

**DEPLOY TECHNOLOGIES INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION**  
**FOR THE YEAR ENDED JULY 31, 2011**  
**Filed OCTOBER 31, 2011**

The following Management Discussion and Analysis ("MD&A") of the results of operations and financial condition of Deploy Technologies Inc. ("Deploy") or ("the Company") for the year ended July 31, 2011. The information contained herein takes into account all important events up to this date. This MD&A should be read in conjunction with the Company's financial statements and related notes for the year ended July 31, 2011.

## **INTRODUCTION**

The 2011 annual financial statements of Deploy have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") and also comply, in all material aspects with United States GAAP ("U.S. GAAP"). Management is responsible for the integrity of the financial statements and operational information.

Deploy is a development stage company and will employ a system of internal controls, consistent with reasonable costs; to provide reasonable assurance that all assets are safeguarded and to facilitate the preparation of relevant, reliable, and timely financial information. These financial statements have been reviewed with management and have been approved by the Board of Directors. The Board of Directors is responsible for overseeing management's responsibility for financial reporting and is ultimately responsible for reviewing and approving the financial statements.

The MD&A provides readers with information essential to understand its current operations, results and financial performance, and to evaluate the future prospects of the Company. The preparation of the financial statements and related disclosures in conformity with Canadian GAAP requires management to make estimates that affect the reported amounts of assets, liabilities, revenue, expenses and contingencies.

Management bases its estimates on historical experience and on other assumptions that are believed, at the time, to be reasonable under the circumstances.

All references to "*Subordinated Voting Stock*" or "*Subordinated Voting Shares*" refers to the common stock in the share capital of the Company

## **FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking information based on management's best estimates and the current operating environment. These forward-looking statements relate to anticipated financial performance, business prospects and strategies. With the exception of historical data, information and statements in this report, certain information and statements in this report that covers expected results of Deploy should be considered forward-looking.

Such forward-looking statements involve risks, uncertainties and other factors, which may cause actual results, performance or achievements of Deploy to be materially different from future results, performance or achievements expected or implied by such forward-looking statements. Some of the factors contributing to this uncertainty are fluctuations in quarterly and annual results, the ability of Deploy to identify, complete and then efficiently integrate acquisitions and strategic activities over the long term, demand for the service offered by Deploy, industry price pressure, as well as market forces, economic cycle, and the strength of regional economies in Canada and elsewhere where Deploy conducts its business. The foregoing list of important factors is not exhausting.

## OVERALL PERFORMANCE

We are a venture stage company. We have not earned revenues and have incurred losses to date. Our expenses have been limited to routine general and administrative costs and the costs of research and development. We incurred a loss of \$424,174 for the fiscal year ended July 31, 2011 compared to a loss of \$163,716 for the fiscal year ended July 31, 2010. Our financial condition and ability to pay operating costs and research and development costs is dependent on the private sale of our subordinated voting shares and acceptance of our subordinated voting shares in payment of executive compensation in lieu of cash to fund our operations. The level of our operations from period to period depends on the amount of funds available. Our level of expenses and related loss has been increasing from period to period as a result of greater levels of funding available. We believe this is attributable to improvement in obtaining funding based on advances in our research and development of our Fleet Data Management & Weigh System products. We experience a significant match between financial condition and our level of expenditures. Although we may experience a working capital surplus and cash flow surplus from time to time, typically these surpluses are a result of a mismatch between the period in which funds are received and expected use of the funds in immediately following periods. Our financial condition is over time a close match between revenues raised and expenses incurred, with cash inflows and outflows evenly matched over periods.

## SELECTED ANNUAL INFORMATION

	31 July 2011	31 July 2010	31 July 2009
Total revenue	-	-	-
Net loss	(424,174)	(163,716)	(105,000)
Foreign currency translation adjustment	(41,967)	(10,443)	(953)
Comprehensive loss	(466,141)	(174,159)	(105,953)
Basic and fully diluted loss per share	(0.010)	(0.005)	(0.004)
Weighted average number of shares outstanding	41,914,420	36,261,072	25,715,444
Cash & cash equivalents	38,484	1,991	912
Total assets	145,847	56,405	31,152
Total non-current liabilities	58,497	-	-
Dividends declared	-	-	-

Our financial position to date reflects our focused efforts and significant progress towards achieving our key short term objectives:

- advance the project of development of our first product; Fleet Data Management & Weigh System
- patent application in the U.S. for the Fleet Data Management & Weigh System
- continue meeting accounting reform conversion requirements
- continue to advance and meet regulatory reporting requirements: BCSC (British Columbia Securities Commission), Canada and OTC Markets
- file a prospectus for a listing on the CNSX (Canadian National Stock Exchange)
- raise private equity to facilitate funding our objectives

During the Company's 2011 fiscal year we have made significant progress with the development of our core product. Through our interactions with our target and test clients we have identified that many companies that use heavy lifting equipment have various technologies, none of which are standard and many that do not interact or share data. We have identified this lack of technology standardization as a means of easing our weigh system into the market by adding features that allow our target clients to integrate all of their technological needs into one single product. We will present our product as a 'Fleet Data Management and Weight System' as opposed to the previous 'On-The-Fly Weigh System'.

As part of our plans to transition from product development to sales, we have filed a provisional patent application with the United States Patent and Trademark Office and have filed Extra Provincial Registration in British Columbia in order to acquire an HST (Harmonized Sales Tax) number which is required to sell our product in British Columbia and Canada.

We have filed a Preliminary Prospectus with the British Columbia and Ontario Securities Commissions as a requirement of our application for a listing on the CNSX (Canadian National Stock Exchange). This process is ongoing and shareholders will be informed when the process is completed.

We raised a significant amount of capital in February and March of 2011 and used the funds for product development, accounting, and regulatory filings as well as preparation for our CNSX listing application. Further capital was raised in June and July 2011 which has enabled the Company to continue the development and testing of its core product.

We maintain current reporting and disclosure through SEDAR and OTCMarkets as well as our corporate website for shareholders to keep informed of our company progress and status.

On June 14, 2011, the Company posted its 2011 Third Quarter Financial Report.

On May 13, 2011, the Company released news that it filed a Provisional Patent Application

On April 12, 2011, the Company released news that it completed Prototype Version II Production.

On March 7, 2011, the Company posted its 2011 Second Quarter Financial Report.

On January 5, 2011, the Company announced a Successful Initial Installation.

On December 3, 2010 the Company announced completion of the first prototype which was a significant milestone after the transition from administration turn around into operational turn around.

On November 3, 2010, the Company filed its 2010 Annual Financial Report.

On November 12, 2010, the Company released news that it signed a letter of understanding with Maple Leaf Disposal which is a significant indicator of the market demand for our product offering.

On January 5, 2011 the Company announced a successful initial installation. This was an exciting day for the management who participated in this and the following tests and resulted in a direct referral to a close competitor of the company we were doing the tests with.

We are maintaining our responsible management approach to share issuance in order to protect and increase shareholder. We have attracted a very responsible and respectable management team and are implementing corporate governance policies and procedures in order to maintain this approach in the long term.

The public market has not been an area of focus for the company as can be seen by the lack of share volume in the market. Management will continue to focus on the primary objective of producing a product that our clients are demanding. We believe that revenue will drive the market without the need for market awareness campaigns and once the Company is a going concern with revenue we will take an internal approach to market awareness.

## **RESULTS OF OPERATIONS**

### **Revenue**

The Company had no sales revenue during the years ended July 31, 2011 and 2010. Other income of \$2,854 (2010 - \$Nil) was generated from the provision of services utilizing the Company's tools and equipment.

### **Operating Expenses**

Operating expenses totaled \$471,949 for the year ended July 31, 2011, compared with \$163,716 for the same period ended July 31, 2010. The change in general and administrative expenses relate to a number of factors, including new expenses that were not incurred during the prior year such as accounting fees and audit

fees and differences in exchange rates. The Company also incurred consulting fees in association with corporate development during the 3<sup>rd</sup> and 4<sup>th</sup> quarter of 2011, and additional filing fees with the BC and Ontario Securities Commissions.

The following table shows the Company's comparative operating expenses for the years ended July 31, 2011, 2010 and 2009:

	Year ended July 31,		
	2011	2010	2009
<b>General and Administrative Expenses</b>			
Accounting fees	49,918	30,213	1,426
Automobile expenses	11,519	5,660	568
Bank charges and interest expense	4,066	2,124	540
Consulting fees	218,253	22,279	27,640
Depreciation and amortization	13,745	2,666	-0-
Dues and subscriptions	15,811	5,197	345
Insurance	-0-	708	162
Filing Fees	10,720	4,502	-0-
Management fees	73,054	66,838	64,921
Legal fees	2,500	5,000	-0-
Meals and entertainment	3,998	1,312	497
Office and miscellaneous	8,684	2,571	953
Rent	13,086	1,393	-0-
Telecommunications	645	778	-0-
Transfer agent fees	8,051	5,077	4,465
Travel	3,528	1,327	-0-
Tools and materials	34,371	6,071	2,877
<b>Total Operating Expenses</b>	<b>471,949</b>	<b>163,716</b>	<b>105,000</b>

General and Administrative Expenses for the year ended July 31, 2011, include related party management fees of \$90,594 (2010 - \$66,838) and related party consulting fees of \$105,696 (2010 - \$22,279). During 2011, the Company recovered management fees due to related parties of \$17,540. Management does not consider that these amounts, which were due to the Company's former director, are payable. The consulting fees recorded during the third and fourth quarters of 2011 relates to consulting activities associated with corporate development by the Company.

In general, other general and administrative costs remained relatively the same during the year ended July 31, 2011 compared to July 31, 2010 except for the new expense type such as depreciation or items discussed above.

The other factor, contributing to the change in the general and administrative expenses was the variation in exchange rates. The company's functional currency is the Canadian dollar and its reporting currency is the United States dollar.

## Discontinued operations

There were no discontinued operations during the years ended July 31, 2011 and 2010.

## Net Loss after discontinued operation

Net loss for the year ended July, 2011 totaled \$424,174; compared with \$163,716 for the year ended July 31, 2010. Net loss increased due to additional expenses such as consulting fees during the 3<sup>rd</sup> and 4<sup>th</sup> quarters of 2011 compared to that of 2010 as discussed above. Also impacting the net loss after discontinued operations was the fact that there was more activity during the year compared to that of 2010.

## Other Comprehensive Loss

	Year ended July 31		
	2011	2010	2009
Foreign Currency Adjustments	(41,967)	(10,443)	(953)
<b>Total Comprehensive income/(loss)</b>	<b>(41,967)</b>	<b>(10,443)</b>	<b>(953)</b>

The functional currency is the Canadian Dollar and the reporting currency is the US dollar. At each balance sheet date, assets and liabilities that are denominated in a currency other than U.S. dollars are adjusted to reflect the current exchange rate which may give rise to a foreign currency translation adjustment accounted for as a separate component of stockholders' equity and included in other comprehensive income/(loss). The Company recorded translation adjustments of \$(41,967) and \$(10,443) for the years ended July 31, 2011 and 2010, respectively. The amounts are included in the statement of operations as other comprehensive gains for the respective periods.

## Comprehensive Loss

The Company's comprehensive losses were \$466,141 and \$174,159 for the years ended July 31, 2011 and 2010, respectively. The increase in the comprehensive loss in the 2011 compared to that of 2010 was due to the fact that the incurred additional costs such as depreciation and consulting fees, for business development.

## Total Assets

The Company's total assets amounted to \$145,847 at July 31, 2011, compared with \$56,405 at 31 July 2010. The increase is attributed to the acquisition of www.deploy.ca with a market value of \$12,581, other additions to website development costs of \$1,162 and purchase of property, plant and equipment of \$49,302.

## Shareholders' Deficiency

Shareholders' deficiency amounted to \$22,808 at July 31, 2011, compared with a deficiency of \$37,264 at July 31, 2010. The change in the shareholders' deficiency is due to the fact that 8,041,983 common shares were issued in the 3<sup>rd</sup> quarter of 2011, and as at July 31, 2011 share subscriptions totaling \$80,560 had been received in advance, offset by increase in net loss for the year ended July 31, 2011.

## Authorized and Issued Shares:

### **Authorized Capital:**

The authorized capital of the Company is 100,000,000 subordinated voting shares at par value of \$0.0001.

On September 15, 2010, the Company changed incorporation to Nevada, moving from Delaware, and as a result reduced its authorized capital from 500,000,000 subordinated voting shares to 100,000,000 subordinated voting shares.

On September 29, 2011, the Company amended the Articles of Incorporation to authorize the issuance of up to 2,900,000 shares of Class A Preferred Stock, each share having the following voting powers, designations, preferences, limitations, restrictions, and relative rights:

- Ten votes per share in *pari passu* with shares of common stock on all matters presented to the holders of the Company's equity securities for vote or approval;
- A right to receive dividends when, as and if declared by the board of directors, *pari passu* with each share of common stock with the amount of such dividends determined by multiplying the dividend per share of common stock by ten;

- c. A right to receive distributions, whether or not in liquidation, in *pari passu* with each share of common stock with the amount of such distribution determined by multiplying the distribution per share of common stock by ten;
- d. Conversion into ten shares of common stock at the election of the Company or of the holder any time after two years of the date of issuance.

### ***Issued and outstanding Shares***

44,638,769 subordinated voting shares at July 31, 2011 and 40,638,399 subordinated voting shares at July 31, 2010.

During the year ended July 31, 2011, the Company issued 1,370,370 subordinated voting shares for management and consulting services rendered during the year and issued another 2,630,000 subordinated voting shares for cash proceeds of \$263,000.

On September 29, 2011, the Company issued 2,700,000 shares of Class A Preferred Stock in exchange for 27,000,000 subordinated voting shares previously owned by Trepped Enterprises Inc., a company controlled by the Chief Executive Officer of the Company and the Vice President of Operations of the Company.

On September 29, 2011, the Company issued 200,000 shares of Class A Preferred Stock in exchange for 2,000,000 subordinated voting shares previously owned by Force Options, Inc., a company controlled by the Chief Executive Officer of the Company.

### **Related Party Transactions**

Except as disclosed elsewhere in these financial statements, related party transactions are as follows:

- a) During the year ended July 31, 2011, a total of \$90,594 (2010 - \$66,838) was paid/accrued to the President of the Company.
- b) During the year ended July, 2011, consulting fees of \$30,201 (2010 - \$22,279) were paid/accrued to the Vice President of Operations of the Company.
- c) During the year ended July 31, 2011, consulting fees of \$75,495 (2010 - \$Nil) were paid/accrued to Grewal & Co. Professional Services, a company controlled by the Vice President of Corporate Development.
- d) During the year ended July 31, 2011, accounting fees of \$14,646 (2010 - \$Nil) were paid/accrued to BESA Global Consulting Inc., an accounting firm owned by the former Chief Financial Officer of the Company.
- e) During the year ended July 31, 2011, the Company reversed the accrual of management fees of \$17,540 previously due to a former director of the Company.
- f) On April 20, 2011, 470,370 common shares were issued to Trepped Enterprises Inc., a company controlled by the Chief Executive Officer and Vice President of Operations of the Company, for a total of \$47,037 related to management and consulting services rendered during the year ended July 31, 2011.
- g) On April 20, 2011, 500,000 common shares were issued to Grewal & Co Professional Services for \$50,000 related to consulting services rendered during the year ended July 31, 2011.
- h) During the year ended July 31, 2010, the Company issued 4,041,613 common shares with a fair value of \$202,049 to related parties for management and consulting fees in the amount of \$112,932 and \$89,117, respectively.

- i) During the year ended July 31, 2010, the Company issued 120,000 common shares with a fair value of \$6,000 to a former director and officer of the Company for management and consulting fees incurred in a prior year.
- j) During the year ended July 31, 2010, the Company issued 139,089 common shares valued at \$13,909 to settle loans payable to business associates related to the Vice President of Operations of the Company.

The above transactions, occurring in the normal course of operations, are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

## **Cash Flow Information**

### **a) Operating Activities**

Cash flow used in operating activities totaled (\$202,055) and (\$52,184) during the years ended July 31, 2011 and 2010, respectively. There was an increase of \$149,871 in cash flow used in operating activities related to an increase in consulting fees due to the design, development and testing of the company's prototype, sales and marketing consultation undertaken, and an increase in filing fees.

### **b) Financing Activities**

Cash flow provided by financing activities totaled \$343,360 and \$89,167 for the years ended July 31, 2011 and 2010, respectively. The cash provided by financing activities during the year ended July 31, 2011 was from loans received of \$Nil (2010 - \$62,120), a repayment of loans of \$Nil (2010 - \$7,275), issuance of subordinated voting shares issued for cash of \$263,000 (2010 - \$34,322), and share subscriptions received in advance of \$80,560 (2010 - \$Nil).

### **c) Investing Activities**

Cash flow used in investing activities totaled (\$63,045) and (\$25,461) for the years ended July 31, 2011 and 2010, respectively. The increase is related to acquisition of property, plant and equipment in the amount of \$49,302 and website development costs of \$13,743.

### **d) Effect of foreign exchange on cash**

The foreign exchange effect on cash was (\$41,967) and (\$10,443) for the years ended July 31, 2011 and 2010, respectively. The variation was due to differences in net assets and exchange rates between July 31, 2010 and July 31, 2011 of the respective comparative years.

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## SUMMARY OF QUARTERLY RESULTS

The following is a summary of quarterly results for each of the eight most recently completed quarters.

	Three Months Ended							
	31 July 2011	30 April 2011	31 January 2011	31 October 2010	31 July 2010	30 April 2010	31 January 2010	31 October 2009
Total Revenue	-	-	-	-	-	-	-	-
Net Loss	\$(240,373)	\$(100,987)	\$(60,607)	\$(22,207)	\$(43,435)	\$(57,321)	\$(28,731)	\$(34,229)
Foreign Currency Translation Adjustment	\$(52,874)	\$10,268	\$1,315	\$(676)	\$(4,759)	\$(10,927)	\$2,097	\$3,146
Comprehensive Loss	\$(293,247)	\$(90,719)	\$(59,292)	\$(22,883)	\$(48,194)	\$(68,248)	\$(26,634)	\$(31,083)
Basic and Fully Diluted Loss per share	\$(0.006)	\$(0.002)	\$(0.001)	\$(0.001)	\$(0.002)	\$(0.001)	\$(0.001)	\$(0.001)
Weighted average number of shares outstanding	41,914,420	41,748,782	40,638,499	40,638,399	37,060,853	35,994,479	35,994,479	35,994,479

Significant expenditure increases occurred in 2011 over 2010, especially in the third and fourth quarters, relative to the product development project; regulatory filings and patent applications and sales initiatives. Operating activities used funds for: sales; we have completed the development project of our first product, but have not yet generated sales revenues; general and administration expenditures: accounting fees; consulting fees for accounting conversion requirements, and sales and marketing efforts; depreciation (non-cash expense); rent; dues and subscriptions; and filing fees for regulatory filings and patent application.

The most significant area of expense in the fourth quarter was consulting fees. These fees have been incurred in the areas of business and corporate development, sales and marketing and product development.

We generated significant funds during the year ended July 31, 2011 through private equity placements in the amount of \$263,000 and raised additional \$80,560 during the fourth quarter for which the shares were issued in September 2011. These funds were used to continue the development of our core product, settle accounting fees, pay dues and subscriptions, as well as cover other general and administrative expenses.

As has been previously stated, our financial condition and ability to pay operating costs and research and development costs is dependent on the private sale of our subordinated voting shares and acceptance of our subordinated voting shares in payment of executive compensation in lieu of cash to fund our operations. The level of our operations from period to period will continue to depend on the amount of funds available.

## LIQUIDITY AND CAPITAL RESOURCES

The working capital deficit was \$67,513 as of July 31, 2011 and a deficit of \$90,059 as of July 31, 2010. The deficit includes amounts owing for related party payables of \$92,925 as of July 31, 2011 and \$19,367 as of July 31, 2010.

The Company has long-term loans amounting to \$58,497 at July 31, 2011 compared to \$Nil at July 31, 2010. During the year ended July 31, 2011, the Company rescheduled the repayment dates of these loans to be July 31, 2013. All loans are unsecured and bear interest at 5% p.a.

[Table on following page.]



<i>Contractual Obligations</i>	Total	Less than 1 Year	1 – 3 Years	4 – 5 Years	After 5 Years
Short-Term Debt	-	-	-	-	-
Long Term Debt	\$58,497	-	\$58,497	-	-
Capital Lease Obligations	-	-	-	-	-
Operating Leases	-	-	-	-	-
Purchase Obligations	-	-	-	-	-
Other Long Term Obligations	-	-	-	-	-
<b>Total Contractual Obligations</b>	<b>\$58,497</b>	-	<b>\$58,497</b>	-	-

## OFF-BALANCE SHEET AGREEMENTS

There were no off-balance sheet transactions entered into during the reporting periods. There were no existing obligations under guarantee contracts for financing instruments, retained or contingent interest in assets transferred to an unconsolidated entity, any obligations under derivative interests or any special purpose entity transactions.

## CRITICAL ACCOUNTING ESTIMATES

Preparation of these financial statements in conformity with accounting principles, Canadian GAAP, requires management to make estimates and assumptions regarding accounting estimates for certain amounts contained within the financial statements. The Company believes that each assumption and estimate is appropriate to the circumstances and represents the most likely future outcome. However, because of the uncertainties inherent in making assumptions and estimates regarding unknown future outcomes, future events may result in significant differences between estimates and actual results.

## CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

In February 2008, the Canadian Accounting Standards Board confirmed that Canadian publicly accountable enterprises will be required to adopt International Financial Reporting Standards (“IFRS”) for financial periods beginning on and after January 1, 2011. The effective implementation date of the conversion from Canadian generally accepted accounting principles (“Canadian GAAP”) to IFRS is August 1, 2011, with an effective date of August 1, 2010 for financial statements prepared on a comparative basis. We are engaged in an assessment and conversion process which includes consultation with external consulting firms.

Our information technology, accounting and financial reporting systems are not expected to be significantly impacted.

According to BCSC Staff Notice 52-326, the changeover to IFRS from Canadian GAAP is having the greatest impact on the following elements of financial reporting for companies not in mining, oil and gas and real estate businesses: Impairment of assets; Revenue recognition; and, Property, plant and equipment. These elements of financial reporting do not impact our current financial statements. Nevertheless, in subsequent years, IFRS could generate more impairment write-downs, if we incur impairment of assets, than Canadian GAAP since it uses a one-step test.

Under IFRS, impairment tests are generally carried out using the discounted future cash flows (one step test). Write-downs to net realizable values under an impairment test can be reversed if the conditions of impairment cease to exist. Under Canadian GAAP, impairment tests are generally done on the basis of undiscounted future cash flows and impairment loss is measured as the excess of the carrying value over the discounted cash flows (two step approach). Unlike IFRS, write-downs are permanent changes in the carrying value of assets and cannot be reversed.

The transition to IFRS requires us to apply IFRS 1, “First-Time Adoption of International Financial Reporting Standards” which details the requirement for preparing IFRS-compliant financial statements in the first reporting period after the date of transition. IFRS 1 provides entities adopting IFRS for the first time with a

number of optional and mandatory exemptions in certain areas to the general requirement of full retrospective application of IFRS.

Based on management's analysis of the various, accounting policy choices available, IFRS 1 elections relevant to us relates to property, plant and equipment and cumulative translation differences.

- IFRS 1 allows us to elect to have fair value or revaluation amounts as the deemed cost of property, plant and equipment at the date of transition. In accordance with IFRS 1, we may elect to measure certain items of property, plant and equipment at their fair values at the date of transition. Any fair value adjustments and changes to the assessment of the related useful lives of the individual components of property, plant and equipment could impact the depreciation charges subsequent to the date of transition. The Company will not elect to utilize this transitional provision and will record property, plant and equipment at cost upon adoption of IFRS.
- In relation to cumulative translation differences, IAS 21, "The Effects of Changes in Foreign Exchange Rates" would require the Company to calculate currency translation differences retrospectively. IFRS 1 provides the option of resetting cumulative translations gains and losses to zero at the transition date. The Company elected to reset cumulative translations losses to zero resulting in a decrease of \$9,179 in accumulated other comprehensive loss and increase of \$9,179 in deficit at the transition date.

We are in the process of preparing our opening balance sheet at August 1, 2010, preparing comparative financial statements and notes under IFRS for each quarterly period of 2010, and implementing system, processes, internal controls and training necessary. We have determined that there are no differences between Canadian GAAP and IFRS, as they relate to us upon transition to IFRS, although certain differences may arise in the future as discussed above. The foregoing is based on management's estimates and decisions, and are currently being reviewed internally by the board of directors and our external auditors.

## **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

We classify all financial instruments as either held for trading, held to maturity, loans and receivables, available-for-sale and other financial liabilities. Loans and receivables and other financial liabilities are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in accumulated other comprehensive income. Held for trading instruments are measured at fair value with unrealized gains and losses recognized on the statement of loss and comprehensive loss.

We have designated cash as held for trading, which is measured at fair value. Amounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and loans payable are classified as other financial liabilities which are measured at amortized cost. We have classified investment in another private company as available-for-sale and therefore we carry it at fair market value, with the unrealized gain or loss recorded in shareholders' equity as a component of accumulated other comprehensive income. These amounts will be reclassified from shareholders' equity to net income when the investment is sold or when the investment is impaired and the impairment is considered less than temporary.

## **CONTROLS AND PROCEDURES**

Our management is responsible for establishing and maintaining a system of controls and procedures over our public disclosure of financial and non-financial information. Management is also responsible for the design and maintenance of effective internal control over financial reporting to provide reasonable assurance regarding the integrity and reliability of our financial information and the preparation of its financial statements in accordance with Canadian generally accepted accounting principles. Management maintains appropriate information systems, procedures and controls to ensure integrity of the financial statements and maintains appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete and reliable.

## **SIGNIFICANT PROJECTS**

We have developed our Fleet Data Management & Weigh System which is designed to be installed in industrial transportation vehicles, however, it expands to many other mobile, portable, and custom applications. We have initiated our sales of our core product and plan to gain initial market share in the industrial transportation weighing and data management areas of our initial target markets. The company develops fleet data management and weigh systems designed to allow our target market to weigh loads prior to loading cargo into their trucks and to manage the recorded and live fleet and vehicle data at any location globally. The importance knowing weight of cargo include reducing the risks of fines due to overweight trucks, reducing risks to drivers of overhead hazards, reducing the amount of fuel consumption by reducing the amount of trips to unload the cargo, and increasing LEED environmental certification status which could lead to grants and tax credits for our clients.

Our technology consists of the use of hydraulic sensors and onboard computers as customized control and administrative software. This combination allows for the gathering and analyzing of data in order to save money and allow for specific weight billing for our clients.

The software will allow our clients to export data directly to their accounting software as well as use the data for more efficient vehicle deployment.

On November 10, 2008, the Company acquired fleet management technologies from Trepped Enterprises Inc., a company controlled by the President and Vice President of Operations of the Company, in exchange for the issuance of 30,000,000 common shares of the Company valued at \$30,000. The technology will allow organizations that use it to become more efficient, productive and profitable through the use of their fleet assets.

After completing our hardware development stage, we filed a provisional patent applications with the U.S. Patent & Trademark office and have initiated sales initiatives of our core product.

We are currently engaged with customer sales prospects who intend to purchase various components of our Fleet Data Management & Weigh System as they see them working. We have been customizing the software components for these various applications in preparation for sales.

## **GOING CONCERN**

The Company's financial statements have been prepared in accordance with Canadian generally accepted accounting principles and are stated in U.S. dollars. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for the period necessarily involves the use of estimates, which have been made using careful judgment. Actual results may vary from these estimates.

The Company has cash and cash equivalents of \$38,484 at July 31, 2011. Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. However, based on its demonstrated ability to raise capital during and subsequent to the year ended July 31, 2011, management believes that the Company's capital resources should be adequate to continue operating and maintain its business strategy during fiscal 2012. However, if the Company is unable to raise additional capital in the future, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. The financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Realizable values may be substantially different from carrying values as shown in these financial statements should the Company be unable to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's

financial statements have been properly prepared within the framework of the significant accounting policies as noted in "NOTE 1 – NATURE AND CONTINUANCE OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES" to these financial statements to satisfy US OTC reporting requirements however these financial statements must be prepared in accordance with Canadian GAAP reporting requirements.

## **OUTLOOK**

During the year ended July 31, 2011, we have raised sufficient capital to fulfill our reporting and disclosure obligations as well as technology development. We have positioned the company for sales through the completion of our core hardware technology and are planning internal management responsibility changes in order to support the transition to sales.

During the development phase of our technology, we have identified that many of our target customers that we met with have various technologies installed in their operations that do not integrate with each other including weighing systems and communications devices. We believe we have filled this void by developing our hardware to allow integration or replacement of other technologies. This strategy was used in order to ease our weighing technology into the market and avoid having to sell it as yet another solution that does not integrate with other technologies.

Although our product is defined as a Fleet Data Management & Weigh System, our product is attractive to many more markets aside from industrial transportation however we will focus our attention on industrial transportation until we have generated revenues to finance future our operating activities and build a client base we can use to leverage sales of our future products and services.

Regardless of economic conditions, the need for transportation of our essential needs, refuse removal, military and law enforcement services including ongoing hiring and training, remains essential. We have developed our products to be sold in these and other environments where the demand remains during economic downturns.

A primary consideration in the decision to move the company into offering products and services to fleet invested corporations is the simple fact that a small margin for such large firms could present exceptional opportunities for growth for companies such as Deploy. Our product has been developed to open market opportunities for Deploy in areas outside of refuse collection, areas which include almost all heavy equipment that uses hydraulics to lift products or equipment.

Throughout the 2011 year, management has achieved many milestones including the completion of hardware development of the version 2 prototype of the Fleet Data Management and Weigh System. Each client installation will require software customization in order for them to see the data that they want to see in a format of their choice. These software customizations will be our secondary source of revenues.

We will continue to hire consultants for various technical tasks including schematic design, pcb design, Printed Circuit Board manufacturer, and circuitry assembly, in order to limit any long term contractual obligations until we achieve sales revenues that allow long term commitments.

We are proud of what we have achieved to date and are proud of the people who supported our efforts and goals. We will continue to attract people who are excited and determined to make Deploy Technologies Inc. a success.

**David Eppert, President**  
**Deploy Technologies Inc.**  
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