

**COMEPAY, INC.**  
(f/k/a Great Rock Development Corporation)  
a Florida corporation  
OTC Pink® Basic Disclosure

**QUARTERLY INFORMATION AND DISCLOSURE STATEMENT**

For the Quarter ended June 30, 2018

**Item I Name of the Issuer and its Predecessor (if any):**

The exact name of the issuer is Comepay, Inc. (f/k/a Great Rock Development Corporation) (the “Company”), a Florida corporation.

The Company was incorporated on June 14, 1995 as Dragon Environmental Corporation in the State of Florida. On August 22, 2006, the Company changed its name to “Symposium Productions Corporation”. On June 25, 2008, the Company changed its name to “Feed Global Corporation”, and subsequently, on September 18, 2009, the corporate name was returned to “Symposium Productions Corporation”. On February 16, 2010, The Company changed its name to “Gradient Wind Technologies, Inc.”. On August 19, 2010, the Company changed its name to “Grid Cloud Solutions, Inc.”. On December 28, 2011, the Company changed its name to “Byers Brook Resources Corp”. On January 17, 2012, the Company name was changed to “Great Rock Development Corporation”. Effective March 1, 2018 the Company name was changed to “Comepay, Inc.”

**Item II Address of the Issuer's Principal Executive Offices:**

Comepay, Inc.  
10-8707 Dufferin Street,  
Suite #308, Vaughn, Ontario L4J 0A6  
Canada  
Tel: (954) 607-2296  
info@comepayinc.com

**Item III Security Information**

Trading Symbol:	CMPY
Exact title and class of securities outstanding:	Common Stock
CUISP:	20036M107

Total Authorized Share Capital: 750,000,000 shares of Common Stock, par value \$0.001  
1,000,000 shares of Class A Preferred Stock, par value \$0.001

Total Shares issued and Outstanding: 66,708,000 shares of Common Stock  
(June 30, 2018 and August 20, 2018)  
1,144,741 shares of Common Stock  
(December 31, 2017)  
Nil shares of Class A Preferred Stock  
(August 20, 2018, June 30, 2018 and December 31, 2017)

Name and address of the transfer agent:

Action Stock Transfer Corporation  
2469 E. Fort Union Blvd., Suite 214  
Salt Lake City, UT 84121  
Telephone: (801) 274-1088  
Fax: (801) 274-1099  
Email: <mailto:action@actionstocktransfer.com>

Action Stock Transfer Corporation is registered under the Securities Exchange Act of 1934, as amended, and is an approved transfer agent by the U.S. Securities and Exchange Commission.

The Company's stock has never been subject to any trading suspensions issued by the SEC.

Other than as set out below, no stock split, stock dividend, recapitalization, merger, acquisition, spin-off or reorganization has occurred up to the date of this report.

On incorporation, June 14, 1995, the Company authorized 7,500,000 shares of common stock par value \$0.001. On December 29, 1995, the Company amended its articles to create 1,000,000 shares of Class A of Preferred Stock having a par value of \$0.001 per share and having the right to convert to shares of common stock at half the bid price of the Company's common stock on the day preceding the election notice received from any holder of such class. Further, upon liquidation, holders of Class A Preferred Stock are entitled to recover an amount equal to the book value of their shares prior to any distributions to holders of the Company's common stock. Prior to payment of any dividends to holders of the Company's common stock, holders of Class A Preferred Stock shall receive annual dividends of \$0.01 per share on an accumulative basis. Other than with reference to matters affecting the attributes of the Class A Preferred Stock, holders of Class A Preferred shares have no voting rights.

Subsequently on December 31, 1996, the Company amended its articles to increase its authorized capital to 20,000,000 shares of common stock, par value \$0.001 per share. On August 20, 1998, the Company amended its articles to increase its authorized capital to 50,000,000 shares of common stock, par value \$0.001 per share. On August 20, 1999, the Company amended its articles to increase its authorized capital to 250,000,000 shares of common stock, par value \$0.001 per share. On November 13, 2000, the Company amended its articles to increase its authorized capital to 500,000,000 shares of common stock, par value \$0.001 per share. Effective July 23, 2002, the Company effected a 1,000 for 1 reverse split of its issued and outstanding shares. The authorized capital remained 500,000,000 common shares at par value \$0.001 per share. On September 14, 2006, the Company amended its articles to increase the authorized capital to 750,000,000 common shares at par value \$0.001 per share. Further effective September 27, 2006, the Company undertook a forward split on the basis of 12 for 1. Effective February 29, 2012, the Company effected a reverse split on the basis of 50 to 1. The authorized capital remained 750,000,000 common shares at par value \$0.001 per share following the split.

On January 23, 2018, the board of directors of the Company and its controlling shareholder, approved a name change to "Comepay, Inc.", a symbol change to CMPY and a reverse split on the basis of one new share for every 100 issued and outstanding shares. The name change and reverse split became effective March 1, 2018. The impact of the reverse split has been retroactively applied to all share and per share data contained herein. The authorized capital remained 750,000,000 common shares at par value \$0.001 per share following the split.

On March 7, 2018, effective March 22, 2018, the Company closed the aforementioned Share Exchange Agreement with Comepay Group Corp., a company incorporated in the Republic of Panama, and Roza Dizhechko, an individual, whereby the Company has acquired a 100% interest in four (4) operating entities (referred to collectively as “Comepay Group”) in a two-stage process, for total consideration of 63,000,000 restricted shares of the Company’s common stock, inclusive of 3,000,000 shares issued as a finders fee in connection with the transaction.

Due to the limited operations of the Company prior to the share exchange, the Company has treated the acquisition as a capital transaction in substance, rather than a business combination. The transaction is a reverse recapitalization, equivalent to the issuance of stock by the private companies for the net monetary assets of the parent corporation accompanied by a recapitalization. The accounting is similar to that resulting from a reverse acquisition, except that no goodwill or other intangible assets are recorded. The financial statements subsequent to the date of the exchange transaction are presented as a continuation of the business of the acquired companies, and all operations of Comepay, Inc., up to the exchange transaction are allocated to additional paid in capital and/or retained earnings. The Comepay Group, includes Comepay LLC, RP Systems LLC, M-NN LLC and Chek-online, LLC (with operations of related entity Kassir Soft LLC) which entities have been operating for over 11 years providing internet acquiring services and support, facilitating instant payments and internet-based payment transactions via kiosks, mobile interfaces and web-based applications such as electronic wallets. Comepay Group also leases and sells cash registers and Point of Sale (POS) systems, including its recently developed proprietary multifunctional smart POS fiscal cash register system, known as the “Cassetka”.

*LOI with Aviatec Holding S.A.*

On August 3, 2018, the Company entered into a Letter of Intent (“LOI”) to acquire Skytech, LLC (“Skytech”), a limited liability company registered in Russia, Ulyanovsk Region. Skytech is an independent processing company specializing in providing a wide range of processing services, focused on the aviation industry, as well as additional services. Skytech’s operational software base is composed of the Wirecard Payment Gateway and TranzAxis platform from Comclass Plus.

Skytech has a specialized software platform for the development and support of processing, banking, issuing and other subject systems and applications (operational, retail, accounting, analytical). Skytech has the ability to make changes to these applications, integrate and develop systems for current business tasks, as well as create other derivative products and/or develop stand-alone applications and systems.

Skytech’s system has application in the following industries: e-commerce (provision of Internet acquiring services, creation of reports on operations to customers' demand, implementation and adaptation of mobile applications to ensure the receipt of all payment methods), utilities and bills, transport services (buying airline/railway tickets ), social sector (multipurpose student card, campus cards, a single information card with available payment function), development and implementation of modern payment methods and tools.

Under the terms of the LOI, Comepay, Inc. will acquire 100% of Skytech from parent corporation Aviatec Holdings S.A. for Four Million (4,000,000) restricted shares of Comepay, Inc. common stock and the assumption of certain debt in the amount of EUR\$6,000,000 which debt is expected to be subsequently settled by the issuance of an additional 3,402,865 shares of restricted Comepay common stock.

Currently both parties to the LOI are undertaking a period of due diligence.

#### **Item IV Issuance History**

*During the six months ended June 30, 2018, the Company made the following issuances of stock:*

During the six months ended June 30, 2018 the Company issued 63,000,000 shares in exchange for the acquisition of certain operating companies based in Russia.

During the six months ended June 30, 2018, 2,562,500 shares were issued to settle certain convertible notes payable.

*During the fiscal year ended December 31, 2017, the Company made the following issuances of stock:*

There were no new shares issued during the fiscal year ended December 31, 2017. A total of 400,000 shares issued during prior periods to third parties were canceled during fiscal 2017, leaving a total of 1,144,741 shares issued and outstanding at December 31, 2017, after impacting the 100 for 1 reverse split effected on March 1, 2018.

As at June 30, 2018 and December 31, 2017 there were a total of 66,708,00 and 1,144,741 common shares issued and outstanding, including a total of 759 rounding shares issued upon impact of the aforementioned reverse split, and Nil shares of Class A Preferred stock.

#### **Item V Financial Statements**

The Company has attached to this Disclosure Statement the following financial statements:

As of the six months ended June 30, 2018 and 2017 Unaudited Condensed Consolidated Balance Sheets, Unaudited Condensed Consolidated Statements of Operations, Unaudited Condensed Consolidated Statements of Cash flows and Notes to the Unaudited Condensed Consolidated Financial Statements

#### **Item VI Nature of the Issuer's Business:**

##### **A. Business of Issuer**

Up until September 15, 2017, Great Rock Development was a publicly traded research & development company with a focus on the development of technologies that assist mining and resource companies to extract greater value in gold and platinum mining.

The Company was in the process of researching and developing a proprietary Gold & Platinum Filter. The technology was anticipated to separate and filter Gold & Platinum down to an industry leading 10 microns in size, with the potential to transform once valueless tailings into potentially valuable minerals. While Great Rock worked to commercialize the Filter prototype, management continued to research the development of new mineral claims with hopes of acquiring proven Gold and or Platinum properties.

On September 15, 2017 the Company's sole officer and a member of the board of directors, Mr. John S. Wilkes, resigned all positions. Concurrently the Company's other director, Ms. Maria

Gafter also resigned her position. Effective October 10, 2017 each of Mr. Wilkes and Ms. Gafter agreed to waive all accrued and unpaid compensation up to the date of their respective resignations.

Also effective September 15, 2017, Mr. Ilya Kaplan was appointed to the Company's board of directors as sole officer and director.

Upon the appointment of Mr. Kaplan to the board of directors the Company also completed a change in control whereby Mr. Kaplan became the controlling shareholder having acquired 733,980 (post reverse split) shares of common stock from various selling shareholders, including Mr. Wilkes and Ms. Gafter. Effective upon closing of the transactions, Mr. Kaplan held 64.1% of the total issued and outstanding common stock. Upon the completion of the aforementioned change in management and control the Company moved to acquire an operating business in the payment processing sector.

On March 1, 2018, in anticipation of the completion of a Share Exchange Agreement in respect of a targeted acquisition in the payment processing sector, the Company expanded its Board of Directors, and concurrently appointed new officers. Mr. Ilya Kaplan, our sole officer and director resigned from all positions, and the following individuals were appointed to fill the vacancies as noted:

Mr. Dmitry Tsatskhin – Chief Executive Officer and Director  
Mr. Felix Naff - President and Director  
Mr. Dmitry Solomovich – Secretary and Treasurer  
Mr. Rasat Ibadov – Chief Operating Officer and Director

On March 7, 2018, effective March 22, 2018, the Company closed the aforementioned Share Exchange Agreement with Comepay Group Corp., a company incorporated in the Republic of Panama, and Roza Dizhechko, an individual, whereby the Company has acquired a 100% interest in four (4) operating entities (referred to collectively as “Comepay Group”) in a two-stage process, for total consideration of 63,000,000 restricted shares of the Company's common stock, inclusive of 3,000,000 shares issued as a finders fee in connection with the transaction.

Due to the limited operations of the Company prior to the share exchange, the Company has treated the acquisition as a capital transaction in substance, rather than a business combination. The transaction is a reverse recapitalization, equivalent to the issuance of stock by the private companies for the net monetary assets of the parent corporation accompanied by a recapitalization. The accounting is similar to that resulting from a reverse acquisition, except that no goodwill or other intangible assets are recorded. The financial statements subsequent to the date of the exchange transaction are presented as a continuation of the business of the acquired companies, and all operations of Comepay, Inc., up to the exchange transaction are allocated to additional paid in capital and/or retained earnings. The Comepay Group, includes Comepay LLC, RP Systems LLC, M-NN LLC and Chek-online, LLC (with operations of related entity Kassir Soft LLC) which entities have been operating for over 11 years providing internet acquiring services and support, facilitating instant payments and internet-based payment transactions via kiosks, mobile interfaces and web-based applications such as electronic wallets. Comepay Group also leases and sells cash registers and Point of Sale (POS) systems, including its recently developed proprietary multifunctional smart POS fiscal cash register system, known as the “Cassetka”.

#### B. Date and State of Incorporation

The Issuer is a Florida corporation, incorporated on June 14, 1995.

C. Issuer's Primary and Secondary SIC Codes

Primary SIC: 7389 - Business Services, Not Elsewhere Classified  
Secondary SIC: None

The Company intends to update its secondary SIC code at the earliest practicable date.

D. Issuer's Fiscal Year End Date

The Issuer's fiscal year end is December 31.

E. Principal Products, Services and Their Markets

Up to September 15, 2017, the Company was focused on research & development with a focus on the development of technologies that assist mining and resource companies to extract greater value in gold and platinum mining. Upon the completion of the aforementioned change in management and control the Company has changed its focus to acquire an operating business in the payment processing sector.

On March 7, 2018, effective March 22, 2018, the Company closed a Share Exchange Agreement with Comepay Group Corp., a company incorporated in the Republic of Panama, and Roza whereby the Company has acquired a 100% interest in four (4) operating entities (referred to collectively as "Comepay") in a two-stage process, for total consideration of 63,000,000 restricted shares of the Company's common stock, including a finders fee of 3,000,00 shares.

The Comepay group of companies including Comepay, RP Systems, M-NN LLC and Chek-online (including operations of related entity Kassir Soft, LLC) have been operating for over 11 years providing internet acquiring services and support, facilitating instant payments and internet based payment transactions via kiosks, mobile interfaces and web-based applications such as electronic wallets. The Company also leases and sells cash registers and Point of Sale (POS) systems, including its recently developed proprietary multifunctional smart POS fiscal cash register system. Combining proprietary software and equipment, Comepay processes over 10 million customer payments per month and presently has more than 22,000 kiosks across Russia. The companies are currently focusing their planned business expansion on the smart POS fiscal cash register system called "Cassatka" in order to help businesses comply with newly released Russian taxation legislation, 54-FZ which requires 1.2 million businesses in fiscal 2018, and a further 1.4 million businesses in fiscal 2019 to install new, federally compliant on-line cash registers. The Cassatka, Comepay's multifunctional smart POS online fiscal cash register can process payments and meet fiscal data storage requirements for participating businesses. It is a convenient and cost competitive solution for businesses to meet the new federal taxation requirements in Russia, and is currently being manufactured for distribution prior to June 2018. As the companies expand their business model, we expect to offer blockchain acquiring services and also to accept payments in multiple crypto currencies on the Cassatka. The Comepay group of companies presently earn revenue from a variety of channels including fee based commissions on payment processing for both cash and debit card payments, software licensing, kiosk placement fees and other rental fees for cash registers and associated equipment. The Comepay companies are looking to expand rapidly in fiscal 2018 and beyond as we introduce and market the Cassatka along with a suite of enhanced user features. [www.comepaygroup.com](http://www.comepaygroup.com), [www.comepay.ru](http://www.comepay.ru), [www.kassatka.me](http://www.kassatka.me), [www.chekonline.ru](http://www.chekonline.ru), and [www.starrys.ru](http://www.starrys.ru)

## **Item VII Nature and Extent of the Issuer's Facilities**

Comepay, Inc. is presently using offices provided by its officers and directors without remuneration; such office is located at:

Comepay, Inc.  
10-8707 Dufferin Street,  
Suite #308, Vaughn, Ontario L4J 0A6  
Canada

The Company intends to operate from expanded offices in the U.S. in the coming months, and from corporate offices located in both Rostov and Moscow, Russia where its subsidiaries are currently operating.

## **Item VIII Officer, Directors and Control Persons (greater than 5% shareholders):**

### **A. Officers, Directors and Control Persons**

On March 1, 2018, the Company expanded its Board of Directors, and concurrently appointed new officers. Mr. Ilya Kaplan, our sole officer and director resigned from all positions, and the following individuals were appointed to fill the vacancies as noted:

Mr. Dmitry Tsatskhin – Chief Executive Officer and Director

Mr. Felix Naff - President and Director

Mr. Dmitry Solomovich – Secretary and Treasurer

Mr. Rasat Ibadov – Chief Operating Officer and Director

**Mr. Dmitry Tsatskhin** attended the Academy of Public Administration in Russia and obtained a diploma in Higher Education and a specialty in World Economics. Thereafter his career has been entirely focused on marketing, selling, software development and new technology in the field of cellular phones, cash registers, payment kiosks, and proprietary payment processing products. Over the past 12 years Mr. Tsatskhin has worked with the suite of Comepay companies to drive sales and innovation bringing relationships with large industry partners in Russia including Yandex, Magnit, Beeline, and MTS.

**Mr. Felix Naff** has over twenty years of experience evaluating and advising both private and public corporations with a global focus, in all aspects of business development including: corporate restructures, initial public offerings, reverse take overs and underwriting efforts. Mr. Naff holds particular expertise in recognizing new or expanding business opportunities and capitalizing on corporate growth through strategic investment. Mr. Naff has a strong network of business partners in Russia and other Common Wealth of Independent States (CIS) countries.

**Mr. Rasat Ibadov** graduated with honors from Moscow State Regional University (MGOU) obtaining a Bachelors degree, majoring in World Economics, in 2005. Thereafter Mr. Ibadov has been employed by various corporations as Head of Finance. From 2009 to present Mr. Ibadov has been employed with RusAvto Limited, headquartered in Moscow, Russia. Mr. Ibadov's global finance experience is expected to be a substantive advantage to Comepay as we move to implement our growth Strategy in 2018 and beyond.

**Mr. Dmitry Solomovich** operates a private merchant business for precious gems. Having learned his trade through years of operating an extensive family run gem business and trade, Mr Solomovich has

expertise with all precious stones, focussed on the acquisition of both raw gems and finished stones for retail and wholesale jewellery operations. With over 15 years of experience in global marketing and procurement, Mr. Solomovich will work with the board of directors of Comepay to enhance supplier relationships down the supply chain.

**Greater than 5% shareholders (June 30, 2018 and August 20, 2018)**

Comepay Group Corp. 50 <sup>th</sup> Street, Global Plaza Tower, 19 <sup>th</sup> Floor, Suite H, Panama City, Republic of Panama	30,000,000 common shares	44.97%
Roza Fedorovna Dizhechko 5 , Sedova Street, Rostov on Don, 344006, Russia	30,000,000 common shares	44.97%
Total	60,000,000 common shares	89.94%

B. Legal/Disciplinary History

None.

C. Beneficial Owners

As of June 30, 2018 and August 20, 2018, the Company's only shareholders known to beneficially own more than ten percent (10.0%) of the Company's outstanding capital stock are Comepay Group Corp., a company incorporated in the Republic of Panama, and Roza Fedorovna Dizhechko, a citizen of Russia. On March 7, 2018, effective March 22, 2018, Comepay Group Corp and Ms. Dizhechko became the Company's controlling shareholders as a result of a Share Exchange Agreement whereby the Company acquired a group of operating companies in the payment processing sector located in Russia.

Under the terms of the Share Exchange Agreement, the Company has acquired a 100% interest in four (4) operating entities (referred to collectively as "Comepay") in a two-stage process, for total consideration of 63,000,000 restricted shares of the Company's common stock, including a finders fee of 3,000,000 shares.

**Item IX. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure.**

Transfer Agent

Action Stock Transfer Corporation  
2469 E. Fort Union Blvd., Suite 214  
Salt Lake City, UT 84121  
Telephone: (801) 274-1088  
Fax: (801) 274-1099  
Email: <mailto:action@actionstocktransfer.com>

Legal Counsel

SD Mitchell and Associates, PLC  
829 Harcourt Rd.  
Grosse Pointe Park, MI

United States 48230  
(248) 515-6035 (Phone)  
(248) 751-6030 (Facsimile)

Accountant/Auditor

The Accounting Connection  
Li Shen, CGA  
145-251 Midpark Blvd SE  
Calgary, Alberta T2X 1S3  
[support@theaccountingconnection.com](mailto:support@theaccountingconnection.com)

Investor Relations

N/A

**Item X                    Issuer's Certification**

I, Felix Naff, President of Comepay, Inc. (f/k/a Great Rock Development Corporation) a Florida corporation, hereby certify that:

i. I have reviewed this Information and Disclosure Statement (this "Disclosure Statement") of the Company;

ii. Based on my knowledge, this Disclosure Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this Disclosure Statement; and

iii. Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this Disclosure Statement fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of and for the periods presented in this Disclosure Statement.

Dated: August 20, 2018

/s/Felix Naff

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Felix Naff  
President and Director