



FILING STATEMENT

**IN RESPECT OF THE
QUALIFYING TRANSACTION OF
EVERFRONT VENTURES CORP.**

**WITH
DATAMETREX LIMITED**

MAY 26, 2017

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

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GLOSSARY OF GENERAL TERMS

In this Filing Statement, the following terms shall have the meaning ascribed thereto as set out below:

"Affiliate" means a corporation that is affiliated with another corporation as follows:

- (a) a corporation is an "Affiliate" of another corporation if:
 - (i) one of them is the subsidiary of the other; or
 - (ii) each of them is controlled by the same Person.
- (b) a corporation is "controlled" by a Person if:
 - (i) voting securities of the corporation are held, other than by way of security only, by or for the benefit of that Person; and
 - (ii) the voting securities, if voted, entitle the Person to elect a majority of the directors of the corporation.
- (c) a Person beneficially owns securities that are beneficially owned by:
 - (i) a corporation controlled by that Person; or
 - (ii) an Affiliate of that Person or an Affiliate of any corporation controlled by that Person.

"Amalco" means "Datametrex Limited" being the amalgamated corporation resulting from the Amalgamation upon completion of the Qualifying Transaction;

"Amalgamation" means the three-cornered amalgamation involving Everfront Subco and Datametrex pursuant to the CBCA;

"Associate" when used to indicate a relationship with a person or company, means

- (a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,
- (b) any partner of the person or company,
- (c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity,
- (d) in the case of a person, a relative of that person, including
 - (i) that person's spouse or child, or
 - (ii) any relative of the person or of his spouse who has the same residence as that person;

but

- (e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company;

"Business Day" means a day, other than a Saturday, Sunday or statutory holiday, when banks are generally open in the City of Toronto for the transaction of banking business;

"CBCA" means *Canada Business Corporations Act*, R.S.C., 1985, c. C-44, including the regulations promulgated thereunder, as amended from time to time;

"Closing" or **"Closing Date"** means the closing of the Transaction as set forth herein, including the issuance of Resulting Issuer Shares described herein, which is intended to take place on the Effective Date;

"Completion of the Qualifying Transaction" means the date the Final Exchange Bulletin is issued by the Exchange;

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

"CPC" means a corporation:

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

"CPC Escrow Agreement" means the escrow agreement dated September 19, 2011 entered into among Everfront, Equity Financial Trust Company and certain shareholders of Everfront listed therein;

"CPC Escrowed Shares" means the 1,581,500 Everfront Shares held in escrow pursuant to the CPC Policy, of which 10% will be released from escrow on the issuance of the Final Exchange Bulletin and an additional 15% which will be released on the dates that are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the initial release of 10%, subject to early release resulting from a change of status of the Reporting Issuer in accordance with the CPC Escrow Agreement;

"CPC Policy" means Exchange Policy 2.4 – *Capital Pool Companies*;

"Datametrex" means Datametrex Limited, a corporation existing under the CBCA;

"Datametrex Common Shares" means the common shares in the capital of Datametrex;

"Datametrex's Financial Statements" means the audited consolidated financial statements of Datametrex as at March 31, 2017 consisting of the Consolidated Statement of Financial Position, Consolidated Statement of Operations and Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, and all notes thereto;

"Datametrex Private Placement Warrants" means the common share purchase warrants issued by Datametrex on the Private Placement each exercisable into one Datametrex Share for a period of 24 months at an exercise price of \$0.15;

"Datametrex Private Placement Finders Warrants" means such number of finders warrants as is equal to 8% of the number of Datametrex Units to be issued on the Private Placement, such finders warrants to be issued to registered dealers and other arm's-length finders each exercisable into one Datametrex Common Share for a period of 24 months from closing of the Private Placement at an exercise price of \$0.15;

"Datametrex Shareholders" means all of the holders of the Datametrex Common Shares;

"Datametrex Units" means the units sold by Datametrex on the Private Placement with each Datametrex Unit being comprised of one Datametrex Common Share and one Datametrex Private Placement Warrant;

"Datametrex Warrants" means the 10,189,868 common share purchase warrants issued by Datametrex on various dates in 2016 each exercisable into one Datametrex Share for a period of 24 months at an exercise price of \$0.075 for the first twelve months and \$0.10 for the second twelve months;

"Definitive Agreement" means the amended and restated agreement between Everfront, Everfront Subco and Datametrex made as of May 25, 2017 in respect of the Qualifying Transaction;

"Director" means the Director appointed pursuant to Section 260 of the CBCA;

"Effective Date" means the date of Completion of the Qualifying Transaction;

"Everfront" means Everfront Ventures Corp., a corporation existing under the laws of Ontario;

"Everfront's Financial Statements" means the audited consolidated financial statements of Everfront as at and for the fiscal year ended December 31, 2016 and the unaudited consolidated financial statements of Everfront as at and for the first quarter ended March 31, 2017, each consisting of the Consolidated Statement of Financial Position, Consolidated Statement of Operations and Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, and all notes thereto;

"Everfront Options" means incentive stock options to purchase up to 384,054 Everfront Shares (before giving effect to the Qualifying Transaction) granted to the directors, officers, employees and consultants of Everfront pursuant to Everfront's stock option plan, each of which entitles the holder thereof to acquire Everfront Shares at a price of \$0.20 per Everfront Share on or before December 13, 2021;

"Everfront Shareholders" means the holders of the Everfront Shares;

"Everfront Shares" means the common shares in the capital of Everfront;

"Everfront SubCo" means Everfront Acquisition Corp., a corporation continued under the laws of Canada;

"Exchange" or **"TSXV"** means the TSX Venture Exchange Inc.;

"Exchange Requirements" means and includes the articles, by-laws, policies, circulars, rules, guidelines, orders, notices, rulings, forms, decisions and regulations of the Exchange as from time to time enacted, any instructions, decisions and directions of the Exchange (including those of any committee of the Exchange as appointed from time to time), the *Securities Act* (Ontario) and rules and regulations thereunder as amended, and any policies, rules, orders, rulings, forms or regulations from time to time enacted by the Ontario Securities Commission and all applicable provisions of the securities laws of any other jurisdiction;

"Filing Statement" means this filing statement together with all schedules hereto and including the summary hereof;

"Final Exchange Bulletin" means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction;

"Insider" if used in relation to an issuer, means:

- (a) a director or senior officer of the issuer;
- (b) a director or senior officer of the corporation that is an Insider or subsidiary of the issuer;

- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or
- (d) the issuer itself if it holds any of its own securities;

"Initial Listing Requirements" means the initial listing requirements of the TSXV;

"Law" or **"Laws"** means all laws (including common law), by-laws, statutes, rules, regulations, principles of law and equity, orders, rulings, ordinances, judgements, injunctions, determinations, awards, decrees or other requirements, whether domestic or foreign, and the terms and conditions of any grant of approval, permission, authority or license of any governmental entity or self-regulatory authority (including the TSXV);

"material adverse effect" means in respect of any person, any change, effect, event or occurrence that either individually or in the aggregate with other such changes, effects, events or occurrences, is or would reasonably be expected to be, material and adverse to the business, results of operations or assets, properties, capitalization, condition (financial or otherwise) or liabilities of that person and its subsidiaries, on a consolidated basis, except any change, effect, event or occurrence resulting from or relating to: (i) the announcement of the execution of this Agreement or the transactions contemplated hereby; (ii) changes in general economic, securities, financial, banking or currency exchange markets; (iii) any change in International Financial Reporting Standards; (iv) any natural disaster provided that it does not have a materially disproportionate effect on that person relative to comparable companies; (v) changes affecting that person's industry generally, provided that such changes do not have a materially disproportionate effect on that person relative to comparable companies; (vi) generally applicable changes in applicable Law; (vii) the commencement or continuation of any war, armed hostilities or acts of terrorism provided that it does not have a materially disproportionate effect on that person relative to comparable companies; (viii) any decrease in the market price or any decline in the trading volume of that person's common shares (it being understood that the causes underlying such change in market price or trading volume (other than those in items (i) to (vii) above) may be taken into account in determining whether a material adverse effect has occurred);

"Member" means a Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange Requirements;

"Non-Arm's Length Qualifying Transaction" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both Everfront and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction;

"OBCA" means the *Business Corporations Act* (Ontario), including the regulations promulgated thereunder, as amended from time to time;

"Person" includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative;

"Private Placement" means the non-brokered private placement of a minimum of 20,000,000 Datametrex Units and a maximum of 22,000,000 Datametrex Units at a price of \$0.10 per unit for aggregate gross proceeds of a minimum of \$2,000,000 and a maximum of \$2,200,000;

"Qualifying Transaction" means a transaction where Everfront acquires Significant Assets other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means;

"R&D" means research and development;

"Resulting Issuer" means the issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin, which, for the purposes of this Filing Statement, shall mean Everfront after Completion of the Qualifying Transaction of Everfront;

"Resulting Issuer Options" means the stock options granted to directors, officers, employees and consultants of the Resulting Issuer to acquire Resulting Issuer Shares;

"Resulting Issuer Option Plan" means the incentive stock option plan which provides that the board of directors of the Resulting Issuer may from time to time, in its discretion, and in accordance with the Exchange Requirements, grant to directors, officers, employees, and technical consultants to the Resulting Issuer, non-transferable options to purchase Resulting Issuer Shares, provided that the number of Resulting Issuer Shares reserved for issuance will not exceed 10% of the issued and outstanding Resulting Issuer Shares from time to time;

"Resulting Issuer Shares" means common shares in the capital of the Resulting Issuer, after giving effect to the Qualifying Transaction;

"Resulting Issuer Warrant" means a share purchase warrant entitling the holder thereof to purchase one Resulting Issuer Share;

"SEDAR" means the System for Electronic Document Analysis and Retrieval;

"Significant Assets" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by Everfront, together with any concurrent transactions, would result in Everfront meeting the minimum listing requirements of the Exchange;

"Sponsor" means Haywood Securities Inc., who has been engaged to act as a Sponsor (within the meaning of Exchange Policy 2.2 – Sponsor and Sponsorship Requirements) in connection with the Qualifying Transaction;

"Sponsorship Report" means the report in the form required by the Exchange pursuant to Policy 2.2 of the Exchange Corporate Finance Manual that is to be delivered by the Sponsor to the Exchange in support of the Transaction;

"Transaction" means the proposed Qualifying Transaction, upon the terms and conditions set forth in the Definitive Agreement, as described herein;

"United States" or "US" means the United States of America, its territories and possessions, any state of the United States and the District of Columbia;

"Value Security Escrow Agreement" means an agreement to be entered into concurrent with the closing of the Transaction between the Resulting Issuer and certain Insiders of the Resulting Issuer, which shall be in the form of Exchange Form 5D – *Escrow Agreement (Value Security Escrow)*.

FORWARD-LOOKING STATEMENTS

This Filing Statement contains forward-looking statements about Everfront, DatametreX and the Resulting Issuer, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to current expectations or forecasts of future events, including DatametreX's future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. Forward-looking statements contained in this Filing Statement include, but are not limited to, statements about:

- DatametreX's expectations regarding future growth, including DatametreX's ability to grow its business and increase its product offering to consumers, and the viability of DatametreX's business plan;
- DatametreX's expectations about growth in the industry in which it operates and its ability to increase its market penetration therein;
- DatametreX's anticipated cash needs and ability to obtain financing to support and expand its operations;

- Datametrex's perception of its competitors, emerging competition in the industry and the associated risks;
- Datametrex's ability to protect, maintain and enforce its intellectual property rights;
- regulatory developments and the regulatory environment in which Datametrex operates;
- anticipated trends and challenges in Datametrex's business and the market in which Datametrex operates; and
- Datametrex's future financial and operating results.

Everfront and Datametrex caution you that the foregoing list may not contain all of the forward-looking statements made in this Filing Statement.

You should not rely upon forward-looking statements as predictions of future events. Everfront and Datametrex have based the forward-looking statements contained in this Filing Statement primarily on their current expectations and projections about future events and trends that they believe may affect Datametrex's business, financial condition, results of operations and prospects. The outcomes of the events described in these forward-looking statements are subject to risks, uncertainties and other factors described in the section titled "Risk Factors" and elsewhere in this Filing Statement. Moreover, Datametrex operates in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for Everfront and Datametrex to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Filing Statement. Everfront and Datametrex cannot assure you that the results, events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Filing Statement relate only to events as of the date on which the statements are made. Everfront and Datametrex undertake no obligation to update any forward-looking statements made in this Filing Statement to reflect events or circumstances after the date of this Filing Statement or to reflect new information or the occurrence of unanticipated events, except as required by law. Everfront and Datametrex may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on the forward-looking statements contained herein. The forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments Everfront and Datametrex may make.

INDUSTRY DATA AND COMPANY METRICS

This Filing Statement contains estimates and information concerning Everfront and Datametrex's industry, including market size and growth rates of the markets in which Datametrex participates, that are based on industry publications and reports. This information involves a number of assumptions and limitations, and you are cautioned not to give undue weight to these estimates. Everfront and Datametrex have not independently verified the accuracy or completeness of the data contained in these industry publications and reports. These and other factors could cause results to differ materially from those expressed in these publications and reports. Datametrex reviews a number of metrics and data, including to evaluate its business, the market in which it operates, measure its performance, identify trends affecting its business, formulate business plans and make strategic decisions. See Part III "*Information Concerning Datametrex*" for further information.

PART I - SUMMARY OF FILING STATEMENT

The following is a summary of information relating to Everfront, Datametrex and the Resulting Issuer (assuming Completion of the Qualifying Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement.

This Filing Statement is prepared in accordance with CPC Policy in connection with Everfront's Qualifying Transaction.

Everfront Ventures Corp.

Everfront is a company incorporated under the laws of Ontario. Everfront completed its initial public offering on December 12, 2011. In accordance with CPC Policy, the principal business of Everfront has been to identify businesses and assets with a view to completing a Qualifying Transaction and, having identified and evaluated such opportunities, to negotiate a proposed Qualifying Transaction subject to acceptance by the Exchange. For a detailed description of Everfront, see Part II - "Information Concerning Everfront".

Datametrex Limited

Datametrex is a corporation existing under the laws of Canada. Datametrex's principal activities pertain to the development, assembly, marketing and distribution of a data analytics device that captures and provides real time access to sales information from retail merchants Point of Sales (POS) terminals. Utilizing Datametrex's patent pending DataTap (DataTap) device, merchants are able to experience the benefits of a cloud based POS system without incurring the prohibitive costs associated with purchasing new POS systems. Datametrex's goal is to become the predominant worldwide supplier of POS retail data.

For a detailed description of Datametrex, see Part III - "Information Concerning Datametrex – General Description of the Business".

The Qualifying Transaction

On January 5, 2017, Everfront entered into the non-binding letter of intent with Datametrex to pursue a possible acquisition transaction with Datametrex and the Datametrex Shareholders, which transaction would constitute Everfront's Qualifying Transaction. On February 28, 2017 (amended and restated on May 25, 2017) Everfront and Datametrex entered into the Definitive Agreement, pursuant to which, subject to conditions set forth therein, Everfront will indirectly acquire all of the issued and outstanding securities of Datametrex in consideration for the issuance to Datametrex Shareholders of Everfront Shares. A copy of the Definitive Agreement is available on SEDAR at www.sedar.com and attached as Appendix "A" to this Filing Statement.

The Definitive Agreement between Everfront and Datametrex provides that, subject to the conditions set forth therein, Everfront will indirectly acquire all of the issued and outstanding securities of Datametrex in exchange for the issuance to Datametrex Shareholders of Everfront Shares. Pursuant to the Definitive Agreement, Datametrex and Everfront Subco, a wholly-owned subsidiary of Everfront will amalgamate under the CBCA to form "Amalco", and Amalco will become a wholly owned subsidiary of Everfront, immediately after Closing (the "**Amalgamation**").

The Definitive Agreement provides that on the Closing Date, Everfront Subco and Datametrex shall complete the Amalgamation pursuant to the terms of an amalgamation agreement to be entered into between Everfront, Everfront Subco and Datametrex. The Definitive Agreement provides that on closing of the Amalgamation:

- (a) Any shares of Everfront Subco or the Datametrex Common Shares held by or on behalf of the other party, will at the Closing Time, be cancelled without any repayment of capital in respect thereof;
- (b) Each Datametrex Common Share issued and outstanding immediately before the Closing Time shall be cancelled and its holder shall receive therefor one (1) fully paid and non-assessable Resulting Issuer Share;

- (c) Each common share of Everfront Subco issued and outstanding immediately prior to Closing shall be replaced by one (1) one common share of Amalco issued in favour of the Resulting Issuer such that Amalco shall be a wholly-owned subsidiary of the Resulting Issuer; and
- (d) The Resulting Issuer shall issue Resulting Issuer Warrants to the holders of Datametrex Warrants and Datametrex Private Placement Warrants which remain outstanding immediately prior to Closing on the same terms upon the surrender for cancellation of such Datametrex Warrants and Datametrex Private Placement Warrants as the case may be. The rate of exchange of Resulting Issuer Warrants for Datametrex Warrants and Datametrex Private Placement Warrants shall be a one for one basis.

Datametrex currently has 47,952,840 common shares ("**Datametrex Common Shares**") and 10,189,868 common share purchase warrants ("**Datametrex Warrants**") are currently outstanding, each of which entitles the holder thereof to acquire Datametrex Common Shares at a price of \$0.075 for the first year and \$0.10 for the second year following the date of issuance, with the last expiry date being December 6, 2018.

Private Placement

In connection with the Qualifying Transaction and, Datametrex will complete a private placement of a minimum of 20,000,000 Datametrex Units and a maximum of 22,000,000 Datametrex Units at a price of \$0.10 per Datametrex Unit for aggregate gross proceeds of a minimum of \$2,000,000 and a maximum of \$2,200,000 (the "Private Placement"). See *Part III – "Information Concerning Datametrex – Private Placement"*. Upon completion of the Private Placement, Datametrex proposes to use the proceeds for the purposes as set out in *Part IV "Information Concerning the Resulting Issuer – Narrative Description of the Business" and "Principal Purposes of Funds"*.

Business of the Resulting Issuer

The business of Datametrex will become the business of the Resulting Issuer.

Interests of Insiders, Promoters and Control Persons

No Insider, promoter or Control Person of Everfront or any of their respective Associates and Affiliates (before and after giving effect to the Qualifying Transaction) has any interest in the Qualifying Transaction.

Arm's Length Qualifying Transaction

The Transaction is not a "Non-Arm's Length Transaction" (as defined by the TSXV).

Estimated Available Funds and Principal Purposes

The estimated available funds as at May 25, 2017, (based upon total current assets less total current liabilities) available to Everfront and Datametrex following Completion of the Qualifying Transaction are estimated to be \$1,945,066. See Appendix "D" – "*Resulting Issuer Pro Forma Financial Statements*".

The Resulting Issuer intends to use the funds available to it after Completion of the Qualifying Transactions, as well as the funds available to it pursuant to the Private Placement principally to further its business objectives, as described in *Part III - Information Concerning Datametrex – Narrative Description of the Business – Future Plans*. In this vein, principal uses of proceeds are expected to be as follows:

- Continuing to grow staff in the following key areas: business development, engineering, operations, and human resources, including management and executive-level recruitment;
- Accelerating business development growth;
- Expanding the scope of research and engineering and accelerating progress on existing projects;
- Investing in marketing and communications to build brand awareness for Datametrex in its market; and

- Strengthening the balance sheet to allow the freedom to rapidly take advantage of future opportunities that would benefit from investment.

Funds that are not immediately committed to the various uses described above will be invested in short-term, investment-grade interest-bearing securities such as money market accounts, certificates of deposit, commercial paper, guaranteed obligations, and bank demand deposits. Given that circumstances may change, flexibility in the use of proceeds will allow the Resulting Issuer to use proceeds for alternate purposes, which could be required due to demands for shifting focus or investment in marketing and business development activities, requirements for accelerating, increasing, reducing, or eliminating initiatives in response to changes in market, regulations, and/or developments in research and design, unexpected setbacks, and strategic opportunities, such as partnerships, strategic partners, joint ventures, mergers, acquisitions, and other like opportunities.

The following table sets out the proposed principal uses of the funds after giving effect to the Amalgamation and the Private Placement:

Expenditure	Assuming completion of the Transaction and Minimum Private Placement (\$)	Assuming completion of the Transaction and Maximum Private Placement (\$)
General and Administrative	\$131,379	\$140,000
Research and Development	\$352,000	\$372,000
Salary and Benefits	\$383,240	\$403,240
Sales, Marketing and Distribution	\$120,000	\$180,000
Transaction Costs	\$190,000	\$206,000
Unallocated Working Capital	\$958,447	\$1,033,826
TOTAL	\$2,135,066	\$2,335,066

The above uses of available funds are estimates only. Notwithstanding the proposed uses of available funds as discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult at this time to definitively project the total funds necessary to execute the planned undertakings of the Resulting Issuer. For these reasons, management considers it to be in the best interests of the Resulting Issuer and its shareholders to permit management a reasonable degree of flexibility as to how the Resulting Issuer's funds are employed among the above uses or for other purposes, as the need may arise.

Selected Pro Forma Financial Information

The following table sets forth selected financial information for the Resulting Issuer as at March 31, 2017 on a pro forma basis, assuming Completion of the Qualifying Transaction and the Private Placement. Such information is derived from the unaudited pro forma balance sheet of the Resulting Issuer as at March 31, 2017, which is attached hereto as Appendix "D", and should be read in conjunction with such financial statements.

	Everfront	Datametrex	Pro Forma Adjustments	Resulting Issuer Pro Forma
Cash and cash equivalents	\$184,431	\$58,480	\$1,810,000	\$2,052,911
Total Assets	\$185,599	\$183,217	\$1,810,000	\$2,178,815
Total Liabilities	\$4,635	\$206,360		\$210,995
Total Current Liabilities	\$4,635	\$206,360		\$210,995
Share Capital	\$763,485	\$495,809	\$1,657,617	\$2,916,911
Surplus / (Deficit)	(\$582,521)	(\$518,952)	\$152,383	(\$949,090)

Pro Forma Consolidated Capitalization

The following table sets forth the pro forma share capital and loan capital of the Resulting Issuer as at March 31, 2017, based on the pro forma statement of financial position contained in this Filing Statement as Appendix "D", after giving effect to the Completion of the Qualifying Transaction.

Designation of Security	Amount authorized or to be authorized	Assuming completion of the Transaction and Minimum Private Placement	Assuming completion of the Transaction and Maximum Private Placement
Resulting Issuer Shares	Unlimited	73,690,890	75,690,890
Resulting Issuer Options	N/A	384,054 ⁽¹⁾⁽²⁾	384,054 ⁽¹⁾⁽²⁾
Resulting Issuer Warrants	N/A	30,189,868 ⁽³⁾	32,189,868

Notes:

- (1) Does not include Resulting Issuer Shares that are issuable upon exercise of the Resulting Issuer Options.
- (2) For all securities issuable upon exercise of stock options and other convertible securities of the Resulting Issuer see Part IV "Information Concerning the Resulting Issuer" under the headings, "Pro Forma Consolidated Capitalization", "Fully Diluted Share Capital" and "Options to Purchase Securities".
- (3) Does not include shares issuable upon the exercise of Datametrex Private Placement Finders Warrants.

Market for Securities

The Everfront Shares are listed on the Exchange under the trading symbol "EVC.H". As at the date of this Filing Statement, none of the Datametrex Common Shares or Datametrex Warrants are listed or quoted on any stock exchange in Canada, the United States or internationally.

Sponsorship

Haywood Securities Inc. (the "**Sponsor**"), of 181 Bay Street, Suite 2910, Toronto, Ontario has agreed to act as Agent and sponsor in connection with the Transaction pursuant to a sponsorship agreement dated January 10, 2017 (the "**Sponsorship Agreement**"). The Sponsorship Agreement provides for the Sponsor to be paid a sponsorship fee of \$30,000 plus applicable taxes, plus the Sponsor's legal fees up to a maximum of \$10,000 plus applicable taxes and disbursements of which \$20,000 was paid on signing of the engagement agreement and \$10,000 is payable upon delivery of a Sponsorship Report to the Exchange.

Interests of Experts

As at the date hereof, partners and associates of Abraham Chan LLP, Everfront's current auditors, own, directly or indirectly, no securities of Everfront or Datametrex. No partner or associate of Abraham Chan LLP is or is expected to be elected, appointed or employed as a director, officer or employee of Everfront, Datametrex or the Resulting Issuer or of any Associate or Affiliate of Everfront, Datametrex or the Resulting Issuer.

As at the date hereof, partners and associates of BDO Canada LLP, Datametrex's current auditors, own, directly or indirectly, no securities of Everfront or Datametrex. No partner or associate of BDO Canada LLP is or is expected to be elected, appointed or employed as a director, officer or employee of Everfront, Datametrex or the Resulting Issuer or of any Associate or Affiliate of Everfront, Datametrex or the Resulting Issuer.

Conflicts of Interest

Certain of the individuals proposed for appointment as directors or officers of the Resulting Issuer upon Completion of the Qualifying Transaction are also directors, officers and/or promoters of other reporting and non-reporting issuers.

Accordingly, conflicts of interest may arise which could influence these persons in evaluating possible acquisitions or in generally acting on behalf of the Resulting Issuer, notwithstanding that they will be bound by the provisions of the OBCA to act at all times in good faith in the interests of the Resulting Issuer and to disclose such conflicts to the Resulting Issuer if and when they arise. To the best of their respective knowledge, neither Everfront nor DatametreX is aware of the existence of any conflicts of interest between Everfront or DatametreX and any of the individuals proposed for appointment as directors or officers of the Resulting Issuer upon Completion of the Qualifying Transaction, as of the date of this Filing Statement.

Risk Factors

DatametreX's business is subject to numerous risks and uncertainties, including those highlighted in the section titled "Risk Factors" following this Filing Statement summary. These risks include, but are not limited to, the following:

- DatametreX has had low sales to date and a limited operating history and a significant increase in sales will be necessary for DatametreX to succeed.
- DatametreX has incurred operating losses since its inception.
- DatametreX's commercial and financial success depends on the success of its current commercial product, DataTap, and commercial production and regulatory approval of its third generation product, which may never occur.
- DatametreX's commercial and financial success depends on market acceptance, and if not achieved will result in DatametreX not being able to generate revenue to support its operations.
- DatametreX depends on single source suppliers for its components, and business and relationship interruptions could harm its operations and adversely affect DatametreX's business.
- Materials necessary to manufacture DataTap may not be available on commercially reasonable terms, or at all, which may delay development, manufacturing and commercialization of DatametreX products.
- DatametreX may require additional capital to support its operations or the growth of its business, and it cannot be certain that this will happen.
- DatametreX's growth strategy may not achieve the anticipated results.
- DatametreX faces substantial competition in the future and may not be able to keep pace with the rapid technological changes which may result from others discovering, developing or commercializing products before or more successfully than DatametreX. The activities of competing technology companies, or others, may limit DatametreX's revenues.
- DatametreX has no large scale manufacturing experience, which could limit its growth.
- DatametreX depends on highly skilled personnel to grow and operate its business. If DatametreX is not able to hire, retain, and motivate its key personnel, its business may be adversely affected.
- DataTap may contain product defects in its third party components, including software and hardware, any of which could adversely affect DatametreX's business.
- If DatametreX fails to develop widespread brand awareness cost-effectively, its business may suffer.
- The market for DatametreX's DataTap is subject to government and regulatory approvals.
- Currency exchange rates fluctuations could adversely affect DatametreX's operating results.

- Downturns in general economic and market conditions may reduce demand for DataTap and could negatively affect Datametrex's revenue, operating results and cash flow.
- Datametrex's intellectual property rights are valuable, and any inability to protect them could adversely affect its business.
- Assertions by third parties of infringement or other violations of Datametrex's intellectual property rights could result in significant costs and substantially harm Datametrex's business and operating results.
- Intellectual property claims are expensive and time consuming to defend and if resolved adversely, could have a significant impact on Datametrex's business, financial condition, and operating results.
- Datametrex may not be able to receive the necessary patents on its products.
- If Datametrex is unable to protect the confidentiality of its proprietary information and know-how, the value of its technology and products could be adversely affected.
- Adverse litigation judgments or settlements resulting from legal proceedings in the normal course of business could reduce Datametrex's profits or limit its ability to operate.
- Regulatory approval of the Qualifying Transaction may not be obtained.
- The Definitive Agreement may be terminated.
- Following the Closing of the Qualifying Transaction, a small number of Shareholders of the Resulting Issuer will have a controlling influence over matters requiring shareholder approval, which could delay or prevent a change of control.
- The requirements of being a public company may strain the Resulting Issuer's resources, divert management's attention and affect its ability to attract and retain executive management and qualified board members.
- There has been no prior public market for the Resulting Issuer Shares, and an active trading market may not develop.

Conditional Approval for Qualifying Transaction

The Exchange has conditionally accepted Everfront's Qualifying Transaction subject to Everfront fulfilling all of the requirements of the Exchange on or before August 11, 2017.

RISK FACTORS

The current business of Datametrex will be the business of the Resulting Issuer following Completion of the Qualifying Transaction. Accordingly, risk factors relating to Datametrex's current business will be risk factors relating to the Resulting Issuer's business. Due to the nature of Datametrex's business, the legal and economic climate in which it operates and its present stage of development and proposed operations, Datametrex is subject to significant risks. Datametrex's future development and actual operating results may be very different from those expected as at the date of this Filing Statement. Readers should carefully consider all such risks, which include but are not limited to the following.

Risks Related to the Business

Datametrex has had low sales to date and a limited operating history and a significant increase in sales will be necessary for Datametrex to succeed.

Datametrex was incorporated in September 2016 and has a limited operating history upon which to evaluate its business and prospects, and a potential investor should consider the challenges, expenses, delays and other difficulties involved in the development of Datametrex's business, including continued technology development and achievement of market acceptance. In order for Datametrex to succeed, it will be necessary for Datametrex to significantly increase its sales. However, if Datametrex continues to have limited sales, Datametrex will not be able to grow its revenue and its business will be adversely affected. To date, Datametrex has not earned operating profits and significant operating losses are possible. There can be no assurance that Datametrex will achieve profitability.

Datametrex has incurred operating losses since its inception.

Datametrex has experienced operating losses since its inception. Datametrex expects that it will continue to incur losses for at least the next six months as Datametrex continues to commercialize its products, expand its sales and marketing capabilities, continue its ongoing research and development and continue to develop the corporate infrastructure necessary to market and sell its products. Additionally, following the Qualifying Transaction, Datametrex expects general and administrative expenses to increase due to the additional operational and reporting costs associated with being a public company. Datametrex's ability to achieve profitability and positive cash flow is subject to the risks described in this section. If Datametrex is unable to become profitable with positive cash flow, the value of investment will be adversely affected.

Datametrex's commercial and financial success depends on the success of its current commercial product, DataTap.

Datametrex's future success depends upon building and expanding its commercial operations in Canada and the U.S., as well as entering additional markets to commercialize its DataTap device. If Datametrex fails to expand the use of its DataTap device in a timely manner and penetrate the available markets which the product is intended to serve, Datametrex may not be able to expand its markets and grow revenue, the value of Datametrex may decline and investors may lose money.

Datametrex's commercial and financial success depends on market acceptance, and if not achieved will result in Datametrex not being able to generate revenue to support its operations.

The commercial success of DataTap depends, among other things, on market acceptance. The success of Datametrex's products and any new services that it may launch is dependent upon its ability to attract and retain a critical mass of merchants in potentially diverse geographic locations. The sales cycle for a new merchant can be lengthy. Merchants may not be willing to invest the time and resources necessary to achieve the necessary education and integration required to successfully deploy Datametrex technology. Competitive pricing and market acceptance also depends on the future pricing and availability of competing products and the perceived comparative efficacy of DataTap. If Datametrex cannot reach this market, or cannot offer competitive pricing packages, its operating results and revenues will be adversely affected.

Datametrex depends on third-party suppliers for some of its components, and business and relationship interruptions could harm its operations and adversely affect Datametrex's business.

Datametrex currently depends on third-party suppliers for its components, which are integral to its business. There are a number of circumstances that could affect a supplier's ability to supply a component, such as financial, political, technical, natural disaster, or other factors beyond Datametrex's control, such as a business interruption or a business decision of a supplier. These components may not be readily available on a cost-effective basis from other sources on short notice. If any such supplier is unable to manufacture and distribute Datametrex's components as needed, this could affect Datametrex's ability to operate its business. Although Datametrex has aimed to mitigate these risks by addressing its suppliers' abilities to source the components from multiple world-wide sites and intends to continue to explore the availability of additional and alternative long-term supply agreements with other suppliers, there can be no assurance that a continuing source of supply of these components will be available on commercially viable terms in the future. If this is the case, Datametrex's ability to achieve profitability could be affected.

Materials necessary to manufacture DataTap may not be available on commercially reasonable terms, or at all, which may delay development, manufacturing and commercialization of Datametrex products.

Datametrex relies on its suppliers to provide materials, components and services necessary to produce current and next generation product candidates. Certain suppliers are currently sole source because of Datametrex's low manufacturing volumes and need for specialty technical or other engineering expertise. Suppliers may be unable or unwilling to deliver these materials and services on a timely basis as needed or on commercially reasonable terms. Should this occur, Datametrex would seek to qualify alternative suppliers or develop in-house manufacturing capability, but may be unable to do so. Substantial design or manufacturing process modifications and regulatory approval might be required to facilitate or qualify an alternate supplier. Even where Datametrex could qualify alternative suppliers the substitution of suppliers may be at a higher cost and cause time delays that impede the commercial production of Datametrex products, reduce gross profit margins and impact Datametrex's ability to deliver its products on a sufficiently timely basis required to meet demand.

Datametrex may require additional capital to support its operations or the growth of its business, and it cannot be certain that this capital will be available on reasonable terms when required, or at all.

From time to time, Datametrex may need additional financing to operate or grow its business. The ability to continue as a going concern may be dependent upon raising additional capital from time-to-time to fund operations. Datametrex's ability to obtain additional financing, if and when required, will depend on investor and lender willingness, its operating performance, the condition of the capital markets and other facts, and Datametrex cannot assure anyone that additional financing will be available to it on favorable terms when required, or at all. If Datametrex raises additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of its current stock, and its existing stockholders may experience dilution. If Datametrex is unable to obtain adequate financing or financing on terms satisfactory to it when it requires it, its ability to continue to support the operation or growth of its business could be significantly impaired and its operating results may be harmed.

Datametrex's growth strategy may not achieve the anticipated results.

Datametrex's future success will depend on its ability to grow its business, including through commercialization of the DataTap device. Growth and innovation strategies require significant commitments of management resources and capital investments and Datametrex may not grow its revenues at the rate it expects or at all. As a result, Datametrex may not be able to recover the costs incurred in developing new projects and initiatives or to realize their intended or projected benefits, which could materially adversely affect its business, financial condition or results of operations.

Datametrex faces substantial competition in the future and may not be able to keep pace with the rapid technological changes which may result from others discovering, developing or commercializing products before or more successfully than Datametrex. The activities of competing companies, or others, may limit Datametrex's revenues.

In general the development and commercialization of new POS devices is highly competitive and is characterized by extensive research and development and rapid technological change. Market share can shift as a result of technological innovation and other business factors. Commercial opportunities for DataTap may be reduced if Datametrex's competitors develop or market products or novel technologies that are more effective, are better tolerated, are more accepted by the market physicians, have better distribution channels, or are less costly than that offered by Datametrex. If those products gain market acceptance Datametrex's revenue and financial results could be adversely affected. If Datametrex fails to develop new products or enhance existing products, its leadership in the current markets served could erode, and its business, financial condition and results of operations may be adversely affected.

While DataTap is a unique and novel device, there are a number of indirect competitors in the market. Such competitors include large and small device companies that may have significant access to capital resources, competitive product pipelines, substantial research and development staffs and facilities, and substantial experience in the market. Datametrex recognizes the need to invest in research and development to continue to add high-value, differentiated capabilities to expand both the depth and breadth of Datametrex's product offering. Management also recognizes the need to ensure customer satisfaction through all phases of the sales cycle and intends to invest in competitive intelligence and analysis as it relates to the dynamics of the market, as well as in trends in technology and in products as they are introduced into the market. However, Datametrex may not be able to compete with competitors that are more established in the market.

Datametrex has no large scale manufacturing experience, which could limit its growth.

Datametrex has limited manufacturing experience and thus may not be able to make DataTap devices or other products in the volumes necessary to achieve significant commercial sales. DataTap involves new and technologically complex materials and processes and Datametrex currently experience low yields on its manufacturing process. To move from making small quantities of products to larger quantities for commercial distribution, Datametrex must develop new manufacturing techniques and processes to better scale production. Datametrex may not be able to establish and maintain reliable, efficient, full scale manufacturing at commercially reasonable costs in a timely fashion. Difficulties encountered in manufacturing scale-up, or any failure to implement and maintain current manufacturing facilities in accordance with good manufacturing practice regulations, international quality standards or other regulatory requirements, could result in a delay or termination of production. To date, Datametrex's manufacturing activities have largely been to provide units for limited initial sales of DataTap, and Datametrex may face substantial difficulties in establishing and maintaining manufacturing for its products at a larger commercial scale and those difficulties may impact the quantity and quality of products and adversely affect Datametrex's ability to increase sales.

Datametrex depends on highly skilled personnel to grow and operate its business. If Datametrex is not able to hire, retain, and motivate its key personnel, its business may be adversely affected.

Datametrex's success depends in part upon a number of key employees, including members of senior management who have extensive experience in the industry. Competition for talented senior management is intense and Datametrex's ability to successfully develop and maintain a competitive market position will depend in part on its ability to attract and retain highly qualified and experienced management. The loss of the services of key personnel could have a materially adverse effect on Datametrex's business.

DataTap devices may contain product defects in its third party components, including software and hardware, any of which could adversely affect Datametrex's business.

DataTap devices may contain undetected defects in its third party components, including its software and hardware. If these defects lead to product returns or significant product updates, Datametrex could experience lost revenue during the period required to fix any such defects. Any defects could also prevent potential customers from purchasing DataTap and could significantly harm Datametrex's reputation, all of which could have an adverse effect on Datametrex's business, operating results and financial condition.

If Datametrex fails to develop widespread brand awareness cost-effectively, its business may suffer.

Datametrex believes that developing and maintaining widespread awareness of its brand in a cost-effective manner is

critical to achieving widespread acceptance of DataTap. Datametrex's marketing efforts are directed at growing brand awareness. Brand promotion activities, although they have been successful in the past, may not generate customer awareness or increase revenues, and even if they do, any increase in revenues may not offset the expenses incurred in brand building. If Datametrex fails to successfully promote and maintain its brand, or incur substantial expenses in doing so, Datametrex may fail to attract or retain customers necessary to realize a sufficient return on its brand building efforts, or to achieve the widespread brand awareness that is critical for broad customer adoption of DataTap.

The market for DataTap is subject to extensive government and regulatory approvals.

Datametrex's product, development activities and manufacturing processes are subject to extensive regulation by numerous government agencies. To varying degrees, these agencies monitor and enforce Datametrex's compliance with laws and regulations. Datametrex also has ongoing responsibilities under local and international regulations before and after a product is commercially released. Any adverse regulatory action, depending on its magnitude, may restrict Datametrex from effectively manufacturing, marketing and selling its products. In addition, negative publicity and product liability claims resulting from any adverse regulatory action could have a material adverse effect on Datametrex's financial condition and results of operations.

Possible failure to realize anticipated benefits of future acquisitions

Datametrex may in the future complete acquisitions to strengthen its position in the point-of sale industry and to create the opportunity to realize certain benefits including, among other things, potential cost savings. Achieving the benefits of any future acquisitions depends, in part, on successfully consolidating functions and integrating operations, procedures and personnel in a timely and efficient manner, as well as Datametrex's ability to realize the anticipated growth opportunities and synergies from combining the acquired businesses and operations with its own. The integration of acquired businesses requires the dedication of substantial management effort, time and resources which may divert management's focus and resources from other strategic opportunities and from operational matters during this process. The integration process may result in the loss of key employees and the disruption of ongoing business, customer and employee relationships that may adversely affect Datametrex's ability to achieve the anticipated benefits of these and future acquisitions.

Intense competition

The POS data collection industry is highly competitive and rapidly changing. Datametrex may be significantly affected by new product introductions and geographic expansion by existing competition. Barriers to entry into this market may be relatively low, and Datametrex expects that competition will intensify in the future. Specific factors upon which the Corporation competes include, but are not limited to, functionality of its applications, ease of use, timing for implementation, quality of support and services, and price. Datametrex's potential competitors include other companies selling point of-sale systems and software and POS data collection companies. Many of these potential competitors have significantly greater financial, technical, marketing and other resources than Datametrex has. Many of them also have longer operating histories, greater name recognition and stronger relationships with merchants and consumers who use or might use a low-value-payment service. Datametrex may not be able to compete successfully with these competitors.

Technology and development Risk

The Datametrex approach utilizes technology principally architected and developed by the company. Datametrex has also contracted with or identified a number of key suppliers for the various software and hardware components that comprise Datametrex's solutions. There can be no assurances that Datametrex will meet its targeted development or integration timelines such that it will be able to offer solutions at competitive pricing, or that Datametrex can continue to enhance and improve the responsiveness, functionality and features of its technology and enable the solutions to scale at a reasonable cost. In addition, there is a risk that third parties may have applied for or been granted patents for certain processes or technology which Datametrex has already deployed or intends to deploy, in which case Datametrex may incur additional costs or be prohibited from using or implementing certain product features or processes in one or more countries. Datametrex solutions incorporate complex technology and software. Accordingly, they may contain errors, or "bugs", that could be detected at any point. Such errors could materially and adversely affect Datametrex's reputation, resulting in claims and/or significant costs to Datametrex, and/or cause consumers,

merchants, licensees and other parties to abandon Datametrex's solutions and impair Datametrex's ability to market and sell solutions and services in the future. The costs incurred in correcting any errors and satisfying any such claims may be substantial and could adversely affect Datametrex's operating margins. While Datametrex plans to continually test its solutions for errors and work with customers and merchants through its maintenance support services to identify and correct bugs, errors may be found in the future.

Risks associated with additional financing

Datametrex may need to raise additional financing. There can be no assurance that Datametrex will be successful in raising sufficient capital on acceptable terms, if at all. If it is unable to raise capital it may not be able to execute on its business plan or respond to competitive pressures. If Datametrex is able to raise additional capital, it may be on terms and conditions which result in significant dilution to existing shareholders.

Risks Related to Worldwide Economic Conditions

Currency exchange rates fluctuations could adversely affect Datametrex's operating results.

Datametrex is exposed to the effects of fluctuations in currency exchange rates. Since Datametrex conducts some of its business in currencies other than Canadian dollars but reports its operating results in Canadian dollars, it faces exposure to fluctuations in currency exchange rates. Consequently, exchange rate fluctuations between the Canadian dollar and other currencies could have a material impact on Datametrex's operating results.

Downturns in general economic and market conditions may reduce demand for DataTap and could negatively affect Datametrex's revenue, operating results and cash flow.

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 Datametrex or to Datametrex's industry could materially adversely affect Datametrex over the course of time. Volatility in the market could hurt Datametrex's ability to raise capital. Potential price inflation caused by an excess of liquidity in countries where Datametrex conducts business may increase the costs incurred to manufacture and sell Data Tap and may reduce Datametrex's profit margins. As a result of downturns in general economic and market conditions, potential customers may not be interested in purchasing Datametrex products or suppliers with which Datametrex has relationships may increase the prices at which they supply component parts. Any of these events, or other events caused by turmoil in world financial markets may have a material adverse effect on Datametrex's business, operating results and financial conditions.

Risks Related to Intellectual Property

Datametrex's intellectual property rights are valuable, and any inability to protect them could adversely affect its business.

Datametrex's success depends substantially upon the internally developed technology that is the basis for its products. Its intellectual property, including its trademarks, service marks, domain names, copyrights, patent and other proprietary rights, constitutes an extremely significant part of its value. To protect its intellectual property rights, Datametrex relies upon a combination of trademark, copyright, patent, trade secret and unfair competition laws of Canada and the United States and other countries, as well as contract provisions and third-party policies and procedures governing internet/domain name registrations. However, there can be no assurance that these measures will be successful in any given case, particularly in those countries where the laws do not protect Datametrex's proprietary rights as fully as in Canada and the United States. Datametrex may be unable to prevent the misappropriation, infringement or violation of its intellectual property rights, breaching any contractual obligations to us, or independently developing intellectual property that is similar to ours, any of which could reduce or eliminate any competitive advantage Datametrex has developed, adversely affect Datametrex's revenues or otherwise harm its business.

Assertions by third parties of infringement or other violations of Datametrex's intellectual property rights could result in significant costs and substantially harm Datametrex's business and operating results.

Third parties may in the future assert claims of infringement, misappropriation or other violations of intellectual property rights against Datametrex. Any such claim against Datametrex, even those without merit could cause Datametrex to incur substantial costs defending against the claim and could distract its management. An adverse outcome of a dispute may require Datametrex to pay substantial damages, cease making, licensing or using solutions that are alleged to infringe or misappropriate the intellectual property of others, expend additional development resources to attempt to redesign its services or otherwise develop non-infringing technology, which may not be successful, or enter into potentially unfavourable royalty or license agreements in order to obtain the right to use technologies or intellectual property rights.

On March 1, 2017, demand letters ("Demand Letters") were sent to Andrew Ryu (Chief Executive Officer, Director and founder of Datametrex), Jonathan Hobbs (Chief Technology Officer, Director and founder of Datametrex) and Datametrex from litigation counsel for Cozumo Inc. ("Cozumo") alleging misappropriation and unlawful use of confidential information of Cozumo (the "Alleged Confidential Information") to develop the Data Tap technology for Datametrex. The Demand Letters noted that Andrew Ryu and Jonathan Hobbs were former officers and directors of Cozumo who had access to the Alleged Confidential Information and further allege that Andrew Ryu and Jonathan Hobbs breached their respective obligations to Cozumo leading to causes of action for breach of fiduciary duty, breach of a duty of care, breach of contract, breach of confidence and unjust enrichment. In addition to the allegations made against Andrew Ryu and Jonathan Hobbs in their personal capacities, the Demand Letters allege that a cause of action can be made against Datametrex for breach of confidence and unjust enrichment.

As a consequence of the alleged conduct referred to in the Demand Letter, Cozumo is demanding that Andrew Ryu, Jonathan Hobbs and Datametrex cease all use of the Alleged Confidential Information including any further use, marketing, registration or sale of the Data Tap technology itself and any and all intellectual property therein, among other demands, or else it will initiate a claim against Datametrex, Andrew Ryu and Jonathan Hobbs without further notice.

After conducting due diligence with Andrew Ryu and Jonathan Hobbs, Datametrex's position is that the allegations are without merit. The board of directors of Datametrex retained litigation counsel to respond to the Demand Letters on March 7, 2016 and to vigorously defend any claims against Datametrex should any be made by Cozumo.

Intellectual property claims are expensive and time consuming to defend and if resolved adversely, could have a significant impact on Datametrex's business, financial condition, and operating results.

Datametrex is actively engaged in enforcement and other activities to protect its intellectual property rights. If it became necessary to resort to litigation to protect these rights, any proceedings could be burdensome, costly and divert the attention of management, and Datametrex may not prevail. In addition, any repeal or weakening of laws or enforcement in Canada and the United States or internationally intended to protect intellectual property rights could make it more difficult for Datametrex to adequately protect its intellectual property rights, negatively impacting their value and increasing the cost of enforcing its rights.

Datametrex may not be able to receive the necessary patents on its products.

Patent applications in the United States are maintained in secrecy until the patents are published or issued. Accordingly, Datametrex cannot guarantee that any of its pending applications will be approved by the applicable governmental authorities. Moreover, even if the applications are approved, third parties may seek to oppose or otherwise challenge these registrations. A failure to obtain registrations for its intellectual property in the United States and other countries could limit Datametrex's ability to protect its intellectual property rights and impede its marketing efforts in those jurisdictions.

If Datametrex is unable to protect the confidentiality of its proprietary information and know-how, the value of its technology and products could be adversely affected.

In addition to patented technology, Datametrex relies upon, among other things, unpatented proprietary technology, processes, trade secrets and know-how. Any involuntary disclosure to or misappropriation by third-parties of its confidential or proprietary information could enable competitors to duplicate or surpass Datametrex's technological achievements, potentially eroding its competitive position in the market. Datametrex seeks to protect confidential or proprietary information in part by confidentiality agreements with employees, consultants and third-parties. While all employees, consultants, advisors and any third-parties who have access to Datametrex's proprietary know-how, information and technology are required to enter into confidentiality agreements, Datametrex cannot be certain that this know-how, information and technology will not be disclosed or that competitors will not otherwise gain access to Datametrex's trade secrets or independently develop substantially equivalent information and techniques. These agreements may be terminated or breached, and Datametrex may not have adequate remedies for any such termination or breach. Furthermore, these agreements may not provide meaningful protection for trade secrets and know-how in the event of unauthorized use or disclosure. To the extent that any of Datametrex staff were previously employed by other pharmaceutical, medical technology, biotechnology or consumer technology companies, those employers may allege violations of trade secrets and other similar claims in relation to their medical device development activities for Datametrex.

Adverse litigation judgments or settlements resulting from legal proceedings in the normal course of business could reduce Datametrex's profits or limit its ability to operate.

Datametrex is subject to allegations, claims and legal actions arising in the ordinary course of its business, which may include claims by third parties, including employees or regulators. The outcome of many of these proceedings cannot be predicted. If any of these proceedings were to be determined adversely to us, a judgment, a fine or a settlement involving a payment of a material sum of money were to occur, or injunctive relief were issued against Datametrex, its business, financial condition and results of operations could be materially adversely affected.

Risks Related to the Qualifying Transaction and the Resulting Issuer

Regulatory Approval of the Qualifying Transaction may not be obtained.

The Completion of the Qualifying Transaction is subject to the satisfaction of a number of conditions, including final acceptance of the TSXV. There can be no assurance that all of the necessary regulatory approvals will be obtained. If the Qualifying Transaction, as contemplated by the Definitive Agreement is not completed for these reasons or for any others, Datametrex and Everfront will have incurred significant costs associated with the failed implementation of the Qualifying Transaction.

The Definitive Agreement may be terminated.

The Definitive Agreement specifies that the parties' obligation to effect the Qualifying Transaction is conditional upon the satisfaction of a number of conditions. If any of the conditions are not satisfied or waived, the Qualifying Transaction may not be completed. Each of Everfront and Datametrex have the right, in certain circumstances, to terminate the Definitive Agreement. Accordingly, there can be no certainty that the Definitive Agreement will not be terminated by either party prior to the Completion of the Qualifying Transaction.

Following the Closing of the Qualifying Transaction, a small number of Shareholders of the Resulting Issuer will have a controlling influence over matters requiring shareholder approval, which could delay or prevent a change of control.

Following the Closing of the Qualifying Transaction, the largest shareholders, Andrew Ryu and Jonathan Hobbs will beneficially own in the aggregate 0.4% of Resulting Issuer Shares (assuming completion of the minimum Private Placement). As a result, these shareholders, should they chose to act together or and even if they act individually, will exert significant influence over the Resulting Issuer's operations and business strategy and would together have sufficient voting power to control the outcome of matters requiring shareholder approval. These matters may include

the composition of the board of directors, which has the authority to direct the Resulting Issuer's business and to appoint and remove officers; approving or rejecting a merger, consolidation or other business combination; raising future capital; and amending the Resulting Issuer's articles of association, which govern the rights attached to the Resulting Issuer's Shares. This concentration of ownership could delay or prevent proxy contests, mergers, tender offers, open-market purchase programs or other purchases of the Resulting Issuer's Shares that might otherwise give shareholders the opportunity to realize a premium over the then-prevailing market price of the Resulting Issuer's Shares. This concentration of ownership may also adversely affect the Resulting Issuer's share price.

The requirements of being a public company may strain the Resulting Issuer's resources, divert management's attention and affect its ability to attract and retain executive management and qualified board members.

As a reporting issuer, the Resulting Issuer will be subject to the reporting requirements of applicable securities legislation of the jurisdiction in which it is a reporting issuer, the listing requirements of the TSXV and other applicable securities rules and regulations. Compliance with those rules and regulations will increase the Resulting Issuer's legal and financial costs, make some activities more difficult, time consuming or costly and increase demand on its systems and resources.

There has been no prior public market for the Resulting Issuer Shares, and an active trading market may not develop.

Prior to the Qualifying Transaction, there has been no active public market for the Resulting Issuer's shares. An active trading market may not develop following Completion of the Qualifying Transaction or, if developed, may not be sustained. The lack of an active market may impair an investor's ability to sell its shares at the time he or she wishes to sell them or at a price that he or she considers reasonable. The lack of an active market may also reduce the fair market value of the Resulting Issuer's Shares. An inactive market may also impair an investor's ability to raise capital by selling its Resulting Issuer Shares and may impair the Resulting Issuer's ability to acquire other companies by using its Resulting Issuer Shares as consideration.

Takeover of the Resulting Issuer

While Everfront has not formally adopted a shareholder rights plan, the Resulting Issuer may introduce such a plan at any time, including in the event a takeover bid is made for the Resulting Issuer. The provisions of such a plan could make it more difficult for a third party to acquire a majority of the Common Shares, the effect of which may be to deprive shareholders of a control premium that might otherwise be realized in connection with an acquisition of the Resulting Issuer. Conversely, in the event a shareholder rights plan is not adopted, the Resulting Issuer may be acquired by a third party for a lower price per Common Share than if a shareholder rights plan been in place, as such a plan could allow the Resulting Issuer more time to interest other or competing buyers and thereby realize a higher price per Common Share.

PART II - INFORMATION CONCERNING EVERFRONT

Corporate Structure

Name and Incorporation

Everfront Ventures Corp. ("**Everfront**") was incorporated on March 4, 2011 pursuant to the *Business Corporations Act* (Ontario) (the "**OBCA**").

Everfront's head and registered office is located at 56 Temperance Street, Suite 200, Toronto, Ontario M5H 3V5.

Everfront has one wholly-owned subsidiary being Everfront Acquisition Corp. incorporated pursuant to the OBCA on September 3, 2013 and subsequently continued under the CBCA on January 20, 2014.

General Development of the Business

History

Everfront is a former CPC pursuant to the CPC Policy, currently trading on the NEX Board of the Exchange. As a former CPC trading on NEX, Everfront is required to continue to comply with all of the requirements and restrictions in the CPC Policy. On December 12, 2011, Everfront completed its initial public offering of 2,335,550 Everfront Shares at a price of \$0.20 for total proceeds of \$467,110 by way of a final prospectus dated September 19, 2011, which was filed in the Provinces of Alberta, British Columbia and Ontario. The Everfront Shares commenced trading on the Exchange on December 12, 2011. Trading in the Everfront Shares was halted on September 6, 2012 at the request of the corporation pending the announcement of its proposed qualifying transaction involving Canagco Mining Corp. (the "**First Qualifying Transaction**"). On October 15, 2013, Everfront announced the termination of the First Qualifying Transaction.

On November 12, 2013 Everfront announced that it had completed a non-brokered private placement consisting of approximately 2,400,000 common shares at a purchase price of \$0.05, for gross proceeds of \$120,000. This private placement was made by way of private placement exemptions in accordance with applicable securities laws in the Provinces of Ontario, Alberta, and British Columbia. No directors, officers or insiders of Everfront participated in this private placement.

On December 4, 2013 Everfront announced its proposed qualifying transaction with Global Gardens Group Inc. (the "**Second Qualifying Transaction**"). On February 21, 2014 Everfront announced the termination of the Second Qualifying Transaction.

On March 13, 2014, Everfront announced that it received approval from the Exchange to transfer its listing to the NEX Board of the Exchange, effective at the opening of markets on March 17, 2014 under the ticker symbol "EVC.H". In connection with its transfer to the NEX, Everfront cancelled 502,500 seed shares purchased by non-arm's length parties for less than \$0.20 per seed share, as approved by Everfront shareholders at its annual and special meeting held on January 8, 2014, leaving a balance of 5,738,050.

Trading in the Everfront Shares was again halted at the request of Everfront on January 5, 2017 pending the announcement of the Qualifying Transaction that is the subject of this Filing Statement. Trading is expected to be reinstated on the Exchange following Completion of the Qualifying Transaction. The closing price of the Everfront Shares on the Exchange on January 5, 2017, immediately prior to the halt, was \$0.10.

Everfront has conducted no business operations except for the identification and evaluation of potential Qualifying Transactions, including the evaluation of the Arrangement as a Qualifying Transaction.

Amalgamation

The Amalgamation will constitute Everfront's Qualifying Transaction under the CPC Policy. Completion of the Qualifying Transaction is subject to various conditions precedent, including, but not limited to approval of the

Arrangement and related transactions having been received from all applicable regulatory authorities including the Exchange, and completion of the Private Placement.

Selected Consolidated Financial Information and Management's Discussion and Analysis

The following tables set out certain selected financial information of Everfront. The selected financial information has been derived from Everfront's audited financial statements for the fiscal years ended December 31, 2016, 2015 and 2014 and Everfront's unaudited financial statement for the three (3) months ended March 31, 2017. The following information should be read in conjunction with Everfront's financial statements attached as Appendix "B" to this Filing Statement. The financial results are not necessarily indicative of the results that may be expected for any other period. Everfront's financial statements are presented in Canadian dollars and are prepared in accordance with Canadian generally accepted accounting principles and IFRS where applicable.

Item	Year Ended December 31, 2016 (audited)	Year Ended December 31, 2015 (audited)	Year Ended December 31, 2014 (audited)	Three (3) Months Ended March 31, 2017 (unaudited)
	(\$)	(\$)	(\$)	(\$)
Total Expenses	35,783	38,400	86,920	12,295
Amounts deferred in connection with the Qualifying Transaction	-	-	-	

Years Ended December 31, 2016, 2015 and 2014

The following discussion and analysis of the financial position and results of operations for Everfront should be read in conjunction with the audited financial statements and the notes thereto for the years ended December 31, 2016, 2015 and 2014, which are prepared in accordance with IFRS and are attached as Appendix "B" to this Filing Statement.

Selected Annual Information

The following table represents selected financial information of Everfront for the periods as set out in the table:

	Year Ended December 31, 2016 (\$)	Year Ended December 31, 2015 (\$)	Year Ended December 31, 2014 (\$)
Net loss for the year	35,783	38,400	86,920
Basic and diluted loss per share	0.01	0.01	0.01
Total assets	201,852	240,237	332,142
Total long-term liabilities	-	-	-
Cash dividends per share	-	-	-
Total shareholders' equity	194,264	230,047	268,447

Results of Operations for the Years Ended December 31, 2016, 2015 and 2014

The audited financial statements for the year ended December 31, 2016 are incorporated by reference herein and form an integral part of this Management's Discussion and Analysis ("MD&A").

Selected Annual Financial Information

The following table summarizes Everfront's results for the years ended December 31, 2016, 2015 and 2014:

Year ended	December 31, 2016	December 31, 2015	December 31, 2014
Revenue	\$ -	\$ -	\$ -
Expenses	\$ (35,783)	\$ (38,400)	\$ (86,920)
Net Loss	\$ (35,783)	\$ (38,400)	\$ (86,920)
Net Loss per Share	\$ (0.01)	\$ (0.01)	\$ (0.01)
Total Assets	\$ 201,852	\$ 240,237	\$ 332,142

Everfront is a CPC and has no sales revenue. Until such time as Everfront completes the Qualifying Transaction as required by the Exchange, corporate expenditures will be restricted to costs of raising equity financing, administrative and professional costs to maintain Everfront in good standing, and costs to identify and evaluate potential business opportunities.

Everfront had a loss of \$35,783 for the year ended December 31, 2016, compared to a loss of \$38,400 for the year ended December 31, 2015. During the years ended December 31, 2016 and December 31, 2015 Everfront had no revenue.

Operating expenses were \$35,783 for the year ended December 31, 2016, the expenses for the year ended December 31, 2015 were \$38,400. These expenses consisted of general and administrative expenses, professional fees and transfer agent and filing fees. During the year ended December 31, 2016, Everfront expensed \$12,000 to a company in which the CEO and director of the Company is the managing director, this expense is for reimbursement of overhead expenses (2015 - \$12,000).

Selected Quarterly Financial Information

The following table summarizes information derived from Everfront's financial statements for each of the eight most recently completed quarters:

Three months ended	Total Revenues	Net Gain (Loss)	Gain (Loss) Per Share
	\$	\$	\$
March 31, 2017	-	(13,300)	(0.00)
December 31, 2016	-	(9,105)	(0.00)
September 30, 2016	-	(7,298)	(0.00)
June 30, 2016	-	(7,085)	(0.00)

March 31, 2016	-	(12,295)	(0.00)
December 31, 2015	-	771	0.00
September 30, 2015	-	(7,400)	(0.00)
June 30, 2015	-	(14,929)	(0.00)

Liquidity and Capital Resources

As at December 31, 2016, Everfront had cash of \$197,985 held in Everfront's bank account (December 31, 2015 - \$235,703) and HST receivable of \$3,867 (December 31, 2015 - \$4,534). Everfront's accounts payable and accrued liabilities as at December 31, 2016 was \$7,588 (December 31, 2015 - \$10,190) and Everfront's working capital at December 31, 2016 was \$194,264 (December 31, 2015 - \$230,047).

Everfront is confident that it has sufficient working capital at this time to meet its anticipated financial obligations for the current year. As of the date of this MD&A, Everfront has no outstanding commitments. Everfront has not pledged any of its assets as security for loans, or otherwise, and is not subject to any debt covenants.

Cash Used in Operating Activities

Everfront used cash in operating activities during the year ended December 31, 2016 of \$37,718 (2015 - \$90,300), related primarily to transfer agent and filing fees, professional fees and general and administrative expenses. Everfront expects to continue to generate negative cash from operating activities until it is able to complete its Qualifying Transaction.

Cash Provided by Financing Activities

No cash was generated by financing activities during the year ended December 31, 2016.

Off-Balance Sheet Arrangements

Everfront is not party to any off-balance sheet arrangements or transactions.

Transactions with Related Parties

During the year ended December 31, 2016, Everfront expensed \$12,000 (December 31, 2015 - \$12,000) to a company in which the CEO and director of Everfront is the managing director. These funds were paid for reimbursement of overhead expenses. As at December 31, 2016 Everfront owed \$Nil (December 31, 2015 - \$3,390) and this amount was included in accounts payable and accrued liabilities.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent assets and liabilities at the date of the audited financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Everfront bases its estimates on historical experience and other assumptions as required that management believes are reasonable in the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities. Everfront reviews its estimates on an ongoing basis in order to ensure the appropriateness of the estimates.

Future Accounting Changes

Certain accounting pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after Everfront's year end. Many are not applicable or do not have a significant impact on Everfront and so have been excluded from the list below. The following standards have not yet been adopted and are being evaluated to determine their impact on Everfront.

- i) IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB and will replace IAS 39 - Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 introduces new requirements for the classification and measurement of financial assets. IFRS 9 requires all recognized financial assets that are within the scope of IAS 39, to be measured at amortized cost or fair value in subsequent accounting periods following initial recognition. Specifically, financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets, including equity investments, are measured at their fair value at the end of subsequent accounting periods.

Requirements for classification and measurement of financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit or loss would generally be recorded in other comprehensive income.

IFRS 9 was amended in November 2013 to: (i) include guidance on hedge accounting; and (ii) allow entities to early adopt the requirement to recognize changes in fair value attributable to changes in an entity's own credit risk, from financial liabilities designed under the fair value option, in other comprehensive loss, without having to adopt the remainder of IFRS 9.

The final version of IFRS 9 was issued in July 2014 and includes: (i) a third measurement category for financial assets-fair value through other comprehensive income; (ii) a single forward-looking expected loss impairment model; and (iii) a mandatory effective date for IFRS 9 of annual periods beginning on or after January 1, 2018, with early adoption permitted. Everfront is currently evaluating the impact of the adoption of this standard on the financial statements.

Financial Instruments

As at December 31, 2016, Everfront's financial instruments consisted of cash, HST receivable, and accounts payable and accrued liabilities. The carrying amounts of these financial instruments, reflected in the statement of financial position, approximate their fair value due to their short-term nature.

Credit Risk

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. Everfront's exposure to credit risk is limited to its cash. Everfront limits its exposure to credit risk by holding its cash in deposits with a major Canadian chartered bank.

Interest Rate Risk

All of the cash balance is held in a bank account within a major Canadian chartered bank. Any change to market rates results in interest rate risk. The exposure to interest rate risk, however, is very limited due to the nature of the account.

Liquidity Risk

Everfront's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its liabilities when due. As at December 31, 2016, Everfront had a cash balance of \$197,985 to settle accounts payable and accrued liabilities of \$7,588.

Outstanding Share Data

As of the date of this MD&A, Everfront had:

- 5,738,050 issued and outstanding common shares; and
- stock options issued to directors and officers of Everfront to purchase up to 384,054 common shares at a price of \$0.20 per common share, exercisable until December 13, 2021.

Risks and Uncertainties

There is no assurance that Everfront will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such acquisition or investment. Additional funds may be required to enable Everfront to pursue such an initiative and Everfront may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business acquired will be profitable.

Everfront has not yet commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after the completion of a Qualifying Transaction.

Everfront currently does not have any full time employees and does not maintain liability insurance. If its operations change, Everfront may add appropriate coverage to cover some of the risks associated with its new business activities.

A Qualifying Transaction may be financed in all or part by the issuance of additional securities by Everfront and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of Everfront.

Everfront expects that expenses will increase following the negotiation and finalization of the Qualifying Transaction.

Description of the Securities

Everfront is authorized to issue an unlimited number of Everfront Shares. As at the date of this Filing Statement, 5,738,050 Everfront Shares are issued and outstanding as fully paid and non-assessable.

Everfront Shares

The holders of Everfront Shares shall be entitled to one vote in respect of each Everfront Share held at any meetings of the shareholders of Everfront. The holders of Everfront Shares shall be entitled to receive, and Everfront shall pay out of funds of Everfront properly applicable to the payment of dividends, only those dividends in such amounts as may be declared in the absolute discretion of the directors from time to time in respect of the Everfront Shares. The directors shall not declare or pay a dividend on the Everfront Shares if such declaration or payment would contravene any applicable statute, regulation or rule of law or equity. In the event of liquidation, dissolution or winding up of Everfront or other distribution of assets of Everfront among its shareholders for the purpose of winding-up its affairs or upon a reduction of capital and each of the holders of the Everfront Shares shall be entitled to receive any declared but unpaid dividends together with any remaining property or assets of Everfront pro rata based upon the ratio of the number of Everfront Shares that the shareholder holds to the total number of Everfront Shares. All Everfront Shares outstanding after Completion of the Qualifying Transaction will be fully paid and non-assessable.

IPO Agent Warrants

In connection with the completion of Everfront's initial public offering, pursuant to the IPO Agency Agreement, Everfront granted to the IPO Agent 233,555 IPO Agent Warrants, exercisable until December 13, 2013 at a price of \$0.10 per share. No IPO Agent Warrants were exercised and the balance of the IPO Agent Warrants expired unexercised.

Stock Option Plan

The Everfront Share Option Plan provides that the board of directors of Everfront may from time to time, in its discretion, and in accordance with the Exchange Requirements, grant Everfront Options to directors, officers and Employees of Everfront and its Affiliates and to Consultants, Consultant Companies and Management Company Employees, provided that the Everfront Shares that may be reserved for issuance under the Everfront Share Option Plan (the “**Everfront Plan Shares**”) at any point in time will be the maximum aggregate number of 10% of the outstanding Everfront Shares at the time the Everfront Plan Shares are reserved for issuance as a result of the grant of an Everfront Option, less any Everfront Shares reserved for issuance under Everfront Share options granted pursuant to Share Compensation Arrangements other than the Everfront Share Option Plan. The purpose of the Everfront Share Option Plan is to recognize contributions made by Service Providers to Everfront and its Affiliates and to create an incentive for their continuing assistance. Everfront Options provide incentive and encouragement for ownership of Everfront Shares by its key individuals and Employees so that they may increase their stake in Everfront and benefit from increases in the value of Everfront Shares.

No Service Provider can be granted an Everfront Option if that Everfront Option would result in the total number of Everfront Options, together with any other Share Compensation Arrangements granted to such Service Provider in the previous 12 months, exceeding 5% of the outstanding Everfront Shares. The aggregate number of Everfront Options granted to all Service Providers conducting Investor Relations Activities in any 12-month period cannot exceed 2% of the outstanding Everfront Shares, calculated at the time of grant, without the prior consent of the Exchange. Everfront is required to obtain disinterested shareholder approval prior to the aggregate number of Everfront Shares reserved for issuance under Everfront Options granted to Insiders exceeding 10% of the outstanding Everfront Shares in the event that the Everfront Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Everfront Shares, the number of Everfront Plan Shares issued to Insiders within a 12-month period exceeding 10% of the outstanding Everfront Shares, or the issuance to any one optionee, within a 12-month period, of a number of Everfront Shares exceeding 5% of the outstanding Everfront Shares.

Everfront’s stock option plan (the “**Everfront Option Plan**”) is administered by the board of directors of Everfront, and the directors, officers, employees, consultants and management company employees of Everfront are eligible to participate in the Option Plan. The number of Everfront Shares that may be reserved for issuance from time to time upon the exercise of options granted under the Everfront Option Plan will not at any point in time exceed 10% of the issued and outstanding Everfront Shares. No more than an aggregate of 5% of the issued and outstanding Everfront Shares may be granted to any one individual in any 12-month period without disinterested shareholder approval. No more than an aggregate of 2% of the issued and outstanding Everfront Shares may be granted to any one consultant in any 12-month period. No more than 2% of the issued and outstanding Everfront Shares may be granted, in the aggregate, to employees or consultants conducting investor relations activities in any 12 month period. Everfront Options issued pursuant to the Everfront Option Plan will have an exercise price determined by the board of directors of Everfront provided that the exercise price shall not be less than the greater of \$0.05 per share and the “Discounted Market Price” as defined in the policies of the Exchange. The vesting of the Everfront Options is at the discretion of the board of directors of Everfront, except in the case of an optionee performing investor relations activities, in which case the Option Plan requires that options vest over a minimum of twelve months with no more than one quarter of such options vesting in any three month period. Disinterested shareholder approval is required for any amendment to an option granted to an Insider which results in a decrease of the exercise price of the option. The consideration for all option exercises must be paid in cash and the Everfront Option Plan must be approved by shareholders on a yearly basis.

The exercise price of an Everfront Option will be set by the directors at the time such Everfront Option is allocated under the Everfront Share Option Plan, and cannot be less than the Discounted Market Price. Vesting of Everfront Options shall be at the discretion of the directors and, with respect to any particular Everfront Options granted under the Everfront Share Option Plan, in the absence of a vesting schedule being specified at the time of grant, all such Everfront Options shall vest immediately. Where applicable, vesting of Everfront Options will generally be subject to:

- (a) a Service Provider remaining employed by or continuing to provide services to Everfront or any of its Affiliates as well as, at the discretion of the directors achieving certain milestones which may be defined by

the directors from time to time or receiving a satisfactory performance review by Everfront or any of its Affiliates during the vesting period; or

- (b) a Service Provider remaining as a director of Everfront or any of its Affiliates during the vesting period.

Everfront Options granted to Consultants conducting Investor Relations Activities will vest:

- (c) over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or
- (d) longer vesting period as the directors may determine.

Everfront Options will expire 90 days following the date the optionee ceases to be a director, officer or Employee of Everfront or its Affiliates or a Consultant, Consultant Company or a Management Company Employee, provided that if the cessation of such position or arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Everfront options are exercisable for a maximum of 10 years from the date of grant.

Notwithstanding the terms of the Everfront Share Option Plan, the CPC Policy imposes certain restrictions on options during the period that Everfront remains a CPC. Such restrictions shall remain in place until the Exchange issues the Final Exchange Bulletin (such bulletin indicating that the Resulting Issuer will no longer be considered a CPC.) Under the CPC Policy, Everfront, while it remains a CPC, is limited to granting Everfront Options to only directors, officers and technical Consultants of Everfront or to companies, all of whose securities are owned by such officer, director or technical Consultant. In addition, the total number of Everfront Shares reserved under option for issuance pursuant to the Everfront Share Option Plan may not exceed 10% of the Everfront Shares. The maximum number of Everfront Shares reserved under option for issuance to any individual officer or director may not exceed 5% of the issued and outstanding Everfront Shares. The maximum number of Everfront Shares reserved under option for issuance to all technical Consultants may not exceed 2% of the issued and outstanding Everfront Shares. In addition, while Everfront is a CPC, it is prohibited from granting options to any Person providing Investor Relations Activities, promotional or market-making services. The exercise price per Everfront Share under any Everfront Option granted while Everfront is a CPC may not be less than the greater of \$0.10 and the Discounted Market Price, as defined in Exchange Policy 1.1 – *Interpretation*. Any Everfront Shares acquired pursuant to the exercise of Everfront Options prior to the Completion of the Proposed Qualifying Transaction must be deposited in escrow and will be subject to escrow until the date hereof. See Section 12 of Part III hereof.

As of the date of this Filing Statement, there are 384,054 Everfront Options currently outstanding. Following Completion of the Qualifying Transaction, assuming the completion of the entire Private Placement 384,054 Resulting Issuer Options will be issued and outstanding and all Resulting Issuer Option will be held by directors of Everfront.

Prior Sales

Since the date of incorporation of Everfront, 6,240,550 Everfront Shares have been issued, and 502,500 Everfront Shares that were held by Insiders have been returned to treasury for failure to complete a Qualifying Transaction within the time frame allowed pursuant to the policies of the Exchange, as described in the following table:

Date	Number of Everfront Shares	Issue Price Per Share	Aggregate Issue Price	Nature of Consideration Received
March 4, 2011	1	\$0.10	\$0.10	Cash
May 6, 2011	1,505,000	\$0.10	\$150,500	Cash
September 19, 2011	2,335,550	\$0.20	\$467,110	Cash

November 12, 2013	2,400,000	\$0.05	\$120,000	Cash
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Stock Exchange Price

The Everfront Shares are listed on the Exchange under the trading symbol “EVC.H”. The Everfront Shares commenced trading on the Exchange on December 13, 2011. Trading in the Everfront Shares was halted on September 6, 2012 at the request of the corporation pending the announcement of the First Qualifying Transaction. On October 15, 2013 Everfront announced the termination of the First Qualifying Transaction. Trading in the Everfront Shares was again halted at the request of Everfront on January 5, 2017 pending the announcement of a new Qualifying Transaction. Trading is expected to be reinstated on the Exchange following Completion of the Qualifying Transaction. On January 5, 2017, the closing price of the Everfront Shares, immediately prior to the halt on the Exchange was \$0.10.

The following table sets the daily high and low prices and the volume of trading of the Everfront Shares for the periods indicated:

Period Ending	High (\$)	Low (\$)	Volume
Period ended January 5, 2017	\$0.10	\$0.10	0
Quarter ended December 31, 2016	\$0.10	\$0.050	112,000
Quarter ended September 30, 2016	\$0.05	\$0.025	87,550
Quarter ended June 30, 2016	\$0.05	\$0.025	32,000
Quarter ended March 31, 2016	\$0.025	\$0.02	70,750
Quarter ended December 31, 2015	\$0.010	\$0.05	1,081,000
Quarter ended September 30, 2015	\$0.10	\$0.055	71,250
Quarter ended June 30, 2015	\$0.12	\$0.05	395,500

Notes:

(1) Trading of Everfront Shares on the Exchange was halted on January 5, 2017, pending the announcement of the Qualifying Transaction. Trading in the Everfront Shares is expected to be reinstated following Completion of the Qualifying Transaction.

Non-Arm’s Length Transactions

The Qualifying Transaction is not a Non-Arm’s Length Qualifying Transaction.

Legal Proceedings

Everfront is neither a party to, nor is any of its property the subject matter of, any legal proceedings, nor are any such proceedings known to Everfront to be contemplated by any party.

Auditor, Transfer Agent and Registrar

The auditor of Everfront is Abraham Chan LLP, Chartered Accountants of 17B - 300 New Toronto Street, Toronto, Ontario M8V 2E8.

The transfer agent and registrar of Everfront is TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1.

Material Contracts

Everfront has not entered into any material contracts, outside of the ordinary course of business, prior to the date hereof, other than:

1. Definitive Agreement between Datametrex and Everfront Ventures Corp., dated February 28, 2017 (amended and restated as of May 25, 2017); and
2. Sponsorship Agreement dated as of January 10, 2017, between Everfront, Datametrex and Haywood Securities Inc. in connection with the Qualifying Transaction.

Copies of material contracts will be available for inspection without charge at the business office of Everfront at 56 Temperance Street, Suite 200, Toronto, Ontario, during ordinary business hours from the date hereof until the Completion of the Qualifying Transaction and for a period of 30 days thereafter.

PART III - INFORMATION CONCERNING DATAMETREX

Corporate Structure

Name and Incorporation

Datametrex Limited (“**Datametrex**”) was incorporated on September 7, 2016 pursuant to the *Canada Business Corporations Act* (the “**CBCA**”). On April 27, 2017, Datametrex filed articles of amendment to subdivide all of its issued and outstanding common shares on a two (2) for one (1) basis. All information concerning the share capital of Datametrex contained herein is on a post-subdivided basis.

Datametrex’s registered office is located at 2200 Yonge Street, Suite 902, Toronto Ontario, Canada, M4S 2C6. Datametrex has no subsidiaries.

General Development of the Business

Overview & History

Datametrex is a technology company that develops, assembles, markets and distributes devices for the collection and analysis of raw data from Point of Sale (POS) machines at the retail merchant level by retrofitting existing POS systems. Datametrex’s mission is to get the best retail data possible and deliver it to customers (i.e. retailers and data aggregators) to enable them to open new sales channels, tailor customer service and drive more revenue – with a view to becoming a leading company in the space.

Datametrex’s main product is known as “**DataTap**” and is described in the picture below. DataTap is considered by Datametrex to be a breakthrough product that can fundamentally change the retailer’s experience by enabling the existing POS terminals to have the benefits of a cloud-based POS terminal without the vendor having to purchase new cloud-based equipment. DataTap allows vendors to retrofit existing POS terminals to aggregate data from multiple POS terminals at various locations within a single store or across the retailer’s complete network of stores. DataTap is coupled with a robust back-end “dashboard” software that the retailer downloads to manage and analyze the collected data.



DataTap is designed to collect data accurately, consistently and simultaneously at multiple locations. The key differentiator between DataTap and the current technology is that DataTap passively captures data as it flows at the POS terminal during a transaction as opposed to other technologies that interrupt the flow to capture data. By capturing the data through “tapping”, DataTap prevents potential loss of information as well as bottlenecks of information flow which can slow the retailer’s POS system and result in longer transaction times. By passively collecting the data from the outside of the vendor’s POS system, should the DataTap device fail, the vendor’s POS terminal’s ability to operate will not be affected.

Datametrex's business was founded on the premise that other retail technologies designed to collect data are limited because they require modifications to the hardware and/or the software of POS systems, or are unable to access pricing information. The current method of data collection offered by other technologies requires significant manual involvement which is expensive to scale to a wide target market. Datametrex's distinct value proposition is that DataTap is a cost-effective, plug and play, scalable retrofit solution for retail vendors to upgrade their existing POS terminals to have all the benefits of a cloud-based POS without the costs of purchasing new terminals. DataTap offers integrated capabilities made possible by Datametrex's unique and proprietary technology.

Datametrex expects that DataTap will be commercially launched in the second quarter of 2017.

As of March 31, 2017, Datametrex's has made initial sales of the back office software that is designed to support DataTap but was customized for the needs of specific customers for their management control needs.

Datametrex intends to sell DataTap in North America through direct sales channels and through relationships with value added resellers of POS systems. Since inception, Datametrex has grown and raised capital through a variety of funding sources, including more than \$500,000 from high net worth and institutional investors.

Industry Overview

Data Collection

Data collection has become one of the most important tools for retailers to understand their business and increase revenues. Datametrex has estimated that approximately 3.3 million new POS systems are sold each year in North America and approximately 120 million new POS systems are sold each year globally. At an estimated price of CAD \$60 per unit per month, Datametrex estimates the global market for POS systems is approximately CAD \$7.2 billion.

Data collection is a very large and stable industry. At the merchant level it is very common with large chain stores as they have the expertise and access to capital to build their own infrastructure. At the small to medium sized level, merchants do not have the expertise nor the capital required to build out their own infrastructure.

Collecting data from a variety of merchants is still a manual process. Data aggregators send representatives to each retail location to manually retrieve data from the POS systems. This data is then returned to a central location where customized data filtering and uploading is performed before the data can be aggregated to meet industry requirements.

Industry Trends

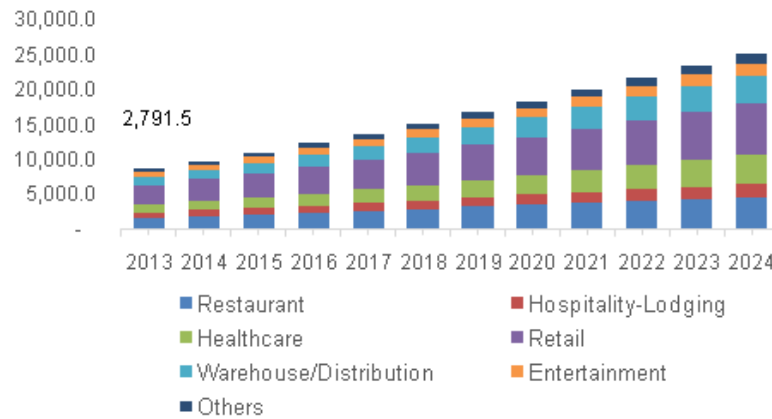
With margin compression from increasing minimum wage, online shopping and higher operating costs, bricks and mortar retailers are looking for inexpensive solutions to remain competitive.

In today's retail environment, cash registers are not just cash registers. Many are computers that centralize all of the retailer's business information: sales, cash on hand, inventory etc. Merchants at every level recognize the need to capture, analyze and profit from the information they passed through their POS machines. The industry trend continues to focus on the need to better understand the consumer. This is done by analyzing the data from POS systems so the merchants can specifically target the consumer with products and services that they want.

POS systems are becoming more sophisticated in the analytical features that they offer the merchant. However, POS data is still siloed, in that data from one POS system is isolated from data in another POS system. Some POS systems enable merchants to centralize data from POS systems that they own (e.g. a merchant with multiple stores, or a store with multiple check-out lanes). However, there is no mechanism or process to enable centralized data collection across merchants – a highly desirable feature for data aggregators, market researchers and future products / services.

North America dominated the POS terminals market in 2015, accounting for over 30% of the revenue share. However, the mounting customer base across developing regions such as Asia Pacific, owing to the increased SMBs and the reduction in total cost of ownership (TCO), is expected to positively impact the regional market. The low penetration and considerable unbanked population in countries are expected to drive the demand over the forecast period.

U.S. POS terminals market by application, 2013 - 2024 (USD Million)



(Grand View Research: Point-of-Sale (POS) Terminals Market Analysis By Product (Fixed, Mobile), By Component (Hardware, Software), By Application (Restaurants, Hospitality, Healthcare, Retail, Warehouse, Entertainment) And Segment Forecasts To 2024. Published May 2016)

POS terminals are classified on the basis of product into fixed and mobile POS terminals. The fixed POS terminals segment dominated the market and accounted for 72.8% of the market in 2015. It is also expected to lose market share over the next eight years.¹

Mobile POS terminals have witnessed increased popularity owing to low initial cost as compared to their traditional counterpart. These products are primarily used for better user experience and mobility, making use of technologies such as GPRS, 802.11, CDMA and Wi-Fi for communication.²

Datametrex's Solution

DataTap is a plug and play solution that allows merchants to collect and analyze data in real time from multiple POS systems in one location or many locations.

DataTap integrates the following four (4) components into a single package:

- DataTap Unit



- Power Supply

¹ Grand View Research: Point-of-Sale (POS) Terminals Market Analysis Published May 2016)

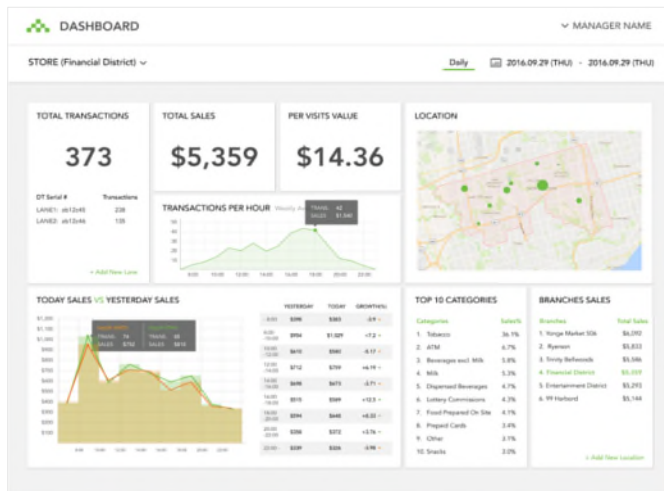
² Grand View Research: Point-of-Sale (POS) Terminals Market Analysis Published May 2016)



- RS232 Cable



- Dashboard Software



The product is easy to install by the vendor as per the following steps:

Step 1 – Disconnect the vendor's receipt printer from the POS terminal

Step 2 – Connect the vendor's receipt printer to the DataTap unit

Step 3 – Connect the DataTap RS 232 cable provided to the vendor's POS terminal

Step 4 – Connect the DataTap unit power source

Step 5 – Vendor downloads the dashboard software and enters SSID and Wi-Fi password

Datametrex believes that there is no product currently on the market that incorporates comparable capabilities and scalability at a low unit cost.

Growth Strategies

Datametrex's mission is to be the leader in providing a low cost, plug and play retrofit data collection solution for retail vendors. To achieve this mission, Datametrex intends to pursue a growth strategy that includes the following elements:

- *Grow and develop the brand:* Datametrex is focused on developing and maintaining a brand that will contribute to its long-term value. Datametrex intends to join industry associations, attend tradeshow and increase media presence through advertising and social media campaigns.
- *Expand its market:* Datametrex intends to add additional vertical markets beyond direct to retail channels, particularly through VARs, to grow its business. Datametrex also intends to expand into additional markets outside of North America.
- *Create recurring revenue opportunities:* Datametrex intends to increase incremental recurring revenue by developing new technology and enhancing existing technology features to increase Datametrex clients' return on investment resulting in said clients purchasing additional Datametrex products.
- *Expand its sales force and leverage relationships:* Datametrex intends to hire a new vice-president of sales as well as at least two junior sales persons with a view to focus on direct to retail sales and assist in growing its channel partners and VARs.
- *Acquisition opportunities:* Datametrex will look to pursue selective acquisitions of POS services companies that can be later acquired at higher multiples.

Narrative Description of the Business

Operations

Datametrex currently has an office in Toronto. The Toronto office is responsible for Datametrex's corporate and administrative matters, sales and marketing, research and development, product assembly and inbound and outbound logistics.

Facilities

Datametrex's office is located at 2200 Yonge Street, Suite 902, Toronto Ontario, Canada. Datametrex currently leases this premises pursuant to a sublease, dated November 21, 2016, for a term of one year commencing on January 1, 2017 and ending on December 31, 2017. Pursuant to the terms of the lease, Datametrex leases 1,415 square feet of rentable space at \$16.00/square foot for the twelve month term.

This lease requires written consent of the landlord to assign or sublet.

Product Manufacturing & Assembly

The component parts of DataTap, including PCB assembly, custom enclosure power supply and RS232 DB9 cable, are manufactured by third party suppliers and are shipped to Datametrex's facility in Toronto for final assembly. Following final assembly, Datametrex conducts a comprehensive quality control process, which includes inspection and testing to uncover defects and to assure each product meets the required specifications and customizations.

The PCB and the RS232 cable are manufactured in China while PCB components, including the resistors, capacitors and IC/modules, are manufactured in a variety of locations including the United States and China.

Distribution

DataTap is distributed to end-users and to certain value added resellers who resell the product to their customers.

Currently, Datametrex's primary market is North America.

Employees

As of March 31, 2017, Datametrex employed eight (8) full-time or near full-time employees and three (3) contractors. Engineering, research and development and manufacturing and logistics are based out of the Toronto, Canada facility.

Intellectual Property

Datametrex's long-term sustainability depends, in part, on continued success in protecting its core technology and intellectual property. On October 30, 2016, Jonathan Hobbs, a director and the Chief Technology Officer of Datametrex, assigned all of his right, title and interest in and to an invention relating to a serial communicating tap device (DataTap) and worldwide rights therein and in United States Provisional Patent Application No. 62/333,612 filed in the United States on May 9, 2016 for \$10.00 and other good and valuable consideration (the "Technology Assignment Agreement").

To further protect its proprietary information, Datametrex relies on common law trademarks for "Datametrex" and "DataTap". Datametrex also seeks to avoid disclosure of its intellectual property and proprietary information, including its technical know-how pertaining to engineering challenges, user support, training and commercialization, by relying on contracts, confidentiality procedures, non-disclosure agreements, employee disclosure and invention assignment agreements and other technical measures and contractual and common law rights. Datametrex requires its employees and contractors to execute non-disclosure agreements and assignment of intellectual property agreements. Such agreements also require Datametrex's employees and consultants to assign to Datametrex all intellectual property developed in the course of employment or engagement. Non-disclosure agreements are also used to govern interactions with business partners and prospective business partners.

Research and Development

Led by our Chief Technology Officer Jonathan Hobbs, our research and development team is focused on developing new products, services and enhancements to our existing products and services including a printer version of the DataTap followed by USB version of the DataTap.

As of March 31, 2017, we had two (2) employees and three (3) contractors in our research and development team. During the period ended March 31, 2017, we have incurred gross research and development expense of \$115,694.

Our Customer Base

Our customer base for our DataTap is the retail vendor market, particularly those that do not have the in house expertise nor the capital to build their own infrastructure for data collection.

Services and Customer Support

Datametrex's business includes an internal customer service team to assist users of DataTap with any customer service issues that may arise. The units are simple to install and do not disrupt existing POS systems so there is little risk to the vendor of a POS system not working as a result of installing a DataTap device.

Sales and Marketing

Each DataTap product is expected to be sold for \$40 month. This fee bundles costs such as parts, assembly, marketing, sales, training, support, warranties and upgrades. Datametrex is analyzing options for unbundling some of these components, which would allow Datametrex to reduce the current sticker price of individual units where economies of scale can be achieved.

Datametrex intends to attend retail merchant conferences, join retail merchant associations and advertise in trade magazines.

Marketing Strategy

Datametrex has an internal marketing departments whose efforts are primarily directed at growing brand awareness and generating new sales channels. Datametrex is focused on developing and maintaining a brand that will contribute to its long-term value. Datametrex employs the following marketing tools to achieve its objectives:

- *Social-media focused channels:* Using social-media focused channels, such as LinkedIn, Facebook, Twitter, YouTube, and blogs is an important means for brand awareness.
- *Traditional advertising channels:* Datametrex uses its website to promote its content and brand.
- *Leveraging other channel partners:* Datametrex is focused on leveraging its relationships with VARs and channel partners to act as influencers with respect to the Datametrex brand.

Competitive Conditions

The market in which Datametrex operates is highly competitive. Datametrex competes primarily on the basis of price, product quality, ability to meet customer demands, efficiency, customer service and technical support.

Companies that offer POS systems with similar reporting and analysis to that offered by Datametrex and new cloud based POS systems that link multiple POS stations and aggregate the information are competitors of Datametrex. However, Datametrex is focused on being a retrofit solution to upgrade existing POS terminals as opposed to competitors in the industry that sell new POS terminals.

Some of Datametrex's competitors have greater capital resources, more efficient technologies, or may have lower costs and may be able to sustain longer periods of price competition. Increased competition could cause a reduction in Datametrex's sales volumes and profitability or increase its expenditures, any one of which could have a material adverse effect on its financial results.

Multinational companies such as Verifone Systems Inc., Cisco Systems Inc., Hewlett-Packard, PAX Technology, Samsung Electronics, NEC Corporation, MICROS System Inc., Ingenico S.A, and Toshiba are a sample of the companies offering hardware and software solutions in the POS space. These systems generally require extensive capital commitments to implement.

Competitive Strengths

Datametrex believes that it has the following strengths that differentiate it from its competitors:

- *First mover advantage:* DataTap is the only data collection device that collects product pricing and description data without modification to the POS. Prior attempts by other competitors to launch such products have not been successful. Datametrex does not believe that any specific competitor offers the integrated capabilities that Datametrex's product offers.
- *Proprietary technology:* Datametrex's proprietary technology has enabled it to be the only provider of a centralized source of retail sales data from across multiple merchants that can be accessed by data aggregators, market researchers and other industries that require access to merchant sales data. To Datametrex's knowledge, no other product exists with this degree of functionality.
- *Strategic supplier relationships:* Leveraging advances in mobile consumer electronics technology, Datametrex has built a variety of supplier relationships with leading technology manufacturers, industrial design and software firms. Each relationship gives Datametrex access to world-class capabilities and technology.
- *Personalized and Comprehensive Support Services:* After the sale of the DataTap, users receive support whenever necessary. These personalized support services set Datametrex apart from its competitors.

- *Brand recognition:* As Datametrex continues to develop and grow its position in the marketplace, and invest in marketing and communications, Datametrex anticipates that its product will be recognized as a leading data collection technology solution for retailers.
- *Highly experienced management team:* Datametrex's executive management team has extensive experience to guide Datametrex through a period of sustained growth.

Regulatory Requirements

Datametrex is subject to and required to comply with a number of regulatory requirements, as set out below in order to distribute its products in Canada and the US.

Privacy Laws

Datametrex does not currently collect any personal or financial information from retail consumers as the DataTap device sits out of scope. To the extent future generation products sit within scope then Datametrex will be subject to various privacy laws on information gathered by installed DataTap devices.

Product Safety and Emissions

DataTap complies with the Federal Communications Commission Code Title 47, Part 15 which enables unit sales anywhere within North America. Prior to commencing sales in Europe, Datametrex will acquire IEC/EN61000-4 certification.

Future Plans

Commercialization Plan

To create a scalable business, Datametrex intends to expand beyond the direct to sales channel to other channel partners and other vertical markets. Datametrex's go-to-market strategy includes the following steps:

- Work with distributors of packaged goods to install units with their retail clients. Look to sell the data to the distributors to better manage their logistics.
- Establish relationships with VARs working in POS technology
- Work directly with brands to "push down" DataTap units to vendors
- Work with private equity groups to "push down" DataTap units to portfolio companies.

Selected Consolidated Financial Information and Management's Discussion and Analysis

Selected Annual Financial Information

The following table sets forth selected financial information for Datametrex for the period commencing on incorporation as of September 7, 2016 and ended on March 31, 2017 and should be read in conjunction with Datametrex's audited financial statements and related notes for such period, copies of which is attached to the Filing Statement as Appendix "B".

The following information has been prepared in accordance with International Financial Reporting Standards ("IFRS") and is expressed in Canadian dollars.

	As at March 31, 2017
Total Revenue	\$50,329
Income (loss) from continuing operations	(518,952)
Net income (loss), in total	(518,952)
Total assets	183,217
Total long term financial liabilities	0
Total liabilities	206,360
Shareholders' Deficiency	(23,143)
Cash dividends declared	0

The following table shows the consolidated statement of income and comprehensive income, and the consolidated statement of financial position for the period from incorporation until March 31, 2017.

Revenues	\$50,329
Depreciation	622
Net income (loss), in total	(518,952)
Total assets	183,217
Goodwill	0

Management's Discussion and Analysis

Datametrex's Management's Discussion and Analysis ("**MD&A**") of financial results, prepared as of March 31, 2017 is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Datametrex for the period commencing on incorporation ended March 31, 2017. The MD&A herein should be read in conjunction with the audited financial statements of Datametrex and the notes thereto for the period ended March 31, 2017 attached as Appendix "B" to this Filing Statement.

Results of Operations

Revenue

For the reporting period, revenues from the operations were \$50,329. The revenue results were as follows:

- (1) \$39,403 was generated from the ERP customization services Datametrex provided to customers. Revenue from service contracts and customized software are recognized by reference to the stage of completion based on estimated total costs if they can be estimated reliably. When the outcome of the transaction cannot be estimated reliably, revenue is recognized only to the extent of the expenses recognized that are recoverable.
- (2) \$10,926 came from other services Datametrex provided for customer. Revenue is recognized as billing basis upon completion of service works.

Expenses

\$115,964 was incurred for the compensation of in-house and external research and development persons. The amounts are included in the categories of salaries & benefits and consulting fees in the financial statements.

Professional fees included legal and external audit services and other professional services that Datametrex incurred.

Consulting fees include management consulting fees, consulting fees for technology development and accounting service fees.

Liquidity and Capital Resources

Datametrex has financed its operations to date primarily through the issuance of common shares. Datametrex continues to seek capital through various means including the issuance of equity. The financial statements have been prepared on a going concern basis which assumes that Datametrex will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of Datametrex are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

Net cash used in operating activities was \$413,952, net cash used in investing activities was \$23,377 and net cash provided financing activities totaled \$495,809.

At March 31, 2017, Datametrex had a working capital deficiency of \$45,898 and a deficit of \$518,952. Management considers its cash-on-hand is not sufficient to fund its sales and marketing, research and development, and corporate overhead through the next twelve months. Accordingly, Datametrex is continuing to seek additional funds from existing shareholders and potential investors.

On February 28, 2017 (amended and restated as of May 25, 2017), Datametrex entered into the Definitive Agreement with Everfront to complete the Qualifying Transaction.

Upon closing of the Qualifying Transaction, the company resulting from the amalgamation of Datametrex and Everfront Subco will become a wholly owned subsidiary of Everfront.

Concurrent with the above transaction, the Company will carry out a non-brokered private placement of common shares to raise gross proceeds of not less than \$2,000,000 and not more than \$2,200,000 at a price of not less than \$0.10 per share.

Indebtedness

Below is a description of the material terms of Datametrex's indebtedness.

Indebtedness to Directors and Executive Officers

As of the date of this Filing Statement, Datametrex is not indebted to directors or officers.

Off-Balance Sheet Arrangements

Datametrex has no off-balance sheet arrangements.

Transactions Between Related Parties

As at and during the period ended March 31, 2017, Datametrex has entered into certain transactions with related parties. See "Non-Arm's Length Party Transactions" below.

Description of Securities

Datametrex Common Shares

Datametrex is authorized to issue an unlimited number of Common Shares. As at the date of this Filing Statement, 47,952,840 Datametrex Common Shares are issued and outstanding.

Datametrex Warrants

As of the date of this Filing Statement, the Datametrex Warrants set out below have been issued by Datametrex.

- 10,052,840 warrants entitling the holders thereof to acquire 10,052,840 Datametrex Common Shares at an exercise price of \$0.075 per share for the first year from the date of issuance and at an exercise price of \$0.10 for the second year from the date of issuance.
- 137,028 compensation warrants issued to Canaccord Genuity Corp. as a finder's fee for placing certain investors, to acquire 137,028 Datametrex Common Shares at an exercise price of \$0.075 per share for the first year from the date of issuance and at an exercise price of \$0.10 for the second year from the date of issuance;

Consolidated Capitalization

Designation	Authorized	As at March 31, 2017	As at May 25, 2017 prior to giving effect to the Transaction
Common Shares ⁽¹⁾	Unlimited	\$495,809	\$495,809
Long-term debt		Nil	Nil

Notes:

(1) Calculated on a non-diluted basis.

(2) As at March 31, 2017, there was a deficit of \$518,952.

Prior Sales

The following table sets forth details of the number and price at which securities of Datametrex have been sold within the 12 months prior to the date of this Filing Statement:

Date	Number of Shares	Issue Price	Aggregate Issue Price	Consideration
September 7, 2016	34,900,000 Datametrex Common Shares	\$0.0000005	\$17.45	Cash
October 21, 2016	2,200,000 Datametrex Common Shares	\$0.0000005	\$1.10	Cash
November 2, 2016	800,000 Datametrex Common Shares	\$0.0000005	\$0.40	Cash
November 16, 2016	7,752,840 Datametrex Common Shares and 7,752,840 Datametrex Warrants ⁽¹⁾	\$0.05	\$387,642	Cash
November 17, 2016	1,000,000 Datametrex Common Shares and 1,000,000 Datametrex Warrants	\$0.05	\$50,000	Cash
November 24, 2016	20,000 Datametrex Common Shares and 20,000 Datametrex Warrants	\$0.05	\$1,000	Cash
December 2, 2016	1,260,000 Datametrex Common Shares and 1,260,000 Datametrex Warrants	\$0.05	\$63,000	Cash
December 6, 2016	20,000 Datametrex Common Shares and 20,000 Datametrex Warrants ⁽²⁾	\$0.05	\$1,000	Cash

Notes:

(1) Does not include 116,228 finder's warrants which were issued to Canaccord Genuity Corp. exercisable into one Datametrex Share at a price of \$0.075 for the first year from the date of issuance and at a price of \$0.10 for the second year from the date of issuance.

(2) Does not include 20,800 finder's Warrants which were issued to Canaccord Genuity Corp. exercisable into one Datametrex Share at a price of \$0.075 for the first year from the date of issuance and at a price of \$0.10 for the second year from the date of issuance

Private Placement

In connection with the Transaction, Datametrex will complete a private placement of aggregate gross proceeds of a minimum of \$2,000,000 and a maximum of \$2,200,000 (consisting of a minimum of 7,500,000 Datametrex Units and a maximum of 12,000,000 Datametrex Units at a price of \$0.10 per Datametrex Units. Each Datametrex Unit consists of one Datametrex Common Share and one Datametrex Private Placement Warrant each exercisable into one Datametrex Common Share for a period of 24 months at a price of \$0.15. Although the private placement is non-brokered, Datametrex expects to compensate registered dealers and other arm's-length finders (where permitted under securities law): (a) by paying a cash finders fee equal to 8% of the gross proceeds; and (b) and issuing such number of finders warrants as is equal to 8% of the number of Datametrex Units issued ("**Datametrex Private Placement Finders Warrants**"), resulting from introductions made by such finder(s). Each Private Placement Finders Warrant is exercisable into one Datametrex Common Share for a period of 24 months from closing at a price of \$0.15.

Upon Completion of the Qualifying Transaction, Datametrex proposes to spend the net proceeds under the minimum offering of approximately \$1,810,000 on salaries, benefits, R&D, sales and Distribution, G&A and unallocated working capital. If the maximum Private Placement (net \$1,994,000) is completed then Datametrex proposes to spend the additional funds on R&D, Marketing & Distribution See Part IV "*Information Concerning the Resulting Issuer – Available Funds and Proposed Principal Uses Thereof*".

Executive Compensation

Compensation Discussion and Analysis

Executive Compensation is required to be disclosed for the (i) Chief Executive Officer (or individual who served in a similar capacity during the most recently completed financial year); (ii) Chief Financial Officer (or individual who served in a similar capacity during the most recently completed financial year); (iii) most highly compensated executive officer (other than the Chief Executive Officer and the Chief Financial Officer) who were serving as executive officers at the end of the most recently completed fiscal year whose total compensation was more than \$150,000; and (iv) each individual who would meet the definition set forth in (iii) but for the fact that the individual was neither an executive officer of Datametrex, nor acting in a similar capacity, at the end of that financial year (the "**Named Executive Officers**").

The Named Executive Officers of Datametrex during the most recently completed financial year are Andrew Ryu, Chief Executive Officer and Steve (Byungjoo) Kang, Chief Financial Officer.

The compensation program of Datametrex is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve Datametrex's business objectives and increase shareholder value. The main objective of the compensation program is to recognize the contribution of the Named Executive Officers to the overall success and strategic growth of Datametrex. The compensation program is designed to reward management performance by aligning a component of the compensation with Datametrex's business performance and share value. The philosophy of Datametrex is to pay management a total compensation amount that is competitive with other companies in a similar industry and is consistent with the experience and responsibility level of management. The purpose of executive compensation is to reward the executives for their contributions to the achievements of Datametrex on both an annual and long-term basis.

Summary Compensation Table

The following table sets forth information concerning the total compensation paid to Named Executive Officers during the financial year ended March 31, 2017.

Summary Compensation Table									
Name and Principal Position	Year end	Salary (\$)	Share-Based Awards (\$) ⁽¹⁾	Option-Based Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Andrew Ryu <i>Chief Executive Officer</i>	Dec 31, 2016	\$15,000	-	-	-	-	-	-	\$15,000
Steve (Byungjoo) Kang <i>Chief Financial Officer</i>	Dec 31, 2016	\$12,000	-	-	-	-	-	-	\$12,000

- (1) "Share-Based Award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.
- (2) "Option-Based Award" means an award under an equity incentive plan of options, including, for greater certainty, stock options, stock appreciation rights and similar instruments that have option-like features.

No Incentive Plans or Option Plans

Datametrex does not have any incentive plans or stock option plans pursuant to which share based awards, option based awards or incentive plan awards were granted to Named Executive Officers or other directors, officers or employees of Datametrex.

Pension Plan Benefits

Datametrex does not have in place any defined benefits or defined compensation pension plans for Named Executive Officers that provides for payments or benefits at, following or in connection with retirement.

Termination and Change of Control Benefits

There are no contracts with any Named Executive Officer that provides for a severance payment or that contains change of control provisions or non-competition/non-solicitation obligations

Director Compensation

The directors of Datametrex did not receive any compensation, share based awards, option based awards, incentive plan rewards or other benefits or perquisites during the financial year ended December 31, 2016.

Managing Compensation-Related Risk

During the year ended March 31, 2017, the Board considered the implications of the risks associated with Datametrex's compensation policies and practices and did not identify any risks arising from Datametrex's compensation policies and practices that are reasonably likely to have a material adverse effect on Datametrex.

In connection with managing any compensation-related risk, the Board reviews and manages the policies and practices of the Corporation. The Board, among other things, reviews the compensation and the annual salary increases of the executive officers of the Corporation with a view to ensuring that they meet the Corporation's compensation principles and do not encourage the taking of excessive risks. The Board as a whole also addresses risk related to compensation policies in the context of compensation mechanisms that are linked to the achievement of certain goals or projects. The Board is involved in the supervision of the key projects and initiatives of Datametrex and the manner in which they are being carried out. Consequently, the Board is in a position where it can control the risks that may be taken by the Datametrex's management and ensures that those risks remain appropriate and that members of the management do not expose the Corporation to excessive risks.

The Board believes that the following practices discourage or mitigate excessive risk-taking:

Incentive awards will be based on multiple metrics, including both relative and absolute financial and non-financial metrics.

- The Board has discretion in assessing a portion of the annual incentive performance.
- There is overlap between the members of the Board, [the Compensation Committee], and the Audit Committee which assists the Board in having a comprehensive understanding of the Corporation's financial related risks.

Purchase of Financial Instruments

The Board has determined that NEOs and directors are not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by a NEO or director. The Board retains the discretion to make further adjustments to the base salaries and other compensation of the executive officers as market conditions and other circumstances warrant.

Non-Arm's Length Party Transactions

There are no current related party transactions for Datametrex. The following is a description of prior related party transactions for Datametrex.

- On October 28, 2016, Datametrex entered into a proprietary service agreement with Dreamfield Education Ltd. ("Dreamfield"), a company that, at the time, had certain common directors and officers with Datametrex, whereby Datametrex provided enterprise resource planning (ERP) services to Dreamfield. Datametrex issued Dreamfield an invoice for \$60,266.29 for these ERP services on November 1, 2016, and \$48,966.29 on December 1, 2016, inclusive of HST (the "Indebtedness"). On December 31, 2016, Datametrex entered into a debt settlement subscription agreement with Dreamfield (the "Debt Settlement Subscription Agreement") whereby Dreamfield issued 1,205,325 common shares to Datametrex at a deemed issue price of \$0.05 per share in full satisfaction of the Indebtedness. Datametrex no longer has common directors or officers with Dreamfield.
- On October 28, 2016, Datametrex entered into a proprietary service agreement with Yourtime Financial Services Inc. ("YFS"), a company that at the time had certain common directors and officers with Datametrex, whereby Datametrex provided enterprise resource planning (ERP) services to YFS. Datametrex issued YFS an invoice for \$113,000 for these ERP services from November 1, 2016 to March 31, 2017, inclusive of HST. Datametrex no longer has common directors or officers with YFS.

Legal Proceedings

Other than as set out below, Datametrex is neither a party to, nor is any of its property the subject matter of, any legal proceedings, nor are any such proceedings known to Datametrex to be contemplated by any party.

On March 1, 2017, demand letters ("Demand Letters") were sent to Andrew Ryu (Chief Executive Officer, Director and founder of Datametrex), Jonathan Hobbs (Chief Technology Officer, Director and founder of Datametrex) and Datametrex from litigation counsel for Cozumo Inc. ("Cozumo") alleging misappropriation and unlawful use of confidential information of Cozumo (the "Alleged Confidential Information") to develop the Data Tap technology for Datametrex. The Demand Letters noted that Andrew Ryu and Jonathan Hobbs were former officers and directors of Cozumo who had access to the Alleged Confidential Information and further allege that Andrew Ryu and Jonathan Hobbs breached their respective obligations to Cozumo leading to causes of action for breach of fiduciary duty, breach of a duty of care, breach of contract, breach of confidence and unjust enrichment. In addition to the allegations made against Andrew Ryu and Jonathan Hobbs in their personal capacities, the Demand Letters allege that a cause of action can be made against Datametrex for breach of confidence and unjust enrichment.

As a consequence of the alleged conduct referred to in the Demand Letter, Cozumo is demanding that Andrew Ryu, Jonathan Hobbs and Datametrex cease all use of the Alleged Confidential Information including any further use, marketing, registration or sale of the Data Tap technology itself and any and all intellectual property therein, among other demands, or else it will initiate a claim against Datametrex, Andrew Ryu and Jonathan Hobbs without further notice.

After conducting due diligence with Andrew Ryu and Jonathan Hobbs, Datametrex's position is that the allegations are without merit. The board of directors of Datametrex retained litigation counsel to respond to the Demand Letters and to vigorously defend any claims against Datametrex should any be made by Cozumo

Material Contracts

Datametrex has not entered into any material contracts, outside of the ordinary course of business, prior to the date hereof, other than:

1. Definitive Agreement between Datametrex and Everfront Ventures Corp., dated as of February 28, 2017 (amended and restated as of May 25, 2017);
2. Sponsorship Agreement dated as of January 10, 2017, between Datametrex and Haywood Securities Inc. in connection with the Qualifying Transaction;
3. The Technology Assignment Agreement;
4. The Debt Settlement Subscription Agreement; and
5. Lease agreement with 2200 Yonge (Canada 8) Holdings Limited, OPG Investment Holdings GP Inc. as general partner of The OPG Investment Holdings Limited Partnership and CT REIT in respect of the premises at 2200 Yonge Street, Suite 902, Toronto, Ontario, dated November 28, 2016.

Copies of material contracts will be available for inspection without charge at the business office of Datametrex at 2200 Yonge Street, Suite 902, Toronto, Ontario, during ordinary business hours from the date hereof until the completion of the Transaction.

PART IV - INFORMATION CONCERNING THE RESULTING ISSUER

Corporate Structure

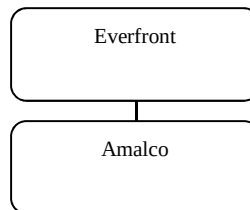
Name and Incorporation

Immediately after Completion of the Qualifying Transaction, the Resulting Issuer will continue to be subject to the OBCA. It is expected that, following the Completion of the Qualifying Transaction, the Resulting Issuer's registered and head office will be located at 2200 Yonge Street, Suite 902, Toronto, Ontario M4S 2C6.

Intercorporate Relationships

Following the Completion of the Qualifying Transaction, Amalco will be a wholly owned subsidiary of the Resulting Issuer. The chart below represents the corporate structure of the Resulting Issuer.

Intercorporate Relationships



Narrative Description of the Business

Stated Business Objectives

The Resulting Issuer will carry on the business of Datametrex and use the funds available to it as stated in this Filing Statement. The Resulting Issuer plans to continue with Datametrex's business plan. See "Available Funds and Principal Purposes" below, Part III "Information Concerning Datametrex – Narrative Description of the Business".

Milestones

For a summary of the timing and costs related to the Resulting Issuer's business plan. See "Available Funds and Principal Purposes" below, Part III "Information Concerning Datametrex – Narrative Description of the Business".

Private Placement

In connection with the Qualifying Transaction and as a condition of the TSXV to the listing of the Resulting Issuer Shares, Datametrex will complete the Private Placement. See Part III "Information Concerning Datametrex – Private Placement".

Description of the Securities

Upon Completion of the Qualifying Transaction it is expected that the following securities will be issued and outstanding in the capital of the Resulting Issuer (not including the issuance of any Datametrex Private Placement Finders Warrants): A minimum of 73,690,890 and a maximum of 75,690,890 Resulting Issuer Shares, 384,054 Resulting Issuer Options entitling the holders thereof to purchase up to an aggregate of 384,054 Resulting Issuer Shares and a minimum of 30,189,868 and a maximum of 32,189,868 Resulting Issuer Warrants entitling the holders thereof to purchase up to an aggregate of a minimum of 30,189,868 and a maximum of 32,189,868 Resulting Issuer Shares. See "Fully Diluted Share Capital" below.

Subject to the approval of the board of directors of the Resulting Issuer, the Resulting Issuer may also issue additional incentive stock options to its directors, officers, employees and consultants after the Completion of the Qualifying Transaction. See "*Options to Purchase Securities*" below.

The holders of Resulting Issuer Shares will be entitled to receive notice of and attend any meeting of the Resulting Issuer's shareholders and entitled to cast one vote for each Resulting Issuer Share held. The holders of Resulting Issuer Shares will be entitled to receive dividends, if, as and when declared by the board of directors of the Resulting Issuer and to receive a proportionate share, on a per share basis, of the assets of the Resulting Issuer available for distribution in the event of a liquidation, dissolution or winding-up of the Resulting Issuer.

Pro Forma Consolidated Capitalization

The following table sets forth the pro forma share capital of the Resulting Issuer as at the date of the Filing Statement based on the pro forma statement of financial position contained in this Filing Statement as Appendix "D", after Completion of the Qualifying Transaction.

Designation of Security	Amount outstanding after completion of the Minimum Datametrex Private Placement and the Qualifying Transaction	Amount outstanding after completion of the Maximum Datametrex Private Placement and the Qualifying Transaction
Resulting Issuer Shares	73,690,890 ⁽¹⁾	75,690,890 ⁽¹⁾
Resulting Issuer Options	384,054	384,054
Resulting Issuer Warrants	10,189,868	10,189,868
Resulting Issuer Private Placement Warrants	20,000,000 ⁽²⁾	22,000,000 ⁽²⁾

Notes:

- (1) Does not include Resulting Issuer Shares that are issuable upon exercise of the Everfront Options, Datametrex Warrants, Datametrex Private Placement Warrants or Datametrex Private Placement Finders Warrants.
- (2) Does not include the Datametrex Private Placement Finders Warrants.

Fully Diluted Share Capital

The following table summarizes the securities of Everfront and Datametrex currently issued and outstanding and the securities of the Resulting Issuer to be issued and outstanding following the Completion of the Minimum Private Placement and the Qualifying Transaction:

	Number of Securities⁽¹⁾	Percentage of total number of Resulting Issuer Shares outstanding following Completion of the Qualifying Transaction	
		(undiluted)	(fully-diluted)
Everfront Shares outstanding as of the date of this Filing Statement	5,738,050	7.8%	5.5%
Resulting Issuer Shares to be issued as consideration for the Datametrex Common Shares	47,952,840	65.1%	46.0%
Resulting Issuer Shares to be issued pursuant to the Private Placement	20,000,000	27.1%	19.2%
Total Resulting Issuer Shares (undiluted)	73,690,890	100%	70.7%

	Number of Securities ⁽¹⁾	Percentage of total number of Resulting Issuer Shares outstanding following Completion of the Qualifying Transaction	
		(undiluted)	(fully-diluted)
Resulting Issuer Shares issuable upon exercise of the Everfront Options	384,054		0.4%
Resulting Issuer Shares issuable upon exercise of the Datametrex Warrants	30,189,868		29.0%
Total Resulting Issuer Shares (fully diluted)	104,264,812		100%

(1) Does not include the Datametrex Private Placement Finders Warrants or the shares issuable upon exercise thereof.

Available Funds

The estimated available funds following completion of the minimum financing upon completion of the Qualifying Transaction, prior to deductions due to fees and commissions and all expenses payable are \$2,000,000 plus \$135,066⁽¹⁾ totaling \$2,135,066. Net proceeds of \$1,810,000 are expected after deducting fees and expenses approximately \$190,000. These expenses will be inclusive of legal, accounting, printing costs and various fees associated with the registration and listing of the Resulting Issuer Shares.

The estimated available funds following completion of the maximum financing upon completion of the Qualifying Transaction, prior to deductions due to fees and commissions and all expenses payable are \$2,200,000 plus \$135,066⁽¹⁾ totaling \$2,335,066. Net proceeds of \$1,994,000 are expected after deducting fees and expenses approximately \$206,000. These expenses will be inclusive of legal, accounting, printing costs and various fees associated with the registration and listing of the Resulting Issuer Shares.

The table set forth below contains a more detailed breakdown of the estimated available funds following Completion of the Qualifying Transaction:

	Assuming completion of the Minimum Transaction (\$)	Assuming completion of the Maximum Transaction (\$)
Estimated consolidated working capital ⁽¹⁾	\$135,066	\$136,066
Net proceeds from Private Placement	\$1,810,000	\$1,994,000
TOTAL	\$1,945,066	\$2,129,066

Notes:

(1) Includes Datametrex existing working capital deficiency as at March 31, 2017 of \$45,898 and Everfront existing working capital as of March 31, 2017 of \$180,964.

Principal Purposes of Funds

The Resulting Issuer intends to use the funds available to it after Completion of the Qualifying Transactions, as well as the funds available to it pursuant to the Private Placement principally to further its business objective and pursue its growth strategy, as described in *Part III - Information Concerning Datametrex – Narrative Description of the Business – Future Plan* and *Part IV – Information Concerning the Resulting Issuer – Narrative Description of the Business*. In this vein, principal uses of proceeds are expected to be as follows:

- Continue to grow staff in key areas, Business Development, Engineering, Operations, and Human Resources, including management and executive-level recruitment;

- Accelerating business development growth;
- Expanding the scope of research and engineering and accelerating progress on existing projects;
- Investing in marketing and communications to build brand awareness for Datametrex in its market; and
- Strengthening the balance sheet to allow the freedom to rapidly take advantage of future opportunities that would benefit from investment.

Funds that are not immediately committed to the various uses described above will be invested in short-term, investment-grade interest-bearing securities such as money market accounts, certificates of deposit, commercial paper, guaranteed obligations, and bank demand deposits.

The table set forth below provides a more detailed breakdown of the proposed principal uses for the estimated available funds upon Completion of the Qualifying Transaction.

Expenditure	Assuming completion of the Transaction and Minimum Private Placement (\$)	Assuming completion of the Transaction and Maximum Private Placement (\$)
General and Administrative	\$131,379	\$140,000
Research and Development	\$352,000	\$372,000
Salary and Benefits	\$383,240	\$403,240
Sales, Marketing and Distribution	\$120,000	\$180,000
Transaction Costs	\$190,000	\$206,000
Unallocated Working Capital	\$958,447	\$1,033,826
TOTAL	\$2,135,066	\$2,335,066

The above uses of available funds are estimates only. Notwithstanding the proposed uses of available funds as discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary, including due to demands for shifting focus or investment in marketing and business development activities, requirements for accelerating, increasing, reducing, or eliminating initiatives in response to changes in market, regulations, and/or developments in research and design, unexpected setbacks, and strategic opportunities, such as partnerships, strategic partners, joint ventures, mergers, acquisitions, and other like opportunities. It is difficult at this time to definitively project the total funds necessary to execute the planned undertakings of the Resulting Issuer. For these reasons, management considers it to be in the best interests of the Resulting Issuer and its shareholders to permit management a reasonable degree of flexibility as to how the Resulting Issuer's funds are employed among the above uses or for other purposes, as the need may arise.

Dividends

There are no restrictions in the Resulting Issuer's articles or elsewhere which could prevent the Resulting Issuer from paying dividends subsequent to the completion of the Transaction. The Resulting Issuer does not contemplate paying any dividends on any shares of the Resulting Issuer in the immediate future subsequent to the Completion of the Qualifying Transaction, as it anticipates investing all available funds to finance the growth of the Resulting Issuer's business. The board of directors of the Resulting Issuer will determine if, and when, to declare and pay dividends in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time. All of the Resulting Issuer Shares will be entitled to an equal share in any dividends declared and paid on a per share basis.

Principal Securityholders

To the best of the knowledge of management and the directors of Everfront and Datametrex, other than as set out in the following table, there is no Person who will beneficially own, directly or indirectly, or exercise control or direction

over, more than 10% of the voting rights attached to all of the outstanding shares of the Resulting Issuer after Completion of the Qualifying Transaction.

Name and Municipality of Residence	Resulting Issuer Shares upon completion of the Minimum Datametrex Private Placement and the Qualifying Transaction	Resulting Issuer Shares upon completion of the Maximum Datametrex Private Placement and the Qualifying Transaction
Andrew Ryu Thornhill, Ontario	18,000,000 Resulting Issuer Shares (24%) ⁽¹⁾	18,000,000 Resulting Issuer Shares (23%) ⁽¹⁾
Jonathan Hobbs Dunrobin, Ontario	14,020,000 Resulting Issuer Shares (19%)	14,020,000 Resulting Issuer Shares (18%)

Notes:

- (1) 12,000,000 held directly and 6,000,000 held indirectly by Andrew Ryu's holding company Seinecliff Management Ltd., a company of which Andrew Ryu is a director and officer.

Directors, Officers and Promoters

The following are summaries of the proposed directors and principal management of the Resulting Issuer, including their respective proposed positions with the Resulting Issuer and relevant work and educational background. It is expected that the agreements currently in place with respect to management services currently provided will remain in place following completion of the Transaction (see also Part III – “*Information Concerning Datametrex – Executive Compensation*”).

Andrew Ryu – Chief Executive Officer and Director

Andrew Ryu is a seasoned and experienced entrepreneur and operator in public and private companies. He was a founder and CEO of TLA Inc., president of business development of Archer Group, founder and CEO of Loyalist Group Limited, which was nominated as the top TSXV company in 2013, ranked fourth in 2014, and was the top pick of the street in 2014, CEO of Cozumo Inc., and CEO of Yourtime Financial Services Inc. He was nominated by EY entrepreneur of the year in 2014.

Jeffrey Stevens – President & Chief Operating Officer

Jeff Stevens brings over 18 years of professional experience in the Canadian Capital Markets, largely focusing on raising capital for micro-cap and small cap companies. He currently sits on the board of two public companies assisting with project selection and financing. He has worked on the Retail, Buy, and Sell sides of the industry, having held positions as Assistant Investment Advisor, Arbitrage Trader, as well as having been the head of two Sales and Trading desks for a US-based investment bank in Toronto. During his tenure Jeff was involved in raising in excess of \$500M for public and private companies with a client base including Institutional Money Managers, Hedge Funds, Mutual Funds and Family Offices in Canada, US and Europe.

Jonathan Hobbs – Chief Technology Officer

Jonathan Hobbs has been involved in the development and implementation of electronic information systems for over 30 years. As a serial entrepreneur and inventor he has created many new technologies for the collection, processing and dissemination of electronic data. Jonathan is the inventor of the Data Tap technology.

John Randolph (Randy) Clifford – Chief Financial Officer

Mr. Clifford has over twenty-five years of corporate management and consulting experience with numerous public and private companies in a wide variety of industries. Mr. Clifford was the Chairman from 1996 to 2006, Chief Executive Officer (“CEO”) from 1999 to 2006 and a director from 1996 to 2006 of Cash Canada Group Ltd. During his tenure with Cash Canada he organized the company's graduation from Tier 2 to Tier 1 issuer status on the TSX Venture Exchange (“TSXV”), and assisted in procuring debenture and bank financing. Mr. Clifford was a director of

Firebird Capital Partners Energy Inc. a capital pool corporation (“CPC”) on the TSXV, now Emerald Health Therapeutics Inc. with a market capitalization in excess of \$100,000,000. Mr. Clifford was a director and officer of Wise Oakwood Ventures Inc. (“WOW”), a CPC listed on the TSXV. Mr. Clifford spearheaded WOW’s qualifying transaction with Zomedica Pharmaceuticals Corp. in April of 2016, Zomedica is now a Tier 1 listed company on the TSXV with a market capitalization of approximately \$250,000,000.

Steve (Byungjoo)Kang – Vice-President - Finance

Steve Kang is a seasoned finance and accounting professional with Certified Management Accountant (USA) and CPA, CGA (Ontario) designations. For the last 25 years, Steve has acquired a wealth of finance expertise and experience from working at Honeywell, LG Electronics, and various accounting and finance firms. Until most recently, he served as a VP Finance at Loyalist Group Limited.

Stefan Baerg – Vice-President – Sales & Marketing

Stefan Baerg is an accomplished sales leader with a strong track record in business development, client management and sales operations. Most recently, he held the role of Vice-President of Relationship Management with TD Bank - Merchant Solutions, where he successfully led his organization through significant transformation and achieved improvement in client retention, year-over-year revenues, customer satisfaction and employee retention. Prior to his time with TD Bank, Stefan had leadership roles with Amex, Kestrel Data and Danone. He also led a successful start-up venture with Xela Global Resources focused on delivering human capital management strategies to a diverse group of clients. He holds a Bachelor of Commerce Degree with Distinction from the University of Alberta and has completed an Executive Product Management Institute Program through the Schulich School of Business at York University.

Joshua Gerstein – Director

Joshua Gerstein has spent the past 6 years as Managing Director of Everfront Capital Corp., a merchant banking and strategic advisory firm, where he has worked on a variety of transactions for both private and public companies. Mr. Gerstein currently serves as Director and CEO of Everfront Ventures Corp., a Capital Pool Company on the TSX Venture Exchange. Prior to setting up Everfront Capital, Mr. Gerstein worked in the investment banking industry from 2003 until 2010. Mr. Gerstein holds a JD (1999) and MBA (1999) from the University of Toronto.

Charles Schade – Director

Charles Schade is a senior level marketing executive in the insights industry, with a proven track record for strategically identifying opportunities and launching new products successfully. He led, motivated and attracted high performance teams by inspiring staff and committing to ongoing coaching and mentoring. As a founder and former President of NPD Canada, and with over 25 years of sales & servicing background, takes ownership of goals in both company and client. He embraces industry leadership roles through speaking engagements at industry functions.

Andrew Male – Director

Andrew Male is an experienced director and Chief Executive Officer of international public and private investment, mining and oil & gas companies. Presently a Director of two (2) TSX-V Issuers, Maxim Resources Inc. and Africa Hydrocarbons Ltd. and most recently a Director and CEO of Greatbanks Resources Ltd. An Associate of Columbus Energy Partners. Specialising in the financing and joint venture opportunities in the Oil & Gas sector, providing Interim Management, Incubation & Turnaround, Value Creation, Business De-risking, Leadership Mentoring, Strategic Design, Accelerated Deployment, Capitalisation, Active Partnering, Corporate Governance, Sustainable Practice, and Energy Technologies. Mr. Male is also Managing Director of a privately held Corporate Finance & Investment entity. Specialties include: corporate finance, M&A, turnaround and corporate transitional implementation, start-up businesses, private to public markets transition with financing and, TMX Group and London Stock Exchange. As the former CEO of Cancana Resources Corp., a TSX Venture Exchange Top 50 Company, ranked 9, guiding the company through financing initial phases, project acquisitions, deployment of exploration programs, development financing, transitioning greenfield to brownfield of mining assets and acquisition of adjacent producers.

Cory Taylor – Director

Cory Taylor most recently served as the Senior Vice President and Country Manager at Elavon Inc. and is an accomplished Financial Services Executive with over 20 years of experience in the Merchant Card Services and Lending industries. Throughout his decade at Elavon, Taylor built key relationships and developed the strategic plan for their successful market entry into Canada. Elavon is now a leader in the payments industry in Canada, providing services to almost 70,000 Canadian businesses. Prior to Elavon, Taylor held the position of Vice President at Tricor Lease and Finance Inc. and served as the General Manager, Sales & Product for Merchant Mastercard at Canada Trust. Throughout his career, he has worked on many complex projects providing him with experience on all aspects of strategic planning, compliance, and go-to-market analysis.

Name, Municipality of Residence, Occupation and Security Holdings

It is expected that upon completion of the Transaction, the individuals disclosed in the table below will be the directors and officers of the Resulting Issuer, with the term of office of the directors to expire on the date of the next annual general meeting of the shareholders of Resulting Issuer.

The following table lists the name, municipality of residence, proposed office, principal occupation and anticipated shareholdings of each proposed director and officer of the Resulting Issuer.

Name and Municipality of Residence	Positions and Offices to be Held	Principal Occupation During the Past Five Years⁽²⁾	Resulting Issuer Shares owned, beneficially held or controlled assuming completion of the Minimum Private Placement and the Qualifying Transaction ⁽³⁾	Director or Officer of Everfront or Datametrex Since
Andrew Ryu Thornhill, Ontario	Chief Executive Officer and Director	Chairman and Chief Executive Officer of Datametrex since September 7, 2016. Prior thereto, Chief Executive Officer of Cozumo Inc. from July 2015 to July 2016 and prior thereto Chief Executive Officer of Loyalist Group Limited from February 2009 until May 2015.	18,000,000 (24.4%) ⁽⁴⁾	Chief Executive Officer and Director of Datametrex since September 7, 2016
Jonathan Hobbs Dunrobin, Ontario	Chief Technology Officer	Chief Technology Officer of Datametrex since September 7, 2016. President of 2003488 Ontario Ltd., a personal holding company since June, 2001	14,020,000 (19%)	Chief Technology Officer and Director of Datametrex since September 7, 2016
Jeffrey Stevens Toronto, Ontario	President	President and Chief Operating Officer of Datametrex since October 2016. Chief Executive officer of S4 Management Group Inc., a consulting firm since October 2104. Vice President Corporate Finance of Maxim Resources from October 2014 to December 2015. Institutional sales at Industrial Alliance (formerly MGI Securities Inc.) from October 2011 to October 2014.	2,000,000 (2.7%) ⁽⁵⁾	President of Datametrex since October 21, 2016
John Randolph (Randy) Clifford Edmonton, Alberta	Chief Financial Officer	Consultant to public companies with focus on compliance services.	-	Proposed Chief Financial Officer
Steve (Byungjoo) Kang Mississauga, Ontario	Vice-President Finance	Chief Financial Officer of Datametrex since September 7, 2016. Vice-President of Finance of KGIC Inc. from June 2014 – July 2016; Director of Finance of LG Electronics Canada from May 2005 – May 2014.	3,000,000 ⁽⁶⁾ (4.1%)	Chief Financial Officer of Datametrex since September 7, 2016
Stefan Baerg Burlington, Ontario	Senior Vice-President Sales & Marketing	Senior Vice-President, Sales & Marketing of Datametrex since February, 2017. Prior to that he was Vice-President – Relationship Management with the TD Bank from November 2009 to August, 2016.	-	Senior Vice-President, Sales and Marketing since February, 2017
Joshua Gerstein ⁽¹⁾ Toronto, Ontario	Director	Managing Director, Everfront Capital Corp., a merchant banking and strategic advisory firm. Director and Chief Executive Officer of Everfront.	613,500 (0.8%)	Director of Everfront since March 4, 2011
Charles Schade ⁽¹⁾ Toronto, Ontario	Director	Co-Founder & former President of NPD Canada Inc., and President of CWS Consulting since 2008.	200,000 (0.27%)	Director of Datametrex since October 21, 2016
Cory Taylor Oakville, Ontario	Director	Consultant and former SVP & country manager of Elavon Inc. with over 20 years of experience in the merchant card services and lending industries.	400,000 (0.54%) ⁽⁷⁾	Director of Datametrex since January 30, 2017
Andrew Male ⁽¹⁾ Vancouver, British Columbia	Director	Director and officer of international public corporations and private investment corporations.	-	Proposed Director

Notes:

(1) Proposed member of the Audit Committee.

- (2) For a complete description of the proposed directors, officers and other management personnel of the Resulting Issuer, see "*Directors, Officers and Promoters - Management*".
- (3) All percentages are on a non-diluted basis assuming completion of the minimum Private Placement and Datametrex Share Split and include shares held directly and indirectly, or over which control or direction is exercised.
- (4) 12,000,000 shares held directly and 6,000,000 shares held indirectly by Andrew Ryu's holding company Seinecliff Management Ltd and a company of which Andrew Ryu is a director and officer.
- (5) Held by S4 Management Group Inc., a corporation controlled by Jeffrey Stevens.
- (6) 2,000,000 shares held by Steve (Byungjoo) Yang and 1,000,000 shares held by his spouse, Sunghee Kang.
- (7) Held by Biricz Taylor Investments Ltd., a corporation controlled by Cory Taylor.

Unless indicated otherwise in the foregoing table, each director will hold office until the next meeting of shareholders at which time any or all of the directors may be elected to hold office for a term expiring no later than the close of the next annual meeting of shareholders.

Following the completion of the Qualifying Transaction, the board of directors of the Resulting Issuer intends to establish a compensation committee, and such other committees of the board as it determines to be appropriate in addition to the audit committee. The members of the compensation committee will be determined after Completion of the Qualifying Transaction.

Upon completion of the Qualifying Transaction, the Resulting Issuer Shares beneficially owned, directly or indirectly, by all promoters, directors, officers of the Resulting Issuer, as a group, will be 38,233,500 Resulting Issuer Shares or approximately 51.2% (non-diluted) of the Resulting Issuer Shares then to be issued and outstanding assuming completion of the Minimum Private Placement.

Cease Trade Orders or Bankruptcies

Other than as disclosed below, none of the proposed directors, officers, insiders or the promoters of the Resulting Issuer or a shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer is, or within ten (10) years before the date of this Filing Statement has been, a director, officer, insider or promoter of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days; or
- (b) 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.

Jeff Stevens is Vice-President Corporate Finance and a director of Greatbanks Resources Inc. which was cease traded by the British Columbia Securities Commission on December 11, 2015 for failure to file Annual Financial Statements and related management discussion and analysis for the year end July 31, 2015. Andrew Male was Chief Executive Officer of this issuer. This cease trade order was revoked on March 21, 2016.

On June 3, 2013, the Alberta Securities Commission issued a management cease trade order against Andrew Male with respect to the failure by Cancana Resources Corp. (TSXV:CNY), a reporting issuer of which Mr. Male was president, chief executive officer, interim chief financial officer and a director, to file audited financial statements and management discussion and analysis for the year ended January 31, 2013.

Penalties or Sanctions

None of the proposed directors, officers, insiders or the promoters of the Resulting Issuer or a shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

Other than as disclosed below, none of the proposed directors, officers, insiders or the promoters of the Resulting Issuer or a shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer is, or within the 10 years before the date of this Filing Statement, has been declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

Conflicts of Interest

There may from time to time be potential conflicts of interest to which some of the directors, officers, insiders and promoters of the Resulting Issuer will be subject in connection with the operations of the Resulting Issuer. Conflicts, if any, will be subject to the procedures and remedies provided for under the CBCA.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Resulting Issuer that are, or have been within the last five (5) years, directors, officers or promoters of other reporting issuers:

Name	Name of Reporting Issuer	Trading Market	Position	From	To
Andrew Ryu	Loyalist Group Limited	TSXV	Chief Executive Officer and Director	January 2011	May 2015
Jeffrey Stevens	Greatbanks Resources Inc.	TSXV	Director	October 2014	April 2017
	Dawson Gold Corp.	NEX	Director	January 2016	Present
	Maxim Resources Inc.	TSXV	Vice-President Corporate Finance	October 2014	December 2015
	Africa Hydrocarbons Inc.	TSXV	Secretary	November 2016	Present
Steve (Byungjoo) Kang	KGIC Inc.	TSXV	Vice-President Finance	December, 2014	July 2016
John Randolph (Randy) Clifford	CNRP Mining Inc.	CSE	Chief Executive Officer and Director	February 2017	Present
	Emerald Health Therapeutics, Inc.	TSXV	Director	July 2007	September 2004
	Firebird Resources Inc.	TSXV	Chief Financial Officer	April 2013	Present
	Monster Uranium Corp.	TSXV	Director	April 2012	Present
	Tangelo Games Corp. (formerly Wedona Capital Inc.)	TSXV	Director, President, Chief Executive Officer and Chief Financial Officer	February 2011	November 2013
	Terrento Resources Corp.	TSXV	Director, President	November 1995	August 2010
	Velocity Data Inc.	CSE	Director, President,	May 2011	June 2014
	Vinergy Resources Ltd.	CSE	Director, President, Chief Executive Officer, Chief Financial Officer and Corporate Secretary	November 2009	April 2016
	Yorkton Ventures Inc.	TSXV	Director and Chief Financial Officer	January 2013	Present

Name	Name of Reporting Issuer	Trading Market	Position	From	To
	Zomedica Pharm. Corp.	TSXV	Director and Corporate Secretary	January 2013	April 2016
Andrew Male	Maxim Resources Inc.	TSXV	Director Chief Executive Officer	January 2011 March 2014	Present Present
	Greatbanks Resources Ltd.	TSXV	Director	October 2014	Present
	Africa Hydrocarbons Inc.	TSXV	Director	October 2016	Present
	Cancana Resources Corp.	TSXV	Director Chief Executive Officer	September 2006 January 2012	July 2014 July 2014
Joshua Gerstein	Mercury Capital Limited	TSXV	Director	May 2011	October 2011
	China Wind Power International Corp.	TSXV/NEX	Director	August 2009	June 2014
	Everfront Ventures Corp.	TSXV/NEX	Chief Executive Officer and Director	December 2012	Present

Executive Compensation

The Resulting Issuer will have four (4) named executive officers: Andrew Ryu, Chief Executive Officer, Randy Clifford, Chief Financial Officer, Jeff Stevens, President and Jonathan Hobbs, Chief Technology Officer.

The following table sets out the proposed annual compensation to be paid, after Completion of the Qualifying Transaction for the 12 months following Completion of the Qualifying Transaction to the named executive officers of the Resulting Issuer.

Summary Compensation Table								
Name and Principal Position	Salary	Share-Based Awards (\$) ⁽²⁾	Option-Based Awards ⁽³⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$) ⁽⁵⁾	All Other Compensation (\$) ⁽⁶⁾	Total Compensation (\$)
				Annual Incentive Plans	Long-Term Incentive Plans ⁽⁴⁾			
Andrew Ryu <i>Chief Executive Officer</i>	\$240,000	-	-	-	-	-	-	\$240,000
Jeff Stevens <i>President and Chief Operating Officer</i>	\$120,000	-	-	-	-	-	-	\$120,000
Randy Clifford <i>Chief Financial Officer</i>	-	-	-	-	-	-	-	-
Jonathan Hobbs <i>Chief Technology Officer</i>	\$120,000	-	-	-	-	-	-	\$120,000

Following Completion of the Qualifying Transaction, it is anticipated that the Resulting Issuer may pay cash compensation to its directors and grant incentive stock options, however, this will be determined by the compensation committee of the Board to be formed following Completion of the Qualifying Transaction.

Indebtedness of Directors and Officers

Other than as disclosed in this Filing Statement, no director or officer of Everfront or Datametrex, or any Associate or Affiliate of any of them was or ever has been indebted to Everfront or Datametrex nor has any indebtedness of any

such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Everfront or Datametrex.

Investor Relations Arrangements

The Resulting Issuer has not entered into, and does not presently intend to enter into, any written or oral agreement or understanding with any person to provide promotional or investor relations services to either of them, or to engage in activities for the purposes of stabilizing the market, either now or in the future.

Options to Purchase Securities

Options to Purchase Securities

Assuming Completion of the Qualifying Transaction there will be 384,054 Resulting Issuer Options outstanding. The following table illustrates the number of options of the Resulting Issuer that will be held by the officers, directors, employees and consultants of the Resulting Issuer upon completion of the Qualifying Transaction. **The Resulting Issuer does not anticipate granting any other options on or before the Closing of the Qualifying Transaction.**

Name and Category	# of Holders	Resulting Issuer Options #	Exercise Price (\$/Resulting Issuer Share)	Expiration Date
Officers of the Resulting Issuer, as a group	-	-	-	-
Directors of the Resulting Issuer who are not officers, as a group ⁽²⁾	-	-	-	-
Officers and Directors of subsidiaries of the Resulting Issuer, as a group	-	-	-	-
Employees of the Resulting Issuer, as a group	-	-	-	-
Consultants of the Resulting Issuer, as a group	-	-	-	-
Former Directors, Officers and Employees of the Resulting Issuer, as a group	4	384,054	\$0.20	December 13, 2021
TOTAL	4	384,054	\$0.20	

Stock Option Plan

Upon Completion of the Qualifying Transaction, the Resulting Issuer will maintain the current stock option plan of Everfront. See *Part II – Information Concerning Everfront – Stock Option Plan*.

Escrowed Securities

There are two categories of escrow to which Resulting Issuer Shares and Resulting Issuer Warrants may be subject: (i) 1,581,500 shares issued to certain current shareholders of Everfront (the “Everfront Escrowed Shares”); and (ii) 37,220,000 shares and 1,420,000 warrants issued to current shareholders and warrant holders of Datametrex (collectively, the “Escrowed Securities”). The Everfront Escrowed Shares are subject to the Everfront Escrow Agreement and the Escrowed Securities will be subject to a Value Security Escrow Agreement to be entered into among the Resulting Issuer, the Escrow Agent and Principals of the Resulting Issuer in the form and on the terms and conditions as prescribed by the Exchange.

Everfront Escrowed Shares

An aggregate of 1,581,500 Shares are held in escrow with the Escrow Agent under the terms of the Everfront Escrow Agreement. The table set forth below, as of the date hereof, and to the best of the knowledge of Everfront and

Datametrex, sets out the name of municipalities of residence of certain securityholders whose Everfront Shares are subject to escrow pursuant to the Everfront Escrow Agreement.

Name and Municipality of Residence of Securityholder	Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction	
	Number of Everfront Common Shares held in escrow	Percentage of Class ⁽¹⁾	Number of Resulting Issuer Shares to be held in escrow ⁽²⁾	Percentage of Class ⁽¹⁾
Joshua Gerstein, Toronto, Ontario	613,500	0.8%	613,500	0.8%
Leonidas Karabelas, Woodbridge, Ontario	240,500	0.3%	240,500	0.3%
Eric Frederickson, Toronto, Ontario	127,500	0.2%	127,500	0.2%
Linda Dundas, Mississauga, Ontario	100,000	0.1%	100,000	0.1%
Varela Consulting Group S.A. ⁽²⁾ Panama	150,000	0.2%	150,000	0.2%
Douwe von Hees Netherlands	150,000	0.2%	150,000	0.2%
William Fung Toronto, Ontario	100,000	0.1%	100,000	0.1%
Harvey McKenzie, Toronto, Ontario	50,000	0.06%	50,000	0.06%
Giuseppe Malta, Woodbridge, Ontario	50,000	0.06%	50,000	0.06%
Total	1,581,500	100%	1,581,500	100%

Notes:

- (1) On a non-diluted basis assuming completion of the minimum Private Placement.
(2) Varela Consulting Group S.A. is a company that is wholly-owned by Angela Varela.

In accordance with the terms of the Everfront Escrow Agreement, 10% of the escrowed shares will be released from escrow on the issuance of the Final Exchange Bulletin and an additional 15% which will be released on the dates that are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the initial release of 10%, subject to early release resulting from a change of status of the Resulting Issuer in accordance with the Everfront Escrow Agreement.

Escrowed Securities

To the best of the knowledge of Everfront and Datametrex, as of the date of this Filing Statement, the following table sets forth the names and municipalities of residence of the securityholders, the number of Resulting Issuer Shares to

be held in escrow and the percentage of Resulting Issuer Shares anticipated to be held in Tier 2 value security escrow after giving effect to the Qualifying Transaction.

Name and Municipality of Residence of Securityholder	After Giving Effect to the Qualifying Transaction	
	Number of Resulting Issuer Shares and Warrants to be held in escrow	Percentage of Class of Resulting Issuer Shares ⁽¹⁾
Andrew Ryu(2) Thornhill, Ontario	18,000,000 Resulting Issuer Shares	24.4%
Jonathan Hobbs Dunrobin, Ontario	14,020,000 Resulting Issuer Shares 20,000 Resulting Issuer Warrants	19.0%
Jeffrey Stevens (3) Toronto, Ontario	2,000,000 Resulting Issuer Shares 400,000 Resulting Issuer Warrants	2.7%
Steve (Byungjoo) Kang Mississauga, Ontario	2,000,000 Resulting Issuer Shares 1,400,000 Resulting Issuer Warrants	2.7%
Sunghee Kang (4) Mississauga, Ontario	1,000,000 Resulting Issuer Shares 1,000,000 Resulting Issuer Warrants	1.4%
Cory Taylor (4) Toronto, Ontario	400,000 Resulting Issuer Shares	0.5%
Charles Schade Toronto, Ontario	200,000 Resulting Issuer Shares	0.3%
	37,220,000 Resulting Issuer Shares 1,820,000 Resulting Issuer Warrants	49.7%

Notes:

- (1) Approximate figures. Figures have been rounded to the nearest tenth of a percent. Assuming completion of the minimum Private Placement.
- (2) Includes 12,000,000 shares held by Andrew Ryu directly and 6,000,000 shares held by Seinecliffe Management Inc. a corporation controlled by Andrew Ryu.
- (3) Held by S4 Management Group Inc. a company controlled by Jeffrey Stevens.
- (4) Sunghee Kang is the spouse of Steve (Byungjoo) Kang.
- (5) Held by Biricz Taylor Investments Ltd. a company controlled by Cory Taylor.

Upon completion of the Qualifying Transaction, all of the Resulting Issuer Shares and Resulting Issuer Warrants listed above will be deposited into escrow under the terms of the Value Security Escrow Agreement to be entered in concurrent with the Completion of the Qualifying Transaction between the Resulting Issuer and the Escrow Agent whereby 10% of such securities shall be released from escrow on the issuance of the Final Exchange Bulletin, an additional 15% shall be released on the date that is 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following Final Exchange Bulletin.

In addition, an aggregate of 3,100,000 Resulting Issuer Shares shall be held subject to a Tier II value security escrow agreement pursuant to the seed share resale restrictions whereby 10% shall be released from escrow on the issuance of the Final Exchange Bulletin and 15% shall be released on the dates that are 6, 12, 18, 24, 30 and 36 months following Final Exchange Bulletin.

Auditors, Transfer Agent and Registrar*Auditor*

The Resulting Issuer's auditors will be Datametrex's current auditors, BDO Canada LLP, Chartered Professional Accountants whose principal office is located at Toronto, Ontario.

Transfer Agent and Registrar

The registrar and transfer agent for Resulting Issuer Shares subsequent to the Completion of the Qualifying Transaction will be TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1.

PART V - GENERAL MATTERS

Sponsorship and Agent Relationship

Datametrex has retained the services of Haywood Securities Inc. (the “Sponsor”), located at 181 Bay Street, Suite 2910, Toronto, Ontario, to act as sponsor regarding the Transaction pursuant to an agreement dated January 10, 2017 which provides that the Sponsor be paid a sponsorship fee of \$30,000, plus expenses, of which \$20,000 was paid on signing and a further \$10,000 will be paid upon delivery of a Sponsorship Report to the Exchange.

Datametrex has not entered into any agreement with any registrant to provide sponsorship or corporate finance services other than as set forth herein.

Experts

Interests of Experts

As at the date hereof, partners and associates of Abraham Chan LLP, Everfront’s current auditors, own, respectively, directly or indirectly, in the aggregate, no securities of either Everfront or Datametrex. No partner or associate of Abraham Chan LLP, is or is expected to be elected, appointed or employed as a director, officer or employee of the Resulting Issuer or of any associate or affiliate of the Resulting Issuer.

As at the date hereof, partners and associates of BDO Canada LLP, Datametrex's current auditors, own, respectively, directly or indirectly, in the aggregate, no securities of either Datametrex or Everfront. No partner or associate of BDO Canada LLP is or is expected to be elected, appointed or employed as a director, officer or employee of the Resulting Issuer or of any associate or affiliate of the Resulting Issuer.

Conditional Approval for the Qualifying Transaction

On May 11, 2017, the Exchange granted its conditional approval for the Qualifying Transaction, subject to certain conditions. As approved by the Exchange, Resulting Issuer Shares will trade under the trading symbol, "DM".

Exchange of Securities Certificates

Upon Completion of the Qualifying Transaction, shareholders of Everfront will be deemed to be holders of Resulting Issuer Shares as of the Effective Date and former registered shareholders of Datametrex will be entered into the register of holders of Resulting Issuer Shares without further act or formality. A letter of transmittal will be used for the purpose of exchanging certificates of Datametrex Common Shares for certificates representing Resulting Issuer Shares. The letter of transmittal will contain complete instructions on how Datametrex Shareholders are to exchange their share certificates. Registered shareholders of Datametrex should read and follow these instructions. The letter of transmittal, when properly completed, executed and returned together with a certificate or certificates representing Datametrex shares and all other required documents, will enable each registered shareholder of Datametrex, as applicable, to obtain the certificates representing the number of Resulting Issuer Shares to which it is entitled under the terms of the Transaction.

Other Material Facts

There are no other material facts about Everfront, Datametrex, the Resulting Issuer, or the Transaction that are not elsewhere disclosed herein and which are necessary in order for this Filing Statement to contain full, true and plain

disclosure of all material facts relating to Everfront, Datametrex and the Resulting Issuer, assuming Completion of the Qualifying Transaction.

Board Approval

The contents and the filing of this Filing Statement have been approved by the board of directors of each of Everfront and Datametrex. Where information contained in this Filing Statement rests particularly within the knowledge of a person other than Everfront, Everfront has relied upon information furnished by such person.

**APPENDIX A -
FINANCIAL STATEMENTS OF EVERFRONT
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014 AND
FOR THE FIRST QUARTER ENDED MARCH 31, 2017**

Everfront Ventures Corp.
Financial Statements
For the Years Ended
December 31, 2016 and 2015
(Expressed in Canadian Dollars)

Management's Responsibility for
Audited financial statements

The accompanying audited financial statements of Everfront Ventures Corp. ("Everfront" or the "Company") are the responsibility of management.

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the audited financial statements, they must be accompanied by a notice indicating that the audited financial statements have not been reviewed by an auditor. These audited financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the audited financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the date of the statement of financial position. In the opinion of management, the audited financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standards and International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that i) the audited financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods represented by, the audited financial statements and ii) the audited financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the audited financial statements .

The Board of Directors is responsible for reviewing and approving the audited financial statements, together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the audited financial statements, together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the audited financial statements, together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Signed "Joshua Gerstein"

Joshua Gerstein
Chief Executive Officer & Director

Signed "Linda Dundas"

Linda Dundas
Chief Financial Officer & Director

Toronto, Ontario
February 8, 2017

Independent Auditor's Report

To the Shareholders of Everfront Ventures Corp.

We have audited the accompanying financial statements of Everfront Ventures Corp. which comprise the statements of financial position as at December 31, 2016 and December 31, 2015, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for each of the years then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Everfront Ventures Corp. as at December 31, 2016 and December 31, 2015 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 1 in the financial statements which describes that the Company will require additional financing in order to fund its planned activities. This condition, along with other matters set out in note 1, indicates the existence of material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

Toronto, Canada
February 8, 2017

"Abraham Chan LLP"

Abraham Chan LLP
Chartered Professional Accountants
Licensed Public Accountants

Everfront Ventures Corp.
Statements of Financial Position
(Expressed in Canadian Dollars)

As at	December 31, 2016 \$	December 31, 2015 \$
Assets		
Current		
Cash (<i>note 5</i>)	197,985	235,703
HST receivable	3,867	4,534
Total Assets	201,852	240,237
Liabilities		
Current		
Accounts payable and accrued liabilities (<i>Note 4</i>)	7,588	10,190
Total liabilities	7,588	10,190
Shareholder's equity		
Share capital (<i>Note 6</i>)	655,866	655,866
Reserve-share based payments (<i>Note 7</i>)	107,619	107,619
Deficit	(569,221)	(533,438)
Total shareholder's equity	194,264	230,047
Total liabilities and shareholder's equity	201,852	240,237

Incorporation, nature of operations and going concern (*Note 1*)

Subsequent Events (*Note 13*)

Approved and authorized for issue by the Board of Directors on February 8, 2017:

Signed "Joshua Gerstein"
Joshua Gerstein, CEO & Director

Signed "Leonidas Karabelas"
Leonidas Karabelas, Director

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

Everfront Ventures Corp.
Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Year ended December 31, 2016 \$	Year ended December 31, 2015 \$
Administrative expenses		
General and administrative expenses (<i>Note 11</i>)	24,600	25,160
Professional fees	11,183	13,240
Net loss and comprehensive loss for the year	(35,783)	(38,400)
Loss per share – basic and diluted (<i>Note 8</i>)	(0.01)	(0.01)
Weighted average number of shares outstanding (basic and diluted) (<i>Note 8</i>)	5,738,050	5,738,050

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

Everfront Ventures Corp.
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share Capital		Share-based payment reserve	Accumulated Deficit	Total
	Number of shares	Share Capital \$	\$	\$	\$
Balance at December 31, 2014	5,738,050	655,866	107,619	(495,038)	268,447
Net loss for the year	—	—	—	(38,400)	(38,400)
Balance at December 31, 2015	5,738,050	655,866	107,619	(533,438)	230,047
Balance at December 31, 2015	5,738,050	655,866	107,619	(533,438)	230,047
Net loss for the year	—	—	—	(35,783)	(35,783)
Balance at December 31, 2016	5,738,050	655,866	107,619	(569,221)	194,264

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

Everfront Ventures Corp.
Statements of Cash Flows
(Expressed in Canadian Dollars)

Years ended December 31,	2016 \$	2015 \$
Operating activities		
Net loss for the year	(35,783)	(38,400)
Changes in non-cash working capital:		
Receivables	667	1,605
Accounts payable and accrued liabilities	(2,602)	(53,505)
Net cash used in operating activities	(37,718)	(90,300)
Net decrease in cash	(37,718)	(90,300)
Cash, beginning of year	235,703	326,003
Cash, end of year	197,985	235,703

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

1. Incorporation, nature of operations and going concern

Everfront Ventures Corp. (the “Company”), incorporated under the laws of the Province of Ontario on March 4, 2011, is classified as a capital pool company, as defined in Policy 2.4 (the “CPC Policy”) of TSX Ventures Exchange (the “Exchange”). The Company announced on December 12, 2011 that it had completed its initial distribution of securities to the public and the shares of the Company were listed for trading on the Exchange on December 13, 2011 with the trading symbol EVC.P. The Company’s principal business activity is to identify and evaluate business opportunities with the objective of completing a Qualifying Transaction (the “QT”) under Exchange rules. Under the CPC Policy, a QT must be entered into within 24 months of listing. The purpose of such a transaction is to satisfy the related conditions of a QT under the TSX Venture Exchange regulations. On December 17, 2013 trading in the shares of the Company were halted on the Exchange for failure to complete its QT within 24 months of listing. On March 14, 2014 the Exchange issued a bulletin stating that effective Monday, March 17, 2014, the Company's listing would transfer from the Exchange to the TSX Ventures Exchange - NEX board (“TSXV – NEX”) and the Company's Tier classification and the Filing and Service Office would also change from the Exchange to the TSXV – NEX. The Company’s new trading symbol was changed to EVC.H.

These financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. Certain principal conditions and events are prevalent which indicate that there could be substantial doubt about the Company’s ability to continue as a going concern for a reasonable period of time. These include:

1. Operating losses
2. Failure in completing a Qualifying Transaction

Furthermore, where an acquisition or participation is warranted for the QT, additional funding may be required. The ability of the Company to fund its potential operations and commitments is dependent upon the ability of the Company to obtain additional financing. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company has incurred a net loss of \$35,783 for the year ended December 31, 2016 (December 31, 2015 net loss of \$38,400) and has working capital of \$194,264 as at December 31, 2016 (December 31, 2015 - \$230,047). The Company’s ability to continue as a going concern is uncertain and is dependent upon its ability to obtain additional financing. While the Company has been successful in obtaining its required financing in the past through equity, there is no assurance that such financing will be available or be available on favorable terms. In the event that additional financial support is not received, the carrying values of the Company’s assets may be adversely affected.

The Company’s primary office is located at 56 Temperance St., Suite 200, Toronto, ON, M5H 3V5.

2. Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”), effective for the Company’s reporting for the year ended December 31, 2016. The policies set out below are based on IFRS issued and outstanding as of February 8, 2017, the date the Board of Directors approved the statements.

(b) Basis of presentation

These financial statements have been prepared on a historical cost basis, with the exception of financial instruments classified as at fair value through profit or loss or available for sale, which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

In the preparation of these financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the year. Actual results could differ from these estimates. Of particular significance are the estimates and assumptions used in the recognition and measurement of items included in note 2(d).

(c) Functional and presentation currency

These financial statements have been prepared in Canadian dollars, which is the Company’s functional and presentation currency.

(d) Critical accounting estimates and judgements

The preparation of the financial statements using accounting policies consistent with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. The preparation of the financial statements also requires management to exercise judgment in the process of applying the accounting policies.

Critical accounting estimates

Share-based payments – Management is required to make a number of estimates when determining the share-based payment amount resulting from share-based transactions, including the forfeiture rate and expected life of the instruments. These estimates also apply on the valuation of warrants as part of units issued in equity financing transactions.

Recoverability of receivables – Management is required to make estimates on the collectability of its HST receivable.

Critical judgments in applying accounting policies

Income taxes – Measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.

2. Significant accounting policies (continued)

(d) Critical accounting estimates and judgements (continued)

Critical judgments in applying accounting policies (continued)

Going concern assumptions – Going concern presentation of the financial statements which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. Obtaining financing and to complete a qualifying transaction will have a major impact on the Company's ability to continue as a going concern. It is the management assumption that the Company will be able to raise financing to discharge its liabilities and to complete a qualifying transaction to meet the requirements under the CPC Policy.

(e) Financial instruments

Financial assets:	Classification:
Cash	Fair value through profit or loss
HST receivable	Loans and receivables
Financial liabilities:	Classification:
Accounts payable and accrued liabilities	Other financial liabilities

The Company recognizes financial assets and financial liabilities when the Company becomes a party to a contract. Financial assets and financial liabilities, with the exception of financial assets classified as at fair value through profit or loss, are measured at fair value plus transaction costs on initial recognition.

Measurement in subsequent periods depends on the classification of the financial instrument.

i) Financial assets at fair value through profit or loss ("FVTPL")

Financial assets are classified as FVTPL when acquired principally for the purpose of trading, if so designated by management (fair value option), or if they are derivative assets that are not part of an effective and designated hedging relationship. Financial assets classified as FVTPL are measured at fair value, with changes recognized in the statements of loss.

ii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated as such by management or not classified in any of the other categories. Available-for-sale financial assets are measured at fair value with changes recognized in other comprehensive income. Upon sale or impairment, the accumulated fair value adjustments recognized in other comprehensive income are recorded in the statements of loss.

The Company has no available-for-sale financial assets.

iii) Loans and receivables

Loans and receivables are non-derivative financial assets that have fixed or determinable payments and are not quoted in an active market. Subsequent to initial recognition, loans and receivables are carried at amortized cost using the effective interest method.

2. Significant accounting policies *(continued)*

(e) Financial instruments (continued)

iii) Loans and receivables (continued)

The effective interest method is a method of calculating the amortized cost of an instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the instrument to the net carrying amount on initial recognition.

iv) Other financial liabilities

Other financial liabilities are financial liabilities that are not classified as FVTPL. Subsequent to initial recognition, other financial liabilities are measured at amortized cost using the effective interest method.

v) Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- the likelihood that the borrower will enter bankruptcy or financial re-organization.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of HST receivable, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in the statement of loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

vi) De-recognition of financial liabilities

The Company derecognizes financial liabilities when the obligation are discharged, cancelled or expire.

2. Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

vii) Fair value of financial instruments

Financial instruments that are measured at fair value in periods subsequent to initial recognition use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1- valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs). As of December 31, 2016, cash is the Company's only financial instrument that is measured at fair value on the statement of financial position. The fair value of cash is measured using level 1.

(f) Cash

Cash consists of cash on hand and with a Canadian chartered bank.

(g) Income taxes

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in the statement of loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive loss. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of taxable temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to taxable temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

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

2. Significant accounting policies *(continued)*

(h) Per share information

Basic loss per share is computed by dividing the loss for the period available to common shareholders by the weighted average number of shares outstanding during the years. Diluted loss per share is computed similarly to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the years. During the years ended December 31, 2016 and 2015, all of the outstanding stock options and warrants were antidilutive.

(i) Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the time value effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The Company had no material provisions at December 31, 2016 and December 31, 2015.

(j) Share-based payments

The fair value of equity-settled share options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

(k) Future accounting changes

Certain accounting pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after the Company's yearend. Many are not applicable or do not have a significant impact on the Company and so have been excluded from the list below. The following standards have not yet been adopted and are being evaluated to determine their impact on the Company.

2. Significant accounting policies (continued)

(k) Future accounting changes (continued)

- i) IFRS 9 – *Financial Instruments* (“IFRS 9”) was issued by the IASB and will replace IAS 39 - *Financial Instruments: Recognition and Measurement* (“IAS 39”). IFRS 9 introduces new requirements for the classification and measurement of financial assets. IFRS 9 requires all recognized financial assets that are within the scope of IAS 39, to be measured at amortized cost or fair value in subsequent accounting periods following initial recognition. Specifically, financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets, including equity investments, are measured at their fair value at the end of subsequent accounting periods.

Requirements for classification and measurement of financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit or loss would generally be recorded in other comprehensive income.

IFRS 9 was amended in November 2013 to: (i) include guidance on hedge accounting; and (ii) allow entities to early adopt the requirement to recognize changes in fair value attributable to changes in an entity’s own credit risk, from financial liabilities designed under the fair value option, in other comprehensive loss, without having to adopt the remainder of IFRS 9.

The final version of IFRS 9 was issued in July 2014 and includes: (i) a third measurement category for financial assets-fair value through other comprehensive income; (ii) a single forward-looking expected loss impairment model; and (iii) a mandatory effective date for IFRS 9 of annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is currently evaluating the impact of the adoption of this standard on the financial statements.

3. Capital management

The Company manages its capital with the following objectives:

- a) To ensure sufficient financial flexibility to achieve identifying and evaluating qualifying transactions for the ongoing business objectives, including funding of future growth opportunities; and
- b) To maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, reserves and deficit, which at December 31, 2016 totaled \$194,264 (December 31, 2015 - \$230,047).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities.

Everfront Ventures Corp.
Notes to the Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in Canadian Dollars)

3. Capital management (continued)

The Company's capital management objectives, policies and processes have remained unchanged during the years ended December 31, 2016 and 2015. The Company is not subject to externally imposed capital requirements. The Company is subject to cash restrictions as disclosed in Note 5 to these financial statements.

4. Financial risk factors

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including interest rate risk, foreign currency risk and equity price risk). Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and HST receivable. Cash is held with financial institutions which are closely monitored by management. Financial instruments included in HST receivable consist of sales tax receivable from government authorities in Canada. Management believes that the credit risk concentration with respect to financial instruments included in HST receivable is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2016, the Company had an aggregate cash balance of \$197,985 (December 31, 2015- \$235,703) to settle current liabilities of \$7,588 (December 31, 2015 - \$10,190). The Company's cash balance as at December 31, 2016 is sufficient to meet the business requirements for the coming year.

The table below summarizes the maturity profile of all of the Company's financial liabilities based on contractual undiscounted payments:

	December 31, 2016 \$	December 31, 2015 \$
Year ended		
Accounts payable	588	3,390
Accrued liabilities	7,000	6,800
	7,588	10,190
	December 31, 2016 \$	December 31, 2015 \$
Year ended		
Less than 3 months	7,588	10,190

Everfront Ventures Corp.
Notes to the Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in Canadian Dollars)

4. Financial risk factors (continued)

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i) Interest rate risk

The Company has cash balances that do not earn any interest. As such, the Company is not subject to interest rate risk.

ii) Foreign currency risk

Management believes that there is no foreign exchange risk.

iii) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

5. Cash

Cash consists of cash on deposit with the banks in general non-interest bearing accounts totaling \$197,985 (December 31, 2015 - \$235,703).

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expense of the Company. These restrictions apply until completion of a QT by the Company as defined under the policies of the Exchange.

6. Share capital

Authorized: Unlimited number of common shares

There were 5,738,050 common shares outstanding at December 31, 2016 and 2015.

7. Stock Options

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

	Number of Options	Weighted Average Exercise Price \$
Outstanding, December 31, 2015	384,054	0.20
Outstanding, December 31, 2016	384,054	0.20

Everfront Ventures Corp.
Notes to the Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in Canadian Dollars)

7. Stock Options (continued)

Additional information regarding stock options outstanding as at December 31, 2016 is as follows:

Range of exercise prices \$	Number of options	Outstanding and Exercisable	
		Weighted average remaining contractual life (years)	Weighted average exercise price \$
0.20	384,054	4.95	0.20

On February 12, 2016 the directors passed a resolution approving a change in the terms of the stock options granted. The new terms provided for an extension to the expiry date to December 13, 2021.

8. Basic and diluted loss per share

Basic and diluted loss per share for the year ended December 31, 2016 is computed on the basis of the loss of \$35,783 (2015 - \$38,400) and the weighted average number of common shares outstanding during the year of 5,738,050 (2015 - 5,738,050). Diluted loss per share is the same as basic loss per share as the outstanding options are anti-dilutive.

9. Income Tax

The deferred income tax assets are as follows:

	2016 \$	2015 \$
Deferred tax assets:		
Non-capital loss	143,987	134,505
	143,987	134,505
Impairment valuation	(143,987)	(134,505)
Net deferred tax assets	—	—

The Company has not recognized its deferred income tax assets of \$143,987 (2015 - \$134,505) because it is not probable that the Company would be able to utilize these assets in the foreseeable future.

The Company has no deferred income tax liabilities.

Everfront Ventures Corp.
Notes to the Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in Canadian Dollars)

9. Income Tax

The income tax for the fiscal year ended December 31, 2015 and 2016 is \$Nil. There are no deferred income tax assets or liabilities that have been recognized. The actual income tax provision is as follows:

	2016 \$	2015 \$
Loss before income tax:	(35,783)	(38,400)
Income tax at statutory tax rate of 26.50%	(9,482)	(10,176)
Cost of issuance	-	(2,476)
Taxable benefits not recognized	9,482	12,652
	-	-

At December 31, 2016 the Company has total non-capital loss carried forward of approximately \$543,348, which is deductible from future years' taxable income. These losses will expire as follows:

Expire	Amount \$
2031	111,831
2032	93,248
2033	158,478
2034	96,264
2035	47,743
2036	35,783
	543,348

10. Related party disclosures

During the year ended December 31, 2016, the Company expensed \$12,000 (December 31, 2015 - \$12,000) to a company in which the CEO and director of the Company is the managing director. These funds were paid for reimbursement of overhead expenses. As at December 31, 2016 the Company owed \$Nil (December 31, 2015 - \$3,390) and this amount was included in accounts payable and accrued liabilities.

11. General and administrative expenses

	2016 \$	2015 \$
Exchange and filing fees	12,107	12,283
Office expenses	493	877
Other management services (<i>Note 10</i>)	12,000	12,000
	24,600	25,160

12. Segmented information

The Company's operations comprise a single reporting segment which is currently inactive. As the operations comprise a single reporting segment, amounts disclosed in the financial statements for expenses and loss for the year also represent segmented amounts.

All of the Company's operations and assets are in Canada.

13. Subsequent Events

On January 5, 2017 the Company announced that it has entered into a letter of intent dated January 5, 2017 ("LOI") with DataMetrex Limited ("DataMetrex"), a corporation incorporated under the laws of Canada on September 7, 2016, pursuant to which Everfront will directly or indirectly acquire all of the issued and outstanding securities of DataMetrex (the "Business Combination") in exchange for equivalent securities of Everfront on a one for one basis (the "Exchange Ratio").

The Business Combination will be structured as a share exchange, amalgamation or plan of arrangement and is subject to Exchange approval. It is intended to constitute Everfront's Qualifying Transaction under the policies of the Exchange. The Business Combination will not be a Non-Arm's Length Qualifying Transaction (as that term is defined under the Exchange policies) and as such, unless the agreed-upon structure to effect the Business Combination otherwise requires, it is not expected that approval of the Everfront shareholders will be required.

Everfront Ventures Corp.
Unaudited Interim Condensed Financial Statements
For the three month periods ended
March 31, 2017 and 2016
(Expressed in Canadian Dollars)

Management's Responsibility for
Unaudited Interim Condensed Financial Statements

The accompanying unaudited interim condensed financial statements of Everfront Ventures Corp. ("Everfront" or the "Company") are the responsibility of management.

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the unaudited interim condensed financial statements, they must be accompanied by a notice indicating that the unaudited interim condensed financial statements have not been reviewed by an auditor. These unaudited interim condensed financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited interim condensed financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the date of the statement of financial position. In the opinion of management, the unaudited interim condensed financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standards and International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that i) the unaudited interim condensed financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods represented by, the unaudited interim condensed financial statements and ii) the unaudited interim condensed financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited interim condensed financial statements .

The Board of Directors is responsible for reviewing and approving the unaudited interim condensed financial statements, together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim condensed financial statements, together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited interim condensed financial statements, together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Signed "Joshua Gerstein"

Joshua Gerstein
Chief Executive Officer & Director

Signed "Linda Dundas"

Linda Dundas
Chief Financial Officer & Director

Toronto, Ontario
April 28, 2017

Everfront Ventures Corp.
Interim Condensed Statements of Financial Position
(Expressed in Canadian Dollars)

As at	March 31, 2017 (Unaudited) \$	December 31, 2016 (Audited) \$
Assets		
Current		
Cash (<i>note 5</i>)	184,431	197,985
HST receivable	1,168	3,867
Total Assets	185,599	201,852
Liabilities		
Current		
Accounts payable and accrued liabilities (<i>Note 4</i>)	4,635	7,588
Total liabilities	4,635	7,588
Shareholder's equity		
Share capital	655,866	655,866
Reserve-share based payments	107,619	107,619
Deficit	(582,521)	(569,221)
Total shareholder's equity	180,964	194,264
Total liabilities and shareholder's equity	185,599	201,852

Incorporation, nature of operations and going concern (*Note 1*)

Approved and authorized for issue by the Board of Directors on April 28, 2017:

Signed "Joshua Gerstein"
Joshua Gerstein, CEO & Director

Signed "Leonidas Karabelas"
Leonidas Karabelas, Director

The accompanying notes are an integral part of these unaudited interim condensed financial statements

Everfront Ventures Corp.
Unaudited Interim Condensed Statements of Comprehensive Loss
(Expressed in Canadian Dollars)

	2017	2016
Three months ended March 31,	\$	\$
Administrative expenses		
General and administrative expenses (<i>Note 9</i>)	1,827	3,458
Professional fees	5,000	1,433
Transfer agent and filing fees	6,473	7,404
Net loss and comprehensive loss for the period	(13,300)	(12,295)
Loss per share – basic and diluted (<i>Note 8</i>)	(0.00)	(0.00)
Weighted average number of shares outstanding (basic and diluted) (<i>Note 8</i>)	5,738,050	5,738,050

The accompanying notes are an integral part of these unaudited interim condensed financial statements

Everfront Ventures Corp.
Unaudited Interim Condensed Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share Capital		Share-based payment reserve	Accumulated Deficit	Total
	Number of shares	Share Capital \$	\$	\$	\$
Balance at December 31, 2015	5,738,050	655,866	107,619	(533,438)	230,047
Net loss for the period	—	—	—	(12,295)	(12,295)
Balance at March 31, 2016	5,738,050	655,866	107,619	(545,733)	217,752
Balance at December 31, 2016	5,738,050	655,866	107,619	(569,221)	194,264
Net loss for the period	—	—	—	(13,300)	(13,300)
Balance at March 31, 2017	5,738,050	655,866	107,619	(582,521)	180,964

The accompanying notes are an integral part of these unaudited interim condensed financial statements

Everfront Ventures Corp.
Unaudited Interim Condensed Statements of Cash Flow
(Expressed in Canadian Dollars)

Three months ended March 31,	2017 \$	2016 \$
Operating activities		
Net loss for the period	(13,300)	(12,295)
Changes in non-cash working capital:		
Receivables	2,699	(1,371)
Accounts payable and accrued liabilities	(2,953)	(3,631)
Net cash used in operating activities	(13,554)	(17,297)
Net decrease in cash	(13,554)	(17,297)
Cash, beginning of period	197,985	235,703
Cash, end of period	184,431	218,406

The accompanying notes are an integral part of these unaudited interim condensed financial statements

Everfront Ventures Corp.

Notes to the Unaudited Interim Condensed Financial Statements
For the Three Month Periods Ended March 31, 2017 and 2016
(Expressed in Canadian Dollars)

1. Incorporation, nature of operations and going concern

Everfront Ventures Corp. (the “Company”), incorporated under the laws of the Province of Ontario on March 4, 2011, is classified as a capital pool company, as defined in Policy 2.4 (the “CPC Policy”) of TSX Ventures Exchange (the “Exchange”). The Company announced on December 12, 2011 that it had completed its initial distribution of securities to the public and the shares of the Company were listed for trading on the Exchange on December 13, 2011 with the trading symbol EVC.P. The Company’s principal business activity is to identify and evaluate business opportunities with the objective of completing a Qualifying Transaction (the “QT”) under Exchange rules. Under the CPC Policy, a QT must be entered into within 24 months of listing. The purpose of such a transaction is to satisfy the related conditions of a QT under the TSX Venture Exchange regulations. On December 17, 2013 trading in the shares of the Company were halted on the Exchange for failure to complete its QT within 24 months of listing. On March 14, 2014 the Exchange issued a bulletin stating that effective Monday, March 17, 2014, the Company's listing would transfer from the Exchange to the TSX Ventures Exchange - NEX board (“TSXV – NEX”) and the Company's Tier classification and the Filing and Service Office would also change from the Exchange to the TSXV – NEX. The Company’s new trading symbol was changed to EVC.H.

On January 5, 2017 the Company announced that it had entered into a Letter of Intent (“LOI”) with DataMetrex Limited (“DataMetrex”), a corporation incorporated under the laws of Canada on September 7, 2016, pursuant to which the Company will directly or indirectly acquire all of the issued and outstanding securities of DataMetrex (the “Business Combination”) in exchange for equivalent securities of The Company on a one for one basis (the “Exchange Ratio”).

On March 1, 2017 the Company announced that it had entered into a definitive acquisition agreement dated February 28, 2017 (the “Acquisition Agreement”) with Datametrex, to acquire all of the outstanding common shares of Datametrex by way of an amalgamation (the “Transaction”) among the Company, Datametrex and, Everfront Acquisition Corp. (“Subco”), a wholly owned subsidiary of the Company. Subco is a corporation continued under the laws of Canada and is being used solely for the purposes of the Transaction.

The Transaction is subject to Exchange approval and is intended to constitute The Company’s “Qualifying Transaction” in accordance with TSXV Policy 2.4 – Capital Pool Companies. On closing of the Transaction, The Company, the resulting issuer, anticipates being classified as a “Tier 2” issuer that will meet the TSXV’s initial listing requirements. The Transaction will not be a Non-Arm’s Length Qualifying Transaction (as that term is defined under Exchange policies), and as such, it is not expected that approval of The Company’s shareholders will be required. Following completion of the Qualifying Transaction, The Company intends to call an annual and special meeting to change its name among other items of business.

These unaudited interim condensed financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. Certain principal conditions and events are prevalent which indicate that there could be substantial doubt about the Company’s ability to continue as a going concern for a reasonable period of time. These include:

1. Operating losses
2. Failure in completing a Qualifying Transaction

Furthermore, where an acquisition or participation is warranted for the QT, additional funding may be required. The ability of the Company to fund its potential operations and commitments is dependent upon the ability of the Company to obtain additional financing.

Everfront Ventures Corp.

Notes to the Unaudited Interim Condensed Financial Statements For the Three Month Periods Ended March 31, 2017 and 2016 (Expressed in Canadian Dollars)

1. Incorporation, nature of operations and going concern (continued)

The Company incurred a net loss of \$13,300 for the three month period ended March 31, 2017 (March 31, 2016 - \$12,295) and has working capital of \$180,964 as at March 31, 2017 (December 31, 2016 - \$194,264). The Company's ability to continue as a going concern may be uncertain and could be dependent upon its ability to obtain additional financing. While the Company has been successful in obtaining its required financing in the past through equity, there is no assurance that such financing will be available at all or be available on favorable terms. In the event that additional financial support is not received, the carrying values of the Company's assets may be adversely affected.

The Company's primary office is located at 56 Temperance St., Suite 200, Toronto, ON, M5H 3V5.

2. Significant accounting policies

(a) Statement of compliance

These unaudited interim condensed financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 – Interim Financial Reporting ("IAS34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The policies applied in these unaudited interim condensed financial statements are based on IFRS issued and outstanding as of April 28, 2017, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited interim condensed financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2016, except as noted. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending December 31, 2017 could result in restatement of these unaudited interim condensed financial statements.

(b) Basis of presentation

These financial statements have been prepared on a historical cost basis, with the exception of financial instruments classified as at fair value through profit or loss or available for sale, which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

In the preparation of these financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the period. Actual results could differ from these estimates. Of particular significance are the estimates and assumptions used in the recognition and measurement of items included in note 2(d).

(c) Functional and presentation currency

These financial statements have been prepared in Canadian dollars, which is the Company's functional and presentation currency.

2. Significant accounting policies (continued)

(d) Critical accounting estimates and judgements

The preparation of the financial statements using accounting policies consistent with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. The preparation of the financial statements also requires management to exercise judgment in the process of applying the accounting policies.

Critical accounting estimates

Share-based payments – Management is required to make a number of estimates when determining the share-based payment amount resulting from share-based transactions, including the forfeiture rate and expected life of the instruments. These estimates also apply on the valuation of warrants as part of units issued in equity financing transactions.

Recoverability of receivables – Management is required to make estimates on the collectability of its HST receivable.

Critical judgments in applying accounting policies

Income taxes – Measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.

Going concern assumptions – Going concern presentation of the financial statements which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. Obtaining financing and to complete a qualifying transaction will have a major impact on the Company's ability to continue as a going concern. It is the management assumption that the Company will be able to raise financing to discharge its liabilities and to complete a qualifying transaction to meet the requirements under the CPC Policy.

(e) Financial instruments

Financial assets:	Classification:
Cash	Fair value through profit or loss
HST receivable	Loans and receivables
Financial liabilities:	Classification:
Accounts payable and accrued liabilities	Other financial liabilities

The Company recognizes financial assets and financial liabilities when the Company becomes a party to a contract. Financial assets and financial liabilities, with the exception of financial assets classified as at fair value through profit or loss, are measured at fair value plus transaction costs on initial recognition.

2. Significant accounting policies (continued)

(e) Financial instruments (continued)

Measurement in subsequent periods depends on the classification of the financial instrument.

a. Financial assets at fair value through profit or loss ("FVTPL")

Financial assets are classified as FVTPL when acquired principally for the purpose of trading, if so designated by management (fair value option), or if they are derivative assets that are not part of an effective and designated hedging relationship. Financial assets classified as FVTPL are measured at fair value, with changes recognized in the statements of loss.

b. Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated as such by management or not classified in any of the other categories. Available-for-sale financial assets are measured at fair value with changes recognized in other comprehensive income. Upon sale or impairment, the accumulated fair value adjustments recognized in other comprehensive income are recorded in the statements of loss.

The Company has no available-for-sale financial assets.

c. Loans and receivables

Loans and receivables are non-derivative financial assets that have fixed or determinable payments and are not quoted in an active market. Subsequent to initial recognition, loans and receivables are carried at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of an instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the instrument to the net carrying amount on initial recognition.

d. Other financial liabilities

Other financial liabilities are financial liabilities that are not classified as FVTPL. Subsequent to initial recognition, other financial liabilities are measured at amortized cost using the effective interest method.

2. Significant accounting policies (continued)

(e) Financial instruments (continued)

e. Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- the likelihood that the borrower will enter bankruptcy or financial re-organization.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of HST receivable, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in the statement of loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

f. De-recognition of financial liabilities

The Company derecognizes financial liabilities when the obligation are discharged, cancelled or expire.

g. Fair value of financial instruments

Financial instruments that are measured at fair value in periods subsequent to initial recognition use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1-valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs). As of March 31, 2017, cash is the Company's only financial instrument that is measured at fair value on the statement of financial position. The fair value of cash is measured using level 1.

(f) Cash

Cash consists of cash on hand with a Canadian chartered bank.

Everfront Ventures Corp.

Notes to the Unaudited Interim Condensed Financial Statements

For the Three Month Periods Ended March 31, 2017 and 2016

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)

(g) Income taxes

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in the statement of loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive loss. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of taxable temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to taxable temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

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

(h) Per share information

Basic loss per share is computed by dividing the loss for the period available to common shareholders by the weighted average number of shares outstanding during the years. Diluted loss per share is computed similarly to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the years. During the years ended December 31, 2016 and 2015, all of the outstanding stock options and warrants were antidilutive.

Everfront Ventures Corp.

Notes to the Unaudited Interim Condensed Financial Statements
For the Three Month Periods Ended March 31, 2017 and 2016
(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)

(i) Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the time value effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The Company had no material provisions at March 31, 2017.

(j) Share-based payments

The fair value of equity-settled share options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

(k) Future accounting changes

Certain accounting pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after the Company's yearend. Many are not applicable or do not have a significant impact on the Company and so have been excluded from the list below. The following standards have not yet been adopted and are being evaluated to determine their impact on the Company.

- i) IFRS 9 – *Financial Instruments* ("IFRS 9") was issued by the IASB and will replace IAS 39 - *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 introduces new requirements for the classification and measurement of financial assets. IFRS 9 requires all recognized financial assets that are within the scope of IAS 39, to be measured at amortized cost or fair value in subsequent accounting periods following initial recognition. Specifically, financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets, including equity investments, are measured at their fair value at the end of subsequent accounting periods.

Requirements for classification and measurement of financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit or loss would generally be recorded in other comprehensive income.

Everfront Ventures Corp.

Notes to the Unaudited Interim Condensed Financial Statements
For the Three Month Periods Ended March 31, 2017 and 2016
(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)

(k) Future accounting changes (continued)

IFRS 9 was amended in November 2013 to: (i) include guidance on hedge accounting; and (ii) allow entities to early adopt the requirement to recognize changes in fair value attributable to changes in an entity's own credit risk, from financial liabilities designed under the fair value option, in other comprehensive loss, without having to adopt the remainder of IFRS 9.

The final version of IFRS 9 was issued in July 2014 and includes: (i) a third measurement category for financial assets-fair value through other comprehensive income; (ii) a single forward-looking expected loss impairment model; and (iii) a mandatory effective date for IFRS 9 of annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is currently evaluating the impact of the adoption of this standard on the financial statements.

- ii) IFRS 11 – Joint Arrangements (“IFRS 11”) was amended in May 2014 to require business combination accounting to be applied to acquisitions of interests in a joint operation in which the activities of the joint operations constitute businesses, as defined in IFRS 3. The amendments are effective for annual periods beginning on or after January 1, 2017. Earlier adoption is permitted. The Company is currently evaluating the impact of this pronouncement on the financial statements.
- iii) IAS 1 – Presentation of Financial Statements (“IAS 1”). The amendments to IAS 1 was issued in December 2014 to clarify among other things, that an entity shall decide, taking into consideration all relevant facts and circumstances, how it aggregates information in the financial statements, which include the notes. An entity shall not reduce the understandability of its financial statements by obscuring material information with immaterial information or by aggregating material items that have different natures or functions. An entity shall also consider whether to provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users of financial statements to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance. The amendments are effective for annual periods beginning on or after January 1, 2016. Earlier adoption is permitted. The Company is currently evaluating the impact of this pronouncement on the financial statements.

3. Capital management

The Company manages its capital with the following objectives:

- a) To ensure sufficient financial flexibility to achieve the ongoing business objectives, including funding of future growth opportunities, and pursuit of accretive acquisitions of exploration and evaluation assets; and
- b) To maximize shareholder return through enhancing the share value.

Everfront Ventures Corp.

Notes to the Unaudited Interim Condensed Financial Statements
For the Three Month Periods Ended March 31, 2017 and 2016
(Expressed in Canadian Dollars)

3. Capital management (continued)

The Company monitors its capital structure and makes adjustments according to market conditions to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, equity portion of convertible debentures, share-based payment reserves, warrants, deficit, and other comprehensive losses, which at March 31, 2017 totaled \$180,964 (December 31, 2016 - \$194,264).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities.

The forecast is updated based on activities related to its exploration and evaluation assets. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the years ended December 31, 2016 and 2015. The Company is not subject to externally imposed capital requirements.

4. Financial risk factors

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including interest rate risk, foreign currency risk and equity price risk). Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and HST receivable. Cash is held with financial institutions which are closely monitored by management. Financial instruments included in HST receivable consist of sales tax receivable from government authorities in Canada. Management believes that the credit risk concentration with respect to financial instruments included in HST receivable is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2017, the Company had an aggregate cash balance of \$184,431 (December 31, 2016- \$197,985) to settle current liabilities of \$4,635 (December 31, 2016 - \$7,588). The Company is confident that its cash balance as at March 31, 2017 is sufficient to meet the business requirements for the coming year.

Everfront Ventures Corp.

Notes to the Unaudited Interim Condensed Financial Statements For the Three Month Periods Ended March 31, 2017 and 2016 (Expressed in Canadian Dollars)

4. Financial risk factors (continued)

The table below summarizes the maturity profile of all of the Company's financial liabilities based on contractual undiscounted payments:

Period ended	March 31, 2017 \$	December 31, 2016 \$
Accounts payable	2,215	588
Accrued liabilities	2,420	7,000
	4,635	7,588

Period ended	March 31, 2017 \$	December 31, 2016 \$
Less than 3 months	4,635	7,588

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i) Interest rate risk

The Company has cash balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its banks.

ii) Foreign currency risk

Management believes that there is no foreign exchange risk.

iii) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

5. Cash

At March 31, 2017 the Company's cash consists of cash on deposit with the banks in general non-interest bearing accounts totaling \$184,431 (December 31, 2016 - \$197,985).

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expense of the Company. These restrictions apply until completion of a QT by the Company as defined under the policies of the Exchange.

Everfront Ventures Corp.

Notes to the Unaudited Interim Condensed Financial Statements
For the Three Month Periods Ended March 31, 2017 and 2016
(Expressed in Canadian Dollars)

6. Share capital

Authorized: Unlimited number of common shares

There were 5,738,050 common shares outstanding at March 31, 2017 and 2016.

7. Stock Options

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

	Number of Options	Weighted Average Exercise Price \$
Outstanding, December 31, 2016	384,054	0.20
Outstanding, March 31, 2017	384,054	0.20

Additional information regarding stock options outstanding as at March 31, 2017 is as follows:

Range of exercise prices \$	Number of options	Outstanding and Exercisable	
		Weighted average remaining contractual life (years)	Weighted average exercise price \$
0.20	384,054	4.71	0.20

On February 12, 2016 the directors passed a resolution approving a change in the terms of the stock options granted. The new terms provided for an extension to the expiry date to December 13, 2021.

8. Basic and diluted loss per share

Basic and diluted loss per share for the period ended March 31, 2017 is computed on the basis of the loss of \$13,300 (March 31, 2016 - \$12,295) and the weighted average number of common shares outstanding during the period of 5,738,050 (March 31, 2016 - 5,738,050). Diluted loss per share is the same as basic loss per share as the outstanding options are anti-dilutive.

9. Related party disclosures

During the three month period ended March 31, 2017, the Company expensed \$Nil (March 31, 2016 - \$3,000) to a company in which the CEO and director of the Company is the managing director. These funds were paid for reimbursement of overhead expenses.

10. Segmented information

The Company's operations comprise a single reporting segment which is currently inactive. As the operations comprise a single reporting segment, amounts disclosed in the financial statements for expenses and loss for the period also represent segmented amounts.

All of the Company's operations and assets are in Canada.

**APPENDIX B -
MD&A OF EVERFRONT**

Everfront Ventures Corp.

Management's Discussion and Analysis of Financial
Condition and Results of Operations
For the year ended December 31, 2016

This Management's Discussion & Analysis ("MD&A") for the year ended December 31, 2016 was prepared and dated February 8, 2017 to assist readers in understanding the financial performance of Everfront Ventures Corp. (the "Company"). This MD&A should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2016. Readers are also encouraged to refer to the audited financial statements for the year ended December 31, 2015 and related notes attached thereto. Amounts herein are expressed in Canadian dollars except where indicated otherwise, and the audited financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information related to the Company is available for viewing on SEDAR at www.sedar.com.

FORWARD-LOOKING STATEMENTS

Certain statements made within this document, and in certain documents incorporated herein by reference, contain forward-looking information. All statements which address the Company's expectations, other than statements of historical facts, should be considered forward-looking statements. These statements relate to future events or to the Company's future performance and are based on current expectations, factors and assumptions as at December 31, 2016. Forward-looking statements are often, but not always, identified by the use of words such as "may", "might", "will", "would", "could", "should", "intend", "expect", "anticipate", "seek", "plan", "forecast", "budget", "estimate", "target", "believe", "continue", "potential", or other similar expressions or phrases.

Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those expressed or implied in such statements. These risks, uncertainties and factors may include, but are not limited to: unavailability of financing, changes in government regulation, general economic conditions, general business conditions, limited time being devoted to the business by directors, escalating professional fees, escalating transaction costs, and the failure to identify or successfully complete a Qualifying Transaction (as defined herein). For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Risks and Uncertainties". Readers are cautioned that the risk factors listed in this document are not exhaustive.

Management believes that the expectations reflected in such forward-looking statements to be reasonable based on information available and reviewed at the time of writing, but no assurance can be given that these expectations will prove to be correct or will lead to the anticipated result. Therefore, readers are cautioned to not place undue reliance on such information as the Company cannot provide any assurance that forward-looking statements made herein or incorporated by reference into this document, will materialize. Management and the Company assume no obligation to publicly update or revise any forward-looking statements except as required by securities law.

OVERVIEW

The Company was incorporated under the Business Corporations Act (Ontario) on March 4, 2011. The Company is classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 – Capital Pool Companies ("Policy 2.4") of the TSX Venture Exchange (the "Exchange"). On September 21, 2011, the Company received final receipt from the Ontario Securities Commission for a prospectus dated September 19, 2011 and became a reporting issuer in the provinces of Alberta, British Columbia and Ontario.

The Company completed its initial public offering ("IPO") on December 12, 2011 and raised gross proceeds of \$467,110. The Company's common shares were listed for trading on the Exchange on December 13, 2011 under the symbol EVC.P. The proceeds from the IPO are being used by the Company to identify and evaluate businesses or assets with a view to completing a "Qualifying Transaction" as defined in Policy 2.4. The Company has no assets other than cash and accounts receivable. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction.

On January 5, 2017 the Company announced that it has entered into a letter of intent dated January 5, 2017 ("LOI") with DataMetrex Limited ("DataMetrex"), a corporation incorporated under the laws of Canada on September 7, 2016, pursuant to which Everfront will directly or indirectly acquire all of the issued and outstanding securities of DataMetrex (the "Business Combination") in exchange for equivalent securities of Everfront on a one for one basis (the "Exchange Ratio").

The Business Combination will be structured as a share exchange, amalgamation or plan of arrangement and is subject to TSX Venture Exchange ("TSXV") approval. It is intended to constitute Everfront's Qualifying Transaction under the policies of the TSXV. The Business Combination will not be a Non-Arm's Length Qualifying Transaction (as that term is defined under the TSXV policies) and as such, unless the agreed-upon structure to effect the Business Combination otherwise requires, it is not expected that approval of the Everfront shareholders will be required.

TRANSFER OF LISTING TO NEX

On March 13, 2014, the Company announced that it had received approval from the TSX Venture Exchange (the "Exchange") to transfer its listing to the NEX board of the Exchange, effective at the opening of markets on March 17, 2014 under the ticker symbol "EVC.H". In connection with its transfer to the NEX, Everfront cancelled certain seed shares purchased by non-arm's length parties for less than \$0.20 per seed share, as approved by Everfront shareholders at its annual and special meeting held on January 8, 2014.

RESULTS OF OPERATIONS

The audited financial statements for the year ended December 31, 2016 are incorporated by reference herein and form an integral part of this MD&A.

SELECTED ANNUAL INFORMATION

The following table summarizes the Company's results for the years ended December 31, 2016, 2015 and 2014:

Year ended	December 31, 2016	December 31, 2015	December 31, 2014
Revenue	\$ -	\$ -	\$ -
Expenses	\$ (35,783)	\$ (38,400)	\$ (86,920)
Net Loss	\$ (35,783)	\$ (38,400)	\$ (86,920)
Net Loss per Share	\$ (0.01)	\$ (0.01)	\$ (0.01)
Total Assets	\$ 201,852	\$ 240,237	\$ 332,142

The Company is a CPC and has no sales revenue. Until such time as the Company completes a Qualifying Transaction as required by the Exchange, corporate expenditures will be restricted to costs of raising equity financing, administrative and professional costs to maintain the Company in good standing, and costs to identify and evaluate potential business opportunities.

The Company had a loss of \$35,783 for the year ended December 31, 2016, compared to a loss of \$38,400 for the year ended December 31, 2015. During the years ended December 31, 2016 and December 31, 2015 the Company had no revenue.

Operating expenses were \$35,783 for the year ended December 31, 2016, the expenses for the year ended December 31, 2015 were \$38,400. These expenses consisted of general and administrative expenses, professional fees and transfer agent and filing fees. During the year ended December 31, 2016, the Company expensed \$12,000 to a company in which the CEO and director of the Company is the managing director, this expense is for reimbursement of overhead expenses (2015 - \$12,000).

SELECTED QUARTERLY FINANCIAL INFORMATION

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters:

Three months ended	Total Revenues \$	Net Gain (Loss) \$	Gain (Loss) Per Share \$
December 31, 2016	-	(9,105)	(0.00)
September 30, 2016	-	(7,298)	(0.00)
June 30, 2016	-	(7,085)	(0.00)
March 31, 2016	-	(12,295)	(0.00)
December 31, 2015	-	771	0.00
September 30, 2015	-	(7,400)	(0.00)
June 30, 2015	-	(14,929)	(0.00)
March 31, 2015	-	(16,842)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2016, the Company had cash of \$197,985 held in the Company's bank account (December 31, 2015 - \$235,703) and HST receivable of \$3,867 (December 31, 2015 - \$4,534). The Company's accounts payable and accrued liabilities as at December 31, 2016 was \$7,588 (December 31, 2015, \$10,190) and the Company's working capital at December 31, 2016 was \$194,264 (December 31, 2015 - \$230,047).

The Company is confident that it has sufficient working capital at this time to meet its anticipated financial obligations for the current year. As of the date of this MD&A, the Company has no outstanding commitments. The Company has not pledged any of its assets as security for loans, or otherwise, and is not subject to any debt covenants.

CASH USED IN OPERATING ACTIVITIES

The Company used cash in operating activities during the year ended December 31, 2016 of \$37,718 (2015 - \$90,300), related primarily to transfer agent and filing fees, professional fees and general and administrative expenses. The Company expects to continue to generate negative cash from operating activities until it is able to complete its Qualifying Transaction.

CASH PROVIDED BY FINANCING ACTIVITIES

No cash was generated by financing activities during the year ended December 31, 2016.

OFF-BALANCE SHEET ARRANGEMENTS

The Company is not party to any off-balance sheet arrangements or transactions.

TRANSACTIONS WITH RELATED PARTIES

During the year ended December 31, 2016, the Company expensed \$12,000 (December 31, 2015 - \$12,000) to a company in which the CEO and director of the Company is the managing director. These funds were paid for reimbursement of overhead expenses. As at December 31, 2016 the Company owed \$Nil (December 31, 2015 - \$3,390) and this amount was included in accounts payable and accrued liabilities.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent assets and liabilities at the date of the audited financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. The Company bases its estimates on historical experience and other assumptions as required that management believes are reasonable in the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities. The Company reviews its estimates on an ongoing basis in order to ensure the appropriateness of the estimates.

FUTURE ACCOUNTING CHANGES

Certain accounting pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after the Company's yearend. Many are not applicable or do not have a significant impact on the Company and so have been excluded from the list below. The following standards have not yet been adopted and are being evaluated to determine their impact on the Company.

- i) IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB and will replace IAS 39 - Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 introduces new requirements for the classification and measurement of financial assets. IFRS 9 requires all recognized financial assets that are within the scope of IAS 39, to be measured at amortized cost or fair value in subsequent accounting periods following initial recognition. Specifically, financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets, including equity investments, are measured at their fair value at the end of subsequent accounting periods.

Requirements for classification and measurement of financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit or loss would generally be recorded in other comprehensive income.

IFRS 9 was amended in November 2013 to: (i) include guidance on hedge accounting; and (ii) allow entities to early adopt the requirement to recognize changes in fair value attributable to changes in an entity's own credit risk, from financial liabilities designed under the fair value option, in other comprehensive loss, without having to adopt the remainder of IFRS 9.

The final version of IFRS 9 was issued in July 2014 and includes: (i) a third measurement category for financial assets-fair value through other comprehensive income; (ii) a single forward-looking expected loss impairment model; and (iii) a mandatory effective date for IFRS 9 of annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is currently evaluating the impact of the adoption of this standard on the financial statements.

FINANCIAL INSTRUMENTS

As at December 31, 2016, the Company's financial instruments consisted of cash, HST receivable, and accounts payable and accrued liabilities. The carrying amounts of these financial instruments, reflected in the statement of financial position, approximate their fair value due to their short-term nature.

CREDIT RISK

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is limited to its cash. The Company limits its exposure to credit risk by holding its cash in deposits with a major Canadian chartered bank.

INTEREST RATE RISK

All of the cash balance is held in a bank account within a major Canadian chartered bank. Any change to market rates results in interest rate risk. The exposure to interest rate risk, however, is very limited due to the nature of the account.

LIQUIDITY RISK

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its liabilities when due. As at December 31, 2016, the Company had a cash balance of \$197,985 to settle accounts payable and accrued liabilities of \$7,588.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had:

- 5,738,050 issued and outstanding common shares; and
- stock options issued to directors and officers of the Company to purchase up to 384,054 common shares at a price of \$0.20 per common share, exercisable until December 13, 2021.

RISKS AND UNCERTAINTIES

There is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such acquisition or investment. Additional funds may be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business acquired will be profitable.

The Company has not yet commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after the completion of a Qualifying Transaction.

The Company currently does not have any full time employees and does not maintain liability insurance. If its operations change, the Company may add appropriate coverage to cover some of the risks associated with its new business activities.

A Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Company.

Everfront Ventures Corp.

Management's Discussion and Analysis of Financial
Condition and Results of Operations
For the three month period ended March 31, 2017

This Management's Discussion & Analysis ("MD&A") for the three month period ended March 31, 2017 was prepared and dated April 28, 2017 to assist readers in understanding the financial performance of Everfront Ventures Corp. (the "Company"). This MD&A should be read in conjunction with the Company's interim condensed financial statements for the three month period ended March 31, 2017. Readers are also encouraged to refer to the audited financial statements for the year ended December 31, 2016 and related notes attached thereto. Amounts herein are expressed in Canadian dollars except where indicated otherwise, and the audited financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information related to the Company is available for viewing on SEDAR at www.sedar.com.

FORWARD-LOOKING STATEMENTS

Certain statements made within this document, and in certain documents incorporated herein by reference, contain forward-looking information. All statements which address the Company's expectations, other than statements of historical facts, should be considered forward-looking statements. These statements relate to future events or to the Company's future performance and are based on current expectations, factors and assumptions as at March 31, 2017. Forward-looking statements are often, but not always, identified by the use of words such as "may", "might", "will", "would", "could", "should", "intend", "expect", "anticipate", "seek", "plan", "forecast", "budget", "estimate", "target", "believe", "continue", "potential", or other similar expressions or phrases.

Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those expressed or implied in such statements. These risks, uncertainties and factors may include, but are not limited to: unavailability of financing, changes in government regulation, general economic conditions, general business conditions, limited time being devoted to the business by directors, escalating professional fees, escalating transaction costs, and the failure to identify or successfully complete a Qualifying Transaction (as defined herein). For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Risks and Uncertainties". Readers are cautioned that the risk factors listed in this document are not exhaustive.

Management believes that the expectations reflected in such forward-looking statements to be reasonable based on information available and reviewed at the time of writing, but no assurance can be given that these expectations will prove to be correct or will lead to the anticipated result. Therefore, readers are cautioned to not place undue reliance on such information as the Company cannot provide any assurance that forward-looking statements made herein or incorporated by reference into this document, will materialize. Management and the Company assume no obligation to publicly update or revise any forward-looking statements except as required by securities law.

OVERVIEW

Everfront Ventures Corp. (the "Company"), incorporated under the laws of the Province of Ontario on March 4, 2011, is classified as a capital pool company, as defined in Policy 2.4 (the "CPC Policy") of TSX Ventures Exchange (the "Exchange"). The Company announced on December 12, 2011 that it had completed its initial distribution of securities to the public and the shares of the Company were listed for trading on the Exchange on December 13, 2011 with the trading symbol EVC.P. The Company's principal business activity is to identify and evaluate business opportunities with the objective of completing a Qualifying Transaction (the "QT") under Exchange rules. Under the CPC Policy, a QT must be entered into within 24 months of listing. The purpose of such a transaction is to satisfy the related conditions of a QT under the TSX Venture Exchange regulations. On December 17, 2013 trading in the shares of the Company were halted on the Exchange for failure to complete its QT within 24 months of listing. On March 14, 2014 the Exchange issued a bulletin stating that effective Monday, March 17, 2014, the Company's listing would transfer from the Exchange to the TSX Ventures Exchange - NEX board ("TSXV – NEX") and the Company's Tier classification and the Filing and Service Office would also change from the Exchange to the TSXV – NEX. The Company's new trading symbol was changed to EVC.H.

On January 5, 2017 the Company announced that it had entered into a Letter of Intent (“LOI”) with DataMetrex Limited (“DataMetrex”), a corporation incorporated under the laws of Canada on September 7, 2016, pursuant to which the Company will directly or indirectly acquire all of the issued and outstanding securities of DataMetrex (the “Business Combination”) in exchange for equivalent securities of The Company on a one for one basis (the “Exchange Ratio”).

On March 1, 2017 the Company announced that it had entered into a definitive acquisition agreement dated February 28, 2017 (the “Acquisition Agreement”) with Datametrex, to acquire all of the outstanding common shares of Datametrex by way of an amalgamation (the “Transaction”) among the Company, Datametrex and, Everfront Acquisition Corp. (“Subco”), a wholly owned subsidiary of the Company. Subco is a corporation continued under the laws of Canada and is being used solely for the purposes of the Transaction.

The Transaction is subject to Exchange approval and is intended to constitute The Company’s “Qualifying Transaction” in accordance with TSXV Policy 2.4 – Capital Pool Companies. On closing of the Transaction, The Company, the resulting issuer, anticipates being classified as a “Tier 2” issuer that will meet the TSXV’s initial listing requirements. The Transaction will not be a Non-Arm’s Length Qualifying Transaction (as that term is defined under Exchange policies), and as such, it is not expected that approval of The Company’s shareholders will be required. Following completion of the Qualifying Transaction, The Company intends to call an annual and special meeting to change its name among other items of business.

RESULTS OF OPERATIONS

The financial statements for the three month period ended March 31, 2017 are incorporated by reference herein and form an integral part of this MD&A.

SELECTED ANNUAL INFORMATION

The following table summarizes the Company’s results for the years ended December 31, 2016, 2015 and 2014:

Year ended	December 31, 2016	December 31, 2015	December 31, 2014
Revenue	\$ -	\$ -	\$ -
Expenses	\$ (35,783)	\$ (38,400)	\$ (86,920)
Net Loss	\$ (35,783)	\$ (38,400)	\$ (86,920)
Net Loss per Share	\$ (0.01)	\$ (0.01)	\$ (0.01)
Total Assets	\$ 201,852	\$ 240,237	\$ 332,142

The Company is a CPC and has no sales revenue. Until such time as the Company completes a Qualifying Transaction as required by the Exchange, corporate expenditures will be restricted to costs of raising equity financing, administrative and professional costs to maintain the Company in good standing, and costs to identify and evaluate potential business opportunities.

The Company had a loss of \$13,300 for the three month period ended March 31, 2017, compared to a loss of \$12,295 for the three month period ended March 31, 2016. During the three month periods ended March 31, 2017 and March 31, 2016 the Company had no revenue.

Operating expenses were \$13,300 for the three month period ended March 31, 2017, the expenses for the three month period ended March 31, 2016 were \$12,295. These expenses consisted of general and administrative expenses, professional fees and transfer agent and filing fees. During the three month period ended March 31, 2017, the Company expensed \$Nil to a company in which the CEO and director of the Company is the managing director, this expense is for reimbursement of overhead expenses (March 31, 2016 - \$3,000).

SELECTED QUARTERLY FINANCIAL INFORMATION

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters:

Three months ended	Total Revenues \$	Net Gain (Loss) \$	Gain (Loss) Per Share \$
March 31, 2016	-	(13,300)	(0.00)
December 31, 2016	-	(9,105)	(0.00)
September 30, 2016	-	(7,298)	(0.00)
June 30, 2016	-	(7,085)	(0.00)
March 31, 2016	-	(12,295)	(0.00)
December 31, 2015	-	771	0.00
September 30, 2015	-	(7,400)	(0.00)
June 30, 2015	-	(14,929)	(0.00)

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2017, the Company had cash of \$184,431 held in the Company's bank account (December 31, 2016 - \$197,985) and HST receivable of \$1,168 (December 31, 2016 - \$3,867). The Company's accounts payable and accrued liabilities as at March 31, 2017 was \$4,635 (December 31, 2016, \$7,588) and the Company's working capital at March 31, 2017 was \$180,964 (December 31, 2016 - \$194,264).

The Company is confident that it has sufficient working capital at this time to meet its anticipated financial obligations for the current year. As of the date of this MD&A, the Company has no outstanding commitments. The Company has not pledged any of its assets as security for loans, or otherwise, and is not subject to any debt covenants.

CASH USED IN OPERATING ACTIVITIES

The Company used cash in operating activities during the three month period ended March 31, 2017 of \$13,554 (March 31, 2016 - \$17,297), related primarily to transfer agent and filing fees, professional fees and general and administrative expenses. The Company expects to continue to generate negative cash from operating activities until it is able to complete its Qualifying Transaction.

CASH PROVIDED BY FINANCING ACTIVITIES

No cash was generated by financing activities during the three month period ended March 31, 2017.

OFF-BALANCE SHEET ARRANGEMENTS

The Company is not party to any off-balance sheet arrangements or transactions.

TRANSACTIONS WITH RELATED PARTIES

During the three month period ended March 31, 2017, the Company expensed \$Nil (March 31, 2016 - \$3,000) to a company in which the CEO and director of the Company is the managing director. These funds were paid for reimbursement of overhead expenses.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent assets and liabilities at the date of the audited financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. The Company bases its estimates on historical experience and other assumptions as required that management believes are reasonable in the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities. The Company reviews its estimates on an ongoing basis in order to ensure the appropriateness of the estimates.

FUTURE ACCOUNTING CHANGES

Certain accounting pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after the Company's yearend. Many are not applicable or do not have a significant impact on the Company and so have been excluded from the list below. The following standards have not yet been adopted and are being evaluated to determine their impact on the Company.

- i) IFRS 9 – *Financial Instruments* (“IFRS 9”) was issued by the IASB and will replace IAS 39 - *Financial Instruments: Recognition and Measurement* (“IAS 39”). IFRS 9 introduces new requirements for the classification and measurement of financial assets. IFRS 9 requires all recognized financial assets that are within the scope of IAS 39, to be measured at amortized cost or fair value in subsequent accounting periods following initial recognition. Specifically, financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets, including equity investments, are measured at their fair value at the end of subsequent accounting periods.

Requirements for classification and measurement of financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit or loss would generally be recorded in other comprehensive income.

IFRS 9 was amended in November 2013 to: (i) include guidance on hedge accounting; and (ii) allow entities to early adopt the requirement to recognize changes in fair value attributable to changes in an entity's own credit risk, from financial liabilities designed under the fair value option, in other comprehensive loss, without having to adopt the remainder of IFRS 9.

The final version of IFRS 9 was issued in July 2014 and includes: (i) a third measurement category for financial assets-fair value through other comprehensive income; (ii) a single forward-looking expected loss impairment model; and (iii) a mandatory effective date for IFRS 9 of annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is currently evaluating the impact of the adoption of this standard on the financial statements.

- ii) IFRS 11 – *Joint Arrangements* (“IFRS 11”) was amended in May 2014 to require business combination accounting to be applied to acquisitions of interests in a joint operation in which the activities of the joint operations constitute businesses, as defined in IFRS 3. The amendments are effective for annual periods beginning on or after January 1, 2017. Earlier adoption is permitted. The Company is currently evaluating the impact of this pronouncement on the financial statements.

- iii) IAS 1 – Presentation of Financial Statements (“IAS 1”). The amendments to IAS 1 was issued in December 2014 to clarify among other things, that an entity shall decide, taking into consideration all relevant facts and circumstances, how it aggregates information in the financial statements, which include the notes. An entity shall not reduce the understandability of its financial statements by obscuring material information with immaterial information or by aggregating material items that have different natures or functions. An entity shall also consider whether to provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users of financial statements to understand the impact of particular transactions, other events and conditions on the entity’s financial position and financial performance. The amendments are effective for annual periods beginning on or after January 1, 2016. Earlier adoption is permitted. The Company is currently evaluating the impact of this pronouncement on the financial statements.

FINANCIAL INSTRUMENTS

As at March 31, 2017, the Company’s financial instruments consisted of cash, HST receivable, and accounts payable and accrued liabilities. The carrying amounts of these financial instruments, reflected in the statement of financial position, approximate their fair value due to their short-term nature.

CREDIT RISK

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company’s exposure to credit risk is limited to its cash. The Company limits its exposure to credit risk by holding its cash in deposits with a major Canadian chartered bank.

INTEREST RATE RISK

All of the cash balance is held in a bank account within a major Canadian chartered bank. Any change to market rates results in interest rate risk. The exposure to interest rate risk, however, is very limited due to the nature of the account.

LIQUIDITY RISK

The Company’s approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its liabilities when due. As at March 31, 2017, the Company had a cash balance of \$184,431 to settle accounts payable and accrued liabilities of \$4,635.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had:

- 5,738,050 issued and outstanding common shares; and
- stock options issued to directors and officers of the Company to purchase up to 384,054 common shares at a price of \$0.20 per common share, exercisable until December 13, 2021.

RISKS AND UNCERTAINTIES

There is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such acquisition or investment. Additional funds may be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business acquired will be profitable.

The Company has not yet commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after the completion of a Qualifying Transaction.

The Company currently does not have any full time employees and does not maintain liability insurance. If its operations change, the Company may add appropriate coverage to cover some of the risks associated with its new business activities.

A Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Company.

**APPENDIX C -
FINANCIAL STATEMENTS OF DATAMETREX
FOR THE PERIOD FROM INCEPTION TO MARCH 31, 2017 (AUDITED)**

DataMetrex Limited
Financial Statements

For the period from September 7, 2016 (date of
incorporation) to March 31, 2017

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Statement of Changes in Shareholders' Equity (Deficiency)	6
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Toronto ON M5K 1H1 Canada

Independent Auditor's Report

To the Shareholders of DataMetrex Limited

We have audited the accompanying financial statements of DataMetrex Limited, which comprise the statement of financial position as at March 31, 2017, and the statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the period from September 7, 2016 (date of incorporation) to March 31, 2017 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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



Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of DataMetrex Limited as at March 31, 2017, and its financial performance and its cash flows for the period from September 7, 2016 (date of incorporation) to March 31, 2017 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 2 to these financial statements which indicates that the Company has a loss and deficit and needs to generate additional revenue and cash flows. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

BDO Canada LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario
May 26, 2017

DataMetrex Limited
Statement of Financial Position

March 31, 2017

Assets

Current

Cash	\$ 58,480
Sales tax receivable	41,900
Inventory	27,543
Prepaid expenses and deposits	32,539
	<u>160,462</u>

Property and equipment (Note 3)	22,745
Patent rights (Note 4)	<u>10</u>

Total assets	\$ 183,217
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Liabilities and Shareholders' Deficiency

Current

Accounts payable and accrued liabilities	\$ 145,763
Deferred revenue	<u>60,597</u>

Total liabilities	<u>206,360</u>
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Shareholders' deficiency

Share capital (Note 5)	495,809
Deficit	<u>(518,952)</u>

Total shareholders' deficiency	<u>(23,143)</u>
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Total liabilities and shareholders' deficiency	\$ 183,217
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On behalf of the Board:

"Andrew Ryu" Director

"Jonathan Hobbs" Director

The accompanying notes are an integral part of these financial statements

DataMetrex Limited
Statement of Loss and Comprehensive Loss

For the period from September 7, 2016 (date of incorporation) to March 31, 2017

Revenue	
Service revenue	\$ 50,329
Expenses	
Salaries and benefits	97,724
Consulting fees (Note 4)	173,369
Professional fees (Note 4)	238,818
Web hosting fees	2,747
Office and general	43,384
Occupancy costs (Note 4)	9,709
Insurance	2,211
Interest and bank charges	697
Amortization and depreciation	622
Total expenses	569,281
Net loss and comprehensive loss for the period	\$ (518,952)
Loss per share	
Basic and diluted (Note 6)	\$ (0.012)

The accompanying notes are an integral part of these financial statements

DataMetrex Limited
Statement of Changes in Shareholders' Deficiency

For the period from September 7, 2016 (date of incorporation) to March 31, 2017	Share capital	Deficit	Total deficiency
Shares issued	\$ 495,809	\$ -	\$ 495,809
Net loss for the period	-	(518,952)	(518,952)
Balance as at March 31, 2017	\$ 495,809	\$ (518,952)	\$ (23,143)

The accompanying notes are an integral part of these financial statements

DataMetrex Limited
Statement of Cash Flows

For the period from September 7, 2016 (date of incorporation) to March 31, 2017

Cash provided by (used in)

Operating activities

Net loss for the period	\$ (518,952)
Add items not affecting cash:	
Amortization and depreciation	622
Change in non-cash operating assets and liabilities:	
Sales tax receivable	(41,900)
Inventory	(27,543)
Prepaid expenses and deposits	(32,539)
Accounts payable and accrued liabilities	145,763
Deferred revenue	60,597
	<u>(413,952)</u>

Investing activities

Purchase of property and equipment	(23,367)
Purchase of patent rights	(10)
	<u>(23,377)</u>

Financing activities

Issuance of share capital	<u>495,809</u>
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Net change in cash and cash end of period	\$ 58,480
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The accompanying notes are an integral part of these financial statements

March 31, 2017

1. Nature and organization of business

DataMetrex Limited (the "Company") is a privately held company that was incorporated on September 7, 2016 under the Canadian Business Corporations Act. The Company is domiciled in Canada and the address of its registered office is 2200 Yonge St., Suite 902, Toronto, Ontario, M4S 2C6 Canada.

The Company's principal activities pertain to the development and marketing of a data analytics device that captures and provides real time access to sales information from retail merchants Point of Sales ("POS") terminals. Utilizing the Company's patent pending Data Tap ("DT") device, merchants are able to obtain a cost-effective cloud based POS system. The Company also provides enterprise resource planning ("ERP") customized software, maintenance and other services.

2. Significant accounting policies

a) Basis of presentation, statement of compliance and going concern

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

The financial statements were approved and authorized for issuance by the Company's Board of Directors on May 26, 2017.

The financial statements are presented in Canadian dollars which is also the Company's functional currency. The accounting policies have been applied consistently in these financial statements, unless otherwise indicated.

These financial statements were prepared on a going concern basis under the historical cost basis of accounting. The Company has a net loss and deficit of \$518,952. The Company's ability to continue as a going concern is dependent upon the ability of the Company to generate revenue and positive cash flows from its operations. Accordingly, the Company may need further financing in the form of debt, equity or a combination thereof for the next twelve months. There can be no assurance that additional funding will be available to the Company, or, if available, that this funding will be on acceptable terms. If adequate funds are not available, the Company may be required to delay or reduce the scope of any or all of its projects. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

b) Judgments and estimates

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. Financial statement items subject to significant judgement include revenue recognition, allowance for doubtful accounts and deferred tax assets.

Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

March 31, 2017

2. Significant accounting policies (continued)

c) Revenue recognition

The Company recognizes revenue from the sale of its DT device services when the risks and rewards of ownership have been transferred to the customer and collection is reasonably assured.

Revenue from service contracts and customized software are recognized by reference to the stage of completion based on estimated total costs if they can be estimated reliably. When the outcome of the transaction cannot be estimated reliably, revenue is recognized only to the extent of the expenses recognized that are recoverable. If estimated total costs on a contract are greater than the expected revenues, the Company recognizes the entire estimated loss when the loss becomes known.

The percentage of completion method of revenue recognition requires the Company to make estimates of contract revenues and costs to complete the contract. In making these estimates, management judgments are required to evaluate significant assumptions including cost of labour and materials.

d) Inventory

Inventory is measured at the lower of cost and net realizable value. Cost is determined using the FIFO (first in, first out) method. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

The cost of inventory comprises all costs of purchase, costs of assembly and other costs incurred in bringing the inventories to their present location and condition. The costs of purchase include the purchase price, import duties, and non-recoverable taxes and transport, handling and other costs directly attributable to the acquisition of the finished goods, materials or services.

At March 31, 2017, the inventories consist of raw materials and finished goods.

e) Property and equipment

Property and equipment is recorded at cost less accumulated amortization and accumulated impairment losses. Amortization is provided on a straight-line basis over their estimated useful lives as follows:

Office equipment and furniture	5 years
Computer equipment and software	2 years

Equipment under construction is amortized once available for use. The carrying value of property and equipment is reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of an assets may not recoverable.

f) Patent rights

Patent rights are initially recognized at cost and subsequently at cost less accumulated amortization and any accumulated impairment losses.

Amortization commences when the assets are available for use and is recognized on a straight-line basis over their useful lives.

March 31, 2017

2. Significant accounting policies (continued)

g) Deferred income taxes

Income tax expense consists of current and deferred tax expense. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is not recognized.

h) Financial instruments

The Company has designated its cash and trade and other receivables as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities is classified as other financial liabilities, which are measured at amortized cost.

i) Lease payments

Payments made under operating leases are recognized as an expense on a straight line basis over the term of the lease. Lease incentives received, if any, are recognized as an integral part of the total lease expense over the term of the lease.

j) Impairment of non-financial assets

At each statement of financial position date, the Company reviews the carrying amounts of its non-financial assets, including intangible assets, to determine whether there is any indication of impairment. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

k) Provisions

A provision is a liability of uncertain timing or amount. Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

The amount recognized as a provision is the best estimate of the consideration required to settle the obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

DataMetrex Limited
Notes to the Financial Statements

March 31, 2017

3. Property and equipment

	Equipment under construction	Computer equipment	Office equipment and furniture	Total
Cost				
Balance at incorporation	\$ -	\$ -	\$ -	\$ -
Additions	16,592	1,705	5,070	23,367
Balance at March 31, 2017	16,592	1,705	5,070	23,367
Accumulated amortization				
Balance at incorporation	-	-	-	-
Amortization	-	284	338	622
Balance at March 31, 2017	-	284	338	622
Net book value				
At March 31, 2017	\$ 16,592	\$ 1,421	\$ 4,732	\$ 22,745

4. Related party transactions

(a) Occupancy costs

The Company paid \$6,250 during the period to a director and shareholder of the Company, which has been expensed in the Statement of Loss and Comprehensive Loss.

The Company collected \$10,500 for the office sublease from a company controlled by a director and shareholder of the Company, which has been offset into occupancy costs in the Statement of Loss and Comprehensive Loss.

(b) Accounts payable and accrued liabilities

An amount of \$10,681 included in accounts payable and accrued liabilities are due to officers of the Company.

(c) Revenue contract to related parties

The Company entered into a two year proprietary service agreement with a company ("Customer") that, at the time, had certain common directors and officers with the Company to provide enterprise resource planning ("ERP") services. The agreement includes a one-time customization fee of \$130,000 to be paid in three installments, one-time installation fee of \$10,000, and a monthly service fee of \$12,000. The Company issued the Customer an invoice for \$60,266 for these ERP services on November 1, 2016, and \$48,966 on December 1, 2016, inclusive of HST (the "Indebtedness"). On December 31, 2016, the Company entered into a debt settlement subscription agreement with the Customer (the "Debt Settlement Subscription Agreement") whereby the Customer issued 1,205,325 common shares to the Company at a deemed issue price of \$0.05 per

March 31, 2017

4. Related party transactions (continued)

share in partial satisfaction of the Indebtedness. Due to the uncertainty regarding the collectability of the receivable and the ultimate realization on the investment, no value was attributed to these transactions as at March 31, 2017. Effective March 17, 2017, an officer of the Company has resigned from the board of the customer.

Also, the Company entered into a two year proprietary service agreement with another company that, at the time, had certain common directors and officers with the Company and is also a shareholder of the Company, to provide enterprise resource planning ("ERP") services and other maintenance services. The agreement includes a one-time customization fee of \$90,000 to be paid in three installments, a one-time installation fee of \$10,000 and a monthly service fee of \$10,000. The Company invoiced \$100,000 for these ERP services. Revenue of \$39,403 relating to the ERP services has been recognized for the period ending March 31, 2017 and \$60,597 has been included in deferred revenue. Revenue of \$10,926 relating to other maintenance and web hosting services has been recognized for the period ending March 31, 2017.

(d) Accounting service fees

The Company incurred \$20,000 of professional service fees to a company that is controlled by a director and shareholder of the Company for the period ending March 31, 2017.

(e) Consulting service fees

The Company incurred \$10,000 of ERP consulting service fees to a company that is controlled by an employee of the Company for the period ending March 31, 2017.

(f) Patent rights

The Company paid \$10 to a shareholder of the Company for patent rights.

(g) Private placement

Three officers of the Company subscribed for a \$91,000 aggregate amount of the private placement (Note 5).

In addition, a company that, at the time, had certain common directors and officers with the Company subscribed for a \$100,000 of private placement.

(h) Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company such as directors and executive officers.

For the period ended March 31, 2017

Consulting fees and salaries	<u>\$ 149,000</u>
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DataMetrex Limited
Notes to the Financial Statements

March 31, 2017

5. Share capital

Authorized, issued & outstanding

Authorized

Unlimited number of common shares with no par value

Issued and outstanding

	Number	Amount
Shares issued upon incorporation	36,500,000	\$ 18
Shares issued to directors of the Company	1,400,000	1
Shares issued from Private Placement	10,052,840	495,790
Balance at March 31, 2017	47,952,840	\$ 495,809

As part of the private placement, the Company issued 10,052,840 common shares which included a warrant unit. Under the subscription, the Company received \$495,790 representing a subscription price of \$0.05 per unit. Each unit is comprised of one common share of the Company and one common share purchase warrant of the Company. Each whole warrant shall be exercisable for one common share of the Company at a price of \$0.075 per warrant for the period of 12 months from the Closing Date and \$0.10 per warrant after 12 months from the Closing Date to 24 months from the Closing Date. Canaccord Genuity Corporation was paid 8% of the gross proceeds and received 137,028 warrants. As March 31, 2017, no warrants have been exercised and 10,189,868 are outstanding.

On March 14, 2017, special resolution of the shareholders of the Company was made to subdivide all of the issued and outstanding common shares on the basis of two post-subdivision shares for every one pre-subdivision share. The above-noted numbers reflected the completion of two for one stock split of outstanding common shares and warrants.

6. Loss per share

For the period from September 7, 2016 (date of incorporation) to March 31, 2017

Loss for the period	\$ (518,952)
Weighted average number of shares outstanding	44,066,895
Basic and diluted loss per share	<u>\$ (0.012)</u>

Basic loss per share is calculated by dividing the total loss by the weighted average number of shares outstanding during the period. Outstanding warrant options, as at March 31, 2017 of 10,189,868 have not been factored into the calculated as they are considered anti-dilutive. The following table presents the maximum number of shares that would be outstanding if all dilutive and potentially dilutive instruments as described in Note 4 were exercised or converted as at March 31, 2017.

	Number
DataMetrex Limited shares	47,952,840
Warrants outstanding from private placement	10,189,868
	<u>58,142,707</u>

March 31, 2017

7. Income taxes

The provision for income taxes differs from the results that would be obtained by applying Canadian Federal and Provincial (Ontario) statutory income tax rates to profit or loss before income taxes. This difference results from the following:

For the period from September 7, 2016 (date of incorporation) to March 31, 2017

Loss before income taxes	\$ (518,952)
Statutory income tax rate	26.50%
Expected income tax expense (recovery)	(137,522)
<i>Increase (decrease) in income tax (recovery)/expense:</i>	
Non-deductible expenses	1,278
Change in unrecognized deferred tax assets	136,244
Tax expense	<u>\$ -</u>

Deferred tax assets have not been recognized for the estimated non-capital losses of \$140,000 that will expire in 2036. The potential benefits of these carry-forward non-capital losses and deductible temporary differences have not been recognized in these financial statements for the Company as it is not considered probable that sufficient future taxable profit will allow the deferred tax asset to be recovered.

8. Commitments

The Company entered into a lease agreement with a third party with the remaining payments required under the terms of the agreement of \$16,980. The lease expires on December 31, 2017.

9. Financial instruments and risk management

Risk management

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented below.

General objectives, policies and processes

Management has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function.

March 31, 2017

9. Financial instruments and risk management (continued)

The overall objective of management is to set policies that seek to minimize risk as far as possible without unduly affecting the Company's competitiveness and flexibility. The Company has established risk management policies and procedures designed to reduce the potentially adverse effects of price volatility on operating results and distributions. Further details regarding these policies are set out below.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consists primarily of cash and trade and other receivables.

Credit risk associated with cash is minimized by ensuring these financial assets are maintained with financial institutions of reputable credit and may be redeemed upon demand. At the period ended March 31, 2017, the impairment allowance was \$Nil.

Liquidity risk

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they become due. The Company's approach is to ensure it will have sufficient liquidity to meet operations, tax, capital and regulatory requirements and obligations, under both normal and stressed circumstances. Cash flow projections are prepared and reviewed by management to ensure a sufficient continuity of funding exists. The Company's financial liabilities are comprised of its accounts payable and accrued liabilities. The payments for its accounts payable and accrued liabilities are due in less than a year.

Fair values

IFRS 7 Financial Instruments: Disclosures requires disclosure of a three-level hierarchy ("FV hierarchy") that reflects the significance of the inputs used in making fair value measurements and disclosures. Fair values of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include those whose valuations are determined using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly. Level 3 valuations are those based on inputs that are unobservable and significant to the overall fair value measurement. There were no financial instruments carried at fair value as at March 31, 2017.

Classification of financial assets and liabilities

The following table represents the carrying amounts and fair values of financial assets and financial liabilities measured at amortized cost:

	Carrying amount and fair value
Cash	\$ 58,480
Sales tax receivable	41,900
Accounts payable and accrued liabilities	145,763

As at March 31, 2017, the carrying value of cash, trade and other receivables and accounts payable and accrued liabilities approximates their fair value due to their short-term nature.

March 31, 2017

10. Management of capital

The Company defines its capital as its shareholders' equity. The Company's objectives when managing capital are to maintain a sufficient capital base in order to meet its short-term obligations and at the same time preserve investors' confidence required to sustain future development of the business. The Company is not exposed to any externally imposed capital requirements.

11. Contingencies

On March 1, 2017, the Company and directors of the Company received notice alleging that they have unlawfully misappropriated and unlawfully used confidential information of a company where the two directors were former officers and directors to develop technology for the Company. The Company retained litigation counsel to defend any claims against the Company. Management believes that there is no merit or substance to this claim. Also, Management believes there is no present obligation for a past event. As such, no amounts have been reflected in the financial statements. The Company will record a provision if it believes that the outcome of this contingency becomes probable and can be reasonably estimated.

12. Proposed qualifying transaction

On January 15, 2017, the Company entered into the non-binding letter of intent with Everfront Ventures Corporation ("Everfront") to pursue a possible acquisition transaction with the Company and its shareholders, which would constitute Everfront's Qualifying Transaction. On May 25, 2017, the Company and Everfront entered into the Definite Agreement, pursuant to which, subject to conditions set forth therein, Everfront will acquire all of the issued and outstanding securities of the Company by way a "three cornered" amalgamation (the "Amalgamation") in which a wholly-owned subsidiary of Everfront will amalgamate with the Company to form a Resulting issuer. As a result of the Amalgamation, the holders of all outstanding securities of the Company will exchange such securities in the Resulting Issuer on a one for one basis. The shares to be issued will be subject to any restrictions on resale, including escrow restrictions, imposed by applicable laws and the TSX Venture Exchange ("TSX-V").

Although the Proposed Qualifying Transaction will result in the Resulting Issuer becoming a wholly-owned subsidiary of Everfront, the Proposed Qualifying Transaction will constitute a reverse take-over of Everfront inasmuch as the former shareholders of the Company will own a majority of the outstanding shares of the Resulting Issuer and each of the members of the Resulting Issuer Board of Directors will designees of DataMetrex.

Concurrent with the above transaction, the Company will carry out a non-brokered private placement of commons shares to raise gross proceeds of not less than \$2,000,000 and not more than \$2,200,000 at a price of not less than \$0.10 per share.

March 31, 2017

13. Future accounting pronouncements

The IASB has issued the following applicable standards and amendments, which have not yet been adopted by the Company. The Company is assessing the impact of these standards on its financial statements and whether to early adopt any of the new standards. The following is a description of the new standards:

IFRS 9 - Financial Instruments Recognition and Measurement: IFRS 9 retains but simplifies the mixed measurement model where the basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2018.

IFRS 15 - Revenue from contracts with customers: In May 2014, the IASB issued IFRS 15 which supersedes existing standards and interpretations including IAS 18, Revenue and IFRIC 13, Customer Loyalty Programs. IFRS 15 introduces a single model for recognizing revenue from contracts with customers with the exception of certain contracts under other IFRSs such as IAS 17, Leases. This Standard requires revenue to be recognized in a method that depicts the transfer of promised goods or services to a customer and at an amount that reflects the expected consideration receivable in exchange for transferring those goods or services. This is achieved by applying the following five steps:

- i. Identify the contract with a customer;
- ii. Identify the performance obligations in the contract;
- iii. Determine the transaction price;
- iv. Allocate the transaction price to the performance obligations in the contract; and
- v. Recognize revenue when each performance obligation is satisfied.

IFRS 15 also provides guidance relating to the treatment of contract acquisition and contract fulfilment costs. This Standard is effective for annual periods beginning on or after January 1, 2018.

IFRS 16 - Leases: In January 2016, the IASB issued IFRS 16 which supersedes IAS 17, Leases. This Standard introduces a single lessee accounting model. The new standard will affect the initial present value of unavoidable future lease payments as lease assets and lease liabilities on the statement of financial position, including for most leases which are currently accounted for as operating leases. The Standard is effective for annual periods beginning on or after January 1, 2019.

Management is assessing the impact of this Standard on the financial statements. However, management believes that the result will be an increase to assets and liabilities, as the Company is required to record a right-of-use asset and a lease liability on the Statement of Financial Position for its operating leases. Management also believes there will be a decrease in operating costs due to the reduction of occupancy costs, an increase in finance costs, due to the accretion of the lease liability, and an increase in depreciation and amortization, due to the amortization of the right-of-use asset.

**APPENDIX D -
RESULTING ISSUER PRO FORMA FINANCIAL STATEMENTS**

EVERFRONT VENTURES CORP.
UNAUDITED PRO-FORMA CONSOLIDATED FINANCIAL STATEMENT
(Expressed in Canadian dollars)
(Unaudited – Prepared by Management)
MARCH 31, 2017

EVERFRONT VENTURES CORP.**UNAUDITED PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

AS AT MARCH 31, 2017

(Expressed in Canadian dollars)

March 31, 2017	Everfront Ventures Corp. as at Mar. 31. 2017	Datametrex Limited as at Mar. 31. 2017	Notes	Pro-forma Adjustments	Pro-forma Consolidated
	(\$)	(\$)		(\$)	(\$)
Assets					
Current					
Cash	184,431	58,480	3(a)	2,000,000	2,052,911
			3(b)	(160,000)	
			3(c)	(30,000)	
Inventory		27,543			27,543
Accounts receivable	1,168	41,900			43,068
Prepaid expenses and deposits		32,539			32,539
	185,599	160,462		1,810,000	2,156,061
Non-Current					-
Capital assets		22,745			22,745
Patent right		10			10
					-
Total assets	185,599	183,217		1,810,000	2,178,816
Liabilities and Shareholders' Equity					
Current					
Accounts payable and accrued liabilities	4,635	145,763			150,398
Deferred revenue		60,597			60,597
	4,635	206,360			210,995
Total liabilities	4,635	206,360			210,995
					-
Shareholders' equity					-
Common shares	655,866	495,809	3(a)	2,000,000	2,909,614
			3(b)	(160,000)	
			4(a)	(655,866)	
			3(e)	573,805	
Reserve-share based payments	107,619		3(e)	7,297	7,297
			3(e)	(107,619)	
Deficit	(582,521)	(518,952)	3(c)	(30,000)	(949,090)
			3(e)	582,521	
			3(e)	(400,138)	
Total shareholders' equity	180,964	(23,143)		1,810,000	1,967,821
					-
Total liabilities and shareholders' equity	185,599	183,217		1,810,000	2,178,816

See accompanying notes to the unaudited pro-forma consolidated statement of financial position

EVERFRONT VENTURES CORP.

NOTES TO THE UNAUDITED PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT MARCH 31, 2017

(Expressed in Canadian dollars)

1. Basis of presentations

The unaudited pro-forma consolidated statement of financial position of Everfront Ventures Corp. (“Everfront”) at March 31, 2017 has been prepared by management to present the acquisition by Everfront of all of outstanding securities of Datametrex Limited (“Datametrex”) (being Everfront’s “Proposed Qualifying Transaction”) as if it had taken place on March 31, 2017.

The unaudited pro-forma consolidated statement of financial position as at March 31, 2017 has been compiled from and includes:

- (a) Everfront’s unaudited interim statement of financial position as at March 31, 2017 for which the Canadian dollar is the functional and reporting currency;
- (b) Datametrex’s audited statement of financial position as at March 31, 2017, for which the Canadian dollar is the functional and reporting currency.

This unaudited pro-forma consolidated statement of financial position presents, in all material respects, events subsequent to March 31, 2017, the proposed transactions, and adjustments described in Notes 2 and 3. The unaudited pro-forma statement of financial position has been compiled using the accounting policies as set out in the audited financial statements of Datametrex as at March 31, 2017 which have been prepared in accordance with International Financial Reporting Standards (“IFRS”). The unaudited pro-forma consolidated statement of financial position as at March 31, 2017 should be read in conjunction with the above described financial statements and the notes thereto.

The unaudited pro-forma consolidated statement of financial position as at March 31, 2017 is not necessarily indicative of the Company’s financial position on closing of the proposed acquisition. Actual amounts recorded upon approval of acquisition will likely differ from those in recorded in this unaudited pro-forma consolidated statement of financial position as at March 31, 2017.

Pro-forma statements of profit or loss and comprehensive loss have not been prepared due to the fact that Everfront has no operations other than the costs of pursuing the acquisition of a Qualifying Transaction.

Completion of the transaction is subject to a number of conditions including, but not limited to approval by the TSX Venture Exchange (“TSXV”).

2. Proposed Transactions

Pursuant to a binding agreement dated May 25, 2017 (the “Definite Agreement”) between Everfront and Datametrex, Everfront will acquire all of the issued and outstanding securities of Datametrex by way of a “three cornered” amalgamation (the “amalgamation”) in which a wholly-owned subsidiary of Everfront will amalgamate with Datametrex to form a Resulting Issuer. As a result of amalgamation the holders of all outstanding securities of Datametrex will exchange such securities in the Resulting Issuer on a one for one basis. Although the Proposed Qualifying Transaction will result in the Resulting Issuer becoming a wholly-owned subsidiary of Everfront, the Proposed Qualifying Transaction will constitute a reverse take-over of Everfront (the “Acquisition”) inasmuch as the former shareholders of Datametrex will own a majority of the outstanding shares of the Resulting Issuer and each of the members of the Resulting Issuer Board of Directors will be designees of Datametrex.

EVERFRONT VENTURES CORP.**NOTES TO THE UNAUDITED PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

AS AT MARCH 31, 2017

(Expressed in Canadian dollars)

In connection with the Acquisition, Datametrex intends to complete a private placement of subscription receipts (the "Subscription Receipts") for gross proceeds of minimum \$2,000,000 up to maximum \$2,200,000 at a price of \$0.10 per unit. Each unit is comprised of one common share of the Company and one common share purchase warrant of the Company. Finders' fees may be paid in connection with the private placement, to be comprised of a cash fee equal to 8% of the proceeds raised.

3. Pro-forma Adjustments

The pro-forma consolidated statement of financial position as at March 31, 2017 was prepared to give effect to the following transactions and assumptions:

- (a) The issuance of 20,000,000 post-consolidated equity units of Datametrex at a price of \$0.10 upon the conversion of \$2,000,000 (minimum financing amounts required) in subscription receipts. Each Subscription Receipt sold pursuant to a private placement entitles the holder to thereof to one common share and one common share purchase warrant of Datametrex on a post-consolidation basis;
- (b) Fees to the agents comprising cash commission of \$160,000, being 8% of the aggregate gross proceeds raised under the Subscription offering;
- (c) Estimated other closing costs related to the Company's Qualifying Transaction as disclosed in the filing statement of \$30,000. These costs relate to the regulatory filing fees, transfer agent and professional fees, which will be expensed in the post-acquisition period as a cost associated with obtaining a public stock listing;
- (d) The effective income tax rate is expected to be insignificant, based in a history of operating and tax losses in the year 2016;
- (e) The Amalgamation is being accounted for as a capital transaction in which Datametrex is being identified as the acquirer of Everfront and equity consideration is being measured at the aggregate estimated fair values of the Datametrex shares issued and options re-issued, determined as follows;

Datametrex share issued: The fair value of the 5,738,050 post-consolidation Datametrex's shares issued to shareholders of Everfront is \$0.10 per share for a total value of \$573,805.

Datametrex stock options re-issued: The estimated fair value of the 384,054 post consolidation Datametrex options re-issued to option holders of Everfront is \$0.019 each for a total value of \$7,297. The stock options have an exercise price of \$0.20 post-consolidation, expire December 13, 2021. The value was calculated using the Black-Scholes option pricing model with the following assumptions: (i) expected option life of 2 years; (ii) risk free rate of 0.66%; (iii) dividend yield of nil; (iv) expected volatility of 70%.

The above-noted estimates include highly subjective assumptions and any change in the subjective input assumptions may materially affect the estimates of fair value.

EVERFRONT VENTURES CORP.**NOTES TO THE UNAUDITED PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

AS AT MARCH 31, 2017

(Expressed in Canadian dollars)

The cost of acquisition is \$400,138 after deducting net assets of Everfront of \$180,964, which will be expensed in the post-acquisition period as a cost associated with obtaining a public stock listing.

Based on Everfront's statement of financial position as at March 31, 2017 the net assets at fair value that were acquired by Datametrex and the resulting reverse acquisition cost charged to the statements of comprehensive loss are as follows:

Consideration	
Shares	\$ 573,805
Options	7,297
Total consideration	581,102
Identifiable assets acquired	
Cash	184,431
HST receivable	1,168
Accounts payable and accrued liabilities	(4,635)
	180,964
Reverse takeover transaction cost	\$ 400,138

4. Share Capital

(a) Common shares:

Upon completion of the proposed transactions, the pro-forma consolidated common shares outstanding will be as follows:

	Notes	Assuming Minimum Financing Common shares (1)		Assuming Maximum Financing Common shares (2)	
		Number	Amount	Number	Amount
March 31, 2017					
Everfront's common shares issued and outstanding as at March 31, 2017		5,738,050	655,866	5,738,050	655,866
Datametrex's common shares issued and outstanding as at March 31, 2017		47,952,840	495,809	47,952,840	495,809
Elimination of Everfront's share capital	3(e)	(5,738,050)	(655,866)	(5,738,050)	(655,866)
Issuance of shares in connection with the Transaction	3(e)	5,738,050	573,805	5,738,050	573,805
Issuance of shares in connection with the private placement net of costs and value of warrant	3(a)	20,000,000	1,840,000	22,000,000	2,024,000
Total Common shares		73,690,890	2,909,614	75,690,890	3,093,614

Note 1) \$2,000,000 of a private placement

2) \$2,200,000 of a private placement

EVERFRONT VENTURES CORP.**NOTES TO THE UNAUDITED PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

AS AT MARCH 31, 2017

(Expressed in Canadian dollars)

(b) Stock options

Upon completion of the proposed transactions, the pro-forma consolidated stock options outstanding will be as follows:

	Note s	Assuming Minimum Financing Options (1)		Assuming Maximum Financing Options (2)	
		Number	Weighted average exercise price	Number	Weighted average exercise price
March 31, 2017					
Everfront's options issued and outstanding as at March 31, 2017		384,054	0.20	384,054	0.20
Elimination of Everfront's options	3(e)	(384,054)	0.20	(384,054)	0.20
Issuance of options in connection with the Transaction	3(e)	384,054	0.20	384,054	0.20
Total options		384,054	0.20	384,054	0.20

Note 1) \$2,000,000 of a private placement

2) \$2,200,000 of a private placement

(c) Warrants

Upon completion of the proposed transactions, the pro-forma consolidated warrants outstanding will be as follows:

	Notes	Assuming Minimum Financing Warrants (1)		Assuming Maximum Financing Warrant (2)	
		Number	Weighted average exercise price	Number	Weighted average exercise price
March 31, 2017					
Datametrex's warrants issued and outstanding as at March 31, 2017		10,189,868	0.09	10,189,868	0.09
Everfront's warrants issued in connection with the private placement	3(a)	20,000,000	0.15	22,000,000	0.15
Total warrants		30,189,868	0.13	32,189,868	0.13

Note 1) \$2,000,000 of a private placement

2) \$2,200,000 of a private placement

CERTIFICATE OF EVERFRONT VENTURES CORP.

The foregoing document constitutes full, true and plain disclosure of all material facts relating to the securities of Everfront Ventures Corp., assuming completion of the Qualifying Transaction.

DATED May 26, 2017.

EVERFRONT VENTURES CORP.

Per: (signed) ("Joshua Gerstein")
Joshua Gerstein
Chief Executive Officer and Director

Per: (signed) ("Linda Dundas")
Linda Dundas
Chief Financial Officer and Director

Per: (signed) ("Eric Fredrickson")
Eric Fredrickson
Director

Per: (signed) ("Leonidas Karabelas")
Leonidas Karabelas
Director

CERTIFICATE OF DATAMETREX LIMITED

This document as it relates to DatametreX Limited constitutes full, true and plain disclosure of all material facts relating to the securities of DatametreX Limited.

DATED May 26, 2017.

DATAMETREX LIMITED

Per: (signed) ("Andrew Ryu")
Andrew Ryu
Chief Executive Officer and Director

Per: (signed) ("Steve (Byungjoo) Kang")
Steve (Byungjoo) Kang
Chief Financial Officer

Per: (signed) ("Cory Taylor")
Cory Taylor
Director