QUIZAM MEDIA CORPORATION

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED

NOVEMBER 30, 2015 AND 2014

(Unaudited)

The accompanying unaudited condensed interim financial statements have been prepared by Management of Quizam Media Corporation and have not been reviewed by the Company's auditors

QUIZAM MEDIA CORPORATION

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

	As at November 30, 2015 $	As at May 31, 2015 $
ASSETS		
Current		
Cash and cash equivalents	–	–
Accounts receivable	32,865	12,287
Amounts receivable (Note 5)	61,515	–
Prepaid expenses and deposits	13,849	31,912
Sales taxes recoverable	9,071	19,580
	117,300	63,779
Property and equipment (Note 3)	41,686	47,559
Investment in film production (Note 4)	85,000	55,000
Investment in Aviron Group LLC (Note 5)	354,832	–
Amounts receivable (Note 5)	171,481	–
Promissory note receivable (Note 5)	665,511	–
	1,435,810	166,338
LIABILITIES		
Current		
Cheques written in excess of funds on deposit	6,269	11,367
Accounts payable and accrued liabilities	167,642	126,022
Deferred revenue	24,809	24,809
Due to a related parties (Note 12)	74,146	177,904
Promissory notes payable (Note 5)	142,017	131,817
	414,883	471,919
EQUITY (DEFICIENCY)		
Share capital (Note 7)	14,445,156	13,600,229
Contributed surplus	2,175,015	980,446
Share subscriptions received	–	23,806
Deficit	(15,599,244)	(14,910,062)
	1,020,927	(305,581)
	1,435,810	166,338

Nature and continuance of operations (Note 1)
Commitment (Note 16)
Subsequent events (Note 17)

APPROVED ON BEHALF OF THE BOARD ON JANUARY 29, 2016:

/s/ "Russ Rossi"	/s/ "Jim Rosevear"
Russ Rossi, Director	Jim Rosevear, Director

The Accompanying Notes are an Integral Part of the Condensed Interim Consolidated Financial Statements

QUIZAM MEDIA CORPORATION

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

	Three Months Ending November 30 2015	Three Months Ending November 30 2014	Six Months Ending November 30 2015	Six Months Ending November 30 2014
	$	$	$	$
REVENUES				
Training services and software sales	121,050	156,431	236,338	303,959
	121,050	156,431	236,338	303,959
EXPENSES				
Accounting and legal	126,875	70,170	164,890	85,470
Advertising and promotion	–	(5,151)	–	240
Automobile	2,181	8,002	11,859	11,465
Bank charges and interest	10,837	(321)	11,798	2,110
Depreciation	3,777	4,646	7,554	13,213
Investor and finance development	58,890	28,625	77,672	37,175
Management fees	36,000	28,170	72,000	64,170
Office and miscellaneous	17,319	119,012	32,957	116,500
On-Track TV development costs (Note 11)	71,005	92,071	131,500	95,916
Regulatory fees	4,202	13,526	7,979	13,526
Rent	37,515	35,750	77,030	83,928
Software development costs (Note 11)	4,846	8,944	19,370	23,944
Share-based compensation (Note 8)	30,375	27,876	44,303	27,876
Subcontractors	16,876	6,924	23,509	22,694
Telephone and internet	2,395	39,112	7,650	41,452
Travel and business development	108,760	54,778	126,570	62,005
Wages and benefits	56,958	24,245	113,703	66,572
	557,311	556,379	930,344	768,256
LOSS BEFORE OTHER ITEMS	(436,261)	(399,948)	(694,006)	(464,297)
OTHER ITEMS				
Accretion of promissory note receivable (Note 5)	3,966	–	3,966	–
Interest income	429	265	858	265
NET LOSS AND COMPREHENSIVE LOSS	(431,866)	(399,683)	(689,182)	(464,032)
LOSS PER SHARE BASIC AND DILUTED	(0.01)	(0.02)	(0.01)	(0.02)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	53,407,897	24,422,310	49,960,934	24,842,902

The Accompanying Notes are an Integral Part of the Condensed Interim Consolidated Financial Statements

QUIZAM MEDIA CORPORATION

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

QUIZAM MEDIA CORPORATION

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

	Six Months Ending November 30, 2015 $	Six Months Ending November 30, 2014 $
OPERATING ACTIVITIES		
Net loss	(689,182)	(464,032)
Items not affecting cash:		
Accretion of promissory note receivable	(3,966)	–
Depreciation	7,554	13,213
Foreign currency translation	893	–
Share-based compensation	44,303	27,876
	(640,398)	(422,943)
Changes in non-cash working capital items:		
Accounts receivable	(20,578)	(643)
Prepaid expenses and deposits	18,063	7,720
Taxes recoverable	10,509	247
Accounts payable and accrued liabilities	41,620	160,831
Due to related parties	(93,558)	–
CASH USED IN OPERATING ACTIVITIES	(684,342)	(254,788)
FINANCING ACTIVITIES		
Advance to related parties	–	(32,823)
Issuance of common shares, net	721,121	325,576
CASH PROVIDED BY FINANCING ACTIVITIES	721,121	292,753
INVESTING ACTIVITIES		
Acquisition of equipment	(1,681)	(34,530)
Investment in film production	(30,000)	–
CASH PROVIDED USED IN INVESTING ACTIVITIES	(31,681)	(34,530)
INCREASE IN CASH AND CASH EQUIVALENTS	5,098	3,435
CASH AND CASH EQUIVALENTS – BEGINNING OF THE PERIOD	(11,367)	(11,181)
CASH AND CASH EQUIVALENTS – END OF THE PERIOD	(6,269)	(7,746)
SUPPLEMENTAL INFORMATION		
Interest paid	–	–
Income tax paid	–	–
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Common shares issued to acquire investment in Aviron Group LLC	100,000	–
Warrants issued to acquire investment in Aviron Group LLC	1,150,266	–

QUIZAM MEDIA CORPORATION

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)

FOR THE SIX MONTHS ENDED NOVEMBER 30, 2015 AND 2014

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

	Number of Common Shares	Amount $	Contributed Surplus $	Share Subscriptions Received $	Deficit $	Total $
As at May 31, 2014	23,280,662	12,754,706	962,235	–	(13,921,963)	(205,022)
Common shares issued for cash	8,233,333	327,000	–	–	–	327,000
Issued as finder's fees	256,666	7,700	–	–	–	7,700
Share issuance costs	–	(9,124)	–	–	–	(9,124)
Share-based compensation	–	–	27,876	–	–	27,876
Net loss for the period	–	–	–	–	(464,032)	(464,032)
As at November 30, 2014	31,770,661	13,080,282	990,111	–	(14,385,995)	(315,602)
As at May 31, 2015	43,152,446	13,600,229	980,446	23,806	(14,910,062)	(305,581)
Common shares issued for cash	7,000,000	270,000	–	(23,806)	–	246,194
Issued as finder's fees	170,667	7,200	–	–	–	7,200
Share issuance costs	–	(12,217)	–	–	–	(12,217)
Warrants exercised	3,699,436	369,944	–	–	–	369,944
Stock option's exercised	1,000,000	110,000	–	–	–	110,000
Common shares issued to acquire investment in Aviron Group LLC	1,000,000	100,000	–	–	–	100,000
Warrants issued to acquire investment in Aviron Group LLC	–	–	1,150,266	–	–	1,150,266
Share-based compensation	–	–	44,303	–	–	44,303
Net loss for the period	–	–	–	–	(689,182)	(689,182)
As at November 30, 2015	56,022,549	14,445,156	2,175,015	–	(15,599,244)	1,020,927

1. CORPORATE INFORMATION, NATURE AND CONTINUANCE OF OPERATIONS

Quizam Media Corporation (the "Company") was incorporated on September 15, 2000 under the provisions of the Company Act of British Columbia and is listed on the TSX Venture Exchange ("TSX-V"). The Company's principal business activity consists of providing computer training and consulting services and marketing of a computer based educational program. The address of the Company's corporate office and its principal place of business is 4th Floor, 885 West Georgia Street, Vancouver, BC, V6C 3E8.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern. This assumes the Company will operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has a history of significant losses, sizeable accumulated deficits and working capital deficits. These factors form a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on completing equity financings, obtaining support from related parties or generating consistent profitable operations in the future.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Statements*.

b) Basis of measurement and presentation

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities at the date of the financial statements and revenues and expenses for the period reported. Significant areas requiring the use of management estimates relate to estimation of an allowance for doubtful accounts, the measurement of share-based compensation, expected lives of long-lived assets, and the recognition of deferred income tax assets. Actual results could differ from those estimates. Significant judgements are applied by management to determine whether sales have met the Company's revenue recognition criteria, whether investments in film production are recoverable, and to assess the probability of realizing deferring income tax assets based on the likelihood of generating taxable income in the future. Different judgement could yield different results. These consolidated financial statements are prepared on the historical cost basis except for certain financial instruments, which are measured at fair value as explained in the accounting policies set out in Note 2 (p). All amounts are expressed in Canadian dollars unless otherwise stated.

c) Basis of consolidation

The consolidated financial statements include the accounts of the Company, On-Track Computer Training Ltd. ("On-Track") and Quizam Entertainment LLC. On-Track was incorporated in Canada and is 100% owned by the Company. Quizam Entertainment LLC was incorporated in Delaware and is 100% owned by the Company. Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

d) Foreign currency translation

Foreign currency denominated assets and liabilities of operations are translated into Canadian dollars at exchange rates prevailing at the consolidated statement of financial position date for monetary items and at exchange rates prevailing at the transaction date for non-monetary items. Revenues and expenses are converted at the average exchange rate for the reporting period. Gains or losses on translation are included in operations. The Company's functional and presentation currency is the Canadian dollar.

e) Cash and cash equivalents

The Company considers deposits with banks or highly liquid short-term interest bearing securities that are readily convertible to known amounts of cash and those that have maturities of three months or less when acquired to be cash equivalents.

f) Property and equipment

Equipment is recorded at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives as follows:

Computer hardware	3 years
Furniture and fixtures	5 years
Library	5 years

Leasehold improvements are depreciated using the straight-line method over the estimated term of the related lease.

g) Investment in film productions

Investment in film productions represents the unamortized cost of film projects which are in development and in progress. Such costs are capitalized and upon commencement of production are reclassified to production costs in the consolidated statement of financial position. Projects in development are written off at the earlier of the date they are determined not to be recoverable or when abandoned, or three years from the date of initial investment.

Costs of producing film programs are capitalized and amortized using the individual film forecast method, whereby capitalized costs are amortized, and ultimate participation costs are accrued, in the proportion that current revenue bears to management's estimate of ultimate revenue expected to be recognized from the exploitation, exhibition or licensing of the film. For film programs produced by the Company, capitalized costs include all direct production, an allocation of directly attributable overhead and financing costs incurred during production that are expected to benefit future periods. Financing costs are capitalized to the costs of a film or television program until the film or television program is complete.

h) Long-lived assets and impairment

The Company evaluates, on an ongoing basis, the carrying value of property and equipment, for indications of impairment at each statement of financial position date or if an indication of impairment occurs.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the period.

Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

i) Loans receivable and notes payable

Loans receivable and notes payable are carried at amortised cost using the effective interest method. Finance charges are deferred and recognized over the life of the loan.

j) Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred share issuance costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred.

Share issue costs are charged to share capital when the related shares are issued. Deferred share issuance costs related to financing transactions that are not completed are charged to expenses.

k) Income taxes

The Company provides for income taxes using the liability method of tax allocation. Under this method deferred income tax assets and liabilities are determined based on temporary differences between the accounting and tax bases of existing assets and liabilities, and are measured using enacted or substantially enacted tax rates expected to apply when these differences reverse. Deferred tax assets are recognized only to the extent that it is probable that future taxable income will be available against which deductions and tax losses can be utilized.

l) Revenue recognition

i. Training revenue

Training revenues are recorded when a customer attends a course, this is the date at which the stage of completion and costs of the transaction can be reliably measured, the amount of revenue can be measured reliably and it is probable that the economic benefits of the transaction will flow to the Company.

ii. On-Track TV revenue

On-Track TV revenues are those whereby customers sign up and pay for access to a video library. The revenues are recorded when access to the On-Track TV website has been granted and collection is probable.

iii. Software revenue

The Company records revenue from the sale of software when the customers download the software from the Company's website and collection is reasonably assured which is generally when direct payment is received.

iv. License fee revenue

License fees are recorded in the accounts when all conditions have been met under the license agreement, the licensee is satisfied with the operations of the software, and collection is probable, which is generally when payment is received.

m) Share-based payments

The Company records all share-based payments at their fair value. The share-based compensation costs are charged to operations over the stock option vesting period and agents' options and warrants issued in connection with common share placements are recorded at their fair value on the date of issue as share issuance costs. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options expected to vest. On the exercise of stock options and agents' options and warrants, share capital is credited for consideration received and for fair value amounts previously credited to contributed surplus. The Company uses the Black-Scholes option pricing model to estimate the fair value of share-based compensation.

n) Earnings(Loss) per share

Basic earnings (loss) per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted income (loss) per share.

The existence of warrants and options affects the calculation of earnings (loss) per share on a fully diluted basis. As the effect of this dilution is to increase the reported earnings per share and reduce the reported loss per share and diluted per share amounts excludes all potential common shares if their effect is anti-dilutive.

o) Development costs

Development costs are expensed as incurred, except in cases where development costs meet certain identifiable criteria for deferral. The Company has not capitalized any product development costs during the period.

p) Financial instruments

All financial assets are initially recorded at fair value and classified into one of four categories: held to maturity, available for sale, loans and receivable or at fair value through profit or loss ("FVTPL"). All financial liabilities are initially recorded at fair value and classified as either FVTPL or other financial liabilities. Financial instruments comprise of cheques written in excess of funds on deposit, accounts receivable, amounts receivable, promissory note receivable, accounts payable, due to related parties and promissory notes payable. The Company has elected to account for transaction costs related to the issuance of financial instruments as a reduction of the carrying value of the related financial instruments.

At initial recognition management has classified financial assets and liabilities as follows:

i. Financial assets

The Company has no assets recognized at FVTPL. The Company has classified its investment in Aviron Group LLC as available for sale. The Company has classified accounts receivable, amounts receivable and promissory note receivable as loans and receivables. The Company has not classified any financial assets held to maturity.

ii. Financial liabilities

The Company has recognized its accounts payable, due to related parties and promissory notes payable as other financial liabilities. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

q) New accounting standards adopted effective June 1, 2015

The mandatory adoption of the following new and revised accounting standards and interpretations on June 1, 2015 had no significant impact on the Company's consolidated financial statements for the periods presented:

IAS 36 – Impairment of Assets

In May 2013, the IASB issued an amendment to address the disclosure of information about the recoverable amount of impaired assets or a CGU for periods in which an impairment loss has been recognized or reversed. The amendments also address disclosure requirements applicable when an asset's or a CGU's recoverable amount is based on fair value less costs of disposal. The adoption of this standard had no significant impact on the Company's consolidated financial statements.

(Expressed in Canadian dollars)

r) New accounting standards not yet adopted

IFRS 15 – Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15 – *Revenue from Contracts with Customers* ("IFRS 15") which supersedes IAS 11 – *Construction Contracts*, IAS 18 – *Revenue*, IFRIC 13 – *Customer Loyalty Programmes*, IFRIC 15 – *Agreements for the Construction of Real Estate*, IFRIC 18 – *Transfers of Assets from Customers*, and SIC 31 – *Revenue – Barter Transactions Involving Advertising Services*. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition. The standard is effective for annual periods beginning on or after January 1, 2018.

IFRS 9 – Financial Instruments

The IASB intends to replace IAS 39 – *Financial Instruments: Recognition and Measurement* in its entirety with IFRS 9 – *Financial Instruments* (“IFRS 9”) which is intended to reduce the complexity in the classification and measurement of financial instruments. The standard is effective for annual periods beginning on or after January 1, 2018.

Management is currently evaluating any impact that the above standards may have on the Company’s consolidated financial statements and this assessment has not yet been finished.

3. PROPERTY AND EQUIPMENT

Cost	**Computer Hardware**	**Furniture and Fixtures**	**Leasehold Improvements**	**Library**	**Total**
As at May 31, 2015	$ 383,612	$ 76,560	$ 24,617	$4,755	$ 489,544
Additions	1,681	–	–	–	1,681
As at November 30, 2015	$ 385,293	$ 76,560	$ 24,617	$ 4,755	$ 491,225
Accumulated Depreciation					
As at May 31, 2015	$ 357,219	$ 74,756	$ 5,730	$ 4,280	$ 441,985
Depreciation	4,250	732	2,462	110	7,554
As at November 30, 2015	$ 361,469	$ 75,488	$ 8,192	$ 4,390	$ 449,539
Carrying Amounts					
Balance May 31 2015	$ 26,393	$ 1,804	$ 18,887	$ 475	$47,559
Balance, November 30, 2015	$ 23,824	$ 1,072	$ 16,425	$ 365	$41,686

4. INVESTMENT IN FILM PRODUCTION

The Company invested $85,000 in a film production project, which have been capitalized as an intangible asset under development at November 30, 2015. No depreciation has been recorded since the production is still in progress and has not been completed yet. The Company committed pay another $25,000 upon completion of the project.

5. INVESTMENT IN AVIRON GROUP LLC

In June 2015, the Company entered into a letter of intent to acquire a 10% non-dilutable equity interest in William Sadleir's new motion picture distribution company, Aviron Capital, LLC, ("Aviron") headquartered in Beverly Hills, California.

On November 5, 2015, the Company completed a Share Exchange Agreement pursuant to which the Company acquired 1,000 Class A units of Aviron, representing a 10% non-dilutable interest, in consideration for 1,000,000 common shares with a fair value of $100,000 and 12,250,000 share purchase warrants, exercisable at $0.08 per share for a period of 5 years, with a fair value of $1,150,266. The fair value of the warrants was determined using the Black-scholes model with the following assumptions: Risk-free rate: 0.91%, Expected life: 5 years, Volatility: 162%, Expected forfeitures: 0%, Dividend yield: 0%.

In connection with the Share Exchange Agreement, Aviron granted the Company a Net Earnings Participation interest consisting of 20 quarterly payments of US$12,500 each, beginning 90 days following closing, and US$1,000,000 as payment of a promissory note within 5 years of closing. The promissory note is non-interest bearing, unsecured and due on October 30, 2020. In addition, the Company will receive 10% of Aviron's net annual revenues, if any, which will accrue and be payable on or prior to 5 years from closing, and annually thereafter, and 10% of all proceeds for value received at the time of a liquidity event, including a public or private sale of Aviron.

At November 30, 2015, the carrying value of the Company's investment in Aviron is $354,832.

Upon closing of the Share Exchange Agreement, the Company recognized a discount of $103,318 (US$77,293) on amounts receivable pursuant to the quarterly payments, which will be accreted over the life of the payments. During the six months ended November 30, 2015, the Company recognized accretion expense of $2,354 (US$1,783) on the amounts receivable.

Upon issuance of the promissory note receivable, the Company recognized a discount of $672,124 (US$502,823), which will be accreted over the life of the note. During the six months ended November 30, 2015, the Company recognized accretion expense of $1,612 (US$1,221) on the promissory note receivable.

6. PROMISSORY NOTES PAYABLE

At November 30, 2015, the promissory notes payable balance is $136,822 (May 31, 2015 - $131,817) including interest and finance fees. The promissory notes are unsecured, due on demand, bear interest at 15% and are payable to a significant shareholder of the Company.

(Expressed in Canadian dollars)

7. SHARE CAPITAL

The Company has authorized share capital of an unlimited number of common voting shares without par value. Disclosures on any common shares issued are also provided in the consolidated statements of changes in equity (deficiency).

Transactions for the period ended November 30, 2015:

On July 10, 2015, the Company completed a non-brokered private placement consisting of 3,000,000 units at $0.05 per unit for proceeds of $150,000. A portion of proceeds totaling $23,806 was collected prior to May 31, 2015 and included in subscriptions received at May 31, 2015. Each unit consisted of one common share and one share purchase warrant exercisable at $0.12 per share for 18 months expiring on December 11, 2016. In connection with the private placement, the Company issued 104,000 common shares as finders' fees with a fair value of $5,200.

On September 8, 2015, the Company completed a private placement consisting of 4,000,000 units at $0.03 per unit for proceeds of $120,000. Each unit consisted of one common share and one share purchase warrant. Each whole warrant is exercisable at $0.12 per share for 18 months expiring on March 9, 2017. In connection with the private placement, the Company issued 66,667 common shares as finders' fees with a fair value of $2,000. The Company also incurred additional share issuance costs of $5,016 related to this private placement.

On November 5, 2015, the Company issued 1,000,000 common shares with a fair value of $100,000 pursuant to a Share Exchange Agreement with Aviron Group LLC.

During the period ended November 30, 2015, the Company issued 3,699,436 common shares upon exercise of warrants for total proceeds of $369,944.

During the period ended November 30, 2015, the Company issued 1,000,000 common shares upon exercise of stock options for total proceeds of $110,000.

8. STOCK OPTIONS

Stock option plan and stock options issued:

The Company grants stock options to directors, officers, employees and consultants as compensation for services, pursuant to its Incentive Share Option Plan (the "Plan"). Under the Plan, the option price must not be less than the closing price of the common shares of the Company on the TSX-V on the day immediately preceding the date of grant less the applicable discount if any. The number of options that may be issued under the plan is limited to no more than 10% of the Company's issued and outstanding shares on the grant date. Options vest immediately. Vesting restrictions may also be applied to certain other options grants, at the discretion of the directors.

The following table summarizes the continuity of the Company's stock options:

	Number of Underlying Shares	Weighted Average Exercise Price $
Outstanding, May 31, 2015	2,320,000	0.14
Granted	1,150,000	0.10
Exercised	(1,000,000)	0.11
Outstanding, November 30, 2015	2,470,000	0.14

All of the options outstanding at November 30, 2015 were fully vested.

(Expressed in Canadian dollars)

The fair value for stock options granted during the six months ended November 30, 2015, was estimated using the Black- Scholes option pricing model using the following weighted average assumptions:

	November 30, 2015	November 30, 2014
Risk-free interest rate	0.43%	1.07%
Expected life (in years)	2.00	2.00
Expected volatility	182%	181%
Expected forfeitures	0%	0%
Dividend yield	0%	0%

Total share-based compensation expense recognized for stock options granted during the period ended November 30, 2015 to directors, officers and consultants of the Company was $44,303 (2014 - $27,876) and was charged to operations.

The weighted average grant date fair value of stock options granted during the period was $0.04 (2014-$0.03) per option. The weighted average remaining contractual life of the stock options outstanding as at November 30, 2015 was 0.83 years (May 31, 2015 - 1.17 years).

9. SHARE PURCHASE WARRANTS

The following table summarizes the continuity of the Company's share purchase warrants:

	Number of Underlying Shares	Weighted Average Exercise Price $
Balance, May 31, 2014	6,665,238	0.31
Issued in unit private placements	11,523,809	0.10
Exercised	(1,284,000)	0.14
Expired	(2,236,667)	0.51
Balance, May 31, 2015	14,668,380	0.13
Issued	19,250,000	0.09
Exercised	(3,699,436)	0.10
Expired	(3,444,571)	0.22
Balance, November 30, 2015	26,774,373	0.10

At November 30, 2015, the following share purchase warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
964,850	$ 0.10	May 27, 2016
5,166,667	$ 0.10	September 3, 2016
1,392,856	$ 0.10	October 22, 2016
3,000,000	$ 0.12	December 11, 2016
4,000,000	$ 0.12	March 9, 2017
12,250,000	$ 0.08	November 6, 2020
26,774,373		

The weighted average remaining contractual life of the warrants outstanding as at November 30, 2015 was 2.78 years (May 31, 2015 – 1.04 years).

(Expressed in Canadian dollars)

10. SEGMENTED INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operation decision maker, or decision making group, in deciding how to allocate resources and in assessing performance.

The Company derives sales from training services and software sales.

(a) Training Services and UK On-Track TV Sales for the six months ended November 30:

	2015 $	2014 $
Revenue	236,338	303,959
Expenses	(930,344)	(768,256)
Profit (loss)	(694,006)	(464,297)

(b) Software Sales and Licensing for the six months ended November 30:

	2015 $	2014 $
Revenue	–	–
Expenses	(19,370)	(23,944)
Profit (loss)	(19,370)	(23,944)

The Company's operations are centralized whereby the Company's head office is responsible for the operational results. All of the Company's assets are in Canada. The Company's revenues include sales generated in Canada and in the U.K. as follows:

	2015 $	2014 $
Canada	236,338	303,959
U.K.	–	–

11. PRODUCT DEVELOPMENT COSTS

(a) On-Track TV

During fiscal 2015 and 2014, the Company finished a complete set of on-line curriculum for its training division called On-Track TV. The costs associated with development of the On-Track TV, which are included in expenses for the three months ended November 30, 2015 and 2014 are as follows:

	2015 $	2014 $
Salary, wages and fees (management, programming and marketing)	96,393	72,528
Marketing, advertising and promotion	35,107	–
Materials	–	23,388
	131,500	95,916

(Expressed in Canadian dollars)

(b) Quizam software

The costs associated with development of the Quizam educational software, which are included in the consolidated statement of operations, and comprehensive loss for the six months ended November 30, 2015 and 2014 are as follows:

	2015 $	2014 $
Salary, wages and fees (management, programming and marketing)	19,370	23,944

12. RELATED PARTY TRANSACTIONS

(a) Key management compensation

The Company has identified its Directors, President and Chief Executive Officer, and Chief Financial Officer as its key management personnel and the compensation costs for key management personnel and companies related to them were recorded at their exchange amounts as agreed upon by transacting parties as follows:

	2015 $	2014 $
Wages and benefits, and fees	72,000	168,910
Share-based payments	–	–
	72,000	168,910

For the six months ended November 30, 2015 and 2014, key management personnel were not paid any post-employment benefits, termination benefits or any other long-term benefits.

(b) Amounts due to related parties

At November 30, 2015, the Company owed $74,146 (May 31, 2015 - $177,904) to a significant shareholder and companies owned by a significant shareholder, who is also a director and officer, and to a company owned by his relative. Additionally, a promissory note is payable to a related party as disclosed in Note 6.

(c) Related party transactions

Accounting, investor and finance development, product development, moving, office and other miscellaneous expenses are provided by a company owned by a significant shareholder who is also a director and officer. An amount of $234,424 (2014 - $157,250) was included in expenses for these services during the six months ended November 30, 2015.

During the six months ended November 30, 2015, marketing and publicity, investor and finance development, product development fees, and moving expenses totaling $178,518 (2014 - $101,836) were included in expenses to a company owned by a relative of one of the directors.

During the six months ended November 30, 2015, product development fees and office expenses totaling $72,976 (2014 - $43,649) were included in expenses to relatives of one of the directors.

(Expressed in Canadian dollars)

13. CAPITAL MANAGEMENT

The Company's capital currently consists of common shares, share subscriptions, options and warrants for a total amount of $16,620,171 at November 30, 2015 (May 31, 2015 – $14,604,481). The Company's principal source of capital is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to meet the Company's educational software development, internet training development and film production to ensure the growth of activities.

14. LINE OF CREDIT

As at November 30, 2015, the Company has a line of credit of $5,000 bearing interest at the bank's prime rate plus five percent. The line of credit is guaranteed by the assets of the Company. There was no outstanding balance as of November 30, 2015 and 2014.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments include cheques written in excess of funds on deposit, accounts receivable, amounts receivable, promissory note receivable, accounts payable, due to related parties and promissory notes payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

The following table summarizes information regarding the carrying values of the Company's financial instruments:

	November 30, 2015 $	May 31, 2015 $
FVTPL (i)	–	–
Loans and receivables (ii)	931,372	12,287
Other financial liabilities (iii)	(365,074)	(422,110)

(i) Cash and cash equivalents
(ii) Accounts receivable, amounts receivable and promissory note receivable
(iii) Cheques written in excess of funds on deposit, accounts payable, amounts due to a related party and promissory notes payable

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

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

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy:

	Level	**2015**	**2014**
		$	$
Cash and cash equivalents	1	–	–

The risk management function within the Company is carried out in respect of financial risks, operational risks and legal risks. Financial risk comprises market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within these limits. The operational and legal risk management functions are intended to ensure proper functioning of internal policies and procedures, in order to minimise operational and legal risks.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of accounts receivable. Credit risk from accounts receivable encompasses the default risk of its customers. The Company manages its exposure to credit risk by only working with reputable companies and by performing on-going credit evaluations of its customers' financial condition and requires letters of credit or other guarantees whenever deemed appropriate. The maximum exposure to loss arising from accounts receivable is equal to their carrying amounts.

The following table provides information regarding the ageing of financial assets that are past due but which are not impaired as at November 30, 2015:

	Neither past due nor impaired	31-60 days	61-90 days	91 days and over	Carrying value
Trade accounts receivable	$ 19,401	9,135	4,329	–	32,865

All of the 61 days and over balance outstanding at November 30, 2015 has been collected subsequent to November 30, 2015.

Liquidity Risk

The Company manages its ability to meet its short-term obligations through the capital management described in Note 12. The Company has a working capital deficit and requires additional financing to fund operations.

Foreign Exchange Risk

As the Company generates a portion of its revenues in the U.K., the Company's foreign exchange risk arises primarily with respect to the U.K. pound sterling. Financial instruments that subject the Company to foreign currency exchange risk include cash and accounts receivable. Approximately 5% of the Company's revenues are denominated in the U.K. pound sterling (2014 – 5%), while a significant amount of the Company's expenses are denominated in Canadian dollars. In management's opinion the Company is not exposed to significant foreign exchange rate risk.

Interest Rate Risk

In management's opinion the Company is not exposed to significant interest rate risk.

(Expressed in Canadian dollars)

16. COMMITMENT

The Company has signed rental agreement effective until June 29, 2017 and has committed to rental payments of the total of $224,928 payable as follows:

	$
May 31, 2016	71,030
May 31, 2017	142,059
May 31, 2018	11,839
Total	224,928

17. SUBSEQUENT EVENTS

(a) On December 2, 2015, the Company granted 1,000,000 stock options with an exercise price of $0.07 per share, expiring on December 1, 2017.

(b) On January 11, 2016, the Company announced a non-brokered private placement of 4,300,000 units at $0.035 per unit. Each unit will consist of one common share and one share purchase warrant exercisable at $0.10 per share for 18 months.

(c) Subsequent to November 30, 2015, the Company issued 1,440,000 shares upon exercise of warrants for gross proceeds of $172,800.