ADDED CAPITAL INC.

(FORMERLY NORTHERN FINANCIAL CORPORATION)

MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE YEAR ENDED MARCH 31, 2014

MANAGEMENT'S DISCUSSION AND ANALYSIS

July 29, 2014

This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of the Company are the views of management and should be read in conjunction with the audited financial statements and related notes for the years ended March 31, 2014 and 2013, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are expressed in Canadian dollars unless otherwise indicated.

The Company's Audit Committee and Board of Directors have reviewed and approved the MD&A on July 29, 2014.

Recent Events

Added Capital Inc. ("Added" or the "Company") (formerly Northern Financial Corporation) wholly owns Northern Securities Inc. ("Northern Securities" or "NSI"), a suspended member firm of the Investment Industry Regulatory Organization of Canada ("IIROC"). Prior to December 31, 2012, the Company carried on a traditional brokerage and investment banking business. Effective December 31, 2012, NSI ceased carrying on its brokerage business because it could not secure an alternative carrying broker when Penson Financial Services Canada ("Penson") terminated its carrying brokerage business in Canada. NSI reached arrangements to transfer its client accounts and investment advisors to other IIROC dealer members by December 31, 2012.

As a result of the termination of its brokerage business, NSI developed a capital deficiency which resulted in NSI being suspended as an IIROC dealer member on March 19, 2013. As a result of the suspension, the Company carried on the business of mergers and acquisitions ("M&A"), restructurings, proxy solicitations and merchant banking as and from March 19, 2013.

Added also provides services to Jaguar Financial Corporation ("Jaguar"), a merchant bank in which Vic Alboini ("Alboini"), Chairman and CEO of the Company, is also the Chairman and CEO and Andrew Hilton, CFO of the Company since December 30, 2013 is also the CFO.

On March 28, 2012, the common shares of the Company commenced trading on the TSX Venture Exchange under the trading symbol "NFC". The Company is listed on the TSX Venture Exchange as a Tier 2 Industrial Issuer. Prior to this date the Company's shares were traded on the Toronto Stock Exchange. On July 2, 2014, the Company changed its name to Added Capital Inc. On July 23, 2014, the Company consolidated its common shares on the basis of one post-consolidated common share for each ten pre-consolidated common shares. Effective the same date, the shares began trading under the symbol "AAD". The effects of the share consolidation have been reflected in this MD&A.

On October 8, 2013, the TSX Venture Exchange accepted for filing documentation relating to a promissory note dated June 17, 2013, between Alboini and the Company. Pursuant to the agreement, the Company had transferred six million common shares of Jaguar to Alboini in satisfaction of a $150,000 debt to Alboini.

On October 9, 2013, the Company announced that it had appointed Peter Reimer to the Board of Directors.

On May 22, 2014, the Company announced that the Toronto Dominion Bank ("TD Bank") had demanded payment of the Company's approximately $300,000 loan by June 20, 2014. Added does not have the funds to repay the TD Bank. The Company expects to deal with this matter in due course.

The Need for a Financial Restructuring

Prior to December 31, 2012, the Company carried on a traditional brokerage and investment banking business through NSI providing financial advisory services to retail and institutional clients and investment banking services to small capitalization companies. This business generated revenue from commissions and advisory fees earned on investment banking activities, and commissions from institutional sales and trading and retail investment advisors. Currently, the Company carries on a merchant banking business as well as a mergers and acquisitions and restructuring advisory business and a proxy solicitation business.

NSI assigned its client accounts to other brokerage firms pursuant to a consent order, agreed upon by IIROC and NSI, issued by an IIROC Hearing Panel ("Order") on December 14, 2012. The Order was issued as a result of NSI being unable to obtain an alternative carrying broker or other alternative arrangement to replace Penson, which discontinued its carrying broker business as of December 31, 2012.

Penson is being liquidated pursuant to a court order. NSI has filed a claim in the liquidation proceeding against Penson for damages as a result of the failure of Penson to provide NSI with 180 days' notice of the termination of its carrying brokerage contract with NSI, which directly led to the loss of the NSI brokerage business and the suspension of NSI as an IIROC dealer member as noted below. The claim in damages by NSI also relates to conversion of the Penson back office system which led to client losses and loss of revenue to NSI. The NSI claim was also made to recover its security deposit of which $155,000 was received by the Company in December, 2013.

As a result of the loss of its brokerage business effective December 31, 2012, NSI developed a capital deficiency. The capital deficiency led to NSI and IIROC entering into a settlement agreement to suspend NSI's IIROC membership effective March 19, 2013.

As a result of the settlement agreement with IIROC, the Company no longer carries on business through NSI. The Company has limited its activities to an M&A advisory business, a restructuring advisory business, proxy solicitation and merchant banking. The most important change to the Company's business is the termination of its retail brokerage and institutional sales businesses. The termination of these businesses resulted in a substantial reduction in the Company's revenue. However, the retail brokerage and institutional sales businesses were unprofitable in recent quarterly periods. Despite the downsizing of its business, the Company believes it has better potential to be consistently profitable.

The Company has substantially reduced its general and administrative expenses, and with fewer employees has a sharply reduced annual payroll. Its new Toronto office location is substantially downsized from its previous Toronto location. The Company surrendered leases in Vancouver, Calgary and Brandon, Manitoba at no cash cost to the Company, although the Company transferred all of its property and equipment to the landlords at no cost. The Company's objective is to build profitable advisory and merchant banking businesses.

The Company obtained regulatory and shareholder approval for the restructuring of its debt. The Company provided certain primary lenders with the option of receiving a cash payment equal to 20% of the principal amount outstanding (the "cash offer") or a payment in common shares equal to the principal amount owing and the accrued interest (the "share offer"). The cash offer and share offer was extended to a judgment creditor who was owed $504,000 and the judgment creditor accepted the cash offer. On August 28, 2013, the Company made a payment of $100,800 to the judgment creditor which represented 20% of the debt. The settlement payment to the creditor was financed by a loan of $100,800 provided to the Company by Alboini.

The Company also announced changes to its $200,000 secured loan on August 28, 2013. The maturity date of the $200,000 secured loan was extended to April 9, 2014, the interest rate was reduced to 10% effective October 7, 2013, and the accrued interest owing is payable on October 6, 2014. The lender also agreed that once the principal amount is fully paid, no interest will be payable on the amount of the accrued interest outstanding as long as the accrued interest is paid by October 6, 2014. During the year ended March 31, 2014, the Company made payments to reduce the principal amount of the secured loan to $180,000.

The Company owes three unsecured lenders approximately $1,300,000, each of whom has agreed to waive all historical and future accrued interest so that the amounts owing are limited to their respective principal amounts. The lender of $607,171 at March 31, 2014 is Alboini. During the year ended March 31, 2014, Jaguar, which was a creditor of the Company, accepted the cash offer and was paid $108,266 to settle an amount owing of $540,181 plus accrued interest. Jaguar is a related party as Alboini is Chairman and CEO of Jaguar. The decision for Jaguar to accept the cash offer was made by the independent directors of Jaguar.

The financial restructuring of the Company is voluntary and informal. A voluntary or informal restructuring means that the Company has not made a filing under the Companies Creditors Arrangement Act or under the Bankruptcy and Insolvency Act. Therefore the proposed restructuring is proposed to be completed on a voluntary basis without the involvement or supervision of a court or monitor. While the Company is pleased with the modest progress made to date in the financial restructuring described above, the Company has substantial debt and much more work is required to reduce the overall amount of its debt.

In addition to the primary creditors of the Company who have restructured their debt in the Company, the Company and NSI have unsecured debt owing to its vendors and suppliers. In the case of these creditors, the Company has offered those creditors that are owed less than $1,000 full repayment over a two year period; those creditors that are owed up to $20,000 are offered the greater of $1,000 and $0.20 on the dollar of debt payable over a two year period; and those creditors that are owed more than $20,000 are offered the greater of $4,000 and $0.15 on the dollar of debt payable over a two year period. The amounts payable over a two year period are conditional upon the Company and NSI having available cash resources to make the required restructuring payments.

To date the Company has restructured accounts payable of $286,710 resulting in a write-down of $223,662. In addition, the Calgary office lease was surrendered without any cash payments made by NSI; however NSI transferred its ownership of the property and equipment to the landlord at no cost. The Toronto office lease expired on April 30, 2013 and has a current amount owing to the landlord of approximately $118,000. The Brandon, Manitoba office of NSI was transferred to the brokerage firm that acquired the client accounts and investment advisors associated with the Brandon office.

Need for Profitable Operations

Due to a lack of investor interest in small-cap stocks, numerous small cap companies are unable to execute on their growth plans in the manner they have in the past. Many of these companies are in need of assistance in areas such as finance, operations, investor relations, and governance. The Company has acted as an involved investor, assisting companies to improve their ability to meet their growth targets, carry out their capital markets objectives and implement appropriate value creation strategies.

The best example in the team's history of this involved ownership is Lakeside Steel Inc. ("Lakeside"), where an investor group led by the Company purchased shares of Lakeside, then a private company, the team arranged for turnaround management to be put in place and took an active role on the Board. Lakeside was taken public by NSI in a financing that strengthened Lakeside's balance sheet. After the turnaround, Lakeside subsequently hired a very good CEO with the substantial involvement of the Company, and raised $45 million in two rounds of financing, led by a highly respected independent investment bank, which allowed Lakeside to pursue an aggressive growth plan in the United States. Subsequently, Lakeside was sold to a large steel company in the U.S.

The Company has substantial experience in M&A, restructurings and proxy solicitations. Traditional M&A includes acting as an advisor to any party to an M&A transaction or acting for the Board of Directors or management or any shareholder. Any M&A service may also involve the preparation of a fairness opinion or valuation.

The team has considerable experience in financial restructurings. More and more companies will require this service if capital markets continue to remain unfavourable to small cap companies.

Proxy solicitation is a low margin business and labour intensive; however, from time to time this service can generate reasonable work and success fees.

The Company and Jaguar as Related Parties

The Company and Jaguar are related parties. Alboini owns or controls 1,263,838 shares of the Company and is entitled to an additional 124,094 shares under the Company's Employee Share Purchase Plan representing a combined 31.3% of the 4,432,014 issued shares as at July 29, 2014. The Company owns 100% of the issued shares of NSI. Alboini is CEO of NSI, but is no longer active in this role because NSI has been suspended as a Dealer Member at IIROC pursuant to a Settlement Agreement entered into between IIROC and NSI and approved by an IIROC Hearing Panel on March 19, 2013. Accordingly, NSI is no longer active in carrying on its former business as an investment bank and brokerage firm.

Prior to the suspension of NSI, the Company contributed substantial capital to NSI in the form of equity and subordinated debt. Alboini has made substantial investments in equity and debt in Added which were used to finance Added and in turn to finance NSI. Therefore Alboini has played an historical role in providing capital through Added to NSI. At the present time, Alboini has provided capital to the Company to assist in financing its businesses; however given the suspension of NSI the Company will not be providing any capital to NSI.

Alboini owns or controls 25,311,553 shares of Jaguar as at July 29, 2014. There are 109,103,830 issued Jaguar shares and accordingly Alboini owns and controls 23.2% of the total issued Jaguar shares. At the annual meeting of shareholders on September 27, 2013, the Company received approval from disinterested shareholders for the transfer of 6,000,000 Jaguar shares to Alboini to satisfy his $150,000 loan made to the Company, as noted above. On October 10, 2013, the Company completed the transfer of 6,000,000 Jaguar shares to Alboini.

Alboini is Chairman and CEO of Jaguar and his responsibility and role is to carry out the business focus and mission of Jaguar. Jaguar is a Canadian merchant bank generally investing in undervalued, overlooked and underappreciated public companies where Jaguar determines that one or more changes could be made to create shareholder value. The approach taken by Jaguar is to work with the management team and Board of Directors of the company to create shareholder value, or to create additional shareholder value over and above the shareholder value created by a third party in an announced transaction. The changes could include, among many other possible alternatives, a change in strategy, a financial restructuring involving changes to the capital structure such as the retirement of debt or an equity financing, the declaration of a dividend, an issuer bid by the company, a sale of non-core assets, a sale of the company, the addition of one or more directors on the Board, a change in management, or a merger or acquisition transaction.

Jaguar has made friendly supportive investments in companies such as Lakeside, Royal Laser Corp. and WGI Heavy Minerals Inc. where Alboini was a director and participated in strategic changes made by the Boards of these companies that resulted in the creation of shareholder value. Most recently, Jaguar made an investment in Thallion Pharmaceuticals Inc. ("Thallion") and supported an offer made by BELLUS Health Inc. ('BELLUS") to acquire Thallion, and Alboini was appointed to the Thallion Board. The sale of Thallion to BELLUS was completed on August 21, 2013.

Jaguar was also instrumental in creating value for companies such as Century II Holdings Inc., HudBay Minerals Inc., Virtek Vision International Inc., Kinbauri Gold Corp. and Thallion Pharmaceuticals Inc. that were already the subject of transactions designed to create value for shareholders, and in this environment Jaguar assisted in creating additional shareholder value.

The Company has a reputation for creative client solutions, a familiarity with small cap issuers and their needs, a network of relationships with issuer companies and management teams, and high net worth and institutional investors. The Company's professionals have well rounded experience that consists of financial, capital markets and legal experience.

Governance Agreement Between Added and Jaguar

Added and Jaguar entered into an agreement (the "Governance Agreement") dated October 12, 2007 to address potential or actual conflicts of interest between Jaguar and the Company in the course of Jaguar's merchant banking business. The Governance Agreement recognized that the Company may provide services from time to time to Jaguar in connection with Jaguar's merchant banking business. Any payments made to the Company require the approval of the Compensation and Governance Committee of Jaguar which consists solely of independent directors. This Committee must be satisfied that the proposed payments are reasonable for the services provided.

The Governance Agreement permits Jaguar to make an override payment to Added in an amount of up to 25% of any realized gain from any investment by Jaguar. The Compensation and Governance Committee has the authority to make any such override payments. During the year ended March 31, 2014, Added received override payments from Jaguar in the amount of $58,841.

Prior to the termination of its brokerage business, NSI acted as investment advisor to Jaguar in connection with its purchases and sales of securities on the facilities of the Toronto Stock Exchange and TSX Venture Exchange. NSI would receive commissions from Jaguar for the trading by Jaguar in securities. Jaguar, as a client of NSI, paid NSI commissions of $84,498 in fiscal 2013 on the purchase and sales of securities. Effective December 31, 2012, NSI no longer acted as an investment advisor to Jaguar.

Jaguar paid NSI $10,000 in fees for fiscal 2013 prior to the suspension of NSI as a Dealer Member of IIROC. In the year ended March 31, 2014, Jaguar paid Added $2,000 for proxy solicitation services. Jaguar may pay the Company work fees or performance fees on investment opportunities pursued by Jaguar.

Under Jaguar's Equity Incentive Plan, as a result of the substantial work undertaken by NSI on behalf of Jaguar in investment opportunities where NSI did not receive any compensation, the Jaguar independent directors approved the issuance of 5,300,000 shares to NSI in the following instalments: 2,000,000 on April 29, 2010, 2,000,000 on April 29, 2011, and 1,300,000 on April 29, 2012. No further Jaguar shares will be issued to the Company under the Equity Incentive Plan as the plan has been discontinued.

Jaguar Investments in 2008 and Relationship with NSI

The Company was selected by staff of the Ontario Securities Commission ("OSC") for a full review of its continuous disclosure record. The Company provided responses to OSC staff on questions raised and comments made. As a result of the review by OSC staff, the Company included in this MD&A those responses requested by OSC staff. One of the matters raised by OSC staff related to the IIROC Hearing Panel decision which is referred to under "Regulatory Matters" in this MD&A. OSC staff stated the following: "The disciplinary decision of IIROC indicates that at the expense of NSI (and its capital) Jaguar was able to use capital that it did not otherwise have available to it. Please explain in detail the impact of these transactions on NSI. Were the transactions considered loans, pledges, guarantees or other? Please explain." The Company wished to indicate the reason for the following disclosure of the Jaguar investments in 2008, namely a request by OSC staff which the Company fully supports for disclosure.

In September 2008, the full impact of the global financial crisis was realized with the failure to save Lehman Brothers. Share prices plummeted and there was a window of opportunity for Jaguar to invest in companies whose market capitalizations were less than their redundant cash resources or net asset values. Jaguar made various investments in substantially undervalued companies during the period from August 2008 to December 2008. Some of the investments were made solely by Jaguar and, for other investments where Jaguar required outside capital, Jaguar, through Alboini, solicited funds from accredited investors with whom Alboini had longstanding relationships.

For investments made by Jaguar in which capital was provided by accredited investors, Jaguar opened a separate investment account at NSI for administrative and reporting purposes. There were no investment transactions between Jaguar and NSI or between Jaguar and the Company. Three such investments with outside investors were Virtek Vision International, Tiomin Resources Inc., and HudBay Minerals Inc.

In the Virtek investment, Jaguar invested by borrowing funds from two accredited investors and other accredited investors invested in the equity of the investment. The lenders were entitled to an interest rate and a share of the investment gain. The equity investors were entitled to a share of the investment gain on a sale of the investment or a share of the net cash resources of Virtek if Jaguar acquired all of the outstanding shares of Virtek. As Virtek was already the subject of a take-over bid and therefore "in play", there was significantly less risk that this investment opportunity would be unprofitable. Ultimately, the investment in Virtek was profitable and the equity investors realized a 46% annualized investment return in accordance with the terms of their investor agreements.

After the investment in Virtek, Alboini determined that in future investments in which outside investors participated, the overriding priority was that investors would have no downside risk in the investments. Therefore, in the Tiomin investment, accredited investors made loans to Jaguar and were paid a nominal interest rate, and would receive a return of the principal amount of their loans and would share in any gain on the sale of the investment. If there was no gain on the investment, the lenders would receive a return of their principal and a nominal interest rate. There was no gain in the Tiomin investment and the lenders received a return of their principal and interest.

In the HudBay investment, the outside investors were lenders who realized a 117% annualized investment return.

In all of the Jaguar investments, there were no investments made by NSI or the Company. NSI acted as an investment advisor to Jaguar, Jaguar was a client of NSI and paid NSI brokerage commissions for the purchase of shares in Virtek, Tiomin and HudBay.

For the investments where accredited investors participated, Jaguar entered into an investor agreement with each outside investor which would disclose the risks to accredited investors and a summary of the investment opportunity was provided to each accredited investor based on a review of publicly disclosed information on SEDAR about the particular company. NSI was engaged by Jaguar to act as financial advisor on the investments in Virtek, Tiomin and HudBay. NSI followed normal investment banking practice to maintain confidentiality behind an ethical wall at NSI.

As an example of the risk disclosure, the Virtek Investor Agreement disclosed the following risks to investors:

- Jaguar cautioned investors that:

  (1) the opportunity was speculative and its success was dependent on a large number of factors, which in many cases were beyond the control of Jaguar;

  (2) as with all substantial reward opportunities there was also substantial risk – investors could lose some or all of the amounts committed to this opportunity;

  (3) investors should only invest that portion of their cash resources that they could afford to lose in its entirety;

  (4) investors should not borrow to invest in the opportunity; and

  (5) there was no assurance that Jaguar would be able to realize a gain for the Investors.

The Tiomin and HudBay Investor Agreements had substantially the same disclosure of risks to the investors. The investor agreements also disclosed conflicts of interest between Jaguar and NSI. In IIROC Notice 10-0028 IIROC requested comments on draft "Requirements and Best Practices for distribution of non-arm's length investment products." Added reviewed the draft Notice and noted that it was already following many of the recommendations. Added pointed out the following to IIROC:

"We believe that in keeping with the concerns raised in the IIROC Notice that we should provide more complete disclosure of the conflicts of interest among, NSI, Added and Jaguar despite the availability of such public disclosure on Sedar. Therefore while NSI believes that it has adequately managed any connected issuer conflicts, it is prepared to take additional steps to ensure that the relationships between NSI and Jaguar are also disclosed in any future Jaguar loan agreements for projects."

Each of the Jaguar investments were Jaguar investments or Jaguar sponsored investments, and were not investments by NSI or sponsored by NSI. NSI had no involvement in the financing of the investments and the investors in Virtek, Tiomin and HudBay were partnering with Jaguar, not NSI. NSI was not involved in soliciting funds from the Jaguar accredited investors, was not engaged by Jaguar to raise the funds and was not paid a commission for the funds that were raised by Jaguar. The investor agreements were executed between Jaguar and the various investors involved in the projects. NSI was not a party to the investor agreements.

For those investments by Jaguar where Jaguar turned to accredited investors to provide capital, at various times there was a timing difference between the dates Jaguar received funding commitments from its accredited investors and the date funds were required for regulatory margin purposes. This timing difference resulted on certain occasions in debits in some of the separate Jaguar accounts at NSI. However, at all times Jaguar through Alboini had received commitments for funds to be advanced by outside investors to meet the margin requirements. All the commitments made by the outside investors were carried out and the funds were advanced. If these commitments had not been carried out by a failure to provide the funds, then there would have been a risk of loss to NSI's capital or Penson's capital, but all the funds came in and there were no losses by NSI or Penson.

Therefore the capital Jaguar used to make investments was provided by the accredited investors. The capital Jaguar used was not provided by NSI or the Company. To the extent there were debits for investments in Virtek, Tiomin or HudBay, Penson as carrying broker for NSI provided the capital to cover the debits, and as noted above all of the debits were ultimately covered by the capital provided by outside investors.

The IIROC Hearing Panel decision in the IIROC Proceedings did not deal with the outside capital provided by accredited investors or the commitments made by accredited investors to provide Jaguar with capital to meet its obligations to provide all the necessary purchase funds for the investments made. The IIROC Hearing Panel decision also did not recognize that (i) the accredited investors made an investment return on each Jaguar investment, (ii) NSI generated commissions and fees from Jaguar and NSI did not incur any loss from the Jaguar investments because NSI was not an investor and all the funds came in from the commitments made to Jaguar by the accredited investors; and (iii) there was no loss realized by NSI, or the Company or by Penson as carrying broker. In fact everyone, including NSI, Penson, the accredited investors and Jaguar made money.

NSI was suspended as an IIROC Dealer Member on March 19, 2013 and is therefore no longer active. Jaguar can no longer engage NSI as its brokerage firm to buy and sell securities. Therefore there cannot be any ongoing potential or actual conflict of interest between NSI and Jaguar. Jaguar maintains an investment account at a large independent brokerage firm which did not acquire any former accounts from NSI, nor employ any former investment advisors at NSI and therefore the investment advisor at the independent firm is not a former investment advisor at NSI. The potential for conflicts of interest remains between the Company and Jaguar and is dealt with in part by the Governance Agreement and also by the decision-making process involving the independent directors of the Company and of Jaguar.

Business Environment

The Company's corporate client base consists of small cap mining, technology and special situation companies. In the past few years the capital markets have not been receptive to small cap mining companies that do not have producing or near producing assets. Commodity prices have weakened and mining company share prices have plummeted.

The downturn has, however, created selective positive acquisition opportunities for the Company and its clients. Weaker capital markets for small cap mining companies also create opportunities for the Company to act as a financial advisor to restructure the invested capital of such companies. Declining small cap share prices present opportunities for increasing shareholder involvement or shareholder catalysts. The Company is involved in acting as a financial advisor either for companies or for shareholders in dealing with catalytic investments.

Results of Operations

The Company reports consolidated net income of $1,129,069 (continuing operations – $348,069, discontinued operations – $781,000) for the year ended March 31, 2014, compared to a net loss of $6,049,332 (continuing operations – loss of $3,041,283, discontinued operations – loss of $3,008,049) in 2013. Included in its year end results was a loss of $140,752 representing the Company's share of the financial results of Jaguar, compared to a loss of $76,227 in 2013. The Company also recorded a gain on the sale of investment in Jaguar in the amount of $54,014 compared to an impairment loss of $107,870 in 2013. Net income also includes a gain on the settlement of debt in the amount of $954,156 (2013 – loss of $145,947). Included in income from discontinued operations is the reduction of provisional liabilities in the amount of $626,000.

Revenue

Total revenue for the year ended March 31, 2014 was $209,370, compared with $799,357 in 2013.

Corporate finance and advisory revenue for the year ended March 31, 2014 decreased to $225,473 from $1,186,818 in 2013, as the Company generated fewer corporate finance and advisory engagements compared to the prior year. The Company recorded a valuation loss on its broker warrants in the amount of $31,030 compared to a loss of $446,901 in 2013 as the non-cash, downward valuation of the portfolio was lower in the current year. The Company earned $38,315 (2013 - $nil) in merchant banking fees and recorded a trading loss of $34,226 (2013 – $nil). Other income for the year ended March 31, 2014 amounted to $10,838 (2013 - $59,440).

Revenue of the Company is dependent upon the strength of the commodities markets and the general condition of the financial markets. Fluctuations in the financial markets will have a significant adverse effect on the financial results of the Company.

Expenses

Total expenses for the year ended March 31, 2014 were $728,719 as compared to $3,510,596 in 2013. General and administrative expenses are the operating expenses of the Company which includes compensation and general overhead. The Company had general and administrative expenses of $665,052 as compared to $1,497,677 in 2013 as the Company significantly reduced the size of its operations after the transfer of its client accounts. Also contributing to the decrease was the significant legal costs in 2013 relating to the IIROC proceeding. Interest expense decreased to $63,667 from $200,532 in 2013 due to the reduction in short-term loans and the waiver of interest from 3 of the Company's lenders.

Depreciation and amortization expense was $nil during the year ended March 31, 2014, compared to $12,580 in fiscal 2013.

Regulatory Matters

As a result of an IIROC enforcement proceeding ("IIROC Proceeding") brought against NSI, Alboini, Fred Vance, its former Chief Compliance Officer and Doug Chornoboy, its former Chief Financial Officer, (collectively the "Applicants") regarding alleged improper trading, failures to correct alleged deficiencies and an incorrect recording of leasehold improvements, the IIROC Hearing Panel issued its decision without reasons on July 23, 2012, ruling against the Company and its senior executives on these matters. Two of the matters in the IIROC Proceeding were dropped by IIROC staff on the first day of the hearing. Subsequently the IIROC Hearing Panel issued its reasons for the decision and imposed a fine of $300,000 and costs of $150,000 against NSI. The IIROC Hearing Panel also imposed sanctions on Messrs. Alboini, Vance and Chornoboy. On application by NSI and the individual respondents, the OSC held a hearing and review of the IIROC Hearing Panel's decision in February 2013. The OSC stayed the IIROC Hearing Panel's sanctions and penalties until 30 days after the issuance of the OSC's decision and reasons for the hearing and review or until further order of the OSC.

On December 20, 2013 the Company reported the findings of the OSC decision. The IIROC Panel had in its decision imposed the following sanctions and costs on the Applicants: a fine of $300,000 and costs of $150,000 on NSI; a fine of $625,000, costs of $125,000, a disgorgement of commissions, a two-year suspension from registration and a permanent ban as ultimate designated person against Alboini; a fine of $25,000 and costs of $15,000 against Mr. Chornoboy; and a fine of $50,000 and costs of $50,000 against Mr. Vance.

The OSC decided that "the IIROC Panel should have provided reasons on the merits prior to the sanctions and costs hearing in order to permit the Applicants to effectively make submissions." The OSC decided that "the conduct of the sanctions and costs hearing was procedurally unfair to the Applicants," constituted an error in law and the OSC "set aside the IIROC Panel's sanctions and costs imposed on the Applicants."

The OSC decided that it would hold "a hearing de novo solely on the question of the appropriate sanctions and costs to be imposed on the Applicants." The OSC determined that subject to its discretion to exclude the evidence, "the Applicants may introduce new evidence concerning the following: "(a) financial commitments received by Alboini from third party investors; (b) background financial information regarding the cross guarantees between the Jaguar Main Account and Jaguar Project Accounts; (c) fees received by NSI through its dealings with the Jaguar Project Accounts; (d) the consequences and impact of the IIROC Decision on sanctions and costs on the Applicants."

The OSC also set aside the IIROC decision that Alboini and Mr. Vance "repeatedly failed to ensure that NSI corrected deficiencies found in three business conduct compliance reviews and one trading conduct review, thereby engaging in conduct unbecoming or detrimental to the public interest" (the deficiencies matter). The OSC decided that "the IIROC Panel made an error in law in concluding that it could overturn an IIROC Staff decision or interpretation only if the interpretation was "unreasonable, arbitrary, contrary to law or beyond its jurisdiction." The OSC stated that "no deference was owed by the IIROC Panel to the decisions and interpretations of IIROC Staff."

On the alleged deficiencies matter the OSC decided on the following: "We refer that matter back to IIROC for disposition.

IIROC shall be entitled to decide whether [this matter] shall be re-heard in a trial de novo before a different IIROC Panel. Given the nature of [this matter], the practical challenges in rehearing it and the level of sanctions imposed by the IIROC Panel in respect of it, we might have simply dismissed [this matter]. However, we have concluded, on balance, that IIROC should have the option to decide whether [this matter] should be re-heard if IIROC considers that to be important from a regulatory perspective. Any such decision to re-hear [this matter] shall be made by IIROC, and communicated to NSI, Alboini and Vance, on or before February 14, 2014, or by such other date as may be agreed to by those Applicants, failing which [this matter] shall be dismissed."

IIROC determined not to re-hear the alleged deficiencies matter and as a result the alleged deficiencies matter was dismissed by the OSC.

The OSC also decided that, with reference to the IIROC decision that Alboini engaged in a trading practice which improperly obtained access to credit for his client and in doing so risked the capital of both NSI and its carrying broker, "the IIROC Panel was entitled to conclude, as it did, that Alboini's conduct constituted conduct unbecoming or detrimental to the public interest contrary to IIROC Rule 29.1".

With reference to the IIROC decision that Alboini and Mr. Chornoboy filed or permitted to be filed inaccurate monthly financial reports which failed to account for leasehold improvement costs, thereby misstating NSI's risk adjusted capital, the OSC deferred to the IIROC panel's decision on this matter.

Liquidity, Capital Resources and Cash Flows

The Company had cash of $3,928 as at March 31, 2014 compared to $41,198 as at March 31, 2013.

The Company used $531,012 of cash in its operations for the year ended March 31, 2014, compared with using $3,280,353 in fiscal 2013.

The Company’s working capital deficiency at March 31, 2014 is $3,540,160. The Company also has certain loans that have matured and have not been repaid.

Overall because of the materially adverse events that have occurred in fiscal 2013 including the loss of NSI’s brokerage business and its suspension as an IIROC Dealer Member, the Company’s assets, revenue and ongoing expenses have all dropped considerably, and its liabilities have increased substantially to the point of testing the Company’s ability to continue as a going concern.

The Company is in the process of restructuring its debt and has obtained shareholder approval to provide lenders with an option of receiving cash or shares to restructure the loans owing to them. In July 2014, the Company consolidated its shares on the basis of one new common share for 10 old common shares. Despite the restructuring items that have taken place, the Company continues to have a need for further restructuring, profit from operations and or additional financing. There is no assurance that these items will take place or be available to the Company. All information related to common shares, share purchase warrants in these consolidated financial statements reflect the share consolidation as though it had taken place as of April 1, 2012. The share consolidation has been reflected in these consolidated financial statements and all applicable references to the number of shares and warrants and their exercise price and per share information has been restated. During the year ended March 31, 2014 the Company settled debt of approximately $1,047,000 by the payment of $208,800. The Company repaid in full a short-term loan in the amount of $20,000 plus accrued interest, and also reduced an original secured loan of $250,000 to $180,000 with repayments. The Company also obtained agreements during the period with unsecured lenders who are owed approximately $1.3 million to waive their historical and future interest on their loans

While the Company has prepared its consolidated financial statements on the basis of accounting principles applicable to a going concern, certain adverse conditions create some uncertainty relating to this assumption. While the Company had net income of $1,129,069 in the year ended March 31, 2014, a large portion of the net income is due to debt write-downs and a provisional adjustment rather than the realization of substantial revenue. In addition, the Company continues to have substantial debt. The Company's continued operation is dependent upon its ability to maintain profitable operations and continue a positive financial restructuring of its debt.

A portion of the cash of the Company is maintained by NSI, the Company’s wholly owned subsidiary. The Company must receive consent from IIROC prior to the repatriation of any cash.

Outlined below are the contractual obligations as of March 31, 214 including payments due for each of the next five years and thereafter:

Payments Due by Period

Contractual Obligations	Total	Less than 3 months	3 months to less than 6 months	6 months to 1 year	1 to 3 years	4 to 5 years	After 5 years
Short-term loans	$1,787,171	$1,787,171	-	-	-	-	-
Operating Leases	$ 15,500	$ 9,300	$ 6,200	-	-	-	-
Total	$1,802,671	$1,796,471	$ 6,200	-	-	-	-

Annual Financial Information

	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2012
Total revenues	$209,370	$799,357	$6,853,889
Net income (loss)	$1,129,069	($6,049,332)	($4,209,895)
Earnings (loss) per share	$0.26	($1.53)	($1.40)
Total assets	$ 52,592	$508,967	$3,668,648
Long term liabilities	$ -	$ -	$ 354,634

There has been a substantial reduction in the assets of the Company from fiscal 2012 ($3,668,648) to fiscal 2014 ($52,592). The asset reduction is directly attributable to various factors including (i) the negative capital market environment especially for small cap mining companies for whom NSI acted as an agent or underwriter to raise capital; (ii) the drop in market value and carrying value of the Jaguar shares; (iii) the termination of Penson's carrying brokerage contract in September 2012 and the termination of NSI's brokerage business on December 31, 2012 resulting in a reduced volume of business for NSI in fiscal 2013; and (iv) a reduction in capital assets of $800,000 due to the loss of NSI's brokerage business and the resulting closing of its office locations.

The negative capital markets environment and the reduced volume of NSI's business also contributed to the substantial reduction in revenue for the Company from fiscal 2012 ($6,853,889) to fiscal 2014 ($209,370).

Quarterly Financial Information [(1)]

For the quarters ended	Mar 31/14	Dec 31/13	Sep 30/13	Jun 30/13
Total revenue	$ (36,634)	$ 88,322	$ 126,879	$ 30,803
Net income (loss) from discontinued operations	176,000	-	-	605,000
Net income (loss) from continued operations	(132,490)	367,031	726,644	(613,116)
Net income (loss)	7,510	367,031	762,644	(8,116)
Net income (loss) per share	$ 0.00	$ 0.08	$ 0.17	$ (0.00)

For the quarters ended	Mar 31/13	Dec 31/12	Sep 30/12	Jun 30/12
Total revenue	$ (29,785)	$ 180,937	$ 583,496	$ 64,709
Net (loss) from discontinued operations	(564,942)	(793,476)	(875,928)	(773,703)
Net (loss) from continuing operations	(2,112,766)	(47,930)	(227,526)	(653,061)
Net income (loss)	(2,677,708)	(841,406)	(1,103,454)	(1,426,764)
Net income (loss) per share	$ (0.61)	$ (0.20)	$ (0.28)	$ (0.44)

1. Prior quarter numbers have been adjusted to reflect audit adjustments

Results of Operations for the Three Months Ended March 31, 2014

The net income for the quarter ended March 31, 2014 was $7,510 (2013 – loss of $2,677,708).

Revenue

Total revenue for the quarter ended March 31, 2014, was negative $36,634, compared with negative revenue of $29,785 in the same period of fiscal 2013. The negative revenue for the quarter was primarily due to a valuation adjustment of the Company's broker warrants.

Revenue of the Company is dependent upon the strength of the commodities markets and the general condition of the financial markets. Fluctuations in the financial markets will have a significant adverse effect on the financial results of the Company.

Expenses

Total expenses for the quarter ended March 31, 2014 were $131,856 which include $16,524 in interest expense and $115,332 in general and administrative expenses. Interest expense relates to accrued interest on a $180,000 secured loan outstanding as well as the Company's credit facility with its financial institution. The Company expects to have reduced general and administrative expenses in future periods.

Management of Capital

The Company requires capital to fund existing and future operations and meet regulatory capital requirements. The Company's policy is to maintain adequate levels of capital at all times.

The Company's capital structure includes the following:

	March 31, 2014	March 31, 2013
Short-term loans payable	$ 1,787,171	$ 2,183,640
Shareholders' deficiency comprised of:		
Share capital	3,710,033	3,675,678
Warrants	158,829	158,829
Contributed surplus	1,762,227	1,764,589
Deficit	(9,130,158)	(10,259,227)
	($ 1,711,898)	($ 2,476,491)

The Company's objectives when managing capital are to (i) provide financial capacity and flexibility in order to preserve its ability to meet its strategic objectives and financial obligations and continue as a going concern; (ii) maintain a capital structure which allows the Company to respond to changes in economic and marketplace conditions and affords the Company the ability to participate in new investments; (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders equal with the level of risk; and (iv) maintain a flexible capital structure which optimizes the cost of capital at acceptable levels of risk.

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. The Company maintains or adjusts its capital level to enable it to meet its objectives by: (i) realizing proceeds from the disposition of its investments; (ii) utilizing leverage in the form of margin loans on its investments; (iii) raising capital through loans from third party investors who seek to participate in investment opportunities; and (iv) raising capital through the issuance of securities.

The Company's subsidiary, NSI, was required to maintain a certain level of regulatory capital under the IIROC rules. IIROC Dealer Member Rule 17.1 sets a minimum capital requirement for each firm based on its size and business model to ensure that the investment dealer not only has capital available to cover known risks but also excess capital to cover unforeseen risks. IIROC's minimum capital requirements are aimed at ensuring that investment dealers do not assume excessive leverage or engage in business practices which expose them to too much risk. This capital was provided by the Company and is eliminated upon consolidation as a loan between the parent and subsidiary. As at March 31, 2014, the amount of this loan was $8,600,000 (2013 - $8,600,000).

To date, the Company has not declared any cash dividends to its shareholders as part of its capital management program. The Company's management is responsible for the management of capital and monitors the Company's use of various forms of leverage on a daily basis.

Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements at March 31, 2014.

Critical Accounting Estimates

Significant judgments, estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the year.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Valuation of financial instruments

The financial instruments of the Company are measured at fair value or amortized cost. Fair value is determined on the basis of market prices from independent sources, if available. If there is no available market price, fair value is determined using the Black-Scholes model. The inputs to the Black-Scholes model are derived from observable market data where possible, but where observable data is not available, judgment is required to establish fair value. There is inherent uncertainty and imprecision in estimating the factors that can affect fair value when observable data is not available.

Income tax

Accruals for tax liabilities require management to make estimates and judgments with respect to the ultimate outcome of tax filings and assessments. Actual results could vary from these estimates. Deferred tax assets are recognized to the extent that the Company believes it is probable that the assets can be recovered. Deferred tax assets and liabilities are recorded using substantively enacted future tax rates. Accordingly, the actual income tax liabilities and deferred tax assets may differ significantly from that estimated and recorded.

Impairment

The carrying value of investment in associated company, and property and equipment is reviewed each reporting period to determine whether there is an indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and an impairment loss is recognized in net income. The assessment of recoverable amount requires the use of estimates and assumptions for discount rates, future capital requirements and operating performance. Changes in any of the assumptions or estimates used in determining the fair value of the assets could impact the impairment analysis.

Provisions and contingencies

Provisions are recorded by the Company when it has determined that it has a present obligation, whether legal or constructive, and that it is probable that an outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are recorded based on management's best estimates of timing, and quantum of future outflows. See note 13 of the accompanying financial statements.

Going concern

For further information regarding going concern refer to note 1 of the accompanying financial statements.

Significant influence in associated company

For further information regarding the Company's significant influence in an associated company see note 5 of the accompanying financial statements.

Financial Instruments

Financial instruments – recognition and measurement

All financial instruments are classified into one of five categories: fair value through profit and loss, held to maturity, loans and receivables, available-for-sale financial assets and other financial liabilities. Financial instruments are measured on initial recognition at fair value, and, in the case of financial instruments other than those classified as ''fair value through profit and loss'', directly attributable transaction costs.

Subsequent measurement and changes in fair value will depend on their initial classification, as follows:

- Fair value through profit and loss financial instruments are measured at fair value with changes in fair value recognized through profit or loss;
- Available-for-sale financial assets are measured at fair value with changes in fair value recorded in other comprehensive income until the financial asset is derecognized or impaired at which time the amounts would be recorded in profit or loss; or
- Loans and receivables, held to maturity investments, and other financial liabilities are measured at amortized cost using the effective interest rate method.

The Company has classified its financial instruments as follows:

Cash and cash equivalents and accounts receivable are classified as loans and receivables. Securities owned and deposits with carrying brokers are classified as fair value through profit and loss. Short-term loans payable, and accounts payable and accrued liabilities and settlement liability are classified as other financial liabilities.

The following is a description and analysis of the risks associated with financial instruments that may affect the Company:

Fair value of financial assets and financial liabilities
Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from its financial instruments. The fair values of the Company's financial assets and financial liabilities approximate their carrying amounts due to their imminent or short-term maturity.

Market risk
Market risk is the risk that a change in market prices, interest rate levels, indices, liquidity and other market factors will result in losses. The Company is exposed to market risk as a result of its principal trading in equity securities and fixed income securities. Securities held for trading are valued at market and as such, changes in market value affect earnings (losses) as they occur. The Company mitigates its market risk exposure through controls to limit concentration levels. As at March 31, 2014, based on a 1% change in the fair value of the Company's securities, the estimated sensitivity of the Company's net loss was ($60) (2013 – ($400)), based on a decrease and $60 (2013 – $400), based on an increase.

Interest rate risk
Interest rate risk arises from the possibility that changes in interest rates will affect the value of financial instruments and fixed income securities held by the Company. The Company holds minimal fixed income securities and does not hedge its exposure to interest rates since the risk is very low. The Company also has issued borrowings that are interest bearing. As at March 31, 2014, based on a 1% change in interest rates, the estimated sensitivity of the Company's net loss was ($4,800) (2013 – ($20,300), based on an increase and $4,800 (2013 - $20,300) based on a decrease.

Foreign exchange risk
Foreign exchange risk is the risk that the market value of financial instruments and the associated revenues will fluctuate due to changes in exchange rates. The Company does not use derivatives to modify the foreign exchange risk. The Company holds minimal financial instruments in foreign currencies.

Liquidity risk
Liquidity risk is the risk that results from the Company's potential inability to meet its financial obligations as they come due. The Company generates cash flow primarily from its commission and fee based businesses as well as its investments.
The Company manages liquidity risk by reviewing the amount of cash available, on a daily basis, to ensure that it can meet its current obligations. There is no guarantee that the Company will be able to continue to meets its current obligations.

Share Capital Information
Outlined below is selected current share capital information related to the Company as at July 29, 2014:

Description	**Number**
Common shares issued and outstanding	4,432,014
Common share purchase warrants issued and outstanding	nil
Common share purchase options issued and outstanding	nil

In connection with listing the Company's common shares on the TSX Venture Exchange, the Company terminated its Equity Incentive Plan ("EIP"). There are no current outstanding awards under the Plan and no new awards may be granted under the Plan.

On September 25, 2006, the shareholders of the Company approved the establishment of an employee share purchase plan ("ESPP"). The ESPP allows qualifying employees to purchase common shares of the Company equal to 8% of their annual compensation to a maximum amount of $8,000 per year, unless the Board of Directors waives the individual maximum. The Company matches the number of shares purchased at no additional cost to the employee over a three-year vesting period or such other period determined by the Board of Directors.

In February 2014, directors and officers invested $10,474 under the ESPP. The Company intends to satisfy its ESPP obligation including matching shares by acquiring shares in the market on behalf of such directors and officers.

Subsequent Events

On May 22, 2014 the Company announced that the Toronto Dominion Bank ("TD Bank") had demanded payment of the Company's approximately $300,000 loan by June 20, 2014. Added currently does not have the funds to repay the TD Bank. The Company expects to deal with this matter in due course.

On July 2, 2014, the Company announced that it has changed its name to Added Capital Inc. and was planning to consolidate the Company's common shares on the basis of one post-consolidated common share for each ten pre-consolidated common shares. The share consolidation became effective on July 23, 2014. The common shares of the Company commenced trading on the TSX Venture Exchange under the symbol "AAD" and the common shares of Northern Financial Corporation were delisted. The effects of the share consolidation have been reflected in throughout this MD&A.

Related Party Transactions

The Company had related party transactions with directors or officers of the Company, or companies with which they were associated, as follows:

a) The Company repaid amounts owing to Jaguar of $541,181 through a payment to Jaguar of $108,236. See note 7 of the accompanying financial statements.

b) NSI acted as investment advisor and financial advisor with respect to Jaguar receiving commissions and fees in the amount of $nil for the year ended March 31, 2014 (2013 - $94,489). NSI also received 1,300,000 common shares under Jaguar's equity compensation plan in the year ended March 31, 2013, which were recorded at fair value of $65,000. The Company earned $4,000 in other fees from Jaguar for the period ended March 31, 2014 (2013 - $nil) and paid Jaguar $3,250 in other fees (2013 - $nil).

c) During the year ended March 31, 2014 Alboini and Stature provided net loan advances to the Company of $234,713 (2013 - $372,459), resulting in a balance of $607,171 owing to them as at March 31, 2014 (2013 - $372,459). During the year ended March 31, 2014 Alboini and Stature waived all historical and future interest on their total loans to the Company. The amount is due on demand.

d) As at March 31, 2014 the Company had $500,000 (2013 - $500,000) in loans payable to a former director of the Company and a promissory note in the amount of $nil (2013 - $20,000) payable to a former officer of NSI.

e) Under the governance terms and conditions of transactions with Jaguar, the Company may receive, at the discretion of Jaguar, certain override payments of up to 25% on any realized gains from any investment made by Jaguar, such decisions to be approved by the Compensation Committee of the Board of Directors of Jaguar consisting of independent directors of Jaguar. The Company received fees in the amount of $58,841 pertaining to certain investments by Jaguar.

f) During 2013, NSI paid Stature $Nil (2013 - $73,450) for services rendered by Alboini in the generation of revenue for NSI and the services provided in the execution of such engagements.

Compensation to key management personnel

Compensation paid to persons and corporation in charge of the planning, direction and control of the Company, including executive and non-executive directors, is as follows:

	2014	2013
Compensation	$56,433	$290,181

Commitments, Provisions and Contingencies

The future minimum annual payments for each fiscal year on office premises under existing operating leases approximate the following:

Less than 1 year	$ 15,500
1 to 2 years	-
2 to 3 years	-
3 to 4 years	-
4 to 5 years	-
	$15,500

NSI indemnified Penson for all obligations to pay for securities purchased and to deliver securities sold by clients. In the event of default by any of its clients on payments due on delivery of securities to Penson, NSI had agreed to pay Penson an amount up to its "excess risk adjusted capital". Penson ceased active operations on December 31, 2012.

The Company had previously recorded a provision of $450,000 as a result of a decision of an IIROC Hearing Panel on November 10, 2012 on an IIROC enforcement proceeding regarding failures to correct alleged deficiencies and an incorrect recording of leasehold improvements. The Hearing Panel imposed a fine of $300,000 on NSI and costs of $150,000. The Hearing Panel also imposed sanctions on Alboini, Fred Vance, the former Chief Compliance Officer and Doug Chornoboy, the former Chief Financial Officer ("individual respondents"). On application by NSI and the individual respondents, the Ontario Securities Commission ("OSC") held a hearing and review of the Hearing Panel's decision in February 2013. The OSC stayed the Hearing Panel's sanctions and penalties pending the OSC decision and reasons on the appeal. On December 20, 2013 the Company announced that the OSC decided that "the IIROC Panel should have provided reasons on the merits prior to the sanctions and costs hearing in order to permit the Applicants to effectively make submissions." The OSC decided that "the conduct of the sanctions and costs hearing was procedurally unfair to the Applicants," constituted an error in law and the OSC "set aside the IIROC Panel's sanctions and costs imposed on the Applicants." The OSC decided that it will hold "a hearing de novo solely on the question of the appropriate sanctions and costs to be imposed on the Applicants." As a result of this decision the provision was reversed during the year ended March 31, 2014. The OSC sanctions hearing was held in June, 2014 and the decision is pending.

The Company recorded a provision as at March 31, 2014 of $nil (2013 - $176,000) relating to a civil action against IPO Capital Inc., a former Dealer Member at IIROC which was acquired by Added in 2003. The Company acquired IPO Capital in March 2003. IPO Capital has no net assets and the Company is not a party to the civil action by the plaintiff. In May of 2011 the plaintiff commenced a new action against the Company, NSI and Alboini. None of the Company, NSI and Alboini was involved in the dispute between IPO Capital and the plaintiff as the dispute occurred prior to the acquisition of IPO Capital by the Company and the Company did not assume any liability for the dispute as part of the acquisition of IPO Capital in 2003. The Company reduced the provision to $nil as the outcome of the new action cannot be determined at this time.

The Company recorded a provision as at March 31, 2014 of $171,726 (2013 - $164,640) relating to a penalty assessed by the Financial Transactions and Reports Analysis Centre of Canada ("FINTRAC"). The penalty relates to the findings of non-compliance during a Compliance Examination that took place on November 2, 2012. The Company has submitted an appeal of the penalty, which FINTRAC has stated was made after the period in which an appeal is permitted. The Company maintains it has properly appealed FINTRAC's decision.

The Company had previously entered into a settlement agreement for certain services. During the year ended March 31, 2014 the Company failed to make scheduled payments. As at March 31, 2014 a total of $276,078 has been included in accounts payables and accrued liabilities. Pursuant to the settlement agreement unbilled services may become due on a failure to make scheduled payments. The service provider has noted that these amounts may total an additional $257,438. The Company plans to renegotiate the settlement agreement and has not provided for these additional amounts.

The Company is party to legal proceedings and other claims in the ordinary course of its operations. Litigation and other claims are subject to many uncertainties and the outcome of individual matters is not predictable. Where management can estimate that there is a loss probable, a provision has been recorded in its financial statements, where proceedings are at a premature stage or the ultimate outcome is not determinable, then no provision is recorded. It is possible that the final resolution of these matters may require the Company to make expenditures over an extended period of time and in a range of amounts that cannot be reasonably estimated and may differ significantly from any amounts recorded in these consolidated financial statements. Should the Company be unsuccessful in its defense or settlement of one or more of these legal actions, there could be a materially adverse effect on the Company's financial position, future expectations, and cash flows.

Future Accounting Policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2014 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IAS 32 – Financial Instruments: Presentation ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014. Earlier adoption is permitted.

IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39") was amended by the IASB in June 2013 to clarify that novation of a hedging derivative to a clearing counterparty as a consequence of laws or regulations or the introduction of laws or regulations does not terminate hedge accounting. The amendments to IAS 39 are effective for annual periods beginning on or after January 1, 2014. Earlier adoption is permitted.

Change in Accounting Policies

The Company has adopted the following new standards, along with any consequential amendments, effective April 1, 2013. These changes were made in accordance with the applicable transitional provisions.

IFRS 7 — Financial Instruments: Disclosures ("IFRS 7") was amended by the IASB in December 2011 to amend the disclosure requirements in IFRS 7 to require information about all recognised financial instruments that are offset in accordance with paragraph 42 of IAS 32 Financial Instruments: Presentation. The amendments also require disclosure of information about recognised financial instruments subject to enforceable master netting arrangements and similar agreements even if they are not set off under IAS 32. The adoption of this standard did not result in any changes to the Company's disclosure of its financial instruments.

IFRS 10 – Consolidated Financial Statements ("IFRS 10") was issued by the IASB in May 2011 and will replace IAS 27 Consolidated and Separate Financial Statements and SIC 12 Consolidation – Special Purpose Entities. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure, or rights, to variable returns from involvement with the investee; and the ability to use power over the investee to affect returns. The adoption of this standard did not result in any changes in the consolidation status of the Company's subsidiaries.

IFRS 11 – Joint Arrangements ("IFRS 11") was issued by the IASB in May 2011 and will replace IAS 31 Interest in Joint Ventures and SIC 13 Jointly Controlled Entities – Non-Monetary Contributions by Venturers. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: joint operations and joint ventures. A joint operation exists when the parties have rights to the assets and obligations for the liabilities of a joint arrangement. A joint venture exists when the parties have rights to the net assets of a joint arrangement. Assets, liabilities, revenues and expenses in a joint operation are accounted for in accordance with the arrangement. Joint ventures are accounted for using the equity method. The adoption of this standard did not result in any changes to the Company's investments in joint ventures.

IFRS 12 – Disclosure of Interests in Other Entities ("IFRS 12") was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles and off balance sheet vehicles. The adoption of this standard did not result in any changes to the Company's disclosure requirements for interests in other entities.

IFRS 13 – Fair Value Measurement (“IFRS 13”) was issued by the IASB in May 2011. IFRS 13 is a new standard which provides a precise definition of fair value and a single source of fair value measurement considerations for use across IFRS. IFRS 13 clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. It also establishes disclosures about fair value measurement. The adoption of this standard did not result in any significant changes to the Company’s disclosures of its financial instruments.

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended by the IASB in June 2011. As a result of the amendment, items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The adoption of this standard has not resulted in any disclosure requirements as the Company’s net loss is equal to the Company’s comprehensive loss.
IAS 27 - Separate Financial Statements (“IAS 27”) was amended during 2011 and replaces IAS 27 Consolidated and Separate Financial Statements. IAS 27 has been reissued to reflect the change of including the consolidation guidance in IFRS 10. In addition, IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when the Company prepares separate financial statements. The adoption of this standard did not result in any changes to the Company’s financial statements.

IAS 28 - Investments in Associates and Joint Ventures (“IAS 28”) was issued by the IASB in May 2011 and supersedes IAS 28 Investments in Associates and prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 defines significant influence as the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. IAS 28 also provides guidance on how the equity method of accounting is to be applied and also prescribes how investments in associates and joint ventures should be tested for impairment. The adoption of this standard did not result in any changes to the Company’s investments in joint ventures.

Forward-Looking Statements

This MD&A contains “forward-looking statements” that reflect Added’s current expectations and projections about its future results. When used in this MD&A, forward looking statements can be identified by the use of words such as “estimate”, “consider”, “expect”, “anticipate”, “objective” and similar expressions or variations of such words. Forward looking statements are, by their very nature, not guarantees of the Company’s future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause Added’s actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward looking statements. No representation or warranty is intended with respect to anticipated future results, that estimates and projections will be sustained or that any project will otherwise prove to be economic.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.

Additional Information

Additional information on the Company has been filed electronically through the System for Document Analysis and retrieval (“SEDAR”) and is available online at www.sedar.com.