

## GTAN –SHORT-FORM PRELIMINARY DUE DILIGENCE CHECKLIST

PLEASE HAVE ALL DOCUMENTS AND MATERIALS PREPARED BEFORE ATTENDING THE GTAN INVESTOR MEETING.

NO.	ITEM DESCRIPTION
<b>1.</b>	<b>Corporate Records</b>
1.1	Current corporate structure chart.
1.2	Articles of Incorporation (and all amendments).
1.3	By-Laws (and all amendments).
1.4	Records of Board and Shareholder meetings.
1.5	Other minute book and corporate records.
<b>2.</b>	<b>Securities/Shareholder Information</b>
2.1	Capitalization table. ( <i>fully-diluted capitalization</i> )
2.2	Description of each class of shares.
2.3	Options, grants, purchase agreements or other contracts relating to shares/securities.
2.4	Summary of financing history for equity, warrants and convertible debt.
2.5	Past & current Shareholders Agreements, and any other financing-related documentation.
2.6	List of any shareholders that are “friends or family”, and description of relationships.
<b>3.</b>	<b>Finance</b>
3.1	Financial Statements.
3.2	Tax returns (and any taxes due).
3.3	Debt/borrowing (including guarantees, leases, etc.).
3.4	Encumbrances on assets (including IP).
<b>4.</b>	<b>Intellectual Property</b>
4.1	Current and planned products/services.
4.2	Registered (completed or applied for) IP.
4.3	Unregistered inventions or IP.
4.4	Confidentiality, non-competition and IP assignment agreements (by or for the Company, employees, etc.).
4.5	Third Parties connected to Company IP (IP assigned from third parties, joint-ownership, etc.).
4.6	Technology development plan
4.7	IP protection policies and procedures.

NO.	ITEM DESCRIPTION
<b>5.</b>	<b>Others Assets/Material Contracts</b>
5.1	List of non-IP assets.
5.2	Summary of material contracts, including with: <ul style="list-style-type: none"> <li>• Suppliers/Consultants</li> <li>• Clients/Customers</li> <li>• Partners</li> <li>• Long-term capital arrangements</li> <li>• <i>any other material contracts</i></li> </ul>
<b>6.</b>	<b>Employees / Directors</b>
6.1	Employee organizational chart, with list of all employees and breakdown by function.
6.2	List of directors and relationship to the Company (or its employees, shareholders, etc.).
6.3	Employment, consulting, contractor, co-op, volunteer and other service contracts, etc. (including oral).
6.4	Other agreements or arrangements with related parties (founders, employees, directors, etc.).
<b>7.</b>	<b>Marketing &amp; Sales</b>
7.1	Describe the market <u>problem</u> being solved, and the <u>solution</u> you are offering.
7.2	Go-to-Market Strategy & Sales Plan.
7.3	Pricing Strategy & Sales Forecasts.
7.4	Describe <u>competitive landscape</u> and <u>defences</u> to competition..
<b>8.</b>	<b>Miscellaneous Matters</b>
8.1	As applicable, copies of all Terms of Service, End User Licence Agreements, Privacy Policies and any other documents used with clients/customers.
8.2	Current, threatened and potential litigation.
8.3	Licenses, permits, consents or regulatory approvals.
8.4	Summary of insurance coverage (and any claims).
8.5	List legal counsel and auditor/accountant.
8.6	<b><i>Anything else you believe may be relevant (i.e., anything that may be helpful in helping make an investment decision)?</i></b>