Finore Mining Inc.
(to be renamed Micron Waste Technologies Inc.)

CSE FORM 2A
LISTING STATEMENT

October 19, 2017

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GLOSSARY

"**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 a 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 a 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;

"**Amalco**" means the corporation that will continue following completion of the Amalgamation between Finore Acquisition Corp. and Micron;

"**Amalgamation**" means the amalgamation of Finore Acquisition Corp. and Micron under the provisions of the BCBCA and as set out in the Amalgamation Agreement;

"**Amalgamation Agreement**" means the agreement dated June 2, 2017, and as amended on September 30, 2017, made among Finore, Finore Acquisition Corp. and the Target;

"**Associate**" has the meaning ascribed to such term in the *Securities Act* (British Columbia), as amended, including the regulations promulgated thereunder;

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended, including the regulations promulgated thereunder;

"**Business Day**" means any day other than a Saturday, Sunday, or a statutory or civic holiday in the City of Vancouver, British Columbia;

"**Closing**" means the closing of the Amalgamation;

"**Closing Date**" means the date of closing of the Amalgamation;

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

"**Computershare**" means Computershare Trust Company of Canada;

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

"**CSE Listing**" means the listing of the Resulting Issuer Shares on the CSE;

"**Escrow Agent**" means Computershare, in its capacity as escrow agent for the common shares held in escrow under the Escrow Agreement to be entered into prior to Closing;

"**Escrow Agreement**" means the escrow agreement to be entered into between the Escrow Agent, the Resulting Issuer and certain of the Target Securityholders prior to Closing;

"**Finore**" means Finore Mining Inc.;

"Finore Acquisition Corp." means 1119555 B.C. Ltd., a wholly-owned subsidiary of Finore;

"**Finore Annual MD&A**" means Finore's MD&A for the year ended December 31, 2016;

"**Finore Financial Statements**" means the Statement of financial position as at December 31, 2016, 2015 and 2014 and the statements of comprehensive loss, changes in shareholders' equity (deficiency), and cash flows for the years then ended;

"**Finore Interim MD&A**" means Finore's MD&A for the six months ended June 30, 2017;

"**Finore Options**" means the incentive stock options issued by Finore.

"**Finore Shares**" means the common shares of Finore;

"**Finore Share Consolidation**" means the consolidation of the Finore Shares on the basis of one Post-Consolidation Finore Share for every two pre-consolidation Finore Shares pursuant to the Amalgamation Agreement;

"**IFRS**" means the International Financial Reporting Standards, as adopted by the Canadian Accounting Standards Board, effective January 1, 2011;

"**Listing Date**" means the date of the CSE Listing;

"**Listing Statement**" means this listing statement;

"**MD&A**" means management's discussion and analysis;

"**Micron Convertible Securityholders**" means the persons who, pursuant to the exercise of outstanding Micron warrants will receive Resulting Issuer Shares upon completion of the Transaction;

"**Micron Financial Statements**" means Statement of financial position as at December 31, 2016 and 2015 and the statements of comprehensive loss, changes in shareholders' equity (deficiency), and cash flows for the years then ended;

"**Micron Shareholders**" means the shareholders of Micron;

"**Micron Shares**" means the common shares in the capital of Micron;

"**Person**" means a Company or individual;

"**Post-Consolidation Finore Shares**" means the common shares in the capital of Finore after giving effect to the Finore Share Consolidation;

"**Pro-Forma Financial Statements**" means the unaudited pro forma statement of financial position for the Resulting Issuer as at June 30, 2017 to give effect to the Transaction as if it had taken place as of June 30, 2017, which is attached to this Listing Statement as Schedule "B";

"**Related Party Transaction**" has the meaning ascribed to such term in Multinational Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions.*

"**Resulting Issuer**" means Finore after giving effect to the Amalgamation which is expected to be renamed "Micron Waste Technologies Inc.";

"**Resulting Issuer Shares**" means the common shares of Finore after the Amalgamation;

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

"**Target or Micron**" means Micron Waste Technologies Inc.; and

"**Transaction**" means the completion of the (i) the Finore Share Consolidation; (ii) the Amalgamation; and (iii) the CSE Listing.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Listing Statement constitute forward-looking information and forward-looking statements (collectively, "**forward-looking statements**") pursuant to the applicable securities laws. Often, but not always, forward-looking statements can be identified by the use of words such as “anticipate”, “intend”, “continue”, “estimate”, “expect”, “may”, “will”, “plan”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Examples of such statements include: (A) expectations regarding the Resulting Issuer’s ability to raise capital; (B) the intention to grow the business and operations of the Resulting Issuer; (C) the business objectives and milestones of the Resulting Issuer, and (D) the use of available funds of the Resulting Issuer. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Listing Statement. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: the Resulting Issuer obtaining necessary financing; the Resulting Issuer satisfying the requirements of the CSE with respect to the Amalgamation; the economy generally; obtaining requisite licenses or governmental approvals to conduct business; the revenues from the Resulting Issuer’s proposed organic waste digester if any revenues are obtained; consumer interest in the products of the Resulting Issuer; competition; and anticipated and unanticipated costs. These forward-looking statements should not be relied upon as representing the Resulting Issuer’s views as of any date subsequent to the date of this Listing Statement. Although the Resulting Issuer has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect the Resulting Issuer. Additional factors are noted under “Risk Factors” in this Listing Statement. The forward-looking statements contained in this Listing Statement are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this Listing Statement are made as of the date of this Listing Statement and neither Finore nor the Resulting Issuer undertakes an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities legislation.

GENERAL MATTERS

Any market data or industry forecasts used in this Listing Statement, unless otherwise specified, were obtained from publicly available sources. Although the Resulting Issuer believes these sources to be generally reliable, the accuracy and completeness of such information are not guaranteed and have not been independently verified.

Statistical information included in this Listing Statement and other data relating to the industry in which the Resulting Issuer intends to operate is derived from recognized industry reports published by industry analysts, industry associations and independent consulting and data compilation organizations.

CORPORATE STRUCTURE

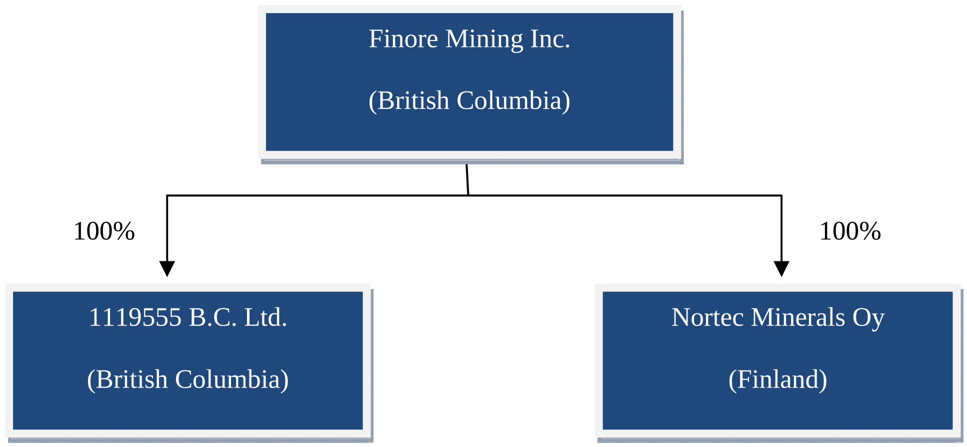
Finore Mining Inc.

The head office of Finore is located at Suite 915-700 West Pender Street, Vancouver, British Columbia V6C 1G8 and its registered office address is 915-700 West Pender Street, Vancouver, British Columbia V6C 1G8.

Finore was incorporated on November 29, 2006 under the *Business Corporations Act* (British Columbia) under the name “Otterburn Ventures Inc.”. Prior to the completion of the Amalgamation, Finore’s principal business activity was the exploration of mineral properties. Finore was listed for trading on the Canadian National Stock Exchange on February 4, 2008 under the trading symbol “OTB”. On September 26, 2011, Finore changed its name to “Finore

Mining Inc." and the Finore Shares commenced trading on the CSE on September 26, 2011 under the trading symbol "FIN".

The following chart illustrates the intercorporate relationships among Finore and its subsidiaries prior to the completion of the Amalgamation.



Nortec Minerals Oy is a wholly-owned subsidiary of Finore, which holds a 100% interest in the Läntinen Kollismaa Platinum Group Element-Copper project (the "**LK Project**") located in north-central Finland. Finore entered into a share purchase agreement dated January 31, 2017 with Nickel One Resources Inc. ("**Nickel One**") whereby Nickel One has agreed to acquire 100% of the issued and outstanding shares of Nortec Minerals Oy.

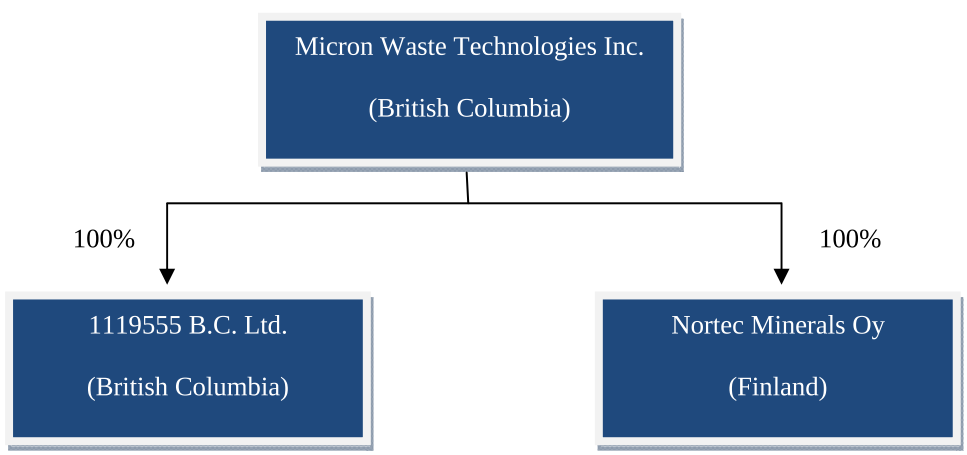
1119555 B.C. Ltd. is a wholly-owned subsidiary of Finore and was created for the sole purpose of amalgamating with Micron pursuant to the Amalgamation.

Resulting Issuer

Finore is requalifying for listing on the CSE following the Amalgamation, which is a "fundamental change" (as defined in the CSE policies). The Resulting Issuer intends to change its name to "*Micron Waste Technologies Inc.*" and will be governed by the BCBCA. The Resulting Issuer will be a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

The Resulting Issuer's registered office will be located at 1500-1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 4N7.

The following chart sets forth the names of each direct subsidiary of the Resulting Issuer and the percentage ownership by the Resulting Issuer of each such subsidiary.



GENERAL DEVELOPMENT OF THE BUSINESS

Finore

Prior to the closing of the Amalgamation, Finore was a junior mineral exploration company engaged in the acquisition and exploration of strategic mineral properties. During the three most recently completed financial years, Finore engaged in evaluating mineral properties that may have the potential for further exploration and development.

On May 14, 2014, Finore acquired a 100% interest in the Lantinen Koillismaa ("**LK**") Project from Nortec Minerals Corp. ("**Nortec**") through the acquisition of Nortec Minerals Oy, the subsidiary that holds title to the LK property.

On October 17, 2016, Finore entered into a letter agreement (the "**Nickel One LOI**") and a share purchase agreement (the "**Nickel One SPA**") on January 31, 2017 with Nickel One Resources Inc. ("**Nickel One**"), a public company listed on the TSX Venture Exchange (the "**TSXV**"), pursuant to which Nickel One will acquire all of the issued and outstanding shares of Nortec Minerals Oy (the "**Nickel One Transaction**").

Pursuant to the Nickel One SPA, Nickel One will issue to Finore 5,000,000 common shares in the Capital of Nickel One and will issue 2,500,000 common share purchase warrants exercisable to acquire 2,500,000 additional common shares of Nickel One at a price of $0.12 per share for a period of 24 months from the closing of the Nickel One Transaction. In addition, Nickel One paid Finore $50,000 upon signing the Nickel One LOI.

As of the date hereof, the Nickel One Transaction remains subject to certain closing conditions, including, obtaining all necessary approvals, including, approval of the respective boards, the approval of the TSXV and CSE, and if applicable, shareholders of Nickel One and/or Finore.

On October 27, 2016, Finore entered into an agreement (the "**Assignment Agreement**") with an arm's length private British Columbia company (the "**Assignor**"), pursuant to which the Assignor assigned to Finore the rights and obligations of a letter assignment dated October 25, 2016 (the "**Letter Agreement**") between the Assignor and Kushtown USA, LLC ("**Kushtown**"), a private California limited liability company. On January 25, 2017, the Letter Agreement was superseded by a securities exchange agreement among Finore, Kushtown and shareholders of Kushtown (the "**Securities Exchange Agreement**"). Pursuant to the terms of the Securities Exchange Agreement, Finore will acquire all of the issued and outstanding securities of the Kushtown (the "**Kushtown Transaction**").

Pursuant to the terms of the Securities Exchange Agreement, Finore paid the shareholders of Kushtown aggregate cash consideration of US$50,000 (the "**Cash Payment**") and advanced a loan to Kushtown of US$50,000 (the "**Loan**"). The Cash Payment and the Loan are evidenced by a promissory note and are secured by a pledge over in aggregate 20% of the issued and outstanding shares of Kushtown.

On March 14, 2017, Finore announced the mutual termination of the Securities Exchange Agreement.

The Acquisition

On June 2, 2017, Finore entered into the Amalgamation Agreement with Micron and Finore Acquisition Corp. The Amalgamation effectively provides for the acquisition of all of the outstanding equity interests of Micron by Finore, indirectly through Finore Acquisition Corp. (a wholly-owned subsidiary of Finore) in a transaction in which Micron Shareholders will receive Finore Shares and, if applicable, convertible securities of Finore. As a result of the amalgamation of the Finore Acquisition Corp. and Micron, Finore will become the sole beneficial owner of all of the outstanding shares of Amalco.

Pursuant to the Amalgamation Agreement, upon completion of the Amalgamation every one (1) Micron Share held by Micron Shareholders will be exchanged for one Resulting Issuer Share. As consideration for the Amalgamation, on the Closing Date, Finore will issue to Micron Shareholders, *pro rata*, an aggregate of 28,877,000 Resulting Issuer Shares. Certain of the Resulting Issuer Shares held by Micron Shareholders will be subject to escrow conditions and applicable resale restrictions as required by applicable securities laws and CSE requirements. See "Escrowed Securities".

The Amalgamation Agreement provides that, without action by the holder thereof each warrant of Micron shall, upon the Closing Date, become a warrant, as applicable, to purchase the number of Resulting Issuer Shares determined by dividing the number of Micron Shares subject to the warrant, as applicable, on the Closing Date by one (1), at an exercise price per Resulting Issuer Share equal to the exercise price per Micron Share in the option or warrant, as applicable, on the Closing Date multiplied by one (1). Subject to the above, the terms and conditions of the warrants in effect on the Closing Date shall continue to govern the said warrants following the Closing Date.

Concurrently with completion of the Amalgamation, the name of Finore will be changed from "Finore Mining Inc." to "Micron Waste Technologies Inc.".

The Amalgamation is subject to a number of approvals and conditions prior to its implementation, including, but not limited to the following:

(a) the acceptance of the Amalgamation for filing by the CSE;

(b) the approval of Micron Shareholders for the Amalgamation;

(c) if required, the approval of a majority of the shareholders of Finore of the Transaction;

(d) the election and appointment of certain directors and officers of the Resulting Issuer;

(e) all conditions precedent set forth in the Amalgamation Agreement, having been satisfied or waived by the appropriate party; and

(f) the receipt of all necessary corporate, regulatory and third-party approvals including the approval of CSE, and compliance with all applicable regulatory requirements and conditions in connection with the Amalgamation.

The board of directors of the Resulting Issuer will be reconstituted in conjunction with the Closing of the Transaction. The board of directors of Finore currently consists of four members. Upon completion of the Transaction, the board of directors of the Resulting Issuer will be comprised of five members, being Rav Mlait, Kulwant Malhi, Bharat (Bob) Bhushan, Cam Battley and Hyder Khoja. See "Directors and Officers of the Resulting Issuer".

Pursuant to the Amalgamation Agreement, prior to the completion of the Amalgamation, Finore is required to complete the Finore Share Consolidation. Upon completion of the Amalgamation, 62,773,521 Finore Shares will be consolidated into approximately (subject to rounding) 31,386,761 Finore Post-Consolidated Shares (assuming no existing convertible securities of Finore are exercised).

Additional information pertaining to Finore including financial information, is contained in the various disclosure documents of Finore filed with applicable securities commissions and made available through the Internet under Finore's SEDAR profile at www.sedar.com.

NARRATIVE DESCRIPTION OF THE BUSINESS

Upon completion of the Amalgamation, Micron will amalgamate with Finore Acquisition Corp. and become a wholly-owned subsidiary of the Resulting Issuer and the primary business of the Resulting Issuer will be the business of Micron.

General

Micron provides proprietary solution for organic waste management. In particular, Micron has developed a patent-pending technology to manage food waste on-site, and convert it into clean water, known as an "organic waste digester".

Principal Products or Services

The current commercial food waste digesters in the marketplace have a waste digestion efficiency of 60-65% that means 35-40% food waste remains undigested and is discharged into gray water. The trade effluent released by current market digesters is composed of fats, oils, fatty acids, proteins, amino acids, lipoproteins, glycoproteins, nucleic acids, variety of carbohydrates, organic acids, and volatile organic compounds, that contribute to conventionally higher levels of Biological Oxygen Demand (“BOD”), Chemical Oxygen Demand (“COD”), Total Suspended Solids (“TSS”), Fats Oils and Grease (“FOG”)”), color and odor.

Micron’s “Series A” organic waste management system (see Figure 1), has a proprietary micro-oxygen cubicles (MOC) technology to enhance the aerobic digestion efficiency of microorganisms up to 95%. The remaining 5% undigested food particles that are released in the gray water are further treated by the patent-pending technology where gray water undergoes four steps treatment process that eventually converts gray water into a clean water.

The clean water generated in this process can be recycled or reused. Unlike other food waste systems in the market, The Micron Waste Digester is a closed loop system where effluent released from the food digester is processed by Micron’s patent-pending technology, and recycled back into the system. The effluent parameters such as BOD, COD, TSS, FOG, color, odour are reduced below the acceptable limits of North American municipal standards.

Figure 1. Micron’s Series “A” organic waste management system.

The Role of Microbial Technology In Food Waste Digestion

Microbial technology plays a very critical role in the food waste digestion process. Micron has developed microencapsulation and immobilization techniques to protect its unique hard-working microorganisms from the harsh environment inside the food digester.

According to fundamental microbiology principle, all microorganisms have a lag phase in the beginning of their growth cycle. That lag phase varies from one microorganism to another from few hours to days. The efficiency of food waste digestion largely depends on the choice of microorganisms that Micron use inside the food digester. If the microorganism that you use has a longer lag-phase, the food digester can’t degrade food waste efficiently. It would take much longer to degrade food waste, and the effluent released from the digester would have higher levels of suspended solids, BOD, FOG, COD and bad odour. Therefore, it’s very crucial to use food waste relevant bacteria and enzymes in an optimum proportion in order to jump start the system without lag-phase.

It is important to note that one type of microorganism cannot digest all types of food wastes. For efficient food waste degradation within a given time of 24 hours, it needs diverse range of microorganisms and enzymes blend with very short lag-phase. Using right combination of microorganisms and enzymes, not only the food waste digestion gets faster, but the quality of effluent is also greatly improved in terms of suspended solids, BOD, FOG, COD and bad odour.

Micron's in-house research and development team is working closely with its pilot project coordinators in continuously developing its unique blends of microorganisms and enzymes for different types of food wastes such as mixed produce, meats, citrus peels, bakery dough, tobacco leaves, coffee grinds, high fat content, mixed grocery at supermarkets, and other potential customers.

Four Step Patent-Pending Filtration Process

1. Pre-treatment

Food waste is introduced to a digester that contains billions of patented microbes. The food waste is mechanically and biologically broken down into leachate (dirty water).

2. Stage 1-2

In the next stage, additional enzymes and microbes are added to degrade BOD, TSS, and COD. At the end of this treatment phase, the leachate is 99.94% clean and meets municipal effluent discharge standards.

3. Stage 3-4

In the final stage, additional enzymes and microbes are added to remove BOD, COD, FOG, and other residual components. At the end of this treatment phase, the leachate is 99.999% clean.

4. Post-treatment

The machine can be adapted to a closed loop system and the water can be used for any purpose including cleaning, irrigation, and potable water.

Current Installation of Series A

Micron has been working with the national food retailer Loblaw Companies at their T&T Headquarters in Richmond, British Columbia since 2016 and has installed a pilot demonstration unit. In addition, Micron is in advanced discussion with industry leading marijuana cultivators in Canada to install Micron Waste Digesters at their licensed cultivation facilities.

Micron's *Series A* 20FT unit at T&T's location in Lower Mainland, British Columbia

Competitive Advantages of Micron's Technology

1. Micron has an innovative patent-pending technology that transforms organic waste into clean water that meets municipal effluent discharge standards.

2. The Micron Waste Digester is the most advanced system in the market for food waste management that turns food waste into usable water.

3. There is limited competition to Micron. Hence, it will have the opportunity to capture the waste management market share for this product.

4. The Micron Waste Digester is cost-effective and saves significant money for the end-users.

5. The Micron Waste Digester converts organic food waste into gray water in less than 24 hours.

6. The Micron Waste Digester is a closed loop system. It treats the organic food waste on-site, and thus, there is no need of transportation of organic waste to any other site.

7. The Micron Waste Digester has a relatively small footprint, with no greenhouse gas emissions and foul odours.

8. End-users can earn carbon credits and help conserve landfill space.

Market Plans and Strategies

Micron's business model is based on sales of its *Series A* product primarily concentrating on potential customers in Canada and the United States in the following 3 verticals: supermarkets, restaurants and marijuana producers. In addition to direct sales, the Resulting Issuer will seek potential distributors of its organic waste digestion system. Micron intends on expanding its market base with its existing *Series A* product as well as future smaller versions of its organic waste digestion system. The business model of the Resulting Issuer consists of three objectives:

1. Develop a product with high level of margins;

2. Ensure the products produced by Micron are of a high quality; and

3. Create multiple revenue streams from the product by way of:
   a) Direct Sales of Micron Waste Digester
   b) Leasing of Micron Waste Digester on monthly basis
   c) Obtaining a Monthly recurring fee for maintenance and chemicals/enzymes for Micron Waste Digester
   d) Charging Data maintenance fees for cloud based data management and migration
   e) After sale service and support of Micron Waste Digester

Overview of the Industry

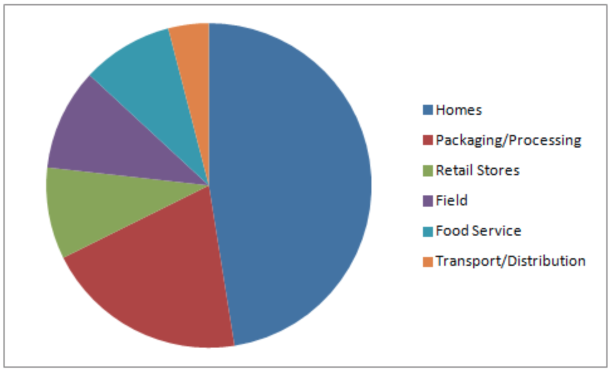
The world's population is experiencing record growth; which has resulted in relentless demands being placed on our environment. The ever-increasing use of natural resources, multiplying urbanization is causing more and more waste and pollution. According to Value Chain Management International Inc.'s 2014 report[1]

1. Canada's annual food waste cost is about $31 billion.
2. Approximately 47% of food wasted in Canada occurs at home. The other 53% of wasted food is generated along the value chain when food is produced, processed, transported, sold, and prepared and served in commercial and institutional settings.

[1] http://vcm-international.com/new-report-annual-food-waste-in-canada-is-31-billion/

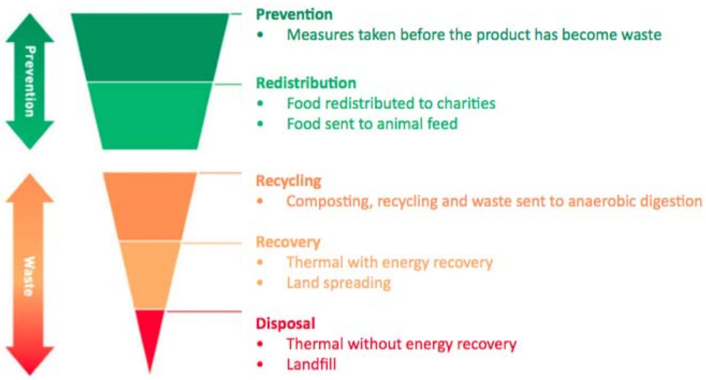
Percentage of Food Waste Throughout the Chain (field to home) in Canada

(Gooch et al, 2014)



Source: http://tfpc.to/food-waste-landing/food-waste-theissue

WASTE MANAGEMENT HIERARCHY



Source: Waste Resources Action Programme, 2013

The Market Gap

According to Provision Coalition project report[2], Developing an Industry Led Approach to Addressing Food Waste in Canada, food waste has no "commonly agreed upon" definition, and thus, there are no "common measures" in place to track the impact of food waste on the businesses and environment. Food waste occurs at multiple points throughout the hierarchy from farm to table, but there is not enough data available for where exactly the food waste occurs in Canada. Large businesses in Canada that have a well-defined management teams and strict corporate social responsibility initiatives are more interested and the champions of food waste reduction programs.

Food waste digesters have existed for a long time, but have a few challenges:

The output of the processed food waste needs to be trucked to a third-party company to handle (i.e. a compost facility). For large businesses with high volumes of food waste, the daily trucking cost plus landfill / composting facility tipping cost can add up (estimate about $5000/month, no source though).

The food waste treatment process generates a lot of dirty effluent – it is simply discharged into the municipal sewer system (this is illegal, but because there aren't that many digesters in operation, government turns a blind eye).

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2 http://www.provisioncoalition.com/assets/website/pdfs/Provision-Addressing-Food-Waste-In-Canada-EN.pdf

Organic Waste in British Columbia

Organic waste is defined as, "biodegradable, compostable waste of plant or animal origin from domestic or industrial sources".[3] This would include any leftover food, any grass or garden clippings, any animal or human waste. These represent four target services for a waste management business. In British Columbia, composting facilities that process food waste and/or biosolids and process the design capacity to produce 5,000 tonnes or greater of finished compost per year are regulated under the Organic Matter Recycling Regulation (the "**OMRR**"). Such facilities are required to apply for a permit under the OMRR. Businesses in the waste management industry need to include biosolids and food waste in their services if they are handling compost, and must have the ability to produce at least "5,000 tonnes or greater of finished compost product" per year.[4]

As of 2016, British Columbia was looking for another site to dump its region's 800,000 tonnes garbage load. In Metro Vancouver, the city is looking for an additional dumping site for its region's 200,000 tonnes of yearly garbage load. It is currently going to Cache Creek, and the city is looking for an alternative. Metro Vancouver's Manager of Solid Waste, Paul Henderson, states that they are looking for a "contingency" site where they can collect "between 50,000 and 200,000 tonnes per year"[5]. Alternate sites in Alberta, Oregon or Washington have been considered for this project. The new site has not been purchased according to the City of Vancouver website as reviewed on the date hereof.[6]

The alternative to landfills include "waste-to-energy incineration, anaerobic digestion, composting, mechanical biological treatment, pyrolysis, and plasma arc gasification"[7]. The City of Vancouver is looking to purchase a "$500-million incinerators to burn 250,000 tonnes of the region's trash" but it is not yet happening as a result of the uncertainty of how much trash there will be in the upcoming years.[8] The City is looking for transfer stations in Surrey, Coquitlam, North Shore, Langley and Maple Ridge.[9]

The current issue in this market is how to turn the linear consumption model, which entails the product being "sold, consumed and discarded (known as cradle-to-grave)" to a circular model where the product is "sold, consumed, collected and re-made into a new product, returned as a nutrient into the environment or incorporated into global energy flows (known as cradle-to-cradle)"[10]. Currently, the National Zero Waste Council is calling for companies to either encourage or engage in, the redesigning of products and packaging into better alternatives either for the consumer or the environment. The goal is to be able to "reuse, repair and recycle" all organic waste.[11]

Incredibly, a food waste disposal legislation that went into effect in Vancouver as of January 1, 2015, obliges businesses to separate their organic waste from their regular garbage. This can facilitate the initiation of a venture that recycles organic waste into reusable items or environmental energy. "The biggest opportunity to reduce organic materials in landfills will come from companies that generate large volumes of food waste and residents of multifamily complexes", narrowing down the target for organic waste management, which includes hotels, restaurants, malls, food chains such as McDonald's, Tim Hortons, etc.[12]

Organic waste management is essentially going through a definite change that will add an additional dumping site. This will not ameliorate the current industry conditions since it continues to adapt a linear consumption model. Unless the circular model is somehow invented, the industry is looking at more dumping sites, more garbage and a lot of ash, carbon, gases, and constant pollution.

<u>The market for organic waste in British Columbia and Canada</u>

In terms of business agents out there, there are several businesses in British Columbia, and most of them service the needs related to waste and organic waste management simultaneous. Among them is the Emterra Group, located in

[3] http://www2.gov.bc.ca/gov/content/environment/waste-management/recycling/organics
[4] http://www2.gov.bc.ca/gov/content/environment/waste-management/recycling/organics/regulations-guidelines/composting-facilities-permit
[5]http://www.vancouversun.com/technology/metro+vancouver+hunting+dump/11708525/story.html
[6] http://vancouver.ca/home-property-development/landfill.aspx
[7] https://en.wikipedia.org/wiki/Landfill
[8] https://en.wikipedia.org/wiki/Landfill
[9]http://www.vancouversun.com/technology/metro+vancouver+hunting+dump/11708525/story.html
[10]http://www.ccme.ca/files/Resources/waste/wst_mgmt/State_Waste_Mgmt_in_Canada%20April%202015%20revised.pdf p. 107
[11]http://www.ccme.ca/files/Resources/waste/wst_mgmt/State_Waste_Mgmt_in_Canada%20April%202015%20revised.pdf p. 107
[12] http://www.cbc.ca/news/canada/british-columbia/new-food-waste-disposal-rules-go-into-effect-in-metro-vancouver-jan-1-1.2874103

Surrey, British Columbia. They have a material recovery facility, a single stream recycling process, multi-stream, solid waste-garbage collections, recyclables collections and sorting facility, a waste haulage service, organic food waste – green bin collections, dumpster, waste bin and cart rentals, dairy, beverage and consumer product destruction, waste audits, and waste diversion services. They are helping the cause of getting rid of garbage, separating them and auditing that the garbage is being dumped, yes, but they are not helping with the actual problem, which is the need to have more landfills, burn more garbage and continue the linear business model.

Most retailers, malls, restaurants, hotels and such are separating the food, but they are not interested in what happens to the food after it leaves their premises. These manufacturers, caterers, and other businesses are using compost services, among others, to dispose of their organic waste. They either use the city's own or they will hire a company to dispose of their garbage. In Vancouver, they are not allowed to just throw their uneaten food away, but what happens in the rest of the province or other nearby rural areas? They are still not obliged to do something beyond disposing of their uneaten food. And, what about the food that is eaten and disposed of? In Vancouver, it is still completely legal to dispose of half-eaten food and simply have the city dispose of it as organic waste management. There must be a company that could facilitate the transformation of the organic waste into a reusable item or product, or even something that can be put back into the environment, soil and earth.

Canada is experiencing a food waste crisis. There are facilities pending approval to open new dumping sites, and companies simply relocating food from one end to the other. There are retailers also disposing of their spoiled food and sending it off to landfills, where they are not recycled nor processed for any reuse. The more this organic waste continues to be dumped, or incinerated, the more we will need more facilities to hold on to the residual materials.

Canadian organic waste management industry overview

According to the Government of Canada (2017), there was an increase as of 2014 in the amount of waste diverted to recycling or organic processing facilities of 7% from 9.1 million tonnes in 2012. Waste diverted from landfills increased by 12.2% and households' diversion methods increased 2.8%. Alberta is currently leading with 21.7% of its trash diverted from non-residential sources. On a National level, 255 kg of waste per person was diverted (away from landfills). Prince Edward Island diverts the most waste per capita, some 429 kg per person. British Columbia is second with 358 kg per person. About 83,000 tonnes of electronic waste was recycled as of 2014, representing an 18.4% increase from 2012. The next biggest increase was in ferrous metals, which rose some 13.8% from 2012 of 525,000 tonnes[13]. The total revenue for the waste management industry is $7.1 billion as of 2014, which rose from 2012 where it stood at $6.4 billion. The industry has 35,000 people employed across the country.

Environmental and Business Laws

The *Environmental Management Act* ("**EMA**") in British Columbia prohibits waste introduction into the environment in any way that may cause pollution unless it is under regulation, with permit and approved or to code with the code of practice determined under the EMA. Hazardous waste is regulated by the Hazardous Waste Regulation ("**HWR**") under the EMA.[14]

Waste discharge is a business that must comply with regulatory laws whereby a registration is required and activity timelines must be detailed. Garbage in British Columbia is run under local governments who are responsible for the prevention and disposal of solid waste from homes and businesses. The waste must be targeted in a waste management plan. Residue from recyclables are disposed of in landfills and other dumping sites.[15]

The British Columbia Ministry of Environment is concerned with the contaminants exposed when the garbage is burned, in particular, the air particles and the effect on the population's breathing. The waste burned including plastic can produce toxins that are harmful and an alternative is not yet available. The smoke from the burning also causes pollution, as well as releases emissions. The burning is regulated through categories with companies handling the burning of "vegetative debris; waste; wood residue; prohibited material; and industry waste".[16]

[13] http://www.statcan.gc.ca/daily-quotidien/170324/dq170324c-eng.htm
[14] http://www2.gov.bc.ca/gov/content/environment/waste-management/hazardous-waste/legislation-regulations
[15] http://www2.gov.bc.ca/gov/content/environment/waste-management/garbage
[16] http://www2.gov.bc.ca/assets/gov/environment/waste-management/garbage/fs_burning_req.pdf

Opportunity for Micron is to minimize the impact. Therefore, the Province will likely support any and all efforts in reducing waste, "maximizing re-use, recycling and recovery of materials"[17]. If, for any reason, anyone fails to obtain the authorization for disposing of waste through burning, EMA will give the responsible party a fine of $1,000,000 or jail time for no more than 6 months.

Competition

North American market for the food waste digesters is huge, and comparatively the competition is negligible. Currently, all the competitors together in North American market are occupying around 1% of the market share.

Direct competitors in Canada includes Orca Inc. in Ontario and Greentail Environmental Inc. in British Columbia.

Indirect competitors in Canada includes Harvest Power, who is involved with harnessing additional value from organic materials through the production of renewable energy, soils, mulches, and natural fertilizers. Harvest Power has three locations in Canada: two locations in British Columbia (Richmond and North Shore), and one location in Ontario.

Business Objectives

The business objectives Micron expects to accomplish in the next 12-month period are to:

(1) complete the development of the *Series A* product (currently under pilot installation in British Columbia)
  - develop fully automated system of enzyme infusion process
  - optimize size of the *Series A* unit for easy shipping

(2) establish a production facility in the Lower Mainland of British Columbia
(3) put in place business development personnel for commercial launch of *Series A* product line

The main source of revenue for Micron will be from:

1. Sale of Micron Waste Digester
2. Leasing of Micron Waste Digester on monthly basis
3. Monthly recurring fee for maintenance and chemicals/enzymes for Micron Waste Digester
4. Data maintenance fees for cloud based data management and migration
5. After sale service of Micron Waste Digester

The promotion of Micron's products will be a mix of marketing tactics. Business development personnel will be expected to market and perform outreach in their respective territories. Micron will advertise generally and geo-specifically to licensee territories using industry leading websites and print media. Micron believes that its success in the North American market will be achieved by offering a solid return on investment and superior customer experience and support. In addition, the following is a list of tools that Micron will use for its marketing efforts:

1. The primary marketing strategy that Micron aims to capitalize on is its partnership with a national food retailer (Loblaw Companies Limited) with more than 1,000 supermarkets across Canada.
2. Micron will work to establish strategic partnerships with primary and secondary target customers, targeting supermarkets, restaurants and marijuana producers.
3. Micron will participate in exhibitions, marketing and sales seminars related to organic waste management industry in order to promote its brand.
4. Information on Micron Waste Digester can be found at its corporate website at: www.micronwastech.com. Micron will improve the user experience of the website by adding FAQ and more information on Micron Waste Digester and how Micron Waste Digester can help in food waste management.
5. Micron website will be optimized for online search engines with keywords related to food waste, organic waste, food waste digester, etc. This will improve the search-ability of website. The company name will

[17] http://www2.gov.bc.ca/assets/gov/environment/waste-management/garbage/fs_burning_req.pdf

also be listed on various online directories in order to improve the website ranking in online search engine results.

6. A dedicated marketing budget will be allotted in order to expand the online presence of Micron.
7. Micron will apply an aggressive online marketing and awareness strategy, utilizing (Google AdWords) to drive traffic to its website.
8. Micron will utilize endorsement by influential retailers such as T&T Supermarket Inc. on social media (e.g. YouTube) and advertisements in Business in Vancouver and other waste management industry publications.
9. Micron will also use the traditional sales methods of calling targeted customer base and explaining how Micron Waste Digester could help them with their organic waste management.

Significant Events or Milestone

The principal milestones that must be met for Micron to accomplish its stated business objectives, described above are as follows:

	DESCRIPTION	TIMEFRAME
Phase 1	Migrate from a semi-automatic demonstration system that requires regular involvement of service personnel to that of a fully automated system, controlled by programmable controller.	Complete within 3 Months from closing of Transaction
Phase 2	Shipping Size. Current size of the Micron Waste Digester is equivalent to a 20 feet shipping container. Due to space constraints at customer's locations, Micron Waste Digester is working on reducing the size of its system to 8 x 10 feet that can be fit into an SUV trailer. It would offer an advantage of moving the system from one location to another, and also it would solve the installation space issue faced by several clients. Data. The data generated by the Micron Waste Digester will be transferred via cloud server. The data would include a wide range of parameters, i.e. the amount of waste food digested daily, weekly, monthly, and yearly, the number of times door is opened and the amount of CO_2 diverted from the landfill during these periods.	Complete within 6 Months from closing of Transaction
Phase 3	Reduce costs. Partnership agreements to reduce the cost of manufacturing. Production Facility. Establish a production facility in the Lower Mainland of British Columbia. Sales and Marketing. Establish business development personnel for commercial launch of *Series A* product line.	Complete within 12 Months from closing of Transaction
Phase 4	Develop international partnerships and distribution agreements for products and services.	Complete within 24 Months from closing of Transaction

Funds Available

The following table represents the available funds of the Resulting Issuer and the principal purpose of those funds over a 12-month period:

	After Giving Effect to the Transaction
Estimated pro forma liquidities	$5,766,753
Available Funds of the Resulting Issuer	**$5,766,753**
Expenses related to the completion of the Transaction	$75,000
Research and Development	$150,000
Business Development and Marketing	$165,000
Investor Relations	$175,000
Facility in British Columbia	$120,000
General and administrative charges estimated for operating 12 months	$1,198,800
TOTAL UNALLOCATED	**$3,882,953**

SELECTED CONSOLIDATED FINANCIAL INFORMATION

Finore Mining Inc.

The following table is a summary of selected financial information of Finore for the financial years ended December 31, 2016, December 31, 2015, and December 31, 2014 and for the six-month period ended June 30, 2017:

	Six Months ended June 30, 2017	Year ended December 31, 2016 (audited)	Year ended December 31, 2015 (audited)	Year ended December 31, 2014 (audited)
Revenue	Nil	Nil	Nil	Nil
Net Loss	($256,463)	($1,336,939)	($10,489,839)	($123,872)
Basic and diluted loss per share	$0.00	$0.02	$0.49	$0.01
Total Assets	$3,178,810	$3,716,109	$921,033	$11,061,082
Total non-current liabilities	Nil	Nil	Nil	Nil

A copy of the financial statements of Finore previously filed with applicable securities commissions are available through the Internet under Finore's SEDAR profile at www.sedar.com.

Micron Waste Technologies Inc.

The following table is a summary of selected financial information of Micron for the financial years ended December 31, 2016 and December 31, 2015 and for the six-month period ended June 30, 2017:

	Six Months ended June 30, 2017	Year ended December 31, 2016 (audited)	Year ended December 31, 2015 (audited)
Revenue	Nil	Nil	Nil
Net Loss	$376,616	$272,901	$58,891
Basic and diluted loss per share	$0.04	$0.14	$0.03
Total Assets	$3,071,489	$170,286	$94,759
Total non-current liabilities	Nil	Nil	Nil

A copy of the financial statements of Micron for the years ended December 31, 2016 and December 31, 2015 and for the six-month period ended June 30, 2017 are attached as Schedule "A" to this Listing Statement.

Resulting Issuer

See attached Schedule "B" for the pro forma consolidated statement of financial position of the Resulting Issuer as at June 30, 2017.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Finore Mining Inc.

A copy of the Finore Annual MD&A and Interim MD&A related to its financial statements previously filed with applicable securities commissions are available through the Internet under Finore's SEDAR profile at www.sedar.com.

MARKET FOR SECURITIES

Finore's securities are presently listed on the CSE under the stock symbol "FIN".

The Resulting Issuer has applied to list the Resulting Issuer Shares on the CSE. Listing will be subject to the Resulting Issuer fulfilling all of the requirements of the CSE.

CONSOLIDATED CAPITALIZATION

Pro Forma Consolidated Capitalization

The following table sets forth the pro forma share and loan capital of the Resulting Issuer, on a consolidated basis, after giving effect to the Transaction as described in the pro forma financial statements of the Resulting Issuer, attached as Schedule "B" hereto.

Designation of Security	Amount Authorized	After Giving Effect to the Transaction
Common Shares	Unlimited	60,263,761[(1)]

Notes:

(1) Upon completion of the Finore Share Consolidation and subject to rounding.

Fully Diluted Share Capital

In addition to the information set out in the capitalization table above, the following table sets out the diluted share capital of the Resulting Issuer after giving effect to the Transaction:

	After Giving Effect to the Transaction
Finore Shares issued and outstanding as the date of this Listing Statement [(1)]	31,386,761 **(29.83%)**
Resulting Issuer Shares issued to Micron Shareholders pursuant to the Amalgamation	28,877,000 **(27.45%)**
Total Resulting Issuer Shares	60,263,761
Reserved for issuance pursuant to Finore Options	500,000[(2)]
Reserved for issuance pursuant to warrants of Finore (including finder's warrants)	17,404,870
Reserved for issuance pursuant to warrants of Micron (including finder's warrants)	27,044,200
Total Resulting Issuer Shares Reserved for Issuance	44,949,070
Total Number of Fully Diluted Securities	**105,212,831 (100%)**

Notes:

(1) Upon completion of the Finore Share Consolidation and subject to rounding.

(2) Mr. Sadhra, CFO of Finore, holds options to purchase 500,000 common shares of Finore at $0.30 per share expiring on October 4, 2018, on a post-consolidated basis.

OPTIONS TO PURCHASE SECURITIES

As of the date hereof, Finore has the following options outstanding:

Optionee	**Number of Options Holding**	**Exercise Price**	**Market Value on Date of Grant**	**Expiry Date**
Officer	500,000	$0.30	$0.12[(2)]	October 4, 2018
Director	Nil	Nil	Nil	Nil
Consultant	Nil	Nil	Nil	Nil
Total	500,000[(1)]			

Notes:

(1) Based on post-Consolidation.

(2) Based on pre-Consolidation.

DESCRIPTION OF THE SECURITIES

General

The Resulting Issuer will be authorized to issue an unlimited number of common shares without par value.

The Resulting Issuer Shares will have the same attributes as the Finore Shares. Each Finore Share ranks equally with all other common shares with respect to distribution of assets upon dissolution, liquidation or winding-up of the Finore and payment of dividends. The holders of Finore Shares will be entitled to one vote for each share on all matters to be voted on by such holders and are entitled to receive pro rata such dividends as may be declared by the directors of Finore. The holders of Finore Shares have no pre-emptive or conversion rights. The rights attaching to the Finore Shares can only be modified by the affirmative vote of at least two-thirds of the votes cast at a meeting of shareholders called for that purpose.

Prior Sales of Finore Shares

The following table summarizes the issuances of securities of Finore within 12 months prior to the date of this Listing Statement, on a pre-consolidated basis:

Date of Issue	Description	Number of Securities	Price per Security	Total Issue Price
October 4, 2016	Grant of Stock Options	2,000,000	$0.15	-
November 7, 2016	Private Placement	14,666,664 Common Shares (1)	$0.15	$2,200,000
December 9, 2016	Private Placement	5,177,379 Common Shares(2)	$0.275	$1,423,997
October 1 to December 31, 2016	Exercise of Warrants	4,617,825 Common Shares	$0.05(3)	$369,426
October 1 to December 31, 2016	Exercise of Options	1,750,000 Common Shares	$0.11(3)	$1,875,000
January 1 to March 31, 2017	Exercise of Warrants	450,500 Common Shares	$0.08(3)	$36,040
January 1 to March 31, 2017	Exercise of Options	600,000 Common Shares	$0.05(3)	$30,000

Notes:

(1) Issued pursuant to a private placement of units. Each unit consisted of one Finore Share and one common share purchase warrant. Each warrant is exercisable for one additional share at a price of $0.25 until November 9, 2018. Finore also paid a cash finder's fee of $56,412 and issued 376,080 finder's warrants which are exercisable to acquire a Finore Share at a price of $0.25 until November 7, 2018.

(2) Issued pursuant to a private placement of units. Each unit consisted of one Finore Share and one common share purchase warrant. Each warrant is exercisable for one additional share at a price of $0.40 until December 9, 2018 (subject to acceleration in certain circumstances). Finore also paid a cash finder's fee of $28,040 and issued 102,691 finder's warrants which are exercisable to acquire a Finore Share at a price of $0.40 until December 9, 2018.

(3) Weighted average exercise price.

Stock Exchange Price – Finore

The Finore Shares are listed on the CSE as of the date of this Listing Statement under the symbol "FIN". The following table sets out the high and low trading price and volume of trading of Finore Shares on the CSE during the last 12 months.

Period	High ($)	Low ($)	Volume
June 1-2 2017(2)	$0.12	$0.11	325,761
May 2017	$0.155	$0.085	6,983,624
April 2017	$0.18	$0.11	9,554,655
March 2017	$0.18	$0.11	20,692,928
February 2017(1)	$0.35	$0.35	0

Period	High ($)	Low ($)	Volume
January 2017(1)	$0.44	$0.33	2,259,390
December 1, 2016	$0.37	$0.31	1,860,830
November 2016(1)	$0.495	$0.275	480,737
October 2016	$0.48	$0.085	6,852,427

Notes:

(1) Trading of the Finore Shares was halted on January 26, 2017 upon entering into the Securities Exchange Agreement and resumed trading on March 15, 2017 following the termination of the Securities Exchange Agreement.

(2) Trading of the Finore Shares was halted on June 2, 2017 upon entering into the Amalgamation Agreement and will remain halted pending Closing of the Transaction.

ESCROWED SECURITIES

Pursuant to the policies of the CSE, an escrow agreement will be entered into prior to the closing of the Amalgamation among Computershare, the Resulting Issuer, and certain Micron Shareholders (the "**Escrow Agreement**"). The following table shows the Resulting Issuer Shares that are subject to escrow:

Designation of class	Number of Resulting Issuer Shares held in escrow	Percentage of class(1)
Common Shares	8,263,500	13.71%

Note:

(1) Based on 60,263,761 issued and outstanding Resulting Issuer Shares after giving effect to the Transaction.

Ten percent of such Resulting Issuer Shares will be released from escrow on the Listing Date. The remaining ninety percent of such Resulting Issuer Shares will be released from escrow in fifteen percent tranches during consecutive six-month intervals over a 36-month period following the Listing Date. This escrow release schedule is subject to acceleration in accordance with National Policy 46-201 – *Escrow for Initial Public Offerings* and the policies of the CSE.

PRINCIPAL SHAREHOLDERS

As of the date of this Listing Statement, there is no principal shareholder who owns more than 10% of the issued shares of Finore. Upon completion of the Transaction, no shareholders will, beneficially and of record, own more than 10% of the issued common shares of the Resulting Issuer.

DIRECTORS AND OFFICERS OF THE RESULTING ISSUER

Directors and Officers

Upon completion of the Amalgamation, the board of directors of the Resulting Issuer is expected to be composed of five members, as set out below.

The name, municipality of residence, position or office held with the Resulting Issuer and principal occupation of each proposed director and executive officer of the Resulting Issuer, as well as the number of voting securities beneficially owned, directly or indirectly, or over which each exercises control or direction, following the successful completion of the Amalgamation, excluding common shares issued on the exercise of convertible securities, are as follows:

Name, place of the residence and position with Issuer	**Principal occupation during the last five years**	**Date of appointment as director or officer**	**Resulting Issuer Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed upon completion of the Transaction[(1)]**
Rav Mlait President, Chief Executive Officer and Director British Columbia, Canada	December 2013 to present, Chief Executive Officer Cannabix Technologies Inc.; April 2016 to present, Chief Executive Officer Torino Power Solution Inc.; June 2010 to present, Chief Executive Officer of Rockland Minerals Corp.	President, CEO and Director: October 13, 2016	Nil (0%)
Kulwant Malhi[(2)] Chairman and Director British Columbia, Canada	January 2016 to May 2017, Director and President of Breathtec Biomedical Inc.; August 2014 to present, President at Cannabix Technologies Inc.; January 2000 to February 2011, Royal Canadian Mounted Police; 2008 to present, President of Bullrun Capital Inc.	Proposed	2,500,000 (4.15%)
Bharat (Bob) Bhushan [(2)(4)] Chief Technology Officer and Director British Columbia, Canada	2009 to present, Founder and Director of Protechnol Biotech Inc.	Proposed	5,000,000[(5)] (8.30%)
Cam Battley [(2)(3)] Director Ontario, Canada	January 1998 to March 2016, President of Health Strategy Group Inc.; March 2016 to present, EVP of Aurora Cannabis Inc. June 2014 to March 2016, VP at Bedrocan Canada Inc.	Proposed	Nil (0%)
Dr. Hyder Khoja[(3)] Director British Columbia, Canada	2016 to present, Chief Science Officer of Oceanix Biotechnology Corporation; 2016 to present, Canagen Pharmaceuticals Inc.; July 2017 to present, Nash Pharmaceuticals Inc.; 2010 to present, Founder & CEO of LeoFric Consultants, Inc.; 2015 to 2016, VP of Stratgic & Scientific Affairs at Affinor Growers, Inc.; Co-founder of InMed Pharmaceuticals Inc. in 2014.	Proposed	Nil (0%)

Notes:

(1) The information as to principal occupation, business or employment and shares beneficially owned or controlled is not within the knowledge of management of the Resulting Issuer and has been furnished by the respective individuals or retrieved from SEDI.

(2) Member of the audit committee.

(3) Independent director.

(4) 1,000,000 common shares of Micron are held through Protechnol Biotech Inc., which Mr. Bhushan controls.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed herein, no proposed director or officer of the Resulting Issuer or a shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, is, or within 10 years before the date of the Listing Statement has been, a director or officer of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(c) 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

(d) 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.

Penalties or Sanctions

Other than as disclosed herein, no proposed director or executive officer of the Resulting Issuer, or a shareholder holding a sufficient number of the Resulting Issuer's securities to affect materially the control of the Resulting Issuer, has been subject to:

(a) any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian 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 making an investment decision.

Personal Bankruptcies

Except as disclosed herein, no proposed director or executive officer of the Resulting Issuer or a shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer , or a personal holding company of any such persons has, within the 10 years before the date of the Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 or officer.

Conflicts of Interest

Conflicts of interest may arise as a result of the proposed directors and officers of the Resulting Issuer also holding positions as directors and/or officers of other companies and situations may arise where the directors and officers will be in direct competition with the Resulting Issuer. See "*Risk Factors*".

Management Details

The following sets out details respecting the management of the Resulting Issuer:

Rav Mlait (41), President, Chief Executive Officer and Director

Mr. Mlait has served as a director of Finore since October, 2016 and Chief Executive Officer of Finore since October 2016. From December 2013 to present, Mr. Mlait has served as Chief Executive Officer of Cannabix Technologies Inc., an early stage technology company listed on the CSE. From April 16, 2016 to present, Mr. Mlait has served as Chief Executive Officer of Torino Power Solution Inc., an early stage technology company listed on the CSE. From June 2010 to March 2016, Mr. Mlait has served as Chief Executive Officer and President of Rockland Minerals Corp., a mineral exploration company listed on the TSXV. From January 2004 to May 2010, Mr. Mlait performed corporate development services for Pacific Bay Minerals Ltd., a mineral exploration company listed on the TSXV that carried out exploration activities in Argentina, Quebec and British Columbia. Initially, he was a corporate communications consultant from January 2004 to November 2007 and later was appointed Vice Present Corporate Development from December 2007 to May 2010. Mr. Mlait also acted as a corporate advisory consultant to Cusac Gold Mines Ltd., a then mining issuer listed on the TSX from January 2004 to November 2007.

Mr. Mlait obtained a Bachelor of Arts degree (Economics) from Simon Fraser University in 1999 and obtained his Masters of Business Administration from Royal Roads University in Victoria, British Columbia in 2010.

Mr. Mlait is a management consultant and expects to devote 25% of his time to the affairs of the Resulting Issuer.

Michael Sadhra (49) Chief Financial Officer

Michael S. M. Sadhra serves as the Chief Financial Officer of Breathtec Biomedical Inc. and interim Chief Financial Officer of Khan Resources Inc. Mr. Sadhra has been Tax Partner, Sadhra & Chow LLP since May 2009. Mr. Sadhra served as the Chief Financial Officer of several public companies including Cairo Resources Inc. Reservoir Capital Corp., and Lara Exploration Ltd.

He is a self-employed tax consultant since January 2007. He was employed at KPMG LLP Chartered Accountants in September 1999 and served as Senior Tax Manager from October 2003 to December 2006, specializing in Canadian and international taxation for mining companies.

Mr. Sadhra holds a Bachelor of Commerce from the University of British Columbia in 1991 and Chartered Accountant from the Institute of Chartered Accountants of British Columbia in 2001.

Mr. Sadhra is an independent contractor and expects to devote 25% of his time to the affairs of the Resulting Issuer.

Kulwant Malhi (50) Chairman and Director)

Mr. Malhi is a Canadian entrepreneur and businessman. He is a retired member of the Royal Canadian Mounted Police where he completed his duties in the drug enforcement and organized crime divisions. He is the founder and chairman of Bullrun Capital and is deeply involved in the financial markets. Bullrun Capital's moto is "do good, to do well" and is involved in the advancement of technologies in the interest of universal benefit. Mr. Malhi has been instrumental in raising capital for various projects totaling in excess of $150 million dollars since 2008. Kal has specialized in working with academia and advances in technology and funded academic research that has potential for commercialization through private and public companies. His extensive network of contacts and personal relationships have enabled him to assemble a growing team aimed at unearthing the potential of technological advancements in the biomedical, agricultural and technology sectors.

Mr. Malhi is an independent contractor and expects to devote 25% of his time to the affairs of the Resulting Issuer.

Bharat (Bob) Bhushan (46), Chief Technology Officer and Director

Dr. Bhushan has over 18 years of scientific, consulting and business experience in developing & implementing environmental, waste management and wastewater technologies around the world. He has done many waste treatment and environmental projects overseas, such as in United States, Australia, Singapore, China, India, Chile, Brazil, Mexico, Russia and others. Dr. Bhushan has worked in environmental projects funded by the Environment Canada, EPA (Environmental Protection Agency, USA), SERDP (Strategic Environmental Research and Development Program, USA), Office of Naval Research, USA, and Department of Defense, Canada.

Dr. Bhushan has published over 35 peer-reviewed scientific papers in leading international science journals and has won many distinguished awards from NRC (National Research Council of Canada), EPA (Environmental Protection Agency, USA), NSERC (Natural Sciences and Engineering Research Council of Canada), and JAPAN Society for the Promotion of Science.

For the past 10 years, Dr. Bhushan has developed many blends of proprietary microbes and enzymes for the enhanced digestion of a variety of organic wastes and sold these blends to most of the leading food waste digesters corporations around the world.

Dr. Bhushan's passion to develop food waste technologies is driven by the United Nation's global initiative of greenhouse gas emission reduction, and the new municipal regulations to separate food waste from the regular waste and divert waste from landfills and lower carbon emissions. Dr. Bhushan received his PhD in 1998 from the Faculty of Science, Department of Microbiology, Panjab University, India and received his B.Sc. & M.Sc. (1993) from the Faculty of Science, Department of Microbiology, Panjab University, India

Dr. Bhushan is an independent contractor and expects to devote 100% of his time to the affairs of the Resulting Issuer.

Cam Battley (49), Director

Mr. Battley is the Executive Vice President at Aurora Cannabis Inc., a leading producer of medical cannabis and cannabis oils under license from Health Canada. He has responsibilities for business development, external communications, investor relations, government relations, and medical and patient stakeholders, and is a Member of the Board of Directors and Chair of the Advocacy Committee for Cannabis Canada, the trade association for licensed producers. Cam was formerly a Vice President for licensed producer Bedrocan Canada (now part of Canopy Growth Corporation), and was the founder of Health Strategy Group Inc., a management consultancy with global clients including Pfizer, Bayer, Amgen, the World Medical Association and the European Association of Hospital Pharmacists. He previously served as Director of Communications for Eli Lilly Canada, and as Legislative Assistant to Canada's Minister of Consumer and Corporate Affairs. Cam is also a Member of the Board of Directors of Campaigning for Cancer, a South African patient advocacy group.

Mr. Battley is an independent contractor and expects to devote 5% of his time to the affairs of the Resulting Issuer.

Hyder Khoja (47), Director

Dr. Khoja has had a distinguished professional career within the high technology realms with strong adaptive ability in leading diverse regulatory programs combined with functional expertise in science and policy domains. His industrial experience spans from advising, innovating & developing cutting-edge projects. He led multidisciplinary teams consisting of professional engineers, scientists, and planners. While working with them; he built a foundation of strong cross-functional skills including research and business development. He has been instrumental in advising to the board for several private and publicly traded start-up companies. Since then he has been a liaison for many educational and industrial cooperative programs. He is serving as a Visiting Faculty for the Aga Khan University and medical hospital in Karachi, where he is developing different natural health products and therapeutics from plant based compounds.

In 2010, he founded LeoFric Consultants, Inc. which helps design highly targeted knowledge-based solutions to address the global client's challenges. Early in 2014, he co-founded InMed Pharmaceuticals Inc., a biopharmaceutical company specializing in developing novel therapies through the research and development into the extensive pharmacology of cannabinoids coupled with innovate drug delivery systems. In 2015, Dr. Khoja acted as the Vice President of Research and Development for Affinor, Inc. and sat on the board of governors. Dr. Khoja currently serves as the Chief Scientific Officer of Oceanix Biotechnology Corporation; a biotechnology company specializing in the development, manufacturing and commercialization of KLH protein products and KLH-based immunotherapies.

Dr. Khoja earned his PhD., with honors in Genetic Engineering and Molecular Biology from INP-ENSAT, a well-recognized French university. He had his post-doctoral training from the Michigan State University.

Dr. Khoja is an independent director and expects to devote 5% of his time to the affairs of the Resulting Issuer.

CAPITALIZATION

Issued Capital[(1)]	**Number of Securities (non-diluted)**	**Number of Securities (fully-diluted)**	**%of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	60,263,761	105,212,831	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	8,363,500	16,777,000	15.9%	15.9%
Total Public Float (A-B)	51,900,261	88,435,831	84.1%	84.1%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	28,197,000	57,284,700	46.8%	54.4%
Total Tradeable Float (A-C)	32,066,761	47,928,131	53.2%	45.6%

Note:

(1) Upon completion of the Finore Share Consolidation and subject to rounding.

Public Securityholders (Registered)

Resulting Issuer Shares

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	21	837
100 – 499 securities	75	18,727
500 – 999 securities	140	85,541
1,000 – 1,999 securities	258	306,442
2,000 – 2,999 securities	208	469,860
3,000 – 3,999 securities	121	385,939
4,000 – 4,999 securities	74	319,140
5,000 or more securities	939	58,677,275
TOTAL	1748	60,263,761[1]

Note:

(1) Upon completion of the Finore Share Consolidation and subject to rounding.

Convertible Securities

The following are details for any securities convertible or exchangeable into common shares of the Resulting Issuer:

Description of Security (include conversion/exercise terms, including conversion/exercise price)			Number of convertible/exchangeable securities outstanding	Number of listed securities issuable upon conversion/exercise
Exercise Price	**Expiry Date**	**Type of Security**		
$0.25	April 13, 2022	Warrant	11,250,000	11,250,000
$0.25	May 1, 2022	Warrant	4,000,000	4,000,000
$0.50	June 1, 2019	Warrant	10,694,200	10,694,200
$0.10-$0.20[1]	June 22, 2019	Warrant	2,915,000	2,915,000
$0.25	May 1, 2019	Warrant	1,100,000	1,100,000
$0.16-$0.20[2]	June 4, 2018	Warrant	4,328,463	4,328,463
$0.50	November 8, 2018	Warrant	7,521,372	7,521,372
$0.80	December 9, 2018	Warrant	2,640,035	2,640,035
$0.30	October 4, 2018	Stock Options	500,000	500,000

Notes:

(1) Exercise price for the first and second year is $0.10 per share and the third year is $0.20 per share.

(2) Exercise price for the first and second year is $0.16 per share and the third year is $0.20 per share.

EXECUTIVE COMPENSATION

Finore Mining Inc.

Details related to the executive compensation paid by Finore, prepared in accordance with Form 51-102F6 of National Instrument 51-102 – *Continuous Disclosure Obligations,* can be found on SEDAR (www.sedar.com) in Finore's management information circular dated March 29, 2017.

Resulting Issuer

Compensation Discussion and Analysis

The objectives, criteria and analysis of the compensation of the executive officers of the Resulting Issuer will be determined by the Board of Directors of the Resulting Issuer and are expected to be substantially similar to how Finore currently compensates its executive officers.

In this section "Named Executive Officer" ("**NEO**") means the Chief Executive Officer (the "**CEO**"), the Chief Financial Officer (the "**CFO**") and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive at the end of the most recently completed fiscal year and whose total salary and bonus exceeds $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of Finore at the end of the most recently completed fiscal year end.

The NEOs of the Resulting Issuer are expected to consist of Rav Mlait, the CEO of the Resulting Issuer, Michael Sadhra, the CFO of the Resulting Issuer, Kulwant Malhi, the proposed Chairman of the Resulting Issuer and Bharat Bhushan, the proposed Chief Technology Officer

The following table sets forth the anticipated compensation to be paid or awarded to the Named Executive Officers of the Resulting Issuer, for the 12-month period after giving effect to the Amalgamation:

				Non-equity incentive plan compensation ($)				
Name and principal position	**Salary ($)**	**Share-based awards ($)**	**Option-based awards ($)**	**Annual incentive plans ($)**	**Long term incentive plans ($)**	**Pension value ($)**	**All other compen-sation ($)**	**Total compen-sation ($)**
Kulwant Malhi, Chairman, Director	$240,000	Nil	See Note 1	Nil	Nil	Nil	Nil	$240,000
Rav Mlait, President and CEO, Director	$60,000	Nil	See Note 1	Nil	Nil	Nil	Nil	$60,000
Michael Sadhra, CFO	$48,000	Nil	See Note 2	Nil	Nil	Nil	Nil	$48,000
Bharat Bhushan, CTO, Director	$120,000	Nil	See Note 1	Nil	Nil	Nil	Nil	$120,000

Notes:

(1) As of the date hereof, the, management of the Resulting Issuer cannot predict the number of options that will be granted in the ensuing year.

(2) Mr. Sadhra holds the following options to purchase common shares of the Company: 500,000 common shares of the Company at $0.30 per share expiring on October 4, 2018, on a post-consolidated basis.

Incentive Plan Awards

Except as described herein, the Resulting Issuer does not currently intend to issue the executive officers of the Resulting Issuer or the directors of the Resulting Issuer any share-based awards during the 12 months following completion of the Amalgamation. In addition, no benefits are proposed to be paid to any of the executive officers of the Resulting Issuer or director of the Resulting Issuer under any pension or retirement plan or under any deferred compensation plan during the 12 months following completion of the Amalgamation.

Pension Plan Benefits

The Resulting Issuer does not intend to enact any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination and Change of Control Benefits

There are no compensatory plan(s) or arrangements(s), with respect to any of the Officers or Directors resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of the Officers or Directors responsibilities following a change of control.

Director Compensation

Upon completion of the Amalgamation the directors of the Resulting Issuer will determine how much, if any, compensation will be paid to directors for services rendered to the Resulting Issuer by them in that capacity. Such incentives are anticipated to be in the form of incentive stock options pursuant to the Resulting Issuer's option plan. It is not anticipated that directors who are otherwise employed by or engaged to provide services to the Resulting Issuer will be paid an annual director's fee or be paid any cash compensation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of Finore or Micron or person who acted in such capacity in the last financial year of Finore or Micron, or proposed director or officer of the Resulting Issuer, or any Associate of any such director or officer is, or has been, at any time since the beginning of the most recently completed financial year of Finore or Micron, indebted to Finore or Micron nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Finore or Micron.

RISK FACTORS

The following are certain risk factors relating to the business to be carried on by the Resulting Issuer which prospective investors should carefully consider before deciding whether to purchase Resulting Issuer Shares. The risks presented below may not be all of the risks that the Resulting Issuer may face. The Resulting Issuer will face a number of challenges in the development of its business. Due to the nature of the Resulting Issuer's business and present stage of the business, the Resulting Issuer may be subject to significant risks. Sometimes new risks emerge and management may not be able to predict all of them, or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. Readers should not rely upon forward-looking statement as a prediction of future results. Readers should carefully consider all such risks, including those set out in the discussion below.

Risks Related to the Resulting Issuer's Proposed Business

Regulatory Risks

The activities of the Resulting Issuer will be subject to regulation by governmental authorities. Achievement of the Resulting Issuer's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Resulting Issuer cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Resulting Issuer.

Change in Laws, Regulations and Guidelines

The Resulting Issuer's operations will be subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of waste products but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Changes to such laws, regulations and guidelines due to matters beyond the control of the Resulting Issuer may cause adverse effects to the Resulting Issuer's operations.

Lack of Operating History

The Resulting Issuer has only recently started to carry on its business. The Resulting Issuer is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. The failure by the Resulting Issuer to meet any of these conditions could have a materially adverse effect on the Resulting Issuer and may force it to reduce, curtail, or discontinue operations. There is no assurance that the Resulting Issuer will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations. The Resulting Issuer may not successfully address all of the risks and uncertainties or successfully implement its existing and new products and services. If the Resulting Issuer fails to do so, it could materially harm its business and impair the value of its common stock, resulting in a loss to shareholders. Even if the Resulting Issuer accomplishes these objectives, the Resulting Issuer may not generate the anticipated positive cash flows or profits. No assurance can be given that the Resulting Issuer can or will ever be successful in its operations and operate profitably.

Competition

There is potential that the Resulting Issuer will face intense competition from numerous other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience than the Resulting Issuer. See "*Narrative Description of the Business - Competition*" for further details about the competition faced and to be faced by the Resulting Issuer. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Resulting Issuer.

Growth and Consolidation in the Industry

The Resulting Issuer expects this consolidation and strategic partnering to continue. Acquisitions or other consolidating transactions could have adverse effects on the Resulting Issuer. The Resulting Issuer could lose strategic relationships if its partners are acquired by or enter into agreements with a competitor, causing the Resulting Issuer to lose access to distribution, content and other resources. The relationships between the Resulting Issuer and its strategic partners may deteriorate and cause an adverse effect on the business. The Resulting Issuer could lose customers if competitors or user of competing technology consolidate with the Resulting Issuer's current or potential customers. Furthermore, the Resulting Issuer's current competitors could become larger players in the market or new competitors could form from consolidations. Any of the foregoing events could put the Resulting Issuer at a competitive disadvantage, which could cause the Resulting Issuer to lose customers, revenue, and market share. Consolidation in the industry could also force the Resulting Issuer to divert greater resources to meet new or additional competitive threats, which could harm the Resulting Issuer's operating results.

Intellectual Property Risks

The Resulting Issuer`s ability to compete largely depends on the superiority, uniqueness, and value of its intellectual property and technology, including both internally-developed technology and the ability to acquire patent protection and/or trademark protection. To protect its proprietary rights, the Resulting Issuer will rely on a combination of trademark, copyright, and trade secret laws, trademark and patent applications, confidentiality agreements with its employees and third parties, and protective contractual provisions. Despite these efforts, certain risks may reduce the value of the Resulting Issuer's intellectual property. The Resulting Issuer's applications for trademarks and copyrights relating to its business may not be granted, and if granted, may be challenged or invalidated. There is no guarantee that issued trademarks and registered copyrights will provide the Resulting Issuer with any competitive advantages. The Resulting Issuer's efforts to protect its intellectual property rights may not be effective in preventing misappropriation of its technology and may not prevent the development and design by others of products or technology similar to, competitive with, or superior to those the Resulting Issuer develops. There is a risk that another party may obtain a blocking patent and the Resulting Issuer would need to either obtain a license or design around the patent in order to continue to offer the contested feature or service in its products.

Product Recalls

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the Resulting Issuer's products are recalled due to an alleged product defect or for any other reason, the Resulting Issuer could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Resulting Issuer may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Resulting Issuer will have detailed procedures in place for testing finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Resulting Issuer's significant brands were subject to recall, the image of that brand and the Resulting Issuer could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Resulting Issuer's products and could have a material adverse effect on the results of operations and financial condition of the Resulting Issuer. Additionally, product recalls may lead to increased scrutiny of the Resulting Issuer's operations by regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Reliance on Key Inputs

The Resulting Issuer's business will be dependent on a number of key inputs and their related costs including raw materials and supplies related to its growing operations, as well as electricity, water and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition and operating results of the Resulting Issuer and the Resulting Issuer. Some of these inputs may only be available from a single supplier or a limited group of suppliers. If a sole source supplier was to go out of business, the Resulting Issuer might be unable to find a replacement for such source in a timely manner or at all. If sole source supplier were to be acquired by a competitor, that competitor may elect not to sell to the Resulting Issuer in the future. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition and operating results of the Resulting Issuer.

Environmental and Employee Health and Safety Regulations

The Resulting Issuer's operations will be subject to environmental and safety laws and regulations concerning, among other things, emissions and discharges to water, air and land, the handling and disposal of hazardous and non-hazardous materials and wastes, and employee health and safety. The Resulting Issuer will incur ongoing costs and obligations related to compliance with environmental and employee health and safety matters. Failure to comply with environmental and safety laws and regulations may result in additional costs for corrective measures, penalties or in restrictions on our manufacturing operations. In addition, changes in environmental, employee health and safety or other laws, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Resulting Issuer's operations or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Resulting Issuer.

Market for Securities and Volatility of Share Price

There can be no assurance that an active trading market in the Resulting Issuer's securities will be established or sustained. The market price for the Resulting Issuer's securities could be subject to wide fluctuations. Factors such as announcements of quarterly variations in operating results and acquisition or disposition of properties, as well as market conditions in the industry, may have a significant adverse impact on the market price of the securities of the

Resulting Issuer. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Payment of Dividends Unlikely

There is no assurance that the Resulting Issuer will pay dividends on its shares in the near future or ever. The Resulting Issuer will likely require all its funds to further the development of its business.

Management of Growth

Any expansion of the Resulting Issuer's business may place a significant strain on its financial, operational and managerial resources. There can be no assurance that the Resulting Issuer will be able to implement and subsequently improve its operations and financial systems successfully and in a timely manner in order to manage any growth it experiences. There can be no assurance that the Resulting Issuer will be able to manage growth successfully. Any ability of the Resulting Issuer to manage growth successfully could have a material adverse effect on the Resulting Issuer's business, financial condition and results of operations.

Reliance on Key Personnel and Consultants

The success of the Resulting Issuer is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. The Resulting Issuer attempts to enhance its management and technical expertise by recruiting qualified individuals who possess desired skills and experience in certain targeted areas. The Resulting Issuer's inability to retain employees and attract and retain sufficient additional employees could have a material adverse impact on the Resulting Issuer's financial condition and results of operation. Any loss of the services of such individuals could have a material adverse effect on the Resulting Issuer's business, operating results or financial condition.

Dependence on Suppliers and Skilled Labour

The ability of the Resulting Issuer to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Resulting Issuer will be successful in maintaining its required supply of skilled labour, equipment, parts and components.

Shareholders' Interest may be Diluted in the Future

The Resulting Issuer will require additional funds for its planned activities. If the Resulting Issuer raises additional funding by issuing equity securities, which is highly likely, such financing could substantially dilute the interests of the Resulting Issuer's shareholders. Sales of substantial amounts of shares, or the availability of securities for sale, could adversely affect the prevailing market prices for the Resulting Issuer's shares. A decline in the market prices of the Resulting Issuer's shares could impair the ability of the Resulting Issuer to raise additional capital through the sale of new common shares should the Resulting Issuer desire to do so.

Conflicts of Interest

Certain of the proposed directors and officers of the Resulting Issuer are also directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Resulting Issuer and as officers and directors of such other companies.

Litigation

The Resulting Issuer may be forced to litigate, enforce, or defend its intellectual property rights, protect its trade secrets, or determine the validity and scope of other parties' proprietary rights. Such litigation would be a drain on the financial and management resources of the Resulting Issuer which may affect the operations and business of the

Resulting Issuer. Furthermore, because the content of most of the Resulting Issuer's intellectual property concerns cannabis and other activities that are not legal in some state jurisdictions, the Resulting Issuer may face additional difficulties in depending its intellectual property rights.

The Resulting Issuer may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Resulting Issuer becomes involved be determined against the Resulting Issuer such a decision could adversely affect the Resulting Issuer's ability to continue operating and the market price for Resulting Issuer Shares and could use significant resources. Even if the Resulting Issuer is involved in litigation and wins, litigation can redirect significant company resources.

PROMOTERS

The Resulting Issuer has no promoter or investor-related person.

LEGAL PROCEEDINGS

Finore Mining Inc.

There are no legal proceedings to which Finore is, or has been, a party or of which any of its property is, or has been, the subject matter. Additionally, to the reasonable knowledge of the management of Finore, there are no such proceedings contemplated.

Resulting Issuer

There are no legal proceedings to which the Resulting Issuer is, or has been, a party or of which any of its property is, or has been, the subject matter. Additionally, to the reasonable knowledge of the management of the Resulting Issuer, there are no such proceedings contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere in this Listing Statement, none of the directors or executive officers of Finore, principal shareholders, or any associate or affiliate of such persons, has or has had any material interest, direct or indirect, in any material transaction within the three years before the date of this Listing Statement or in any proposed transaction that has materially affected Amana or may affect the Resulting Issuer.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditors of Finore, Jackson & Company, Chartered Accountants, located at 800 – 1199 West Hastings Street, Vancouver, British Columbia V6E 3T5, will be the auditors of the Resulting Issuer. Finore's registrar and transfer agent, Computershare, located at 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9, will be the registrar and transfer agent of the Resulting Issuer.

MATERIAL CONTRACTS

Except for contracts entered into by Finore in the ordinary course of business, the only material contracts entered into by Finore in the previous two years are the following:

1. The Share Purchase Agreement among Finore, Nortec Minerals Oy and Nickel One Resources Inc., dated January 31st, 2017.

2. The Amalgamation Agreement dated June 2, 2017, as amended on September 30, 2017, among Finore, Finore Acquisition Corp. and Micron.

The following contracts of Micron will be material contracts of the Resulting Issuer upon completion of the Amalgamation:

1. Patent Assignment Agreement between Bharat Bhushan and Micron Waste Technologies Inc. dated February 27, 2017.

INTEREST OF EXPERTS

Jackson and Company LLP audited the Finore Financial Statements and is independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia. Based on information provided by Jackson and Company LLP, Jackson and Company LLP has not received nor will receive the direct or indirect interests in the property of Finore or the Resulting Issuer. Jackson and Company LLP nor any of the directors, officers, employees and partners thereof, beneficially own, directly or indirectly, any securities of Finore or the Resulting Issuer or its associates and affiliates.

OTHER MATERIAL FACTS

Neither Finore nor Micron are aware of any other material facts relating to Finore, Micron or the Resulting Issuer or to the Transaction that are not disclosed under the preceding items and are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to Finore, Micron and the Resulting Issuer, assuming completion of the Transaction, other than those set forth herein.

CERTIFICATE OF FINORE MINING INC.

The foregoing contains full, true and plain disclosure of all material information relating to Finore Mining Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 19th day of October, 2017.

Rav Mlait President and Chief Executive Officer	Michael Sadhra Chief Financial Officer
Kulwant Malhi Director	Bharat (Bob) Bhushan Director

CERTIFICATE OF FINORE MINING INC.

The foregoing contains full, true and plain disclosure of all material information relating to Finore Mining Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 19th day of October, 2017.

Rav Mlait President and Chief Executive Officer	Michael Sadhra Chief Financial Officer
Kulwant Malhi Director	Bharat (Bob) Bhushan Director

CERTIFICATE OF MICRON WASTE TECHNOLOGIES INC.

The foregoing contains full, true and plain disclosure of all material information relating to Micron Waste Technologies Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 19th day of October, 2017.

Kulwant Malhi Chief Executive Officer	Zara Kanji Chief Financial Officer
Alfred Wong Director	Bharat (Bob) Bhushan Director

SCHEDULE "A" – FINANCIAL STATEMENTS

Please see attached.

MICRON WASTE TECHNOLOGIES INC.

FINANCIAL STATEMENTS

DECEMBER 31, 2016 AND 2015

(EXPRESSED IN CANADIAN DOLLARS)

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF MICRON WASTE TECHNOLOGIES INC.

We have audited the accompanying financial statements of Micron Waste Technologies Inc., which comprise the statements of financial position as at December 31, 2016 and 2015 and the statements of comprehensive loss, changes in shareholders' equity (deficiency) and cash flows for the year ended December 31, 2016 and the period from inception date of July 20, 2015 to December 31, 2015 and a summary of significant accounting policies and other explanatory information.

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

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

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

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

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of Micron Waste Technologies Inc. as at December 31, 2016 and 2015, and its financial performance and its cash flows for the for the year ended December 31, 2016 and the period from inception date of July 20, 2015 to December 31, 2015 in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without qualifying our opinion, we draw attention to note 1 in the financial statements, which describes matters and conditions that indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
July 12, 2017

Vancouver
7th Floor 355 Burrard St
Vancouver, BC V6C 2G8
T: 604 687 1231
F: 604 688 4675

Langley
305 – 9440 202 St
Langley, BC V1M 4A6
T: 604 282 3600
F: 604 357 1376

Nanaimo
201 – 1825 Bowen Rd
Nanaimo, BC V9S 1H1
T: 250 755 2111
F: 250 984 0886

MICRON WASTE TECHNOLOGIES INC.

Statements of Financial Position
(Expressed in Canadian dollars)

	Note	December 31, 2016	December 31, 2015
ASSETS			
Current assets			
Cash		$ 33,095	$ 29,841
Goods and services tax receivable		12,287	2,694
Total current assets		45,382	32,535
Non-current assets			
Property and equipment	3	4,284	5,347
Development assets	4	120,620	56,877
Total assets		$ 170,286	$ 94,759
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		$ 124,078	$ 53,650
Due to related party	6	278,000	-
Total current liabilities		402,078	53,650
Total liabilities		402,078	53,650
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Share capital	5	100,000	100,000
Deficit		(331,792)	(58,891)
Total shareholders' equity (deficiency)		(231,792)	41,109
Total liabilities and shareholders' equity (deficiency)		$ 170,286	$ 94,759

Approved on behalf of the Board:

Alfred Wong Director

Director

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

MICRON WASTE TECHNOLOGIES INC.
Statements of Comprehensive Loss
(Expressed in Canadian dollars)

	Note	Year ended December 31, 2016	From inception date of July 20, 2015 to December 31, 2015
Expenses			
Amortization		$ 1,491	$ 701
Business development		5,577	4,722
Consulting fees	6	216,667	50,000
Office and miscellaneous		3,453	3,468
Professional fees	6	14,029	-
Repairs and maintenance		19,458	-
Shipping, freight and delivery		8,114	-
Subcontract		1,000	-
Supplies		3,112	-
Net loss and comprehensive loss		$ 272,901	$ 58,891
Net loss per share, basic and diluted		$ 0.14	$ 0.03
Weighted average number of common shares outstanding		2,000,000	2,000,000

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

MICRON WASTE TECHNOLOGIES INC.

Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian dollars)

	Share capital			
	Number of shares	Amount	Deficit	Total
Balance, July 20, 2015	-	-	-	-
Common shares issued at inception	2,000,000	$ 100,000	$ -	$ 100,000
Net loss and comprehensive loss	-	-	(58,891)	(58,891)
Balance, December 31, 2015	2,000,000	100,000	(58,891)	41,109
Net loss and comprehensive loss	-	-	(272,901)	(272,901)
Balance, December 31, 2016	2,000,000	$ 100,000	$ (331,792)	$ (231,792)

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

MICRON WASTE TECHNOLOGIES INC.

Statements of Cash Flows
(Expressed in Canadian dollars)

	Year ended December 31, 2016	From inception date of July 20, 2015 to December 31, 2015
Cash Provided By (Used In)		
Operating Activities		
Net loss and comprehensive loss	$ (272,901)	$ (58,891)
Items not affecting cash:		
Amortization	1,491	701
Changes in non-cash working capital:		
Goods and services tax receivable	(9,593)	(2,694)
Accounts payable and accrued liabilities	70,428	53,650
Net cash used in operating activities	(210,575)	(7,234)
Investing Activities		
Property and equipment	(428)	(6,048)
Development assets	(63,743)	(56,877)
Net cash used in investing activities	(64,171)	(62,925)
Financing Activities		
Proceeds from issuance of common shares	-	100,000
Advances from related party	278,000	-
Net cash provided by financing activities	278,000	100,000
Increase in cash	3,254	29,841
Cash, beginning of period	29,841	-
Cash, end of period	$ 33,095	$ 29,841

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

1. Nature of operations and going concern

Micron Waste Technologies Inc. (the "Company") was incorporated as Effluent Water Technologies Inc. under the *Business Corporations Act* of British Columbia, Canada on July 20, 2015. On November 15, 2016, the Company changed its name to Micron Waste Technologies Inc. The head office, principal address and records office of the Company are located at Suite 919 – 700 West Pender Street, Vancouver, BC, V6C 1G8.

The principal business of the Company is to offer and deliver integrated, cost effective and environmentally sound organic waste management systems to food retailers in Canada. The Company has developed a patented technology (note 10) that transforms organic waste into clean water that meets municipal effluent discharge standards.

These financial statements have been prepared with the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business. The Company's ability to meet its obligations and maintain its current operations through the ensuing twelve-month period and thereafter is contingent upon successful completion of additional financing arrangements and ultimately upon generating profitable operations. There can be no assurance that management's plan will be successful.

The Company's future capital requirements will depend on many factors, including the costs of developing its systems, operating costs, the current capital market environment and global market conditions. As at December 31, 2016, the Company has a working capital deficiency of $356,696 (2015 - $21,115) and a cumulative deficit of $331,792 (2015 - $58,891). Consequently, there is a material uncertainty that casts significant doubt on the Company's ability to continue as a going concern.

If the going concern assumption were not appropriate for these financial statements then adjustments would be necessary to the carrying values of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.

2. Significant Accounting Policies

<u>Statement of compliance</u>

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

These financial statements are authorized for issue by the Board of Directors on July 12, 2017.

The financial statements of the Company have been prepared on the historical cost basis, except for certain financial instruments which are stated at their fair values. These financial statements are prepared on an accrual basis, except for cash flow information. The Company's functional and presentation currency is the Canadian dollar.

<u>Significant accounting judgments, estimates and assumptions</u>

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue and expenses.

2. Significant Accounting Policies (Continued)

Significant accounting judgments, estimates and assumptions (continued)

Significant Accounting Judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

1) Deferred Income Taxes

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

2) Going Concern

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

3) Development Assets

The application of the Company's accounting policy for development assets requires judgment in determining whether it is likely that the future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If new information suggests future economic benefits are unlikely, the amount capitalized in excess over the recoverable value is written off to profit or loss in the period the new information becomes available.

Significant Accounting Estimates and Assumptions

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows. Estimates in the current year include completeness of accrued liabilities and amortization rates for equipment.

2. Significant Accounting Policies (Continued)

Foreign currency translation

The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange gains and losses arising on translation are recognized in profit or loss.

Property and equipment

On initial recognition, property and equipment are valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company.

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

The Company utilizes the declining-balance method of amortization. The amortization rates applicable to each category of property, equipment and development assets are as follows:

Computer equipment	30%
Furniture	20%

Development assets

Development assets include costs associated with the Company's internally developed machines, which are measured at cost less accumulated amortization and accumulated impairment losses. Costs include equipment, tools and systems that are purchased or developed to build the development assets.

Development assets are amortized at 30% using the declining-balance method. Amortization is not considered for development assets when not in use.

Impairment of financial assets

Financial assets are assessed at each reporting date to determine whether there is objective evidence that they are impaired. Any 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 asset's original effective interest rate. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

2. Significant Accounting Policies (Continued)

Share capital

The Company records proceeds from the issuance of its common shares as equity. Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated between the common share and warrant component using the residual value method. Under this method, the proceeds are allocated first to share capital based on the fair value of the common shares at the time the units are priced and any residual value is allocated to the warrants reserve.

If the warrants are issued as share issuance costs, the fair value of agent's warrants are measured using the Black-Scholes option pricing model and recognized in equity as an increase in warrant reserve with a corresponding deduction from the proceeds.

Consideration received for the exercise of warrants is recorded in share capital and the related residual value is transferred from warrant reserve to share capital. If warrants expire unexercised, the related fair value remains in warrant reserve.

Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds. Common shares issued for consideration other than cash are valued based on their market value at the date of grant.

Earnings (loss) per share

Basic earnings (loss) per share are calculated using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share are calculated using the treasury stock method. This method assumes that common shares are issued for the exercise of options, warrants and convertible securities and that the assumed proceeds from the exercise of options, warrants and convertible securities are used to purchase common shares at the average market price during the period. The difference between the number of shares assumed issued and the number of shares assumed purchased is then added to the basic weighted average number of shares outstanding to determine the fully diluted number of common shares outstanding. No exercise or conversion is assumed during the periods in which a net loss is incurred, as the effect is anti-dilutive.

Share-based payments

The Company grants share options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period for employees using the graded method. Fair value of share-based payments for non-employees is recognized and measured at the date the goods or services are received based on the fair value of the goods or services received. If it is determined that the fair value of goods and services received cannot be reliably measured, the share-based payment is measured at the fair value of the equity instruments issued using the Black-Scholes option pricing model.

For both employees and non-employees, the fair value of share-based payments is recognized as an expense with a corresponding increase in option reserves. The amount recognized as expense is adjusted to reflect the number of share options expected to vest.

2. Significant Accounting Policies (Continued)

Deferred income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the statement of comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities and the related deferred income tax expense or recovery are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Financial instruments

i) Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the financial instrument was required. The Company's accounting policy for each category is as follows:

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

Financial assets are classified as FVTPL when the financial asset is held for trading or it is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future; it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking; or if it is a derivative that is not designated and effective as a hedging instrument.

Held-to-maturity financial assets

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturity that an entity has the intention and ability to hold to maturity. They are measured at amortized cost using the effective interest method less any impairment loss. A gain or loss is recognized in net income when the financial asset is derecognized or impaired, and through the amortization process.

2. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale, or that are not classified as loans and receivables, held-to-maturity investments, or FVTPL. They are measured at fair value. Fair value is determined based on market prices. Equity instruments that do not have a quoted market price in an active market are measured at cost. Gains and losses are recognized directly in other comprehensive income until the financial asset is derecognized, at which time the cumulative gain or loss previously recognized in accumulated other comprehensive income is recognized in net income for the year.

Loans and receivables

Loans and receivables are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

ii) Financial liabilities

Financial liabilities are classified as other financial liabilities or FVTPL, based on the purpose for which the liability was incurred.

FVTPL

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized in profit or loss.

Other financial liabilities

Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost using the effective interest rate method. Any difference between the amount originally received, net of transaction costs, and the maturity amount is recognized in profit or loss over the period to maturity using the effective interest method. Other financial liabilities are classified as current or non-current based on their maturity date.

2. Significant Accounting Policies (Continued)

Financial instruments (Continued)

The Company has classified its financial instruments as follows:

- Cash is classified as FVTPL; and
- Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities.

The fair values of cash, accounts payable and accrued liabilities, and due to related parties approximate their carrying values due to the short-term maturity of these instruments.

The significance of inputs used in making fair value measurements are examined and classified according to a fair value hierarchy. 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 or indirectly; and

Level 3 – Inputs that are not based on observable market data.

New and revised IFRS issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods noted below. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. Management is currently evaluating the impact of these standards.

New accounting standards effective December 1, 2016

Disclosure Initiative (Amendments to IAS 1 *Presentation of Financial Statements*)

The amendments:

- Clarify the existing presentation and disclosure requirements in IAS 1, including the presentation of line items, subtotals and notes; and
- Provide guidance to assist entities to apply judgment in determining what information to disclose, and how that information is presented in their financial statements.

Recognition of Deferred Tax Assets for Unrealized Losses (Amendments to IAS 12 *Income Taxes*)

The amendments clarify how to account for deferred tax assets related to debt instruments measured at fair value.

This standard is effective to the Company's annual period beginning January 1, 2017.

2. Significant Accounting Policies (Continued)

New and revised IFRS issued but not yet effective (Continued)

Disclosure Initiative (Amendments to IAS 7 *Statement of Cash Flows*)

The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities.

This standard is effective to the Company's annual period beginning January 1, 2017.

IFRS 9 *Financial Instruments*

IFRS 9 will replace IAS 39 *Financial Instruments: Recognition and Measurement* and IFRIC 9 *Reassessment of Embedded Derivatives*. The final version of this new standard supersedes the requirements of earlier versions of IFRS 9.

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- *Classification and measurement of financial assets:*
  Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: "amortized cost", "fair value through other comprehensive income", or "fair value through profit or loss" (default). Equity instruments are classified and measured as "fair value through profit or loss" unless upon initial recognition elected to be classified as "fair value through other comprehensive income".

- *Classification and measurement of financial liabilities:*
  When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.

- *Impairment of financial assets:*
  An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at "amortized cost" or "fair value through other comprehensive income", lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes twelve-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition and lifetime expected credit losses otherwise.

- *Hedge accounting:*
  Hedge accounting remains a choice, however, is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).

This standard is effective to the Company's annual period beginning January 1, 2018.

2. Significant Accounting Policies (Continued)

New and revised IFRS issued but not yet effective (Continued)

IFRS 15 *Revenue from Contracts with Customers*

This new standard establishes a comprehensive framework for the recognition, measurement and disclosure of revenue replacing IAS 11 *Construction Contracts*, IAS 18 *Revenue*, IFRIC 13 *Customer Loyalty Programmes*, IFRIC 15 *Agreements for the Construction of Real Estate*, IFRIC 18 *Transfers of Assets from Customers* and SIC-31 *Revenue — Barter Transactions Involving Advertising Services*.

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- Revenue is recognized based on a five-step model:
  1. Identify the contract with customer;
  2. Identify the performance obligations;
  3. Determine the transaction price;
  4. Allocate the transaction price to the performance obligations; and,
  5. Recognize revenue when (or as) the performance obligations are satisfied.
- New disclosure requirements on information about the nature, amount, timing and uncertainty of revenue and cash flows from contracts with customers.

The new standard is effective to the Company's annual period beginning January 1, 2018.

IFRS 16 *Leases*

This new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease.

The main features of the new standard are as follows:

- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

The new standard supersedes the requirements in IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

This standard is effective to the Company's annual period beginning January 1, 2019.

(EXPRESSED IN CANADIAN DOLLARS)

3. Property and equipment

	Furniture	Computer equipment	Total
Cost			
Balance at July 20, 2015	$ -	$ -	$ -
Additions	4,116	1,932	6,048
Balance at December 31, 2015	4,116	1,932	6,048
Additions	-	428	428
Balance at December 31, 2016	$ 4,116	$ 2,360	$ 6,476
Accumulated Amortization			
Balance at July 20, 2015	$ -	$ -	$ -
Amortization expense	411	290	701
Balance at December 31, 2015	411	290	701
Amortization expense	741	750	1,491
Balance at December 31, 2016	$ 1,152	$ 1,040	$ 2,192
Carrying Amounts			
December 31, 2015	$ 3,705	$ 1,642	$ 5,347
December 31, 2016	$ 2,964	$ 1,320	$ 4,284

4. Development assets

Cost	
Balance at July 20, 2015	$ -
Additions	56,877
Balance at December 31, 2015	56,877
Additions	63,743
Balance at December 31, 2016	$ 120,620
Carrying Amounts	
December 31, 2015	$ 56,877
December 31, 2016	$ 120,620

(EXPRESSED IN CANADIAN DOLLARS)

5. Share capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

As at December 31, 2016, there were 2,000,000 common shares issued and outstanding. There were no common share issuances during the year ended December 31, 2016.

During the period ended December 31, 2015, the Company issued 2,000,000 common shares with a fair value of $0.05 per share.

6. Related party transactions

The amounts due to related parties are due to the directors and officers of the Company. The balances are unsecured, non-interest-bearing and have no specific terms for repayment. These transactions are in the normal course of operations and recorded in these financial statements at the fair value of services performed.

As at December 31, 2016, $278,000 (2015 - $nil) was due to directors and officers of the Company.

	December 31, 2016	December 31, 2015
Amount due to a company with directors in common	$ 275,000	$ -
Company controlled by CFO	3,000	-
	$ 278,000	$ -

During the year ended December 31, 2016 and the period ended December 31, 2015, the Company entered into the following transactions with related parties:

	December 31, 2016	December 31, 2015
Consulting fees	$ 166,667	$ -
Accounting fees	3,000	-
	$ 169,667	$ -

The above consulting fees were paid to companies with common directors, and the above accounting fees were paid to a company owned by the CFO of the Company.

During the period ended December 31, 2015, the Company issued 2,000,000 common shares to the directors and officers of the Company (note 5).

7. Capital management

The Company considers its capital structure to include net residual equity of all assets, less liabilities. The Company's objectives when managing capital are to (i) maintain financial flexibility in order to preserve its ability to meet financial obligations and continue as a going concern; (ii) maintain a capital structure that allows the Company to pursue the development of its projects and products; and (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders commensurate with risk.

(EXPRESSED IN CANADIAN DOLLARS)

7. Capital management (Continued)

The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or acquire or dispose of assets.

8. Financial instruments and risk management

Fair value of financial instruments

The following table outlines the Company's financial instruments measured at fair value by level with the fair value hierarchy described in note 2. Assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement.

As at December 31, 2016 and 2015, the Company's financial instruments measured at fair value are as follows:

	Level 1	Level 2	Level 3	Total
	$	$	$	$
December 31, 2016				
Cash	33,095	-	-	33,095
Due to related party	278,000	-		278,000
Accounts payable and accrued liabilities	124,078	-	-	124,078
Total	435,173	-	-	435,173
December 31, 2015				
Cash	29,841	-	-	29,841
Accounts payable and accrued liabilities	53,650	-	-	53,650
	83,491	-	-	83,491

Financial instrument risks

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

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Company is exposed to credit concentration risk by holding cash. This risk is minimized by holding its cash in large Canadian financial institutions.

8. Financial instruments and risk management (Continued)

b) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Any interest earned on cash is at nominal interest rates, and therefore the Company does not consider interest rate risk to be significant.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due.

As at December 31, 2016, the Company had cash of $33,095 (2015 - $29,841) and working capital deficit of $356,696 (2015 - $21,115). Subsequent to December 31, 2016, the Company received cash through private placements (note 10) with which it is able to settle accounts payable of $124,078 (2015 - $53,650), which fall due for payment within twelve months of the statement of financial position date.

d) Currency risk

Currency risk is the risk to the Company's expenses that arises from fluctuations in foreign exchange rates and the degree of volatility of these rates. At December 31, 2016, the Company's cash and accounts payables is held in Canadian dollars, and accordingly, the Company is not exposed to foreign currency risk.

e) Other price risk

Other price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is not exposed to significant other price risk.

(EXPRESSED IN CANADIAN DOLLARS)

9. Income taxes

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 26.00% (2015 - 26.00%) to loss before income taxes.

	2016	2015
Loss for the year	$ (272,901)	$ (58,891)
Statutory income tax rate	26%	26%
Expected income tax recovery	$ (71,000)	$ (15,000)
Non-deductible recoveries and other	(1,000)	(1,000)
Change in unrecognized deductible temporary differences	72,000	16,000
Total income tax expense	$ -	$ -

As at December 31, 2016, the Company has unrecognized tax losses of $331,000 for which no deferred tax asset is recognized.

The Company's unrecognized unused non-capital losses have the following expiry dates:

2035	$ 58,000
2036	273,000
	$ 331,000

10. Subsequent events

i) On April 13, 2017, the Company issued 11,250,000 units at a price of $0.05 per unit for net proceeds of $162,500. The units are comprised of one common share and one transferable share purchase warrant, with each warrant entitling the holder to purchase one additional common share of the Company for a period of five years at a price of $0.25.

Included in the above is 8,000,000 units which were issued to settle amounts due to related parties.

ii) On May 1, 2017, the Company issued 4,000,000 units at a price of $0.10 per unit to acquire the patent, developed by a director of the Company. The units are comprised of one common share and one transferable share purchase warrant, with each warrant entitling the holder to purchase one additional common share of the Company for a period of five years at a price of $0.25.

iii) On May 1, 2017, the Company issued 1,100,000 units at a price of $0.10 per unit. The units are comprised of one common share and one transferable share purchase warrant, with each warrant entitling the holder to purchase one additional common share of the Company at a price of $0.25 for a period of two years from the issuance date.

10. Subsequent events (Continued)

iv) On June 1, 2017, the Company closed a private placement for 10,527,000 units of the Company at a price of $0.25 per unit. The units are comprised of one common share and one transferable share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company for a period of two years at an exercise price of $0.50. In connection with the private placement, finders' fees of $41,800 and 167,200 warrants were issued to a third party.

v) On June 2, 2017, the Company entered into an Amalgamation Agreement (the "Agreement") with Finore Mining Inc. ("Finore"), a company, trading on the Canadian Stock Exchange (the "CSE") under the trading symbol "FIN". The Agreement is structured as a three-cornered amalgamation whereby the Company will amalgamate with a newly incorporated British Columbia subsidiary of Finore, and all the issued and outstanding shares of the Company (the "Micron Shares") will be exchanged for common shares of Finore (the "Finore shares") with the Company becoming a subsidiary of Finore (the "Proposed Transaction"). Following the completion of the Proposed Transaction all of the securityholders of the Company will become security holders of Finore. The acquisition will be accounted for as a reverse takeover, whereby the Company will be identified as the acquirer for accounting purposes. The Proposed Transaction is subject to, among other things, receipt of the approval of the shareholders of the Company, approval of the CSE, and standard closing conditions.

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COMPLETED	**07/27/2017** 22:06:59 UTC	The document has been completed.

SCHEDULE “B” – PRO-FORMA FINANCIAL STATEMENTS

Please see attached.

FINORE MINING INC.
(to be renamed Micron Waste Technologies Inc.)

Pro Forma Consolidated Financial Statements
June 30, 2017
(Expressed in Canadian dollars)

(Unaudited)

FINORE MINING INC.

(to be renamed Micron Waste Technologies Inc.)
Pro Forma Consolidated Statement of Financial Position
As at June 30, 2017
(Expressed in Canadian dollars)
(Unaudited)

	Finore Mining Inc. (the "Issuer")	Micron Waste Technologies Inc. ("Micron")	Pro forma adjustments	Note 3	Pro forma balance
Assets					
Current					
Cash and cash equivalents	$ 2,839,963	$ 2,513,103	$ 50,000	e	$ 5,403,066
Accounts receivables	45,839	24,840			70,679
Prepaid expenses	54,224	-			54.224
Asset held for sale	238,784	-			238,784
	3,178,810	2,537,943	-		5,766,753
Equipment	-	3,790			3,790
Other assets	-	129,756			129,756
Patent developed by a director	-	400,000	-		400,000
	$ 3,178,810	$ 3,071,489	$ 50,000		$ 6,300,299
Liabilities					
Current					
Accounts payable and accrued liabilities	$ 56,921	$ 62,758	$		$ 119,679
Due to related party	-	4,689	-		4,689
	56,921	67,447	-		124,368
Shareholders' Deficiency					
Share capital	21,135,663	3,745,228	(21,135,663)	d	11,591,918
			7,846,690	d	
Subscriptions receivable	-	(50,000)	50,000	e	-
Reserves	2,147,350	17,222	(2,147,350)	d	17,222
Deficit	(20,161,124)	(708,408)	20,161,124	d	(5,433,209)
			(4,724,801)	d	
	3,121,889	3,004,042	-		6,175,931
	$ 3,178,810	$ 3,071,489	$ 50,000		$ 6,300,299

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

1. Basis of Presentation and Preparation

Finore Mining Inc. (the "Issuer") was incorporated on November 29, 2006 pursuant to the *Business Corporations Ac*t of British Columbia. On September 26, 2011, the Issuer changed its name from Otterburn Ventures Inc. to Finore Mining Inc. and the Issuer's common shares began trading on the Canadian National Stock Exchange, now known as Canadian Securities Exchange ("CSE") under the new symbol of "FIN." Effective January 1, 2014, the Issuer ceased trading on the OTC market.

The Issuer was formerly engaged in the acquisition and exploration of natural resource properties and has ceased all resource acquisition and exploration activity in preparation for the "Transaction" which means, collectively, the Amalgamation and Amalgamation Agreement as defined below.

Micron Waste Technologies ("Micron") was incorporated On July 20, 2015 as Effluent Water Technologies Inc. pursuant to the *Business Corporations Act* of British Columbia. On November 15, 2016, Micron changed its name to Micron Waste Technologies Inc. The principal business of Micron is to offer and deliver integrated, cost effective and environmentally sound organic waste management systems to food retailers in Canada. Micron has developed a patented technology that transforms organic waste into clean water that meets municipal effluent discharge standards.

On June 2, 2017, the Issuer, Finore Acquisition Corp. (a wholly-owned subsidiary of the Issuer), and Micron entered into an agreement (the "Amalgamation Agreement") which effectively provides for the acquisition of all of the outstanding equity interests of Micron by the Issuer, indirectly through Finore Acquisition Corp.

As a result of the amalgamation of Finore Acquisition Corp. and Micron (the "Amalgamation"), the Issuer will become the sole beneficial owner of all of the outstanding shares of the corporation that will continue following completion of the Amalgamation. The shareholders of Micron (the "Micron Shareholders") will receive shares in the corporation ("Resulting Issuer Shares") that will continue after giving effect to the Amalgamation, which is expected to be renamed "Micron Waste Technologies Inc." (the "Resulting Issuer"), and if applicable, convertible securities of the Resulting Issuer.

The Amalgamation Agreement provides that, without action by the holder thereof of each warrant of Micron shall, upon the Effective Date, become a warrant, as applicable, to purchase the number of Resulting Issuer Shares determined by dividing the number of Micron Shares subject to the warrant, as applicable, on the Effective Date by one (1), at an exercise price per Resulting Issuer Share equal to the exercise price per Micron Share in the option or warrant, as applicable, on the Effective Date multiplied by one (1). Subject to the above, the terms and conditions of the warrants in effect on the Effective Date shall continue to govern the said warrants following the Effective Date.

The Amalgamation will result in the Issuer issuing an aggregate of 28,877,000 Resulting Issuer Shares to the Micron Shareholders and consolidating 62,773,521 Issuer Shares into 31,386,761 Resulting Issuer Shares. Following completion of the Transaction, 60,263,761 Resulting Issuer Shares will be outstanding, without giving effect to:

(1) warrants to purchase 27,044,200 Resulting Issuer Shares pursuant to the outstanding warrants of Micron (including 167,200 finders' warrants);
(2) warrants to purchase 17,404,870 Resulting Issuer Shares pursuant to the outstanding common share purchase warrants of the Issuer (the result of consolidating 34,809,739 Issuer warrants upon the completion of the Transaction, wherein each holder of Issuer warrants will receive, for every two (2) warrants held, one Resulting Issuer warrant).

(3) options to purchase 500,000 Resulting Issuer Shares pursuant to the outstanding stock option of the Issuer (the result of consolidating 1,000,000 Issuer options upon the completion of the Transaction, wherein each holder of Issuer options will receive, fore every two (2) options held, one Resulting Issuer option).

The former Micron Shareholders and Micron Convertible security holders will own approximately 52.08% of the Resulting Issuer shares and convertible securities and current Issuer Shareholders will hold approximately 47.92% of the Resulting Issuer Shares and convertible securities.

Accordingly, the Amalgamation will constitute a reverse takeover by Micron.

The unaudited pro-forma consolidated statement of financial position as at June 30, 2017 gives effect to the Transaction as if it had occurred as at June 30, 2017 and has been prepared by management for inclusion in the Issuer's filing statement (the "Filing Statement") dated September◆, 2017.

An unaudited pro-forma consolidated statement of loss has not been prepared on the basis that the Issuer has ceased all operations other than pursuing the Transaction and a pro-forma consolidated statement of loss would be the same as that prepared by Micron in its separate financial statements included elsewhere in the Filing Statement.

The unaudited pro forma consolidated statement of financial position has been prepared for illustrative purposes only and may not be indicative of the combined entities' financial position that would have occurred if the acquisition had been in effect at the date indicated. Actual amounts recorded upon consummation of the agreement will likely differ from those recorded in the unaudited pro forma consolidated statement of financial position. The pro forma adjustments and allocations of the purchase price are based in part on estimates of the fair value of assets acquired and liabilities to be assumed. The final purchase price allocation will be completed after asset and liability valuations are finalized as of the date of the completion of the acquisition. The actual fair values of the assets and liabilities will be determined as of the date of acquisition and may differ materially from the amounts disclosed in the assumed pro forma purchase price allocation because of changes in fair value of the assets and liabilities up to the date of acquisition, and as further analysis is completed.

Consequently, the actual allocation of the purchase price may result in different adjustments than those in the unaudited pro forma consolidated statement of financial position. Similarly, the calculation and allocation of the purchase price has been prepared on a preliminary basis and is subject to change between the time such preliminary estimations were made and closing as a result of a number of factors.

The unaudited pro forma consolidated statement of financial position has been prepared in accordance with the Issuer's and Micron's accounting policies, as disclosed in the Issuer's unaudited financial statements for the period ended June 30, 2017 and Micron's unaudited financial statements for the period ended June 30, 2017. There are no material differences in accounting policies between the Issuer and Micron.

The unaudited pro forma consolidated statement of financial position has been compiled from:

a) information derived from the following financial statements, which are prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board, and included elsewhere in the Filing Statement:

   i. The Issuer's unaudited consolidated financial statements for the period as at June 30, 2017 and the six months then ended; and
   ii. Micron's unaudited consolidated financial statements for the period as at June 30, 2017 and the six months then ended; and

b) Adjustments based on transactions affecting share capital and cash of the Issuer and Micron that took place after June 30, 2017 and before September◆, 2017 (note 3 (e)); and

c) It is management's opinion that the unaudited pro-forma consolidated statement of financial position includes all adjustments required for the fair presentation, in all material respects, of the transaction described in note 3 in accordance with IFRS.

2. Summary of Proposed Transaction

Management of the Issuer has identified the Acquisition as a transaction mutually beneficial for both the Issuer and Micron. Pursuant to the Acquisition, the Issuer will acquire 100% of the issued and outstanding securities of Micron and the resulting issuer will be engaged in Micron's business after the Acquisition. The terms of the Acquisition were determined pursuant to arm's length negotiations between the Issuer and Micron.

The Acquisition will be completed by way of a securities exchange pursuant to Policy 5.2 *Changes of Business and Reverse Takeovers*, of the Exchange, and pursuant to the terms of the Acquisition Agreement, being primarily that the Issuer will issue Common Shares to the shareholders of Micron, in exchange for the delivery to the Issuer of all of the issued and outstanding Micron Shares at an exchange ratio of one (1) Common Share for each Micron Share. Each shareholder of Micron shall be entitled to receive its pro rata proportion of such Common Shares based on the number of Micron Shares exchanged. No fractional Common Shares will be issued. Outstanding convertible securities of Micron will be exchanged on equivalent terms.

The Acquisition is subject to a number of conditions, including the execution of the Acquisition Agreement, completion of satisfactory due diligence, and the approval of the Acquisition by each of the Exchange and the board of directors and shareholders of each of the Issuer and Micron.

3. Pro Forma Assumptions and Adjustments

The pro forma consolidated statement of financial position was prepared based on the following assumptions:

a) The unaudited pro forma consolidated statement of financial position gives effect to the Transaction as if it had occurred on June 30, 2017.

b) Upon the completion of the Transaction, each holder of Issuer common shares will receive, for every two (2) common shares held, one Resulting Issuer common share.

c) Upon the completion of the Transaction, each holder of Micron's common shares will receive, for each common share held, one Resulting Issuer common share.

d) Transaction with Micron

The Transaction's accounting has been assessed in accordance with IFRS 3 *Business Combinations*, and it has been determined that Micron is deemed to be the accounting acquirer. The Transaction does not fulfill the requirements to be accounted for as a business combination; therefore, the Transaction will be accounted for as a reverse takeover with Micron as the continuing entity.

(Expressed in Canadian dollars)

Estimated common share fair value	$	7,846,690
Total consideration	$	7,846,690
Identifiable fair value of net assets of the Issuer acquired:		
Cash	$	2,839,963
Other assets		338,547
Accounts payable		(56,921)
	$	3,121,889
Excess of consideration over net assets acquired	$	4,724,801

The estimated fair value of the Issuer shares of $7,846,690 is based on an estimated fair value of approximately $0.25 per share as at June 30, 2017 as per the terms of the latest non-brokered private placement of Micron completed on June 1, 2017. The estimated fair value of the consideration is $4,724,801 greater than the fair value of the net assets acquired which will be recorded as a transaction cost.

e) Subscriptions receivable of $50,000 for the non-brokered private placement completed by Micron on June 1, 2017 were collected subsequent to June 30, 2017.

4. Share Capital

Share capital as at June 30, 2017 in the unaudited pro forma consolidated statement of financial position is comprised of the following:

	Number of shares		Share capital
Authorized:			
Unlimited common shares without par value			
Issued:			
Share capital of the Issuer as at June 30, 2017 (note 3 (d))	62,773,521	$	7,846,690
Adjustments to record the transactions:			
Consolidation of Issuer shares (note 3 (b))	(31,386,760)		-
Shares issued to Micron shareholders (note 3 (c))	28,877,000		3,745.228
	60,263,761	$	11,591,918

5. Pro Forma Effective Income Tax Rate

The pro-forma effective income tax rate that will be applicable to the operations of the Issuer is 26%.