A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

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

The securities offered under this short form prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered or sold within the United States unless exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws are available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of 3TL Technologies Corp., 422 Richards Street, Suite 160, Vancouver, British Columbia, V6B 2Z4, Telephone: 604-639-5442, and are also available electronically at www.sedar.com.*

PRELIMINARY SHORT FORM PROSPECTUS

New Issue November 5, 2015

3TL TECHNOLOGIES CORP.

Up to $2,000,000

Up to ◆ Units

This short form prospectus qualifies the distribution (the "**Offering**") of up to ◆ units (the "**Units**") of 3TL Technologies Corp. ("**3TL**" or the "**Company**") at a price of $◆ per Unit (the "**Offering Price**"). Each Unit consists of one common share of the Company (a "**Common Share**") and one-half of a common share purchase warrant (a "**Warrant**"). Each whole Warrant will entitle the holder thereof to purchase one Common Share at any time prior to 5:00 p.m. (Vancouver time) on the date that is 24 months from the Closing Date (as defined herein) at a price of $◆ per Common Share. The Warrants will be created and issued pursuant to the terms of a warrant indenture (the "**Warrant Indenture**") to be dated the Closing Date between the Company and Equity Financial Trust Company (the "**Warrant Agent**"), as warrant agent thereunder. The Common Shares and the Warrants comprising the Units will separate immediately upon the closing of the Offering. See "Description of Securities Being Distributed" and "Plan of Distribution".

The Common Shares are listed and posted for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "TTM". The closing price of the Common Shares on the TSXV on November 4, 2015, the last trading day before the date hereof, was $0.14 per Common Share. The Company has applied to list the Common Shares forming part of the Units, the Common Shares issuable upon exercise of the Warrants (the "**Warrant Shares**") and the Common Shares issuable upon exercise of the Agent's Options (as defined herein) distributed under this short form prospectus on the TSXV. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV.

Price: $◆ per Unit

The Company's Common Shares currently trade on the OTCQB Venture Market under the symbol "TTMZF", and the Company has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, another U.S. marketplace, or a marketplace outside Canada and the United States of America.

	Price to the Public	Agent's Cash Commission[(1)]	Net Proceeds to the Company[(2)]
Per Unit	$◆[(3)]	$◆	$◆
Total Offering[(4)(5)]	$◆	$◆	$◆

Notes:

(1) The Company has agreed to pay the Agent (as defined herein) an aggregate fee equal to 8.0% of the gross proceeds of the Offering, equal to $◆ per Unit (the "**Agent's Cash Commission**"). As additional compensation, the Company has agreed to grant to the Agent non-transferable options (the "**Agent's Options**") to purchase such number of Common Shares which is equal to 8.0% of the number of Units sold under the Offering at a price equal to the Offering Price, exercisable for a period of 24 months from the Closing Date. The Company has also agreed to pay to the Agent a fee of $31,500 (the "**Work Fee**"), of which $12,625 has been paid and the balance of $18,375 will be payable from the Offering proceeds on Closing. Pursuant to the Agency Agreement, and depending on the amount of time spent, the Work Fee may be increased by up to 30% for the Agent's due diligence review in connection with the Offering. After payment of the Agent's Cash Commission and the Work Fee, the net proceeds to the Company (before deducting expenses of the Offering) will be $◆. This short form prospectus qualifies the distribution of the Agent's Options. See "Plan of Distribution".

(2) Before deducting expenses of the Offering, estimated to be $145,920.

(3) Of the Offering Price, the Company will allocate $◆ to each Common Share and nil to each Warrant comprising the Units.

(4) The Company has granted the Agent an option (the "**Over-Allotment Option**") to purchase up to an additional ◆ Units at the Offering Price, exercisable from time to time in whole or in part, in the sole discretion of the Agent, for a period of 30 days following the Closing Date, to cover over-allotments, if any, and for market stabilization purposes. In respect of the Over-Allotment Option, the Company will pay to the Agent a fee equal to 8.0% of the proceeds realized on the exercise of the Over-Allotment Option, or $◆ per Unit and will grant to the Agent Agent's Options to purchase such number of Common Shares which is equal to 8.0% of the number of Units sold on exercise of the Over-Allotment Option. If the Over-Allotment Option is exercised in full, the total Offering, Agent's Cash Commission and net proceeds to the Company (before deducting expenses of the Offering) will be $◆, $◆ and $◆, respectively. After payment of the total Agent's Cash Commission, the net proceeds to the Company (before deducting expenses of the Offering) will be $◆. This short form prospectus qualifies the distribution of any Units issued upon exercise of the Over-Allotment Option and a purchaser who acquires Units forming part of the Agent's over-allocation position acquires those Units under this short form prospectus, regardless of whether the Agent's over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. Unless the context otherwise requires, references herein to the "Offering" and the "Units" include the Units issuable pursuant to the exercise of the Over-Allotment Option. See "Plan of Distribution".

(5) Assuming no exercise of the Over-Allotment Option.

The following table sets out the number of securities that may be issued by the Company to the Agent:

Agent's Position	Maximum Size or Number of Securities Available	Exercise Period	Exercise Price
Over-Allotment Option	◆	Until 30 days following the Closing Date	$◆ per Unit
Agent's Options	◆ Agent's Options	Until 24 months following the Closing Date	$◆ per Agent's Option

An investment in the securities of the Company is subject to certain risks that should be considered by prospective purchasers. An investment in the Units is suitable only for purchasers who are aware of such risks and who have the ability and willingness to accept the risk of total loss of their invested capital. The risk factors contained in this short form prospectus or incorporated by reference herein should be carefully reviewed and considered by purchasers in connection with an investment in the Units. See "Risk Factors".

No person is authorized by the Company to provide any information or to make any representation other than those contained in this short form prospectus in connection with the issue and sale of the securities offered pursuant to this short form prospectus.

Global Securities Corporation (the "**Agent**") conditionally offers the Units for sale, on a commercially reasonable efforts basis, in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to approval of certain legal matters relating to the Offering on behalf of the Company by McMillan LLP and on behalf of the Agent by Miller Thomson LLP. The Units may only be sold in those jurisdictions where offers and sales are permitted. This short form prospectus is not an offer to sell or a solicitation of an offer to buy the Units in any jurisdiction where it is unlawful to do so. See "Plan of Distribution".

There is no minimum amount of funds that must be raised under this Offering. This means that the Company could complete this Offering after raising only a small proportion of the Offering amount set out above.

The terms of the Offering, including the Offering Price, certain terms of the Warrants, including the exercise price thereof, were determined by negotiation between the Company and the Agent. See "Plan of Distribution".

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The closing of the Offering is expected to occur on or about November 23, 2015 or such later date as may be agreed upon by the Company and the Agent (the "**Closing Date**").

In accordance with applicable laws and policies, the Agent may effect transactions that stabilize or maintain the market price of the Common Shares at a level other than that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution."

Other than pursuant to certain exceptions, the Units will be available for delivery in the book-based system through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee and will be deposited with CDS on the Closing Date. A purchaser of Units will receive only a customer confirmation from the Agent or other registered dealer who is a CDS participant (a "**CDS Participant**") through which the Units are purchased. Purchasers who are not issued certificates evidencing the Common Shares and Warrants which are subscribed for by them at closing are entitled, under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), to request that a certificate be issued in their name. Such a request will need to be made through the CDS Participant through whom the beneficial interest in the securities is held at the time of the request.

Prospective investors should rely on the information contained in or incorporated by reference in this short form prospectus. The Company has not authorized anyone to provide prospective investors with different information. The Company is not offering the securities in any jurisdiction in which the Offering is not permitted.

There is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants which form part of the Units purchased under this short form prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants and the extent of issuer regulation. See "Risk Factors".

The head office of the Company is located at 422 Richards Street, Suite 160, Vancouver, British Columbia, V6B 2Z4. The registered office of the Company is located at 1500 Royal Centre, 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7.

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GLOSSARY

"**Agency Agreement**" means the agency agreement between 3TL and the Agent dated •, 2015 relating to the Offering.

"**Agent**" means Global Securities Corporation.

"**Agent's Cash Commission**" means the cash consideration payable to the Agent equal to 8% of the aggregate gross proceeds from the sale of the Units.

"**Agent's Options**" means the non-transferable options issued to the Agent in connection with the Offering entitling the Agent to purchase such number of Common Shares which is equal to 8% of the number of Units sold under the Offering at a price equal to the Offering Price, exercisable for a period of 24 months from the Closing Date.

"**API**" means Application Protocol Interface.

"**B2C**" means organizations that sell to consumers directly.

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended, together with all regulations promulgated thereto.

"**Canadian Securities Laws**" means the *Securities Act* (British Columbia), as amended and the equivalent legislation in the other provinces where 3TL is a reporting issuer, as amended from time to time, the rules, regulations and forms made or promulgated under any such statutes, and the published policies, bulletins and notices of the regulatory authorities administering such statutes.

"**CDS**" means CDS Clearing and Depository Services, Inc.

"**CDS Participant**" means a broker, dealer, bank or other financial institution or other person for whom, from time to time, CDS effects book entries for the Units deposited with CDS.

"**Closing**" means the closing of the Offering.

"**Closing Date**" means such date as the Company and the Agent agree.

"**Common Shares**" means common shares without par value of the Company.

"**Company" or "3TL**" means 3TL Technologies Corp., a company existing under the laws of the Province of British Columbia together with, unless the context implies otherwise, 3TL's subsidiary and affiliates of 3TL.

"**CPG**" means Consumer Packaged Goods.

"**CRA**" means the Canada Revenue Agency.

"**CRM**" means Customer Relationship Management.

"**Offering Jurisdictions**" means the Provinces of British Columbia, Alberta and Ontario.

"Offering Price" means $◆ per Unit.

"**Offering**" means the offering of Units.

"**OCR**" means Optical Character Recognition.

"**Over-Allotment Option**" means the over-allotment option granted to the Agent in connection with the Offering, as described under the heading "Plan of Distribution".

"**Over-Allotment Units**" means the additional Units issuable upon the exercise of the Over-Allotment Option.

"**Qualifying Transaction**" means the acquisition of 3 Tier Logic Inc. by KCO Capital Inc. completed on October 30, 2014.

"**Securities Commissions**" means each of the securities regulatory authorities in the Offering Jurisdictions.

"**Securities Laws**" means collectively, all applicable Canadian Securities Laws and any other applicable securities Laws.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval of the Canadian Securities Administrators.

"**SaaS**" means a Software as a Service consumer marketing platform.

"**Tax Act**" means the *Income Tax Act* (Canada), as amended from time to time.

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

"**Unit**" means a unit of the Company, each unit consisting of one Common Share and one-half of one Warrant.

"**United States**" or "**U.S.**" means the United States of America, its territories and possessions, any state of the United States, and the District of Columbia.

"**Warrant Agent**" means Equity Financial Trust Company.

"**Warrant Indenture**" means the warrant indenture dated •, 2015 between the Company and the Warrant Agent, providing for the creation and issue of Warrants.

"**Warrant Shares**" means the Common Shares issuable upon exercise of the Warrants.

"**Warrants**" means the Common Share purchase warrants, with each whole Warrant entitling the holder thereof to acquire one additional Common Share at a price of $◆ per Common Share for a period of 24 months from the Closing Date.

"**Work Fee**" means the agency fee of $30,000 (plus applicable taxes) payable to the Agent.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This short form prospectus contains statements and information that, to the extent that they are not historical fact, may constitute "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information may include financial and other projections, as well as statements regarding future plans, objectives or economic performance, or the assumption underlying the foregoing. In particular, forward-looking statements in this short form prospectus include, but are not limited to disclosure regarding 3TL's operations, marketing plans and strategies and projected revenues that are not historical facts.

Forward-looking statements are provided for the purpose of presenting information about management's current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. These statements may include, without limitation, statements regarding the operations, business, financial condition, expected financial result, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, milestones, strategies and outlook of 3TL, including but not limited to statements under the headings "Description of 3TL's Business – Operations", "Description of 3TL's Business – Marketing Plans and Strategies". Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "pro forma", "expects", "anticipates", "plans", "believes", "estimates", "intends", "targets", "projects", "forecasts", "seeks", "likely" or negative versions thereof and other similar expressions, or future or conditional verbs such as "may", "will", "should", "would" and "could". Examples of the assumptions underlying the forward-looking statements contained herein include, but are not limited to: (i) 3TL will maintain its relationships with its business partners, who will perform the agreements between them; (ii) markets for 3TL's products and services will grow as projected by management of the Company, (iii) 3TL's revenue projections and ongoing capital requirements will not deviate materially from current forecasts and expectations, and (iv) 3TL will be able to maintain current and obtain additional financing.

By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved A variety of material factors, many of which are beyond control of 3TL, affect operations, business, financial condition, performance and results of 3TL that may be expressed or implied by such forward-looking statements and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. These factors include, but are not limited to the following: (i) general economic, industry and market segment conditions; (ii) changes in operating risks, including risks inherent in the ability to generate sufficient cash flow from operations to meet current and future obligations; (iii) increased competition and participation in a competitive industry with significant barriers to entry; (iv) stock market volatility; (v) ability to maintain current and obtain additional financing; (vi) the execution of strategic growth plans; (vii) the possible termination, expiration or failure to renew or replace one or more key placement contracts; (viii) the need for reliance on key personnel of 3TL; (ix) risks relating to the ability to recruit and retain management and other qualified personnel; (x) losses due to infringement; and (xi) management's success in anticipating and managing the foregoing factors, as well as the risks described under "Risk Factors". In making these statements, 3TL has made assumptions with respect to expected cash provided by continuing operations, future capital expenditures, including the amount and nature thereof, trends and developments in the technology industry, business strategy and outlook, expansion and growth of business and operations, accounting policies, credit risks, anticipated acquisitions, opportunities available to or pursued by 3TL, and other matters.

The reader is cautioned that the foregoing list of factors is not exhaustive of the factors that may affect forward-looking statements. The reader is also cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements. Although the forward-looking statements contained in this short form prospectus are based upon what management of 3TL currently believes to be reasonable assumptions; actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits will be derived therefrom. These forward-looking statements are made as of the date of this short form prospectus and, other than as specifically required by law, 3TL assumes no obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

For a more detailed discussion of certain of these risk factors, see "Risk Factors" and also see "Risk Factors" contained in the Company's Annual Information Form dated September 4, 2015, which is available on SEDAR at www.sedar.com.

Canadian Generally Accepted Accounting Principles

Prospective investors should be aware that the financial information contained in this short form prospectus or incorporated by reference herein has been prepared in accordance with accounting principles generally accepted in Canada.

Canadian public companies are required to prepare financial statements for financial years beginning on or after January 1, 2011 in accordance with International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board. The Company's Annual Financial Statements as defined below have been prepared in accordance with IFRS and the Company's interim financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed by the Company with the various provincial securities commission or similar regulatory authority in Canada, are available at www.sedar.com and are specifically incorporated by reference into, and form an integral part of, this short form prospectus:

- the Company's Annual Information Form dated September 4, 2015;
- the Company's audited consolidated financial statements and the notes thereto for the years ended December 31, 2014 and December 31, 2013 (the "**Annual Financial Statements**"), together with the auditors' report thereon and the associated management's discussion and analysis of financial condition and operations for the year ended December 31, 2014;
- the Company's condensed consolidated interim financial statements for the three and six months ended June 30, 2015 (the "**Interim Financial Statements**"), and the associated management's discussion and analysis of financial conditions and operations for the three months ended June 30, 2015;
- the management information circular of the Company dated May 14, 2015 in connection with the Company's annual general and special meeting of shareholders to be held on June 15, 2015; and
- the material change report dated August 14, 2015 relating to the closing of the Company's non-brokered private placement of 3,500,000 units of the Company at $0.20 per unit for gross proceeds of $700,000.

Material change reports (other than confidential reports), annual information forms, business acquisition reports, interim financial statements and related management's discussion and analysis, information circulars and all other documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus and filed by the Company with a securities commission or similar regulatory authority in Canada after the date of this short form prospectus and before completion or withdrawal of the Offering, will be deemed to be incorporated by reference into this short form prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this short form prospectus to the extent that a statement contained in this short form prospectus or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so

modified or superseded will not constitute a part of this short form prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of such a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

Copies of the documents incorporated herein by reference may also be obtained on request without charge from the Corporate Secretary of 3TL Technologies Corp., 422 Richards Street, Suite 160, Vancouver, British Columbia, V6B 2Z4, Telephone: 604-639-5442.

MARKETING MATERIALS

The Marketing Materials are not part of this short form prospectus to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this short form prospectus or any amendment. Any template version of "marketing materials" (as defined in National Instrument 41-101 - *General Prospectus Requirements*) filed with the securities commission or similar authority in the Provinces of British Columbia, Alberta and Ontario in connection with this Offering after the date of this short form prospectus but prior to the termination of the distribution of the Units is deemed to be incorporated by reference into this short form prospectus.

ELIGIBILITY FOR INVESTMENT

In the opinion of McMillan LLP, counsel to 3TL, based on the provisions of the Tax Act and the regulations thereunder in force on the date hereof, the Common Shares, Warrants and Warrant Shares, if issued on the date hereof, will be a qualified investment under the Tax Act for trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts ("**TFSAs**") (each a "**Deferred Plan**") provided that: (i) the Common Shares and Warrant Shares are listed at all relevant times on a "designated stock exchange" for purposes of the Tax Act (which currently includes the TSXV); and (ii) in the case of the Warrants, the Warrant Shares are listed on a "designated stock exchange" and 3TL is not a "connected person" under the Deferred Plan at any relevant time. For this purpose, a "connected person" under a Deferred Plan is defined as a person who is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of, the Deferred Plan and any person who does not deal at arm's length with that person.

Notwithstanding that the Common Shares, Warrants and Warrant Shares may be a "qualified investment" for a Deferred Plan as referred to above, the holder of a TFSA or an annuitant under a RRSP or RRIF, as the case may be, that holds Common Shares, Warrants or Warrant Shares will be subject to a penalty tax if any of such Common Shares, Warrants or Warrant Shares constitutes a "prohibited investment" (within the meaning of the Tax Act) for that TFSA, RRSP or RRIF, as the case may be. The Common Shares, Warrants and Warrant Shares will generally not be a "prohibited investment" provided the holder or annuitant, as the case may be, (i) deals at arm's length with 3TL for purposes of the Tax Act, and (ii) does not have a "significant interest" (as defined in the Tax Act for purposes of the prohibited investment rules) in 3TL. **Purchasers who may wish to hold their Common Shares, Warrants or Warrant Shares in a trust governed by a TFSA, RRSP or RRIF are advised to consult their own tax advisors in advance regarding the "prohibited investment" rules, having regard to their own particular circumstances.**

GENERAL MATTERS

In this short form prospectus, unless otherwise indicated or the context otherwise requires, the terms "3TL", "Company", "we", "us" and "our" are used to refer to 3TL Technologies Corp. inclusive of our subsidiary.

All currency amounts in this short form prospectus are in Canadian dollars unless otherwise indicated.

THE COMPANY

The Company's head office is located at 422 Richards Street, Suite 160, Vancouver, British Columbia, V6B 2Z4. The Company's registered and records office is located at 1500 Royal Centre, 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7.

3 Tier Logic Canada Inc. was incorporated on October 17, 2008, as evidenced by a certificate of incorporation issued on that date pursuant to the provisions of the BCBCA. 3 Tier Logic Canada Inc. changed its name to "3 Tier Logic Inc." on December 30, 2009, as evidenced by a certificate of change of name issued on that date pursuant to the provisions of the BCBCA.

On October 30, 2014, 3 Tier Logic Inc. was acquired (the "**Qualifying Transaction**") by KCO Capital Inc. ("**KCO**"), a company incorporated under the BCBCA on July 29, 2011, and became a wholly-owned subsidiary of KCO. At that time, KCO also changed its name to "3TL Technologies Corp.".

The Common Shares are listed on the TSXV under the trading symbol "TTM" and on the OTCQB Venture Market under the symbol "TTMZF".

GENERAL DEVELOPMENT OF OUR BUSINESS

Three Year History

3TL is a technology company operating in the consumer Internet advertising sector and is a provider of digital and social media consumer engagement, data mining and loyalty solutions.

3TL's core product is Platform^3, a Software as a Service ("**SaaS**") consumer marketing platform which enables consumer packaged goods companies and consumer brands to engage consumers and influence purchasing decisions through their mobile devices and online. Platform^3 encompasses proprietary consumer engagement strategies and technology modules including Snap^3 (purchase receipt scanning), Social Portal (consumer-to-consumer content sharing), Rewards and Gamification, Data and Analytics, and Customer Relationship Management ("**CRM**").

Robert Craig and Carlos Yong founded 3TL in 2008. Mr. Craig is the Chief Executive Officer of 3TL and a Director. Mr. Yong is the Chief Technology Officer. They founded 3TL with the aim of providing clients (or "brands") dramatic and meaningful improvements in consumer engagement and communication via digital and social media technologies in the face of declining effectiveness of traditional forms of advertising. Increasingly, consumers have been using their social networks to share their opinions and experiences with leading brands through "shares", "posts", "likes", "follows", "check-ins" and other similar activity. Tapping into consumer's higher level of trust in "friend-to-friend" recommendations and the growth of social media, 3TL aimed to provide disruptive solutions to existing methods of digital marketing.

From 2008 to 2012, 3TL's business was exclusively managed services and the development of custom digital marketing applications for brands. These applications enabled brands to engage consumers through promotions via digital and social channels. 3TL's applications also enabled brands to capture consumer data.

During this time period from 2011 to 2014, 3TL generated cumulative revenues in excess of $3,010,000 by developing over 200 custom digital marketing applications.

In its first four years, 3TL was able to identify valuable consumer trends as well as first-hand experience with the challenges brands faced when attempting to engage and activate consumers in a fragmented consumer marketplace. Traditional engagement strategies through radio, print and TV were not as effective as they used to be.

To achieve this reach, brands were having to source technology and solutions from multiple vendors. 3TL believed that there was not an integrated solution on the market which enabled brands to engage consumers in promotions via the web, both desktop and mobile, and through social media. Engaging consumers through multiple channels required brands to work with numerous vendors, implement several technology platforms and store data in disparate databases. The end result was a fragmented solution offered to a fragmented consumer market, and a frustrating experience for brands and a low return on investment for their digital marketing efforts.

In 2012, 3TL began development of Platform^3, a proprietary digital marketing, data mining and rewards product. After one year of development, 3TL began pre-selling the product resulting in $500,000 of orders. The Company's intention was to move from providing managed services to being a product company.

In 2014, after two years of development, 3TL launched Platform^3 as a commercial product. Platform^3 is a proprietary suite of digital applications that provides brands with an integrated digital marketing, data mining and rewards platform to engage consumers on the web, desktop and mobile phone, through digital and social channels. Platform^3's features enable brands to engage consumers, facilitate friend-to-friend sharing, and collect and analyze data. Platform^3 allows brands to determine which consumers are most valuable based on their level of engagement with the brand on social media, and also incentivize and reward their most valuable consumers. Customers access Platform^3 through a cloud-based SaaS subscription model. For more information, see "Description of 3TL's Business – Principal Products and Services".

In 2015, 3TL launched Snap^3 as an additional module to Platform^3. Snap^3 is a mobile shopper marketing technology that encompasses proprietary technology and modules including Optical Character Recognition ("**OCR**"), Image Processing, Security and Fraud Detection, Rules Engine and Management Dashboard. Brands use Snap^3 to run shopper marketing promotions designed to engage consumers, influence their purchasing decisions and track their purchasing behaviours. A critical component of Snap^3 is its ability to scan purchase receipts to connect a consumer to a purchase as well as scan purchase data found on standard receipts. Purchase behaviour scanned by Snap^3 on receipts includes specific products, date, retailer and all other relevant data on a purchase receipt.

As of June 30, 2015, 3TL had spent approximately $833,908 in development costs for Platform^3.

In 2013, 3TL started the transition to a new business model, focusing on the development of Platform^3, which resulted in decreased revenues compared to 2012. The previous business model was custom development of digital advertising solutions with no recurring revenues – a managed services revenue model. The new business model, centred on the proprietary Platform^3 product, is an integrated digital marketing suite of applications sold in a SaaS model with recurring revenues – a product sales, with a recurring revenue model.

In July 2014, 3TL launched Platform^3 version 2.0. This version includes a redesign of the interface and architecture. New features included enhancement to data mining, tracking, reporting and engagement capabilities.

3TL's growth strategy will initially focus on the growing digital marketing sector in the United States, targeting companies that would benefit from the use of Platform^3 to create and activate strategic sales and marketing campaigns that generate sales for consumer brands by building product awareness, positive opinion and purchase consideration. The Company expects to expand its sales team based in Chicago and Vancouver.

In the first half of 2015, 3TL closed a number of reference accounts in three key verticals in the United States, namely e-commerce, promotions and loyalty, and in-store shopper marketing. The launch of Snap^3 as a module of Platform^3 enabled 3TL to provide an integrated mobile point-of-sale rewards solution, providing a compelling value proposition for consumer packaged goods companies seeking a mobile digital solution for in-store shopper marketing promotions. Based on management's discussions with customers and potential customers, management believes that consumer packaged goods ("**CPG**") companies have large annual budgets for in-store shopper promotions and are looking for ways to improve returns on those budgets and attract consumers who are increasingly moving to mobile. In 2015 and 2016, 3TL plans to focus its resources on the in-store shopper marketing vertical where it believes that it can grow revenues through direct sales and by working with advertising agencies aligned to provide Snap^3 to major CPG companies.

In the Fall of 2015, 3TL launched significant enhancements to several modules of Platform^3. These upgrades included:

- Launch of version 2.0 of Snap^3 the mobile shopper marketing module of Platform^3 in September 2015. Snap^3 version 2.0 which encompass enhancements in accuracy and usability in each module of Snap^3's core modules including OCR, Image Processing, Security and Fraud Detection, Rules Engine and Management Dashboard.

- Launch of version 2.0 of Social Portal in November 2015, the consumer-to-consumer content sharing module of Platform^3. Changes which encompass increased use of video and the ability for brands to upload this content for consumers to share via social media.

DESCRIPTION OF 3TL'S BUSINESS

Principal Products and Services

Clients of the Company can choose from several versions of Platform^3 according to their needs:

- <u>"Self-Serve" or "Managed Services" platform</u> – Brands that subscribe to the self-serve platform can build their own engagement promotions, create and administer rewards programs and manage the consumer data collected. Subscribers to the managed services platform receive a turnkey service in which the Company builds engagement promotions and manages rewards and data on their behalf.

- <u>Application Protocol Interface access to Platform^3</u> – (Launched in September 2015). Application Protocol Interface ("**API**") access is licensed by brands that wish to use internal resources or partners to build consumer interface applications on top of Platform^3's core technology. Consumer interfaces generally encompass mobile and web-based microsites. Brands will be able to integrate Platform^3's API with existing technology applications and infrastructure including mobile apps and CRM systems.

Platform^3 is a proprietary digital marketing, data mining and rewards platform whose development started in 2012 and which was launched as a commercial product in 2014. Platform^3 incorporates a suite of modules that enable brands to engage, aggregate, communicate and reward the consumers most valuable to them – being those who have interacted and engaged with the brand, made purchases and are most likely to share about the brand to their friends and family networks. Brands use Platform^3 both to determine who those customers are, and then to incent and reward them.

Brands can license single or multiple modules of Platform^3. These modules include:

- Snap^3 a mobile shopper marketing technology module that encompasses proprietary technology and modules including OCR, Image Processing, Security and Fraud Detection, Rules Engine and Management Dashboard. Brands use Snap^3 to run shopper marketing promotions designed to engage consumers, influence their purchasing decisions and track their purchasing behaviours. A critical component of Snap^3 is its ability to scan purchase receipts to connect a consumer to a purchase as well as scan purchase data found on standard receipts. Purchase data scanned by Snap^3 on receipts include specific products, date, retailer and all other relevant data on a purchase receipt.

- Social Portal is a consumer-to-consumer sharing module that enables brands to publish content for consumers to share via social media. The brand provides the content, and their customers can be incented to spread the message.

- The Rewards and Gamification module enables brands to attach rewards and points with or without monetary value. The Rewards and Gamification module encompasses Inventory Management, Redemption, Leader Board and Currency modules. Rewards and Gamification encourage consumers to engage, and allows brands to reward consumers for taking specific action in context to the brand. This includes the ability to set reward levels, upload rewards including merchandise and virtual prizing (extra entries, badges, etc.) and confirm redemption of rewards.

- The Data and Analytics module provides brands with detailed reporting including purchasing behaviour and demographics to analyze and determine consumer preferences. The Data and Analytics module allows for segmentation of data - consumers can be segmented based on their interaction with the brand and their purchasing behaviour. This gives the brand deep insights into the behaviour of their consumers.

- The Customer Relationship Management module hosts all consumer data which can be downloaded or transferred via API connection to a brand's CRM system. This allows for efficient management of their consumer data.

Brands use Platform^3's various modules to launch promotions in an effort to engage and activate consumers through the most popular digital platforms and channels. Consumers are able to participate in a brand promotion launched on Platform^3 by connecting through most devices that are connected to the Internet including mobile, desktop and tablets.

When consumers participate in a special offer, promotion or contest launched on Platform^3, detailed data can be captured including consumer demographics and purchasing behaviour.

Platform^3's newest module, Snap^3, is able to scan purchase receipts and connect consumers to a purchase when they participate in a promotion. Promotions that use Snap^3 enable consumers to take a picture of their purchase receipt to validate the purchase of a specific brand product. Snap^3 scans data from a typical receipt provided to consumers when they make purchases. Purchase data includes standard specific products, date, retailer, location and other relevant data found on a purchase receipt. Brands use Snap^3 in conjunction with other Platform^3 modules to engage consumers through contests and promotions.

3TL collects and mines consumer data within the permitted parameters of the privacy policies of the social media channels in which its platform operates, as well as 3TL's own privacy policy and other (including legal) obligations it may have with respect to privacy and data protection. 3TL protects data through multiple layers of security. All access to production systems requires two-factor authentication. Further, to prevent application-level fraudulent access, all passwords are encrypted using the latest version of bcrypt encryption. 3TL has developed processes to ensure access is only available with either 2-factor passwords or encryption keys.

All 3TL staff sign employee agreements which contain assignment of intellectual property, non-compete and confidentiality clauses. Additionally, 3TL has in place an employee off-boarding process to prevent access to further accounts after their employment ends.

Using Platform^3, brands are able to aggregate and segment consumers in an effort to identify those who have purchased their brand, are most engaged and are more likely to share about the brand with their friend networks. Brands are able to communicate directly with consumers based on this information by introducing targeted special offers, incentives and rewards. Platform^3's Rewards and Gamification module enables brands to incent the most influential and valued consumers.

Platform^3 is a cloud-based, SaaS subscription platform that is available as a license on a promotion by promotion basis or for one year subscriptions. Organizations access Platform^3 by simply logging in via standard desktop computer with a web connection. Consumer data is stored online in a secure, cloud environment. Data can be accessed via Platform^3 using built in analytics, segmentation, search and sort tools. Brands are able to search, sort and download databases of consumers to deploy special offers, new products and rewards.

Platform^3 subscriptions are offered as “Self-Serve” or “Managed Services”. Brands using the Self-Serve option build their own promotions, create and administer their rewards and manage their data. Managed Services subscribers receive a turnkey service for which 3TL builds engagement promotions and manages rewards and data. Thus, 3TL generates both a product revenue stream and a professional services revenue stream.

In September 2015, 3TL launched an API subscription version for Platform^3 that enables brands to build and integrate the core technology with existing consumer engagement initiatives.

The principal markets for Platform^3 are Canada and the United States.

In practical terms, 3TL customers use Platform^3 to track purchases and increase revenues and customer loyalty by:

1. Activating and engaging consumers – Brands use marketing and promotion tools to create consumer engagement and interaction from mobile, web and social channels.

2. Track and validate purchases of the brand product – Brands use Platform^3’s receipt scanning capabilities to connect with consumers whom have purchased their products.

3. Capturing and mining data – Brands capture consumer engagement data to analyze and determine consumer behaviour and preferences.

4. Consumer segmentation – Consumers are segmented based on their interactions with the brand and demographics.

5. Rewarding consumers for interacting, purchasing and sharing with friends – The most desired consumer behaviors, based on the number of interactions a social media user has with a brand, can be rewarded to accelerate consumer engagement, sharing and loyalty.

6. Driving direct revenue opportunities – The most valuable consumers – those that purchase and interact with the brand - are provided with purchase incentives and invitations to participate in exclusive promotions and events.

The net effect is that 3TL’s customers can identify their best customers, incentivise them to buy and share, and reward them for doing so. This is the core value proposition of the company to its customers.

Platform^3 has been built in modular format, consisting of various modules each serving a different function:

- Snap^3 – A mobile shopper marketing technology that encompasses proprietary technology and modules including OCR, Image Processing, Security and Fraud Detection, Rules Engine and Management Dashboard. Brands use Snap^3 to run shopper marketing promotions designed to engage consumers, influence their purchasing decisions and track their purchasing behaviours. A critical component of Snap^3 is its ability to scan purchase receipts to connect a consumer to a purchase as well as scan purchase data found on standard receipts. Purchase behaviour scanned by Snap^3 on receipts can include specific products, date, retailer and other relevant data on a purchase receipt.

- Social Portal Module – Enables brands to leverage friend-to-friend sharing through the most popular digital and social media channels, web, both desktop and mobile. Platform^3’s advocacy tools allow consumers to share special offers, contests and promotions offered by the brand with their network through hashtag programs, posts, tweets, invites and likes.

- Rewards and Gamification Module – Keep consumers engaged and loyal to the brand and top of mind between promotions. Brands use these tools to reward and maintain ongoing loyalty from the most engaged consumers and those who have demonstrated they are willing to advocate about the brand to their friend and family networks. Examples of rewards include brand merchandise, gift cards, and extra contest entries.

- Data and Analytics Module – Brands are able to collect, mine and analyze valuable consumer data when consumers make purchases and interact with the brand through promotions launched on Platform[3].

- Customer Relationship Management Module – Hosts all consumer data that can be download or transferred via API connection to a brand's CRM system.

3TL's modular tool set provides four key value drivers for 3TL's customers:

1. Customer acquisition – The 3TL tools reduce the cost of customer acquisition for the brand, using the power of the Internet and mobile.

2. Customer Data – The 3TL tools enable brands to capture purchase data and demographic data that can be used to track and drive revenue.

3. Customer retention – The 3TL tools help the brand keep their best customers, increasing their lifetime value to the brand.

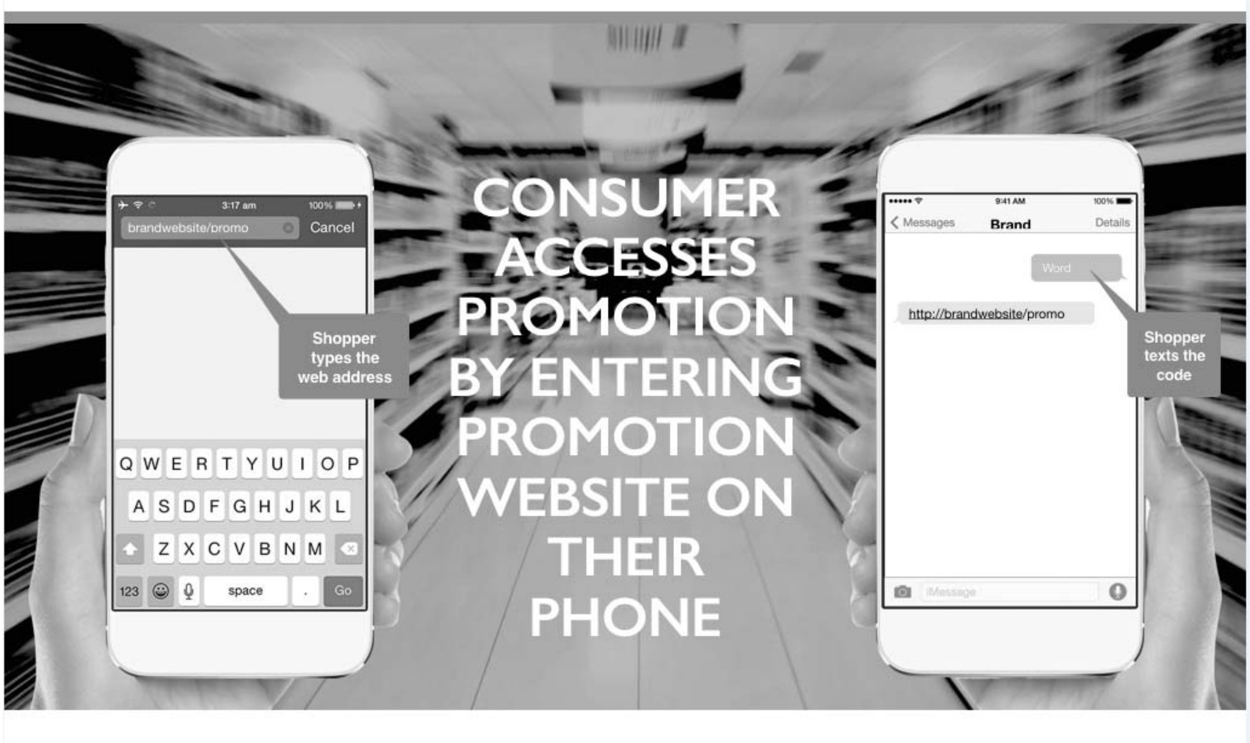
4. Customer understanding – The 3TL tools provide valuable data analytics on the brand's customers, increasing the brand's ability to market efficiently and successfully.

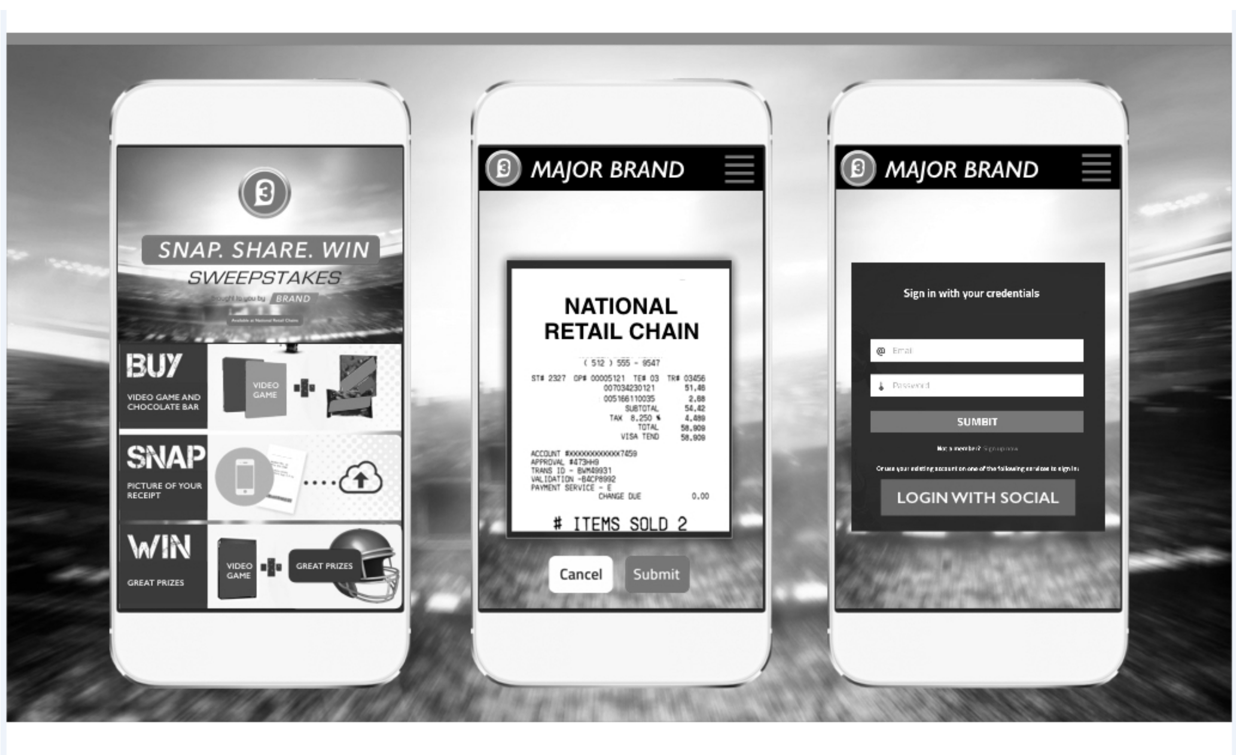
3TL's revenue by category for its principal products and services for the past two years were:

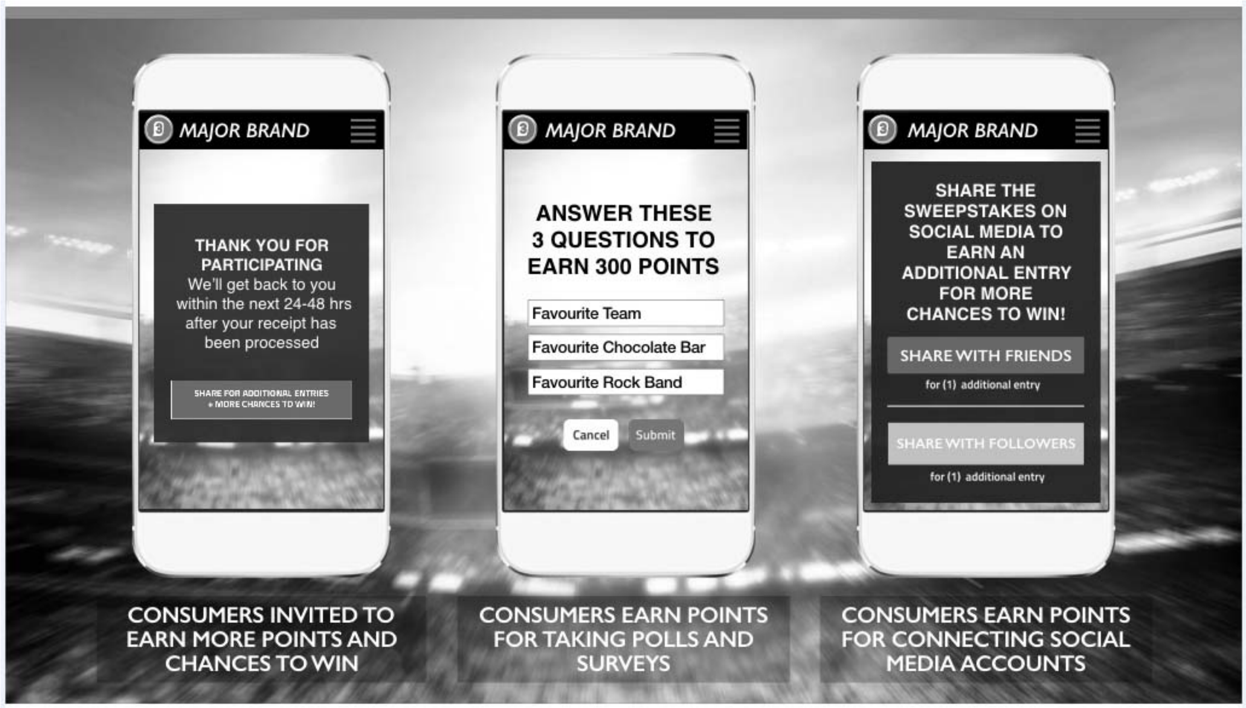
Category of Revenue	2014	2013
Mobile apps	81%	87%
Custom build apps	17%	Nil
Other revenue	2%	13%
Total	100%	100%

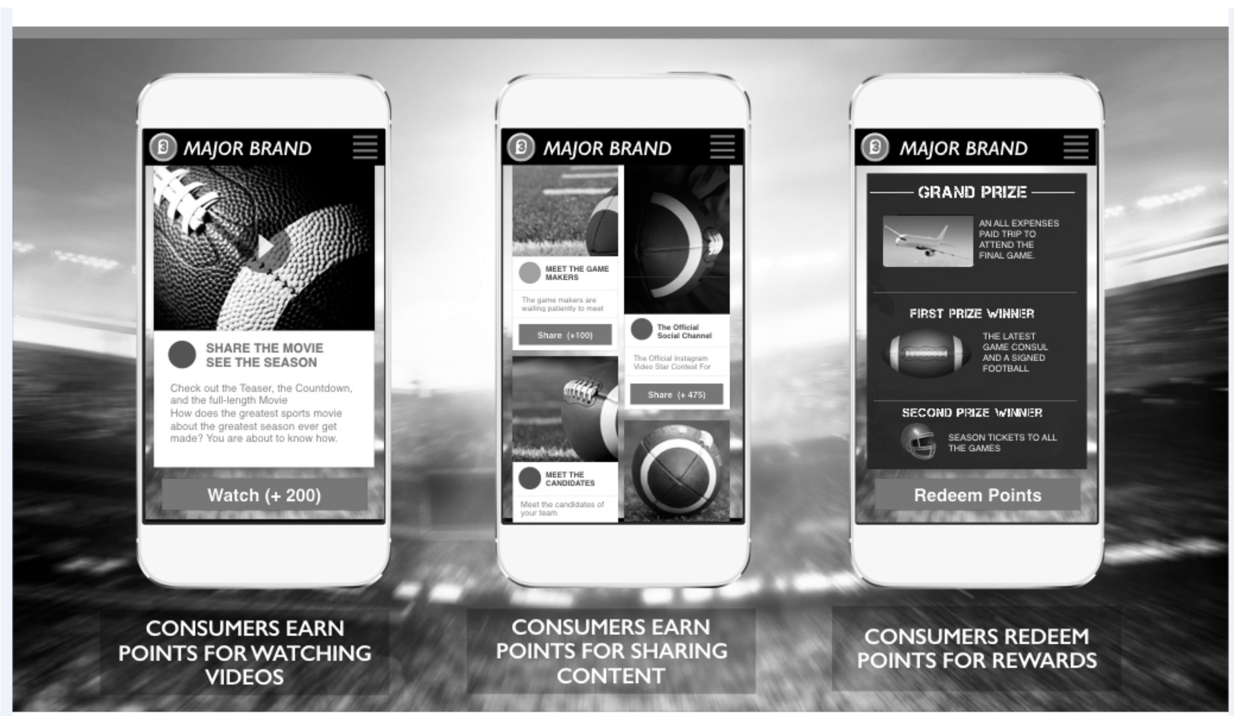
Case Study

The below case study shows how Snap[3] works:


brandwebsite/promo
Cancel
Shopper types the web address
CONSUMER ACCESSES PROMOTION BY ENTERING PROMOTION WEBSITE ON THEIR PHONE
Messages
Brand
Details
Word
http://brandwebsite/promo
Shopper texts the code


SNAP. SHARE. WIN
SWEEPSTAKES
BUY
VIDEO GAME AND CHOCOLATE BAR
VIDEO GAME
SNAP
PICTURE OF YOUR RECEIPT
WIN
GREAT PRIZES
VIDEO GAME
GREAT PRIZES
MAJOR BRAND
NATIONAL RETAIL CHAIN
ITEMS SOLD 2
Cancel
Submit
MAJOR BRAND
Sign in with your credentials
SUMBIT
LOGIN WITH SOCIAL


MAJOR BRAND
THANK YOU FOR PARTICIPATING
We'll get back to you within the next 24-48 hrs after your receipt has been processed
SHARE FOR ADDITIONAL ENTRIES + MORE CHANCES TO WIN!
MAJOR BRAND
ANSWER THESE 3 QUESTIONS TO EARN 300 POINTS
Favourite Team
Favourite Chocolate Bar
Favourite Rock Band
Cancel
Submit
MAJOR BRAND
SHARE THE SWEEPSTAKES ON SOCIAL MEDIA TO EARN AN ADDITIONAL ENTRY FOR MORE CHANCES TO WIN!
SHARE WITH FRIENDS
for (1) additional entry
SHARE WITH FOLLOWERS
for (1) additional entry
CONSUMERS INVITED TO EARN MORE POINTS AND CHANCES TO WIN
CONSUMERS EARN POINTS FOR TAKING POLLS AND SURVEYS
CONSUMERS EARN POINTS FOR CONNECTING SOCIAL MEDIA ACCOUNTS


MAJOR BRAND
SHARE THE MOVIE SEE THE SEASON
Check out the Teaser, the Countdown, and the full-length Movie
How does the greatest sports movie about the greatest season ever get made? You are about to know how.
Watch (+ 200)
MAJOR BRAND
MEET THE GAME MAKERS
The game makers are waiting patiently to meet
Share (+100)
The Official Social Channel
The Official Instagram Video Star Contest For
Share (+ 475)
MEET THE CANDIDATES
Meet the candidates of your team
MAJOR BRAND
GRAND PRIZE
AN ALL EXPENSES PAID TRIP TO ATTEND THE FINAL GAME.
FIRST PRIZE WINNER
THE LATEST GAME CONSUL AND A SIGNED FOOTBALL
SECOND PRIZE WINNER
SEASON TICKETS TO ALL THE GAMES
Redeem Points
CONSUMERS EARN POINTS FOR WATCHING VIDEOS
CONSUMERS EARN POINTS FOR SHARING CONTENT
CONSUMERS REDEEM POINTS FOR REWARDS

Operations

3TL built, owns and maintains Platform^3. In addition, 3TL offers Managed Services whereby subscribers receive a turnkey service for which 3TL builds engagement promotions and manages rewards and data. 3TL currently has ten employees and its operations are conducted from its head office in Vancouver, British Columbia.

In March 2014, 3TL entered into an arm's length verbal lease agreement to lease approximately 1,600 square feet at 16 – 422 Richards Street, Vancouver, British Columbia. The lease term was for 1 year, commencing on March 1, 2014. At the expiry of the lease term, the lease was automatically renewed month to month. The lease will continue to be renewed unless 3TL provides 90 days notice, the leasor terminates the lease for cause, or the leasor provides 30 days notice.

In January 2015, 3TL began working with Knoldus Software LLP ("**Knoldus**"), a software development firm based in New Delhi, India. Knoldus specializes in software development using Scala, the programming language that is used to build and maintain Platform^3. This is a continuation and expansion of the Company's effort to outsource some of its programming work to consultants. 3TL's Chief Technology Officer, Carlos Yong, oversees this exercise. The primary responsibility of this team is to build and maintain new features for Platform^3. All features and technology built by Knoldus will be done in single modules and separated from Platform^3's core intellectual property. All technology built by Knoldus will be scoped and defined by 3TL's Vancouver technology group. Knoldus has signed an agreement assigning any intellectual property developed to 3TL. Knoldus will not develop any core intellectual property, rather their work will largely relate to quality assurance, bug fixes, and new features.

3TL terminated its relationship with eSignature in September, 2015, a software development consulting group based in Nepal. eSignature has been responsible for building simple user interfaces and early modules of Snap^3. This work will be transitioned to and handled by Knoldus going forward.

For risk associated with foreign operations, see "Risk Factors – Foreign Financial, Political or Economic Conditions".

A number of other contractors develop or support 3TL's technology, including training and support for 3TL's clients in the use of Platform^3, development of intellectual property that is not critical to Platform^3's core functions, bug fixes, and system review for determination of opportunities for future projects. All contractors of the Company sign confidentiality agreements and assign any rights to intellectual property they develop to the Company. Such agreements include the following protections: an obligation to act in the best interests of the Company; confidentiality and non-disclosure; a non-compete clause; non-solicitation of customers and employees; and an acknowledgment that all intellectual property developed for the Company is 3TL property and assignment of same to the Company. With the exception of the contractor providing training and support for 3TL's clients in the use of Platform^3, no contractors have direct contact with 3TL's customers.

Brands can purchase Platform^3 on a promotion-by-promotion basis, a monthly or annual basis and choose from packages and price points based on their needs and budget. Standard packages will have set pricing; however early sales efforts have indicated that some brands may want to run trial promotions before signing longer-term contracts. To accommodate this, 3TL allows brands to license Platform^3 on a promotion-by-promotion basis. These packages provide flexible pricing, license duration, features, and training and support terms. 3TL has sold introductory packages ranging in price from US$7,500 to US$150,000.

For certain customers, the Company provides custom development services to add features to Platform^3 to meet clients' needs. 3TL has the internal development resources to develop most of these features and has access to external contractors if needed.

While 3TL believes that some price elasticity will always be required to meet customer needs, as 3TL achieves market acceptance and traction, it is anticipated that 3TL will be able to offer set packages (each, a "**Package**"). Depending on the scope of their needs, customers can subscribe to single or multiple modules of Platform^3 for various periods of time. 3TL is focusing efforts to sell the following Packages:

- Mobile Shopper Marketing Package
    - Target Price Range – US$7,500 - US$15,000 per month , or US$25,000 for two month license
    - Target Market – Advertising and Promotions Agencies, CPG brands
    - Value Proposition – Brands are able to:
        - Engage shoppers and influence their purchasing decisions with a promotion, in-store at the point of purchase. Promotions generally require a consumer to purchase a product, take a picture of their purchase receipt, upload it and register using their mobile phone. This promotions and consumer workflow is delivered under 3TL clients brand name and using Platform^3.
        - Connect consumers with purchases and collect valuable consumer data and purchase behaviour when they take a picture of their receipt.
        - Reward consumers for making purchases of specific products at specific retailers based on one retailer and one brand product.
    - Platform³ Modules – Snap^3, CRM, Data and Analytics
    - Duration – Single promotion with 2 month subscription, yearly subscription with multiple promotions
    - Delivery format – Managed Services or Self-Serve subscriptions. Managed Services requires 3TL to build, launch and manage the promotion. Self-Serve enables agencies and brands to build, launch and manage the promotion using their own staff or partners. Self-Serve is offered at a 35% discount.
- Sharing and Rewards Option – This option enables brands to leverage consumer-to-consumer sharing, game theory and rewards into promotions to facilitate engagement and loyalty.
    - Target Price Range – US$5,000 per month
    - Target Market – Consumer Brands and Advertising and Promotion Agencies
    - Value Proposition – Brands are able to:
        - Reward consumers for specific actions in context to the brand including participation in promotions, brand content engagement and interaction, connecting social media accounts, providing data and sharing brand content with friends.
        - Reward consumers with brand merchandise, extra entries in promotions, gift cards and points that can be aggregated over set periods of time to redeem for rewards.
        - Integrate gamification and game mechanics in their promotions using points, badges and leaderboards.
    - Platform³ Modules – Consumer-to-Consumer Sharing, Rewards and Gamification
    - Duration – Monthly subscription

- Delivery format – Managed Services or Self-Serve subscriptions. Managed Services requires 3TL to build, launch and manage. Self-Serve enables agencies and brands to build, launch and manage using their own staff or partners. Self-Serve is offered at a 35% discount.

- API (Application Protocol Interface) Package – This option enables brands and agencies to connect their existing applications - such as mobile apps and CRM systems – directly to Platform³ modules via an API. Additionally, when brands license Platform³'s API, they are able to leverage internal resources and partners to build consumer engagement applications – such as mobile apps and microsites – on top of Platform³ modules.

    - Target Price Range – US$10,000 - US$25,000 set-up and US$60,000 per year or one million API calls –whichever comes first. API calls are determined when a consumer or brand connects with Platform³ (eg. consumer receipt upload, brand logs onto Platform³ CRM module).

    - Target Market – Advertising and Promotion Agencies and CPG Brands

    - Value Proposition – Brands are able to:

        - Get access to Platform³'s core technology to connect existing applications and build their own applications.

        - Cost savings

    - Platform³ Modules – Snap³, CRM, Data and Analytics

    - Duration– Annual or multi-year subscription

    - Delivery format – API.

3TL Resources Required for Each Package

Managed Services

Managed Services is designed to provide brands with turnkey services for the entire duration of the promotion or subscription. Brands pay for managed services when they do not have the internal resources to manage and support promotions once they are live. For each promotion sold as a Managed Services Package, various 3TL staff will be required to spend up to 6 days per month on Managed Services. These cover the following:

- Build promotion microsites and configure Platform³ to the microsite. For each promotion, on average, this process is estimated to require one day of a developer's time and one day of a project manager's time. An additional day of testing by 3TL and brand team is required.

- Once a promotion goes live, 3TL's staff will manage the process of validating receipts that cannot be automatically processed by Snap³. Some receipts cannot be automatically processed due to the quality of picture taken and/or because of the complexity of the data required to be collected. In these cases, manual intervention is required. On average, this process is estimated to require an aggregate of 2.5 days support time per month.

- Once a promotion has been launched, the brand's marketing team is able to monitor the progress of the promotion including consumer participation rates, review entries, receipts being uploaded and general promotional data. Brand representatives logon to Platform³ via user ID and password.

- 3TL's staff will provide ongoing technical and project support throughout the promotion. On average, this process is estimated to require an aggregate of 0.5 days support time per month.

- When brands purchase the Sharing and Rewards Option, the brand may wish 3TL staff to manage these components of the program. This would include creating and uploading shareable content and rewards management. On average, this process is estimated to require an aggregate of 2.5 days support time per month.

Self-Serve Packages

Self-Serve Packages are designed to provide brands and agencies the ability to fully manage and support promotions once they have been launched.

For each promotion sold as a Self-Serve Package, 3TL staff will be required to:

- Build promotion microsites and configure Platform³ to the microsite. For each promotion, on average, this process is estimated to require one day of a developer's time and one day of a project manager's time. An additional day of testing by 3TL and brand team is required.

- Once a promotion goes live, the brand's staff will manage the process of validating receipts that cannot be automatically processed by Snap³.

- Once a promotion has been launched, brand representatives logon to Platform³ via user ID and password to access promotion data.

- Brands that purchase the Sharing and Rewards Option are able to fully manage these components of the program.

API (Application Protocol Interface) Package

Brands and agencies that purchase an API license for Platform³ want to control the building of the microsites and consumer interface to promotions. In some cases, these 3TL customers want to integrate key modules of Platform³ into their existing apps or systems. These brands have the technical resources required to build these interfaces. Brands that license 3TL's API for Platform³ will simply have to login into the API Portal where they will be able to go through a self-serve set up and configuration process. Limited support is required by 3TL other than the set up and configuration of a user id and password to the API Portal.

Platform³ enables brands to engage and interact with consumers through mobile and desktop devices. Platform³ encompasses specialized knowledge, experience and technology regarding these platforms. This intellectual property includes the technical aspects of connecting to and interfacing with mobile phones and the various social platforms and best practices and strategy regarding how consumers and brands interact with these platforms. Further, Platform³ is built using, in the opinion of 3TL's management, best in class programming languages and technology infrastructure. This required highly specialized staff with experience and knowledge in these areas and skill sets.

3TL's project managers, account managers and support staff have extensive experience with the non-technical aspects of digital and mobile technology and have experience managing technology projects, support and training. The members of the sales team each have skills, experience, key contacts and relationships within the retail, consumer packaged goods, travel, automotive, and entertainment industries that 3TL is targeting for growth. See "Description of 3TL's Business – Marketing Plans and Strategies".

The data 3TL collects is hosted in Washington State on a cloud-based hosting service and is therefore subject to the usual risk which accompany such methods of data storage. See "Risk Factors – Cloud Storage Security Breaches" and "Risk Factors – Interruption or Delays in Cloud Hosting Services".

Market

3TL operates in the consumer Internet advertising sector. Internet advertising uses the Internet to deliver promotional and marketing messages to consumers through email marketing, search engine marketing, social media marketing, display advertising (including banner advertising) and mobile advertising. The sector includes organizations, such as major brands, wishing to reach consumers, as well as organizations, such as marketing agencies and solutions providers, that provide the strategy, technology and solutions to achieve this connection. 3TL falls into the latter category, offering both a technology based product solution as well as managed services.

Emerging technologies have dramatically changed how people communicate and consume information. Today consumers use multiple devices and multiple communication channels, have more control over the content they see, and have unprecedented access to product information and purchase advice from other consumers. Traditional "push" marketing and mass media "spray and pray" tactics have decreased in effectiveness. Consumers share what they want to buy and why through digital mediums. From the perspective of the consumer, sharing is a fun interaction with friends, not a form of marketing. From the company's perspective, this is "earned media", or unpaid advertising gained through customer commentary. Brands cannot control earned media, but they can influence it.

Platform³ is reinventing engagement between brands and shoppers by enabling brands to influence earned media while incorporating elements of paid media (traditional display advertisements) and owned media (content controlled and maintained by a brand, such as a websites, microsites and in-store promotions).

According to 3TL's management, the digital marketing sectors that 3TL is targeting represent a large and growing market. U.S. companies spend over $50 billion a year on loyalty programs alone[1]. Retail digital advertising spending is estimated to be $17 billion by 2018[2].

Digital advertising spending is a big driver of growth in the U.S., estimated by eMarketer to grow from US$58.61 billion in 2015[3] to US$82.24 billion by 2018.[4]

Within digital marketing, social media and mobile represent growth areas. Advertisers in the U.S. and Canada place a premium on social media and are expected to ramp up paid spending on social networks 31.0% in 2015 to pass $10 billion for the first time. For the U.S., that is up 31.0% from 2014 and more than double the amount they spent in 2013. By the end of 2017, social network advertising in the U.S. is estimated to increase to $14.40 billion – just shy of 20% of all digital ad spending countrywide.[5]

Marketers in the U.S. spend 82% more on promotions (including discounts, coupons, promotional products, event marketing, licensing, point-of-purchase, sampling, sponsorships, loyalty/retention programs, specialty printing, games/contests, and white paper marketing) compared to advertising. Total promotions spending in the U.S. reached US$584 billion in 2012, more than double the total advertising spent of $244 billion in 2012. Spending on digital promotions is expected to boom, growing from US$32.2 billion in 2013 to US$80.3 billion in 2017.[6]

In addition, while management believes that the consumer Internet advertising sector is not highly cyclical, 3TL expects some seasonality as customers spending patterns change throughout the year.

A challenge with brand-driven digital strategies is that they have tended to be fragmented, such that multiple vendors provide different technologies to reach consumers on multiple channels and the resulting data is stored on

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[1] McKinsey & Company: Loyalty: is it really working for you? http://www.mckinseyonmarketingandsales.com/loyalty-is-it-really-working-for-you

[2] The 50 Most Important E-Commerce Charts of 2014 – Percolate Industries, Inc. at p. 41 https://learn.percolate.com/50-most-important-ecommerce-charts-2014/

[3] US Digital Ad Spending Will Approach $60 Billion This Year, with Retailers Leading the Way - eMarketer http://www.emarketer.com/Article/US-Digital-Ad-Spending-Will-Approach-60-Billion-This-Year-with-Retailers-Leading-Way/1012497#sthash.csT1hN1x.dpuf

[4] Total US Ad Spending to See Largest Increase Since 2004 - eMarketer http://www.emarketer.com/Article/Total-US-Ad-Spending-See-Largest-Increase-Since-2004/1010982#sthash.ARwlEkij.dpuf

[5] Social Network Ad Spending to Hit $23.68 Billion Worldwide in 2015 - eMarketer http://www.emarketer.com/Article/Social-Network-Ad-Spending-Hit-2368-Billion-Worldwide-2015/1012357#sthash.gAeyL0jq.dpuf

[6] Local Biz Spending on Promotions Easily Trumps Ad Dollars - Marketing Charts http://www.marketingcharts.com/uncategorized/local-biz-spending-on-promotions-easily-trumps-ad-dollars-28011/

disparate databases and formats. What is lacking is a unified effort by the brand's internal stakeholders that is driven by a core strategy and delivered by a single platform.

This challenge is not unique to any particular industry, rather it is a common issue that is shared by many brands in all industries. For many brands, existing digital strategies entail basic tactics, where everyone gets the same message – tactics that have simply been adopted from traditional media strategies.

In addition, consumers continue turning to multiple screens for research and buying while at home, in-store and on the go, while retailers are increasing efforts to reach them throughout the purchase process. A vast majority of retail sales are still occurring in-store – just 7.2% of U.S. retail sales will come via ecommerce in 2015, according to eMarketer estimates, so omnichannel efforts are often bolstered by mobile ad spending directed at driving visits.[7]

3TL aims to overcome these challenges with a total shopper marketing promotions solution: Snap³, the Company's mobile shopper marketing module, and Platform³, its digital marketing platform provide a superior value proposition compared to the products of its competitors because together they provide brands with an integrated suite of digital marketing solutions to:

- identify, target and activate shoppers,
- gamify promotions and engagement,
- accelerate social sharing and reach,
- track purchases and brand influence in real time,
- run successful in-store promotions and post purchase loyalty programs,
- capture shopper data and track behaviour, and
- incentivize and reward the most valuable and active shoppers.

By providing brands an integrated digital marketing, data mining and rewards platform to engage consumers on the web or mobile phone, Platform³ enables brands to manage all the key parameters of a digital marketing program with a common user interface and customer database, while dealing with one vendor.

Platform³ makes it easy and rewarding for consumers to share about brand experiences with their friend and family networks. Platform³'s features facilitate word of mouth and friend-to-friend sharing while enabling brands to evolve and deepen the relationship with consumers. Brands are able to use the data mining, analytics and segmentation components of the Platform³ to track which consumers have purchased products are most engaged and which consumers share about the brand. Brands are able to use Platform³'s incentive and loyalty modules to reward the most active consumers.

As with any technology-driven industry, obsolescence is a factor that needs to be managed in 3TL's business. 3TL continues to maintain a plan for incrementally adding new features and functionalities to Platform³ as the market and current client needs evolve.

Management of 3TL believes current industry trends are favourable for digital media advertising. 3TL's ability to succeed will depend on its ability to effectively compete with its competitors. See "Risk Factors – Competition for Consumer Internet Advertising Spending".

The management of 3TL is not aware of any material market controls or regulations that may affect the marketing of its products.

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[7] US Digital Ad Spending Will Approach $60 Billion This Year, with Retailers Leading the Way - eMarketer http://www.emarketer.com/Article/US-Digital-Ad-Spending-Will-Approach-60-Billion-This-Year-with-Retailers-Leading-Way/1012497#sthash.csT1hN1x.dpuf

Marketing Plans and Strategies

According to eMarketer, the average time a consumer spends on digital media per day has surpassed television viewing, but Internet advertising dollars have yet to catch up to this new reality.[8] 3TL is positioning itself to capture market share in general Internet advertising sector. 3TL sells Platform^3 and its associated modules, including Snap^3, to the marketing and communications departments of United States and Canadian companies.

In 2015 and 2016, 3TL will focus its sales and marketing efforts in the United States market. According to eMarketer, digital advertising spending in the United States grew 14% in 2013 to $41.9 billion, while television advertising spending grew just 3% to $66.4 billion.[9] By 2017, investments in online and mobile paid media are expected to hit $62.83 billion.[10]

3TL has identified three target markets for Platform^3 and its associated modules:

1. Promotions and Loyalty: United States companies spend over US$50 billion a year on loyalty programs alone according to a 2011 report by McKinsey & Company.[11] 3TL's first customer in this target market is a regional shopping center owned by a global real estate company.

2. E-Commerce: Retail digital advertising spend is estimated to be US$17 billion by 2018.[12] 3TL's first customer in this target market is a United States based retailer of clothing for young women.

3. Shopping Marketing & Consumer Packaged Goods Brands: Global brand and retail spend on digital marketing activities is expected to increase by 15% and reach US$200 billion in 2015, with nearly 70% of net increase concentrated on mobile and tablet devices.[13] The shopper marketing budget grew from 6% to 13.5% of all marketing spending from 2012 to 2014, an increase of over US$17 billion.[14] 3TL's first customer for this target market is a brand for undergarments, baby products and feminine products, served through an agreement with an advertising agency.

Within the United States Internet Advertising sector, 3TL will target organizations that sell to consumers directly ("**B2C**") or indirectly through partners and resellers. Within the B2C sector, 3TL will focus on CPG companies and advertising and promotion agencies that service them.

In March of 2015, 3TL hired a Chicago based sales director who is focussed on selling Platform^3 to brands in the Mid-West and East Coast markets and selling Snap^3 the mobile shopper marketing module of Platform^3. Patrick Pharris resigned his position as Vice-President Sales on September 30, 2015. Mr. Pharris is now negotiating a contract with the Company to act as a commission based sales consultant.

In Q2 of 2015, 3TL created and activated a strategic sales program designed to engage and sell shopper marketing solutions to CPG companies. As part of this initiative, the Company implemented a program to partner with advertising and promotional agencies that service CPG companies. The goal of the sales program is to generate immediate sales to major CPG brands that have large annual budgets for shopper marketing promotions.

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[8] "IAB Interactive Advertising Outlook 2013". (25 January 2013) at slide 11. J.P. Morgan Advertising/Marketing Virtual Summit - *add up Internet and Mobile [time spent share] vs. [ad spending share]*. eMarketer, December 2011; "Digital Set to Surpass TV in Time Spent with United States Media" *eMarketer* (1 August 2013) <http://www.emarketer.com/Article/Digital-Set-Surpass-TV-Time-Spent-with-United States-Media/1010096> at para 1; Michelle Clancy, "TV advertising spends still trump digital video" *RapidTVNews* (13 June 2014) <http://www.rapidtvnews.com/2014061334079/tv-advertising-spends-still-trump-digital-video.html#axzz39knYcFLC> at para 1.

[9] Jason Ankeny, "eMarketer: Desktop ad spending to peak in 2014 as mobile spending surges" (11 June 2013) <http://www.fiercemobileit.com/story/emarketer-desktop-ad-spending-peak-2014-mobile-spending-surges/2013-06-11> at para 2; Wayne Friedman, "TV, Digital Video Ad Dollars Rise, Hit $66 Billion For '13" *MediaDailyNews* (17 December 2013) <http://www.mediapost.com/publications/article/215721/tv-digital-video-ad-dollars-rise-hit-66-billion.html> at para 2.

[10] "Spending on Direct Response vs. Branding?" *eMarketer* (3 January 2014) <http://www.emarketer.com/Article/How-Much-Industries-Spending-on-Direct-Response-vs-Branding/1010500> at para 1.

[11] McKinsey & Company: Loyalty: is it really working for you? http://www.mckinseyonmarketingandsales.com/loyalty-is-it-really-working-for-you

[12] The 50 Most Important E-Commerce Charts of 2014 – Percolate Industries, Inc. at p. 41 https://learn.percolate.com/50-most-important-ecommerce-charts-2014/

[13] "*Shoppers Migrate to Mobile and Tablets as Brands and Retailers Spend a Record $200BN on Digital Marketing This Year*" Juniper Research Ltd. (28 April, 2015) <http://www.juniperresearch.com/press/press-releases/shoppers-go-mobile-as-brands-spend-200billion>

[14] "*Seize the Moments that Matter*?" Cadent Consulting Group, Industry Shopper Study 2015 <http://www.slideshare.net/DonStuart1/ccg-2015-industry-shopper-study>

Since focusing its resources on the shopper marketing target markets since the end of Q2 of 2015, management of 3TL believes 3TL is gaining strong traction in this sector by establishing relationships with major advertising agencies including a movie ticket rewards agency, a Toronto based activation agency, and a marketing and sales promotion agency based in Los Angeles and New York. This sales program has enabled 3TL to sign contracts, directly and with advertising agencies, to provide Snap³ and Platform³ to major global brands based in the United States.

Brands which have been served through license agreements signed with advertising agencies include, a global interactive entertainment software company, a chocolate bar manufacturer, a brand of disposable diaper, a manufacturer and distributor of household items and a baby care product manufacturer in the United States. 3TL also provided its shopper marketing platform to a digital agency for a promotion in a grocery chain in the United States on a free trial basis under which three consumer packaged goods companies participated.

3TL's sales strategy targets CPG organizations and advertising agencies. Specifically, 3TL sales staff is targeting the marketing executives in charge of shopper marketing within these organizations. To achieve desired results, 3TL will deploy best practices in sales and account strategy and management.

Initially, 3TL will focus on geographic regions in which 3TL and its team members have demonstrated track record through previous contracts and strong relationships. 3TL will later extend outside this focus outside these industries and regions.

Based on market research on advertising spending and digital strategies, 3TL will focus on CPG and consumer products.

3TL's near term objective is to identify potential customers and expand the sales of Platform³ modules, with the following areas of focus:

- <u>Identifying direct sales targets</u>. 3TL has selected industry-specific targets based on multiple factors and to target organizations that are: located in the United States and Canada; selling directly or indirectly (resellers and partners) to consumers; investing in digital advertising and marketing; looking to influence consumers purchasing decisions in-store at the point of sale; using mobile technologies to engage and influence consumers; and looking to leverage consumer data to drive advertising and marketing budgets, programs and decisions.

- <u>Generating sales leads</u>. 3TL has developed a lead generation team based in Vancouver to approach past clients (who previously engaged the Company for digital marketing services), and new targets. 3TL is using online databases and other resources to source profiles of companies and marketing executives for outbound calls and email.

- <u>Generating direct sales</u>. 3TL has hired a team of senior sales and business development representatives, located in Vancouver and Chicago. These sales executives have strong relationships and track records targeting VP-level or higher marketing executives. 3TL will attend CPG industry trade shows and will be represented in these shows by way of a booth or basic registration, dependent upon the size and significance of the show. 3TL will also work to secure the opportunity for 3TL senior executives to be event speakers at breakout sessions and to be interviewed by trade media attending these events.

- <u>Generating reseller relationships</u>. In addition to direct sales efforts, 3TL is developing strong reseller relationships with some of the top advertising and promotional agencies in North America.

In Q3 of 2015, the Company created a range of marketing materials to differentiate 3TL, its products and services from competitors, including an advanced website and an enhanced presence on social media channels. 3TL will use a variety of marketing methodologies, including blogging, email marketing, trade shows, and its own technology to generate publicity.

The Company has allocated the following funds to marketing activities for the next 12-month period:

Activity	Funds Allocated
Salaries and consultants	$65,000
Public relations (includes email marketing, website design, tradeshows and events)	$20,000
Subscriptions and licenses (paid to vendors for use of services)	$13,500
Travel (includes airfare and accommodation, meals, vehicle)	$90,000
Media and production (includes video production)	$6,000
Total	$194,500

In 2016, 3TL's goals are to target consumer packaged goods companies directly and through advertising agencies and to commence sales on annual licenses under a SaaS business model. In 2017, 3TL's goals are to migrate customers to annual and multiyear SaaS subscriptions, grow market share in the shopper marketing target market and grow market share in the promotions and loyalty, and e-commerce target markets.

Competitive Conditions

The market for digital shopper marketing technologies is nascent, fast-growing, and dynamic. Larger, more established players co-exist with smaller emerging companies. As the sector is growing and changing, new competitors could emerge or existing competitors could consolidate, making potential sources of significant competition difficult to identify with accuracy.

Management of 3TL believes Platform^3 and its associated modules provide clear and concise differentiation in the marketplace. Platform^3's modules including Snap^3, Social Portal, Rewards and Gamification, Data and Analytics and CRM – used on their own or as an integrated solution - provide brands and ad agencies with the flexibility to create consumer engagement solutions that meet key brand objectives. Platform^3's versatility to run simple or involved brand-centric consumer engagement programs, combined with advanced purchase receipt processing, security and anti-fraud processes and data capture provide meaningful and compelling reasons for brands and agencies to choose it as their preferred mobile consumer engagement and shopper marketing solution. 3TL believes Platform^3 to be a superior offering to those of competitors for these reasons and because it provides brands with a holistic and integrated suite of mobile digital marketing solutions to identify, target and activate shoppers, gamify promotions and engagement, power-boost social sharing and reach while tracking purchases and brand influence in real time.

The pricing of product offerings by the Company's competitors fluctuates. 3TL believes it has priced Platform^3 strategically in the market and offers introductory pricing packages to encourage early adoption. These introductory packages are inexpensive (and have a short term commitment) that management believes is very competitive with offerings made by competitors. See "Description of 3TL's Business – Operations".

3TL's ongoing success depends on its ability to provide customers with high-quality products and services that provide integrated consumer engagement, rewards and data capture tools. Management of 3TL believes that 3TL's ability to compete effectively against current and future competitors for consumer Internet advertising dollars depends upon many factors both within and beyond its control, including:

- the popularity, usefulness, ease of use, performance and reliability of 3TL's products and services compared to those of its competitors;
- the timing and market acceptance of 3TL's products and services;
- the adoption of 3TL's products in North America;

- 3TL's ability, and the ability of its competitors, to develop new products and services and enhancements to existing products and services; and

- 3TL's ability to attract, retain and motivate talented employees, particularly developers capable of programming in Java, database administrators with experience and knowledge in Scala programming, databases, strategists, project and product managers with knowledge and experience.

Future Developments

Platform^3 is at the commercial stage and is being sold now. 3TL has a "product roadmap" to continue evolving and enhancing the core features of Platform^3, which will be necessary to remain competitive. These plans include the further development of its API offering for Platform^3. Further development will be focused on enhancing Platform^3's existing modules including Snap^3, Social Portal, Rewards, Loyalty and Gamification, CRM and Data and Analytics.

Proprietary Protection

The Company has designed and maintains Platform^3. Platform^3 was built by its in-house developers over a three-year period. Minimal open source code and third-party software was utilized in development. The core technology, algorithms, logic and coding were built by 3TL staff and are proprietary to 3TL and are protected by limiting access to the code.

All employees and contractors of the Company sign confidentiality agreements and assign any rights to intellectual property they develop to the Company. Such agreements include the following protections: an obligation to act in the best interests of 3TL; confidentiality and non-disclosure; a non-compete clause; non-solicitation of customers and employees; and an acknowledgment that all intellectual property developed for the Company is 3TL property and assignment of same to the Company. Knoldus, located in New Delhi, has signed an agreement assigning any intellectual property developed to 3TL. This contractor will not develop any core intellectual property, rather their work will largely relate to quality assurance, bug fixes, and minor features.

These protections may only afford only limited protection. Currently, the Company does not have any patents. The Company believes that the technology developed by its team of senior developers used to differentiate Platform^3 may be patentable and has commenced the process of exploring options for patenting this technology.

The Company is currently building on its team of senior developers based in 3TL's Vancouver offices. This growing team will be dedicated to building applications that set and define industry standards and keep 3TL at the forefront of innovation in the Internet advertising sector.

3TL's customers, who license Platform^3, do not have access to 3TL's intellectual property. In any event, if protection of 3TL's intellectual property with respect to its licensing agreements is not express, it is implied.

Bankruptcies and Reorganizations

Since incorporation, there have not been any bankruptcy, receivership or similar proceedings against 3TL or its Subsidiary and there have been no material reorganizations involving 3TL or its Subsidiary other than the Qualifying Transaction.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Company as at the dates indicated, adjusted to give effect to the Offering, on the share and loan capital of the Company since June 30, 2015, the date of the Company's most recently filed financial statements. This table should be read in conjunction with the Interim Financial Statements and the related notes and management's discussion and analysis in respect of those statements that are incorporated by reference in this short form prospectus.

	As at June 30, 2015 before giving effect to the Offering	As at date hereof before giving effect to the Offering(1)(2)	As at June 30, 2015 after giving effect to the Offering(1)(2)	As at date hereof after giving effect to the Offering(1)(2)
Share Capital(4)(6) (Common Shares - Authorized: unlimited)	$7,168,695 (71,271,960 Common Shares)	$7,868,695 (74,771,960 Common Shares)	$◆(3) (◆ Common Shares)	$◆(3) (◆ Common Shares)
Stock Options(5)	5,488,000 stock options	6,888,000 stock options	6,888,000 stock options	6,888,000 stock options
Warrants	1,212,312 warrants	4,957,312 warrants	◆warrants	◆warrants
Agent's Options	–	–	◆	◆
Long Term Debt	$71,402	$71,402	$71,402	$71,402
Total Shareholder's Equity and Long Term Debt	$388,981	$◆	$◆	$◆

(1) Assuming the Over-Allotment Option is not exercised and that the Agent's Options have not been exercised.

(2) If the Over-Allotment Option is exercised in full, the effect on the Share Capital and Total Shareholders' Equity and Long Term Debt will be an increase of $◆ and Common Shares will increase by ◆ Common Shares.

(3) After deducting the Agent's Cash Commission of $160,000 and estimated expenses of the Offering of approximately $145,920.

(4) Subsequent to the quarter ended June 30, 2015, the Company closed a non-brokered private placement of 3,500,000 units of the Company at $0.20 per Unit for gross proceeds of $700,000 on August 12, 2015 and issued 3,500,000 common shares of the Company. Each Unit consists of one common share in the capital of the Company and one share purchase warrant. In connection with this private placement, the Company also issued 3,500,000 share purchase warrants and 245,000 broker warrants as part of the finders' fee. Each Warrant entitles the holder to purchase one additional common share in the capital of the Company at a price of $0.20 per Warrant Share for a period of 18 months from the closing of the private placement. The Company is entitled to accelerate the expiry date of the share purchase warrants to the date that is 30 days following the date a news release is issued announcing the accelerated expiry date in the event that the volume weighted average price of the Shares has been equal to or greater than $0.30 for any five consecutive trading days after four months and one day after closing of the private placement.

(5) Subsequent to June 30, 2015, the Company granted 1.7 million options to employees and consultants with an exercise price of $0.15 and cancelled 300,000 options with an exercise price of $0.25.

(6) As of the date of this Prospectus, directors, executive officers and insiders of the Company hold more than 50% of the issued and outstanding Common Shares.

USE OF PROCEEDS

The estimated net proceeds to the Company from the Offering, after deducting the Agent's Cash Commission and estimated expenses of the Offering, will be approximately $1,694,080 ($1,970,080 if the Over-Allotment Option is exercised in full).

The following table sets forth the Company's currently available funds together with the estimated net proceeds of the Offering:

Available Funds	Amount
Cash on hand as at October 31, 2015	$281,664
Net Proceeds from Offering	$1,694,080
Total	**$1,975,744**

The Company intends to use the net proceeds from the Offering together with its existing cash as follows:

Use of Available Funds: Proposed 12 Month Budget	Amount
General and Administrative(1)	$1,056,000
Sales and Marketing	$915,000
Commissions	$275,000
Research and Development	$601,000
Total	**$2,847,000**

(1) In the event the Over-Allotment Option is exercised in full, the additional net proceeds of approximately $276,000 will be added to general and administrative.

Although the Company intends to use the proceeds from the Offering as set forth above, the actual allocation of the net proceeds may vary depending on future developments in the Company's business or unforeseen events. See "Risk Factors".

The Company will have approximately $1,975,744 of available funds to fund its expenses for 12 months following completion of the Offering, which will not be sufficient to fund the Company's expenses for such period and the Company may require significant additional funds in the future. It is anticipated that the Company will rely on operating cash flows generated from the business of 3TL to cover certain expenses for the 12 months following completion of the Offering. In the event that operating cash flows are not sufficient to cover such expenses, or in the event that the Company requires additional funds to meet its objectives and capitalize on new business opportunities, the Company will be required to either complete an additional equity financing or incur indebtedness. There is no assurance that additional funding required by the Company would be available if required. In addition, such financing may be highly dilutive to shareholders of the Company. See "Risk Factors".

Research and Development

Management anticipates that $601,000 of the net proceeds to be used, over a 12 month period, on an applied research and development program to innovate and address market and customer needs. The proposed funds will be used to develop new products and processes to enhance the existing the products offered by the Company. The majority of research and development will be conducted in-house. However, the Company will subcontract some of the research and development work that requires specific knowledge and skills. The Company will also explore market opportunities with new innovations, work on protecting its intellectual property and ways to increase its sales, and conduct product trials.

Business Objectives and Milestones

The principal business milestones expected to be achieved with the funds being raised in the Offering are as follows:

- Expansion of the Company's staff including:

    - Sales Group. The addition of senior sales staff in LA, Chicago and Vancouver to initiate outbound sales efforts and participation in trade shows;

    - Development Group. The expansion of the team in Vancouver to continue to develop the Company's core technology and to develop new differentiating technology. The contract with 3TL's development partner Knoldus will be expanded to help with the increased onboarding and servicing of new clients; and

    - Client Services Group. Expansion of this Group will be required to handle project management and support for the increase in customers 3TL is anticipating; and

- Marketing Initiatives. The launch of an ongoing digital and email marketing program designed to generate inbound sales from targeted brands and the executives responsible for making decisions within these brands.

PLAN OF DISTRIBUTION

Agency Agreement

This short form prospectus qualifies the distribution of the Units issued to purchasers upon completion of the Offering, the Units issued pursuant to the Over-Allotment Option and the Agent's Options to be issued as compensation to the Agent or any sub-agent upon completion of the Offering, inclusive of the Over-Allotment Option.

Pursuant to the Agency Agreement the Company has appointed the Agent to act as its agent to conduct the Offering in the Offering Jurisdictions, on a commercially reasonable efforts basis, of up to ◆ Units at a price of $◆ per Unit for gross proceeds of up to $2,000,000 (not including proceeds from the exercise of the Over-Allotment Option). The Agent has agreed to assist with the Offering on an agency basis, but are not obligated to purchase any of the Units for their own account.

Subscriptions will be received for the Units offered hereby, subject to rejection or acceptance by the Company in whole or in part, and the Agent reserves the right to close the subscription books at any time. Upon rejection of a subscription by the Agent or the Company, or in the event that the Offering does not complete within the term of the Agency Agreement or the time required by the Securities Commissions, the subscription price and the subscription will be returned to the subscriber forthwith without interest or deduction. In accordance with regulatory requirements, subscription funds will be held by a depositary that is a registrant, bank or trust company until the closing of the Offering.

The closing of the Offering is expected to occur on or about November 23, 2015 or such later date as may be agreed upon by the Company and the Agent.

In accordance with applicable laws and policies, the Agent may over-allot or effect transactions that stabilize or maintain the market price of the Units at a level other than that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Agent or any subagent in accordance with the terms of the Agency Agreement.

The Company's directors, officers and other insiders may purchase Units pursuant to the Offering.

The Offering Price was determined by negotiation between the Company and the Agent and bears no relationship to earnings, book value or other valuation criteria.

The Company has applied to list the Common Shares forming part of the Units, the Warrant Shares and the Common Shares issuable upon exercise of the Agent's Options distributed under this short form prospectus on the TSXV. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV.

The Company's Common Shares currently trade on the OTCQB Venture Market under the symbol "TTMZF", and the Company has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, another U.S. marketplace, or a marketplace outside Canada and the United States of America.

The Common Shares and Warrants comprising the Units sold under the Offering will be issued and deposited in electronic form with CDS or its nominee, pursuant to the book-based system administered by CDS. A purchaser of

Units will only receive a customer confirmation from a registered dealer which is a CDS participant and from or through which the Units are purchased. Purchasers who are not issued certificates evidencing the Common Shares and Warrants which are subscribed for by them at closing are entitled, under the BCBCA, to request that a certificate be issued in their name. Such a request will need to be made through the CDS Participant through whom the beneficial interest in the securities is held at the time of the request.

Over-Allotment Option

The Company has granted the Agent an over-allotment option (the "**Over-Allotment Option**") to offer for sale up to ◆ additional Units of the Company at a price of $◆ per Units (the "**Over-Allotment Units**") for gross proceeds of up to $◆, solely to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option is exercisable, in whole or in part, within 30 business days of the Closing. The Over-Allotment Units issued on the exercise of the Over-Allotment Option will be included in calculating the Agent's Cash Commission and the number of Units issuable under the Agent's Options. The issuance of the Over-Allotment Units in connection with the Over-Allotment Option is qualified for distribution under this short form prospectus. A purchaser who acquires Over-Allotment Units forming any part of the Agent's over-allocation position, if applicable, acquires those Over-Allotment Units under this short form prospectus, regardless of whether the Agent's over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Agent's Compensation

The Company has agreed to pay the Agent the Agent's Cash Commission equal to 8% of the gross proceeds of the Offering. The Agent will be reimbursed for reasonable expenses incurred in connection with the Offering. The Company has provided the Agent with an initial retainer in the amount of $35,000.

In addition, the Agent is entitled to receive that number of Agent's Options equal to 8% of the number of Units issued in the Offering. Each Agent's Option will be exercisable to acquire Common Shares at a price of $◆ per Common Share for a period of 24 months after the Closing Date. This short form prospectus qualifies the distribution of the Agent's Options.

The Company has also agreed to pay to the Agent a Work Fee of $31,500, of which $12,625 has been paid and the balance of $18,875 will be payable from the Offering proceeds on Closing. Pursuant to the Agency Agreement, and depending on the amount of time spent, the Work Fee may be increased by up to 30% for the Agent's due diligence review in connection with the Offering.

DEPOSITORY SERVICES

Except in certain limited circumstances: (i) the Common Shares and Warrants comprising the Units will be issued and deposited in electronic form with CDS or its nominee pursuant to the book-based system administered by CDS; (ii) certificates evidencing the Common Shares or Warrants will not be issued to purchasers; and (iii) purchasers will receive only a customer confirmation from the Agent or other registered dealer who is a CDS Participant and from or through whom a beneficial interest in the Units are purchased. Purchasers who are not issued a certificate evidencing the Common Shares forming part of the Units which are subscribed for by them at closing are entitled under the BCBCA to request that a certificate be issued in their name. Such a request will need to be made through the CDS Participant through whom the beneficial interest in the securities are held at the time of the request.

The ability of a beneficial owner of Common Shares or Warrants to pledge such shares or otherwise take action with respect to such owner's interest in such shares (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

Neither 3TL nor the Agent will assume any liability for: (i) any aspect of the records relating to the beneficial ownership of the Common Shares or Warrants held by CDS or the payments relating thereto; (ii) maintaining, supervising or reviewing any records of CDS relating to the Common Shares or Warrants; or (iii) any advice or representation made by or with respect to CDS and those contained in this short form prospectus and relating to the rules governing CDS or any action to be taken by CDS or at the direction of its CDS Participants. The rules governing CDS provide that it acts as the agent and depository for the CDS Participants. As a result, CDS Participants must look solely to CDS and persons, other than CDS Participants, having an interest in the Common Shares or Warrants must look solely to CDS Participants for payments made by or on behalf of 3TL to CDS in respect of the Common Shares or Warrants.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

General

In the opinion of McMillan LLP, counsel to 3TL, the following summary describes, as of the date hereof, the principal Canadian federal income tax considerations under the Tax Act generally applicable to a holder who acquires Common Shares and Warrants pursuant to the Offering, and Warrant Shares upon exercise of the Warrants, and who, for purposes of the Tax Act and at all relevant times, holds such securities as capital property and deals at arm's length with (and is not affiliated with) the Company, the Agent and any subsequent purchaser of such securities. A holder who meets all of the foregoing requirements is referred to as a "**Holder**" herein, and this summary only addresses such Holders. Generally, the Common Shares, Warrant Shares and Warrants will be considered to be capital property to a Holder thereof, provided that the Holder does not use them in the course of carrying on a business and such Holder has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a Holder (i) that is a "financial institution", as defined in the Tax Act for purposes of the mark-to-market rules in the Tax Act, (ii) that is a "specified financial institution", as defined in the Tax Act, (iii) an interest in which is a "tax shelter investment" as defined in the Tax Act, (iv) that makes or has made a functional currency reporting election for purposes of the Tax Act, (v) that has entered into or will enter into a "derivative forward agreement", as that term is defined in the Tax Act, with respect to the Common Shares, Warrants or Warrant Shares, or (vi) who would receive dividends on the Common Shares or Warrant Shares under or as part of a "dividend rental arrangement" (as defined in the Tax Act, including the proposed Amendments, as defined below) of the Holder. This summary does not address the deductibility of interest by a Holder who borrows money to acquire the Units. All such Holders should consult their own tax advisors.

This summary is based on the current provisions of the Tax Act and the regulations to the Tax Act in force as of the date hereof and our understanding of the current published administrative policies and assessing practices of the CRA. This summary takes into account all specific proposals to amend the Tax Act and the Regulations publicly announced by or on behalf of the Minister of Finance (Canada) before the date hereof (the "**Proposed Amendments**") and assumes that all Proposed Amendments will be enacted in the form proposed, although there can be no assurance that the Proposed Amendments will be enacted in their current form or at all. This summary does not otherwise take into account or anticipate any changes in the law, or administrative or assessing practice or policy of the CRA, whether by legislative, regulatory, administrative, or judicial action, nor does it take into account tax legislation or considerations of any province, territory, or foreign jurisdiction, which may differ significantly from those discussed herein.

Additional considerations, not discussed herein, may be applicable to Holder that is a corporation resident in Canada and is, or becomes, controlled by a non-resident corporation for purposes of the "foreign affiliate dumping" rules in section 212.3 of the Tax Act. Such Holder should consult their tax advisors with respect to the consequences of acquiring the Units.

This summary is of a general nature only and is not exhaustive of all possible Canadian federal income tax consequences of purchasing the Units. Accordingly, this summary is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder, and no representations with respect to the income tax consequences to any Holder are made. Consequently, Holders should consult their own tax advisors for advice with respect to the tax consequences to them, having regard to their own particular circumstances.

Allocation of Offering Price

Holders will be required to allocate the aggregate cost of the Unit between the Common Share and the Warrant on a reasonable basis in order to determine their respective costs for purposes of the Tax Act. The Company intends to allocate as consideration for their issue $◆ to each Common Share and $◆ to each Warrant acquired as part of a Unit. The Company believes that such allocation is reasonable but such allocation will not be binding on the CRA or a Holder and counsel express no opinion with respect to such allocation. The adjusted cost base to a Holder of a Common Share acquired as part of a Unit will be determined by averaging the cost of such Common Share with the adjusted cost base of all common shares of the Company held by the Holder as capital property immediately before such acquisition.

Exercise of Warrants

No gain or loss will be realized by a Holder on the exercise of a Warrant to acquire a Warrant Share. When a Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be equal to the aggregate of the Holder's adjusted cost base of such Warrant and the exercise price paid for the Warrant Share. The Holder's adjusted cost base of the Warrant Share so acquired will be determined by averaging the cost of the Warrant Share with the adjusted cost base to the Holder of all common shares of the Company held as capital property by the Holder immediately before the acquisition of the Warrant Share.

Taxation of Resident Holders

The following portion of this summary applies to Holders (as defined above) who, for the purposes of the Tax Act, are or are deemed to be resident in Canada at all relevant times (herein, "**Resident Holders**") and this portion of the summary only addresses such Resident Holders. Certain Resident Holders who might not be considered to hold their Common Shares or Warrant Shares as capital property may, in certain circumstances, be entitled to have them and any other "Canadian security" (as defined in the Tax Act) be treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This election does not apply to Warrants. Resident Holders contemplating such election should consult their own tax advisors for advice as to whether it is available and, if available, whether it is advisable in their particular circumstances.

Expiry of Warrants

The expiry of an unexercised Warrant generally will result in a capital loss to the Resident Holder equal to the adjusted cost base of the Warrant to the Resident Holder immediately before its expiry. See discussion below under the heading "Capital Gains and Capital Losses".

Taxation of Dividends

A Resident Holder will be required to include in computing income for a taxation year any dividends received, or deemed to be received, in the year by the Resident Holder on the Common Shares or Warrant Shares. In the case of a Resident Holder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules normally applicable under the Tax Act to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit provisions where the Company designates the dividend as an "eligible dividend" in accordance with the provisions of the Tax Act. There may be restrictions on the ability of the Company to designate any dividend as an "eligible dividend", and the Company has made no commitments in this regard.

A dividend received or deemed to be received by a Resident Holder that is a corporation must be included in computing its income but will generally be deductible in computing the corporation's taxable income, subject to all of the rules and restrictions under the Tax Act in that regard. A corporation that is a "private corporation" (as defined in the Tax Act) or any other corporation controlled (whether because of a beneficial interest in one or more trusts or otherwise) by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), generally will be liable to pay an additional tax (refundable under certain circumstances) under Part IV of the Tax Act at the rate of 33⅓% on dividends received or deemed to be received on the Common Shares or Warrant Shares in a year to the extent such dividends are deductible in computing taxable income for the year.

Disposition of Common Shares, Warrants and Warrant Shares

A Resident Holder who disposes, or is deemed to dispose, of a Common Share, a Warrant (other than on the exercise thereof) or a Warrant Share generally will realize a capital gain (or capital loss) equal to the amount, if any, by which the proceeds of disposition, net of any reasonable costs of disposition, are greater (or are less) than the adjusted cost base to the Resident Holder of such Common Shares, Warrants or Warrant Shares, as the case may be, immediately before the disposition or deemed disposition. The taxation of capital gains and losses is generally described below under the heading "Capital Gains and Capital Losses".

Capital Gains and Capital Losses

Generally, a Resident Holder is required to include in computing income for a taxation year one-half of the amount of any capital gain (a "taxable capital gain") realized by the Resident Holder in such taxation year.

Subject to and in accordance with the rules contained in the Tax Act, a Resident Holder is required to deduct one-half of the amount of any capital loss (an "allowable capital loss") realized in a particular taxation year against taxable capital gains realized by the Resident Holder in the year. Allowable capital losses not so deductible in a particular taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized by a Resident Holder that is a corporation on the disposition or deemed disposition of a Common Share or Warrant Share may be reduced by the amount of any dividends received or deemed to have been received by such Resident Holder on such shares or on shares substituted for such shares, to the extent and under the circumstances described in the Tax Act. Similar rules apply where a Resident Holder that is a corporation is a member of a partnership or a beneficiary of a trust that owns Common Shares or Warrant Shares, directly or indirectly, through a partnership or trust. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

A Resident Holder that is throughout the relevant taxation year a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional 6⅔% tax (refundable in certain circumstances) on certain investment income, including taxable capital gains.

Alternative Minimum Tax

Capital gains realized and dividends received or deemed to be received by a Resident Holder that is an individual or a trust, other than certain specified trusts, may give rise to alternative minimum tax under the Tax Act. Resident Holders should consult their own tax advisors in this regard.

Taxation of Non-Resident Holders

The following portion of this summary is generally applicable to Holders (as defined above) who, for the purposes of the Tax Act and at all relevant times: (i) are not resident or deemed to be resident in Canada, and (ii) do not use or hold Common Shares, Warrants or Warrant Shares in carrying on a business in Canada. Holders who meet all of the foregoing requirements are referred to herein as "**Non-Resident Holders**", and this portion of the summary only addresses such Non-Resident Holders. Special rules, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer carrying on business in Canada and elsewhere or an "authorized foreign bank" (as defined in the Tax Act). Such Non-Resident Holders should consult their own tax advisors.

Dividends

Dividends paid or credited or deemed to be paid or credited to a Non-Resident Holder by the Company are subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividend unless reduced by the terms of an applicable tax treaty.

Under the *Canada-United States Income Tax Convention* (1980) as amended (the "**Treaty**"), the rate of withholding tax on dividends paid or credited to a Non-Resident Holder who is resident in the U.S. for purposes of the Treaty and entitled to benefits under the Treaty (a "**U.S. Holder**") is generally limited to 15% of the gross amount of the dividend (or 5% in the case of a U.S. Holder that is a company that beneficially owns at least 10% of the Company's voting shares). Non-Resident Holders should consult their own tax advisors in this regard.

Disposition of Common Shares, Warrants and Warrant Shares

A Non-Resident Holder generally will not be subject to tax under the Tax Act in respect of a capital gain realized on the disposition or deemed disposition of a Common Share, a Warrant or a Warrant Share unless such Common Share, Warrant Share or Warrant, as the case may be, constitutes "taxable Canadian property" to the Non-Resident Holder thereof for purposes of the Tax Act and the gain is not exempt from tax pursuant to the terms of an applicable tax treaty.

Provided that the Common Shares and Warrant Shares are listed on a "designated stock exchange" (which currently includes the TSXV) for purposes of the Tax Act at the time of disposition, the Common Shares, Warrants and Warrant Shares generally will not constitute taxable Canadian property of a Non-Resident Holder, unless at any time during the 60 month period immediately preceding the disposition (i) the Non-Resident Holder, persons with whom the Non-Resident Holder did not deal at arm's length, partnerships in which the Non-Resident Holder or such non-arm's length persons hold an interest directly or indirectly, through one or more partnerships, or the Non-Resident Holder together with all such persons or partnerships, owned 25% or more of the issued shares of any class or series of shares of the Company; and (ii) more than 50% of the fair market value of the shares of the Company was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, "Canadian resource properties" (as defined in the Tax Act), "timber resource properties" (as defined in the Tax Act) or options in respect of, or interests in, or for civil law rights in, such property, whether or not such property exists. Notwithstanding the foregoing, Common Shares, Warrants and Warrant Shares may also be deemed to be taxable Canadian property to a Non-Resident Holder in certain other circumstances under the Tax Act. Non-Resident Holders should consult their own tax advisors in this regard.

A Non-Resident Holder's capital gain (or capital loss) in respect of Common Shares, Warrants or Warrant Shares that constitute or are deemed to constitute taxable Canadian property (and are not "treaty-protected property" as defined for purposes of the Tax Act) will generally be computed in the manner described above under the heading "Taxation of Resident Holders – Disposition of Common Shares, Warrants and Warrant Shares".

Non-Resident Holders who may hold Common Shares, Warrants or Warrant Shares as taxable Canadian property should consult their own tax advisors.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Common Shares

The Company is authorized to issue an unlimited number of Common Shares. Each Common Share carries the right to attend and vote at all general meetings of shareholders. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Company's board of directors at its discretion from funds legally available for the payment of dividends and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Warrants

The Warrants will be issued pursuant to the Warrant Indenture dated as of the Closing Date between the Company and the Warrant Agent, a copy of which will be filed on SEDAR. The following is a summary of the material attributes and characteristics of the Warrants. This summary does not purport to be complete and is subject to, and qualified in its entirety by, reference to the terms of the Warrant Indenture.

Each whole Warrant will entitle its holder to acquire, subject to adjustment as summarized below, one Warrant Share at an exercise price of C$◆ on or before 5:00 p.m. (Vancouver time) on the date that is 24 months after the Closing Date, after which time the Warrant will be void and of no value.

The Warrant Indenture will provide that the share ratio and exercise price of the Warrants will be subject to adjustment upon the occurrence of certain events, but not limited to: (a) the Company subdivides or consolidates its outstanding Common Shares, or issues Common Shares or securities exchangeable for, or convertible into Common Shares to all or substantially all of the holders of Common Shares by way of distribution; (b) the Company issues Common Shares or securities convertible or exchangeable for Common Shares to an affiliate at a price per Common Share or with a conversion or exercise price per Common Share less than 90% of the then current market price; (c) the Company issues rights, options or warrants to all or substantially all the holders of its outstanding Common Shares entitling them to subscribe for or purchase Common Shares at a price per Common Share less than 95% of the then current market price (a "**Rights Offering**"); (d) the Company makes a distribution to all or substantially all the holders of its outstanding Common Shares of (i) securities of any class, whether of the Company or any other entity, (ii) rights, options or warrants to subscribe for or purchase Common Shares other than pursuant to a Rights Offering, (iii) evidences of its indebtedness, or (iv) any property or other assets; and (e) a reclassification of the Common Shares or a capital reorganization of the Company other than as described above, or a consolidation, amalgamation, arrangement or merger of the Company with or into any other body corporate, trust, partnership or other entity, or a sale or conveyance of the property or assets of the Company as an entirety or substantially as an entirety to any other body corporate, trust, partnership or other entity.

The Company will also covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to holders of Warrants of certain stated events, including events that would result in an adjustment to the exercise price of the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants, at least 14 days prior to the record date or effective date, as the case may be, of such events.

No fractional Warrant Shares will be issuable upon the exercise of any Warrants. Holders of Warrants will not have any voting or pre-emptive rights or any other rights which a holder of Common Shares would have.

From time to time, the Company and the Warrant Agent, without the consent of the holders of Warrants, may amend or supplement the Warrant Indenture for certain purposes, including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder of Warrants. Any amendment or supplement to the Warrant Indenture that adversely affects the interests of the holders of the Warrants may only be made by "extraordinary resolution", which will be defined in the Warrant Indenture as a resolution approved by the votes cast in person or by proxy by holders of Warrants holding in the aggregate at least 66⅔% of the aggregate number of all Warrants hold by holders of Warrants voting on such resolution. And all actions which may be taken and all powers that may be exercised by holders of Warrants at a meeting may also be taken and exercised by holders of Warrants holding at least 66⅔% of the aggregate number of all Warrants then outstanding by an instrument in writing signed in one or more counterparts.

PRIOR SALES

For the 12-month period before the date of this short form prospectus, the Company issued the following Common Shares and securities convertible into Common Shares:

Date of Issuance	Number of Securities Issued	Exercise Price
October 17, 2014	182,704 Common Shares	$0.10
October 24, 2014	12,360 Common Shares	$0.10
October 30, 2014	57,832,600 Common Shares	$0.25 (deemed)
November 6, 2014	5,755,000 Stock Options	$0.25
November 11, 2014	375,000 Stock Options	$0.25
December 4, 2014	167,296 Common Shares	$0.10
December 17, 2014	250,000 Stock Options	$0.375
January 21, 2015	10,000 Common Shares	$0.10
February 3, 2015	13,000 Common Shares	$0.10
February 27, 2015	22,000 Common Shares	$0.10
March 13, 2015	32,000 Common Shares	$0.10
April 15, 2015	160,000 Stock Options	$0.25
July 15, 2015	50,000 Stock Options	$0.20
August 12, 2015	3,500,000 Common Shares	$0.20
August 12, 2015	3,745,000 Share Purchase Warrants	$0.20
November 3, 2015	1,700,000 Stock Options	$0.15

TRADING PRICE AND VOLUME

The Common Shares are listed on the TSXV under the trading symbol “TTM”. The following tables set forth information relating to the trading of the Common Shares on the TSXV for the months indicated.

	TSX-V Price Range ($)		
Month(1)	High	Low	Total Volume
November 2014	0.425	0.255	2,649,090
December 2014	0.420	0.340	220,800
January 2015	0.390	0.290	282,800
February 2015	0.400	0.270	486,709
March 2015	0.270	0.180	1,515,260
April 2015	0.200	0.150	2,634,143
May 2015	0.210	0.170	3,808,544
June 2015	0.210	0.185	1,107,800
July 2015	0.200	0.170	354,151
August 2015	0.190	0.135	556,235
September 2015	0.145	0.085	1,840,900

	TSX-V Price Range ($)		
Month[(1)]	**High**	**Low**	**Total Volume**
October 2015	0.135	0.090	572,540
November 2 - 4, 2015	0.150	0.135	179,500

Notes:
(1) Trading in the Company's Shares was halted on May 21, 2013. The Shares were reinstated for trading effective November 10, 2014 in connection with the completion of the Qualifying Transaction.

RISK FACTORS

There are a number of risks that may have a material and adverse impact on the future operating and financial performance of 3TL that could cause its operating and financial performance to differ materially from the estimates described in forward-looking statements relating to the Company. These include widespread risks associated with any form of business and specific risks associated with 3TL's business.

Limited operating history

The Company is a relatively new company with limited operating history and subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. As at December 31, 2014, the Company had accumulated deficit of $7,311,561, and at June 30, 2015, the Company had accumulated deficit of $8,891,749. The Company's main commercial product, Platform^3, was only introduced in early 2014 and the near-term focus of the Company has been developing its customer base and building sales and marketing teams. The Company's future operations are dependent upon many factors, including its ability to generate sufficient profit and cash flows from operations and obtain additional funding.

Competition for Consumer Internet Advertising Spending

Competition for consumer Internet advertising spending by brands is intense. If the Company is unable to compete effectively, its business, customers and operating results could be harmed.

3TL competes against many companies to attract and engage customers, including companies which have greater financial resources and substantially larger customer bases. As a result, its competitors may acquire and engage potential customers at the expense of the growth or engagement of the Company's user base, which would negatively affect its business. The Company believes that its ability to compete effectively for customers depends upon many factors both within and beyond its control, including:

- the popularity, usefulness, ease of use, performance and reliability of its products and services compared to those of its competitors;
- the timing and market acceptance of its products and services;
- the Company's marketing and selling efforts, and those of its competitors;
- the pricing for its advertising products relative to the advertising products and services of its competitors;
- the return that the Company's advertisers and users receive from its products and services, and those of its competitors;
- the Company's reputation and the brand strength relative to its competitors;
- the adoption of the Company's products and services internationally;
- the Company's ability, and the ability of its competitors, to develop new products and services and enhancements to existing products and services;
- the Company's ability to establish and maintain relationships with platform partners that integrate with Platform^3;
- the Company's ability to attract, retain and motivate talented employees, particularly engineers, designers and product managers; and

- acquisitions or consolidation within the Company's industry, which may result in more formidable competitors.

Operating Losses and Inability to Achieve or Maintain Profitability

Since 3TL's inception, it has not been profitable. The Company believes that its future revenue growth will depend on, among other factors, its ability to attract new customers, increase its brand awareness, compete effectively, maximize its sales efforts, demonstrate a positive return on investment for customers, successfully improve its product, and expand internationally. Accordingly, one should not rely on the financials of any prior period as an indication of the Company's future performance. The Company also expects its costs to increase in future periods as it continues to expend substantial financial resources on:

- technology infrastructure;
- research and development for its products and services;
- sales and marketing;
- North American expansion efforts;
- attracting and retaining talented employees;
- strategic opportunities, including commercial relationships and acquisitions;
- general administration, including personnel costs and legal and accounting expenses; and
- the Company's reputation and the strength of its brand relative to its competitors.

These investments may not result in increased revenue or growth in the Company's business.

New and Unproven Market – Corporate Adoption

3TL has developed a global platform, Platform^3, that provides brands with single digital marketing, data mining and rewards platform to engage customers on the web or mobile phone. The market for its products and services is relatively new and may not develop as expected, if at all, which makes it difficult to evaluate its future prospects and may increase the risk that it will not be successful. Convincing potential new users of the value of the Company's products and services is critical to increasing its user base and to the success of its business. One should consider the Company's business and prospects in light of the risks and challenges it encounters or may encounter in this developing and rapidly evolving market. These risks and challenges include its ability to, among other things:

- increase its number of customers;
- successfully expand its business in North America;
- develop a reliable, scalable, secure, high-performance technology infrastructure that can efficiently handle increased usage globally;
- convince the marketing or advertising departments of companies and brands of the benefits of the Company's product compared to alternative forms of advertising and marketing;
- complete the sales cycle –from initial contact to signed contract – in a viable time-frame;
- develop and deploy new and improved features for Platform^3;
- successfully compete with other companies, some of which have substantially greater resources and market power than the Company;
- attract, retain and motivate talented employees, particularly engineers, designers and product managers; and
- process, store, protect and use personal data in compliance with governmental regulations, contractual obligations and other obligations related to privacy and security.

If the Company fails to educate potential customers about the value of its products and services, if the market for its platform does not develop as the Company expects, or if it fails to address the needs of this market, its business will be harmed. The Company may not be able to successfully address these risks and challenges or others. Failure to adequately address these risks and challenges could harm its business and cause its operating results to suffer.

New and Unproven Market – Consumer Adoption

Brands will use Platform^3 to engage consumers, however, there is always a risk that consumers reject the offering to interact with the brand and share content and offers via social media. While this is a common practice of consumers (to interact and share about brands via devices and social networks), and Platform^3 aggregates interactive brand content and offers and the ability to share via multiple social channels into one single platform and dashboard, there is a risk that consumers' social media behaviour will reduce or change their activities or will use alternative social media outlets not supported by Platform^3.

Intellectual Property and Proprietary Rights

3TL relies on, and expects to continue to rely on, trade secrets, copyright laws, physical possession of source codes, confidentiality agreements with all employees, and segmentation of development among different employees, and the use of a third party host of technology infrastructure, code and database to protect its intellectual property. However, there can be no guarantee that the Company will obtain or maintain effective intellectual property protection, or effective intellectual property protection may not be available in every country in which its products and services are or may become available. Also, the efforts the Company has taken to protect its intellectual property rights may not be sufficient or effective, and any of its intellectual property rights may be challenged, which could result in them being narrowed in scope or declared invalid or unenforceable. There can be no assurance that the Company's intellectual property rights will be sufficient to protect against others offering products or services that are substantially similar to the Company's and compete with its business.

The Company relies on non-patented proprietary information and technology, such as trade secrets, confidential information, know-how and technical information. All 3TL staff sign employee agreements which contain protection of corporate interests, non-compete and confidentiality clauses. Additionally, 3TL has in place an employee off-boarding process to prevent access to further accounts after their employment ends. 3TL currently outsources certain development work to contractors in New Delhi and it is anticipated that the Company will continue to do so. The Company intends to protect its intellectual property in this outsourced development by restricting the development to non-core intellectual property and by entering into confidentiality agreements with developers.

While these agreements and similar agreements with third parties place restrictions on the use and disclosure of this intellectual property, these agreements may be breached, or this intellectual property may otherwise be disclosed or become known to the Company's competitors, which could cause it to lose any competitive advantage resulting from this intellectual property.

The Company may be unable to obtain patent or trademark protection for its technologies and brands. Any patents or trademarks that may be issued in the future, may not provide it with competitive advantages or distinguish its products and services from those of its competitors. In addition, any patents and trademarks may be contested, circumvented or found unenforceable or invalid, and the Company may not be able to prevent third parties from infringing, diluting or otherwise violating them. As of the date of this short form prospectus, the Company had no issued patents or filed patent applications.

Claims Against Intellectual Property Rights

Companies in the Internet, technology and media industries own large numbers of patents, copyrights, trademarks and trade secrets, and frequently enter into litigation based on allegations of infringement, misappropriation or other violations of intellectual property or other rights. Many companies in these industries, including many of 3TL's competitors, have substantially larger intellectual property portfolios and resources than the Company, may seek to apply for and obtain patents that will prevent, limit or interfere with the Company's ability to sell the Company's products and services. The Company's current intellectual property may be exposed to patent infringement or other intellectual property claims.

In addition, various "non-practicing entities" that own patents and other intellectual property rights often attempt to aggressively assert claims in order to extract value from technology companies. Further, from time to time the

Company may introduce new products and services, including in areas where it currently does not have an offering, which could increase its exposure to patent and other intellectual property claims from competitors and non-practicing entities.

Privacy Violations

Concerns about, governmental or regulatory actions involving 3TL's practices with regard to the collection, use, disclosure or security of personal information or other privacy-related matters, even if unfounded, could damage 3TL's reputation, cause it to lose existing or potential customers and adversely affect its operating results. While 3TL strives to collect and mine consumer data under the parameters of the privacy policies of the social media channels in which its platform operates, as well as 3TL's own privacy policy and other obligations it may have with respect to privacy and data protection, the failure or perceived failure to comply may result in inquiries and other proceedings or actions against it by governments, regulators or others, as well as negative publicity and damage to its reputation and brand, each of which could cause it to lose customers, which could have an adverse effect on its business.

New Laws and Government Restrictions

Consumer and advertiser activity on the Internet has been and may be in the future subject to new laws and regulations. Governments may seek to regulate or restrict Internet activity in a way that may affect the Company's business, including particularly by censoring content, restricting advertising, restricting electronic communications, enacting new or more comprehensive privacy laws, controlling pricing, altering intellectual property rights, or mandating information security protocols. Adoption of any such laws or restrictions might impact the ability of the Company to improve its platform or the ability of users of the platform to engage with their consumers or collect or handle consumer data. In addition, governments in other countries may seek to restrict access to the Company's products or services if they consider the Company to be in violation of their laws. In the event that access to the Company's products and services is restricted, in whole or in part, in one or more countries or its competitors are able to successfully penetrate geographic markets that the Company cannot access, its ability to retain or increase its customer base may be adversely affected, and its operating results may be harmed.

Reliance on Third Party Technology

Platform^3 leverages, connects to and relies upon multiple third party platforms. There is a risk that one or more of these platforms could change its business strategy or policies thus, impeding Platform^3's ability to connect with consumers using these platforms.

Potential Fluctuation in Operating Results

The Company's revenues and operating results may fluctuate from quarter to quarter and from year to year due to a combination of factors, including, but not limited to: access to funds for working capital, the number of securities sold pursuant to the Offering and market acceptance of its services.

Revenues and operating results may also fluctuate based upon the number and extent of potential financing activities in the future. Thus, there can be no assurance that the Company will be able to reach profitability on a quarterly or annual basis. In addition, 3TL has had a focus on long-term goals over short-term results.

Each of the risk factors described in this "Risk Factors" section may affect the Company's operating results.

Reliance on Management and Dependence on Skilled Personnel

The success of the Company will be largely dependent upon the performance of its directors and officers and the ability to attract and retain key personnel, including engineers, designers, and sales personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. 3TL's performance to date has been and will continue to be largely dependent on the talents, efforts and performance of its senior management and key technical personnel, particularly Robert Craig and Carlos Yong, who generally have significant experience with 3TL and substantial relationships and reputations within the marketing and social media industries. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects. Competition for highly skilled personnel is intense, particularly in the technology sector. If the Company has difficulty identifying, attracting, hiring, training and retaining qualified personnel, or must incur significant costs in order to do so, its business and financial results could be negatively impacted.

Cloud Storage Security Breaches

The business of the Company faces security risks. The Company's products and services involve storage using cloud-based hosting service. Although data is stored in specialized firewall security groups and are externally encrypted using TLS 1.2 protocols, storage hardware and networking infrastructure is provided by a third party, and security breaches expose it to a risk of loss of this information, litigation and potential liability. If an actual or perceived breach of security occurs, the market perception of the effectiveness of the Company's security measures could be harmed, the Company could lose users and it may incur significant legal and financial exposure, including legal claims and regulatory fines and penalties. Computer viruses, break-ins, or other security problems could lead to misappropriation of proprietary information and interruptions, delays, or cessation in service to clients. Any failure to adequately address these risks could have an adverse effect on the business and reputation of the Company.

Interruption or Delays in Cloud Hosting Services

The Company's products and services involve storage using a third-party cloud-based hosting service. Any damage to, or failure of, the hosting service's systems generally could result in interruptions in the use of 3TL's products or services. Such interruptions may reduce our revenue, cause customers to terminate their subscriptions and adversely affect our ability to attract new customers. 3TL's business will also be harmed if its customers and potential customers believe its products or services are unreliable.

The Company may be sued by third parties for alleged infringement of their proprietary rights

There is considerable patent and other intellectual property development activity in the Company's industry. The Company's success depends on it not infringing upon the intellectual property rights of others. The Company's competitors, as well as a number of other entities, including non-practicing entities, and individuals, may own or claim to own intellectual property relating to the Company's industry.

From time to time, certain third parties may claim that the Company is infringing upon their intellectual property rights, and the Company may be found to be infringing upon such rights. In addition, the Company cannot make any assurances that actions by third parties alleging infringement by the Company of third-party patents will not be asserted or prosecuted against it. The Company may be unaware of the intellectual property rights that others may claim cover some or all of the Company's technology or services. Any claims or litigation could cause the Company to incur significant expenses and, if successfully asserted against the Company, could require that the Company pay substantial damages or ongoing royalty payments, prevent the Company from offering its services, or require that the Company comply with other unfavorable terms. The Company may also be obligated to indemnify its customers or business partners or pay substantial settlement costs, including royalty payments, in connection with any such claim or litigation and to obtain licenses, modify services, or refund fees, which could be costly. Even if the Company were to prevail in such a dispute, any litigation regarding its intellectual property could be costly and time consuming and divert the attention of the Company's management and key personnel from its business operations.

The Company focuses on product innovation and user engagement rather than short-term operating results

The Company focuses heavily on developing and launching new and innovative products and features, as well as on improving the user experience for its services. The Company also focuses on growing the number of users and paying organizations through direct field sales, direct inside sales, indirect channel sales and through word-of-mouth by individual users, some of whom use the Company's services at no cost. The Company prioritizes innovation and the experience for users on its platform, as well as the growth of its user base, over short-term operating results. The Company may make product and service decisions that could reduce its short-term operating results if the Company believes that the decisions are consistent with its goals to improve the user experience and to develop innovative features that the Company believes its users desire. These decisions may not be consistent with the short-term expectations of investors and may not produce the long-term benefits that the Company expects.

If the Company's services fail to perform properly or if the Company is unable to scale its services to meet the needs of its customers, its reputation could be adversely affected, its market share could decline and the Company could be subject to liability claims

The Company's services are inherently complex and may contain material defects or errors. Any defects either in functionality or that cause interruptions in the availability of the Company's services, as well as user error, could result in:

- loss or delayed market acceptance and sales;
- breach of warranty claims;
- sales credits or refunds for prepaid amounts related to unused subscription services;
- loss of customers;
- diversion of development and customer service resources; and
- harm to the Company's reputation.

The costs incurred in correcting any material defects or errors might be substantial and could adversely affect the Company's operating results.

Because of the large amount of data that the Company collects and manages, it is possible that hardware failures, errors in the Company's systems or user errors could result in data loss or corruption that the Company's customers regard as significant. Furthermore, the availability or performance of the Company's services could be adversely affected by a number of factors, including customers' inability to access the internet, the failure of the Company's network or software systems, security breaches or variability in customer traffic for the Company's services. The Company may be required to issue credits or refunds for prepaid amounts related to unused services or otherwise be liable to its customers for damages they may incur resulting from some of these events. In addition to potential liability, if the Company experiences interruptions in the availability of its services, its reputation could be adversely affected, which could result in the loss of customers. For example, the Company's customers access its services through their internet service providers. If a service provider fails to provide sufficient capacity to support the Company's services or otherwise experiences service outages, such failure could interrupt the Company's customers' access to the Company's services, adversely affect their perception of the reliability of the Company's services and consequently reduce the Company's revenue.

The Company's insurance may be inadequate or may not be available in the future on acceptable terms, or at all. In addition, the Company's policy may not cover all claims made against it, and defending a lawsuit, regardless of its merit, could be costly and divert management's attention.

Furthermore, the Company will need to ensure that its services can scale to meet the needs of its customers, particularly if the Company focuses on larger enterprise customers. If the Company is not able to provide its services at the scale required by its customers, potential customers may not adopt the Company's solution and existing customers may not renew their agreements with the Company.

If the prices the Company charges for its services are unacceptable to its customers, its operating results will be harmed.

As the market for the Company's services matures, or as new or existing competitors introduce new products or services that compete with the Company's, the Company may experience pricing pressure and be unable to renew its agreements with existing customers or attract new customers at prices that are consistent with its pricing model and operating budget. If this were to occur, it is possible that the Company would have to change its pricing model or reduce its prices, which could harm its revenue, gross margin and operating results.

Sales to customers with international operations expose the Company to risks inherent in international sales.

A key element of the Company's growth strategy is to expand its international operations and develop a worldwide customer base. Operating in international markets requires significant resources and management attention and will subject the Company to regulatory, economic, geographic and political risks that are different from those in Canada or the United States. Because of the Company's limited experience with international operations and significant differences between international and domestic markets, the Company's international expansion efforts may not be successful in creating demand for the Company's services in foreign jurisdictions or in effectively selling subscriptions to the Company's services international markets. In addition, the Company will face specific risks in doing business internationally that could adversely affect its business, including:

- the need to localize and adapt the Company's services for specific countries, including translation into foreign languages and associated expenses;
- data privacy laws that, among other things, could require that customer data be stored and processed in a designated territory;
- difficulties in staffing and managing foreign operations;
- different pricing environments, longer sales cycles and longer accounts receivable payment cycles and collections issues;
- new and different sources of competition;
- potentially weaker protection for intellectual property and other legal rights and practical difficulties in enforcing intellectual property and other rights;
- laws and business practices favoring local competitors;
- compliance challenges related to the complexity of multiple, conflicting and changing governmental laws and regulations, including employment, tax, privacy and data protection laws and regulations;
- increased financial accounting and reporting burdens and complexities;
- restrictions on the transfer of funds;
- adverse tax consequences; and
- unstable regional, economic and political conditions.

Fluctuations in the value of domestic and foreign currencies may impact the Company's operating results. The Company currently manages its exchange rate risk by matching foreign currency cash balances with payables but does not have any other hedging programs in place to limit the risk of exchange rate fluctuations.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to an issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Access to or Restriction of the Internet

3TL depends on the ability of its customers and their consumers to access the Internet. Currently, this access is provided by companies that have significant market power in the broadband and Internet access marketplace, including incumbent telephone companies, cable companies, mobile communications companies, government owned service providers, device manufacturers and operating system providers, any of whom could take actions that degrade, disrupt or increase the cost of user access to its products or services, which would, in turn, negatively impact the Company's business. In Canada, the competition in the markets for Internet service and mobile phone services is limited. The adoption of any laws or regulations that adversely affect the growth, popularity or use of the Internet, including laws or practices limiting Internet neutrality, could decrease the demand for, or the usage of, the Company's products and services, increase its cost of doing business and adversely affect its operating results. The Company and its customers also rely on other companies to maintain reliable network systems that provide adequate speed, data capacity and security to the Company and its customers. As the Internet continues to experience growth in the number of users, frequency of use and amount of data transmitted, the Internet infrastructure that the Company and its customers rely on may be unable to support the demands placed upon it. The failure of the Internet infrastructure that the Company and its customers rely on, even for a short period of time, could undermine its operations and harm its operating results.

Foreign Financial, Political or Economic Conditions

The Company may be subject to additional risks associated with doing business in foreign countries.

3TL currently operates from Vancouver, Canada within the United States and Canada, and also outsources programming work to contractors in New Delhi. The Company may face significant additional risks associated with doing business in a developing country. In addition to the language barriers, different presentations of financial information, different business practices, different employment and labour practices, and other cultural differences and barriers, ongoing business risks may result from the international political situation, uncertain legal systems and applications of law, prejudice against foreigners, corrupt practices, uncertain economic policies and potential political and economic instability. In doing business in foreign countries the Company may also be subject to such risks including, but not limited to, currency fluctuations, regulatory problems, punitive tariffs, unstable local tax policies, trade embargoes, expropriation, corporate and personal liability for violations of local laws, possible difficulties in collecting accounts receivable, increased costs of doing business in countries with limited infrastructure, and cultural and language differences.

Foreign economies may differ favorably or unfavorably from the United States economy or Canadian economy in growth of gross national product, rate of inflation, market development, rate of savings, and capital investment, resource self-sufficiency and balance of payments positions, and in other respects. Legal systems in many foreign countries are new, unclear, and continually evolving. There can be no certainty as to the application of laws and regulations in particular instances. Many foreign countries do not have a comprehensive system of laws, and the existing regional and local laws are often in conflict and subject to inconsistent interpretation, implementation and enforcement. New laws and changes to existing laws may occur quickly and sometimes unpredictably. These factors may limit our ability to enforce agreements with our current and future clients and vendors. Furthermore, it may expose us to lawsuits by our clients and vendors in which we may not be adequately able to protect ourselves.

When doing business in foreign countries, the Company may be unable to fully comply with local and regional laws which may expose it to financial risk.

When doing business in foreign countries, the Company may be required to comply with informal laws and trade practices imposed by local and regional government administrators. Local taxes and other charges may be levied depending on the local needs to tax revenues, and may not be predictable or evenly applied. These local and regional taxes/charges and governmentally imposed business practices may affect the cost of doing business and may require the Company to constantly modify its business methods to both comply with these local rules and to lessen the financial impact and operational interference of such policies. In addition, it is often extremely burdensome for businesses operating in foreign countries to comply with some of the local and regional laws and regulations. Any failure on the part of the Company to maintain compliance with the local laws may result in fines and fees which may substantially impact its cash flow, cause a substantial decrease in revenues, and may affect its ability to continue operation.

Foreign Currency Exchange

Currency exchange rate fluctuations may adversely affect the Company's financial position and results. 3TL currently does not have in place a formal policy for managing or controlling foreign currency risks.

Risks Related to the Offering

Fluctuation of the Common Share price

The market price of the Common Shares may be volatile. This volatility may affect the ability of holders of Common Shares to sell these at an advantageous price. In addition, it may result in greater volatility in the market price of the Common Shares than would be expected for non-convertible securities. The Common Shares could be subject to wide fluctuations due to a number of factors, including, without limitation:

- actual or anticipated fluctuations in the Company's results of operations;
- changes in estimates of the Company's future results of operations by it or securities analysts;
- changes affecting the gaming industry;
- dilution caused by the exercise of outstanding warrants and options; or
- other events or factors.

In addition, the financial markets have experienced significant price and value fluctuations that have particularly affected the market prices of equity securities of many companies and that sometimes have been unrelated to the operating performance of these companies. Broad market fluctuations, as well as economic conditions generally and in the gaming industry specifically, may adversely affect the market price of the Common Shares.

Market Price of Common Shares and Volatility

There can be no assurance that an active market for the 3TL Common Shares will be sustained. Securities of small-cap and mid-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the 3TL Common Shares is also likely to be significantly affected by the Company's financial condition or results of operations as reflected in its interim financial statements. Other factors unrelated to the performance of the Company that may have an effect on the price of the 3TL Common Shares include the following: the extent of analytical coverage available to investors concerning the business of the Company may be limited if investment banks with research capabilities do not follow the Company's securities; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of the 3TL Common Shares; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the 3TL Common Shares that persists for a significant period of time could cause the Company's securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. If an active market for the 3TL Common Shares does not continue, the liquidity of an investor's investment may be limited and the price of the 3TL Common Shares may decline. If such a market does not develop, investors may lose their entire investment in the 3TL Common Shares.

As a result of any of these factors, the market price of the 3TL Common Shares at any given point in time may not accurately reflect the long-term value of the Company. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Absence of dividend in the foreseeable future

The Company has never declared or paid any dividend. The Company currently intends to retain any future earnings to fund the development and growth of its business and does not anticipate paying any dividend in the foreseeable future. Any future determination to pay dividend will be at the discretion of the board of directors and will depend upon many factors, including the Company's results of operations, capital requirements and other factors as the board of directors may deem relevant.

Impact of future sales by existing shareholders

If the Company's shareholders sell substantial amounts of the Company's securities in the public market, the market price of the Company's securities could fall. The perception among investors that these sales will occur could also produce this effect. All of the Common Shares the Company will issue pursuant to the Offering and all currently outstanding Common Shares will, subject to applicable Securities Laws, generally be immediately available for resale in the public markets. Additional Common Shares issuable upon the exercise of stock options may also become available for sale in the public market.

Warrants

Since the Company does not intend to apply for listing of the Warrants on any securities exchange, there will be no public market for the Warrants. There can be no assurance that a secondary market for the Warrants will develop or be sustained after the Closing Date. Even if a market develops for the Warrants, there can be no assurance that it will be liquid and that the price of the Warrants will be the same as the price allocated for the Warrants comprising the Units.

Use of Proceeds

The Company currently intends to allocate the net proceeds received from the Offering as described under the heading "Use of Proceeds" in this short form prospectus. However, management will have discretion in the actual application of the net proceeds, and may elect to allocate proceeds differently from that described under the heading "Use of Proceeds" if it is believed it would be in the best interests of the Company to do so as circumstances change. The failure by management to apply these funds effectively could have a material adverse effect on the business of the Company.

Forward-Looking Statements may Prove Inaccurate

Investors are cautioned not to place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties are found in this short form prospectus under the heading "Forward-Looking Statements".

Future Sales of Common Shares by the Company

The Company may issue additional Common Shares in the future which may dilute a shareholder's holdings in the Company or negatively affect the market price of the Common Shares. The Company's articles permit the issuance of an unlimited number of Common Shares and an unlimited number of preferred shares, issuable in series, and shareholders will have no pre-emptive rights in connection with such further issuances. The directors of the Company have the discretion to determine the provisions attaching to any series of the preferred shares, and the price and the terms of issue of further issuances of Common Shares. Also, additional Common Shares will be issued by the Company on the exercise of the Warrants, Agent Options and stock options under the Company's stock option plan, or pursuant to other share compensation arrangements.

INTEREST OF EXPERTS

Name of Experts

The following are the persons or companies who were named as having prepared or certified a statement, report or valuation in this short form prospectus either directly or in a document incorporated by reference and whose profession or business gives authority to the statement, report or valuation made by the person or company:

- Dale Matheson Carr-Hilton Labonte LLP is the auditor of 3TL and is independent with respect to 3TL within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

- The matters referred to under "Eligibility of Investment" and "Certain Canadian Federal Income Tax Considerations" have been passed on by McMillan LLP, on behalf of 3TL.

Interests of Experts

No person or company named above holds any beneficial interest, direct or indirect, in any of our securities or property or in the securities or properties of any of our associates, or affiliates and no such person is expected to be elected, appointed or employed as one of our directors, officers or employees or as a director, officer or employee of any of our associates or affiliates and no such person is one of our promoters or the promoter of one of our associates or affiliates.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, Vancouver, British Columbia, who have advised that they are independent with respect to 3TL within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

The transfer agent and registrar for the Common Shares is Equity Financial Trust Company at its principal offices in Vancouver, British Columbia and Toronto, Ontario.

PROMOTERS

Robert Craig and Carlos Yong can be considered to be promoters of 3TL. Mr. Craig owns or controls, directly or indirectly, 13,060,000 Common Shares and Carlos Yong owns or controls, directly or indirectly 12,050,000 Common Shares, representing in the aggregate approximately 33.6% of the issued and outstanding Common Shares.

Mr. Craig was granted 2,000,000 options to purchase Common Shares. Such options are fully vested upon grant with an exercise price of $0.25 per share. Furthermore, Mr. Craig and Mr. Yong have employment agreements with the Company pursuant to which Mr. Craig, as Chief Executive Officer, receives a salary of $17,000 per month and Mr. Yong, as Chief Technology Officer, receives a salary of $8,500 per month.

LEGAL MATTERS

Certain legal matters in connection with this Offering will be passed upon by McMillan LLP on behalf of the Company. As at the date hereof, the partners and associates of McMillan LLP, as a group, each beneficially own, directly or indirectly, less than one percent of the outstanding Common Shares.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in the provinces of British Columbia, Alberta and Ontario provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment thereto. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some provinces, revisions of the price or damages if the short form prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CERTIFICATE OF THE COMPANY

Dated: November 5, 2015

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the provinces of British Columbia, Alberta and Ontario.

(Signed) Robert Craig Chief Executive Officer	*(Signed) Sam Wang* Chief Financial Officer

On Behalf of the Board of Directors

(Signed) Kim Oishi Director	*(Signed) David Raffa* Director

CERTIFICATE OF THE PROMOTERS

Dated: November 5, 2015

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the provinces of British Columbia, Alberta and Ontario.

(Signed) Robert Craig

(Signed) Carlos Yong

CERTIFICATE OF THE AGENT

Dated: November 5, 2015

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the provinces of British Columbia, Alberta and Ontario.

GLOBAL SECURITIES CORPORATION

(Signed) Adam Garvin
Vice President, Corporate Finance