

CAPITALIZATION & INDEBTEDNESS

13 - 1: EQUITY CAPITALIZATION

The following table summarizes the capitalization of the Company as of the date of this Offering Memorandum.

Equity Capitalization

	Common Shares	Options
PeoplesVC, Inc.	25,000,000	
Stock Option Plan Pool*		5,000,000
Total	25,000,000	5,000,000

As of the date of this Offering Memorandum, the Company has authorized sixty million (60,000,000) shares of common stock, par value \$0.001 ("Common Stock") and twenty million (20,000,000) shares of preferred stock, par value \$0.001 ("Preferred Stock").

*For more information about the Company's Stock Option Pool and plan, please see Exhibit 5B.

Common Stock

As of the date of this Offering Memorandum, 25,000,000 shares of Common Stock have been issued, all of which are owned by PeoplesVC, Inc., a Delaware corporation formed on December 17, 2012. In addition, as of the date of this Offering Memorandum, there are also 5,000,000 shares of unissued Common Stock for the Company's Stock Option Plan - see below under 'qaZING 2015 Non qualified Stock Option Plan' for more information.

Preferred Stock

As of the offering date, the Company has authorized 20,000,000 shares of Preferred Stock. No Preferred Stock shares are currently outstanding.

qaZING Stock Plan

On September 18, 2015, the Company adopted the qaZING, Inc. 2015 Nonqualified Stock Option Plan, authorizing the grant of stock options exercisable for up to 5,000,000 shares of Common Stock. As of the date of this Offering Memorandum, 1,600,000 shares have been granted to employees, advisors, and/or consultants of the Company, representing 32% of the option pool, leaving 68% of the option pool available for future grants. These grants vest over terms ranging from two to four years subject to the grantee's continued service to the Company. In the event of a sale of all or substantially all of the Company's assets, or a merger, consolidation or other capital reorganization or business combination transaction of the Company with or into another corporation, entity or person, or another transaction materially similar in effect, each outstanding option shall either be (i) assumed or an equivalent option or right shall be substituted by such successor corporation or a parent or subsidiary of such successor corporation, or (ii) terminated in exchange for a payment of cash, securities and/or other property equal to the excess of the fair market value of the portion of the

option that is vested and exercisable immediately prior to the consummation of the corporate transaction over the per share exercise price thereof.