, we could experience interruptions in access to our solutions as well as delays and additional expense in arranging new facilities and services.

We may experience service failures or interruptions due to defects in the software, infrastructure, third-party components or processes that comprise our existing or new solutions, any of which could adversely affect our business.

Our products may contain undetected defects in the software, infrastructure, third-party components or processes that are part of the solutions we provide. If these defects lead to service failures after the introduction of a solution or an upgrade to the solution, we could experience delays or lost revenue during the period required to correct the cause of the defects. We cannot be certain that defects will not be found in new solutions or upgraded solutions, resulting in loss of, or delay in, market acceptance, which could have an adverse effect on our business, the results of operations and our financial condition. Any defect in our solutions, any disruption to our solutions or any error in execution could cause frequent revenue-generating customers to seek compensation or other relief from us, influencing potential customers from purchasing our solutions and harm our reputation.

We could be subject to litigation for actual or alleged mismanagement of any nature, which may require us to spend significant time and money in litigation or arbitration.

We do not currently maintain any litigation reserves. Defending a lawsuit, regardless of its merit, could be costly and divert management's attention and could cause our business to suffer. The insurance policy that we secure could deny coverage of a future claim that results from an error or defect in our technology or a resulting disruption in our solutions, or liability insurance might not be adequate to cover all of the damages and other costs of such a claim. Moreover, we cannot assure you that our liability insurance coverage would be available to us on acceptable terms or at all. The successful assertion against us of one or more large claims that exceeds our insurance coverage, or the occurrence of changes in our liability insurance policy, including an increase in premiums or imposition of large deductible or co-insurance requirements, could have an adverse effect on our business, financial condition and results of operations. Even if we succeed in litigation with respect to a claim, we are likely to incur substantial costs and our management's attention will be diverted from our operations.

An assertion by a third-party that we are infringing its intellectual property could subject us to costly and time-consuming litigation or expensive licenses which could harm our business.

The industries in which we compete are characterized by the existence of a large number of patents, copyrights, trade-marks and trade secrets and by frequent litigation based on allegations of infringement or other violations of intellectual property rights. As we seek to extend our solutions, we could be constrained by the intellectual property rights of others. In addition, our channel partner agreements may require us to indemnify our channel partners against certain liabilities they may incur as a result of our infringement of any third-party intellectual property. We might not prevail in any intellectual property infringement litigation given the complex legal and technical issues and inherent uncertainties in such litigation. Defending such claims, regardless of their merit, could be time-consuming and distracting to management, result in costly litigation or settlement, cause development delays or require us to enter into royalty or licensing agreements. Furthermore, if our solutions exceed the scope of in-bound licenses or violate any third-party proprietary rights, we could be required to withdraw those solutions from the market, re-develop those solutions or seek to obtain licenses from third parties, which might not be available on reasonable terms or at all. Any efforts to re-develop our solutions, obtain licenses from third parties on favourable terms or license a substitute technology might not be successful and, in any case, might substantially increase our costs and harm our business, financial condition and results of operations. If we were compelled to withdraw any of our solutions from the market, our business, financial condition and results of operations could be harmed.

The use of open source software in our products may expose us to additional risks and harm our intellectual property.

Our software makes use of and incorporates open source software components. These components are developed by third parties over whom we have no control. We have no assurances that those components do not infringe upon the intellectual property rights of others. We could be exposed to infringement claims and liability in connection with the use of those open source software components, and we may be forced to replace those components with internally developed software or software obtained from another supplier, which may increase our expenses. The developers of open source software are usually under no obligation to maintain or update that software, and we may be forced to maintain or update such software ourselves or replace such software with internally developed software or software obtained from another supplier, which may increase our expenses. Making such replacements could also delay enhancements to our products. Certain open source software licenses provide that the licensed software may be freely used, modified and distributed to others provided that any modifications made to such software, including the source code to such modifications, are also made available under the same terms and conditions. As a result, any modifications we make to such software will be available to

all downstream users of the software, including our competitors. In addition, certain open source licenses (“**Reciprocal Licenses**”) provide that if we wish to combine the licensed software, in whole or in part, with our proprietary software, and distribute copies of the resulting combined work, we may only do so if such copies are distributed under the same terms and conditions as the open source software component of the work was licensed to us, including the requirement to make the source code to the entire work available to recipients of such copies. The types of combinations of open source software and proprietary code that are covered by the requirement to release the source code to the entire combined work are uncertain and much debated by users of open source software. There is little or no legal precedent governing the interpretation of many of the terms of these licenses. An incorrect determination as to whether a combination is governed by such provisions will result in non-compliance with the terms of the open source license. Such non-compliance could result in the termination of our license to use, modify and distribute copies of the affected open source software and we may be forced to replace such open source software with internally developed software or software obtained from another supplier, which may increase our expenses. In addition to terminating the affected open source license, the licensor of such open source software may seek to have a court order that the proprietary software that was combined with the open source software be made available to others, including our competitors, under the terms and conditions of the applicable open source license. For those reasons we have instituted policies and practices which are intended to limit the use of open source software that is distributed under the terms of a Reciprocal License. However, many of the risks of open source software cannot be eliminated and could adversely affect our business.

Mergers or other strategic transactions involving our competitors or customers could weaken our competitive position, which could harm our results of operations.

Our industry is highly fragmented, and we believe it is likely that some of our existing competitors will consolidate or will be acquired. In addition, some of our competitors may enter into new alliances with each other or may establish or strengthen cooperative relationships, thereby limiting our ability to promote our products. Any such consolidation, acquisition, alliance or cooperative relationship could lead to pricing pressure and our loss of market share and could result in a competitor with greater financial, technical, marketing, service and other resources, all of which could have a material adverse effect on our business, results of operations and financial condition.

We may not receive significant revenue as a result of our current research and development efforts.

We intend to reinvest a large percentage of our revenue in research and development. Our investment in our current research and development efforts may not provide a sufficient, timely return. We make and intend to continue to make significant investments in software research and development and related product opportunities. Investments in new technology and processes are inherently speculative. Commercial success depends on many factors including the degree of innovation of the products developed through our research and development efforts, sufficient support from our strategic partners, and effective distribution and marketing. Accelerated product introductions and short product life cycles require high levels of expenditures for research and development. These expenditures may materially adversely affect our operating results if they are not offset by revenue increases. We believe that we must continue to dedicate a significant amount of resources to our research and development efforts in order to maintain our competitive position. However, significant revenue from new product and service investments may not be achieved for a number of years, if at all. Moreover, new products and services may not be profitable.

Because our long-term success depends, in part, on our ability to continue to expand the market reach of our solutions to users located outside of Canada, our business will be susceptible to risks associated with international operations.

We have limited experience operating in foreign jurisdictions. Conducting and launching operations on an international scale requires close coordination of activities across multiple jurisdictions and time zones and consumes significant management resources. We have a potential partner with presence in over 90 countries. Servicing this partner and all of its extended network may require significant management and research and development effort, which may not be sufficiently profitable, if at all. Our limited experience in operating our business outside of Canada increases the risk that our current and any future international expansion efforts will not be successful. Conducting international operations subjects us to new risks that, generally, we will not have faced in Canada, including:

- fluctuations in currency exchange rates;
- new and different sources of competition;
- unexpected changes in foreign regulatory requirements;
- longer accounts receivable payment cycles and difficulties in collecting accounts receivable;
- difficulties in managing and staffing international operations, including differences in labour laws;
- potentially adverse tax consequences, including the complexities of foreign value-added tax systems and
- restrictions on the repatriation of earnings;
- localization of our solutions, including translation into foreign languages and associated expenses;
- the burdens of complying with a wide variety of foreign laws and different legal standards, including laws and regulations related to privacy and data security;
- requirements for regional hosting of customer solutions and data, which may require additional capital expenditures necessary to set up new data centers;
- increased financial accounting and reporting burdens and complexities;
- political, social and economic instability abroad, terrorist attacks and security concerns in general; and reduced or varied protection for intellectual property rights in some countries.

The occurrence of any one of these risks could negatively affect our international business and, consequently, our results of operations generally. Additionally, operating in international markets can also require significant management attention and financial resources. We cannot be certain that the investment and additional resources required in establishing, acquiring or integrating operations in other countries will produce the desired levels of revenue or profitability.

From time to time, we may become defendants in legal proceedings as to which we are unable to assess our exposure and which could become significant liabilities in the event of an adverse judgment.

From time to time in the ordinary course of our business, we may become involved in various legal proceedings, including commercial, product liability, employment, class action and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause us to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on our business, operating results or financial condition.

We expect to be subject to taxation in various jurisdictions and the taxing authorities may disagree with our tax positions.

With planned operations and sales in various countries, we will become subject to taxation in Canada and several other jurisdictions around the world with increasingly complex tax laws, the application of which can be uncertain. The amount of taxes we pay in Canada and these other jurisdictions could increase substantially as a result of changes in the applicable tax principles, including increased tax rates, new tax laws or revised interpretations of existing tax laws and precedents, which could have a material adverse effect on our liquidity and results of operations.

Furthermore, there can be no assurance that we will not be subject to adverse consequences as a result of the Capital Reorganization or any related transactions, including increased tax liability. No ruling has been sought from the Canada Revenue Agency in respect of the income tax consequences associated with such transactions. In addition, the authorities in Canada and other jurisdictions could review our tax returns and impose additional tax, interest and penalties, which could have a material impact on us and the results of our operations. We participate in government programs with both the federal government, the Government of Alberta, and the Government of British Columbia that provide investment tax credits based upon qualifying research and development expenditures. These expenditures primarily consist of contractor fees and the salaries of the persons conducting the research and development and manufacturing activities. If these investment tax credits are reduced or eliminated, this may adversely affect our business, financial condition and results of operations. Although we are of the view that all expenses and tax credits we claim, including research and development expenses and related investment tax credits, are reasonable and deductible and have been correctly determined, there can be no assurance that the Canadian taxation authorities will agree. If the Canadian taxation authorities successfully challenge such expenses or the correctness of such income tax credits claimed, our operating results could be adversely affected. If the Canadian taxation authorities reduce a tax credit either by reducing the rate of the credit or the eligibility of some research and development expenses in the future, our operating results could be adversely affected.

We plan to conduct operations worldwide through subsidiaries in various tax jurisdictions pursuant to transfer pricing arrangements with our subsidiaries. If two or more affiliated companies are located in different countries, the tax laws or regulations of each country generally will require that transfer prices be the same as those between unrelated companies dealing at arms' length. While we believe that we operate in compliance with applicable transfer pricing laws and intend to continue to do so, our transfer pricing procedures may not be binding on applicable tax authorities.

If tax authorities in any of these countries were to successfully challenge our transfer prices as not reflecting arm's length transactions, they could require us to adjust our transfer prices and thereby reallocate our income to reflect these revised transfer prices, which could result in a higher tax liability to us.

If we fail to develop widespread brand awareness cost-effectively, our business may suffer.

We believe that developing and maintaining widespread awareness of our brand in a cost-effective manner is critical to achieving widespread acceptance of our applications and attracting new customers. Our marketing efforts are expected to be primarily directed at lead generation and growing brand awareness. Brand promotion activities, including our promotion of expert content, may not generate customer awareness or increase revenues, and even if

they do, any increase in revenues may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand, or incur substantial expenses, we may fail to attract or retain customers necessary to realize a sufficient return on our brand-building efforts, or to achieve the widespread brand awareness that is critical for broad customer adoption of our applications.

Our strategy includes pursuing acquisitions and our potential inability to successfully integrate newly-acquired companies or businesses may adversely affect our financial results.

We do not currently have any prospects, agreements or commitments to acquire any businesses. However, we continue to seek opportunities to acquire or invest in businesses, products and technologies that could expand, complement or otherwise relate to our current or future business. We may also consider, from time to time, opportunities to engage in joint ventures or other business collaborations with third parties to address particular market segments. The pursuit of these activities could divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions or joint ventures, whether or not they are consummated. If consummated, these activities could create risks such as: (i) the need to integrate and manage the businesses and products acquired with our own business and products, (ii) additional demands on our resources, systems, procedures and controls, (iii) disruption of our ongoing business, (iv) adverse effects to our existing business relationships; and (v) potential loss of key employees. Moreover, these transactions could involve: (i) substantial investment of funds or financings by issuance of debt or equity securities; (ii) substantial investment with respect to technology transfers and operational integration; and (iii) the acquisition or disposition of product lines or businesses. Also, such activities could result in one-time charges and expenses and have the potential to either dilute the interests of existing shareholders or result in the issuance of, or assumption of debt. Such acquisitions, investments, joint ventures or other business collaborations may involve significant commitments of our financial and other resources. Any such activity may not be successful in generating revenue, income or other returns to us, and the resources committed to such activities will not be available to us for other purposes. Moreover, if we are unable to access capital markets on acceptable terms or at all, we may not be able to consummate acquisitions, or may have to do so on the basis of a less than optimal capital structure. Our inability: (i) to take advantage of growth opportunities for our business or for our products, or (ii) to address risks associated with acquisitions or investments in businesses, may negatively affect our operating results. Additionally, any impairment of goodwill or other intangible assets acquired in an acquisition or in an investment, or charges to earnings associated with any acquisition or investment activity, may materially reduce our earnings which, in turn, may have an adverse material effect on the price of our Common Shares. If we do complete such transactions, we cannot be sure that they will ultimately strengthen our competitive position or that they will not be viewed negatively by customers, securities analysts or investors.

The forecasts of market growth included in this offering memorandum may prove to be inaccurate, and even if the markets in which we compete achieve the forecasted growth, we cannot assure you that our business will grow at similar rates, if at all.

Growth forecasts are subject to significant uncertainty and are based on assumptions and estimates which may not prove to be accurate. The forecasts in this offering memorandum relating to the expected growth in the social media, marketplace, and referral market may prove to be inaccurate. Even if these markets experiences the forecasted growth described in this offering memorandum, we may not grow our business at similar rates, or at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is subject

to many risks and uncertainties. Accordingly, the forecasts of market growth included in this offering memorandum should not be taken as indicative of our future growth.

8.2 Risks Related to the Offering

There is no public market for our Common Shares.

No public market exists for our Common Shares. An active and liquid market for our Common Shares may not develop or, if developed, may not be maintained. If an active public market does not develop or is not maintained, investors may have difficulty selling their Common Shares. The sale, transfer or other disposition of the shares is subject to there being available to the Investor exemptions from the registration and offering memorandum requirements of all applicable securities legislation.

The price of our Common Shares has been determined through discussions and analysis of the management and may be completely wrong. We cannot assure investors that the market price of our Common Shares is accurate or will not materially decline below the offering price.

We will most likely incur increased costs as a result of operating as a private company with responsibility to many investors, and our management will be required to devote substantial time to new compliance initiatives.

As a privately held company, we are not subject to the continuous and timely disclosure requirements of Canadian securities laws or other rules, regulations and policies of the BC Securities Commission. We are working with our legal, accounting and financial advisors to identify those areas in which changes should be made to our financial management control systems to manage our obligations and to better manage our business. These areas include corporate governance, corporate controls, internal audit, disclosure controls and procedures and financial reporting and accounting systems. We have made, and will continue to make, changes in these and other areas, including our internal controls over financial reporting. However, we cannot assure purchasers of our Common Shares that these and other measures that we may take will be sufficient to allow us to satisfy our obligations or operate our business effectively and on timely basis. In addition, compliance with reporting and other applicable requirements applicable will create additional costs for us and will require the time and attention of management. We cannot predict the amount of the additional costs that we may incur, the timing of such costs or the impact that management's attention to these matters will have on our business.

The market price for our Common Shares may be volatile.

The market price for our Common Shares may be susceptible to wide fluctuations in response to numerous factors, many of which are beyond our control, including the following:

- actual or anticipated fluctuations in our quarterly results of operations;
- recommendations by analysts and investors;
- changes in the economic performance or market valuations of companies in the industry in which we operate;
- addition or departure of our executive officers and other key personnel;
- release or expiration of lock-up or other transfer restrictions on our outstanding Common Shares;
- sales or perceived sales of additional Common Shares;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital

- commitments by or involving us or our competitors;
- litigation involving us, others in our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property or other proprietary rights;
- the size of our market;
- operating and share price performance of other companies that investors deem comparable to us; and news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in our industry or target markets.

Financial markets and common share prices within our industry often experience significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or offering memorandum of such companies. Accordingly, the market price of our Common Shares may decline even if our operating results, underlying asset values or offering memorandum do not change. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, our operations could be adversely impacted and the trading price of our Common Shares may be materially adversely affected.

We do not anticipate paying dividends on our Common Shares in the foreseeable future.

Our current policy is to retain earnings to finance the development and enhancement of our software and to otherwise reinvest in our business. Therefore, we do not anticipate paying cash dividends on our Common Shares in the foreseeable future. Our dividend policy will be reviewed from time to time by our Board of Directors in the context of our earnings, financial condition and other relevant factors.

Our future capital requirements may result in the dilution of our shareholders' ownership of our Common Shares.

We may need to raise additional funds through public or private debt or equity financings in order to:

- fund ongoing operations;
- take advantage of opportunities, including more rapid expansion of our business or the acquisition of complementary products, technologies or businesses;
- develop new products; or
- respond to competitive pressures.

Any additional capital raised through the sale of equity may dilute existing shareholders' percentage ownership of our Common Shares and shareholders could be asked in the future to approve the creation of new equity securities which could have rights, preferences and privileges superior to those of holders of our Common Shares. Capital raised through debt financing would require us to make periodic interest payments and could impose restrictive covenants on the conduct of our business. Furthermore, additional financings may not be available on terms favourable to us, or at all. A failure to obtain additional funding could prevent us from making expenditures that may be required to implement our growth strategy and grow or maintain our operations.

Sales of a substantial number of our Common Shares could cause our share price to fall.

Sales of a substantial number of Common Shares could occur at any time before or after the expiration of the lock-up agreements that we may have in place. These sales, or the market perception that the holders of a large number of Common Shares intend to sell Common Shares, could reduce the market price of our Common Shares. In addition, the company that required the lock-up period may waive the provisions of these lock-up agreements and allow these shareholders to sell their Common Shares at any time. There are no pre-established conditions for the grant of such a waiver by the company that requested the lock-up, and any decision by them to waive those conditions would depend on a number of factors, which could include market conditions, the performance of our Common Shares in the market and our financial condition at that time. If the restrictions in such lock-up agreements are waived, additional Common Shares could be available for sale, subject to applicable securities laws, which could reduce the market price for Common Shares. Holders of options to purchase Common Shares would have an immediate income inclusion for tax purposes when they exercise their options (that is, tax is not deferred until they sell the underlying Common Shares). As a result, these holders may generally need to sell Common Shares purchased on the exercise of options in the same year that they exercise their options. This may result in a greater number of Common Shares being sold in the public market, and fewer long-term holds of Common Shares by our management and employees.

We have broad discretion in the use of the net proceeds from this Offering and may not use such proceeds effectively.

We cannot specify with certainty the particular uses of the net proceeds we may receive from this Offering. Our management will have broad discretion in the application of the net proceeds, including for any of the purposes described in “Use of Proceeds”. Accordingly, a purchaser of Common Shares will have to rely upon the judgment of our management with respect to the use of the proceeds, with only limited information concerning management’s specific intentions. Our management may spend a portion or all of the net proceeds from this Offering in ways that our shareholders may not desire, that may not yield a favourable return and that may not increase the value of a purchaser’s investment. The failure by our management to apply these funds effectively could harm our business. Pending their use, we may invest the net proceeds from this Offering in a manner that does not produce income or that loses value.

If you purchase our Common Shares in this Offering, you will incur immediate and substantial dilution in the book value of your Common Shares.

The initial offering price of our Common Shares will significantly exceed the net tangible book value per share of our Common Shares. Accordingly, if an investor purchases Common Shares pursuant to the Offering, the investor will incur immediate and substantial dilution of its investment. If the outstanding options to purchase our Common Shares are exercised, an investor will incur additional dilution.

A significant number of our Common Shares will be owned by a limited number of existing shareholders after the Closing and such shareholders will be able to exert significant control over matters subject to shareholder approval.

By securing the maximum amount of funds that we seek in this Offering Memorandum, our existing shareholders will own, on a non-diluted basis, of approximately 70% of our outstanding Common Shares. As a result, our existing shareholders will be in a position to exercise significant influence over matters requiring shareholder approval, including the election of directors and the determination of significant corporate actions, after Closing. The concentration of ownership with existing shareholders (including the Selling Shareholders) could delay or prevent a

change in control of our Company that could otherwise be beneficial to our shareholders, or could make some transactions more difficult or impossible to complete without the support of these shareholders.

Shareholders selling a large number of Common Shares could decrease the market price of our Common Shares or impair our ability to raise capital by issuing Common Shares in the future.

Sales of a large number of Common Shares, or the potential for such sales, could decrease the trading price of our Common Shares and could impair our ability to raise capital through future sales of Common Shares.

United States persons who own Common Shares may be subject to United States federal income taxation on undistributed earnings and may recognize ordinary income upon disposition of shares.

Passive Foreign Investment Company. Significant potential adverse United States federal income tax consequences generally apply to any United States person who owns shares in a “passive foreign investment company” or PFIC. In general, the Company would be a PFIC for a taxable year if 75% or more of its income constitutes “passive income” or 50% or more of its assets were held to produce “passive income.” Passive income generally includes interest, dividends and other investment income. Although we do not expect to be a PFIC after the sale of the Offered Shares, no assurance can be given that we will not be a PFIC after the sale of Offered Shares or in the future. If you are a United States person, we advise you to consult your own tax advisor concerning the potential tax consequences to you under the PFIC rules.

Controlled Foreign Corporation. United States persons who, directly or indirectly or through attribution rules, own 10% or more of the voting power of the Company’s shares, which we refer to as United States 10% shareholders, may be subject to the “controlled foreign corporation” or CFC rules. Under the CFC rules, each United States 10% shareholder must annually include its pro rata share of the CFC’s “subpart F income,” even if no distributions are made. In general, a non-U.S. corporation will be treated as a CFC only if United States 10% shareholders collectively own more than 50% of the total combined voting power or total value of the company’s shares for an uninterrupted period of 30 days or more during any year. Although we do not expect to be a CFC immediately after the sale of the Offered Shares, no assurance can be given that we will not be a CFC after the sale of the Offered Shares or in the future. If you are a United States person we advise you to consult your own tax advisor concerning the potential tax consequences to you under the CFC rules.

If industry analysts or key investors do not share their thoughts and reports about our business, or share or publish negative reports about our business, our share price could decline.

The market for our Common Shares may depend on the research and reports of industry analysts (e.g. Gartner) and key investors about us or our business. We do not have any control over these analysts. If one or more of the analysts and key investors downgrade or downplay the value of our business or Common Shares or change their opinion of our business or Common Shares, the share price may decline. If one or more influential analysts or key investors cease to share their opinions about the value of our business or Common Shares we could lose visibility to future investors, which could cause our share price to decline.

9. Reporting Obligations

9.1 Disclosure Documents

We are not required to send you any documents on an annual or ongoing basis. We plan to update all of our investors with highlights of our business, but we are not legally required to do so. If it is important for you to receive periodic updates about our business, please let us know so that we can discuss it.

9.2 Corporate or Securities Information

There are no corporate or securities information about our company that is available from a government, securities regulatory authority or regulator, SRO or quotation and trade reporting system. Any such information will be disclosed as soon as it is available.

10. Resale Restrictions

General Statement

For trades in Alberta, British Columbia, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Québec, Saskatchewan and Yukon, please note that these securities will be subject to a number of resale restrictions, including a restriction on trading. Until the restriction on trading expires, you will not be able to trade the securities unless you comply with an exemption from the offering memorandum and registration requirements under securities legislation.

Restricted Period

For trades in Alberta, British Columbia, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Québec, Saskatchewan and Yukon, please note that unless permitted under securities legislation, you cannot trade the securities before the date that is 4 months and a day after the date IntroJunction becomes a reporting issuer in any province or territory of Canada.

For trades in Manitoba, please note that unless permitted under securities legislation, you must not trade the securities without the prior written consent of the regulator in Manitoba unless:

- a) IntroJunction has filed an offering memorandum with the regulator in Manitoba with respect to the securities you have purchased and the regulator in Manitoba has issued a receipt for that offering memorandum, or
- b) you have held the securities for at least 12 months.

The regulator in Manitoba will consent to your trade if the regulator is of the opinion that to do so is not prejudicial to the public interest.

11. Purchasers' Rights

Securities legislation in certain provinces and territories of Canada provide a purchaser with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities

legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

12. Financial Statements

This management's discussion and analysis of the projected financial results of operations (the "MD&A") as June 1, 2015 should be read in conjunction with our annual and interim consolidated financial statements and the related notes thereto included in this offering memorandum. The financial information presented in this MD&A is derived predominately from our projected financial statements. This MD&A contains forward-looking statements that involve risks, uncertainties and assumptions, including statements regarding anticipated developments in future financial periods and our future plans and objectives. There can be no assurance that such information will prove to be accurate, and readers are cautioned not to place undue reliance on such forward-looking statements. See Risk Factors. All references to \$ or dollar amounts in this MD&A are to Canadian currency unless otherwise indicated.

12.1 Forward Looking Statements and Management Discussions

(1) Overview

We are a start-up technology company and we are building a social media platform that aims to make it simple for people to help each other and be rewarded in a fun and a socially acceptable way. Our intent is to define a new market segment, grow it and take a leadership position in it. We believe that our targeted market segment is lost within other market segments and is highly neglected and underserved. Our target market position is to sit somewhere between LinkedIn and Facebook, addressing the gaps that we believe they are not addressing. Our innovation is bringing together what we see as the best of three ideas, three technology platforms, namely a social media platform, marketplace platform, and referral platform. We are also working towards a number of innovations to make the lives of the users of our technology easier and more efficient. We believe that the market segment that we are pursuing is already a multi-billion dollar segment that is lost within other segments and we also believe that the market segment has significant room for growth. The market segment is the social and financial recognitions that people give each other, every time they help each other out.

As a technology start-up, we have not yet established a strong track record of cash flow generation and revenue and earnings growth. Our anticipated revenue has a compound annual growth rate (CAGR) of 77% in years 2-5. This growth will be driven by generating new users. We anticipate our EBITDA margin to grow from -19% in year 2 to 23% in year 3. We also anticipate giving \$16 million to charities within our first 5 years. We are excited to give to charities; and also we see giving to charities as one of the corner stones of our marketing strategy.

We will generate revenue by offering our service for free and upselling the user to purchase one of our additional services. We are also building our technology and processes in such a way as to convert our upsell revenue model

over time to a subscription-like revenue model. We are expecting a gross profit of approximately 38% and EBITA of 23% in year 3. We are expecting payback of 1.8 years.

The reader should be cautioned that even the smallest change in any of our key assumptions and results can significantly impact our projections. We have taken steps to identify the risks to our key assumptions and to mitigate those risks, but it is almost guaranteed, similar to almost every other business in our stage, that our assumptions and projections will be different than reality.

(2) Key Performance Indicators

Our lagging performance indicators are EBITA and growth rate. Our leading performance indicators are number of users, number of active users, number of revenue-generating users, number of repeat-revenue-generating users, and growth rates for each. Many of our strategies, product development roadmap, and execution tactics aim to improve these leading performance indicators. Medium-term executive compensation is aimed to be directly tied to these leading indicators. Long-term executive compensation (i.e. stock options) is tied to the above mentioned lagging performance indicators and our strategic positioning in the market.

We plan to create value for our stakeholders, particularly our shareholders, when we secure users, then convert them to active users, then convert them to revenue-generating users, and then convert them to repeat-revenue-generating users, all in an efficient way. Conversion rates for each phase of the user life-cycle will drive our revenue and our most significant costs, namely direct marketing and direct production costs. We also plan to create value when we manage our costs, particularly direct production costs. As such, all of our financial, operational, and people's (employee and contractors alike) medium-term compensation will be tied to the impact that we make with these lagging key performance indicators.

We intend to use the combination of three valuation methodologies to estimate our expected NPV. Many factors may impact our decisions and the results we will achieve. All of these factors, in the end, may impact our expected NPV figure. Our people's bonuses are tied to this figure, thus creating perfect alignment between employees and shareholders.

(3) Significant Factors Affecting Results of Operations

Revenue – Our revenue consists of upselling physical products and services (e.g. customized thank-you cards). Over time, we intend to create a subscription-like model where a user would be automatically charged. In the long-term, we intend to also generate revenue from our big data capabilities and advertising.

Cost of Revenue – We have identified five marketing programs to secure new users. Each of the marketing programs builds and supports the others. Together, they build a complete marketing campaign. These five marketing programs are staged to in order to generate optimum results. We anticipate that approximately 15% of our revenue will spent on these five direct marketing programs.

General and administrative expenses - General and administrative expenses consist primarily of personnel and related costs associated with administrative functions of the business including finance, human resources and internal IT support, as well as legal, accounting and other professional fees. We expect that, in the future, general and administrative expenses will increase in absolute dollars as we invest in our infrastructure and we incur additional employee-related costs and professional fees related to the growth of our business and international expansion.

Foreign Exchange Rate - Our presentation and functional currency is Canadian dollars. We derive most of our revenue in U.S. dollars. Our head office and a significant portion of our employees are located in Vancouver, Canada, and as such a significant amount of our expenses are incurred in Canadian dollars. As such, we are susceptible to foreign exchange risks.

Donations – We have planned approximately 5% of our revenue to be donated to charities that our users will help us choose. We enjoy giving to charities and we also see this as a great way to use the publicity of the charity to drive forward some of our marketing programs.

(4) Forward-Looking Income Statement

Our five-year forward-looking income statement summary is as follows:

Income Statement	Year 1	Year 2	Year 3	Year 4	Year 5
	Y1Q4	Y2Q4	Y3Q4	Y4Q4	Y5Q4
Revenue					
Total Revenue	-	10,563,078	86,475,454	122,265,000	104,355,000
Cost of Revenue					
Total Marketing Programs	-	1,188,978	5,356,545	8,577,301	9,071,021
Direct Production Cost					
Publishing	-	5,184,734	46,052,573	63,671,659	52,454,701
Gross Profit					
Gross Profit	(165,850)	2,862,566	32,578,585	47,362,440	40,175,678
Gross Profit %	#DIV/0!	27%	38%	39%	38%
Operating Expenses					
General Admin					
Staff & Contractors	573,750	4,313,656	8,930,677	10,644,366	10,536,889
Less: Staff & contractors accounted for in Marketing Program	(50,000)	(671,254)	(1,780,467)	(2,450,153)	(2,718,380)
Facilities	18,140	114,953	205,187	247,809	276,663
Communication & Collaboration	9,495	49,036	84,484	97,033	97,434
Travel	35,000	240,000	240,000	240,000	240,000
Operations (other than staff and contractors)	-	-	-	-	-
Sales & Support	180	268	693	645	551
Cloud Resources	2,400	53,594	503,898	693,000	567,000
Professional Services	134,250	214,250	80,000	88,750	97,500
Amortization	90,375	371,888	825,821	1,351,325	1,857,927
Subtotal	813,590	4,686,391	9,090,293	10,912,774	10,955,585
Corporate Citizenship					
Donations	-	528,154	4,323,773	6,113,250	5,217,750
Operating Income or Loss					
Interest Expense	(979,440)	(2,351,978)	19,164,519	30,336,415	24,002,342
Income after Interest expenses					
Income Tax Expense	-	-	4,827,394	8,494,196	6,720,656
Net Income After Tax					
	(979,440)	(2,351,978)	14,337,126	21,842,219	17,281,686
EBITA					
	(889,065)	(1,980,091)	19,990,341	31,687,740	25,860,270

(5) Forward-Looking Balance Sheet

Our five-year forward-looking balance sheet summary is as follows:

Balance Sheet	Year 1	Year 2	Year 3	Year 4	Year 5
	Y1Q4	Y2Q4	Y3Q4	Y4Q4	Y5Q4
Assets					
Current Assets					
Cash And Cash Equivalents	891,622	890,856	12,485,918	34,014,490	51,368,115
Net Receivables	-	736,342	3,638,915	3,396,250	2,898,750
Total Current Assets	891,622	1,627,197	16,124,833	37,410,740	54,266,865
Intangible Assets	602,500	2,057,500	4,372,500	7,212,500	10,452,500
Accumulated Amortization	(90,375)	(462,263)	(1,288,084)	(2,639,409)	(4,497,336)
Total Assets	1,403,747	3,222,435	19,209,249	41,983,832	60,222,029
Liabilities					
Current Liabilities					
Accounts Payable	325,287	1,359,624	2,466,991	2,774,305	2,964,016
Total Current Liabilities	325,287	1,359,624	2,466,991	2,774,305	2,964,016
Line of Credit (including delayed donation payment)	-	528,154	-	-	-
Other Liabilities	-	-	-	-	-
Total Liabilities	325,287	1,887,778	2,466,991	2,774,305	2,964,016
Stockholders' Equity	2,057,900	4,666,075	5,736,550	6,361,600	7,128,400
Retained Earnings	(979,440)	(3,331,418)	11,005,708	32,847,926	50,129,613
Total Stockholder Equity	1,078,460	1,334,657	16,742,258	39,209,526	57,258,013

(6) Forward-Looking Cash Flow Activities

Liquidity and Capital Resources - Our primary source of cash flow is from the sale of products and, in our earlier days, from financing activities. We intend to manage liquidity to ensure, to the extent possible, that we always have sufficient liquidity to meet our liabilities as they come due. We aim to do so by continuously monitoring cash flow and actual operating expenses compared to budget.

Cash Inflows and (Outflow) by Activity - Our five-year forward-looking cash flow summary is as follows:

Cash Flow	Year 1	Year 2	Year 3	Year 4	Year 5
	Y1Q4	Y2Q4	Y3Q4	Y4Q4	Y5Q4
Net Income	(979,440)	(2,351,978)	14,337,126	21,842,219	17,281,686
Operating Activities, Cash Flows Provided By or Used In	-	-	-	-	-
Depreciation	90,375	371,888	825,821	1,351,325	1,857,927
Changes In Working Capital	325,287	297,995	(1,795,206)	549,978	687,211
Total Cash Flow From Operating Activities	(563,778)	(1,682,095)	13,367,741	23,743,522	19,826,825
Investing Activities, Cash Flows Provided By or Used In					
Capital Expenditure					
Total Cash Flows From Investing Activities	(1,166,278)	(3,137,095)	11,052,741	20,903,522	16,586,825
Financing Activities, Cash Flows Provided By or Used In					
Cash flow from delay in donation payment (and borrowing)	-	528,154	(528,154)	-	-
Equity fund raised (including grants)	2,057,900	2,608,175	1,070,475	625,050	766,800
Total Cash Flows From Financing Activities	891,622	(766)	11,595,063	21,528,572	17,353,625
Change In Cash and Cash Equivalents	891,622	(766)	11,595,063	21,528,572	17,353,625

Revolving Credit Facility and Term Loan – At this time, we do not have and have not applied for credit facilities or term loans. This is an option that we may pursue.

(7) Contractual Obligations

Commitments – We have a partnership with Lift Interactive who is supporting us with developing our technology and supporting us in building our team. As of June 1, 2015 we have committed a \$250,000 (plus taxes) IT project to them. We are planning future projects of similar scope and size, but have not yet committed the future project to them.

Financial Obligations – We have received a \$100,000 grant from IRAP; and some of our investors have received a 30% tax credit from the BC Ministry of International Trade. If we were to sell our technology or our company to another company, particularly to a US company, then we would be liable to pay back the grants that we have received as well as the tax credit that our investors have received.

Some of our investors are receiving 30% tax credit for their investment in IntroJunction. If we sell the company within 5 years from the time of investment or move the company to outside of BC, we may be obligated by the BC government to pay back the 30% tax credit that our investors have received.

Off-Balance Sheet Arrangements – We have no off-balance-sheet arrangements that have, or are likely to have, a current or future material effect on our consolidated financial position, financial performance, liquidity, capital expenditures or capital resources.

(8) Transactions with Related Parties

We are and will continue to ask our staff and contractors to either directly or indirectly invest in our company with their time and money. A number of them are being paid by way of share options and/or are directly and indirectly investing cash in our company. We generally aim to have staff and contractors who we feel have a higher commitment to us and who are likely to, in turn, commit more of their resources to us. This, we believe, will create a higher degree of alignment between us, our people, and our contractors.

For the years 2011-2014, the founder's personal consulting company, on behalf of IntroJunction, paid for over \$300,000 of IntroJunction's R&D, legal, contractor, office, and administration expenses. In 2014, IntroJunction paid for staff salaries, while the founder's personal consulting company paid for all other costs. The founder, on behalf of his personal consulting company, has forgiven all expenses for which it has not received funds in the period prior to January 1, 2015. As such, no debt is owed by IntroJunction to the founder or founder's consulting company for the period prior to January 1, 2015.

In 2014, the founder's consulting company made two investments in IntroJunction in exchange for shares. The majority of the funds were used to pay for employee salaries in 2014. The founder's consulting company completed the payroll activities for IntroJunction, similar to how Ceridian or ADT complete payroll activities for their customers.

(9) Financial Instruments and Other Instruments

We recognize financial assets and liabilities when we become party to the contractual provisions of the instrument.

(10) Critical Accounting Policies and Estimates

Revenue - We derive revenue from upselling our products in a subscription-like manner or by pre-selling our products. We commence revenue recognition when all of the following conditions are met:

- it is probable that the economic benefits of the transaction will flow to the entity;
- the amount of revenue can be measured reliably; and
- the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

Investment tax credits recoverable - The recognition of investment tax credits recoverable requires that we assess future tax payable available to utilize the investment tax credits. We consider the carry-forward period of the investment tax credits, our recent earnings history and forecast of future earnings in performing this assessment. We determine the value of effort expended towards research and development projects that qualify for investment tax credits and calculate the estimated recoverable to be recognized. The allocation of direct salaries to qualifying projects is derived from time records and assessment by management. The actual investment tax credits claimed and realized may differ from the estimate based on the final tax returns and review by tax authorities.

Fair value of share-based payments – To estimate the fair market value of our shares, we have averaged the valuation from the Multiple Approach and Growth Model Approach and then discounted the valuation to accommodate for the higher risks related to our phase of the business. It is very likely that, despite our best efforts, our valuation figures are wrong.

In the future, we plan to use the Black-Scholes valuation model to determine the fair value of equity settled stock options. Estimates are required for inputs to this model including the fair value of the underlying shares, the expected life of the option, volatility, expected dividend yield and the risk-free interest rate. Variation in actual results for any of these inputs will result in a different value of the stock option realized from the original estimate.

Payment to Charities – We have planned to pay 5% of our revenue to charities and intend to make a commitment to our users that we will pay to their charity of choice. To manage cash flow, we will delay the payment to charities until such time that we are generating sufficient cash flow from operating activities.

12.2 Statement of Operations and Management Discussions

(1) Overview

When we started our business, we had theories about the customer problem, a solution that customers wanted to purchase, and how the customer would like us to deliver our solution to them. We still are and will continue to have assumptions that we will validate with the market. Looking back, we see that we did not sufficiently understand the customer problem and their expectations as how we should deliver our service to them. We also made mistakes in hiring offshore technology development teams who delivered low quality products with extreme delays. We made a number of changes to our business model, revenue model, and technology. This R&D of business and technology cost us time and money. The monies used to finance these efforts were paid by the founder's consulting company. His consulting company has since forgiven all out-of-pocket expenses. As such, no cash expenses are owed to the founder, the founder's consulting company, or any other contractor, prior to January 1, 2015. IntroJunction has paid many contractors and legal advisors by way of share options.

The rebuilding of our business started in late 2014. The redevelopment of our technology by Lift started on January 2015. As such, the majority of costs incurred by IntroJunction are as of January 1, 2015.

(2) Key Performance Indicators

Since January 2015, when the rebuilding effort of our business and technology re-started, our three key performance indicators have been to 1) build a service that customers want to use; 2) secure sufficient financing to build and market our technology and 3) recruit the right team to move our business forward. We believe that we are on track to achieve these objectives.

Key performance indicator #1: Build a service that customers want to use

We are building strong partnerships with a technology firm, Lift Interactive, with a relatively high level of expertise to support us in building our technology. We are also seeking for user input as we build the technology in an iterative manner in order to ensure it is aligned with what our users' needs. Lift's shareholders are directly and indirectly investing a significant amount of time and funds in our company. We are giving their staff share options in our company.

Key performance indicator #2: Secure sufficient financing to build and market our technology

The following are some of the key activities we have completed since late 2014:

- We have applied for and been approved as an Eligible Business Corporation by the BC Ministry of International Trade. As such, our BC investors will receive a 30% tax credit when they invest in our company.
- We are now recognized as an RRSP eligible investment and have gained the support of Pacific Western Trust to be our RRSP administrator. As such, a Canadian investor could invest in our company through their RRSP and save taxes on up to 44% of their investment in us.
- We have secured a \$100,000 grant from IRAP, a federal government agency, to support our R&D costs.

- We have retained an SR&ED lawyer and expect over \$60,000 of grant funding for our R&D activities.
- We have secured financing from three shareholders for over \$200,000.
- We have drafted this Offering Memorandum to secure funding from a much larger segment of the market.

Key performance indicator #3: Recruit the right team to move our business forward

This is an ongoing activity; we will always be looking to hire the best people, employees and contractors alike, that we can. Given the stage of our company, we believe that we have recruited a solid go-to-market team. We will be making changes to our team to ensure that the best people will be in the ideal roles. We are also asking our team to invest more time and more of their funds, whether directly or indirectly, with us. This should help to create a higher level of commitment and ownership between our team and our shareholders.

(3) Significant Factors That Affected Results of Operations

The most significant factors that negatively affected the results of our operations in the previous years were inadequate product-market fit and poor technology development approach and management. Our offshore technology vendors delivered a low quality product with significant delays costing us time and opportunities. The majority of the cash expenditure and staff costs were incurred by the founder's consulting company and those expenses were forgiven to IntroJunction.

(4) Income Statement

Our most current interim income statement is as follows:

IntroJunction Ltd.
Income Statement
For the Five Months Ended May 31, 2015
(Unaudited - See Notice to Reader)

	<u>2015</u>	<u>2014</u> (Annual)
Revenues	\$ -	\$ -
Operating Expenses		
People Costs	62,500	123,705
Administration	10,690	7,319
Bank Charges	2,099	117
Professional Fees	829	1,324
Operations	-	32,405
Research and Development	-	10,577
Total Operating Expenses	<u>76,118</u>	<u>175,447</u>
Loss from Operations	76,118	175,447
Other Revenues		
Government Grants	35,000	-
Forgiveness of Accounts Payable	-	50,000
Loss Before Tax	(41,118)	(125,447)
Income tax expense	-	-
Loss for the Five Months	<u>\$ (41,118)</u>	<u>\$ (125,447)</u>

(5) Balance Sheet

Our most current interim balance sheet is as follows:

IntroJunction Ltd.
Statement of Financial Position
May 31, 2015
(Unaudited - See Notice to Reader)

	<u>2015</u>	<u>2014</u>
ASSETS		
Non-current assets		
Research and Development	\$ 144,444	\$ -
Current assets		
GST Recoverable	7,192	504
Cash and cash equivalents	-	555
	<u>7,192</u>	<u>1,059</u>
Total assets	<u>\$ 151,636</u>	<u>\$ 1,059</u>
EQUITY & LIABILITIES		
Equity		
Share capital	\$ 238,281	\$ 153,281
Deficit	(197,000)	(155,882)
	<u>\$ 41,281</u>	<u>\$ (2,601)</u>
Non-current liabilities		
Due to Related Party	\$ 11,246	\$ 3,105
Current liabilities		
GST Payable	\$ 555	\$ 555
People Costs Payable	5,000	-
Bank Overdraft	93,553	-
	<u>99,108</u>	<u>555</u>
Total liabilities	<u>110,355</u>	<u>3,660</u>
Total equity & liabilities	<u>\$ 151,636</u>	<u>\$ 1,059</u>

IntroJunction Ltd.
Notes to the Financial Statements
May 31, 2015
(Unaudited - See Notice to Reader)

Note 1.

IntroJunction Ltd. is committed to issuing 167,917 share options in exchange for consulting work. Not all consulting work has been completed at this time. If all options are exercised at the strike price of \$2.88 per option, the company will raise \$483,600.

(6) Contractual Obligations

Commitments

IntroJunction has committed 167,917 share options at \$2.88 per share to a number of contractors, technical resources, and management. Not all consulting work has been completed at this time. If all options are exercised at the strike price of \$2.88 per option, the company will raise \$483,600

We have committed \$250,000 (plus taxes) of IT development to Lift Interactive. We are planning several other projects of similar size and scope over the next few years. The high-level budgetary numbers are being determined and the detailed project scope will be finalized as we are closer to project start date and as we secure user feedback about our products and services.

Financial Obligations

IntroJunction does not have any financial obligations to any party, including the founder and the founder's consulting company for the period prior to January 1, 2015.

If IntroJunction sells its company or technology to a company outside of Canada over the next five years, then we will be obligated to pay back the grants IRAP has given us; we may also be obligated to pay the 30% tax credits that the BC government has given to our investors.

(7) Transactions with Related Parties

The founder and director of IntroJunction is a shareholder and a director of a consulting company. Prior to January 1, 2015, the founder's consulting company paid for a number of IntroJunction's expenses. The founder's consulting company forgave \$300,000 of its accounts receivable to the benefit of IntroJunction. As of January 1, 2015, the founder's consulting company is invoicing IntroJunction and IntroJunction is paying for all IntroJunction-related expenses.

(8) Financial Instruments and Other Instruments

We have promised to pay a number of contractors by way of Share Options. We have not issued warrants or any other instruments.

(9) Critical Accounting Policies and Estimates

Revenue & Expenses

Revenue will be considered earned when received. Expenses are and will be considered due when a project was satisfactorily completed and invoiced by the vendor.

Investment tax credits recoverable

Almost all of our previous research and development activities up to December 31, 2014 were completed by non-Canadian contractors. As such, we have and will not be applying for research and development (i.e. SR&ED) tax credit for any period prior to December 31, 2014.

13. Date and Certificate

This offering memorandum does not contain a misrepresentation.

A handwritten signature in black ink, appearing to read 'Mike Nabavi', written over a horizontal line.

Mike Nabavi, CEO

June 1, 2015

Reference Material

Template Version of the Company Overview

QUICK SUMMARY

Sector

Technology, social media

Company

Company: IntroJunction Ltd.

Product: Otherly.co; Other.ly

Value Proposition

Enables users to get 10-100x more intros from existing networks and be rewarded.

Market

Initial Market Segment:
Networking Groups

Market Size: \$10+ Billion
New market segment

Innovations

8 patent-worthy innovations.

Technology

Web (all browsers)
Mobile (iOS, Android)

Company Stage

Early stage, pre-revenue
MVP (2nd Gen): July 2015
Launch: October 2015

Financials

Founder & Investors: \$500K
IRAP Grant: \$100K
Seeking: Up to \$5M

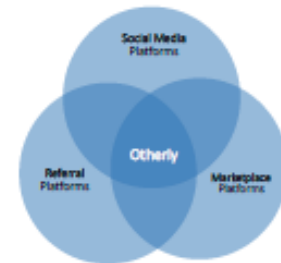
Contact

Mike Nabavi, CEO
604.653.5602
Mike.Nabavi@IntroJunction.com
Suite 300, 1090 Homer Street
Vancouver, BC, V6B 2W9



Other.ly is a social media platform. Other.ly is (about) friends helping friends; people in a community taking care of each other; and we thanking one another and returning favors. Other.ly is a better way of doing a lot more of what we are already doing today.

For the business networker, we make it possible for them to get 10-100 times more intros from the people they already know. We do this by solving a communication gap that it isn't being adequately addressed by the existing social media, marketplace, and referral platforms, particularly for the business professionals.



Our users describe us as "LinkedIn met Facebook for the business professional"; and the "dating site of everything business between people who trust each other". We, too, see our service and market position somewhere between LinkedIn and Facebook.

We plan to grow city by city. We will first engage networking groups and their members through our business development teams. Second, we will prompt our users to engage contacts within their personal and professional networks by sharing their postings with them. Third, and once we are at an inflection point within a city, we will broadly market our services through our media and social media marketing programs (e.g. Thanksgiving Day 10 Million thank-you card giveaway).

We are introducing many new innovations that others are not. We link our users to each other without them having to re-connect, re-friend, or re-follow each other (*great for viral growth*). We are making the process of introductions simpler than email and more fun (*great for increasing usage*). We are making it possible for people to share a limited or a host of personal information with different groups of people as they like (*great for increasing usage by becoming the user-controlled global white-pages*). We are making it possible for people to send each other physical thank-you cards, gift cards, and gift packages by only having an email address (*great for increasing usage of our revenue-generating services*). We are making it possible for identifying who refers what to whom (*great for enabling big-data analytics and future advertisement revenue*).

Our service is free. We will be upselling paid services in a subscription-like model (*similar to Skype*). We will earn revenues before we spend money on production costs (*similar to Dell*). It costs us \$24 to secure a revenue-generating user and generate \$320 from them. We anticipate being cash flow positive in Y2Q2 and generating \$34M EBITA by Y3Q4.

We have a senior team to execute our plan.

Mike Nabavi, CEO, is an entrepreneur. Prior to IntroJunction Mike was a strategy and operations consultant with Deloitte and also worked independently.

Tim Sloan, Acting VP Engineering, has built dozens of web- and mobile platforms for governments, large enterprises, and startups. Tim brings with him a great team of engineers.

Bill Severs, VP Business Development, has led sales teams and has sold in a number of industries and continents.

Afshin Ardalan, VP Operations, is an entrepreneur and a professional manager. Afshin has established many country offices for a number of multi-nationals.

Greg Springate, VP Finance, is a CA with broad and deep expertise in helping \$5-\$50M+ companies.



IntroJunction

Junction of Introductions



Customer Problem: **Communication**

We do not have an easy way to communicate with others
what we are looking for and they have no easy way to find
out what we need



Market Segment: **\$10 Billion**

The market segment:

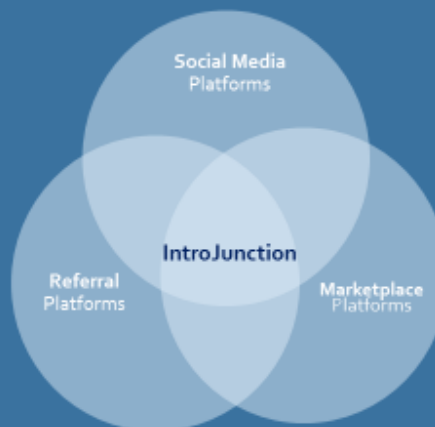
The social recognitions people give each other when they help each other out

Our plan:

Define, grow, and lead the market segment



Our Solution: **8 Patent-Worthy Innovations**





Key to Success: **Socially Comfortable**

Success elements of social media, marketplace, & referral platforms

PLUS

Gammatized user experience

Bridging users' virtual and physical worlds



Approach: **4 Scalable Marketing Programs**

1. Conference sponsorship in top 15 conference cities
2. Community sponsorship via social groups



3. Social Media (5 free trips around the world for two + ...)
4. Conversion tactics to generate revenue generating user



ROI: **1,300% on Each User**

\$0.20	User acquisition cost
\$24	Cost of revenue generating user
\$320	Revenue from each revenue generating user (first 5 years)
\$17.2M	EBITA by Y3Q4



Revenue Model: **Upsell**

Early days: Thank-you cards and gift-cards

Future: Advertising and big-data analytics



Team: Track Record of Execution



Mike, CEO.
Entrepreneur. Strategy & operations consultant. Technology sales.



Bill, VP Business Dev.
Led teams in numerous continents and industries.



Tim, VP Engineering.
Built dozens systems for gov. and corporations.



Afshin, VP Operations.
Established offices for and was country manger for a multi-national.



Greg, VP Finance. CA.
Helped many \$5-\$50M companies be better.



Exit: Sell (or IPO) in 7 years

LinkedIn

Because they are resume 2.0 and we are introduction everything else 2.0

facebook

Because we help them get into the business market better (including LinkedIn's territory)

Salesforce

Because a) we make it easy to keep all of their customers' contacts up to date and b) natural add-on for their referral platform

Other CRMs

Because we make it easy to keep all contact information up to date



Need: **Up to \$5M**

Will use it for: Technology dev. and working capital

Will deliver: Viable product. 8 provisional filled patent applications. Validated assumptions.

We offer: Convertible Debt OR Convertible Equity OR Equity