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

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

Certain directors, officers and promoters of Glorious Creation Limited reside outside of Canada. Although such directors, officers and promoters have appointed K MacInnes Law Group as their agent for service of process in British Columbia, Alberta and Ontario, it may not be possible for investors to enforce judgments obtained in Canada against such directors, officers and promoters. See "Enforcement of Judgments Against Foreign Persons or Companies".

*The securities offered hereby 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, sold or delivered, directly or indirectly, in the United Sates or to or for the account or benefit of a U.S. Person (as defined in regulations promulgated under the U.S. Securities Act) or person in the United States, except in transactions exempt from the registration requirements of the U.S. Securities Act. This 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.*

PRELIMINARY PROSPECTUS

Initial Public Offering **April 4, 2017**

GLORIOUS CREATION LIMITED

Minimum Offering: $1,410,000 or 4,700,000 Shares (the "**Minimum Offering**")
Maximum Offering: $2,400,000 or 8,000,000 Shares (the "**Maximum Offering**")

Glorious Creation Limited (the "**Corporation**" or "**GCL**") hereby offers for sale to the public in the provinces of British Columbia, Alberta and Ontario, a minimum of 4,700,000 Shares and a maximum of 8,000,000 common shares (the "**Shares**") at a price of $0.30 per Share for minimum gross proceeds of $1,410,000 and maximum gross proceeds of $2,400,000 (the "**Offering**").

Price: $0.30 per Share

	Price to Public(1)	Agent's Commission(2)(3)	Net Proceeds to the Corporation(3)(4)
Per Share:	$0.30	$0.024	$0.276
Minimum Offering:	$1,410,000	$112,800	$1,297,200
Maximum Offering:	$2,400,000	$192,000	$2,208,000

Notes:

(1) The offering price of $0.30 per Share was determined based upon arm's length negotiations between the Corporation and Mackie Research Capital Corporation (the "**Agent**"). See "*Plan of Distribution – The Offering*".

(2) Pursuant to an agency agreement (the "**Agency Agreement**") expected to be entered into between the Corporation and the Agent on or prior to the filing of a final prospectus by the Corporation, and subject to certain closing conditions, the Corporation will agree to pay the agent a cash commission equal to 8% of the gross proceeds of the Offering, subject to the provision that the Agent's commission will be paid at a reduced rate of 4% with respect to investment from subscribers listed on the President's List (defined below) to be provided to the Agent by the Corporation, and share purchase warrants (the "**Agent's Warrants**") entitling the Agent to purchase such number of Shares that is equal to 8% (or 4% with respect to the President's List) of the number of Shares sold under the Offering. Each Agent's Warrant will be exercisable into one Share (the "**Agent's Warrant Shares**") for a period of 24 months from the date of issuance of the Agent's Warrants at a price of $0.30 per Agent's Warrant Share. The Corporation will also pay to the Agent a nonrefundable work fee of $35,000 + GST concurrent with closing of the Offering. The Corporation will also pay the Agent's legal fees and other reasonable expenses in connection with the Offering (of which a legal retainer of $17,500 has been paid). The Agent's Warrants are qualified under this Prospectus. See "*Use of Proceeds*" and "*Plan of Distribution – The Offering*".

(3) These numbers assume that there are no purchasers identified on the President's List and, consequently, that the full commission of 8% of the gross proceeds of the Offering is paid to the Agent.

(4) Before deducting the balance of the costs of this issue which are estimated to be $90,000 (which includes legal and audit fees and other expenses of the Corporation, the Agent's non-refundable work fee, legal fees and other expenses and the balance of the listing fee payable to the CSE). See "*Use of Proceeds*". ``

The Agent, as agent of the Corporation for the purposes of the Offering, conditionally offers the Shares for sale on a commercially reasonable efforts basis and subject to prior sale, if, as and when issued by GCL and accepted by the Agent, in accordance with the conditions contained in the Agency Agreement and subject to the approval of certain legal matters on the Corporation's behalf by K MacInnes Law Group, and on the Agent's behalf by Miller Thomson LLP. See *"Plan of Distribution"* for further details concerning the Agency Agreement.

The Offering is subject to the receipt by the Agent of subscriptions for the Minimum Offering in the amount of $1,410,000. Subscriptions for Shares 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. If the Minimum Offering is not completed within 90 days of the issuance of a receipt for the final prospectus, or if a receipt has been issued for an amendment to the final prospectus, within 90 days of the issuance of such receipt and in any event not later than 180 days from the date of receipt for the final prospectus, the distribution will cease, and all subscription monies will be returned to the purchasers without interest or deduction, unless the purchasers have otherwise instructed the Agent.

The Offering will be conducted under the book-based system. On closing of the Offering, the Shares (other than any Shares issued to purchasers outside of Canada and the United States which may, if required, be issued in individually physically certificated form) will be issued and deposited in electronic form with CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee pursuant to the book-based system administered by CDS, unless otherwise required by applicable law. A purchaser of Shares (other than purchasers of Shares outside of Canada and the United States which may, if required, receive individual physical certificates) will receive only a client confirmation from the registered dealer from or through whom Shares are purchased and who is a CDS depository service participant in accordance with the practices and procedures of the registered dealer. CDS will record the CDS participants who hold Shares on behalf of owners who have purchased them in accordance with the book-based system. Except in limited circumstances (including those noted above), no certificates will be issued to purchasers of Shares. See *"Plan of Distribution – The Offering".*

There is currently no market through which the Shares may be sold and purchasers may not be able to resell the Shares. This may affect the pricing of the Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Shares, and the extent of issuer regulation. See *"Risk Factors"* for additional risks.

As at the date of this Prospectus, GCL does not have any of its securities listed or quoted, 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, Aequitas NEO Exchange Inc., a US marketplace, or a market outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Market Group plc).

Concurrently with the filing of this Prospectus, the Corporation has applied to list its Shares on the Canadian Securities Exchange (the "**CSE**"). Listing will be subject to the Corporation fulfilling all of the listing and admission requirements of the CSE, including without limitation, the distribution of the Shares to a minimum number of public shareholders and the Corporation meeting certain financial and other requirements.

GCL's business is subject to numerous risks. An investment in the Shares is highly speculative and involves significant risks that should be carefully considered by prospective investors. An investment in the Shares should only be made by persons who can afford the total loss of their investment. The information contained in this Prospectus should be carefully reviewed and considered by prospective investors in connection with an investment in the Shares. See "*Risk Factors*".

No person is authorized by GCL or the Agent to provide any information or to make any representations other than those contained in this Prospectus in connection with the issue and sale of the securities offered pursuant to this Prospectus. Unless otherwise noted, the information in this Prospectus is only accurate as of the date of this Prospectus.

Kong Yuk Kan, a director and the CEO of the Corporation, resides outside of Canada, and has appointed K MacInnes Law Group as his agent for service, at its offices in Vancouver, British Columbia (Suite 1100, 736 Granville Street, Vancouver, British Columbia V6Z 1G3). Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process. See "*Enforcement of Judgments against Foreign Persons or Companies*".

Agent:
Mackie Research Capital Corporation
199 Bay Street, Commerce Court West, Suite 4500, PO Box 368
Toronto, Ontario M5L 1G2
Phone: (416) 860-7600; Fax: (416) 860-7671

Neither the Agent nor the Corporation is making an offer to sell the Shares in any jurisdiction where such offering or sale is not permitted.

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GENERAL MATTERS

References in this Prospectus to "**the Corporation**", "**we**", "**our**" or "**us**" refer to Glorious Creation Limited, and where the context permits, includes its subsidiaries.

See "*Glossary of Terms*" below for the meaning assigned to certain capitalized terms in this Prospectus.

For reporting purposes, the Corporation prepares its financial statements in Canadian dollars and in conformity with International Financial Reporting Standards.

A prospective purchaser should rely only on information contained in this Prospectus relating to the Offering.

FORWARD LOOKING STATEMENTS

This Prospectus contains "*forward-looking information*" within the meaning of applicable securities legislation, which reflects management's expectations regarding the future financial position, business strategy, proposed acquisitions, budgets, projected costs and plans and objectives of or involving the Corporation. All information and statements other than statements of historical fact are forward-looking information. Wherever possible, words such as "*anticipates*" or "*does not anticipate*", "*assumes*", "*believes*" or "*does not believe*", "*budget*", "*continues*", "*estimates*", "*expects*" or "*does not expect*", "*is expected*", "*future*", *intends*" or "*does not intend*", "*objectives*", "*potential*", "*scheduled*", "*seeks*", "*possible*", "*plans*", and similar expressions and variations of such words, phrases or statements that certain actions, events or results "*may*", "*could*", "*should*", "*would*", "*might*" or "*will*" be taken, occur or be achieved, have been used to identify such forward-looking information. In this Prospectus there is forward looking information in respect of the business of the Corporation, including, but not limited to, the following:

- the Offering, the Agency Agreement and the plan of distribution;
- listing of the Shares on the CSE;
- use of proceeds, including working capital and transaction costs;
- expectations regarding revenue, expenses and operations and anticipation of future cash needs and the need for additional financing;
- business strategies, marketing plans and expectations regarding competition;
- the ability to protect, maintain and enforce intellectual property rights;
- conflicts of interest with directors and other management;
- payment of dividends; and
- enforceability of judgments against foreign persons and companies.

Although the forward-looking information in this Prospectus reflects management's current beliefs about the prospects of the Corporation based on information currently available to management and on what management believes to be reasonable assumptions, there is no certainty that the actual results achieved will be consistent with such forward-looking information. Forward-looking information is not a guarantee of future performance and by its nature is based on assumptions and involves significant known and unknown risks, uncertainties and other factors which may cause actual results, performance, achievements, industry results, prospects and opportunities of the Corporation in future periods to be materially different from those expressed or implied by the forward-looking information provided in this Prospectus. Any changes to the assumptions on which such forward-looking information is based could cause actual results, performance or achievements to differ materially from the anticipated results expressed or implied in the forward-looking information set out in this Prospectus.

The following list sets out some of the important assumptions on which the forward-looking information in this Prospectus is based:

- the ability of the Corporation to market its agency services;
- the success and timely rollout of the VCB Business Platform and MSR Business Center;
- the success and timely completion of contractual negotiations with new clients (agency services) and new members (VCB Business Platform/MSR Business Center);
- the success and timely establishment of additional data centers in Vietnam and China, as well as other ASEAN member states;
- the ability of the Corporation to hire additional qualified marketing & sales and IT personnel to staff the anticipated expansion of the Corporation's business operations in China, Vietnam and Canada;
- the impact of competition on the Corporation;
- the accuracy of capital and operating cost estimates;
- the availability of financing for activities when required on acceptable terms;
- the stability of the global economic and political environments;
- the stability of tax and regulatory regimes applicable to the Corporation;
- the absence of significant fluctuations in foreign exchange rates and interest rates that would affect the Corporation's operations; and
- the Corporation's receipt of required regulatory approvals and government approvals.

This list is not exhaustive. A large number of factors could affect the assumptions on which statements about forward looking information are made in this Prospectus or the underlying assumptions. A discussion of the factors that could cause actual results to differ significantly from the forward-looking information given in this Prospectus is set out in the Prospectus summary and under the heading "*Risk Factors*".

Although the Corporation has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in the forward-looking information in this Prospectus, there may be other factors and risks that cause actions, events or results that have not been anticipated. There can be no assurance that the forward-looking information in this Prospectus will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The factors discussed in this section should therefore be weighed carefully and prospective investors should not place undue reliance on the forward-looking information provided in this Prospectus. **Forward-looking information is expressly qualified by the foregoing cautionary statements and is stated as of the date of this Prospectus. Except as required under applicable laws, the Corporation assumes no obligation to update or revise such information to reflect new events or circumstances.**

MARKET AND INDUSTRY DATA

This Prospectus includes market and industry data that has been obtained from third party sources including industry publications. The Corporation believes that this industry data is accurate and that its estimates and assumptions are reasonable; however there are no assurances as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable; however, there are no assurances as to the accuracy or completeness of included information. Although such data is believed to be reliable, the Corporation has not independently verified any of the data from third party sources referred to in this Prospectus or ascertained the underlying economic assumptions relied upon by such sources.

CURRENCY

In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to $ are to Canadian dollars.

Exchange Rate Data

United States Dollar

As of March 31, 2017, the last business day before the date of this Prospectus, the noon exchange rate as reported by the Bank of Canada for the conversion of United States Dollars into Canadian Dollars was USD1.00 = $1.3322 ($1.00 = USD0.7506).

Hong Kong Dollar

As of March 31, 2017, the last business day before the date of this Prospectus, the noon exchange rate as reported by the Bank of Canada for the conversion of Hong Kong Dollars into Canadian Dollars was HKD1.00 = $0.171417 ($1.00 = HKD5.833727.

Chinese Renminbi

As of March 31, 2017, the last business day before the date of this Prospectus, the noon exchange rate as reported by the Bank of Canada for the conversion of Chinese renminbi into Canadian Dollars was CNY1.00 = $0.1934 ($1.00 = CNY5.1706.

Vietnamese Dong

As of March 31, 2017, the last business day before the date of this Prospectus, the noon exchange rate as reported by the Bank of Canada for the conversion of Vietnamese dong into Canadian Dollars was VND1.00 = $[0.000059] ($1.00 = VND16,949.1525).

DATE OF INFORMATION

Except as otherwise indicated in this Prospectus, all information disclosed in this Prospectus is as of date of this Prospectus, or as known to the Corporation, as of the date of this Prospectus.

GLOSSARY OF TERMS

The following is a glossary of terms and abbreviations used frequently throughout this Prospectus:

"**affiliate**" means a company that is affiliated with another company as described below:

A company is an "*affiliate*" of another company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same person.

A company is "*controlled*" by a person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that person, and

(b) the voting securities, if voted, entitle the person to elect a majority of the directors of the company.

A person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that person, or

(b) an Affiliate of that person or an Affiliate of any company controlled by that person.

"**Agency Agreement**" means the agency agreement to be entered into between the Corporation and the Agent on or prior to the filing of a final prospectus by the Corporation.

"**Agent**" means Mackie Research Capital Corporation.

"**Agent's Warrants**" means the non-transferable share purchase warrants to be issued by the Corporation to the Agent and any sub-agents as partial consideration for acting as agent or sub-agent, as the case may be, in the Offering. Each Agent's Warrant will entitle the holder to purchase one Agent's Warrant Share at an exercise price of $0.30 per Agent's Warrant Share at any time prior to 5:00 p.m. (Vancouver time) on the date that is 24 months following the Closing.

"**Agent's Warrant Shares**" means the Shares issuable upon exercise of the Agent's Warrants.

"**ASEAN**" means the Association of South East Asian Nations.

"**associate**" when used to indicate a relationship with a person, means:

(a) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling that person to more than 10% of the voting rights attached to all outstanding voting securities of the issuer;

(b) any partner of the person;

(c) any trust or estate in which the person has a substantial beneficial interest or in respect of which the person serves as trustee or in a similar capacity; and

(d) in the case of a person who is an individual, a relative of that person including:

(i) that person's spouse or child, or

(ii) any relative of that person or of that person's spouse who has the same residence as that person.

"**B2B**" means "*Business to Business*" – commerce transactions between businesses, such as between a manufacturer and a wholesaler, or between a wholesaler and a retailer.

"**B2C**" means "*Business to Consumer*" – business or transactions conducted directly between a company and consumers who are the end-users of its products or services.

"**Board**" or "**Board of Directors**" means the board of directors of the Corporation.

"**By-Laws**" means the by-laws of the Corporation.

"**CBCA**" means the *Canadian Business Corporations Act*, R.S.C., 1984, c. C-44 including the regulations thereunder, as amended.

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

"**CEO**" or "**Chief Executive Officer**" means an individual who acted as chief executive officer of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year.

"**CFO**" or "**Chief Financial Officer**" means an individual who acted as chief financial officer of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year.

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

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

"**Commissions**" means, collectively, the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

"**company**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Corporation**" or "**GCL**" means Glorious Creation Limited, a corporation incorporated under the federal laws of Canada.

"**CSE**" means the Canadian Securities Exchange.

"**Escrow Agreement**" has the meaning ascribed to it under "*Escrowed Securities*".

"**Escrow Holders**" has the meaning ascribed to it under "*Escrowed Securities*".

"**Financial Statements**" means the financial statements attached to this Prospectus, being the audited consolidated annual financial statements of the Corporation for the financial years ended December 31, 2016 and 2015.

"**Form 51-102F6V**" means Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* of the Canadian securities administrators.

"**GDP**" means "*Gross Domestic Product*", which is a primary indicator used to gauge the health of a country's economy – it represents the total dollar value of all goods and services produced over a specific period.

"**Glorious IT**" means Glorious IT Creation Limited, a corporation incorporated under the laws of Hong Kong, and a wholly-owned subsidiary of GCL.

"**Glorious Transaction**" means the acquisition of Glorious IT by the Corporation (see "*Business of the Corporation – History*").

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

(a) a director or senior officer of the issuer;

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

(c) a person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or

(d) the issuer itself if it holds any of its own securities.

"**IT**" means "*information technology*".

"**Listing Date**" means the date on which the Shares are listed for trading on the CSE.

"**Maximum Offering**" means the offering of a maximum of 8,000,000 Shares at a price of $0.30 per Share in accordance with the terms of this Prospectus.

"**Minimum Offering**" means the offering of a minimum of 4,700,000 Shares at a price of $0.30 per Share in accordance with the terms of this Prospectus.

"**MSR Business Center**" means the "*Maritime Silk Road Business Center*".

"**Named Executive Officer**" or "**NEO**" means each of the following individuals:

(a) a CEO;

(b) a CFO;

(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

"**NI 52-110**" means National Instrument 52-110 - *Audit Committees* of the Canadian securities administrators.

"**NI 58-101**" means National Instrument 58-101 - *Disclosure of Corporate Governance Practices* of the Canadian securities administrators.

"**NP 46-201**" means National Policy 46-201 – *Escrow for Initial Public Offerings* of the Canadian securities administrators.

"**Offering**" means collectively, the Minimum Offering and the Maximum Offering.

"**Offering Period**" means the 90 day period from the date of final receipt of this Prospectus from the Commissions.

"**Offering Price**" means $0.30 per Share.

"**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

"**person**" means a company or individual.

"**President's List**" means the list of subscribers to be provided to the Agent by the Corporation.

"**Promoter**" has the meaning specified in section 1(1) of the *Securities Act* (British Columbia), generally, being a person who, acting alone or in concert with one or more other persons, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the issuer.

"**Prospectus**" means this prospectus dated as of the date on the cover page, and includes any appendices, schedules or attachments hereto.

"Qianhai FT Zone" means Shenzhen's Qianhai Free-Trade Zone.

"**SEA**" means the Share Exchange Agreement dated December 15, 2016, among the Corporation, Glorious IT and the shareholders of Glorious IT (see "*Business of the Corporation – History*").

"**SEDAR**" means System for Electronic Document Analysis and Retrieval, having a website located at www.sedar.com.

"**Shareholder**" means a holder of Shares.

"**Shares**" means the common shares in the capital of the Corporation and "**Share**" means any one of them.

"**Shenzhen Glorious**" means Shenzhen Qianhai Glorious Creation Co., Limited, a company incorporated under the laws of the Peoples Republic of China.

"**SME**" means a small- to medium-sized enterprise.

"**Stock Option Plan**" means the Corporation's current stock option plan dated January 25, 2017.

"**Transfer Agent**" means Computershare Investor Services Inc.

"**TSX-V**" means the TSX Venture Exchange.

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

"**U.S. Securities Act**" has the meaning ascribed to it on the cover page of this Prospectus.

"**VCB Business Platform**" means a virtual cross-border business platform.

"**Vinh Sang**" means Vinh Sang Company Limited, a corporation incorporated under the laws of Vietnam.

"**VnTrans**" means VnTrans Company Limited, a corporation incorporated under the laws of Vietnam.

"**Work Fee**" means the non-refundable work fee of $35,000 + GST payable to the Agent pursuant to the Agency Agreement.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. This summary is qualified in its entirety by the more detailed information, financial data and statements contained herein and readers are directed to carefully review this Prospectus in its entirety.

The Corporation:	Glorious Creation Limited is a Canadian corporation incorporated under the CBCA. The Corporation has a wholly-owned subsidiary, Glorious IT Creation Limited, a Hong Kong company. Glorious IT, in turn, owns (i) a 72% interest in VnTrans Company Limited, a Vietnam company; (ii) an aggregate 86% direct and indirect interest of Vinh Sang Limited, a Vietnam company; and (iii) an aggregate 100% direct and indirect interest in Shenzhen Qianhai Glorious Creation Co., Limited, a People's Republic of China company.
Business of the Corporation:	The Corporation provides commercial services for foreign small and medium sized enterprises seeking ready access to the growing market for consumer and industrial goods in Vietnam. Through its subsidiaries and network of business partners, the Corporation has assembled an array of key governmental licenses necessary to import products and deliver them to customers in Vietnam. The Corporation has built an e-commerce platform that provides all the IT services and logistics management for the execution of commerce across national borders and multiple currencies. The Corporation offers clients a range of services including access to the Maritime Silk Road online marketplace, shipping logistics, payment processing, warehousing and distribution of goods, marketing, promotion and sales support. See "*Business of the Corporation*".
The Offering:	This Prospectus qualifies the distribution of a minimum of 4,700,000 Shares and a maximum of 8,000,000 Shares for minimum total gross proceeds of \$1,410,000 and maximum total gross proceeds of \$2,400,000. The Shares will be offered to the public in the provinces of British Columbia, Alberta and Ontario, on a best efforts basis by the Agent at a price of \$0.30 per Share. The Offering Price of \$0.30 per Share was determined based upon arm's length negotiations between the Corporation and the Agent. Completion of the Offering must occur no later than 90 days from the final Prospectus receipt date unless an amendment to the final Prospectus is filed and the Commissions have issued a receipt for the amendment, in which case the Offering must complete within 90 days from the date of the issuance of a receipt for the amendment and, in any event, not later than 180 days from the date of the final Prospectus receipt date. The Agent will receive a cash commission equal to 8% of the gross proceeds of the Offering, subject to the provision that the Agent's commission will be paid at a reduced rate of 4% with respect to investment from subscribers listed on the President's List to be provided to the Agent by the Corporation, and Agent's Warrants entitling the Agent to purchase such number of Agent's Warrant Shares that is equal to 8% (or 4% with respect to the President's List) of the number of Units sold under the Offering. On closing of the Offering the Agent will also be paid a non-refundable Work Fee of \$35,000 + taxes. This Prospectus qualifies for distribution the Shares, the Agent's Warrants and the Agent's Warrant Shares issuable on exercise of the Agent's Warrants. See "*Plan of Distribution – The Offering*".

Use of Proceeds and Funds Available:

As at February 28, 2017, the Corporation had an estimated working capital deficit of $(100,000). The Corporation estimates that the net proceeds from the Offering will be approximately $1,260,450 in the event of the Minimum Offering and $2,171,250 in the event of the Maximum Offering, assuming the Offering is fully subscribed, after deducting the Agent's commission and the Work Fee + taxes. The funds expected to be available to the Corporation upon completion of the Offering are as follows:

Funds Available	Min. Offering $	Max. Offering $
Estimated working capital deficiency as at Feb 28, 2017	(100,000)	(100,000)
Net proceeds of the Offering	1,260,450[(1)]	2,171,250[(1)]
Net funds available (unaudited)	1,160,450	2,071,250

Note:
(1) This amount assumes that there are no purchasers identified on the President's List and, consequently, that the full commission of 8% of the gross proceeds of the Offering is paid to the Agent.

The net proceeds of the Offering, together with the Corporation's estimated working capital deficit as at February 28, 2017, are intended to be used as follows:

Principal Purposes	**Min. Offering $**	**Max. Offering $**
Balance of costs of the Offering/CSE listing fees[(1)]	90,000	90,000
Investment in equipment and data centers	36,000	137,000
Data centers - operations for 12 months	--	50,000
Establish China office	57,000	104,000
Wages and salaries for business maintenance 12 months[(2)]	319,500	319,500
Wages and salaries for business expansion 12 months[(2)]	--	346,000
Sales and marketing for 12 months	75,000	132,000
Other general and administrative expenses for 12 months[(3)]	384,800	492,800
Unallocated working capital	198,150	399,950
Total:	**1,160,450**	**2,071,250**

Note:
(1) Includes balance of CSE listing fee, legal, accounting and transfer agent fees, and the balance of the outstanding Agent's expenses (but excludes the non-refundable expenses pre-paid to the Agent in the amount of $17,500).
(2) Includes wages and salaries of personnel at all offices and includes proposed new hires: (directors' fees – min/max: $48,000; Canada office – min/max: $84,000; Hong Kong office – min $90,000/max $150,000; Vinh Sang Office – min $97,500/max $318,500; other Vietnam offices – min $nil/ max $65,000).
(3) Includes rent for all offices (min $88,000/max $136,000), legal & audit fees (min $155,000/max $175,000), transfer agent fees and regulatory fees (min $19,800/max $24,800), AGM costs (min/max $5,000), travel & entertainment (min $70,000/max $90,000), and other office & miscellaneous costs for all offices (min $47,000/max $62,000).

See "*Use of Proceeds – Funds Available*" and "*Use of Proceeds – Principal Purposes*".

Listing:

The Corporation has applied to have its Shares listed on the CSE. Listing is subject to the Corporation fulfilling all of the listing requirements of the CSE. See "*Plan of Distribution – CSE Listing*".

Directors & Senior Management:

Kong Yuk Kan	-	Director and CEO
Clarence Ho Yin Yip	-	Independent Director
Ian Mallmann	-	Independent Director
Alan Foster	-	Independent Director
David Austin	-	Independent Director
Ke Feng (Andrea) Yuan	-	CFO

See "*Directors and Executive Officers*" and "*Promoters*".

Risk Factors:

The business of the Corporation is subject to risks inherent in the IT, e-commerce and international trade consulting industries, as well as the risks normally encountered in early-stage development companies, including but not limited to, the ability to develop and commercialize the Corporation's e-commerce platform and expand its agency services business, protecting intellectual property rights, developing a successful sales model, reliance on key management, obtaining regulatory or industry accreditation for products, liquidity concerns and future financing requirements to sustain operations, dilution, nominal historical revenues and earnings, the ability to manage growth, increase and retention of customers, no history of dividends, competition, and economic changes. Additionally, the Corporation is subject to risks inherent in operating in foreign economies, including but not limited to Vietnam and China. Investors must rely on the ability, expertise, judgment, discretion, integrity and good faith of the management of the Corporation.

See "*Risk Factors*".

Summary of Selected Consolidated Financial Information:

The table below summarizes selected financial data for the period indicated and is qualified in its entirety by, and should be read in conjunction with, the Financial Statements and MD&A. All financial statements of the Corporation are prepared in accordance with IFRS.

See "*Management's Discussion and Analysis".*

The Corporation	For year ended December 31, 2016 (audited)	For year ended December 31, 2015 (audited)
Revenue		
Sale of goods	$75,478	$3,559
Costs of goods sold	$(152,512)	$(2,909)
Service income	$36,496	$91,712
Service costs	$(3,484)	$(6,258)
Gross profit (loss)	**$(44,022)**	**$86,104**
Certain Expenses		
Amortization	$14,565	$7,827
Professional fees	$280,294	$25,070
Loan interest	$5,462	$280
Management fees	$96,596	$36,438
Salary and benefits	$128,597	$53,413
Rent	$53,025	$45,519
Travel and related	$49,631	$36,902
Office & misc	$90,080	$33,200
Recapitalization expense	$21,775	--
Total G&A expenses	**$(740,025)**	**$(238,649)**
Equity loss from associate	$(484)	$(3,590)
Loss and comprehensive loss for the period	$(784,531)	$(156,135)
Current assets	$233,444	$201,882
Total assets	$281,186	$255,217
Current liabilities	$334,071	$124,180
Total liabilities	$334,071	$195,754
Working capital (deficit)	$(100,627)	$77,702
Loss per share, basic and diluted	(0.11)	(0.11)
Weighted average shares outstanding	6,800,001	1,347,124

CORPORATE STRUCTURE

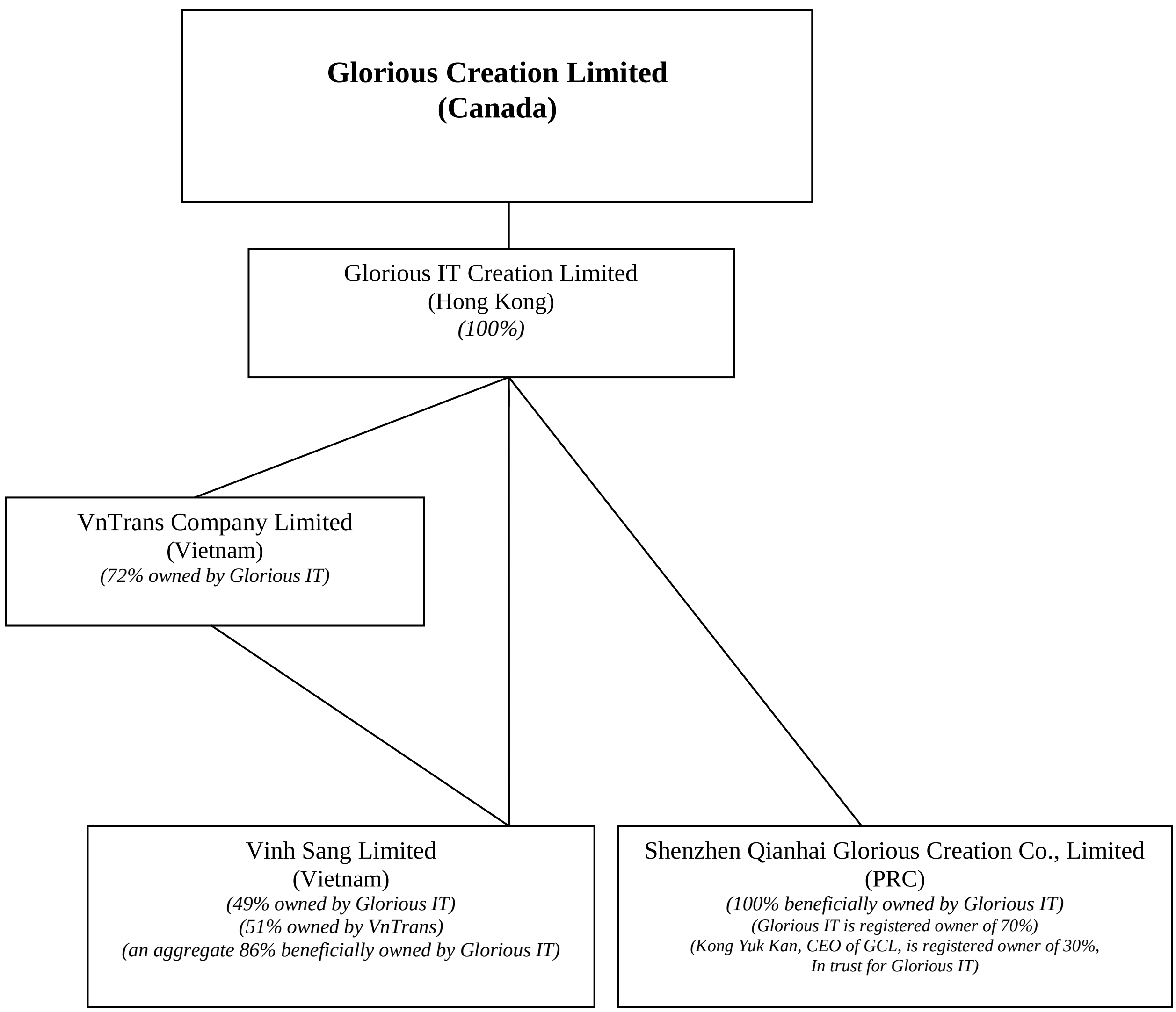
Name, Address and Incorporation

The full name of the Corporation is "*Glorious Creation Limited*". The Corporation was incorporated in Canada under the CBCA on December 24, 2015, under the name Glorious Creation Limited, and was registered as an extraprovincial company in British Columbia on January 28, 2016.

The Corporation's head office is located at Suite 407 – 1328 West Pender Street, Vancouver, British Columbia V6E 4T1 and its registered office is located at Suite 1100 – 736 Granville Street, Vancouver, British Columbia V6Z 1G3.

Intercorporate Relationships

GCL operates its business through Glorious IT. The following chart illustrates the intercorporate relationships among the Corporation and its subsidiaries:



BUSINESS OF THE CORPORATION

Description of the Business

General

GCL provides a low cost, fast, effective and reliable bridge for small and medium sized enterprises to enter Vietnam and other ASEAN member states. Since 2011, the Corporation, through Glorious IT and its Vietnamese subsidiaries (VnTrans and Vinh Sang) and partners, has been securing the necessary operating licenses and operational infrastructure to facilitate intra-ASEAN trade and trade between Vietnam and China. The Corporation is now transitioning its business, with a focus on e-commerce and has developed a proprietary e-commerce platform which is expected to drive growth going forward.

Products, Technologies and Services

The Corporation's core focus is on trade consulting and IT systems integration and development. The Corporation is currently focused on increasing trade between Vietnam and China, but over time intends to expand to other ASEAN member states.

The Corporation's two business lines are:

(i) ***International trade agency and consulting –*** providing marketing and sales support, logistics and administrative services, and access to various government licenses essential for doing business in Vietnam. The Corporation has substantial experience in the "*green*" building products sector and smart building technology and systems.

(ii) ***VCB (Virtual Cross Border) Business Platform*** - an e-commerce platform that provides all the IT services and logistics management for the execution of commerce across national borders and multiple currencies. The VCB Business Platform also provides a B2B online marketplace for linking SMEs in southern China and southern Vietnam.

In early 2017, the Corporation established an office in Shenzhen, Peoples Republic of China, as part of a relationship with the Qianhai FT Zone. The Corporation is in the process of establishing the MSR (Maritime Silk Road) Business Center to aid Chinese companies in building their online business with companies in Vietnam and other ASEAN countries.

Historically, the Corporation's revenues have come from hardware and software sales, equipment sales, installation and maintenance services, IT consulting and maintenance services, marketing and sales support, and access to various government licenses essential for doing business in Vietnam. However, it has only a few customers and has not developed a mature line of business. GCL enters into agency agreements with major customers (mainly Chinese and Japanese companies) who want to develop business or sell products in Vietnam. As the Corporation has marketing and IT licenses in Vietnam, it is able to act as agent for its customers to promote and market their products/business in Vietnam. Agency agreements are usually entered with large customers who have significant budgets for developing their Vietnamese market. GCL will organize a special team for each agency customer to meet its requirements and fulfill the agency agreement. Revenues are generated from sales commissions that relate to product sales. Additional service revenue is generated from establishing offices and putting in place the technology infrastructure.

While the agency business is expected to continue and grow going forward, the Corporation has developed the proprietary VCB Business Platform, an e-commerce platform that provides all the IT services and logistics management for the execution of commerce across national borders and multiple currencies. The VCB Business Platform also provides a B2B online marketplace for linking SMEs in southern China and southern Vietnam. The VCB Business Platform was launched in early March, 2017, at which time the Corporation commenced the recruitment of members.

The VCB Business Platform targets smaller companies and leverages technology to access more partners. The revenue from the VCB Business Platform is expected to be derived mainly from membership fees. VCB Business Platform members will be Chinese companies that have interest in developing their businesses or selling their products in Vietnam. Unlike GCL's agency customers, who are usually big companies with big budget and mature investment/development plans, VCB Business Platform customers are expected to be relatively small businesses that are looking for a cost efficient way to test the Vietnamese market.

(i) International Trade Agency and Consulting

Vietnam is a densely populated developing country that has been transitioning from a centrally-planned economy since 1986. Vietnamese authorities have reaffirmed their commitment to economic modernization and a more open economy. Vietnam joined the World Trade Organization in January 2007, which has promoted more competitive, export-driven industries. Vietnam was one of 12-nations that concluded the Trans-Pacific Partnership free trade agreement negotiations in 2015.

Trading and distribution is still a sensitive sector for foreign investors and the process to obtain the required licenses is cumbersome and lengthy. To set up a trading company (distribution company) without a retailing outlet or a trading company with its first retailing outlet, an investor/foreign company must prepare an application dossier to apply for an Investment Certificate and submit it to the licensing authority at the provincial level. After that, the application dossiers will be submitted by the provincial licensing authority to the Ministry of Industry and Trade ("**MOIT**") for approval. Once MOIT approval is received, the provincial licensing authority will then grant the Investment Certificate to the investor/foreign company. If a foreign company wants a second retail outlet, it has to complete the process again with a new application. While bureaucracy and regulation have improved over the last 20 years in Vietnam, depending on the area in which a company wishes to operate, the length of time to obtain a license can vary from 4 – 6 months or more.

The Corporation is able to offer its services because it has spent the last several years accumulating the necessary business licenses in Vietnam to operate in multiple service areas. GCL's licenses cover a wide range of services in the IT sector, including software and hardware, wholesale and distribution, and import and export of the hardware. The Corporation believes its most important licenses relate to the provision of online marketing and advertisement services to both foreign and national companies.

GCL owns a 72% interest in VnTrans, which holds the following licenses:

Name and Description of Service	**Service Code**
Warehousing and Storing Commodities **Storing commodities** (excluding warehousing business)	5210
Cargo Transport by Road	4933
Cargo Transport by Inland Waterway	5022
Coastal and Oceanic Cargo Transport	5012
Loading and Unloading Commodities (excluding loading and unloading commodities at airports)	5224
Direct Supporting Services for Railway and Highway Transport (excluding gas liquefaction for transport)	5221
Direct Supporting Services for Waterway Transport (excluding gas liquefaction for transport)	5222

Other Transport-Related Supporting Services (excluding supporting activities in relation to cargo transport by air, gas liquefaction for transport)	5229
Other Unclassified Specialized Trading **Trading Rubber, Chemicals in the Field of Industry**	4669
Trading Machinery, Equipment and Spare Parts of Other Machines	4659
Trading Computers, Peripheral Devices and Software	4651
Trading Electronic, Telecommunications Devices and Components	4652
Parking Service	8292
Agency, Brokerage, Auction **Agency, brokerage** (excluding real estate business)	4610
Advertising	7310
Management Consulting (excluding legal advice, financial, accounting consulting)	7020
Producing Electronic Components	2620
Producing Computers and Peripheral Devices of Computers	2640
Producing Civil Electronic Products	2630
Computer Programming	6201
Computer Advice and Computer System Management	6202
Information Technology Service and Other Computer-Related Services	6209
Information Gate; Setting up Integrated Electronic Information Pages	6312
Specialized Design (excluding engineering design)	7410
Other Telecommunications Operations	6190
Processing Data, Leasing and Related Activities	6311
Installing Power Systems (excluding mechanical process, waste recycling, electroplating at the head office)	4321
Repairing Communication Devices	9512
Repairing Computers and Peripheral Devices	9511
Repairing Electronic and Optical Devices	3313
Printing-Related Services	1812
General Administration and Office Services	8211

GCL directly and indirectly owns an aggregate 86% interest in Vinh Sang, which holds the following licenses:

Name and Description of Service	Service Code
Machinery and Equipment Repair Repair services, maintenance of machinery and equipment (excluding repairs and maintenance of ships, aircraft or vehicles and other transport equipment) (except for mechanical re-waste processing, electroplating)	9512
Installation of Electrical Systems Electrical installation, service and repaid	4321
Computer Programming	6201
Wholesale of Machinery, Equipment and Other Machine Parts To export, import and export rights, the right to import machinery, equipment and spare parts office: photocopiers, projectors, transparencies, paper shredder, fax machine	4659
Information Technology Services Operation of information technology services and other services related to computers	4659
Management Consulting Services	7020
Advertising Services Excluding tobacco advertising services	7310
Wholesale of Computers, Peripherals and Software To export, import and export rights, the right to import computers, peripherals and software	4651
Wholesale Equipment and Electronic Components, Telecommunications To perform the export, import and export rights, the right to import equipment and electronic components, telecommunications, fire protection devices, lightning protection equipment, alarms, CCTV	4652
Wholesale of Other Household Appliances: To perform the export, import and export rights, the right to import electric appliance, lamps and electric lighting, beds, cabinets, tables, chairs and furniture	4649
Wholesale Materials and Equipment Installed in Buildings To perform the export, import and export rights, the right to import materials and equipment installed in buildings	4663
Computer Consulting and Systems Administration	6202
Data processing, Hosting and Related Activities	6311

The Corporation, through Glorious IT, has offered international trade agency and consulting services since 2011. Initially, Glorious IT focused on facilitating B2B trade between Hong Kong and Vietnam. Given the experience of the management team and Glorious IT's founding shareholders, it primarily focused on IT consulting and maintenance services, internet marketing and sales support.

A sample of some of the initial relationships/projects undertaken by the Corporation are provided below:

- Through a key relationship with EEI Trading Limited, the Corporation has been retained to act as an agent for Kansai Paint Co., Ltd. ("**Kansai**") of Japan in Vietnam. The Corporation will assist Kansai with the import and sales of energy saving and "*green*" building materials including paints and coatings. GCL will use the various Vietnamese licenses it holds to act as a distributor and in some cases direct sales agent. As the agent for Kansai, GCL will set up a Vietnamese joint venture company, import products from Japan and Malaysia, and provide logistical support, IT and administrative services.

- Through a party in Hong Kong, the Corporation has agency arrangements with Mitsubishi Corporation's environmental and infrastructure business group ("**Mitsubishi Environmental**"). As agent for Mitsubishi in Vietnam, the Corporation provides logistical and marketing services for environmental and building products and related infrastructure services. Mitsubishi Environmental's operations include such as: battery and electricity storage businesses; smart cities; the development of next-generation energy; and the provision of solutions such as emissions reduction businesses.

(ii) VCB (Virtual Cross Border) Business Platform & MSR Business Center

VCB Business Platform

The majority of the Corporation's revenues going forward are projected to come from the sale of annual memberships for the VCB Business Platform. The VCB Business Platform is an e-commerce platform that provides all the IT services and logistics management for the execution of commerce across national borders and multiple currencies. The VCB Business Platform also provides a B2B online marketplace for linking SMEs in southern China and southern Vietnam.

GCL, through its subsidiaries, has been importing and exporting goods to Vietnam for 5 years and over that time has built the IT infrastructure to support efficient and cost effective trade. Combining its current technology and business experience with the latest in e-commerce technology has allowed GCL to create the VCB Business Platform.

The VCB Business Platform was designed using distributed or decentralized technology, which provides future flexibility to move beyond China and Vietnam and begin offering the service in multiple ASEAN member states. The VCB Business Platform was launched in early March, 2017 and the Corporation is now in the process of recruiting members.

Currently the VCB Business Platform is hosted in the HoChiMinh City data center. As the data center is the core of the VCB Business Platform's matching system and block chain technology, the Corporation believes that it will be important to expand this system as membership increases. Therefore, in order to meet the needs of its anticipated membership growth, the Corporation plans to mirror the VCB Business Platform on servers in Hong Kong and Shenzhen.

For those who are members, the VCB Business Platform will offer a variety of services and collect huge amounts of data in a multitude of languages. Data refers to the ever-growing amount of information consumers, businesses and products are creating, collecting and storing. Data is an asset, however, new analytical tools are necessary for businesses to cost effectively manage, query and analyze the data to drive value. The VCB Business Platform is designed to assist online companies in collecting and managing their data.

The user interface was built using responsive web design so as to be accessible on desktop computers and mobile devices. The VCB Business Platform will leverage off the capabilities of the Apache Hadoop distributed storage and computing environment. Apache Hadoop was initially inspired by papers published by Google outlining its approach to handling huge amounts of data, and has since become the *de facto* standard for storing, processing and analyzing hundreds of terabytes, and even petabytes of data. Apache Hadoop is 100% open source, and pioneered a fundamentally new way of storing and processing data. Instead of relying on expensive, proprietary hardware and different systems to store and process data, Apache Hadoop enables distributed parallel processing of huge amounts of data across inexpensive, industry-standard servers that both store and process the data, and can scale without limits.

As a distributed operating system, Apache Hadoop provides the necessary redundancy, load balancing and backup services to deliver across a broad user base. Further, using Apache Hadoop, the Corporation's expansion is simplified as more servers can be added as GCL expands the number of countries in which the VCB Business Platform is offered.

Currently, the VCB Business Platform is based on the Mongo database, but GCL is in the process of porting over to HBase. The Corporation expects this process to be completed by Q1 2018. During the migration process, GCL will continue to run the old system in parallel with the new system to ensure a smooth transition and, as a protection in the event that the new system fails, in which case, the Corporation will revert to the old system.

HBase is an open source, non-relational, distributed database modeled after Google's BigTable and is written in Java. It is developed as part of Apache Software Foundation's Apache Hadoop project and runs on top of HDFS (Hadoop Distributed File System), providing BigTable-like capabilities for Apache Hadoop.

A non-relational database is important because one of the challenges facing organizations today is the nature of data. No longer can organizations characterize data into relational databases with predefined tables. Much of the information today's companies need to survive is unstructured data. Unstructured data refers to information that either does not have a pre-defined data model or is not organized in a pre-defined manner. Unstructured information can be textual or non-textual. Textual unstructured data is generated in media like email messages, PowerPoint presentations, Word documents, collaboration software and instant messages. Non-textual unstructured data is generated in media like JPEG images, MP3 audio files and Flash video files.

Three problems arise from collecting unstructured data: (i) storage of the amount of data collected; (ii) accessing the data when needed can be challenging; and, (iii) it does not easily fit in legacy relational databases.

Ultimately, the information contained in unstructured data is valuable because it can be analyzed to improve customer relationship management and relationship marketing.

Once the information is collected by the VCB Business Platform, machine learning provided by Apache Spark and Apache Zeppelin is used to analyze the information. The machine learning program will help to improve the "Mapping system" for the buyer and seller, i.e., the analytics that takes the data and turns it into actionable insight.

One of the leading technology trends over the past two years has been the growth in the number of applications for blockchain technology. A blockchain enables market participants to make and verify transactions on a network instantaneously without a central authority (e.g., a clearinghouse in the traditional financial system). Blockchain, the backbone technology behind Bitcoin, has the potential to truly disrupt multiple industries and make processes more democratic, secure, transparent, and efficient.

Blockchain is a technology for a new generation of transactional applications that establishes trust, accountability and transparency while streamlining business processes. At its core, a blockchain is a special type of data structure. The blocks within the chain contain data, but this does not make it a database; at best the blocks represent the transaction log of a specific database implementation. Blockchain has the potential to vastly reduce the cost and complexity of cross-enterprise business processes.

Many of the current blockchain opportunities in e-commerce focus on payment, virtual currencies, e-wallets and financial transactions. Through the VCB Business Platform, GCL intends to use blockchain in trade. The transaction history will list not only the supply chain but the detailed history of the products' production and shipping. GCL believes blockchain technologies can facilitate more trade.

MSR Business Center

The Corporation has negotiated an agreement with the Qianhai FT Zone to open the MSR Business Center which will use the VCB Business Platform to operate its business. Shenzhen is a Tier 2 city in China with a population of approximately 15 million, located 40km north of Hong Kong. Qianhai, located next to Shenzhen and only one hour by car from Hong Kong, focuses on financial services, logistics, technology and start-ups.

The Qianhai FT Zone was formed to pioneer its own reforms to bolster financial cooperation with Hong Kong. In July 2016, the Qianhai FT Zone reached the milestone of 100,000 companies registered but few have begun operations in the zone. Companies that are registered in the Qianhai FT Zone and meet certain criteria are assessed on a preferential tax rate of 15%, compared with the conventional 25%, and qualifying individuals are assessed on a 15% rate, against the standard 40%. The 100,000 companies registered in the Qianhai FT Zone have a total capital base of 4.971 trillion yuan (HK$5.779 trillion), 10 times more than in 2014. The registered companies include 3,306 companies from Hong Kong with a total capital of 387.1 billion yuan.

The MSR Business Center will begin with members drawn from the Qianhai FT Zone. These member companies will pay an annual fee to participate in the MSR Business Center online marketplace. Each member will be given a home page on the MSR Business Center website to advertise their products to customers/SMEs in Vietnam. This page will be translated into Vietnamese so that customers will be able to search and browse for products they are interested in. When customers order products online, the payment gateway of the MSR Business Center will let them pay in Vietnamese dong using a debit card and manage the foreign exchange transaction for them. The Corporation will manage the import and shipping logistics for the seller.

The MSR Business Center will provide members with a one-stop solution for cross-border trade. The Corporation will promote the MSR Business Center brand as a marketplace for quality products and reliable service. Members will be able to use the platform to test the market in Vietnam quickly and at a low cost with limited product launches and trial versions of products. In addition, using GCL's retail sales license, MSR Business Center members will be able to place goods in a sales center in HoChiMinh City so that potential customers can inspect products they have viewed online before placing an order. The MSR Business Center office in Shenzhen will offer an information center with economic and business news from Vietnam as well as education on the Vietnamese language and culture. The office will also include a video conference facility where members can connect with buyers in Vietnam.

Foreign Operations

<u>*Facilities*</u>

The Corporation, directly and through its subsidiaries, operates a number of administrative, development and sales offices as summarized below. In addition, all IT infrastructure is managed through three data centers.

The Corporation's head operations office is run by its subsidiary, Vinh Sang, and is located in HoChiMinh City in southern Vietnam. Historically, HoChiMinh City has been the business capital of Vietnam and the center of international trade activity. HoChiMinh City is a key transportation and telecommunications hub for ASEAN and offers affordable office space and IT infrastructure.

Vinh Sang has two business locations within HoChiMinh City, a business office in District One which handles the trade agency and consulting business, and a development center in District Ten which houses the software development team working on the MSR Business Center and VCB Business Platform platforms.

Vinh Sang has retail sales locations in HoChiMinh City and in Shenzhen. The center in HoChiMinh City serves as a distribution hub and provides space for both agency clients and for VCB Business Platform/MSR Business Center members to display their products. The center in Shenzhen will provide display space for Vietnamese members of the MSR Business Center looking to sell products in China.

The Corporation is planning to open an office in Hong Kong in the Fall of 2017 to coordinate logistical and administrative matters and the increased transaction volume expected from the MSR Business Center. To facilitate the proposed expansion of the Corporation's business, the Corporation may also open an office in Hanoi, in northern Vietnam, to support the expansion of its trade consulting business and for sales and marketing related to the MSR Business Center.

Corporate Social Responsibility

The Corporation's management is committed to being a responsible corporation citizen in the jurisdictions in which it operates. The goal of the corporate social responsibility program in Vietnam is to build positive relationships in the surrounding community. GCL believes that a strong corporate social responsibility program not only positively builds the GCL brand in Vietnam, but can also have positive impacts in attracting and retaining qualified employees.

In Vietnam, the Corporation has held and supported many charity events over the past five years. GCL believes that in ASEAN countries, being a positive and active member of the community is fundamental to building business relationships and being successful. As the Corporation expands its operations beyond Vietnam and China, it expects to establish country-specific corporate social responsibility programs.

Specialized Skill and Knowledge

The Corporation's business requires personnel who are trained IT specialists who have the skills to create and maintain the various aspects of the VCB Business Platform and corresponding websites and email systems. In addition, GCL's business requires personnel who have sales and marketing experience in order to be able to promote the Corporation's business and attract members and customers to its systems.

HoChiMinh City supplies a large pool of young, educated workers, many English speaking, and a less expensive labor force compared to either Hong Kong or Shenzhen.

Principal Markets

ASEAN Market Overview and Size

ASEAN was established on August 8, 1967 and today the member states of ASEAN include Brunei Darussalam, Cambodia, Indonesia, Lao PDR, Malaysia, Myanmar, Philippines, Singapore, Thailand and Vietnam.

The ASEAN Economic Community was formed in 2015 and provides a foundation for development in the region by providing the means for further integration of the member states' economies over the next decade. The single market provided by the ASEAN Economic Community maps a route for an uninhibited flow of goods, services, investment, skilled labor and a freer flow of capital between all the member countries.

The benefits of the closely connected ASEAN region has been shown as intra-ASEAN trade has outpaced the growth of world trade in the past four years[1] and combined GDP for the region was US$2.43 trillion in 2015. ASEAN economies represented 3.3% of the World's combined GDP in 2015.

Collectively, ASEAN is the second fastest growing economy in Asia after China, expanding by 300% since 2001, and exceeding the global growth average for the past ten years. ASEAN's economy is currently ranked the 7th largest in the World and is projected to rank as the 4th largest economy by 2050[2].

[1] Investing in ASEAN - Eastspring Investments a Member of Prudential plc (UK)
[2] ASEAN Economic Chartbook 2016

Southeast Asia's industries increasingly feature high-technology ventures including aerospace, automotive, pharmaceuticals and bio-scientific. More than half of ASEAN's population of 630 million is under the age of 30, which is expected to drive the replacement of old business models in virtually every economic activity[3].

ASEAN populations create a potentially large market for the Corporation. Data from recent years indicates that the population of ASEAN countries continues to increase with the average age of the populations becoming younger and younger[4]:

Country	July 1, 2015 Projection	Average Absolute Annual Growth
Indonesia	255,462,000	3,549,000
Philippines	102,965,000	2,147,000
Vietnam	91,812,000	1,057,000
Malaysia	30,592,000	467,000
Cambodia	15,040,000	236,000
Laos	6,802,000	109,000
Singapore	5,591,000	71,000

ASEAN GDP growth is driven by both labor force expansion and productivity improvements. The ASEAN has the third largest workforce in the global economy behind China and India. Moreover, its youthful population is producing a demographic dividend as the expanding workforce provides a boost to economic growth. For Vietnam labor, this demographic dividend has been particularly strong with labor force expansion accounting for 43% of real GDP growth from 2006 to 2012. Perhaps most important, almost 60% of total growth in ASEAN since 1990 has come from productivity gains as sectors such as manufacturing, retail, telecommunications and transportation grow more efficient[5].

<u>Vietnam Economic Profile</u>

Vietnam joined ASEAN in 1995 and it ranks third in population size behind Indonesia and the Philippines. Within ASEAN, Vietnam ranks 6th in GDP behind Indonesia, Thailand, Malaysia, Singapore and the Philippines. All of the frontier economies in ASEAN experienced rapid real growth in GDP from 2003 to 2013. Vietnam averaged 6.4% GDP growth, Cambodia 7.8%, Laos 7.8% and Myanmar 8.6%[6]. The International Monetary Fund projects Vietnam will see 6.1% growth in real GDP for 2016 and 6.2% growth in 2017. Consumer prices are forecasted to grow by 2% in 2016 and 3.6% in 2017.

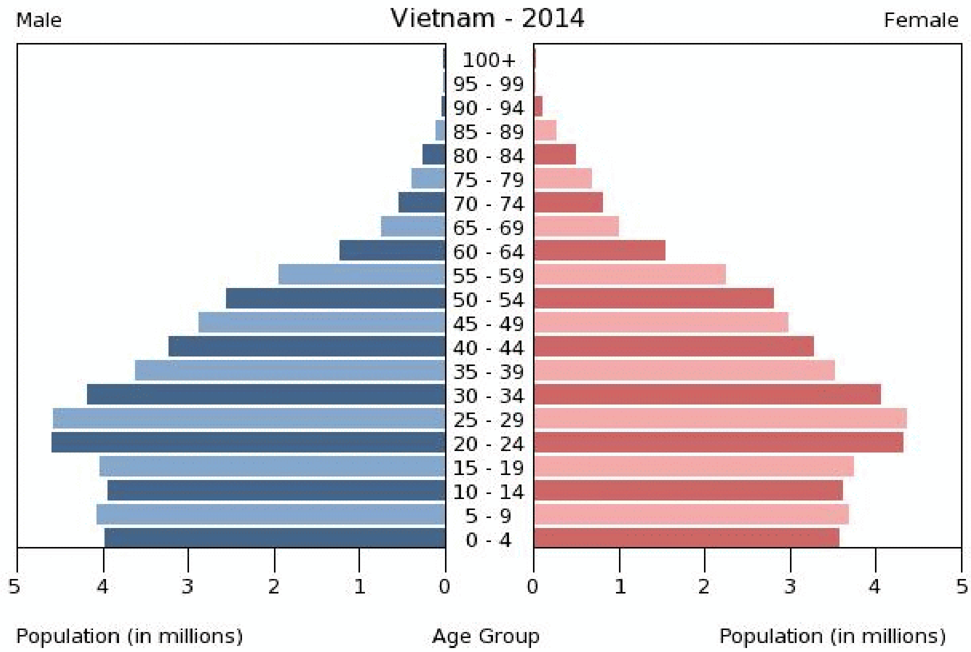
Historically, Vietnam has been largely dependent on agriculture, but that sector's share of economic output has decreased from approximately 25% in 2000 to 18% in 2014, while industry's share increased from 36% to 38% in the same period. State-owned enterprises now account for only about 40% of GDP[7].

The Vietnamese economy is showing resilient growth despite a slowdown in global growth. Retail sales rose by 9.5% in 2016 indicating a healthy degree of consumer confidence due to hikes in public sector wages and a general increase in incomes in Vietnam[8].

As can be seen from the following graphic, the demographics of Vietnam's population is representative of the overall trend in ASEAN. Unlike North America, a significant portion of the population is under the age of 40[9].

---

[3] Investing in ASEAN - Eastspring Investments a Member of Prudential plc (UK)
[4] http://en.wikipedia.org/wiki/List_of_Asian_countries_by_population
[5] Southeast Asia at the crossroads: Three paths to prosperity, McKinsey Global Institute, November 2014
[6] Southeast Asia at the crossroads: Three paths to prosperity, McKinsey Global Institute, November 2014]
[7] CIA World Factbook
[8] *Vietnamese structural reforms still in doubt by S. Leung, Australian National University, East Asia Forum, January 2017*
[9] *http:/www.indexmundi.com/Vietnam/age_structure.html*



<u>ASEAN Demographics</u>

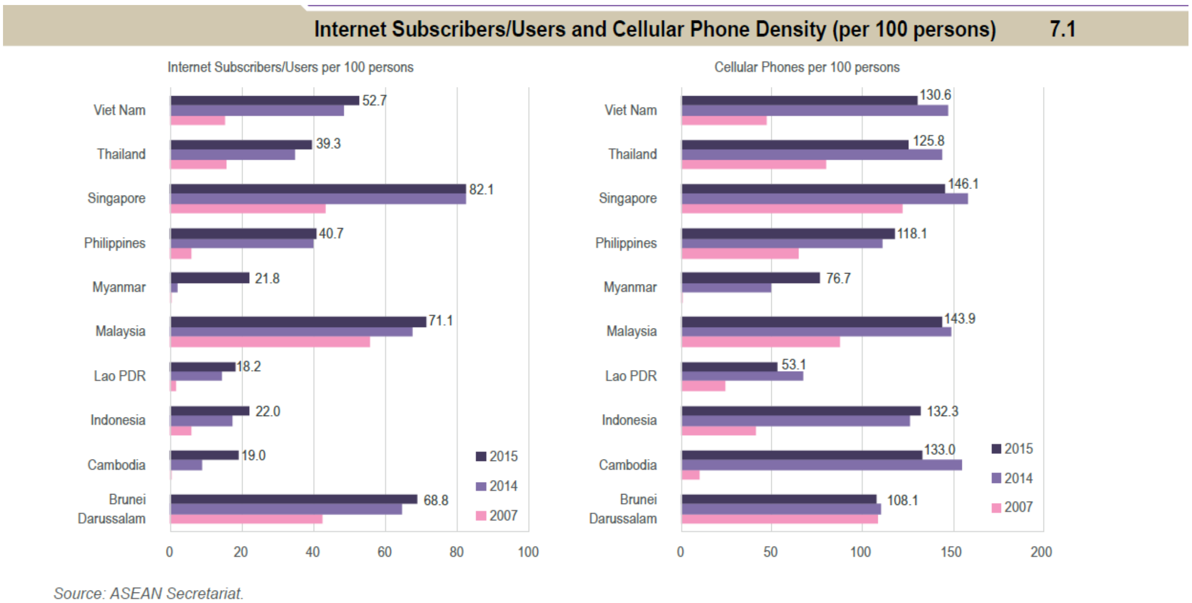
To capture the opportunity represented by ASEAN's burgeoning consumer class, consumer oriented companies will need to craft strategies for navigating a fragmented wholesale and retail environment. New market entrants will need to manage distributors effectively and take a city-level rather than a national level view of markets – especially since many of the fastest-growing consumer markets are smaller up-and-coming cities. ASEAN could be fertile ground for a wave of innovation not only in consumer goods, but also in industrial goods and the services demanded by a more urban economy[10].

ASEAN GDP per capital was approximately US$3,867 in 2015, an increase of approximately 63% over 2007 levels. Already some 67 million households in ASEAN are part of the "*consuming class*" with incomes exceeding the level at which they can begin to make significant discretionary purchases. That number could almost double to 125 million by 2025 making ASEAN a pivotal consumer market of the future. This dramatic income shift will spur demand for a wide range of goods and services[11].

Urbanization and consumer growth move in tandem and ASEAN's cities are booming. In 2013, approximately 22% of the population was living in cities of more than 200,000 inhabitants and those urban areas account for more than 54% of the region's GDP. An additional 54 million people are expected to move into cities by 2025 which represents a rise of more than 40% in the urban population[11].

In 2015, the number of internet subscribers continued to increase in ASEAN member states. In all but two ASEAN countries, there are more than one hundred mobile phones per 100 people.

[10] Southeast Asia at the crossroads: Three paths to prosperity, McKinsey Global Institute November 2014
[11] Understanding ASEAN: Seven things you need to know, McKinsey & Co. May 2014



Internet penetration varies significantly across the ASEAN region, ranging from 18.2 internet users per 100 persons in Lao PDR to 82.1 internet users per 100 persons in 2015 in Singapore.

The Vietnam e-commerce and Information Technology Agency (VECITA) under the Ministry of Industry and Trade has set a goal to get 30% of Vietnamese people shopping online by 2020. It also aims to bring annual e-commerce sales to an average of US$350 per person[12].

The deployment of disruptive technologies is likely to be a key factor in ASEAN economic growth. Much of ASEAN (with the notable exception of Singapore) is starting from a relatively low base in terms of digital infrastructure, adoption and innovation. But this picture is beginning to change rapidly – from 2008 to 2013 the number of internet users grew at a brisk pace of 16% per year. If the region can put the necessary backbone infrastructure in place, it could harness the power of technology to drive productivity improvements. Furthermore, ASEAN's starting point implies that it has a larger opportunity for technology - driven growth than more developed regions, with possibilities for digital leapfrogging in multiple areas. Most countries across the region have low penetration of landline phones and fixed-line broadband internet, for instance, but they are bypassing these stages altogether in favor of mobile internet. In remote regions that have not built-out traditional bricks & mortar retail stores, shoppers may flock straight to e-commerce options[13].

The VCB Business Platform will gather and collect metadata from its users. The ability of the Corporation to analyze huge volumes of data, extract insights and act on them in close to real time may be a source of competitive advantage as ASEAN's newly prosperous middle class begins to flex its purchasing power. To better cater to consumers, companies will need to understand increasingly granular micro-segments of their markets. Many ASEAN countries, however, are at a low starting point regarding data collection and usage. This underscores the substantial effort required for big data analytics to take flight but it also highlights the large upside potential.

As the costs of cloud computing come down, companies across the region will gain pay-as-you-go access to secure storage and infrastructure services, basic software, and enterprise systems. Many small firms have limited access to IT services today, but cloud technology can give them new productivity tools without forcing them to tie up capital in IT systems that could quickly become obsolete. Advances in cloud computing will also reduce the costs associated with storing and analyzing big data.[14]

[12] http:/en.vietnamplus.vn/30-percent-of-vietnamese-population-to-join-online-shopping-by-2020/84074.vnp
[13] Southeast Asia at the crossroads: Three paths to prosperity, McKinsey Global Institute November 2014
[14] Southeast Asia at the crossroads: Three paths to prosperity, McKinsey Global Institute November 2014

Trade in Vietnam

In the next five years, the Vietnamese B2C e-commerce market is expected to experience strong double-digit growth rates. Improvement in the two important infrastructure factors, payment and delivery, could give a further boost to B2C e-commerce in Vietnam. The current leading players in the emerging online shopping market in Vietnam include online retailer and marketplace Lazada.vn, Vatgia.com's marketplace, online classifieds websites such as 5giay.vn and Chotot.vn, and electronics merchant Mobile World JSC with its online store. As B2C e-commerce in Vietnam grows, more companies, including local and foreign players, are entering the market and competition is increasing. The most popular online purchase categories in Vietnam in 2014 were: flights, hotels, large home appliances, apparel, car insurance, cinema tickets, TV sets and groceries[15].

Vietnamese officials described China as a top partner of Vietnam with two-way trade of over US$66 billion in 2015. Speaking at a business forum on Vietnamese and China's Guangxi Zhuang autonomous region's businesses, Vice Chairman of the Vietnam Chamber of Commerce and Industry said Vietnam exported more than US$17 billion worth of goods to China, mainly electronic spare parts, agricultural and seafood products, as well as coal among others in 2015, according to Vietnamese statistics. Meanwhile, the country imported machinery and equipment from China, Vietnam's state-run news agency VNA cited Khuong as saying. Currently, China is running over 1,300 projects in Vietnam with total capital of over $10 billion, with investment expected to increase in the near future[16]. Chinese authorities counted $95.82 billion Sino-Vietnam trade in 2015, instead of Vietnam's figure of over $66 billion. Both sides conclude that China has been Vietnam's top trade partner for the past 12 years[2].

IT Spending in ASEAN

Gartner, Inc. forecasts that by 2018, enterprise IT spending in Southeast Asia will total US$62 billion, of which 80% will occur in Singapore, Malaysia, Indonesia and Thailand. Together, Indonesia, Malaysia, Singapore and Thailand spent an estimated US$52 billion on IT in 2015, with annual growth of 6%[17].

Gartner Inc. estimates that enterprise spending on IT products and services in Singapore will be US$19.1 billion in 2015. Compared with other mature markets in the region, such as Australia, this intensity of IT spending is high relative to Singapore's gross national output and population. The dominant sectors in 2015 were communications, media and services, banking and securities, government and manufacturing.

Spending by enterprises in Malaysia was projected to be US$12.6 billion in 2015 at an annual growth rate of 6.4% across data centers, software, IT services, internal services,

A quarter (25%) of CIOs in the ASEAN region expect their IT budget to increase by more than 10% in 2017 compared with 2016, according to Computer Weekly/TechTarget research[18]. The most anticipated broad investment revealed by the 2016 survey is around big data/business analytics, with 43% expecting to implement such an initiative. Comparatively, 31% of ASEAN CIOs plan a mobility initiative in 2017 compared with 35% in the 2015 survey. Despite this decline, a large proportion of CIOs in the ASEAN region will be involved in mobile projects in 2017, according to the survey findings. The study revealed that 48% will use a mobile deployment model to deliver software. This was the most popular deployment model in the survey. Meanwhile, when it comes to software initiatives, mobile application deployment was the most anticipated activity for 2017, with 40% of ASEAN IT decision-makers expecting to do this.

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[15]http:/www.businesswire.com/news/home/20150902005804/en/Research-Markets-Vietnam-B2C-E-Commerce-Market-2015
[16] http://europe.chinadaily.com.cn/business/2016-03/08/content_23781703.htm
[17] http://www.gartner.com/newsroom/id/3012117
[18] http://www.computerweekly.com/news/450409557/IT-Priorities-2017-Quarter-of-Asean-CIOs-expect-big-IT-budget-increase

Marketing & Sales

The key aspects of the Corporation's marketing strategy are outlined below:

- ♦ Clients for the MSR Business Center will come directly from marketing efforts within the Qianhai FT Zone. GCL will use the MSR Business Center to give those companies a channel to do business in Vietnam or later in other South East Asia countries. The MSR Business Center will include a shop, exhibition center, data center and a direct oversea line to GCL's business center and development center in HoChiMinh City.

- ♦ Direct sales efforts will target major international brands who wish to retain GCL as an agent to introduce their green and energy saving technologies to the ASEAN market.

- ♦ Retail points of presence will supplement online malls. The first retail store is located in HoChiMinh City. The retail store will stock agency partners' products and will also facilitate communication between consumers and the manufacturers, creating an interactive experience.

- ♦ The Corporation plans to use mass media, such as television, to launch agency partner products in Vietnam and other ASEAN regions.

- ♦ GCL will also use website and social media channels – Facebook, Twitter, LinkedIn - to promote its products and services. The Corporation will also utilize ad services such as Google Adwords and search engine optimization to boost its brand presence and visibility on the web.

Competitive Conditions

Glorious IT has a "first mover advantage" in its trade consulting and agency business because of the depth of management experience related to introducing companies into Vietnam. The large number of licenses held by the Corporation, through its subsidiaries, and its extensive network of business partners in Vietnam, China, Hong Kong and Macau enables the Corporation to offer clients a broad range of different services.

The Corporation's focus on SMEs helps avoid direct competition with the major Japanese and Korean trading companies. As a smaller company, Glorious IT can be more flexible in working with local partners and penetrating into the market with a better bargain price and more flexible payment terms.

As indicated above under "*Principal Markets - Trade in Vietnam*", shopping markets are starting to emerge in Vietnam, including online retailer and marketplace Lazada.vn, Vatgia.com's marketplace, online classifieds websites such as 5giay.vn and Chotot.vn, and electronics merchant Mobile World JSC with its online store. As B2C e-commerce in Vietnam grows, GCL expects that more companies, including local and foreign players, will enter the market and therefore competition will increase.

New Products

The Corporation has several projects under development which build on the work completed for the VCB Business Platform. In the first stage, the Corporation has plans to create a B2C online shopping mall with an enhanced payment gateway, point of sale systems, and the cloud infrastructure to support the platform. GCL's intention is to try to make its online and offline shopping platform not just a buying and selling platform (or shop), but also a communication platform - a center that the Vietnamese can use as a channel to connect to the outside market and to help the people outside that use it to have a better understanding of Vietnam.

Intangible Properties

The Corporation relies on intellectual property laws, confidentiality agreements, contractual provisions and similar measures to protect its intellectual property. Its contracted service providers and members of management are required to sign agreements acknowledging that all intellectual property created by them on the Corporation's behalf is owned by the Corporation. Despite its efforts to protect its intellectual property, unauthorized persons may attempt to obtain its intellectual property and others may develop similar intellectual property independently. The Corporation has no patents, nor has it filed or does it intend to file for any patents in relation to its products.

Employees

The Corporation, through its subsidiaries, employed a total of 16 employees as of its most recent year end (being December 31, 2016).

History

The Corporation was incorporated on December 24, 2015 under the CBCA. Since incorporation, the Corporation has operated as a holding company. The following lists the major events since incorporation that have influenced the general development of the Corporation, such as acquisitions, dispositions, financings or material agreements.

December 24, 2015	Kong Yuk Kan and Clarence Ho Yin Yip were appointed as the initial directors of GCL on incorporation. Mr. Kong was also appointed as the CEO of the Corporation.
February 1, 2016	Ke Feng (Andrea) Yuan was appointed as the CFO of the Corporation.
May 16, 2016	Ian Mallmann and Alan Foster were elected as directors of the Corporation.
May 16, 2016	The Corporation issued 10,000,000 Shares to its founders for gross proceeds of $10,000.
December 1, 2016	The Corporation entered into a share exchange agreement with Glorious IT and all of the shareholders of Glorious IT to acquire 100% of the issued capital of Glorious IT (the "**Glorious IT Acquisition**").
December 15, 2016	The Glorious IT Acquisition was completed on December 15, 2016, at which time the Corporation issued an aggregate of 12,000,000 Shares at a deemed price of $0.04/Share to acquire 100% of the issued shares of Glorious IT.
December 30, 2016	The Corporation completed a private placement of 9,770,414 Shares at $0.06/Share for total gross proceeds of $586,225.
January 3, 2017	Glorious IT incorporated Shenzhen Glorious to set up offices in China to enable the Corporation to start the process of rolling out the VCB Business Platform and MSR Business Center.
January 6, 2017	David Austin was appointed as a director of the Corporation.
January 30, 2017	The Corporation completed an additional private placement of 1,229,586 Shares at $0.06/Share for total gross proceeds of $73,775.
March 6, 2017	Opening of Shenzhen Glorious and launch of VCB Business Platform
March 13, 2017	The Corporation completed an additional private placement of 500,000 Shares at $0.06/Share for total gross proceeds of $30,000

USE OF PROCEEDS

Funds Available

As at February 28, 2017, the Corporation had an estimated working capital deficit of $(100,000). The Corporation estimates that the net proceeds from the Offering will be approximately $1,260,450 in the event of the Minimum Offering and $2,171,250 in the event of the Maximum Offering, assuming the Offering is fully subscribed, after deducting the Agent's commission and the Work Fee + taxes. The funds expected to be available to the Corporation upon completion of the Offering and the expected principal purposes for which such funds will be used are described below:

Funds Available	**Min Offering $**	**Max Offering $**
Estimated working capital as of Feb 28, 2017	(100,000)	(100,000)
Net proceeds of the Offering	1,260,450[(1)]	2,171,250[(1)]
Net funds available (unaudited)	**1,160,450**	**2,071,250**

Notes:

(1) This amount assumes that there are no purchasers identified on the President's List and, consequently, that the full commission of 8% of the gross proceeds of the Offering is paid to the Agent.

Principal Purposes

The net proceeds of the Offering, together with the Corporation's estimated working capital deficit as at February 28, 2017, is intended to be used as follows:

Principal Purposes	**Min Offering $**	**Max Offering $**
Balance of costs of the Offering/CSE listing fees[(1)]	90,000	90,000
Investment in equipment and data centers	36,000	137,000
Data centers - operations for 12 months	--	50,000
Establish China office	57,000	104,000
Wages and salaries for business maintenance for 12 months[(2)]	319,500	319,500
Wages and salaries for business expansion for 12 months[(2)]	--	346,000
Sales and marketing for 12 months	75,000	132,000
Other general and administrative expenses for 12 months[(3)]	384,800	492,800
Unallocated working capital	198,150	399,950
Total	**1,160,450**	**2,071,250**

Notes:

(1) Includes balance of CSE listing fee, legal, accounting and transfer agent fees and Agent's expenses (but excludes the non-refundable expenses pre-paid to the Agent in the amount of $17,500).

(2) Includes wages and salaries of personnel at all offices and includes proposed new hires: (directors' fees – min/max $48,000; Canada office – min/max $84,000; Hong Kong office – min $90,000/max $150,000; Vinh Sang Office – min $97,500/max $318,500; other Vietnam offices – min $nil/max $65,000).

(3) Includes rent for all offices (min $88,000/max $136,000), legal & audit fees (min $155,000/max $175,000), transfer agent fees and regulatory fees (min $19,800/max $24,800), AGM costs (min/max $5,000), travel & entertainment (min $70,000/max $90,000), and other office & miscellaneous costs for all offices (min $47,000/ max $62,000).

The Corporation estimates that proceeds from the Offering will fund operations for 12 months. Assuming completion of the Minimum Offering, the estimated total operating costs necessary for GCL to achieve its business objectives for the next 12 months are $926,300 and the estimated amount of other material capital expenditures during the next 12 months are $36,000. Assuming completion of the Maximum Offering, the estimated total operating costs necessary for GCL to achieve its business objectives for the next 12 months are $1,534,000 and the estimated amount of other material capital expenditures during the next 12 months are $137,000.

Business Objectives and Milestones

The objectives that the Corporation expects to accomplish using its net proceeds from the Offering, are as follows:

Business Objective	Milestones	Estimated Time Period	Allocation of Available Funds	
			Min Offering	Max Offering
Close Offering and complete listing on CSE	Close Offering and complete listing on CSE	within 90 days of final receipt of this Prospectus	$90,000	$90,000
Formalize agency agreements with new clients	Secure formal agreements with new agency clients and begin customer specific programs	4+ months	N/A(1)	N/A(1)
Expand Vietnam data center and set up additional data centers in China and Hong Kong	Rent space, hire personnel, purchase equipment and set up data center	8 months	$93,000	$241,000
Attract members to VCB Business Platform/MSR Business Center	Launch VCB Business Platform/ MSR Business Center; target 500 members in first year of operations	12 months	N/A(1)	N/A(1)
Enhance management and operational teams	As business increases, hire additional staff in Vietnam, China, Hong Kong and Canada	12 months	Nil	$346,000
Develop and implement sales and marketing plan	Build an overall strategic marketing plan, along with local plans to attract customers and members in Vietnam, Hong Kong and China	12 months	$75,000	$132,000
Total:			**$258,000**	**$809,000**

Notes:

(1) No costs are allocated in addition to the wages and salaries already being paid to the Corporation's personnel disclosed under "*Principal Purposes*" above.

The Corporation intends to spend its current working capital and the net proceeds from the Offering for the purposes set out above; however, there may also be circumstances where, for sound business reasons, a re-allocation of funds may be necessary for the Corporation to achieve its objectives. Accordingly, the Corporation reserves the right to redirect any portion of the funds in such manner as it considers in the best interest of the Shareholders.

The actual amount that the Corporation spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above and will depend on a number of factors, including those listed under the heading "*Risk Factors*". The Corporation may also require additional funds in order to meet its objectives (see "*Risk Factors*"). There is no assurance that additional funding required by the Corporation will be available if required.

The Corporation has not yet achieved positive operating cash flow and there are no assurances that the Corporation will not experience negative cash flow from operations in the future.

Unallocated Funds

The Corporation plans to use any excess capital raised for general working capital purposes.

Other Sources of Funding

Any funds raised from the exercise of future outstanding options or warrants will be used for general working capital.

The Corporation currently has nominal revenue or other sources of funding. If the Corporation successfully achieves its business objectives set out above (see "*Business Objectives and Milestones*"), then it expects to generate income from its agency work and from the VCB Business Platform/MSR Business Center during fiscal 2017; however, the potential revenues derived from these businesses are not included in the Corporation's use of proceeds. There is no guarantee that the Corporation will be able to generate revenue in the future (see "*Risk Factors*").

DIVIDENDS OR DISTRIBUTIONS

The Corporation has not paid dividends since its incorporation. While there are no restrictions in the Corporation's charter documents or pursuant to any agreement or understanding which could prevent the Corporation from paying dividends or distributions, GCL has limited cash flow and anticipates using all available cash resources to fund working capital and grow its business. As such, there are no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made at the discretion of the Board and will depend on the availability of distributable earnings and the operating results and the financial condition of the Corporation, future capital requirements and general business and other factors considered relevant by the Board. No assurance in relation to the payment of dividends can be given by the Corporation.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Financial Statements and MD&A

The following Financial Statements and MD&A are included as appendices to this Prospectus as follows:

- Appendix "A" – Audited consolidated annual financial statements of the Corporation for the financial years ended December 31, 2016 and 2015; and
- Appendix "B" – Corporation's Management Discussion and Analysis for the financial year ended December 31, 2016.

The Financial Statements and the financial data derived therefrom and included in this Prospectus have been prepared in accordance with IFRS.

The Corporation's MD&A included herein should be read in conjunction with the Financial Statements and the disclosure contained in this Prospectus. The discussions of results are as of the dates stated in the MD&A.

Additional Disclosure for Venture Issuers

The table below summarizes selected financial data for the period indicated and is qualified in its entirety by, and should be read in conjunction with, the Financial Statements and MD&A set out in Appendices "A" and "B" below, respectively:

	For year ended December 31, 2016 (audited)	For year ended December 31, 2015 (audited)
Revenue		
Sale of goods	$75,478	$3,559
Costs of goods sold	$(152,512)	$(2,909)
Service income	$36,496	$91,712
Service costs	$(3,484)	$(6,258)
Gross profit (loss)	**$(44,022)**	**$86,104**
Certain Expenses		
Amortization	$14,565	$7,827
Professional fees	$280,294	$25,070
Loan interest	$5,462	$280
Management fees	$96,596	$36,438
Salary and benefits	$128,597	$53,413
Rent	$53,025	$45,519
Travel and related	$49,631	$36,902
Office & misc	$90,080	$33,200
Recapitalization expense	$21,775	--
Total G&A expenses	**$(740,025)**	**$(238,649)**
Equity loss from associate	$(484)	$(3,590)
Loss and comprehensive loss for the period	$(784,531)	$(156,135)
Current assets	$233,444	$201,882
Total assets	$281,186	$255,217
Current liabilities	$334,071	$124,180
Total liabilities	$334,071	$195,754
Working capital (deficit)	$(100,627)	$77,702
Loss per share, basic and diluted	(0.11)	(0.11)
Weighted average shares outstanding	6,800,001	1,347,124

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Corporation is authorized to issue an unlimited number of Shares, of which 33,500,001 are issued and outstanding as of the date of this Prospectus.

All of the issued and outstanding Shares have been fully paid for and none are subject to any future call or assessment. Holders of Shares are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of the Corporation and to receive all notices and other documents required to be sent to shareholders in accordance with the Corporation's by-laws, corporate law and the rules of any applicable stock exchange. On a poll, every shareholder has one vote for each Share. The holders of Shares are entitled to dividends if, as and when declared by the Board and, upon the liquidation, dissolution or winding-up of its affairs or other distribution of its assets for the purpose of winding-up its affairs, to receive, on a *pro rata* basis, all of the remaining assets of the Corporation. The Shares do not carry any preemptive, subscription, redemption or conversion rights, nor do they contain any sinking fund or purchase fund provisions.

Warrants/ Agent's Warrants

As of the date of this Prospectus, there are no share purchase warrants issued and outstanding.

The Corporation will issue to the Agent, at each Closing, non-transferable Agent's Warrants equal to 8% (or 4% with respect to the President's List) of the aggregate number of Shares sold pursuant to the Offering. Each Agent's Warrant will entitle the Agent to purchase one Agent's Warrant Share at a price of $0.30 per Agent's Warrant Share for a period of 24 months from the Closing Date.

Options

No options are outstanding as of the date of this Prospectus. The Corporation expects to grant options exercisable into an aggregate of 3,020,000 Shares at a price of $0.30/Share for a period of 5 years on the Closing Date, vesting as to 10% on the date of grant and 30% each anniversary thereafter for 3 years (see "*Options to Purchase Securities*" below).

CONSOLIDATED CAPITALIZATION

Share Capital – Non-Diluted

The following table sets out the capitalization of the Corporation as of the dates specified below:

Designation of Security	Amount Authorized	Amount Outstanding as of Dec. 31, 2016	Amount Outstanding as of the date of this Prospectus	Amount Outstanding after giving effect to the Minimum Offering	Amount Outstanding after giving effect to the Maximum Offering
Shares	Unlimited	31,770,415	33,500,001	38,200,001	41,500,001

Share Capital – Fully Diluted

The following table sets out the details of the issued and outstanding Shares and securities convertible into Shares following completion of the Offering:

Designation of Security	Amount Outstanding (Min. Offering)	Percentage (%) of Total(1)	Amount Outstanding (Max. Offering)	Percentage (%) of Total(1)
Issued and outstanding Shares as of the date of this Prospectus:	33,500,001	81%	33,500,001	74%
Shares reserved for issuance at Closing	4,700,000	11%	8,000,000 (2)	18%
Shares reserved for issuance upon exercise of the Agent's Warrants	376,000(3)	1%	640,000(3)	1%
Shares reserved for issuance upon exercise of options to be granted on Closing Date	3,020,000(4)	7%	3,020,000(4)	7%
Total fully diluted Share capitalization after the Offering:	**41,596,001**	**100%**	**45,160,001** (5)	**100%**

Notes:

(1) Rounded to the nearest whole number.
(2) Assumes Maximum Offering.
(3) Assumes there are no purchasers identified on the President's List and, consequently, that the Agent's Warrants will entitle the Agent to purchase that number of Shares as is equal to 8% of the aggregate number of Shares sold pursuant to the Offering.
(4) Refer to "*Options to Purchase Securities*" below.
(5) Assumes Maximum Offering and exercise of Agent's Warrants and outstanding options.

OPTIONS TO PURCHASE SECURITIES

There are no options outstanding as at the date of this Prospectus. The Corporation expects to grant to eligible optionees options exercisable into an aggregate 3,020,000 Shares on the Closing Date, which options are qualified for distribution pursuant to this Prospectus. The options will be granted under the Stock Option Plan (see "*Executive Compensation – Stock Option Plans and Other Incentive Plans*" below) and are expected to be allocated on the following basis:

Optionee	Number of Options	Exercise Price	Expiry Date
Directors of the Corporation (who are not executive officers)(4)	800,000[1]	$0.30	5 years from Closing Date
Directors of subsidiaries the Corporation (who are not executive officers)(nil)	--	--	--
Executive Officers of the Corporation (2)	550,000[1]	$0.30	5 years from Closing Date
Executive Officers of subsidiaries of the Corporation (nil)	--	--	--
All other employees of the Corporation (nil)	--	--	--
All other employees of subsidiaries of the Corporation (14)	1,240,000[1]	$0.30	5 years from Closing Date
All consultants of the Corporation or of subsidiaries of the Corporation	430,000[1]	$0.30	5 years from Closing Date
All others	--	--	--
Total	**3,020,000**		

Notes:
(1) All options will be subject to the following vesting provisions: 10% shall vest on the date of grant and 30% shall vest on each anniversary of the date of grant for 3 years thereafter.

PRIOR SALES

During the 12 months preceding the date of this Prospectus, there were no issuances of Shares (or securities convertible into Shares) except as set out in the following table:

Date of Issuance	Number of Securities Issued	Price per Security	Aggregate Issue Price
Shares:			
April 25, 2016[1]	10,000,000	$0.001	$10,000
December 15, 2016[2]	12,000,000	$0.04[2]	$480,000[2]
December 30, 2016[3]	9,770,414	$0.06	$586,225
January 30, 2017[3]	1,229,586	$0.06	$73,775
March 13, 2017[3]	500,000	$0.06	$30,000

Notes:
(1) Founder's shares issued to the founding directors and executive officers of the Corporation.
(2) An aggregate of 12,000,000 Shares were issued to the shareholders of Glorious IT in exchange for all of the issued and outstanding shares of Glorious IT (see "*Business of the Corporation – History*"). The price per Share and aggregate issue price included in the table above is based on the deemed issuance price for the Shares.
(3) Shares issued pursuant to a seed round private placement.

ESCROWED SECURITIES

Escrowed Securities

Pursuant to NP 46-201, the securities held by "*principals*" (as defined under NP 46-201) of the Corporation are held in escrow subject to the terms of an escrow agreement for a period of time following the Listing Date as an incentive for the principals to devote their time and attention to the business of the Corporation while they are securityholders. In accordance with NP 46-201 and pursuant to an escrow agreement (the "**Escrow Agreement**") entered into among certain principals of the Corporation, the Corporation and the Transfer Agent, the following table sets out the Shares to be deposited into escrow with the Transfer Agent (the "**Escrowed Securities**"):

Designation of class	**Number of securities to be held in escrow or that are subject to a contractual restriction on transfer**	**Percentage of class after the Offering[(1)]**
Shares	14,113,744	Minimum Offering: 36.9%[(1)] Maximum Offering: 34%[(2)]

Notes:
(1) Assumes Minimum Offering resulting in 38,200,001 then issued and outstanding Shares.
(2) Assumes Maximum Offering resulting in 41,500,001 then issued and outstanding Shares.

As the Corporation will be classified as an "*emerging issuer*" (as defined under NP 46-201), the Escrowed Securities will be released according to the following schedule:

Date of Automatic Timed Release	**Amount of Escrowed Securities Released**
On the Listing Date	1/10 of the Escrowed Securities
6 months after the Listing Date	1/6 of the remaining Escrowed Securities
12 months after the Listing Date	1/5 of the remaining Escrowed Securities
18 months after the Listing Date	1/4 of the remaining Escrowed Securities
24 months after the Listing Date	1/3 of the remaining Escrowed Securities
30 months after the Listing Date	1/2 of the remaining Escrowed Securities
36 months after the Listing Date	The remaining Escrowed Securities

In the simplest case, where there are no changes to the Escrowed Securities initially deposited and no additional escrow securities, the release schedule outlined above results in 10% of the Escrowed Securities being released on the Listing Date and an additional 15% of the Escrowed Securities being released every 6 months thereafter until all of the Escrowed Securities have been released 36 months following the Listing Date.

The Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within escrow are: (i) to existing or, upon their appointment, incoming directors or senior officers of the Corporation, if the Board has approved the transfer; (ii) to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Corporation's outstanding securities; (iii) to a person or company that after the proposed transfer will hold more than 10% of the voting rights attached to the Corporation's outstanding securities, and has the right to elect or appoint one or more directors or senior officers of the Corporation or any of its material operating subsidiaries; (iv) to a trustee in bankruptcy or another person or company entitled to Escrowed Securities on the bankruptcy of the holder; (v) to a financial institution on the realization of Escrowed Securities pledged, mortgaged or charged by the holder to the financial institution as collateral for a loan; or (vi) to or between an RRSP, RRIF or other similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of the other registered plan or fund are limited to the holder and his or her spouse, children and parents or, in the case of a trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund, as applicable, or his or her spouse, children and parents. The owner of Escrowed Securities may continue to exercise voting rights attached to such securities. Tenders of Escrowed Securities in a business combination transaction are permitted provided that, if the tenderer is a principal of the successor issuer upon completion of the business combination, securities received in exchange for tendered Escrowed Securities are subject to escrow on the same terms and conditions, including release dates, as applied to the Escrowed Securities that were exchanged, subject to certain exceptions.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the Corporation's directors and officers, the only person who beneficially owns or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any of the Shares, is as follows:

Name of Principal Securityholder	Owned Beneficially and of Record Prior to the Offering		Owned Beneficially and of Record Immediately After the Offering		Owned Beneficially and of Record Immediately After the Offering, assuming the Exercise of all Agent's Warrants and Options	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Kong Yuk Kan(1)	11,463,744(2)	34.2%	Min. Offering 11,463,744(2)(3) Max. Offering 11,463,744(2)(3)	30% 27.6%	Min Offering: 11,463,744(2)(3)(4) Max Offering: 11,463,744(2)(3)(4)	27.6%(5) 25.4%(6)

Notes:
(1) Mr. Kong is the President and CEO of the Corporation.
(2) All Shares are owned of record and beneficially by Mr. Kong.
(3) Assumes that no Shares are purchased by Mr. Kong under the Offering.
(4) Assumes Mr. Kong exercises the 300,000 options to be granted to him on the Closing Date (see "*Options to Purchase Securities*").
(5) On a fully diluted basis, assuming the Minimum Offering and the exercise of all 376,000 Agent's Warrants (assuming there are no purchasers identified on the President's List) and the exercise of all 3,020,000 outstanding options to be granted on the Closing Date (see "*Consolidated Capitalization – Share Capital – Fully Diluted*").
(6) On a fully diluted basis, assuming the Maximum Offering and the exercise of all 640,000 Agent's Warrants (assuming there are no purchasers identified on the President's List) and the exercise of all 3,020,000 outstanding options to be granted on the Closing Date (see "*Consolidated Capitalization – Share Capital – Fully Diluted*").

DIRECTORS AND EXECUTIVE OFFICERS

Name, Principal Occupation and Security Holding

The following table sets forth information regarding the Corporation's current directors and executive officers:

Name, Province and Country of Resident and Current Position with the Corporation	Director or Officer Since	Principal Occupation during the 5 years preceding the date of this Prospectus(2)
Kong Yuk Kan(1) Hong Kong *CEO & Director*	Dec 24, 2015	CEO of Glorious IT (since Aug 2011)
Clarence Ho Yin Yip British Columbia, Canada *Director*	Dec 24, 2015	Real Estate Strata Agent with Century 21 R.E. Realty (since Jan 2001)
Ian Mallmann(1) British Columbia, Canada *Director*	May 16, 2016	Principal of Chagford Square Capital Inc. (since Oct 2003); Director of Crownia Holdings Ltd. (since Sep 2015); and various other director and officer positions with publicly traded companies

Alan Foster British Columbia, Canada *Director*	May 16, 2016	Executive in Residence of Wavefront (since Oct 2015); Management Consultant, Kengael Consulting (since Feb. 2012); Senior VP, Business Development of Simpli Innovations Inc. (Jan 2015 – Feb 2016); and Interim CFO of Epic Data International Inc. (Dec 2009 – Jan 2012)
David Austin[1] British Columbia, Canada *Director*	Jan 6, 2017	CEO, Chairman and Director of Colonial Coal International Corp. (TSX-V:CAD)(since 2010)
Ke Feng (Andrea) Yuan British Columbia, Canada *CFO*	Feb 1, 2016	Self-employed through Black Dragon Financial Consulting Services Inc. (since Nov 2011)

Notes:
(1) Member of the Audit Committee.
(2) See "*Directors and Management*" below for further details.

The term of each director expires at the annual meeting of Shareholders following the date of his or her appointment or election.

Security Holdings of Directors and Executive Officers

As at the date of this Prospectus, the Corporation's directors and executive officers, as a group, beneficially own, directly or indirectly, 14,113,744 Shares (36.9% assuming Minimum Offering; 34% assuming Maximum Offering).

As at the date of this Prospectus, the Corporation's directors and executive officers, as a group, beneficially own, directly or indirectly, 30% of the shares of a subsidiary of the Corporation, which shares are registered in the director's name but held in trust for Glorious IT.

Directors and Management

Below is a brief description of each director and member of management of the Corporation, including their names, ages, positions and responsibilities with the Corporation, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus and experience in the Corporation's industry.

As of the date of this Prospectus and other than as set out below, the Corporation has not entered into any other management, consulting or employment agreements with any of its management team. None of the persons on the management team have entered into either a non-competition or non-disclosure agreement with the Corporation.

***Kong Yuk Kan**, age 49 – Chief Executive Officer & Director*

Mr. Kong Yuk Kan is the CEO and one of the founding shareholders of the Corporation's wholly-owned subsidiary, Glorious IT, and was responsible for setting up Glorious IT in 2011. Mr. Kong has been responsible for developing the strategic vision of GCL and building the necessary infrastructure in Vietnam, Hong Kong and Mainland China to implement the Corporation's business plan. Mr. Kong has travelled extensively between China, Hong Kong, Macau and Vietnam in order to establish strategic partnerships and business relationships and opportunities in each region.

Mr. Kong has over 14 years' experience as an IT director or IT manager in various public and private companies, most notably with YesMobile H.K. (2001 - 2003) and Luks Group (Vietnam Holdings) Company Limited (2005 -

2011). He worked at the Saigon Trade Center in Vietnam from 2009 to 2011 for Luks Group (Vietnam Holdings) Company Limited, during which time he assisted in the development of the Optical Fiber System in the Saigon Trade Center. Mr. Kong has obtained various IT qualifications, including: Certification of Information Systems Security Professional, Linux Professional Certification, Computer Information Forensic Investigator, and Certificate of Cisco Network Associate. Mr. Kong received a Masters Degree from the New Asia Institute of Advanced Chinese Studies in 1996 and a Ph.D (Chinese Economic History) from Xiamen University of China in 2009.

Mr. Kong is fluent in English, Mandarin and Cantonese (oral and written). Also, although not "fluent", he is conversant in Vietnamese.

In his capacity as CEO and a director of the Corporation and CEO of Glorious IT, Mr. Kong will devote 100% of his time to the business and affairs of the Corporation.

***Ke Feng (Andrea) Yuan**, age 44 - Chief Financial Officer*

Ms. Andrea Yuan is a Chartered Professional Accountant (CPA)/Certified General Accountant (CGA) in British Columbia and a Certified Public Accountant (CPA) in New Hampshire. Ms. Yuan obtained her Bachelor of Economics from Shanghai University of Finance and Economics in 1994. Ms. Yuan is fluent in both English and Mandarin (oral and written).

Ms. Yuan started her career as an internal auditor and then as team head of the internal audit department at the Bank of China's Shanghai Pudong branch in China from 1994 through to 1999. After arriving in Canada in the Spring of 1999, Ms. Yuan worked as an accountant at a small accounting firm while she worked towards her CGA designation. Ms. Yuan moved to Davidson and Company LLP, Chartered Accountants, in 2004 where she worked in the firm's audit group. From November 2006 until 2009, Ms. Yuan was employed as an audit manager at Davidson. From 2009 until October 2011, Ms. Yuan was employed as an audit principal at Davidson. In addition to overseeing a variety of Canadian public company audits, she was also responsible for conducting the audits of various foreign public companies including Chinese and Korean companies.

Ms. Yuan started her own financial and management consulting company Black Dragon Financial Consulting Services Inc. in November 2011. Currently, Ms. Yuan acts as Chief Financial Officer or financial consultant for several public companies listed on the TSX-V and the Canadian Securities Exchange.

In her capacity as CFO of the Corporation, Ms. Yuan will devote approximately 35% of her time and such additional time to the business and affairs of the Corporation as may be necessary to discharge her duties.

***David Austin**, age 64 - Director*

Mr. Austin has over 30 years' Canadian reporting issuer experience. Mr. Austin currently serves as the CEO and Chairman (since October 2010) and a director (since July 2010) of Colonial Coal International Corp. (TSX-V: CAD), and was the President of its pre-amalgamation predecessor (2005 – 2008). Prior to that, Mr. Austin served as a director and/or senior officer of several other public companies listed on the TSX-V and the Toronto Stock Exchange including serving as the President (2001 – 2004) and a director (1995 – 2009) of NEMI Northern Energy & Mining Inc. (then TSX: NNE.A). Mr. Austin was also a terminal manager with the BC Ferry Corporation in West Vancouver, BC.

In his capacity as a director, Mr. Austin will devote approximately 5% of his time and such additional time to the business and affairs of the Corporation as may be necessary to discharge his duties.

***Alan Foster**, age 63 - Director*

Mr. Foster is a senior executive with over 30 years' experience in building and managing technology ventures. He has expertise in organizational leadership, business planning, sales and marketing, and product management and specializes in enterprises that deliver value added technology and software solutions to customers worldwide.

Mr. Foster is currently the Executive in Residence for Wavefront Accelerator's Venture Acceleration Program (since October 2015), an organization that provides start-ups with consulting services and resources to meet their needs for efficient business development. Mr. Foster is also a principal of Kenagel Consulting (since 2012), providing product marketing and business management consulting services to technology based companies. Previously, Mr. Foster served as the Senior Vice-President of Business Development for Simpli Innovations Inc. (2015 – 2016); the Interim Chief Financial Officer for Epic Data International Inc. (2009 – 2012), President of eXI Wireless Inc. (2001 - 2005); Chief Operating Officer for Meridex Networks (2000 - 2001); and a Director of Motorola's Mobile Data Division (1988 - 1993).

In his capacity as a director, Mr. Foster will devote approximately 5% of his time and such additional time to the business and affairs of the Corporation as may be necessary to discharge his duties.

***Ian Mallmann**, age 56 - Director*

Mr. Mallmann has been the principal of Chagford Square Capital Inc., a corporate finance and real estate advisory firm since October 2003. Mr. Mallmann has more than 5 years of experience in serving as director, Chief Financial Officer and Chair of the Audit Committee for several PRC-based reporting issuers on the TSX-V and the Canadian Securities Exchange. He was most recently a director and audit committee chair of Symax Lift (Holding) Co., Ltd. (TSX-V: SYL) from December 2009 to March 2016. Currently, Mr. Mallmann acts as a director for Crownia Holdings Ltd. (TSX-V:CNH).

Mr. Mallmann received a Bachelor of Arts Degree (1981), a Juris Doctor (1985) and a Masters Degree in Business Administration (1988), all from the University of British Columbia.

In his capacity as a director, Mr. Mallmann will devote approximately 5% of his time and such additional time to the business and affairs of the Corporation as may be necessary to discharge his duties.

***Clarence Ho Yin Yip**, age 64 - Director*

Mr. Yip received a Bachelor of Arts degree from the University of Regina (Saskatchewan) in 1979 and an Education Certificate from the University of Hong Kong in 1985. He was a senior high school geography teacher from 1980 – 1987 and then emigrated from Hong Kong to Canada in 1987. Mr. Yip has worked as a realtor in Canada since 1990, which position sees him involved in buying and selling real estate properties, managing rental properties for clients and strata management. Mr. Yip has substantial experience with corporate secretarial duties due to his various positions managing stratas over the past 30 years.

Mr. Yip is fluent in English, Mandarin and Cantonese (oral and written).

In his capacity as a director, Mr. Yip will devote approximately 5% of his time and such additional time to the business and affairs of the Corporation as may be necessary to discharge his duties.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the Corporation's knowledge, no director or executive officer of the Corporation is, as at the date of this Prospectus, or was within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company, including the Corporation, that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,

except that:

1. Ms. Yuan was the CFO and a director of First Star Resources Inc. when a cease trade order was issued against it on May 9, 2013 for failure to file its year-end financial statements due to lack of funds to pay the company's auditors. The financial statements were subsequently filed and the cease trade order lifted on August 15, 2013;

2. Sourcesmith Industries Inc., of which David Austin was a director, was cease traded by the British Columbia Securities Commission on November 8, 2005 for a failure to file comparative financial statement for its financial year ended June 30, 2005 and a Form 51-102F1 *Management's Discussion and Analysis* for the period ended June 30, 2005, and was cease traded by the Alberta Securities Commission on March 24, 2006 for a failure to file annual audited financial statements for the year ended June 30, 2005 and interim unaudited financial statements for the issuer's interim periods ended on September 30, 2005 and December 31, 2005. Sourcesmith Industries Inc. remains cease traded;

3. CY Oriental Holdings Ltd., a company then listed on the TSX-V, was ceased traded in July 2008 for failure to file its April 30, 2008 year end audited financial statements. Mr. Ian Mallmann joined the board of CY Oriental Holdings Ltd. in April 2009, at the time it was cease traded, in order to assist the company with organizing its financial affairs and with its reporting obligations. Ultimately the company was delisted from the TSX-V in July 2009 after trading had been suspended for more than 12 months. The company remains cease traded; and

4. Mr. Ian Mallmann was an independent director of Canada Renewable Bioenergy Corp. when a cease trade order was issued against it on August 6, 2014 for failure to file its March 31, 2014 year-end financial statements due to lack of funds to pay the company's auditors. The company remains cease traded.

Bankruptcies

To the Corporation's knowledge, no director or executive officer of the Corporation or a Shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any company, including the Corporation, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder,

except that, on October 13, 2006, NEMI Northern Energy & Mining Inc. ("**NEMI**"), of which David Austin was a director, voluntarily sought and obtained protection under the *Companies' Creditors Arrangement Act* (British Columbia), as amended (the "**CCAA**"), pursuant to an Order of the Supreme Court of British Columbia. On November 29, 2006, NEMI successfully closed an asset combination transaction with Hillsborough Resources Limited and Anglo Coal Canada Inc., following which NEMI filed with the Supreme Court of British Columbia a closing certificate which resulted in NEMI's full emergence from CCAA protection.

Penalties or Sanctions

To the Corporation's knowledge, no director or executive officer of the Corporation or a Shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement with a securities regulatory authority; or

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

Conflicts of Interest

Directors and officers are required by law to act honestly and in good faith with a view to the best interests of the Corporation, and to disclose any interests which they may have in any project or opportunity of the Corporation. If a conflict arises, any director in a conflict will disclose his or her interest and abstain from voting on such matter at a meeting of the Board. To the best of the knowledge of the Corporation, and other than as disclosed in this Prospectus, there are no known existing or potential conflicts of interest among the directors and officers of the Corporation or any of its subsidiaries as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies and therefore it is possible that a conflict may arise between their duties to the Corporation and their duties as a director or officer of such other companies. It is expected that all conflicts of interest will be resolved in accordance with the provisions of the CBCA.

EXECUTIVE COMPENSATION

Components of Compensation

The Corporation expects that its executive compensation program will consist of a combination of base salaries and participation in the Corporation's Stock Option Plan. When deemed appropriate, the Board may also pay bonuses to its management executives. These elements contain both short-term incentives, comprised of cash payments, being those provided by way of base salaries (and, when applicable, bonuses), as well as long-term incentives, comprised of equity-based incentives, being those provided under the Stock Option Plan.

The compensation of the CEO and the CFO of the Corporation is comprised of a base salary and options granted under the Stock Option Plan.

The Board will administer the incentive compensation and benefit plans. The Corporation does not have a formal compensation philosophy at the present time, and no formal objectives or benchmarking have been established to date.

Summary Compensation Table

The following table sets out all compensation paid to the CEO, the CFO and the three most highly compensated executive officers in addition to the CEO and CFO, as well as the non-NEO directors of the Corporation, for the periods noted therein:

Table of compensation excluding compensation securities							
Name and position	**Year Ended Dec 31**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Kong Yuk Kan[(1)] CEO & Director	2016 2015	96,596 36,438	Nil Nil	Nil Nil	Nil Nil	Nil Nil	96,596[(2)] 36,438[(2)]
Ke Feng (Andrea) Yuan[(3)] CFO	2016	40,470	Nil	Nil	Nil	Nil	40,470[(4)]
Clarence Ho Yin Yip[(5)] Director	2016 2015	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil[(6)] Nil
Alan Foster[(7)] Director	2016	5,000[(8)]	Nil	Nil	Nil	Nil	5,000[(6)]
Ian Mallmann[(7)] Director	2016	5,000[(8)]	Nil	Nil	Nil	Nil	5,000[(6)]

Notes:

(1) Mr. Kong was appointed the CEO and a director of the Corporation upon incorporation on December 24, 2015.

(2) All compensation paid to Mr. Kong was in payment of his services as CEO of the Corporation and its subsidiaries and was paid through Glorious IT. Mr. Kong receives no compensation for being a director of the Corporation. During fiscal 2017, assuming completion of the Offering and listing on the CSE, it is anticipated that the Corporation will pay Mr. Kong $90,000/year for services he provides to the Corporation and its subsidiaries pursuant to an employment agreement between Glorious IT and Mr. Kong.

(3) Ms. Yuan was appointed the CFO of the Corporation on February 1, 2016.

(4) Ms. Yuan is employed by Black Dragon Financial Consulting Services Inc. During fiscal 2017, assuming completion of the Offering and listing on the CSE, it is anticipated that the Corporation will pay Black Dragon Financial Consulting Services Inc. $84,000/year for the services provided to the Corporation by Ms. Yuan pursuant to a consulting agreement between the Corporation and Black Dragon Financial Consulting Services Inc.

(5) Mr. Yip was appointed a director of the Corporation upon incorporation on December 24, 2015.

(6) Upon completion of the Offering and the CSE listing, the non-executive directors will be paid $1,000/month as a director's fee.

(7) Messrs. Foster and Mallmann were elected directors of the Corporation on May 16, 2016.

(8) Consulting fees related to the preparation of the Corporation's business plan.

Stock Options and Other Compensation Securities

There were no incentive stock options to purchase Shares of the Corporation (option-based awards) or other compensation securities granted or issued to any director or NEO by the Corporation or any of its subsidiaries in the fiscal year ended December 31, 2016, for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

No compensation securities were exercised by any directors or NEOs during the fiscal year ended December 31, 2016.

Stock Option Plans and Other Incentive Plans

The Corporation's Stock Option Plan is dated January 25, 2017, and is a "*rolling*" 10% stock option plan.

The Stock Option Plan is administered by the Board who has the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves. Eligible recipients include: directors, officers, employees and consultants of, or employees of management companies providing services to, the Corporation or its subsidiaries. The key terms of the Stock Option Plan are as follows:

- The aggregate number of optioned Shares that may be issued upon the exercise of stock options granted under the Stock Option Plan may not exceed 10% of the number of issued and outstanding Shares of the Corporation at the time of granting of options.

- No more than 5% of the Shares outstanding at the time of grant may be reserved for issuance to any one person (including a company wholly-owned by that person) in any 12 month period, unless the Corporation has received disinterested shareholder approval to exceed such limit.

- Where required by applicable exchange policies, no more than 2% of the Shares outstanding at the time of grant may be reserved for issuance to any one consultant of the Corporation in any 12 month period.

- No more than an aggregate of 2% of the Shares outstanding at the time of grant may be reserved for issuance to any person conducting investor relations activities (as such term is defined under applicable exchange policies) in any 12 month period.

- Vesting of options is at the discretion of the Board, however, options may not be granted with vesting provisions if vesting is prohibited under applicable exchange policies.

- If required by applicable exchange policies, options granted to persons performing investor relations activities will vest over a minimum of 12 months with no more than ¼ of such options vesting in any 3 month period.

- The number of Shares that may be reserved for issuance to Insiders (as such term is defined under applicable exchange policies), as a group (i) at the time of grant; or (ii) within a one year period, may not exceed 10% of the outstanding Shares calculated at the time of the grant, unless disinterested shareholder approval has been obtained.

- The exercise price of a stock option shall be fixed by the Board; however, the minimum exercise price of a stock option cannot be less than the minimum price permitted under applicable exchange policies at the date of grant.

- Options may have a maximum exercise period of ten (10) years.

- Options are non-assignable and non-transferable.

- Options will expire immediately upon the optionee ceasing to provide services to the Corporation and the optionee may not exercise any options after such optionee ceases to provide services to the Corporation except that:

    - in the case of death of an optionee, any vested options held by the deceased at the date of death will become exercisable by the optionee's estate until the earlier of one year after the date of death and the date of expiration of the term otherwise applicable to such option;

    - in the case of an optionee dismissed from employment/service for cause, such options, whether vested or not, will immediately terminate without right to exercise same; and

- subject to the above two paragraphs, any vested option held by an optionee at the date the optionee ceases to provide services to the Corporation may be exercised by such optionee until the earlier of (i) the date that is 90 days after the date such optionee ceases to provide services, or such extended date not to exceed one year after the date the optionee ceases to provide services to the Corporation where such extended date is approved by the Board in writing; and (ii) the expiry date otherwise applicable to such options.

Employment, Consulting and Management Agreements

The Corporation has entered into agreements or arrangements under which it pays it NEOs as follows:

1. Kong Yuk Kan - *CEO and a director of the Corporation; CEO and a director of Glorious IT.*

   Mr. Kong's employment with Glorious IT commenced in 2011 and he is currently paid $90,000/year pursuant to a verbal arrangement with Glorious IT. Pursuant to an employment agreement between Mr. Kong and Glorious IT entered into March 20, 2017, the parties agreed that commencing on the Closing Date, Mr. Kong will be paid $90,000/year for his services as CEO of Glorious IT, which salary will be reviewed annually by the Board and adjusted if deemed appropriate at the time. Mr. Kong will also be entitled to bonuses from time to time, at the sole discretion of the Board. Further terms provide that: Mr. Kong will be granted 300,000 options at the Offering Price on the Closing Date (see "*Options to Purchase Securities*"). In addition, Mr. Kong will be entitled to 4 weeks vacation per year and at such time as benefits may be provided to the employees of the Corporation, Mr. Kong will be entitled to such benefits.

   Mr. Kong's employment may be terminated by Mr. Kong by providing the Corporation with three months' prior notice. The severance package available to Mr. Kong on termination by the Corporation for other than cause is one year's salary plus one month per every year he has provided services to the Corporation (or one of its subsidiaries) up to a maximum of two years' salary.

2. Ke Feng (Andrea) Yuan - *CFO of the Corporation*

   Black Dragon Financial Consulting Services Inc. ("**Black Dragon**"), a company owned by Ms. Yuan, has entered into a consulting agreement with the Corporation pursuant to which it provides the services of Ms. Yuan to act as the Corporation's CFO. Pursuant to the terms of the agreement, Black Dragon is currently paid an hourly fee for services provided. Commencing on the Closing Date, Black Dragon will be paid an annual consulting fee of $84,000/year. Black Dragon will also be granted 250,000 options at the Offering Price on the Closing Date (see "*Options to Purchase Securities*"). This engagement may be terminated by Black Dragon by providing the Corporation with one month's prior notice. The severance package available to Black Dragon on termination by the Corporation for other than cause is one year's consulting fee plus one month per every year it has been engaged by the Corporation up to a maximum severance of two years' consulting fee.

3. Ian Mallmann – *Director* & Alan Foster - *Director*

   During fiscal 2016, Messrs. Mallmann and Foster entered into an arrangement with the Corporation pursuant to which each would be paid $5,000 (for a total $10,000) to prepare a business plan for the Corporation.

Oversight and Description of Director and NEO Compensation

The Corporation does not have a formal process for determining compensation paid to directors and NEOs. Currently, the Board as a whole determines the compensation and benefits paid to the Corporation's NEOs and does so with reference to industry standards and the Corporation's financial situation.

The Board has the sole responsibility for determining the compensation of the Corporation's directors. Director compensation is determined by the Board from time to time with reference to industry standards and the Corporation's financial situation.

The Corporation does not currently pay its non-NEO directors any fees for acting as directors of the Corporation; however, they are entitled to participate in the Stock Option Plan. Non-NEO directors are reimbursed for reasonable expenditures incurred in performing their duties as directors of the Corporation. Commencing upon completion of the Offering and CSE listing, each of the non-NEO directors will be paid a director's fee of $1,000/month.

From time to time non-NEO directors may be retained as consultants or experts to provide specific services to the Corporation and will be compensated on a normal commercial basis for such services. Other than as disclosed under "*Employment, Consulting and Management Agreements*" above, as of the date of this Prospectus, no other non-NEO directors have been retained by the Corporation as consultants.

Pension Plan Benefits

The Corporation does not currently provide any pension plan benefits for its NEOs or directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers or employees of the Corporation or any of its subsidiaries and former directors, executive officers and employees of the Corporation or any of its subsidiaries has or had at any time since January 1, 2017, any indebtedness outstanding to the Corporation or any of its subsidiaries, or to another entity that has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Corporation or any of its subsidiaries.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

Audit Committee

The Audit Committee is the sole committee established by the Board as of the date of this Prospectus. NI 52-110 requires the Corporation's Audit Committee to meet certain requirements. It also requires the Corporation to disclose in this Prospectus certain information regarding the Audit Committee. That information is disclosed below.

A copy of the Corporation's Audit Committee Charter is set out below in Appendix "C".

The Corporation's Audit Committee is comprised of three directors: Kong Yuk Kan, David Austin and Ian Mallmann. The following table sets out the names of the members of the Audit Committee and whether they are "*independent*" and "*financially literate*" for the purposes of NI 52-110.

Name of Member	Independent(1)	Financially Literate(2)
Kong Yuk Kan	No	Yes
Ian Mallmann	Yes	Yes
David Austin	Yes	Yes

Notes:

(1) To be independent, a member of the Audit Committee must not have any direct or indirect "*material relationship*" with the Corporation. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of

a member's independent judgment. Accordingly, an executive officer of the Corporation is not independent, nor is a director that is paid ongoing consulting fees for non-director services provided to the Corporation.

(2) To be considered financially literate, a member of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Each of the members of the Audit Committee has an understanding of IFRS and financial statements. Each member has the ability to assess the general application of such principles in connection with accounting for estimates, accruals and reserves. In addition each member has the background and experience to deal with the complexity of accounting issues that can be reasonably raised by the Corporation's financial statements. Each member also has an understanding of internal controls and the functioning of the audit committee and has experience overseeing the financial reporting function. For the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member, see "*Directors and Executive Officers – Directors and Management*" above.

Since the commencement of the Corporation's most recent financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Pursuant to NI 52-110, the Audit Committee must approve in advance all non-audit services to be provided to the Corporation by the external auditor. The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services except as contained in its charter. At no time since the Corporation's incorporation has the Corporation retained its external auditor to provide any non-audit services to the Corporation.

The Corporation's independent auditors are Davidson & Company LLP. Fees paid or accrued for audit and other services provided by the Corporation's independent auditors from incorporation to the date of this Prospectus, as well as the Corporation's wholly-owned subsidiary Glorious IT, in the last two fiscal years are outlined below:

		Fiscal Year Ended	
Nature of Services		**Dec 31, 2016**	**Dec 31, 2015**
Audit Fees(1)		$99,500	$Nil
Audit-Related Fees(2)		$Nil	$Nil
Tax Fees(3)		$Nil	$Nil
All Other Fees(4)		$Nil	$Nil
	TOTAL:	**$99,500**	**$Nil**

Notes:

(1) "*Audit Fees*" include the aggregate fees billed for each of the last two fiscal years for professional services of the external auditor for the audit of the Corporation's annual consolidated financial statements and the audit of the Corporation's internal control over financial reporting for fiscal 2015 and fiscal 2016, or review services that are normally provided by the external auditor in connection with the interim filings or engagements for those fiscal years.

(2) "*Audit-Related Fees*" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under (1) above.

(3) "*Tax Fees*" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the external auditor for tax compliance, tax advice and tax planning.

(4) "*All Other Fees*" include the aggregate fees billed in each of the last two fiscal years for services provided by the external auditor, other than the services reported in the above items.

The Corporation is relying upon the following exemptions contained in Part 6 of NI 52-110:

- An exemption from the requirement to disclose information relating to the Audit Committee in an annual information form as the Corporation, like other venture issuers, will be exempt from the requirement to file an annual information form.

- An exemption from the requirement in Part 3 of NI 52-110 with regard to the composition of the Audit Committee, including the requirement that all members of the Audit Committee must be independent.

Corporate Governance

Overview

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with day-to-day management of the Corporation.

The Canadian securities regulatory authorities have issued corporate governance guidelines pursuant to NI 58-101, together with certain related disclosure requirements pursuant to NI 58-101. The corporate governance guidelines under NI 58-101 are recommended as "*best practices*" for issuers to follow. The Corporation recognizes that good corporate governance plays an important role in its overall success and in enhancing shareholder value and, accordingly, has adopted certain corporate governance practices which are reflective of the recommended guidelines. A description of the Corporation's approach to corporate governance is set out below. The Board will monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

The Corporation has five directors: David Austin, Alan Foster, Kong Yuk Kan, Ian Mallmann and Clarence Ho Yin Yip.

Section 1.4 of NI 52-110 sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship to the Corporation.

Applying the definition set out in section 1.4 of NI 52-110, four of the five members of the Board are independent. The members who are independent are: David Austin, Alan Foster, Ian Mallmann and Clarence Ho Yin Yip, as they have no direct or indirect material relationship with the Corporation.

Kong Yuk Kan is not independent by virtue of the fact that he is an executive officer of the Corporation (i.e., the CEO) and a significant Shareholder.

The Board meets on a monthly basis and will hold additional meetings as may be required or appropriate in the circumstances. The frequency of the meetings and the nature of the meeting agendas is and will be dependent on the nature of the business and affairs which the Corporation faces from time to time. The independent directors will also hold meetings from time to time, as they deem necessary. Having considered the current size of the Board, the number of independent directors and the experience of the independent directors, the Board believes that separate independent director meetings are sufficient to facilitate its exercise of independent supervision over management.

Other Directorships

The following directors of the Corporation are presently directors of one or more other reporting issuers (or equivalents) in a Canadian jurisdiction or a foreign jurisdiction:

Name of Director	Reporting Issuer(s) or Equivalent(s)
David Austin	Colonial Coal International Corp. (TSX-V)
Ian Mallmann	Crownia Holdings Ltd. (TSX-V)

Orientation and Continuing Education

Given the current size of the Board, there is no formal program for the orientation and education of new directors. The Corporation intends to ensure that all new directors meet with executive management and incumbent directors and receive a complete package with background as to the Corporation's business and outlining the securities law obligations and restrictions on members of the Board and the Corporation to aid in their familiarization with the Corporation.

In order to achieve continuing improvement in Board performance, all directors are encouraged to undergo continual professional development.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct & Ethics which addresses, but is not limited to, the following issues:

(a) compliance with laws and ethics (including, but not limited to, a prohibition on illegal payments of any kind, insider trading, tipping and hedging);

(b) the prescriptions of and procedures for blackout periods;

(c) corporate opportunities and conflicts of interest;

(d) discharge of director and officer duties;

(e) confidentiality of corporate information;

(f) disclosure of material information;

(g) protection and proper use of corporate assets;

(h) accounting, auditing and disclosure concerns;

(i) fair dealing with competitors;

(j) fair treatment and respect of people in its workplace;

(k) political activities;

(l) statement that the Corporation is an equal opportunity employer;

(m) no tolerance for discrimination, harassment or workplace violence of any kind; and

(n) compliance with health and safety issues.

In addition, the Corporation has adopted a Whistleblower Policy to ensure that a confidential and anonymous process exists whereby officers, employees and consultants of the Corporation and its subsidiaries can express concerns or complaints about accounting and control matters and/or suspected violations of the law or the Code of Business Conduct & Ethics.

Nomination of Directors

Due to the Corporation's size and stage of development, the Board does not have a nominations committee or a formal procedure with respect to the nomination of directors. Nominees have historically been recruited by the efforts of existing Board members, and the recruitment process has involved both formal and informal discussions among Board members. New nominees must have at track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the required time, show support for the Corporation's mission and strategic objectives and have a willingness to serve.

Compensation

Due to the Corporation's size and stage of development, it does not have a separate compensation committee, but rather, the Board as a whole determines executive and director compensation by way of discussions at Board meetings. The independent members of the Board are also responsible for determining the compensation to be paid to the executive directors of the Corporation. Should the Corporation's circumstances change to warrant a separate compensation committee, one will be established.

Each of the NEOs has a written agreement with the Corporation or a subsidiary (see "*Executive Compensation – Employment, Consulting and Management Agreements*"). The Board will review, on an annual basis, the cash compensation, performance and overall compensation package for each NEO. The Corporation recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each of the NEOs. The Corporation's executive compensation practices are intended to provide both current and long term rewards to its NEOs that are competitive within the compensation practices of the industry and consistent with their individual performance and contribution to the Corporation's objectives. Compensation components include base salary, bonus and long term incentives in the form of stock options. In determining the appropriate base salary of an executive officer, the Board considers the responsibilities of the individual, comparable salaries in the industry, the experience level of the individual and overall performance. Once the base salary has been established it is reviewed on an annual basis.

Non-executive directors are currently not paid a director fee. It is expected that upon completing of the Offering and listing on the CSE, the non-NEO directors will be paid a director's fee of $1,000/month. Non-executive directors are eligible to participate in the Stock Option Plan. Non-executive director compensation will be reviewed by the Board on an annual basis.

Other Board Committees

The Board has no standing committees other than the Audit Committee.

Assessments

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Corporation's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The contributions of individual directors are monitored by the other members of the Board on an informal basis through observation.

PLAN OF DISTRIBUTION

The Offering

The Offering

The Offering consists of a minimum of 4,700,000 and a maximum of 8,000,000 Shares at a price of $0.30 per Share for minimum gross proceeds of $1,410,000 and maximum gross proceeds of $2,400,000. The price to the public was determined by arm's length negotiation between the Corporation and the Agent.

This Prospectus qualifies, among other things, the distribution of the Shares.

Appointment of Agent

Pursuant to the Agency Agreement, the Corporation has appointed Mackie Research Capital Corporation as its exclusive agent to offer, on a commercially reasonable efforts basis on behalf of the Corporation, a minimum of 4,700,000 and a maximum of 8,000,000 Shares, subject to the terms and conditions contained therein, at a price of $0.30 per Share.

The obligations of the Agent under the Agency Agreement may be terminated prior to the completion of the Offering at the Agent's discretion on the basis of its assessment of the state of the financial markets and at any time upon the occurrence of certain stated events and upon other conditions set out in the Agency Agreement. While the Agent has agreed to use its commercially reasonable efforts to sell the Shares offered hereby, the Agent will not be obligated to purchase any Shares not sold.

Subscriptions for Shares 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. It is expected that the Offering will close on or about ♦, or such earlier or later date as the Corporation and the Agent may agree.

The Offering will not continue for a period of more than 90 days after the date of the receipt for the final prospectus if subscriptions representing the Minimum Offering are not obtained within that period, unless each of the persons or companies who subscribed within that period has consented to the continuation of the Offering. During the 90 day period, all subscription funds received by the Agent will be held by the Agent pursuant to the provisions of the Agency Agreement. If the Minimum Offering is not completed, the Agent will return any funds received from subscribers without interest thereon or deduction therefrom.

The Offering will be conducted under the book-based system. On closing of the Offering, the Shares will be issued and deposited in electronic form with CDS or its nominee pursuant to the book-based system administered by CDS, unless otherwise required by applicable law. A purchaser of Shares (other than purchasers of Shares outside of Canada and the United States which may, if required, receive individual physical certificates) will receive only a client confirmation from the registered dealer from or through whom Shares are purchased and who is a CDS depository service participant in accordance with the practices and procedures of the registered dealer. CDS will record the CDS participants who hold Shares on behalf of owners who have purchased them in accordance with the book-based system. Except in limited circumstances (including those noted above), no certificates will be issued to purchasers of Shares.

Agent's Compensation

In consideration for the services performed by the Agent in connection with the Offering, the Corporation has agreed to pay the Agent:

(a) a cash commission equal to 8% (or 4% with respect to investment from subscribers listed on the President's List) of the gross proceeds of the Offering; and

(b) Agent's Warrants entitling the Agent to purchase such number of Agent's Warrant Shares as is equal to 8% (or 4% with respect to investment from subscribers listed on the President's List) of the number of Shares sold under the Offering. The Agent's Warrants will be exercisable for a period of 24 months from the date of issue at $0.30 per Agent's Warrant Share.

The Corporation will also pay to the Agent a non-refundable work fee of $35,000 (+ GST) at Closing. The Corporation will also pay the Agent's legal fees and other reasonable expenses in connection with the Offering (of which a legal retainer of $17,500 + GST has been paid). There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or other person or company in connection with the Offering other than as disclosed herein.

This Prospectus also qualifies the distribution of the Agent's Warrants.

The Corporation has agreed to indemnify the Agent and its agents, directors, officers and employees against certain liabilities. This indemnity does not apply to the extent such liabilities as to which indemnification is claimed resulted from the negligence, willful misconduct or fraud of the indemnified party.

CSE Listing

The Corporation has applied to list its Shares on the CSE, including the Shares underlying the Agent's Warrants distributed under this Prospectus and Options to be granted by the Corporation on the Closing Date to eligible optionees under the Stock Option Plan. Listing will be subject to the Corporation fulfilling all of the listing and admission requirements of the CSE, including without limitation, the distribution of the Shares to a minimum number of public shareholders and the Corporation meeting certain financial and other requirements.

As at the date of the prospectus, the Corporation does not have any of its securities listed or quoted, 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, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

RISK FACTORS

An investment in the Shares should be considered highly speculative due to the nature of the Corporation's business and the present stage of development. An investment in the Shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Potential investors should consult with their professional advisors to assess an investment in the Corporation. In evaluating the Corporation and its business, investors should carefully consider, in addition to other information contained in this Prospectus, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in the Corporation or in connection with its operations.

The following are certain factors relating to the Corporation's business, which prospective investors should carefully consider before deciding whether to purchase Shares. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information set out elsewhere in this Prospectus. These risks and uncertainties are not the only ones the Corporation is facing. Additional risks and uncertainties not presently known to the Corporation, or that the Corporation currently deems immaterial, may also impair operations. If any such risks actually occur, the business, financial condition, liquidity and results of operations could be materially adversely affected.

Risks Specific to the Corporation's Business

Limited Operating History

The Corporation was incorporated in late 2015 and does not have an operating history or any established financing sources. The Corporation's wholly-owned subsidiary, Glorious IT, was incorporated in July, 2011, and has earned nominal revenues to date.

The Corporation's business and prospects must be considered in light of the risks, expenses and difficulties often encountered by early stage agency, distributor and/or commercial IT technology companies. Risks to consider include the unpredictability of the Corporation's business expansion, its ability to anticipate and adapt to the constantly evolving array of business opportunities presented to it and its ability to identify, attract, train and retain qualified personnel to assist it with its growth and diversity. The Corporation has limited experience in addressing the risks, expenses and difficulties encountered by similar, same-stage companies, particularly companies that are as rapidly evolving in the ASEAN corridor as the Corporation.

The Corporation cannot assure that it can avoid net losses in the future or that there will not be any earning or revenue declines in the future. The Corporation expects that its operating expenses will increase as it grows its business. If the revenues do not increase to offset these expected increases in costs and operating expenses, the Corporation will not be profitable.

To increase its revenues, the Corporation must regularly add new customers, provide additional services and/or sell additional products to existing customers and encourage existing customers to increase their minimum commitment levels. There are no assurances that the Corporation will be able to attract new customers or retain existing customers in which case its operating results will be adversely affected.

More specifically, upon completion of the Offering, the Corporation intends to expand its international trade agency and consulting business, as well as continue to establish and expand its e-commerce platform into a number of ASEAN countries, including Vietnam and China. In order to succeed with such expansions, the Corporation believes it will need to develop and manage new sales channels and distribution arrangements. Because the Corporation has limited experience in developing and managing such channels, it may not be successful in further penetrating target geographic regions or reaching a broader customer base. Failure to develop or manage additional sales channels effectively would limit the Corporation's ability to succeed in its target markets and could adversely affect the Corporation's ability to grow its customer base and revenue. Additionally, the Corporation expects to act as a distributor for the products and services sold through its e-commerce platform. If the Corporation fails to manage distribution of such products and services properly, if the financial condition or operations of its suppliers weaken, or if such suppliers fail to meet the applicable regulatory requirements of the jurisdictions in which they do business, the revenue and gross margins of the Corporation could be adversely affected.

International Operations

The Corporation provides international trade agency and consulting services to companies primarily in Vietnam, with recent expansion to China and proposed expansion to other ASEAN countries. In addition, the Corporation is in the process of setting up its online e-commerce portal to facilitate the purchase and sale of products initially between the Vietnamese and Chinese markets, with proposed expansion to other ASEAN countries. Certain risks are inherent in such international operations, including: vigorous regulation of the Internet; the challenge of compliance with a variety of continually updating foreign laws and regulations, some of which may conflict with one another; the possibility of new, or changing, tax laws applying to the Corporation, its operations or those of its clients or customers; varying foreign laws and regulations for e-commerce; difficulty enforcing agreements, intellectual property rights and collecting receivables through certain foreign legal systems; complexities of managing a multinational organization; general economic and political conditions, natural disasters, social upheaval, war or terrorist activities in countries where the Corporation operates; movement in, or outlook on, interest rates and inflation rates in jurisdictions in which it operates; and differing payment cycles across jurisdictions. If the Corporation does not respond adequately to these risks, it could have a material adverse effect on the Corporation's business, results of operations and financial condition. The implementation of new laws or the modification of existing laws affecting any of the industries in which the Corporation carries on business are beyond the control of the Corporation and could have a material adverse impact on the Corporation and its business.

Foreign Exchange Rate Risk

Because the Corporation's business operations are centered in Hong Kong and Vietnam, and operations in China pending, all or part of the Corporation's revenue and expenses may be denominated in Canadian, American or Hong Kong dollars, Vietnamese Dong or Chinese Renminbi. Accordingly, foreign currency fluctuations may adversely affect the Corporation's financial position and operating results.

Potential Restrictions on Transfer with Subsidiaries

The Corporation is a holding company that conducts operations through subsidiaries, including foreign subsidiaries located in Hong Kong, Vietnam and China. Accordingly, any limitation on the transfer of cash or other assets between the Corporation and such entities, or among such entities, including the creation or increase of taxes over such transfers, could restrict the Corporation's ability to fund its operations efficiently or to fund dividends or other distributions to Shareholders. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on the Corporation's valuation and share price.

Changes in Laws

Changes to any of the laws, rules, regulations or policies to which the Corporation is subject in any jurisdiction in which it carries on business could have a significant impact on the Corporation's business. There can be no assurance that the Corporation will be able to comply with any future laws, rules, regulations and policies. Failure by the Corporation to comply with applicable laws, rules, regulations and policies may subject it to civil or regulatory proceedings, including fines or injunctions, which may have a material adverse effect on the Corporation's business, financial condition, liquidity and results of operations. In addition, compliance with any future laws, rules, regulations and policies could negatively impact the Corporation's profitability and have a material adverse effect on its business, financial condition, liquidity and results of operations.

Competition

There is significant competition in the online advertisement industry generally. The Corporation currently has access to an Internet advertising license in Vietnam which is rare for a foreign-owned company to obtain, but it is anticipated that it will be competing with a range of local and foreign-owned competitors in the future. There is also risk that a change in law or policy (refer to "*Changes in Laws*" above) could result in a loss of some or all of the licenses the Corporation has acquired which would have a material adverse effect on the Corporation's business, financial condition and results of operations.

There is no assurance that competitors will not succeed in obtaining the necessary licenses or developing products that are more effective or economic than the products developed by the Corporation, or which would render the Corporation's products obsolete and/or otherwise uncompetitive.

A large number of market participants can complicate customers' discrimination between competitors, increasing the difficulty of achieving market share and revenue. The Corporation may be unable to compete successfully against future competitors where aggressive policies are employed to capture market share. Such competition could result in price reductions, reduced gross margins and loss of market share, any of which could materially adversely affect the Corporation's future business, operating results and financial position. There may be competitors that have greater name recognition, access to larger customer bases and substantially greater resources, including sales and marketing, financial and other resources, which could enable such competitors to absorb costs associated with providing their products and services at lower prices, devote more resources to new customer acquisitions, respond to evolving market needs more quickly than the Corporation and/or finance more development activities to develop better products and services, any or all of which could have a material adverse effect on the Corporation's business and revenues.

Consumer Acceptance

The Corporation expects that a substantial portion of its future revenue will be derived from use of its e-commerce portal. Broad market acceptance of the e-commerce portal is, therefore, critical to the Corporation's future success and its ability to continue to generate revenues and to increase revenues. Failure to achieve broad market acceptance of the e-commerce portal could significantly harm the Corporation's business. The Corporation's future financial performance could depend on the successful market acceptance of its e-commerce portal and on the development, introduction and market acceptance of any future enhancements. There can be no assurance that the Corporation will be successful in marketing its current product offerings or any new product offerings, applications or enhancements, and any failure to do so could significantly harm its business.

Merchant Acceptance

The Corporation expects to generate a significant portion of its revenues through the sale of memberships on its e-commerce platform and the sale of additional solutions to its merchants. Such membership plans are for fixed periods of time, and the merchants have no obligation to renew their memberships after their subscription term expires. As a result, even though the Corporation believes there is significant interest among merchants to use the Corporation's e-commerce platform, there can be no assurance that a significant number of merchants will subscribe to the e-commerce platform, or that once subscribed, that the Corporation will be able to retain these merchants. Many such merchants may be small and thus more susceptible than larger businesses to general economic conditions and other risks affecting their businesses. In addition, many such small merchants may be in the entrepreneurial stage of their own development and thus there is no guarantee that their businesses will succeed.

The Corporation's costs associated with subscription renewals are expected to be substantially lower than costs associated with generating revenue from new merchants or costs associated with generating sales of additional solutions to existing merchants. Therefore, if the Corporation is unable to retain merchants, even if such losses are offset by an increase in new merchants or an increase in other revenues, the Corporation's operating results could be adversely impacted.

The Corporation may also fail to attract new merchants, retain existing merchants or increase sales to both new and existing merchants as a result of a number of other factors, including:

(a) reductions in its current or potential merchants' spending levels;
(b) increasing competition through the introduction of e-commerce platforms, discount pricing and other strategies that may be implemented by competitors;
(c) a decline in the Corporation's merchants' level of satisfaction with the e-commerce platform and merchants' usage of the platform; and
(d) changes in relationships with third parties, including the Corporation's partners, referral sources and payment processors.

Pricing

The Corporation has limited experience determining the optimal prices for its agency consulting services, as well as for membership fees for its e-commerce platform. The Corporation expects to change its pricing model from time to time in the future. Given its limited experience with selling its services, products and new solutions, it may not be offering its services/products or new solutions at an optimal price, which may result in a loss of profitability. As competitors introduce new businesses and products that compete with the Corporation's businesses and products, the Corporation may be unable to attract new customers or merchants at the same prices or based on the same pricing models as it has historically charged, which could have a negative impact on its overall revenue. Moreover, if small merchants comprise the majority of merchants using the e-commerce platform, they may be quite sensitive to price increases or prices offered by competitors. As a result, in the future the Corporation may be required to reduce its prices, which could adversely affect its revenue, gross profit, profitability, financial position and cash flows.

Advertising and Sales

The Corporation's future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional expenditures, including its ability to (i) create greater awareness of its products and services; (ii) determine the appropriate creative message and media mix for future advertising expenditures; and (iii) effectively manage advertising and promotional costs in order to maintain acceptable operating margins. There can be no assurance that advertising and promotional expenditures will result in revenues in the future or will generate awareness of the Corporation's technologies or services. In addition, no assurance can be given that the Corporation will be able to manage its advertising and promotional expenditures on a cost-effective basis.

Obsolescence

The e-commerce industry is characterized by rapid changes in technology and customer demands. As a result, the Corporation's e-commerce products, including the VCB Business Platform and its agency-related internet marketing products, may quickly become obsolete and unmarketable. The Corporation's future success will depend on its ability to adapt to technological advances, anticipate customer demands, develop new products and enhance its current offered products on a timely and cost-effective basis. Further, its products must remain competitive with those of other companies with substantially greater resources. The Corporation may experience technical or other difficulties that could delay or prevent the development, introduction or marketing of new products or enhanced versions of existing products.

Technical Operations Infrastructure

It is anticipated that the Corporation's online e-commerce platform will serve a large number of clients and customers. The infrastructure required to maintain such platform may not provide satisfactory service in the future if it is not adequately updated, particularly if the number of customers navigating the platform increases. The Corporation may be required to upgrade its technology infrastructure to keep up with the increasing traffic, such as increasing the capacity of its hardware servers and the sophistication of its software. The Corporation is already in the process of porting over its VCB Business Platform currently based on the Mongo database to HBase (refer to "*Business of the Corporation – Products, Technologies and Services – (ii) VCB (Virtual Cross Border) Business Platform & MSR Business Center*"). If the crossover to HBase fails, the Corporation will revert to its original system. However, if the Corporation ultimately fails to adapt its technology infrastructure to accommodate greater traffic or customer requirements, users and customers may become dissatisfied with the online services provided and switch to those offered by competitors, which will negatively affect the Corporation's profitability.

Internet Infrastructure

The success of the Corporation's online platform will depend largely on the development and maintenance of the Internet infrastructure. This includes maintenance of a reliable network backbone with the necessary speed, data capacity, and security, as well as timely development of complementary products, for providing reliable Internet access and services.

The Internet has experienced, and is likely to continue to experience, significant growth in the numbers of users and amount of traffic, and its infrastructure may be unable to support growing demand. As such, the speed and performance of the Internet may be negatively affected by issues including increasing numbers of users, increasing bandwidth requirements, and viruses, malware or spam. In its history, the Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure, and it could face outages and delays in the future. These outages and delays could reduce the level of Internet usage generally as well as the level of usage of the Corporation's services and reduce the Corporation's revenues.

Internet Operations

The Corporation's ability to provide online marketing of the products of its clients depends on the continuing operation of the Corporation's information technology and communications systems. Any damage to or failure of its systems could interrupt service. Service interruptions could reduce revenues and profits, and damage the Corporation's brand if the Corporation's systems are perceived to be unreliable.

The Corporation's systems are vulnerable to damage or interruption as a result of terrorist attacks, war, earthquakes, floods, fires, power loss, telecommunications failures, computer viruses, interruptions in access to the Corporation's online marketing platform through the use of "denial of service" or similar attacks, hacking or other attempts to harm its systems, and similar events. Some of the Corporation's systems are not fully redundant, and its disaster recovery planning does not account for all possible scenarios. The occurrence of a natural disaster or a closure of an Internet data center by a third-party provider without adequate notice could result in lengthy service interruptions. Interruption or failure of the Corporation's information technology and communications systems could impair its ability to effectively provide its products and services, which could damage its reputation and harm its operating results.

Intellectual Property

Securing rights to intellectual property is an integral part of securing potential product value from the development of information technology. Competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to expensive and lengthy patents disputes for which there can be no guaranteed outcome. The Corporation's success depends, in part, on its ability to maintain trade secret protection and operate without infringing the proprietary rights of third parties.

There is a risk of third parties claiming involvement in technological developments, and if any disputes arise, they could adversely affect the Corporation's business. Although the Corporation is not aware of any third party interests in relation to the intellectual property rights of its technology, there has not been any external analysis of patents to determine whether its technology infringes any existing patents. This provides for the potential risk of claims being made at a later point which may incur costs for the Corporation through the need for licensing of patents.

The Corporation's prospects may also depend on its ability to licence third party proprietary technology necessary for the development of its technology. Breach of any licence agreements, or infringement of the licensed intellectual property by third parties, may have an adverse impact on the Corporation's ability to develop its technology.

Security and Fraud

The Corporation's operations, particularly with respect to the e-commerce platform, involve the storage and transmission of customer data, including personally identifiable information, and security incidents could result in unauthorized access to, the loss of, or unauthorized disclosure of such information. Although the Corporation has advanced security systems in place and what it deems sufficient security around its system to prevent unauthorized access, it must ensure that the security for its e-commerce platform and other operations is continually upgraded, and if the Corporation is unable to install sufficient security systems then it may become subject to liability for privacy breaches or consequences that result from any unanticipated incident. As a result of advances in computer capabilities, new discoveries in the field of cryptography or other developments, a compromise or breach of the Corporation's security precautions may occur. The techniques used to obtain unauthorized, improper or illegal access to company systems, data or customers' data and to sabotage a system are constantly evolving and may be difficult to detect quickly. An information breach in a system and loss of confidential information, or interruption in the operation of a system, could have a longer and more significant impact on the Corporation's business operations than a hardware failure. A compromise in the security system could severely harm the Corporation's business by the loss of customer confidence and thus the loss of their business. The Corporation may be required to spend significant funds and other resources to protect against the threat of security breaches or to alleviate problems caused by breaches. However, protection may not be available at a reasonable price, or at all. Any failure to adequately comply with necessary protective measures could result in fees, penalties and/or litigation. Concerns regarding the security of e-commerce and the privacy of users may also inhibit the growth of the Internet as a means of conducting commercial transactions. This may have an adverse impact on the Corporation's operating results and profitability.

Staffing and Reliance on Key Management

The responsibility of successfully implementing the Corporation's business strategy depends substantially on its senior management and its key personnel, in particular, Kong Yuk Kan, the Corporation's CEO. The Corporation does not currently have any "key-man" insurance policy on Mr. Kong or on any other key employee of the Corporation, therefore there is a risk that the death or departure of Mr. Kong or any one or more other key employee could have a material adverse effect on the Corporation.

Further, the Corporation currently needs to acquire sales and technical staff to execute its business strategy. If the Corporation does not secure the appropriate funding to acquire the staff it needs, or if it is unable to attract and retain sufficiently qualified staff, its ability to successfully develop and sell its products and services could be significantly compromised.

There is also a risk to the business where there is a turnover of development staff that have knowledge of the Corporation's technology and business. This loss of knowledge could result in leakage or misappropriation of confidential information. While the Corporation aims to mitigate this risk by imposing contractual restraints on use and ownership of the Corporation's confidential information, there could also be increased costs for the Corporation in having to replace the implicit knowledge and skills of departing employees.

General Risks Relating to the Corporation

Forward Looking Information

Certain information set out in this Prospectus includes or is based upon expectations, estimates, projections or other "*forward looking information*" (see "*Forward Looking Statements*" above). Such forward looking information includes projections or estimates made by the Corporation about its future business operations. While such forward looking statements and the assumptions underlying them are made in good faith and reflect management's current judgment regarding the direction of business, actual results will almost certainly vary (sometimes materially) from any estimates, predictions, projections, assumptions or other type of performance suggested herein.

Management of Growth

There is a risk that management of the Corporation will not be able to implement its growth strategy after completion of the Offering. The capacity of the Corporation's management to properly implement the strategic direction of the Corporation may affect its financial performance.

As part of its business strategy, the Corporation may make acquisitions of, or significant investments in, additional complementary companies or prospects (although no such acquisitions or investments are currently planned). Any such transactions will be accompanied by risks commonly encountered in making such acquisitions.

Unforeseen Expenditure Risk

Expenditure may need to be incurred that has not been taken into account in the planning of the Offering and the CSE listing. Although the Corporation is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the financial performance of the Corporation.

Reporting Issuer Expenses

As a public company, the Corporation will be subject to the reporting requirements and rules and regulations under applicable Canadian securities laws and rules of any stock exchange on which the Corporation's securities may be listed from time to time. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations will increase the Corporation's legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on the Corporation's personnel, systems and resources, which could adversely affect the Corporation's business and financial condition. Upon becoming a reporting issuer in Canada, the Corporation will become subject to reporting and other obligations under applicable Canadian securities laws. Effective internal controls, including financial reporting and disclosure controls and procedures, are necessary for the Corporation to provide reliable financial reports, to effectively reduce the risk of fraud and to operate successfully as a public company. These reporting and other obligations will place significant demands on the Corporation, as well as on the Corporation's management, administrative, operational and accounting resources.

Change to Use of Proceeds

The Corporation currently intends to use the net proceeds received from the Offering as described under "*Use of Proceeds and Available Funds*" above. However, the Board and/or management will have discretion in the actual application of the net proceeds, and may elect to allocate net proceeds differently from that described under "*Use of Proceeds and Available Funds*" if they believe it would be in the Corporation's best interests to do so. In addition, if the Maximum Offering is not completed, GCL will not be able to expand its business to the extent currently contemplated under "*Use of Proceeds and Available Funds*". Shareholders may not agree with the manner in which the Board and/or management chooses to allocate and spend the net proceeds. The failure by the Board and/or management to apply these funds effectively could have a material adverse effect on the Corporation's business, financial condition, results of operations, cash flows or prospects.

Enforcement of Judgments or Bringing Actions Against the Corporation and its Directors

Although the Corporation is organized under the laws of Canada, its material subsidiary, Glorious IT, is organized under the laws of Hong Kong and certain of its directors and personnel are residents of, and their assets are located in, jurisdictions outside of Canada, and the majority of the Corporation's assets are located outside of Canada. Consequently, it may not be possible for purchasers to effect service of process within Canada upon those persons. It also may not be possible to satisfy a judgment against the Corporation or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Corporation or such persons outside of Canada.

Insurance Risk

Insurance against all risks associated with all of the Corporation's businesses and assets is not always available or affordable. The Corporation will maintain insurance where it is considered appropriate for its needs, however, it may not be insured against all risks either because appropriate cover is not available or because the Board considers the required premiums to be excessive having regard to the benefits that would accrue. Consequently, the Corporation may become subject to liability for risks which are uninsured. The payment of any such liabilities would reduce the funds available for usual business activities. Payment of liabilities for which insurance is not carried may have a material adverse effect on the Corporation's financial position and operations.

Litigation Risk

The Corporation is not currently engaged in any litigation, nor is it aware of any pending claims. However, all industries are subject to legal claims, with and without merit. Therefore, the Corporation may become engaged in litigation in future. Defense and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that should the Corporation become engaged in litigation in the future, that the resolution of any particular legal proceeding will not have a material effect on the Corporation's operations and financial position.

Conflicts of Interests.

Certain directors and officers of the Corporation are or may become associated with other companies in a similar business as the Corporation, which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Corporation are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Corporation. Some of the directors and officers of the Corporation have either other employment or other business or time restrictions placed on them and, accordingly, the Corporation will not be the only business enterprise of these directors and officers.

Dividends

The Corporation has not paid dividends in the past. The Corporation anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any dividends in the future will be at the discretion of the Board after taking into account many factors, including the Corporation's earnings, operating results, financial condition and current and anticipated cash needs.

Risks Related to the Offering and the Shares

Limited Market for the Shares

The Offering Price of the Shares for the Offering was determined by negotiations between the Corporation and the Agent. The Corporation cannot assure investors that the market price of the Shares will not materially decline below the Offering Price.

Prior to the Offering, no public market exists for the Shares. If and when the Shares are listed on the CSE, there can be no assurances that an active and liquid market for the Shares will develop or be maintained. If an active public market does not develop or is not maintained, the trading price of the Shares may decline below the Offering Price and the liquidity of investors' Shares may be limited following the completion of the Offering.

In recent years, financial markets have experienced significant price and volume fluctuations that have particularly affected the securities markets, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurances that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. If such increased levels of volatility and market turmoil continue, the Corporation's operations could be adversely impacted and the trading price of the Shares may be adversely affected.

Liquidity and Future Financing Risk

The Corporation is in the early stages of business and has not generated a significant amount of revenue. The Corporation will likely operate at a loss until its business becomes established. The Corporation's ability to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions or other business opportunities and to meet any unanticipated liabilities or expenses which the Corporation may incur may depend in part on its ability to raise additional funds. The Corporation may seek to raise further funds through equity or debt financing or other means. Failure to obtain sufficient financing for the Corporation's activities and future projects may result in delay and indefinite postponement of business development or expansion. There can be no assurance that additional funding will be available when needed or, if available, the terms of the financing might not be favourable to the Corporation and might involve substantial dilution to its shareholders.

Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Corporation or by investors in the Corporation. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Corporation and the value of the Corporation's securities.

PROMOTERS

Mr. Kong is considered to be the "*promoter*" of the Corporation, as that term is defined in the *Securities Act* (British Columbia), having taken the initiative in founding and organizing Glorious IT and the Corporation.

As at the date of this Prospectus, Mr. Kong beneficially owns, or controls or directs, directly and indirectly, 11,463,744 Shares representing 34.2% of the Corporation's currently issued Shares. Mr. Kong acquired his Shares as follows: on May 16, 2016, he purchased 7,500,000 Shares from the Corporation (250,000 of which were subsequently sold and transferred to another director of the Corporation); and on December 15, 2016 he received 4,213,744 Shares in exchange for his shares of Glorious IT which were purchased by the Corporation when it acquired 100% of Glorious IT (see "*Business of the Corporation - History*"). On the Closing Date, Mr. Kong will also be granted 300,000 options under the Stock Option Plan (see "*Options to Purchase Securities*").

Mr. Kong is the CEO of the Corporation and the CEO of Glorious IT and is compensated by Glorious IT for providing these services to the Corporation (see "*Executive Compensation*").

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against the Corporation or to which it is a party or its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of the Corporation are any such legal proceedings contemplated.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Corporation by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Corporation, and the Corporation has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority, as of the date of this Prospectus or since its incorporation.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed below and elsewhere in this Prospectus, no director, executive officer or principal shareholder of the Corporation, or associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction prior to the date hereof that has materially affected or which is reasonably expected to materially affect the Corporation or any of its subsidiaries.

See "*Description of the Business - History*", "*Principal Shareholders*", "*Options to Purchase Securities*", "*Escrowed Securities*", "*Directors and Executive Officers*", "*Executive Compensation*", "*Prior Sales*" and "*Promoters*" for a discussion of the transactions and agreements between the Corporation and Mr. Kong, the CEO and a promoter and director of the Corporation.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Corporation is Davidson & Company LLP, Chartered Professional Accountants, at its office at 1200 – 609 Granville Street, Vancouver, British Columbia, V7Y 1G6.

Transfer Agent and Registrar

The registrar and transfer agent of the Corporation's Shares is Computershare Investor Services Inc., at its Vancouver office located at 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS OR COMPANIES

Kong Yuk Kan, a director and the CEO of the Corporation, resides outside of Canada, and has appointed K MacInnes Law Group as his agent for service, at its offices in Vancouver, British Columbia (Suite 1100, 736 Granville Street, Vancouver, British Columbia V6Z 1G3). Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only material contracts which the Corporation or its subsidiaries have entered into since the date of its incorporation (December 24, 2015) or to which the Corporation is or will become a party on or prior to the Closing of the Offering, are the following:

1. Share Exchange Agreement dated December 1, 2016, among the Corporation, Glorious IT and the then shareholders of Glorious IT (see "*Business of the Corporation –History*").

2. Chief Executive Officer Employment Agreement dated March 20, 2017, between Glorious IT and Mr. Kong (see "*Executive Compensation – Employment, Consulting and Management Agreements*").

3. Consulting Agreement dated February 24, 2017, between the Corporation and Black Dragon Financial Consulting Services Inc. (see "*Executive Compensation – Employment, Consulting and Management Agreements*").

4. Escrow Agreement dated March 15, 2017, among the Corporation, the Transfer Agent and certain shareholders of the Corporation (see "*Escrowed Securities*").

5. Agency Agreement to be executed prior to the filing of a final prospectus by the Corporation, among the Corporation and the Agent (see "*Plan of Distribution – Appointment of Agent*").

Copies of the above material contracts, once executed, may be inspected during ordinary office business hours at the Corporation's registered office located at Suite 1100 – 736 Granville Street, Vancouver, BC V6Z 1G3 during the period of distribution of the Shares.

EXPERTS

Names of Experts

The Corporation's auditor, Davidson & Company LLP, is independent in accordance with the auditor's rules of professional conduct in the Province of British Columbia.

Interest of Experts

No person whose profession or business gives authority to a statement made by such person and who is named in this Prospectus has received or will receive a direct or indirect interest in the Corporation's property or any associate or affiliate of the Corporation. As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Corporation or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of the Corporation or of an associate or affiliate of the Corporation, or as a promoter of the Corporation or an associate or affiliate of the Corporation.

OTHER MATERIAL FACTS

There are no other material facts relating to the Offering which are not disclosed elsewhere in this Prospectus and which are necessary for this Prospectus to contain full, true and plain disclosure of all material facts relating to the Offering.

RIGHTS OF WITHDRAWAL AND RESCISSION

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. In British Columbia, Alberta and Ontario, the securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission 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.

APPENDIX "A" – FINANCIAL STATEMENTS

Audited consolidated annual financial statements of the Corporation
for the financial years ended December 31, 2016 and 2015

GLORIOUS CREATION LIMITED

Consolidated Financial Statements

(Expressed in Canadian dollars)

For the years ended December 31, 2016 and 2015

INDEPENDENT AUDITORS' REPORT

To the Directors of
Glorious Creation Limited

We have audited the accompanying consolidated financial statements of Glorious Creation Limited, which comprise the consolidated statements of financial position as at December 31, 2016 and 2015 and the consolidated statements of loss, comprehensive loss, changes in shareholders' equity (deficiency), and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

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

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 2 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Glorious Creation Limited's ability to continue as a going concern.

Vancouver, Canada | Chartered Professional Accountants

DATE

Glorious Creation Limited

Consolidated Statements of Financial Position
Expressed in Canadian dollars
As at December 31,

	2016	2015
	$	$
Assets		
Current assets		
Cash	133,408	25,274
Amounts receivable (Note 6)	82,754	67,153
Due from related parties (Note 11)	4,437	30,553
Prepaid expenses (Note 7)	12,845	78,902
Total current assets	233,444	201,882
Investment in associate (Note 15)	15,592	16,076
Capital assets (Note 9)	32,150	37,259
Total assets	281,186	255,217
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	114,661	4,512
Due to related parties (Note 11)	30,713	-
Due to associate (Note 15)	119,417	119,668
Loans (Note 8)	69,280	-
Total current liabilities	334,071	124,180
Loans (Note 8)	-	71,574
Total liabilities	334,071	195,754
Shareholders' equity (deficiency)		
Share capital (Note 10)	1,028,752	342,486
Accumulated other comprehensive loss	(20,396)	(6,313)
Deficit	(1,017,332)	(267,830)
Equity (deficiency) attributable to shareholders	(8,976)	68,343
Non-controlling interest (Note 14)	(43,909)	(8,880)
Total shareholders' equity (deficiency)	(52,885)	59,463
Total liabilities and shareholders' equity	281,186	255,217

Nature of operations (Note 1)
Basis of preparation and going concern (Note 2)
Events subsequent to the reporting period (Note 19)

On behalf of the Board:

____________________________ Director

____________________________ Director

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

Glorious Creation Limited

Consolidated Statements of Loss
Expressed in Canadian dollars
For the years ended December 31,

	2016	2015
	$	$
Revenue		
Sales of goods	75,478	3,559
Costs of goods sold	(152,512)	(2,909)
Service income	36,496	91,712
Service costs	(3,484)	(6,258)
Gross profit (loss)	(44,022)	86,104
General and administrative expenses		
Amortization	14,565	7,827
Accounting and auditing	178,549	5,407
Legal	101,745	19,663
Loan interest (Note 8)	5,462	280
Management fees (Note 11)	96,596	36,438
Office and miscellaneous	90,080	33,200
Rent	53,025	45,519
Salaries and benefits	128,597	53,413
Travel and related	49,631	36,902
Recapitalization expense (Note 5)	21,775	-
Total general and administrative expenses	(740,025)	(238,649)
Equity loss from associate (Note 15)	(484)	(3,590)
Net loss for the year	(784,531)	(156,135)
Net loss attributable to		
Shareholders of the Company	(749,502)	(143,885)
Non-controlling interest (Note 14)	(35,029)	(12,250)
Weighted average number of common shares outstanding	6,800,001	1,347,124
Basic and diluted loss per common share	(0.11)	(0.11)

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

Glorious Creation Limited

Consolidated Statements of Comprehensive Loss

Expressed in Canadian dollars

For the years ended December 31,

	2016	**2015**
	$	$
Net loss for the year	(784,531)	(156,135)
Other comprehensive income (loss)		
Exchange difference on translating foreign operations	(14,082)	180
Comprehensive loss	(798,613)	(155,955)
Comprehensive loss attributable to		
Shareholders of the Company	(763,584)	(143,705)
Non-controlling interest	(35,029)	(12,250)

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

Glorious Creation Limited

Consolidated Statements of Changes in Shareholders' Equity (Deficiency)

Expressed in Canadian dollars

	Share Capital					
	Number of common shares	**Amount**	**Accumulated other comprehensive loss**	**Deficit**	**Non-controlling interest**	**Total**
		$	**$**	**$**	**$**	**$**
Balance, December 31, 2014	**820,001**	**111,657**	**(6,473)**	**(123,945)**	**23**	**(18,738)**
Shares issued for cash	1,400,000	230,829	-	-	-	230,829
Loss for the year	-	-	-	(143,885)	(12,250)	(156,135)
Contribution of capital from non-controlling interest	-	-	-	-	3,347	3,347
Foreign currency translation difference	-	-	160	-	-	160
Balance, December 31, 2015	**2,220,001**	**342,486**	**(6,313)**	**(267,830)**	**(8,880)**	**59,463**
Shares issued for cash	400,000	68,266	-	-	-	68,266
Company's balance prior to RTO	10,000,001	10,000	-	-	-	10,000
RTO adjustments	-	(578,225)	-	-	-	(578,225)
Shares exchanged on RTO	(2,620,001)	-	-	-	-	-
Shares issued for RTO	12,000,000	600,000	-	-	-	600,000
Private placement	9,770,414	586,225	-	-	-	586,225
Loss for the year	-	-	-	(749,502)	(35,029)	(784,531)
Foreign currency translation difference	-	-	(14,083)	-	-	(14,083)
Balance, December 31, 2016	**31,770,415**	**1,028,752**	**(20,346)**	**(1,017,332)**	**(43,909)**	**(52,885)**

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

Glorious Creation Limited

Consolidated Statements of Cash Flows
Expressed in Canadian dollars
For the years ended December 31,

	2016	2015
	$	$
Operating activities		
Net loss for the year	(784,531)	(156,135)
Non-cash items:		
Amortization	14,565	7,827
Equity loss from associate	484	3,590
Recapitalization expense	21,775	-
Changes in non-cash working capital items:		
Amounts receivable	(16,781)	(60,107)
Prepaid expenses	66,057	(73,425)
Accounts payable and accrued liabilities	110,149	3,279
Inventories	-	2,726
Due to/from related parties	58,009	(33,977)
Total cash used in operating activities	(530,273)	(306,222)
Investing activities		
Purchase of capital assets	(9,456)	(30,185)
Total cash used in investing activities	(9,456)	(30,185)
Financing activities		
Proceeds from loan	-	65,952
Repayment of loan	-	(15,934)
Due to/from associate	(251)	53,122
Proceeds from share issuance	664,491	230,829
Capital contribution from non-controlling interest	-	3,347
Total cash provided by financing activities	664,240	337,316
Change in cash	124,511	909
Effect of exchange rate changes on balance of cash held in foreign currencies	(16,377)	7,626
Cash, beginning of the year	25,274	17,099
Cash, end of the year	133,408	25,274

Supplement disclosure with respect to cash flows (Note 17)
,

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

1. NATURE OF OPERATIONS

Glorious Creation Limited (the "Company") was incorporated under the Canada Business Corporations Act on December 24, 2015. Through a share exchange arrangement (Note 5), the Company acquired Glorious IT Creation Limited ("Glorious HK"), a company incorporated under the laws of Hong Kong on July 19, 2011. Glorious HK is involved mainly in trading and the internet technology and service business in Vietnam.

The Company's head office and principal address is 407 - 1328 West Pender Street, Vancouver, BC, Canada and the registered and records office of the Company is located at Suite 1100 – 736 Granville Street, Vancouver, BC, Canada.

2. BASIS OF PREPARATION AND GOING CONCERN

Statement of compliance

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

These consolidated financial statements were authorized for issue by the Board of Directors on __________, 2017.

Basis of measurement

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

Functional and presentation currency

The Company's presentation currency is the Canadian dollar ("$"). The functional currency of the Company is the Canadian dollar. The functional currency of Glorious HK is the Hong Kong Dollar ("HKD") and for its Vietnamese subsidiaries, the Vietnamese Dong ("VND"). These consolidated financial statements have been translated to the presentation currency in accordance with IAS 21 The Effects of Changes in Foreign Exchange Rates. This standard requires that assets and liabilities be translated using the exchange rate at period end, and income, expenses and cash flow items be translated using the rate that approximates the exchange rates at the dates of the transactions (i.e. the average rate for the period). All exchange differences are reported as a separate component of other comprehensive income (loss).

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries. Subsidiaries are entities controlled by the Company. All inter-company transactions and balances between the Company and its subsidiaries have been eliminated upon consolidation.

The subsidiaries are consolidated from the date on which control is transferred to the Company and will cease to be consolidated from the date on which control is transferred out of the Company. The Company also assesses existence of control where it does not have more than 50% of voting power but is able to control the investee by virtue of de facto control. De facto control may arise in circumstances where the size of the group's voting rights relative to the size and dispersion of holdings of other shareholders gives the group the power to govern the financial and operating policies.

Expressed in Canadian dollars

2. BASIS OF PREPARATION AND GOING CONCERN (continued)

Consolidation (continued)

Details of the Company's subsidiaries are as follows:

Name	Date of incorporation or acquisition	Location	Principal activities	Ownership December 31, 2016	Ownership December 31, 2015
Glorious IT Creation Limited ("Glorious HK")	July 19, 2011	Hong Kong, China	Asian head office	100%	Not applicable
Vinh Sang Limited ("Vinh Sang")	September, 2011	Ho Chi Minh City, Vietnam	Internet technology services	86%	86%
VnTrans Limited ("VnTrans")	September, 2014	Ho Chi Minh City, Vietnam	Transportation and logistic management	72%	72%

Going Concern

These financial statements have been prepared in accordance with IFRS on a going concern basis which assumes the continued realization of assets and satisfaction of liabilities and commitments in the normal course of business.

The Company currently has generated revenue from hardware and software sales, installation and implementation services, staff training, and monthly access and maintenance services. However, it has only a few customers and has not developed a mature line of business. As of December 31, 2016, the Company has an accumulated deficit of $1,017,332. The Company's ability to continue as a going concern in the short term depends upon the successful completion of the proposed initial public offering as described in Note 19. The proceeds from the IPO should be sufficient for the Company to maintain and develop its business for the next 12 months. However, contributing uncertainties to the Company being a going concern include, but are not limited to, the Company's current working capital which limits the Company's ability to advertise their product offerings. Incurring losses since inception, additional financing will be sought in order to expand the Company's operations. These factors indicate the existence of a material uncertainty that may cast significant doubt upon the ability of the Company to continue as a going concern.

These financial statements do not indicate any adjustments that might be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities other than in the normal course of business.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

a) Going Concern evaluation
As discussed in note 2, these financial statements have been prepared under the assumptions applicable to a going concern. If the going concern assumption were not appropriate for these financial statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used and such adjustments could be material.

The Company reviews the going concern assessment at the end of each reporting period.

b) Valuation of deferred tax assets and liabilities
Deferred tax assets and liabilities require management judgment in order to determine the amounts to be recognized. This includes assessing the timing of the reversal of temporary differences to which deferred income tax rates are applied. Deferred tax assets are estimated with consideration given to the timing, sources and amounts of future taxable income.

c) Valuation and useful lives of capital assets
Changes in technology or the intended use of these assets as well as changes in economic or industry factors may create indicators of impairment or cause the estimated useful lives of these assets to change. Where impairment is indicated, the Company estimates the fair value of the assets and charges the difference between the fair value and the carrying amount, if any, to impairment expense. The estimates of the useful lives of property and equipment are reviewed on an annual basis. Depreciation or amortization is adjusted on a prospective basis, if and when required.

d) Revenue recognition
The Company has service agreements with regards to some of its sales which requires management to make judgements regarding the timing and allocation of revenue. Specifically, revenue recognized on these contracts is dependent on the estimated percentage of completion at a point in time. The estimated work remaining to complete a project is judgemental in nature and are estimated by experienced staff using their knowledge of the time necessary to complete the work.

4. SIGNIFICANT ACCOUNTING POLICIES

Foreign currency translation

Transactions and balances
In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each statement of financial position date, monetary assets and liabilities are translated using the period end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the historical rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Non-controlling Interests

Non-controlling interests consist of subsidiaries that are not wholly owned by the Company, and the portions not controlled by the Company are presented as non-controlling interests in the Company's consolidated financial statements. The Company attributes the profit or loss and components of other comprehensive income, if any, to the Company and to the non-controlling interests. Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are recorded as equity transactions. The carrying amount of non-controlling interests is adjusted to reflect the change in the non-controlling interests' relative interests in the subsidiary and the difference between the adjustment to the carrying amount of non-controlling interests and the Company's share of proceeds received and/or consideration paid is recognized directly in equity and attributed to shareholders of the Company.

Investment in associate

The Company accounts for its investment in associate using the equity method. Under the equity method, the Company's investment in an associate is initially recognized at cost and subsequently increased or decreased to recognize the Company's share of earnings and losses of the associate and for impairment losses after the initial recognition date. The Company's share of an associate's losses that are in excess of its investment in the associate are recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate. The Company's share of earnings and losses of associates are recognized through profit or loss during the period. Distributions received from an associate are accounted for as a reduction in the carrying amount of the Company's investment in the associate.

Intercompany transactions between the Company and its associates are recognized only to the extent of unrelated investors' interests in the associates.

At the end of each reporting period, the Company assesses whether there is any objective evidence that an investment in an associate is impaired. Objective evidence includes observable data indicating that there is a measurable decrease in the estimated future cash flows of the associate's operations. When there is objective evidence that an investment in an associate is impaired, the carrying amount of such investment is compared to its recoverable amount, being the higher of its fair value less cost to sell and value in use (i.e. present value of its future cash flows). If the recoverable amount of an investment in associate is less than its carrying amount then an impairment loss is recognized in that period. When an impairment loss reverses in a subsequent period, the carrying amount of the investment in an associate is increased to the revised estimate of the recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized through profit or loss in the period that the reversal occurs.

Inventories

Inventories, comprising of goods for sale, mainly included light bulbs and electronic devices. Inventory is stated at the lower of cost and net realizable value. Costs are determined on a first-in, first-out basis. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

The Company provides its customers hardware and software sales, installation and implementation services, staff training, and monthly access and maintenance services.

Revenue from the sale of hardware and software in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns. Revenue from the sale of hardware and software is recognized when persuasive evidence exists, usually in the form of an executed sales agreement, that the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of products can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from the provision of services is recognized when the amount can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the Company, and the costs incurred for the transaction and costs to complete the transaction can be measured reliably.

Monthly access and maintenance revenue is recognized over the term of the related agreement on a straight-line basis. Deferred revenues represent amounts invoiced in excess of revenues recognized.

When two or more revenue generating activities or deliverables are sold under a single arrangement, each deliverable that is considered to be a separate unit of account is accounted for separately. The allocation of consideration from a revenue arrangement to its separate unit of account is based on the relative fair values of each unit. If the fair value of the delivered item is not reliably measurable, then revenue is allocated based on the difference between the total arrangement consideration and the fair value of the undelivered item.

Warranty costs

Warranty costs that are not otherwise covered by suppliers are accrued upon the recognition of the related revenue, based on the Company's best estimate, with reference to past experience.

The accounting for warranties requires management to make assumptions and apply judgments when estimating product failure rates and expected costs. As of December 31, 2016 and 2015, no warranty liabilities are accrued.

Capital assets

Recognition and Measurement

On initial recognition, property and equipment are valued at cost, being the purchase price and directly attributable cost of acquisition required to bring the asset to the location and condition necessary to be capable of operating in a manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

Property and equipment is subsequently measured at cost less accumulated amortization, less any accumulated impairment losses.

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Capital assets *(continued)*

Subsequent Costs

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

Major Maintenance and Repairs

The cost of replacing part of an item of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of day-to-day servicing of property and equipment are recognized in profit or loss as incurred.

Gains and Losses

Gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount, that are recognized net within other income in profit or loss.

Amortization

Amortization is recognized in profit or loss and property and equipment are amortized using the straight-line method over their estimated useful lives:

Computer equipment	24 - 72 months
Computer software	12 - 36 months
Office furniture and fixtures	12 - 24 months
Leasehold improvements	60 months

Impairment of Non-financial Assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets if any, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Company's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of Non-financial Assets *(continued)*

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

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

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Loss per share

Basic loss per share is calculated by dividing the loss for the year attributable to the ordinary shareholders by the weighted average number of common shares issued and outstanding during the year. Diluted loss per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. In years in which a loss is incurred, the effect of potential issuances of shares under options and warrants would be anti-dilutive and therefore basic and diluted loss per share are the same.

Provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

Financial instruments

Financial instruments consist of financial assets and financial liabilities and are initially recognized at fair value net of transaction costs, if applicable. Measurement in subsequent periods depends on whether the financial instrument has been classified as “fair value through profit or loss”, “loans and receivables”, “available-for-sale”, “held-to-maturity”, or “financial liabilities measured at amortized cost” as follows:

i. Financial assets
Financial assets held by the Company include cash, amounts receivable and due from related parties. Cash is measured at fair value through profit or loss and changes to fair value subsequent to initial recognition are recorded in net income for the period in which they occur. Amounts receivable and due from related parties are classified as loans and receivables, which are recorded at amortized cost using the effective interest rate method. Under this classification, all cash flows from these financial instruments are discounted, where material, to their present value. Over time, this present value is accreted to the future value of remaining cash flows and this accretion is recorded as interest income.

ii. Impairment of financial assets
A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the fair value or estimated future cash flows of an asset. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

All impairment losses are recognized in profit or loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

iii. Financial liabilities
Financial liabilities comprise accounts payable and accrued liabilities, due to related parties, due to associate and loans, which are classified as financial liabilities measured at amortized cost using the effective interest rate method. Under this classification, all cash flows from these financial instruments are discounted, where material, to their present value. Over time, this present value is accreted to the future value of remaining cash flows, and this accretion is recorded as interest expense.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Future changes in accounting policies

Certain new accounting standards and interpretations have been published that are not mandatory for the December 31, 2016 reporting period. Management does not expect these standards will have a significant impact on the measurement or presentation of balances or transactions as reported in these financial statements.

(a) IFRS 9, Financial Instruments
The IASB intends to replace IAS 39 – "*Financial Instruments: Recognition and Measurement*" in its entirety with IFRS 9 in three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments that is principles-based and less complex than IAS 39. IFRS 9 requires that all financial assets be classified and subsequently measured at amortized cost or at fair value based on the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities classified as at fair value through profit or loss, financial guarantees and certain other exceptions. IFRS 9 can currently be adopted voluntarily, but is mandatory for years beginning on or after January 1, 2018.

(b) IFRS 15, Revenue from Contracts with Customers
IFRS 15 contains new standards on revenue recognition that will supersede IAS 18, *Revenue*, IAS 11, *Construction Contracts* and related interpretations. These standards are effective for the fiscal periods beginning on or after January 1, 2018.

(c) IFRS 16, Leases
The new standard on leases, supersedes IAS 17, Leases, and related interpretations. The standard is effective for years beginning on or after January 1, 2019.

5. REVERSE TAKEOVER TRANSACTION ("RTO")

The Company was incorporated under the Canada Business Corporations Act on December 24, 2015 by Yuk Kan Kong (the "Principal") of the Company. On April 25, 2016, the Company issued 10,000,000 founders' shares, 7,500,000 of which is to the Principal.

Glorious IT Creation Limited ("Glorious HK") was incorporated under the laws of Hong Kong on July 19, 2011. Glorious HK is involved mainly in trading and the internet technology and service business in Vietnam. It owns two subsidiaries in Vietnam: an 86% interest in Vinh Sang Limited ("Vinh Sang") and a 72% interest in VnTrans Limited ("VnTrans")

As of December 14, 2016, Glorious HK had 2,620,001 shares issued and outstanding, of which 920,001was owned by the Principal, who is the largest shareholder and also the sole director and officer of Glorious HK.

Effective December 15, 2016, the Company, Glorious HK and the shareholders of Glorious HK completed a share exchange. The shareholders of Glorious HK exchanged their 100% interest in the shares of Glorious HK in return for an aggregate of 12,000,000 shares (the "Transaction") of the Company. As a result of the Transaction, Glorious HK became a wholly owned subsidiary of the Company.

The transaction has been treated as an RTO that was not a business combination and effectively a capital transaction of the Company. Prior to giving effect to the Transaction, the Company's issued and outstanding share capital consisted of 10,000,000 common shares with a fair value at $600,000 as per the stock price of the private placements closed subsequently on December 30, 2016.

Expressed in Canadian dollars

5. REVERSE TAKEOVER TRANSACTION ("RTO") (continued)

Because the former shareholders of Glorious HK obtained control of the Company, the Transaction is considered a purchase of the Company's operations by Glorious HK and is accounted for as re-capitalization. As Glorious HK is deemed to be the acquirer for accounting purposes, its assets and liabilities and operations since incorporation are included in the consolidated financial statements at their historical carrying value. The Company's results of operations are included from the date of the transaction onwards. The legal capital continues to be that of Glorious Canada, the legal parent. These financial statements are a continuation of those of Glorious HK.

The determination and allocation of the purchase prices is summarized below:

Purchase price	$600,000
Allocation of purchase price:	
Net assets	$578,225
Recapitalization expense	21,775
	$600,000

6. AMOUNTS RECEIVABLE

The items comprising the Company's amounts receivable are summarized below:

	December 31, 2016	December 31, 2015
	$	$
Tax receivable	16,078	6,996
Service income receivable	-	3,465
Receivable on recovery of leasehold improvement	52,190	56,388
Short term advances	15,666	304
Total amounts receivable	83,934	67,153

7. PREPAID EXPENSES

The items comprising the Company's prepaid expenses are summarized below:

	December 31, 2016	December 31, 2015
	$	$
Rent deposit and prepaid rent	11,379	11,119
Prepaid legal fees	-	11,403
Deposit for purchase of goods	-	55,648
Other prepaids	1,466	732
Total prepaid expenses	12,845	78,902

Expressed in Canadian dollars

8. LOANS

In December 2015, the Company borrowed HK$400,000 (December 31, 2016 - $69,280; December 31, 2015 - $71,574) from four shareholders. The loans were used to purchase energy saving equipment which was sold in 2016. The loan is non-secured, bears interest at a rate of 8% per annum and has a two year term.

9. CAPITAL ASSETS

	Computer equipment	Office furniture and fixtures	Computer software	Leasehold improvement	Total
	$	$	$	$	$
Cost					
Balance, December 31, 2014	11,990	468	3,464	-	15,922
Additions	22,001	944	-	7,239	30,184
Disposals	-	-	-	-	-
Balance, December 31, 2015	33,991	1,412	3,464	7,239	46,106
Additions	4,292	286	-	5,458	10,036
Disposals	-	-	-	-	-
Balance, December 31, 2016	38,283	1,698	3,464	12,697	56,142
Accumulated amortization					
Balance, December 31, 2014	566	211	243	-	1,020
Additions	5,345	483	1,625	374	7,827
Disposals	-	-	-	-	-
Balance, December 31, 2015	5,911	694	1,868	374	8,847
Additions	9,597	563	1,276	3,709	15,145
Disposals	-	-	-	-	-
Balance, December 31, 2016	15,508	1,257	3,144	4,083	23,992
Carrying amounts					
At December 31, 2015	28,080	718	1,596	6,865	37,259
At December 31, 2016	22,775	441	320	8,614	32,150

10. SHAREHOLDERS' EQUITY

Share capital

Authorized:

Unlimited common shares without par value

As of December 31, 2016, the Company has 31,770,415 common shares outstanding.

During the year ended December 31, 2016, the Company issued:

1) 10,000,001 founders' shares at $0.001 per share for total proceeds of $10,000;

2) 12,000,000 shares in exchange for 100% of the issued and outstanding shares of Glorious HK valued at $600,000 (Note 5);

3) 9,770,414 common shares at $0.06 per share for total proceeds of $586,225.

4) In April 2016, Glorious HK issued 400,000 common shares at $0.005 (HK$1) per share for total proceeds of $68,266 (HK$400,000).

During the year ended December 31, 2015, Glorious HK issued 1,400,000 common shares at $0.005 (HK$1) per share for total proceeds of $230,829 (HK$1,400,000).

11. RELATED PARTY TRANSACTIONS

a) During the year ended December 31, 2016, the Company paid or accrued fees of $96,596 (2015 - $36,438) to the CEO of the Company. As of December 31, 2016, the Company was owed $3,257 (2015 - $19,094) from the CEO.

b) During the year ended December 31, 2016, the Company paid or accrued fees of $55,683 (2015 - $Nil) to a company controlled by the CFO of the Company. As of December 31, 2016, $20,213 (2015 - Nil) was owed to the company.

c) During the year ended December 31, 2016, the Company paid or accrued fees of $10,000 (2015 - $Nil) to two companies controlled by two directors respectively for the preparation of a business plan. As of December 31, 2016, $10,500 (2015 - $Nil) was owed to the two companies.

d) As of December 31, 2016, the Company was owed $1,180 (2015 - $11,459) from a shareholder of VnTrans.

<u>*Key Management Compensation*</u>

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

Other than the transactions disclosed above, there was no other compensation paid to key management during the years ended December 31, 2016 and 2015.

12. CAPITAL RISK MANAGEMENT

The Company defines capital as the items included in shareholders' equity. The Company's objectives in managing capital are to safeguard the Company's ability to continue as a going concern, ensure sufficient capital and liquidity to complete its technology developments, establish commercial markets and purse its growth strategy.

To support these objectives, the Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and risk characteristics of underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. In order to maximize the development efforts, the Company does not pay out dividends during its development stage.

The Company is not subject to any externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the reporting period.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at December 31, 2016, the Company's financial instruments comprised cash, amounts receivable, due to/from related parties, accounts payable and accrued liabilities, due to associate and short term loans. With the exception of cash, all financial instruments held by the Company are measured at amortized cost. The fair values of these financial instruments approximate their carrying value due to their short-term maturities. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values.

The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – Inputs that are not based on observable market data (unobservable inputs).

As at December 31, 2016, the fair value of cash held by the Company was based on level 1 of the fair value hierarchy.

The Company's financial instruments are exposed to certain financial risks, including credit risk, currency risk, liquidity risk, interest rate risk, and price risk.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. As of December 31, 2016, the Company's maximum exposure to credit risk is limited to its cash. The Company limits exposure to credit risk by maintaining its cash with large Hong Kong financial institutions. The Company wires funds to Vietnamese subsidiaries according to a detailed budget and maintains a low level of cash balances in its Vietnamese banks.

The Company is exposed to credit risk on trade receivables. The Company regularly reviews the collectability of its trade and other receivables and establishes an allowance account for credit losses based on its best estimate of any potentially uncollectible amounts. As of December 31, 2016 and 2015, the Company has minimal trade receivables.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

Currency risk

The Company has raised funds in Canadian dollars and Hong Kong dollars. A portion of the Company's expenses are incurred in Hong Kong dollars and the Vietnamese Dong and financial instrument balances are held in these currencies. A change in the currency exchange rates between Canadian dollars, Hong Kong dollars and Vietnamese Dong could have a negative effect on the Company's results of operations, financial position or cash flows. However, as the Company does not maintain significant cash balances in foreign currencies and settles any transactions in foreign currencies quickly, it's exposure to currency risk is considered insignificant as at December 31, 2016 and 2015. As such, the Company has not hedged its exposure to currency fluctuations.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at December 31, 2016, the Company had a cash balance of $133,408 to settle current liabilities of $334,071. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company needs further funding to meet its short-term and long-term cash requirements.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company currently has no interest-bearing financial instruments other than cash and loans, so its exposure to interest rate risks is insignificant. Loans bear a fixed interest rate.

14. NON-CONTROLLING INTEREST

As of December 31, 2016 and 2015, non-controlling interest includes a 14% interest in Vinh Sang, and a 28% interest in VnTrans.

A percentage of profit on each component of other comprehensive income is attributed to the owners of the non-controlling interests.

	December 31, 2016	December 31, 2015
	$	$
Non-controlling interest, beginning of year	(8,880)	23
Share of loss – Vinh Sang	(32,268)	(8,669)
Capital contribution (distribution) from/to non-controlling parties	-	3,347
Share of loss – VnTrans	(2,761)	(3,581)
Non-controlling interest, end of year	(43,909)	(8,880)

Expressed in Canadian dollars

15. INVESTMENT IN ASSOCIATE

The Company accounts for its investment in Transinall Limited. ("Transinall") using the equity method of accounting. As at December 31, 2016 and 2015, the Company holds a 16.1% interest in Tranisnall.

Investment in associate is as follows:

	Investment in associate
	$
Balance as at December 31, 2014	19,666
Equity loss for the year	(3,590)
Balance as at December 31, 2015	16,076
Equity loss for the year	(484)
Balance as at December 31, 2016	15,592

The table below discloses selected financial information of Transinall on a 100% basis:

	December 31, 2016	December 31, 2015
	$	$
Loss for the year	(3,002)	(22,306)
Comprehensive income (loss) for the year	(7,222)	(5,010)
Total assets	124,802	130,292
Total liabilities	(1,732)	-
Total shareholders' equity	(123,070)	(130,292)

As of December 31, 2016, Transinall advanced cash of $119,417 (2015 - $119,668) to the Company and its subsidiary VnTrans. The advances bear no interest, are unsecured and have no fixed terms of repayment.

16. SEGMENTED INFORMATION

The Company has two reportable segments: the IT consulting and internet marketing business and the transportation and logistic business.

The IT consulting and internet marketing services segment is operated by Glorious IT Creation Limited and its Vietnamese subsidiary Vinh Sang. Vinh Sang had revenue from sales of light bulbs and small electronic products, and sales, installation and maintenance of energy saving systems in the past; however, the Company's main business is to provide IT related consulting and internet marketing services.

The transportation and logistic services segment is operated by Transinall and VnTrans.

Accounting policies relating to each segment are identical to those used for the purposes of the consolidated financial statements. Inter-segment sales are made in the normal course of business and have been recorded at the exchange amount, which approximate prevailing prices in the markets serviced.

Expressed in Canadian dollars

16. SEGMENTED INFORMATION (cont'd…)

The table below provides information regarding the Company's identified segments for the years ended December 31, 2016 and 2015:

Year ended December 31, 2016	**IT consulting and marketing services**	**Transportation and logistic services**	**Totals**
Revenue	$ 111,974	$ -	$ 111,974
Operating loss	$ 774,188	$ 10,343	$ 784,531
Capital assets	$ 32,150	$ -	$ 32,150

Year ended December 31, 2015	**IT consulting and marketing services**	**Transportation and logistic services**	**Totals**
Revenue	$ 95,271	$ -	$ 95,271
Operating loss	$ 139,755	$ 16,380	$ 156,135
Capital assets	$ 37,259	$ -	$ 37,259

The table below provides geographic information of the Company for the years ended December 31, 2016 and 2015:

Year ended December 31, 2016	**Canada**	**Hong Kong**	**Vietnam**	**Totals**
Revenue	$ -	$ -	$ 111,974	$ 111,974
Operating loss	$ 161,589	$ 382,587	$ 240,335	$ 784,531
Capital assets	$ -	$ -	$ 32,150	$ 32,150

Year ended December 31, 2015	**Hong Kong**	**Vietnam**	**Totals**
Revenue	$ 21,434	$ 73,837	$ 95,271
Operating loss	$ 81,421	$ 74,715	$ 156,135
Capital assets	$ -	$ 37,259	$ 37,259

17. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Other than the share exchange disclosed in note 5, there were no significant non-cash investing and financing transactions during the years ended December 31, 2016 and 2015.

Expressed in Canadian dollars

18. INCOME TAXES

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

	For the year ended December 31, 2016	For the year ended December 31, 2015
Income (Loss) for the year	$ (784,531)	$ (156,135)
Expected income tax recovery	(153,000)	(26,000)
Change in statutory, foreign tax, foreign exchange rates and other	(6,000)	(8,000)
Change in unrecognized deductible temporary differences	159,000	34,000
Total income tax expenses (recovery)	$ -	$ -

The significant components of the Company's net unrecognized deferred tax assets are as follows:

	December 31, 2016	December 31, 2015
Deferred tax assets (liabilities)		
Property and equipment	$ 6,000	$ 7,000
Non-capital losses available for future periods	198,000	45,000
	204,000	52,000
Unrecognized deferred tax assets	(204,000)	(52,000)
Net deferred tax assets	$ -	$ -

The significant components of the Company's temporary differences and unused tax losses are as follows:

	December 31, 2016	Expiry date range	December 31, 2015	Expiry date range
Temporary Differences				
Property and equipment	$ 32,000	No expiry date	$ 37,000	No expiry date
Non-capital losses available for future periods	$ 1,044,000	2020 to no expiry date	$ 260,000	2020 to no expiry date
Canada	$ 162,000	2017 to 2036	$ -	N/A
Hong Kong	$ 558,000	No expiry date	$ 176,000	No expiry date
Vietnam	$ 324,000	2019 to 2020	$ 84,000	2019 to 2020

Tax attributes are subject to review, and potential adjustment, by tax authorities.

18. INCOME TAXES (continued)

As Hong Kong based corporations, Glorious IT Creation Limited and Transinall are subject to a 16.5% corporate income tax rate.

As Vietnamese based corporations, Vinh Sang and VnTrans are subject to a 22% corporate income tax rate.

19. EVENTS SUBSEQUENT TO THE REPORTING PERIOD

Share issuance

In January and March 2017, the Company issued 1,729,586 shares at $0.06 per share for total proceeds of $103,775.

Newly incorporated subsidiary

In January 2017, Glorious HK incorporated a wholly-owned subsidiary in Shenzhen, China. The subsidiary was set up for developing business in China.

Proposed initial public offering ("IPO")

On January 16, 2017, the Company entered into an engagement agreement with Mackie Research Capital Corporation. (the "Agent") in relation to its IPO. Accordingly, the Company plans to file a prospectus with the securities regulatory authorities in British Columbia, Alberta and Ontario, and with the CSE to offer a minimum of 4,700,000 common shares (the "Minimum Offering") and a maximum of 8,000,000 common shares (the "Maximum Offering") at $0.30 per share for total proceeds from $1,410,000 at Minimum Offering to $2,400,000 at Maximum Offering. The Agent's fee will be an 8% cash commission based on shares sold pursuant at closing; subject to the reduced rate of 4% with respect to investment from subscribers listed on the President's List. In addition, the Company will issue to the Agent, at closing, compensation options equal to 8% of all shares sold at closing; subject to the reduced rate of 4% with respect to investment from subscribers listed on the President's List. The compensation options are exercisable at $0.30 per share within 24 months from the day the common shares of the Company are listed on the Canadian Securities Exchange.

The Company will also pay the Agent a finance fee of $35,000 and due diligence costs capped at $20,000. In February 2017, the Company paid $17,500 to the Agent as a retainer.

Stock options

In January 2017, the Company adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with CSE requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 10 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

Upon completion of the IPO, the Company intends to grant 3,020,000 stock options to officers, directors and employees at a price of $0.30 per share expiring five years from the date the Company is listed on the CSE upon the closing of the Company's IPO. The option shall be vested at 10% at grant, and 30% at each anniversary for 3 years.

APPENDIX "B" – MANAGEMENT DISCUSSION & ANALYSIS

The Corporation's management discussion & analysis
for the financial year ended December 31, 2016

GLORIOUS CREATION LIMITED.
Management Discussion and Analysis
For the Year Ended December 31, 2016

This discussion and analysis of financial position and results of operations ("MD&A") is prepared as at April 4, 2017 and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2016 and 2015 of Glorious Creation Limited. (the "Corporation" or "Glorious Canada") with the related notes thereto. Those financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted.

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Corporation's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

Forward-Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Corporation's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation, risks and uncertainties relating to internet and social media industry (see section "Business Risks" herein). Forward-looking information is, in addition, based on various assumptions including, without limitation, the expectations and beliefs of management, that the Corporation can access financing, appropriate equipment and sufficient labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements.

Description of Business

The Corporation was incorporated under the *Canada Business Corporations Act* ("CBCA") on December 24, 2015. Through a share exchange arrangement (the "Share Exchange"), the Corporation acquired Glorious IT Creation Limited ("Glorious IT"), a company incorporated under the laws of Hong Kong on July 19, 2011.

The Corporation is currently preparing to list its shares on the Canadian Securities Exchange ("CSE") through an initial public offering ("IPO") in Canada.

Glorious IT is involved mainly in trading and internet technology and service business in Vietnam. Glorious IT provides a low cost, fast, effective and reliable bridge for small and medium sized enterprises ("SMEs") to enter Vietnam and other ASEAN (Association of South East Asian Nations) economies. Glorious IT is an international trade consultant and IT systems developer. Glorious IT has two core business lines:

- International trade agency and consulting – providing marketing and sales support, logistics and administrative services, and access to various government licenses essential for doing business in Vietnam. The Corporation has substantial experience in the "green" building products sector and smart building technology and systems.

- Virtual Cross Border Business Platform (“VCBBP”) - an E-commerce platform that provides all the IT services and logistics management for the execution of commerce across national borders and multiple currencies. The VCBBP also provides a B2B online marketplace for linking SMEs in southern China and southern Vietnam.

Share Exchange – Reverse Take-over Transaction (“RTO”)

The Corporation was incorporated under the CBCA on December 24, 2015 by Yuk Kan Kong (the “Principal”) of the Corporation. On May 16, 2016, the Corporation issued 10,000,000 founders’ shares, 7,500,000 of which is to the Principal.

Glorious IT was incorporated under the laws of Hong Kong on July 19, 2011. Glorious IT is involved mainly in trading and internet technology and service business in Vietnam. It owns two subsidiaries in Vietnam: an 86% interest in Vinh Sang Limited (“Vinh Sang”) and a 72% interest in VnTrans Limited (“VnTrans”)

As of December 14, 2016, Glorious IT had 2,620,001 shares issued and outstanding, of which 920,001shares were owned by the Principal, who was the largest shareholder and also is the sole director and officer of Glorious IT.

Effective December 15, 2016, the Corporation, Glorious IT and the shareholders of Glorious IT completed a share exchange. The shareholders of Glorious IT exchanged their 100% interest in the issued shares of Glorious IT in return for an aggregate of 12,000,000 shares (the “Transaction”) of the Corporation. As a result of the Transaction, Glorious IT became a wholly owned subsidiary of the Corporation.

The Transaction has been treated as an RTO that was not a business combination and effectively a capital transaction of the Corporation. Prior to giving effect to the Transaction, the Corporation’s issued and outstanding share capital consisted of 10,000,001 common shares with a fair value at $600,000 as per the stock price of the private placements closed subsequently on December 30, 2016.

Because the former shareholders of Glorious IT obtained control of the Corporation, the Transaction is considered a purchase of the Corporation’s operations by Glorious IT and is accounted for as re-capitalization. As Glorious IT is deemed to be the acquirer for accounting purposes, its assets and liabilities and operations since incorporation are included in the consolidated financial statements at their historical carrying value. The Corporation’s results of operations are included from the date of the Transaction onwards. The legal capital continues to be that of Glorious Canada, the legal parent. These financial statements are a continuation of those of Glorious IT.

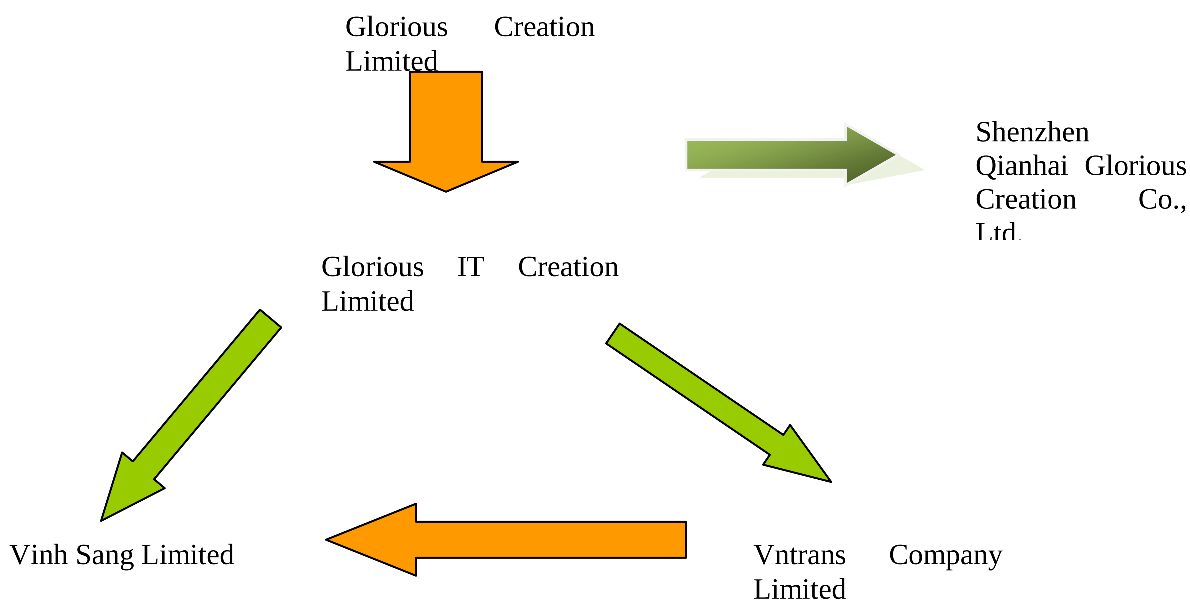
The determination and allocation of the purchase prices is summarized below:

Purchase price	$600,000
Allocation of purchase price:	
Net assets	$578,225
Recapitalization expense	21,775
	$600,000

Corporate Structure

The Corporation owns 100% of Glorious IT, who owns 3 subsidiaries, 100% of Glorious Shenzhen in China, and 86% of Vinh Sang and 72% of VnTrans in Vietnam.

Name	Date of incorporation or acquisition	Location	Principal activities	Percentage of ownership
Glorious IT Creation Limited ("Glorious IT")	July 19, 2011	Hon g Kong, China	Asian head office	100%
Vinh Sang Limited ("Vinh Sang")	September, 2011	Ho Chi Minh City, Vietnam	Internet technology services	86%
VnTrans Limited ("VnTrans")	September, 2014	Ho Chi Minh City, Vietnam	Transportation and logistic management	72%
Shenzhen Qianhai Glorious IT Limited ("Glorious Shenzhen")	January, 2017	Shenzhen city, Guangdong province, China	Virtual cross border business platform ("VCBBP")	100%



Overall Performance

Share issuance

(1) 10,000,001 founders' shares at $0.001 per share for total proceeds of $10,000;

(2) 12,000,000 shares in exchange of 100% shares of Glorious IT with a deemed value of $600,000;

(3) 11,500,000 common shares at $0.06 per share for total proceeds of $690,000.

Directors and officers

Kong Yuk Kan – Director, Chief Executive Officer

Glorious IT, and was responsible for setting up Glorious IT in 2011. Mr. Kong has been responsible for developing the strategic vision of GCL and building the necessary infrastructure in Vietnam, Hong Kong and Mainland China to implement the Corporation's business plan. Mr. Kong has travelled extensively between China, Hong Kong, Macau and Vietnam in order to establish strategic partnerships and business relationships and opportunities in each region.

Mr. Kong has over 14 years' experience as an IT director or IT manager in various public and private companies, most notably with YesMobile H.K. (2001-2003) and Luks Group (Vietnam Holdings) Company Limited (2005 - 2011). He worked at the Saigon Trade Center in Vietnam from 2009 to 2011 for Luks Group (Vietnam Holdings) Company Limited, during which time he assisted in the development of the Optical Fiber System in the Saigon Trade Center. Mr. Kong has obtained various IT qualifications, including: Certification of Information System Security Professional, Linux Professional Certification, Computer Information Forensic Investigator, and Certificate of Cisco Network Associate. Mr. Kong received a Masters Degree from the New Asia Institute of Advanced Chinese Studies in 1996 and a Ph.D (Chinese Economic History) from Xiamen University of China in 2009.

Mr. Kong is fluent in English, Mandarin and Cantonese (oral and written). Also, although not "fluent", he is conversant in Vietnamese.

Andrea Yuan – Chief Financial Officer

Ms. Andrea Yuan is a Chartered Professional Accountant (CPA), Certified General Accountant (CGA) in British Columbia and a Certified Public Accountant (CPA) in New Hampshire. Ms. Yuan obtained her Bachelor of Economics from Shanghai University of Finance and Economics in 1994. Ms. Yuan is fluent in both English and Mandarin (oral and written).

Ms. Yuan started her career as an internal auditor and then as team head of the internal audit department at the Bank of China's Shanghai Pudong branch in China from 1994 through to 1999. After arriving in Canada in spring of 1999, Ms. Yuan worked as an accountant at a small accounting firm while she worked towards her CGA designation. Ms. Yuan moved to Davidson and Company LLP, Chartered Accountants, in 2004 where she worked in the firm's audit group. From November 2006 until 2009, Ms. Yuan was employed as an audit manager at Davidson. From 2009 until October 2011, Ms. Yuan was employed as an audit principal at Davidson. In addition to overseeing a variety of Canadian public company audits, she was also responsible for conducting the audits of various foreign public companies including Chinese and Korean companies.

Ms. Yuan started her own financial and management consulting company Black Dragon Financial Consulting Services Inc. in November 2011. Currently, Ms. Yuan acts as Chief Financial Officer or financial consultant for several public companies listed on the TSX Venture Exchange ("TSX-V") and Canadian Securities Exchange.

David Austin - Director

Mr. Austin has over 30 years' Canadian reporting issuer experience. Mr. Austin currently serves as the CEO and Chairman (since October 2010) and a director (since July 2010) of Colonial Coal International Corp. (TSX-V: CAD), and was the President of its pre-amalgamation predecessor (2005 – 2008). Prior to that, Mr. Austin has served as a director and/or senior officer of several other public companies listed on the TSX-V and the Toronto Stock Exchange including serving as the President (2001 – 2004) and a director (1995 – 2009) of NEMI Northern Energy & Mining Inc. (then TSX: NNE.A). Mr. Austin was also a terminal manager with the BC Ferry Corporation in West Vancouver, BC.

Alan Foster - Director

Mr. Foster is a senior executive with over 30 years' experience in building and managing technology ventures. He has expertise in organizational leadership, business planning, sales and marketing, and product management and specializes in enterprises that deliver value added technology and software solutions to customers worldwide.

Mr. Foster is currently the Executive in Residence for Wavefront Accelerator's Venture Acceleration Program (since October 2015), an organization that provides start-ups with consulting services and resources to meet their needs for efficient business development. Mr. Foster is also a principal of Kenagel Consulting (since 2012), providing product marketing and business management consulting services to technology based companies. Previously, Mr. Foster served as the Senior Vice-President of Business Development for Simpli Innovations Inc. (2015 – 2016); the Interim Chief Financial Officer for Epic Data International Inc. (2009 – 2012), President of eXI Wireless Inc. (2001 - 2005); Chief Operating Officer for Meridex Networks (2000 - 2001); and a Director of Motorola's Mobile Data Division (1988 - 1993).

Ian Mallmann - Director

Mr. Mallmann has been the principal of Chagford Square Capital Inc., a corporate finance and real estate advisory firm since October 2003. Mr. Mallmann has more than 5 years of experience in serving as director, Chief Financial Officer and Chair of the Audit Committee for several PRC-based reporting issuers on the TSX-V and the Canadian Securities Exchange. He was most recently a director and audit committee chair of Symax Lift (Holding) Co., Ltd. (TSX-V: SYL) from December 2009 to March 2016. Currently, Mr. Mallmann acts as a director for several public companies listed on the TSX-V and the Canadian Securities Exchange.

Mr. Mallmann received a Bachelor of Arts Degree (1981), a Juris Doctor (1985) and a Masters Degree in Business Administration (1988), all from the University of British Columbia.

Clarence Ho Yin Yip - Director

Mr. Yip received a Bachelor of Arts degree from the University of Regina (Saskatchewan) in 1979 and an Education Certificate from the University of Hong Kong in 1985. He was a senior high school geography teacher from 1980 – 1987 and then emigrated from Hong Kong to Canada in 1987. Mr. Yip has worked as a realtor in Canada since 1990, which position sees him involved in buying and selling real estate properties, managing rental properties for clients and strata management. Mr. Yip has substantial experience with corporate secretarial duties due to his various positions managing stratas over the past 30 years.

Mr. Yip is fluent in English, Mandarin and Cantonese (oral and written).

Operations

The Corporation currently has generated revenue from hardware and software sales, installation and implementation services, staff training, and monthly access and maintenance services. However, it has only a few customers and has not developed a mature line of business as of December 31, 2016.

Selected Annual Financial Information

The following selected financial information is derived from the audited financial statements and notes thereto.

	As at December 31,					
		2016		2015		2014
Current assets	$	233,444	$	201,882	$	32,348
Non-current assets		47,742		53,335		34,568
Total assets		281,186		255,217		66,916
Current liabilities		334,071		124,180		85,654
Long term liabilities		-		71,574		-
Shareholders' equity (deficiency)		(52,885)		59,463		(18,738)
Total liabilities and equity (deficiency)	$	281,186	$	255,217	$	66,916
Working capital (deficiency)	$	(100,627)	$	77,702	$	(53,306)

	Years ended December 31,					
		2016		2015		2014
Revenue	$	111,974	$	95,271	$	114,436
Gross profit (loss)		(44,022)		86,104		44,595
Expenses and other items		(740,026)		(238,649)		(83,346)
Net loss	$	(784,531)	$	(156,135)	$	(39,079)
Exchange difference on translating foreign operations		(14,082)		180		(3,486)
Comprehensive loss	$	(798,613)	$	(155,955)	$	(42,565)
Basic and diluted net loss per share	$	(0.11)	$	(0.11)	$	(0.05)
Dividends per share	$	-	**$**	**-**	**$**	**-**

Results of Operations

During the year ended December 31, 2016, the Corporation incurred a net loss of $784,531, compared with $156,135 for the year ended December 31, 2015. The Corporation currently has generated revenue from hardware and software sales, installation and implementation services, staff training, and monthly access and maintenance services. However, it has only a few customers and has not developed a mature line of business. The Corporation is in the development stage and its revenue and expense are not consistent each year.

The losses are mainly comprised of the following items:

- During the year ended December 31, 2016, revenue of $75,478 was from sales of an energy saving system and related software in Vietnam. Service income of $36,496 was from installing and maintaining the energy saving system in the Saigon Trade Center in HoChiMinh City, and data support services. During the year ended December 31, 2015, revenue of $91,712 was obtained from providing IT and marketing services such as developing online support systems, researching Vietnam product market, providing data support service in HoChiMinh City; revenue of $3,559 was from the sales of small electronic devices.

- The cost of the energy saving system was $152,512 including purchase costs, transportation, import duty, installation and testing expenses.
- Amortization costs of $14,565 (2015 - $7,827) are mainly from amortizing computers and office equipment, office furniture, leasehold improvement located in HoChiMinh City.
- Accounting and auditing fees increased significantly from $5,407 in the year ended December 31, 2015 to $178,549 in the year ended December 31, 2016 due to the Corporation preparing for its listing on the CSE through an IPO in Canada.
- Legal of $101,745 (2015 - $19,663) increased significantly during the year as well because of the legal work done by Canadian and Hong Kong lawyers on the share exchange and preparation of the IPO.
- Management fees of $96,596 (2015 - $36,438) was paid or accrued to the CEO of the Corporation.
- Office and miscellaneous of $90,080 (2015 - $33,200) includes meals and entertainment, gift and promotion, preparation of business plan, office supplies, etc.
- Rent fees of $53,025 (2015 - $45,519) are for two offices in HoChiMinh City.
- Salary and benefits of $128,597 (2015 - $53,413) were paid to employees in HoChiMinh City. The number of employees increased from 5 in January 2015 to 16 in December 2016 during the business development and increased activities during the two years.
- Travel expenses of $49,631 (2015 - $36,902) was mainly for trips made by the CEO between Hong Kong, China and Vietnam. The increased expenses in 2016 was due to his trips to Vancouver in relation to the preparation of the IPO and directors' due diligence trips to Vietnam.
- Recapitalization expenses (2016 - $21,775; 2015 -$Nil) are the difference between consideration paid and the net assets acquired in the share exchange transaction as described previously.

Summary of Quarterly Results

The Corporation is a private company. Quarterly reporting is not required.

Liquidity and Capital Resources

The Corporation commenced fiscal 2016 with working capital of $77,702 and cash of $25,274. As at December 31, 2016, the Corporation had a working capital deficiency of $(100,627) and cash of $133,408.

Net cash used in operating activities for the current fiscal year was $530,273 (2015 - $306,222). The net cash used in operating activities for the year consisted primarily of the operating loss and a change in non-cash working capital items. The increased cash used in fiscal 2016 was due to audit, accounting, legal, travel, due diligence fees incurred in preparation of the Corporation's IPO in Canada.

Net cash used in investing activities during the current fiscal year was $9,456 (2015 - $30,185), mainly for the purchase of computers, office equipment and leasehold improvement in the two offices in HoChiMinh City.

Net cash from financing activities during the current fiscal year was $664,240 (2015 - $337,316). The Corporation issued 10,000,000 founders' shares at $0.01 per share for total proceeds of $10,000. In December 2016, the Corporation issued 9,770,413 shares at $0.06 per share for total proceeds of $586,225. In fiscal 2016, $68,266 (2015 - $230,829) are from issuance of share capital of Glorious IT.

The Corporation will need to raise funds through debt or equity offerings in order to have sufficient working capital to sustain its operations for the 2017 fiscal year. The Corporation expects to raise up to $2,400,000 through its IPO.

Related Party Transactions

(a) During the year ended December 31, 2016, the Corporation paid or accrued fees of $96,596 (2015 - $36,438) to the CEO of the Corporation. As of December 31, 2016, the Corporation was owed $3,257 (2015 - $19,094) from the CEO.

(b) During the year ended December 31, 2016, the Corporation paid or accrued fees of $55,683 (2015 - $Nil) to a company controlled by the CFO of the Corporation. As of December 31, 2016, $20,213 (2015 - Nil) was owed to the company.

(c) During the year ended December 31, 2016, the Corporation paid or accrued fees of $10,000 (2015 - $Nil) to two companies controlled by two directors respectively for the preparation of a business plan. As of December 31, 2016, $10,500 (2015 - $Nil) was owed to the two companies.

(d) As of December 31, 2016, the Corporation was owed $1,180 (2015 - $11,459) from a shareholder of VnTrans.

Off Balance Sheet Arrangements

The Corporation has no off Balance Sheet arrangements.

Investor Relations

N/A

Commitments

The Corporation has no commitments.

Financial and Capital Risk Management

As at December 31, 2016, the Corporation's financial instruments comprised cash, amounts receivable, due to/from related parties, accounts payable and accrued liabilities, due to associate and short term loans. With the exception of cash, all financial instruments held by the Corporation are measured at amortized cost. The fair values of these financial instruments approximate their carrying value due to their short-term maturities. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values.

The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – Inputs that are not based on observable market data (unobservable inputs).

As at December 31, 2016, the fair value of cash held by the Corporation was based on level 1 of the fair value hierarchy.

The Corporation's financial instruments are exposed to certain financial risks, including credit risk, currency risk, liquidity risk, interest rate risk, and price risk.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. As of December 31, 2016, the Corporation's maximum exposure to credit risk is limited to its cash. The Corporation limits exposure to credit risk by maintaining its cash with large Hong Kong financial institutions. The Corporation wires funds to Vietnamese subsidiaries according to a detailed budget and maintains a low level of cash balances in its Vietnamese banks.

The Corporation is exposed to credit risk on trade receivables. The Corporation regularly reviews the collectability of its trade and other receivables and establishes an allowance account for credit losses based on its best estimate of any potentially uncollectible amounts. As of December 31, 2016 and 2015, the Corporation has minimal trade receivables.

Currency risk

The Corporation has raised funds in Canadian dollars and Hong Kong dollars. A portion of the Corporation's expenses are incurred in Hong Kong dollars and the Vietnamese Dong and financial instrument balances are held in these currencies. A change in the currency exchange rates between Canadian dollars, Hong Kong dollars and Vietnamese Dong could have a negative effect on the Corporation's results of operations, financial position or cash flows. However, as the Corporation does not maintain significant cash balances in foreign currencies and settles any transactions in foreign currencies quickly, it's exposure to currency risk is considered insignificant as at December 31, 2016 and 2015. As such, the Corporation has not hedged its exposure to currency fluctuations.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. As at December 31, 2016, the Corporation had a cash balance of $133,408 to settle current liabilities of $334,071. All of the Corporation's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Corporation needs further funding to meet its short-term and long-term cash requirements.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation currently has no interest-bearing financial instruments other than cash and loans, so its exposure to interest rate risks is insignificant. Loans bear a fixed interest rate.

Capital management

The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue as a going concern in order to pursue the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities. The Corporation relies mainly on equity issuances and loans from related parties to raise new capital. In the management of capital, the Corporation includes the components of shareholders' equity (deficiency). The Corporation prepares annual estimates of operating expenditures and monitors actual expenditures compared to the estimates in an effort to ensure that there is sufficient capital on hand to meet ongoing obligations. The Corporation's investment policy is to negotiate premium interest rates on savings accounts or to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated at any time without interest penalty. The Corporation will require additional financing in order to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Corporation currently is not subject to externally imposed capital requirements. There were no changes in the Corporation's approach to capital management.

Investment in associate

The Corporation accounts for its investment in Transinall Limited. ("Transinall") using the equity method of accounting. As at December 31, 2016 and 2015, the Corporation holds a 16.1% interest in Tranisnall.

Investment in associate is as follows:

	Investment in associate
	$
Balance as at December 31, 2014	19,666
Equity loss for the year	(3,590)
Balance as at December 31, 2015	16,076
Equity loss for the year	(484)
Balance as at December 31, 2016	15,592

The table below discloses selected financial information of Transinall on a 100% basis:

	December 31, 2016	December 31, 2015
	$	$
Loss for the year	(3,002)	(22,306)
Comprehensive income (loss) for the year	(7,222)	(5,010)
Total assets	124,802	130,292
Total liabilities	(1,732)	-
Total shareholders' equity	(123,070)	(130,292)

Transinall has minimum activities, and the loss mainly consisted of bank charges, accounting and legal fees.

As of December 31, 2016, Transinall advanced cash of $119,417 (2015 - $119,668) to the Corporation and its subsidiary VnTrans. The advances bear no interest, are unsecured and have no fixed terms of repayment.

Additional Disclosure for IPO Venture Issuers without Significant Revenue

The table below is detailed breakdown of the Corporation's general and administrative expenses. The increase of the expenses in the year ended December 31, 2016 was mainly due to preparation of IPO in Canada and business expansion in Vietnam. (Please see detailed analysis in the section "Results of Operations" contained herein.)

The Corporation didn't capitalize any research and development costs during the years ended December 31, 2016 and 2015.

	December 31, 2016	December 31, 2015
	$	$
General and administrative expenses		
Amortization	14,565	7,827
Accounting and auditing	178,549	5,407
Legal	101,745	19,663
Loan interest	5,462	280
Management fees	96,596	36,438
Office and miscellaneous	90,080	33,200
Rent	53,025	45,519
Salaries and benefits	128,597	53,413
Travel and related	49,631	36,902
Recapitalization expense	21,775	-
Total general and administrative expenses	740,025	238,649

Until the Corporation can generate sufficient revenue and positive cash flow from its operation, the Corporation will have to rely on equity or debt financing to support its business operation and expansion. In the short term, the Corporation depends upon the successful completion of the proposed IPO. The Corporation expects gross proceeds from $1,410,000 at Minimum Offering to $2,400,000 at Maximum Offering. After deducting the agent's commission and paying current debts, the Corporation expects to have net cash inflow of $1,160,450 at Minimum Offering to $2,071,250 at Maximum Offering. The proceeds from the IPO should be sufficient for the Corporation to maintain and develop its business for the next 12 months.

Use of Proceeds	**Min. Offering $**	**Max. Offering $**
Balance of costs of the Offering/CSE listing fees	90,000	90,000
Investment in equipment and data centers	36,000	137,000
Data centers - operations for 12 months	--	50,000
Establish China office	57,000	104,000
Wages and salaries for business maintenance 12 months	319,500	319,500
Wages and salaries for business expansion 12 months	--	346,000
Sales and marketing for 12 months	75,000	132,000
Other general and administrative expenses for 12 months	384,800	492,800
Unallocated working capital:	198,150	399,950
Total:	**1,160,450**	**2,071,250**

Significant Accounting Policies, Critical Judgments and Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Corporation's assets and liabilities are accounted for prospectively.

All of the Corporation's significant accounting policies and estimates are included in Notes 3 and 4 of its audited consolidated financial statements for the year ended December 31, 2016.

Future Accounting Standards and Interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the December 31, 2016 reporting period. The following new standards have been assessed, but are not expected to have any impact on the Corporation's financial statements:

(a) IFRS 9, Financial Instruments

The IASB intends to replace IAS 39 – "*Financial Instruments: Recognition and Measurement*" in its entirety with IFRS 9 in three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments that is principles-based and less complex than IAS 39. IFRS 9 requires that all financial assets be classified and subsequently measured at amortized cost or at fair value based on the Corporation's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities classified as at fair value through profit or loss, financial guarantees and certain other exceptions. IFRS 9 can currently be adopted voluntarily, but is mandatory for years beginning on or after January 1, 2018.

(b) IFRS 15, Revenue from Contracts with Customers

IFRS 15 contains new standards on revenue recognition that will supersede IAS 18, *Revenue*, IAS 11, *Construction Contracts* and related interpretations. These standards are effective for the fiscal periods beginning on or after January 1, 2018.

(c) IFRS 16, Leases

The new standard on leases, supersedes IAS 17, Leases, and related interpretations. The standard is effective for years beginning on or after January 1, 2019.

Subsequent Events

Share issuance

In January and March 2017, the Corporation issued 1,729,586 shares at $0.06 per share for total proceeds of $103,775.

Newly incorporated subsidiary

In January 2017, Glorious IT incorporated a wholly-owned subsidiary in Shenzhen, China. The subsidiary was set up for developing business in China.

Proposed initial public offering ("IPO")

On January 16, 2017, the Corporation entered into an engagement agreement with Mackie Research Capital Corporation. (the "Agent") in relation to its IPO. Accordingly, the Corporation plans to file a prospectus with the securities regulatory authorities in British Columbia, Alberta and Ontario to offer a minimum of 4,700,000 common shares (the "Minimum Offering") and a maximum of 8,000,000 common shares (the "Maximum Offering") at $0.30 per share for total proceeds from $1,410,000 at Minimum Offering to $2,400,000 at Maximum Offering. The Agent's fee will be an 8% cash commission based on shares sold at closing; subject to the reduced rate of 4% with respect to investment from subscribers listed on the President's List. In addition, the Corporation will issue to the Agent, at closing, compensation options equal to 8% of all shares sold at closing; subject to the reduced rate of 4% with respect to investment from subscribers listed on the President's List. The compensation options are exercisable at $0.30 per share within 24 months from the day the common shares of the Corporation are listed on the CSE.

The Corporation will also pay the Agent a non-refundable work fee of $35,000 + GST and due diligence cost capped at $20,000. In February 2017, the Corporation paid $17,500 to the Agent as a retainer.

In relation to the IPO, the Corporation also plans to submit a listing application to the CSE to have its common shares listed and posted for trading on the CSE upon completion of the IPO.

Stock options

In January 2017, the Corporation adopted an incentive stock option plan (the “Option Plan”) which provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with CSE requirements, grant to directors, officers, employees and technical consultants to the Corporation, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 10 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

Upon completion of the IPO, the Corporation intends to grant 3,020,000 stock options to officers, directors and employees at a price of $0.30 per share expiring five years from the date the Corporation is listed on the CSE upon the closing of the Corporation’s IPO. These options shall be vested at 10% at grant, and 30% at each anniversary for 3 years.

Outstanding Share Data

The following table summarizes the Corporation’s outstanding share data as of the date of this MD&A:

	Number of shares Issued or issuable
Common shares	33,500,001

Corporate Governance

The Corporation’s Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Corporation fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval.

The Audit Committee, comprised of three directors, all of whom are independent, meets with management of the Corporation on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.

APPENDIX "C" – AUDIT COMMITTEE CHARTER

Audit Committee Charter

GLORIOUS CREATION LIMITED

AUDIT COMMITTEE CHARTER
(As of January 25, 2017)

1.0 Mandate

1.1 The Audit Committee (the "**Committee**") is a committee appointed by the Board of Directors (the "**Board**") of Glorious Creation Limited (the "**Corporation**") to assist the Board in fulfilling its responsibilities in relation to internal controls and financial reporting, and carrying out certain oversight functions on behalf of the Board.

1.2 The Committee's primary duties and responsibilities are to:

- ♦ Oversee the accounting and financial reporting processes of the Corporation and the audit of its financial statements, including: (i) the integrity of the Corporation's financial statements; (ii) the Corporation's compliance with legal and regulatory requirements; and (iii) the external auditor's qualifications and independence.
- ♦ Serve as an independent and objective party to monitor the Corporation's financial reporting processes and internal control systems.
- ♦ Recommend to the Board the external auditors to be nominated and the compensation of such auditors and recommend any renewals or replacements of the external auditors and their remuneration.
- ♦ Oversee and monitor the work and performance of the audit activities of the Corporation's external auditors.
- ♦ Provide open lines of communication among the Corporation's external auditors, financial and senior management and the Board for financial reporting and control matters, and meet periodically with management and with the external auditors.
- ♦ Pre-approve all non-audit services to be provided to the Corporation by the external auditors.
- ♦ Review the financial statements and management's discussion and analysis of the Corporation.
- ♦ Review annual and interim financial results press releases of the Corporation.
- ♦ If requested by the Board, provide oversight to any related party transactions entered into by the Corporation.
- ♦ Report to the Board regularly.

1.3 The Committee has the authority to conduct any review or investigation appropriate to fulfilling its responsibilities.

2.0 Composition

2.1 The Committee must be composed of a minimum of three members, all of whom must be directors of the Corporation.

2.2 If the Corporation (i) is not a "*reporting issuer*" (as such term is defined in applicable securities laws); or (ii) is a "*venture issuer*" (as such term is defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") of the Canadian Securities Administrators), then a majority of the members of the Committee must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation.

2.3 If the Corporation is a reporting issuer, but not a venture issuer, then each Committee member must be an "*independent director*" (within the meaning of NI 52-110).

2.4 In addition to the composition requirements set out above, the composition of the Committee shall at all times comply with the rules and regulations of any stock exchange on which the shares of the Corporation may be listed, subject to any waivers or exceptions granted by such stock exchange.

2.5 All members of the Committee must, to the satisfaction of the Board, be "*financially literate*" (as such term is defined in NI 52-110) (i.e., in general, have the ability to read and understand a set of financial statements, such as a balance sheet, an income statement and a cash flow statement).

2.6 The Committee members shall be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

2.7 Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Corporation or until the member ceases to be a director, resigns or is replaced, whichever first occurs.

2.8 Any member of the Committee may be removed from office or replaced at any time by the Board.

2.9 The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

3.0 Committee Meeting Requirements

3.1 The Board shall appoint one of the Committee members as the Chair of the Committee (the "**Chair**"). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.

3.2 The Chair shall appoint a secretary (the "**Secretary**") who shall keep minutes of all Committee meetings. The Secretary does not have to be a member of the Committee or a director of the Corporation and can be changed by simple notice from the Chair.

3.3 No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.

3.4 The Committee shall meet regularly at times necessary to perform the duties described herein in a timely manner, but not less than four times a year and any time the Corporation proposes to issue a press release with its quarterly or annual earnings information. Any member of the Committee or the external auditor may call meetings.

3.5 The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the charter documents of the Corporation or otherwise determined by resolution of the Board.

3.6 If all the members of the Committee present at or participating in the meeting consent, a meeting of the Committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Committee member participating in such a meeting by such means is deemed to be present at that meeting.

3.7 The Committee shall meet periodically in separate executive sessions with management (including the Corporation's Chief Financial Officer ("**CFO**")), the internal auditors and the external auditors, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or external auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

3.8 The external auditors shall have direct access to the Committee at their own initiative.

4.0 Duties and Responsibilities

4.1 To fulfill its duties and responsibilities, the Committee shall:

(a) ***Financial Reporting***

(i) Prior to the public disclosure thereof, meet with the Corporation's Chief Executive Officer and CFO, and where appropriate, the Corporation's external auditors, to review and discuss and then present to the full Board for approval, the following, as applicable:

(A) the Corporation's annual audited financial statements, together with the report of the external auditors thereon and the related management discussion and analysis for such period and the impact of unusual items and changes in accounting policies and estimates;

(B) the Corporation's interim financial statements, together with the related management discussion and analysis for such period and the impact of unusual items and changes in accounting policies and estimates;

(C) financial information in the Corporation's annual and interim profit or loss press releases, including the type and presentation of information, paying particular attention to any *pro forma* or adjusted non-IFRS information;

(D) financial information in annual information forms, annual reports and prospectuses of the Corporation; and

(E) financial information in other public reports and public filings of the Corporation requiring approval by the Board.

(ii) Ensure that adequate procedures are in place for review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and periodically assess the adequacy of those procedures.

(b) External Auditors

(i) Recommend to the Board, for shareholder approval, an external auditor to examine the Corporation's accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as a representative of the shareholders of the Corporation.

(ii) Be directly responsible for setting the compensation and for the retention and oversight of the work of the external auditor engaged for the purpose of preparing or issuing an audit report, or performing other audit, review or attest services for the Corporation.

(iii) To the extent and in the manner required by applicable law or regulation, review and pre-approve all audit services, internal control related services and any permissible non-audit services to be provided to the Corporation by the external auditor and the fees for those services.

(iv) Ensure that the external auditor is prohibited from providing the following non-audit services and determine which other non-audit services the external auditor is prohibited from providing:

(A) bookkeeping or other services related to the accounting records or financial statements of the Corporation;

(B) financial information systems design and implementation;

(C) appraisal or valuation services, fairness opinions, or contribution-in-kind reports;

(D) actuarial services;

(E) internal audit outsourcing services;

(F) management functions or human resources;

(G) broker or dealer, investment adviser or investment banking services;

(H) legal services and expert services unrelated to the audit; and

(I) any other services which the Canadian Public Accountability Board determines to be impermissible.

In no circumstances shall the external auditor provide any non-audit services to the Corporation that are prohibited by applicable law or regulation.

(v) Require the external auditor to report directly to the Committee, and meet with the external auditor on a regular basis, as required.

(vi) Review the nature and scope of the annual audit and the results of the annual audit examination by the external auditor, including any reports prepared in connection with the annual audit.

(vii) Review the nature and scope of any review engagements for interim financial statements and the result of such review engagements by the external auditor, including any reports prepared by the external auditor in connection with such review engagements.

(viii) Review and evaluate annually the performance of the external auditor and make a recommendation to the Board regarding the re-appointment of the external auditor at the next annual meeting of the Corporation's shareholders or, if necessary, the replacement of such external auditor.

(ix) Take, or recommend that the Board take, appropriate action to ensure the independence of the external auditor, and engage in dialogue with the external auditor regarding any disclosed relationships or services that may affect the independence and objectivity of such external auditor.

(x) Obtain and review, at least annually, a written report by the external auditor setting out the auditor's internal quality-control procedures, any material issues raised by the auditor's internal quality-control reviews and steps taken to resolve those issues.

(xi) Satisfy itself that there are no unresolved issues between management and the external auditor that could affect the annual audited statements or the interim financial statements, and that there is generally a good working relationship between management and the external auditor.

(xii) Ensure that the head audit partner assigned by the external auditor to the Corporation, as well as the audit partner charged with reviewing the audit of the Corporation, are changed at least every five years.

(xiii) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors. The Committee has adopted the following guidelines regarding the hiring of any partner, employee or former partner or employee of the present or former external auditor of the Corporation, or any other person providing audit assurance to the current or former external auditors of the Corporation on any aspect of their certification of the Corporation's financial statements:

(A) no member of the audit team that is auditing a business of the Corporation can be hired into that business or into a position to which that business reports for a period of three years after the audit;

(B) no former partner or employee of the external auditor may be made an officer of the Corporation or any of its subsidiaries for three years following the end of the individual's association with the external auditor;

(C) the CFO of the Corporation must approve all office hires from the external auditor; and

(D) the CFO of the Corporation must report annually to the Committee on any hires within these guidelines during the preceding year.

(xiv) Review, at least annually, the relationships between the Corporation and the external auditor in order to establish the independence of the external auditor.

(c) Internal Controls

(i) Review the Corporation's internal accounting staff functions.

(ii) Review with the Corporation's CFO and others, as appropriate, the reporting and internal system of controls for the Corporation and its subsidiaries.

(iii) Consider any judgments by the external auditor about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting and consider and approve, as appropriate, any changes as suggested by the external auditor and management.

(iv) Review significant judgments made by the Corporation's CFO and others in the preparation of the financial statements and the view of the external auditor as to the appropriateness of such judgments.

(v) Review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements.

(d) Complaints and Concerns

(i) Establish procedures for:

(A) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and

(B) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting of auditing matters.

(e) Other Matters

- Obtain reports from management and the Corporation's external auditors that the Corporation is in conformity with legal requirements and the Corporation's *Code of Business Conduct & Ethics* and reviewing reports and disclosures of insider and affiliated party transactions.

(ii) Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

(iii) Discuss with the Corporation's legal counsel legal matters that may have a material impact on the financial statements or of the Corporation's compliance policies and internal controls.

- Conduct special investigations, independent of the Board or management, relating to financial and non-financial related matters concerning the Corporation and/or any one or more of its directors, officers, employees, consultants and/or independent contractors, if determined by the Committee to be in the best interests of the Corporation and its shareholders. The Committee shall advise the Board with respect to the initiations of such investigations.

(v) Oversee the effectiveness of management's interaction with and responsiveness to the Board.

(vi) Report regularly and on a timely basis to the Board on the matters coming before the Committee.

(vii) Periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

(viii) Perform such other functions as required by the Board or applicable law or regulation.

(ix) Consider any other matters referred by the Board from time to time.

<u>5.0 Rights and Authority of the Committee and Members Thereof</u>

5.1 The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to engage independent counsel and other advisors or experts or consultants as it determines necessary to carry out its duties and to set and require the Corporation to pay the compensation for any advisors so employed by the Committee.

5.2 The members of the Committee shall have the right, for the purpose of performing their duties, to inspect all the books and records of the Corporation and its subsidiaries and to seek any information they require from any employee of the Corporation.

5.3 The members of the Committee have the authority to communicate directly with the Corporation's internal and external auditors.

<u>6.0 Miscellaneous</u>

6.1 Nothing contained in this Audit Committee Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. The purposes, responsibilities, duties and authorities outlined in this Audit Committee Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

This *Audit Committee Charter* was approved and adopted by the Board, and made effective in full force and effect on January 25, 2017.

CERTIFICATE OF THE CORPORATION

Dated: April 4, 2017

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

"*Kong Yuk Kan*"	"*Ke Feng (Andrea) Yuan*"
Kong Yuk Kan	Ke Feng (Andrea) Yuan
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD

"*Ian Mallmann*"	"*Alan Foster*"
Ian Mallmann	Alan Foster
Director	Director

CERTIFICATE OF THE PROMOTER

Dated: April 4, 2017

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

"*Kong Yuk Kan*"
KONG YUK KAN

CERTIFICATE OF THE AGENT

Dated: April 4, 2017

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

MACKIE RESEARCH CAPITAL CORPORATION

"*Jovan Stupar*"
Jovan Stupar
Managing Director