Fireswirl Technologies Inc.

Management Discussion and Analysis of
Financial Condition and Results of Operations

For the three months ended March 31, 2011 and 2010

June 27, 2011

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management Discussion and Analysis of Financial Condition and Results of Operations (MD&A) should be read in conjunction with Fireswirl Technologies Inc. ("Fireswirl" or the "Company") interim consolidated financial statements and the accompanying notes for the three months ended March 31, 2011 which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

Additional information about the Company is available on SEDAR at (www.sedar.com) under Fireswirl Technologies Inc. and on the Company website at www.fireswirl.com.

Special Note Regarding Forward Looking Statements

This MD&A contains certain forward looking statements which reflect management's expectations regarding the Company's growth, results of operations, performance and business prospects and opportunities.

Statements about the Company's future plans and intentions, results level of activity, performance or achievements or other future events constitute forward looking statements. Whenever possible, words such as "anticipate", "estimate", "may", "will", "could", "should", "expect", "plan", "intend", "believe", "estimate", or "potential" or similar words, have been used to identify these forward looking statements.

The Company cautions that the forward-looking statements reflect the current views and/or expectations of the Company with respect to its performance, business and future events. Investors are cautioned that all forward looking statements involve risks, uncertainties and assumptions. Including, without limitations; those relating to a limited operating history, an uncertain regulatory environment, a competitive environment, internet viability and system infrastructure and reliability, dependence on key personnel and foreign exchange fluctuations. These risks may cause the Company's actual results to differ materially from those projected in the forward looking statements. The Company does not undertake any obligations to release publicly any revisions for updating any voluntary forward looking statements.

Factors which could cause results or events to differ from current expectations include among other things: the impact of government legislation; the impact of competition; the ability of the Company to retain and attract qualified professionals; the impact of rapid technological and market change; loss of business or credit risk with current and perspective major customers; general industry and market conditions, growth rates and currency rate fluctuations. The Company disclaims any intentions or obligations to update or revise any forward looking statements, whether as a result of new information, future events or otherwise, except as required by law. No assurance can be given that actual results, performance or achievement expressed or implied by forward looking statements within this disclosure will occur; or if they do, that any benefits can be derived from them.

Past performance has been considered in drawing conclusions with respect to forward looking statements contained in this MD&A.

OVERVIEW

Fireswirl Technologies Inc. (TSX Venture: FSW;"the Company") was founded in 1999 and operated as a software development and project management company specializing in payment platforms and online gaming software for the internet. In 2006, the Company became a publically listed company through a reverse takeover and a $3.2 million equity financing accompanying its qualifying transaction.

In 2007, the Company formed its first wholly owned subsidiary in China to explore the rapidly emerging market. The Company has since increased its business presence in the country gradually.

In 2009, the Company successfully completed its acquisition of 50% of all rights and interests of Beijing Xingchang Xinda Technology Development Co., Ltd. ("XCXD"), an e-commerce outsourcing and fulfillment solution provider in China, in consideration for 6,058,673 common shares of the Company. Fireswirl has majority voting rights and majority board control over XCXD according to the agreements related to the transaction. Fireswirl also has an option to purchase the remaining 50% rights and interests of XCXD in 2011.

XCXD is a leader in the branded online store outsourcing market for mobile handsets in China. XCXD is currently the exclusive operator of the official online store for Nokia, Motorola, Sony-Ericsson and Dopod in China. XCXD is also expanding its business into other product categories, such as computer accessories, shoes and apparels. XCXD has recently become the sole operator of the official online store for Logitech, a personal peripheral company.

Fireswirl is continuing to complete its long-term plan to becoming the largest e-commerce service platform in China for international brands, providing the technology and fulfillment know-how for these brands to break into the country's rapid growing e-commerce market.

China being the predominant geographic location for Fireswirl has over 1.3 billion people in population and is the fastest growing major economy in the world. To this end, the business opportunities in China are enormous. The e-commerce market in China continues to expand at a rapid rate. According to the China Internet Network Information Centre, there are 457 million Internet users in China at the end of 2010, which has grown by 19% compared to the same period in 2009. The number of Internet shopper has also grown from 108.3 million in 2009 to 161 million in 2010, representing an increase of 48.6%. As both the number of Internet users and the percentage of people who would make online purchase grow, Fireswirl believes that China will remain as a strong revenue source for the Company in 2011.

With the experience and know-how in operating the official online stores for top international mobile phone brands in China, the Company has started diversification into e-commerce of other product categories in 2010. The Company is at the initial stages of expanding its e-commerce expertise for shoes, apparels and domestic electrical appliances. The Company believes these markets are areas of future growth potential.

The Company's goal is to achieve economies-of-scale by increasing the number of brands it signs up in driving overall revenues, to achieve profitability. All branded official online stores the Company operates are running on the same technology platform, and will leverage off the Company's existing resources including data infrastructure, warehouse management and administrative support base. To this end, cost per transaction can be substantially reduced as high transaction volume is obtained.

SUMMARY OF FINANCIAL RESULTS

Key Financial Events

- Total operating revenue increased to $4,176,972 for the three months ended March 31, 2011 compared to $4,169,383 during the same period in 2010, representing an increase of 0.2%. The merchandise revenue has increased by 2.7% offset by a decrease in the advertising and service revenue.

- Total operating expense was $4,306,779 for the three months ended March 31, 2011 compared to $4,332,651 for the same period of 2010, representing a decrease of 0.6%. The decrease was mainly due to the decrease in cost of sales related expenses, sales and marketing expense and general administration expense offset by increase in salaries and benefits, change in inventory and depreciation expense.

- The Company reported a comprehensive loss on common shares of $225,090 for the quarter ended March 31, 2011 compared to a loss and comprehensive loss of $220,661 for the same period of 2010, representing an increase in loss of 2%.

- Fully diluted loss per share was $0.01 for the quarter ended March 31, 2011 compared to fully diluted losses of $0.01 for the same period of 2010.

- As at March 31, 2011, the Company had cash and cash equivalents of $731,070 compared to $1,145,859 as at December 31, 2010, representing a decrease of 36%. As at March 31, 2011, the Company had working capital of $831,848 compared to $1,181,647 as at December 31, 2010, representing a decrease of 29.6%. The Company had long term debt of $4,399 as at March 31, 2011 compared to $17,424 as at December 31, 2010.

SELECTED QUARTERLY FINANCIAL DATA

The following table sets out selected unaudited financial information of the Company on a consolidated basis for the last eight quarters.

	Q1 2011	Q4 2010	Q3 2010	Q2 2010	Q1 2010	Q4 2009	Q3 2009	Q2 2009
Operating revenues								
Sales Revenue	4,159,212	6,356,033	4,612,967	4,527,041	4,049,064	4,029,843	69,033	31,959
Advertising Revenue	-	23,868	22,767	50,266	61,172	686,967		
Service Revenue	17,760	205,147	108,093	201,077	59,587	24,376	17,368	17,890
	4,176,972	6,585,048	4,743,827	4,778,384	4,169,823	4,741,186	86,401	49,849
Other operating income	-	30	-		(440)			
Total operating income	4,176,972	6,585,078	4,743,827	4,778,384	4,169,383	4,741,186	86,401	49,849
Cost of good sold						3,729,865	67,679	31,368
	4,176,972	6,585,078	4,743,827	4,778,384	4,169,383	1,011,321	18,722	18,481
Operating expenses								
Change in inventory	3,600,724	5,726,577	3,934,968	3,992,738	3,575,349			
Delivery charges	75,697	133,298	104,689	80,788	76,547			
Other related expense	57,501	90,980	110,287	122,068	126,986			
Amortization	38,815	19,522	19,611	13,689	25,022	18,487	4,881	6,936
Sales and marketing	26,485	82,317	51,185	62,759	43,183	55,165	42,507	29,288
General administration	174,152	328,355	290,143	176,048	196,486	295,637	98,348	94,913
Salaries and benefits	331,955	466,386	412,557	352,251	287,028	261,271	141,903	128,062
Share-based payment expense	-	904	2,050	2,050	2,050	9,471	2,000	2,000
Impairment	1,450				-	424,094	-	-
Bad Debt Expense	-	1,492	-	-	-			
Total Operating Expense	4,306,779	6,849,832	4,925,490	4,802,391	4,332,651	1,064,126	289,639	261,199
Operating Income/(Loss)	(129,807)	(264,755)	(181,663)	(24,007)	(163,268)	(52,805)	(270,917)	(242,718)
Interest (expenses)						(42,886)	-	-
Other income/(loss)						(10,635)	15,698	7,031
Foreign exchange gain (loss)						(41,227)	(31,508)	(33,499)
Loss on investment						(4,344)	(6,743)	(20,608)
Finance income	1,644	6,231	489	200	654			
Finance costs	(63,915)	(57,112)	(26,116)	(21,402)	(10,736)			
Income/(loss) before income tax	(192,078)	(315,636)	(207,290)	(45,209)	(173,350)	(151,897)	(293,470)	(289,794)
Income tax recovery (expenses)	(4,551)		(4,731)	(33,453)	(25,174)	(87,051)		
Net income/(loss)	(196,629)	(315,636)	(212,021)	(78,662)	(198,524)	(238,948)	(293,470)	(289,794)
Other comprehensive income/(loss)								
Foreign exchange currency adjustment	(26,194)	(41,236)	(11,118)	(12,708)	14,457			
Share of loss of equity investment	-				-			
Comprehensive income/(loss)	(222,823)	(356,872)	(223,140)	(91,370)	(184,067)	(238,948)	(293,470)	(289,794)
Net income/(loss) attribute to:								
Common shares	(198,896)	(203,007)	(268,094)	(141,258)	(235,118)	(554,921)	(293,470)	(289,794)
Non-controlling interest	2,267	(112,628)	25,001	62,597	36,594	315,973		
	(196,629)	(315,636)	(243,094)	(78,662)	(198,524)	(238,948)	(293,470)	(289,794)
Comprehensive income/(loss) attributable to:								
Common shares	(225,090)	(244,243)	(272,826)	(153,967)	(220,661)	(554,921)	(293,470)	(289,794)
Non-controlling interest	2,267	(112,628)	25,001	62,597	36,594	315,973		
	(222,823)	(356,872)	(247,825)	(91,370)	(184,067)	(238,948)	(293,470)	(289,794)
Basic/Diluted income/(loss) per share	(0.01)	$ (0.01)	$ (0.01)	$ -	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)

QUARTERLY RESULTS
Comparison of the three months ended March 31, 2011 and three months ended March 31, 2010

Revenue

The Company reported total operating revenue of $4,176,972 for the three months ended March 31, 2011 compared to $4,169,383 for the same period in 2010, representing an increase of 0.2% mainly due to an increase in merchandise revenue offset by a decrease in advertising and service revenue.

The breakdown of the Company's revenues by category for the three months ended March 31, 2011 and 2010 are as follow:

		Three months ended		
		31-Mar-11		31-Mar-10
Merchandize resale and trading	$	4,159,212	$	4,049,064
Advertising		-		61,172
Service and software fees		17,760		59,587
Total Revenue		4,176,972		4,169,823
Change in inventory		3,600,724		3,575,349
Delivery charges		75,697		76,547
Other related expense		57,501		126,986
Total Cost of Goods Sold		3,733,921		3,778,882
Gross profit	$	443,050	$	390,940

During the three months ended March 31, 2011, the Company recognized $4,176,972 (Q1 2010: $4,049,064) of revenue from the online merchandize sales in China. Associated cost of goods sold of $3,733,921 (Q1 2010: $3,778,882) resulting in the gross profit margin of 10.2% (Q1 2010: 6.7%).

The Company recognized $nil revenue from advertising during the three months ended March 31, 2011 (Q1 2010: $61,172). Advertising fee is earned as advertisers post advertisement on our websites and online stores operate by the Company in China or uses the Company's advertising service.

The Company recognized $17,760 (Q1 2010: $59,587) of revenue from service and maintenance fees during the three months ended March 31, 2011.

Operating Expenses

Previously, Canadian GAAP did not provide the same level of specificity of expense analysis. IFRS-IASB requires that expenses be presented using either a nature approach or a function approach; the Company has selected the nature approach. Therefore, cost of good sold is being included in the Operating expense section.

Total operating expenses decreased to $4,306,779 for the three months ended March 31, 2011 compared to $4,332,651 for the same period of 2010, representing a decrease of 0.6% where there is a general decrease in Sales & Marketing and General Administration expense offset by increase in Salaries and benefits expense, change in inventory and depreciation expense.

Cost of Good Sold

Previously, cost of goods sold was presented as a separate line item under GAAP which includes the cost of purchasing the merchandize, sales tax, delivery, technical service and advertising expenses related to the sales. As we have chosen to present expense using the nature approach under IFRS, cost of goods sold is presented as change in inventory, delivery charges and other related expenses under operating expenses.

Depreciation and Amortization

The Company reported depreciation and amortization expense of $38,815 for the three months ended March 31, 2011 compared to $25,022 for the same period of 2010, representing an increase of 55%.

The increase in depreciation and amortization expense is due to higher net book values of capital assets at March 31, 2011 as XCXD has increased in leasehold improvement in the latter half of 2010 and acquired new computer equipment, including servers, computers and data storage equipment in 2011 Q1 for dealing with potential increase in trade volume. During the three months ended March 31 2011, XCXD represented $36,885 (Q1 2010: 17,171) or 95% (same period 2010: 68%) of the depreciation and amortization expenses.

Sales and Marketing

Sales and marketing expense decreased to $26,485 for the three months ended March 31, 2011 compare to $43,183 for the same period of 2010, representing a decrease of 38.7%. This is due to less travel and entertainment expense being incurred during the quarter. During the three months ended March 31 2011, XCXD represented $7,066 (Q1 2010: $22,846) or 26% (same period 2010: 52%) of the sales and marketing expenses.

General and Administrative

General and administrative expense decreased to $174,152 for the three months ended March 31, 2011 compared to $196,486 for the same period of 2010 representing a decrease of 11.4%. During the three months ended March 31 2011, XCXD represented $93,905 (Q1 2010: $122,849) or 53% (same period 2010: 62%) of the general and administrative expenses. This is mainly due to a decrease in office expense in XCXD.

Salaries and Benefits

Salaries and benefits expense increased to $331,955 for the three months ended March 31, 2011 compared to $287,028 for the same period of 2010, representing an increase of 15.7%. During the three months ended March 31 2011, XCXD represented $198,690 (Q1 2010: 139,288) or 59% (same period 2010: 48%) of the salaries and benefits expenses. The increase is mainly due to potential expansion of operation in XCXD.

Share-based compensation

The Company recorded $nil share-based compensation expense for the three months ended March 31, 2011 compared to $2,050 for the same period of 2010. The decrease is due to all share-based compensation related to the 2009 issuance is being amortized and no new option being granted in the year 2010 and 2011 Q1.

Loss on Disposal of Fixed Assets

During the first quarter of 2011, XCXD has written off the residual value ($1,450) of computer equipment bought in 2007.

Finance Income

The Company recorded $1,644 of interest income for the quarter ended March 31, 2011 (Q1 2010: $654). This interest income is mainly earned by XCXD restricted cash deposit for the quarter ended March 31, 2011 and 2010.

Finance Expense

The Company recorded $63,915 of interest expense for the quarter ended March 31, 2011 (Q1 2010: $10,736). This interest expense was incurred by the short term loans and long term loan drawn down by XCXD for the quarter ended March 31, 2011 and 2010.

Foreign Exchange Gain

The Company recognized foreign exchange loss of $26,194 for the three months ended March 31, 2011 compared to foreign exchange gain of $14,457 for the same period of 2010. The Company does not utilize any hedges or forward contract arrangements.

Net Comprehensive Loss

The Company reported net comprehensive loss attributable to the common shares is $225,090 for the three months ended March 31, 2011 compared to net comprehensive loss attributable to the common shares of $220,661 for the same period of 2010, representing an increase in loss of 2%.

Diluted loss per share was $0.01 for the three months ended March 31, 2011 compared to a diluted loss of $0.01 in the same period of 2010.

Non Controlling Interest

The Company's foreign subsidiary, XCXD realized the net profit of $4,534 for the three months ended March 31, 2011 compared to the same period in 2010 at $73,188. Based on the Company's ownership of 50%, only 50% of the income and expense are being accounted for in the interim condensed consolidated income statement.

CASH FLOW STATEMENT DURING Q1 2011 and 2010

Operating Activities

Cash used by operating activities was $1,937,288 for the three months ended March 31, 2011 compared to cash used by operation of $965,903 for the same period of 2010, representing an increase of 100.6%. During the three months ended March 31, 2011 mainly due to the increase of XCXD in prepaid and deposits and decrease in loan from shareholders.

Investing Activities

Cash used by investing activities was $164,189 for the three months ended March 31, 2011 compared to $17,872 for the same period of 2010 representing a decrease of 818.7%. The company's investing activities in the first quarter of 2011 consisted mainly of acquisition of capital assets by XCXD.

Financing Activities

Cash inflow by financing activities was $1,679,215 for the three months ended March 31, 2011 compared to $12,570 cash used for the same period of 2010. The cash inflow is mainly from the short term loan drawn down in February, 2011. The cash outflow at the same period of time is the cash used for repaying of long term loan.

LIQUIDITY AND CAPITAL RESOURCES

The Company has $4,399 of long term debt, $204,670 in cash and short term investments and working capital (defined as current assets less current liabilities) of $831,848. The Company has adequate cash and short term investments to meet the Company's planned growth and development activities. However, the recent dramatic change decline in the global economic environment results in increasing uncertainty regarding future revenue and customer commitments, both in terms of timing and magnitude for such future sales. Contractual commitments are summarized in "Contractual Obligations" section.

The Company does not have commitments for capital expenditures as of March 31, 2011. The Company's capital resources consist of common share issuances.

Contractual Obligations

The Company's future minimum annual payments under operating leases are the following:

2011	$137,112
2012	$146,304
2013	$134,112

Related Party Transactions

In the first quarter of 2011, the Company paid $50,015 (Q1 2010: $62,455) in salaries to its management. The decrease is due to company restructuring and eliminating the position of Chief Operating Officer. Also, the Company paid $15,750 (Q1 2010: $15,250) in professional fee to one of its officers and paid $2,200 (Q1 2010: $2,200) to directors as director fees. As of March 31, 2011, the accounts payable balance includes $19,253 (Q1 2010: $6,916) that is incurred from regular operational expenses outstanding to an officer of the company and the Company also had a balance of $279,661 (Q1 2010: $1,021,370) due to the shareholders of Fireswirl Technologies Inc. and XCXD.

All of the above transactions were in the normal course of operations and are measured and recorded at the exchange amount of consideration established and agreed to by the related parties.

SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies and methods used in preparation of the Company's financial statements are described in Note 2 of interim condensed consolidated financial statements of the Company for the three month period ended March 31, 2011.

CHANGES IN ACCOUNTING POLICIES

The Company has prepared its March 31, 2011 interim condensed consolidated financial statements in accordance with IFRS 1, First-time Adoption of International Financial Reporting Standards, and with IAS 34, Interim Financial Reporting, as issued by the IASB. Previously the Company prepared its financial statements in accordance with Canadian GAAP.

The Company's IFRS accounting policies are provided in note 2 to the interim condensed consolidated financial statements. In addition, note 22 to the interim condensed consolidated financial statements present reconciliations between the Company's 2010 previous GAAP results and the 2010 IFRS results. The reconciliations include the consolidated balance sheets as at January 1, 2010, March 31, 2010 and December 31, 2010 and the consolidated statements of operation and comprehensive loss. The adoption of IFRS did not result in material differences between the statement of cash flows presented under IFRSs and the statement of cash flows presented under previous Canadian GAAP and thus the statements of cash flows have not been restated in accordance with IFRS.

The transition to IFRS has resulted in a number of changes to the presentation of our financial statements to the consolidated balance sheet and the consolidated statement of operations.

The company grants stock options to certain directors and certain employees of the Company as an element of compensation. In accordance with Canadian GAAP, the grant date fair value of such options is recognized as compensation expense over the related service period with a corresponding increase in contributed surplus.

In accordance with IFRS, contributed surplus does not arise as a result of the granting of stock options. Accordingly, contributed surplus related to stock options has been reclassified to "Share-based payments reserve" which is a separate component of equity.

Additionally, under IFRS, non-controlling interest in the consolidated balance sheet is classified as equity and is presented separately from equity attributable to equity holders of the Company.

Previously, Canadian GAAP did not provide the same level of specificity of expense analysis. IFRS-IASB requires that expenses be presented using either a nature approach or a function approach; the Company has selected the nature approach. Note 22 details the reclassifications made in order to comply with IFRS presentation requirements.

The above changes are reclassifications within our balance sheets and statements of operations so there is no net impact to our profit as a result of these changes.

Other exemptions

Other significant IFRS 1 exemptions taken by the Company as at January 1, 2010 include the following:

- Business combinations entered into prior to January, 2010 were not retrospectively restated in accordance with IFRS. Accordingly, any goodwill arising on such business combinations before the January 1, 2010 transition has not been adjusted from the carrying value previously determined under Canadian GAAP as a result of applying these exemptions.

- Currency translation differences – in accordance with IFRS transitional provisions, the Company has elected to reset the cumulative translation adjustment account, which includes gains and losses arising from the translation of foreign operations, to zero at the Transition Date. In the absence of this transitional provision, retrospective application of IFRS would require the company to determine cumulative translation differences in accordance with IAS 21, The Effects of Changes in Foreign Exchange Rates from the date a subsidiary was formed or acquired.

- Borrowing costs – IFRS 1 permits an entity to use the prospective transitional provisions in IAS 23, Borrowing Costs, for prospective application, with an effective date being the later of January 1, 2009 or the transition date. The Company has elected prospective application as of the Transition Date.

CRITICAL ACCOUNTING ESTIMATES

There are a number of accounting estimates underlying the accounting policies the Company applies in preparing its financial statements. The following are those which management has determined to be material.

Revenue Recognition

The Company generates its revenue from online merchandize resale, online advertising, system setup fees, customization fees, service and licensing fees.

Revenue from the sale of online merchandize is recognized in our accounts when title and risk passes to the buyer, collection is reasonably assured and the price is reasonably determinable.

System setup fees and customization fees are recognized at the time when service is delivered, following agreement of fees and contractual arrangements and when collection of amounts due is considered to be reasonably assured.

Advertising and service fees are recognized when the service is performed, there are no significant obligations remaining, the sales price is determinable and collectability is reasonably assured.

Licensing fees are recognized ratably over the period of the licensing term, once the service is delivered, following agreement of fees and contractual arrangements and when the collection of amounts due is considered to be reasonably assured. Cash received in excess of the revenue recognized is deferred.

Allowance for Doubtful Accounts

The Company charges license fees to licensees based on their level of activity. The Company's management exercises judgment in making collectability assumptions on a customer by customer basis in determining whether receivables are collectible and in determining the appropriate allowance for doubtful accounts based on knowledge of the customer's payment history and expectation of collectability.

Intangible Assets

The Company estimates future cash flows attributable to intangible assets for purposes of the evaluation of potential impairment based on its expectations of future market conditions. These estimates require the use of forward-looking assumptions based on past experience as well as future expectation arising from the Company's strategic and financial planning activities. Changes to these assumptions and future market conditions could result in changes to the impairment and recoverability assumption for these assets.

RISKS AND UNCERTAINTIES

Important risks factors that could cause actual results, performance or achievements to be materially different than past performance or those implied by forward looking statements include:

- Foreign currency exchange risk
- Uncertainty as to the degree of new and continuing market acceptance of our products;
- Our products could contain defects that lead to costs, damage of reputation or litigation;
- Our dependence on brand partners' performance;
- Uncertainty regarding future profitability;

- Uncertainty regarding the pricing, reporting and collection of accounts;
- Risks associated with sales in foreign countries and their government policy and regulations therein
- Our ability to attract and retain key personnel

Subsequent Events

On April 29, 2011, the Company announced that it has completed its previously announced private placement (the "Private Placement") for 6,100,000 units (each, a "Unit") at a price of $0.13 per Unit, which closed on April 28, 2011. Each Unit consisted of one common share (a "Share") and one-half of a share purchase warrant (a "Warrant"). Each whole Warrant entitles the holder to purchase one Share at a price of $0.19 for a period of one year from the date of issue. The Company raised aggregate gross proceeds of approximately $790,000 from the sale of the Units. All securities issued with respect to the Private Placement are subject to a hold period that expires four months and a day from the closing date in accordance with the rules and policies of the TSX Venture Exchange and applicable Canadian securities laws and such other further restrictions as may apply under foreign securities laws.

In connection with the Private Placement, the Company paid a cash commission equal to 7% of the gross proceeds derived from the sale of Units placed by each of Mackie Research Capital Corporation ("Mackie") and Raymond James Ltd. In addition, the Company issued to Mackie that number of compensation warrants representing 5% of the number of Units placed by Mackie.

The Company intends to use the net proceeds of the Private Placement for working capital and operating expenses.

Off Balance Sheet Arrangement

As at March 31, 2011 and the date of this report the Company has not entered into any off balance sheet arrangements.

Financial Instruments and Other Instruments

The Company's financial instruments consists of cash, short term investments, accounts receivable, accounts payable and accrued liabilities, income taxes recovery and capital lease obligations. The fair values of these financial instruments approximate their carrying values, except as noted below. It is management's opinion that the Company is not exposed to significant interest risks. The Company's short term investments consist of investments in low risk bank certificates. A substantial portion of the Company's revenue is earned in foreign currencies and is exposed to currency fluctuations. The Company does not use financial derivatives or "other financial instruments".

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS

The Company evaluated the effectiveness and design of its disclosure controls and procedures for the period ended March 31, 2011 and based on this evaluation (which included testing of the key controls by examining evidence demonstrating their existence on a test basis) have determined these controls to be effective.

The Corporation's financial reporting procedures and practices have enabled the certification of Fireswirl Technologies Inc. annual filing in compliance with Multilateral Instrument 52-109 "Certification of Disclosure in Issuers Annual and Interim Filings". Management has designed such internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements and other annual filings in accordance with Canadian Generally Accepted Accounting Principles, except as noted below.

Given the size of the Company, the evaluation of the design of internal controls over financial reporting for the Company resulted in the identification of the following weaknesses:

> Management is aware that due to its relatively small scale of operation there is a lack of segregation of duties to a limited number of employees dealing with accounting and financial matters. However, management has concluded that considering the employees involved and the control procedures in place, including management and Audit Committee oversight, risks associated with such lack of segregation of duties are not significant enough to justify the expense associated with adding employees to segregate duties.
>
> Management is aware that in-house expertise to deal with complex taxation, accounting and reporting issues may not be sufficient. The Company requires outside assistance and advice on new accounting pronouncements and complex accounting and reporting issues, which is common with companies of similar size.

There have been no significant changes to the Company's internal control over financial reporting that occurred during the most recent period that have materially affected, or are reasonable likely to materially affect, the Company's internal control over financial reporting. The Company internal control systems continue to evolve as the Company grows. We believe these systems are sufficient to execute the business plan and provide meaningful information upon which to manage the business. Management believes the disclosure, controls and procedures currently in place are effective.

The Company has 38,411,285 common shares and 1,540,000 options outstanding at March 31, 2011 and 44,641,285 common shares, 380,000 options and 3,100,000 warrants outstanding at the date of report. If all of the Company's options and warrants were exercised, the Company would have 48,121,285 common shares outstanding at the date of report.