

# DEPLOY TECHNOLOGIES INC.



## MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION FOR QUARTER ENDED OCTOBER 31, 2011 Filed DECEMBER 23, 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 three month period ended October 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 three month period ended October 31, 2011 and 2010, and the audited financial statements of the Company for the year ended July 31, 2011 and 2010.

### INTRODUCTION

The 2012 1st quarter financial statements of Deploy have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") and the annual audited financial statements for the year ended July 31, 2011 have been amended to reflect adjustments identified as a result of the conversion to IFRS. These financial statements 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 IFRS 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.

### 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 products and 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 \$188,921 for the quarter ended October 31, 2011. We also 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 common shares and acceptance of our common shares in payment of executive compensation in lieu of cash to fund our operations. The increase in our level of operations in recent periods is attributable to the improvement in obtaining funding based on advances in our research and development of our Fleet Data Management & Weigh System products. With development of our core product now complete, management has been able to implement, and demonstrate to potential investors, our sales and marketing strategies. 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.

## RESULTS OF OPERATIONS

### Revenue

The Company had no sales revenue during the quarters ended October 31, 2011 and 2010, respectively. Other income of \$7,145 (2010 - \$Nil) was generated from the provision of services utilizing the Company's tools and equipment.

### Operating Expenses

Operating expenses totaled \$196,079 for the period ended October 31, 2011, compared with \$22,207 for the same period ended October 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 legal fees, and expenditure on tools and equipment. The Company also incurred management and consulting fees in association with corporate development and testing of our core product during the first quarter of 2012, and additional filing fees with the BC and Ontario Securities Commissions. Also, the company began renting premises in 2011, and as such incurred rent in the first quarter of 2012 that was not incurred in the previous year.

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

	Three months ended October 31,		
	2011	2010	2009
<b>General and Administrative Expenses</b>			
Accounting fees	4,922	6,736	433
Automobile expenses	4,247	1,752	1,297
Bank charges and interest expense	809	967	260
Consulting fees	101,914	-	5,583
Depreciation and amortization	6,111	1,589	-
Dues and subscriptions	3,457	1,895	124
Insurance	-	-	240
Filing Fees	2,920	1,916	-
Franchise Taxes	-	726	-
Management fees	35,975	3,494	16,748

Legal fees	14,997	-	-
Meals and entertainment	3,250	696	178
Office and miscellaneous	4,798	306	392
Rent	5,496	1,393	-
Telecommunications	327	130	677
Transfer agent fees	1,100	1,450	900
Travel	516	550	-
Tools and materials	5,240	-	2,266
Realized foreign exchange loss/(gain)	-	-	5,131
<b>Total Operating Expenses</b>	<b>196,079</b>	<b>22,207</b>	<b>34,229</b>

General and Administrative Expenses for the period ended October 31, 2011, include related party management fees of \$35,975 (2010 - \$3,494) and related party consulting fees of \$36,975 (2010 - \$Nil). During the year ended July 31, 2011, the Company recovered management fees due to a former director of \$17,540. Management does not consider that this amount to be payable. The consulting fees recorded during the first quarter of 2012 relate to consulting activities associated with corporate development the testing of its core product by the Company.

In general, other general and administrative costs remained relatively the same during the quarter ended October 31, 2011 compared to October 31, 2010 except for the new expense type such as depreciation, the increase in legal and accounting fees relating to the preparation of the Company Prospectus, and other 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 quarters ended October 31, 2011 and 2010.

### Net Loss after discontinued operation

Net loss for the period ended October 31, 2011 totaled \$188,921; compared with \$22,207 for the quarter ended October 31, 2010. Net loss increased due to additional expenses such as management and consulting fees, legal fees and rent during the first quarter of 2012 compared to that of 2011 as discussed above. Also impacting the net loss after discontinued operations was the fact that there was more activity during the period ended October 31, 2011 compared to the previous year.

### Other Comprehensive Loss

	Three month period ended October 31,		
	2011	2010	2009
Foreign Currency Adjustments	(1,747)	(676)	3,146
<b>Total Other Comprehensive Income/(loss)</b>	<b>(1,747)</b>	<b>(676)</b>	<b>3,146</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 \$(1,747) and \$(676) for the quarters ended October 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 \$190,668 and \$22,883 for the quarters ended October 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, management fees and consulting fees for business development.

## **Total Assets**

The Company's total assets amounted to \$179,200 at October 31, 2011, compared with \$145,847 at 31 July 2011. The increase is attributed to an increase in cash and cash equivalents of \$22,127 and the purchase of property, plant and equipment of \$17,432, set off by depreciation of \$6,111.

## **Shareholders` Equity**

Shareholders' surplus amounted to \$63,997 at October 31, 2011, compared with a deficiency of \$22,808 at July 31, 2011. The change in the shareholders' deficiency is due to the fact that 2,534,791 common shares were issued in the first quarter of 2012, and as at October 31, 2011 share subscriptions totaling \$101,060 had been received in advance, offset by increase in net loss for the three month period ended October 31, 2011.

## **Authorized and Issued Shares:**

### ***Authorized Capital:***

The authorized capital of the Company is 100,000,000 common shares at par value of \$0.0001 and 2,900,000 class A preferred shares at par value of \$0.001.

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 common shares to 100,000,000 common 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:

- a. 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;
- b. A right to receive dividends when, as and if declared by the board of directors, in *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***

18,173,560 common shares at October 31, 2011 and 44,638,769 common shares at July 31, 2011.

2,900,000 Class A preferred shares at October 31, 2011 (July 31, 2011 – Nil).

On September 29, 2011, the Company issued 2,700,000 shares of Class A Preferred Stock in exchange for 27,000,000 common 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 common shares previously owned by Force Options, Inc., a company controlled by the Chief Executive Officer of the Company.

On September 6, 2011, the Company issued 1,400,000 common shares for \$0.10 per share for cash proceeds of \$140,000.

On September 6, 2011, the Company issued 125,000 common shares valued at \$12,500 for consulting services of \$10,000 rendered during the year ended July 31, 2011, and consulting services of \$2,500 rendered during the three month period ended October 31, 2011.

On September 6, 2011, the Company issued 100,000 common shares valued at \$10,000 for legal fees rendered during the three month period ended October 31, 2011.

On September 6, 2011, the Company issued 656,678 common shares to a company controlled by the Chief Executive Officer of the Company and Vice President of Operations of the Company, valued at a total of \$65,668 related to management and consulting services rendered during the year ended 31 July 2011.

On September 6, 2011, the Company issued 253,113 common shares to a company controlled by the Vice President of Corporate Development valued at \$25,311 related to consulting services rendered during the year ended 31 July 2011.

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

## **Related Party Transactions**

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

- a) During the three month period ended October 31, 2011, management fees of \$35,975 (2010 - \$17,470; 2009 - \$16,748) were paid/accrued to the Chief Executive Officer of the Company.
- b) During the three month period ended October 31, 2011, consulting fees of \$11,992 (2010 - \$5,824; 2009 - \$5,583) were paid/accrued to the Vice President of Operations of the Company.
- c) During the three month period ended October 31, 2011, consulting fees of \$24,983 (2010 - \$Nil; 2009 - \$Nil) were paid/accrued to a company controlled by the Vice President of Corporate Development.
- d) On September 29, 2011, we approved the exchange of 2,900,000 of our newly authorized Class A Preferred for 29,000,000 of our common shares, as follows: 200,000 Class A Preferred Shares for 2,000,000 common shares owned by Force Options Inc., a private company owned by the Chief Executive Officer, and, 2,700,000 Class A Preferred Shares for 27,000,000 common shares owned by Trepped Enterprises Inc., a private company owned equally by the Chief Executive Officer and Vice President of Operations of the Company.
- e) On September 6, 2011, 656,678 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 \$65,688 related to management and consulting services rendered during the year ended July 31, 2011.

- f) On September 6, 2011, 253,113 common shares were issued to Grewal & Co Professional Services Inc. a company controlled by the Vice President of Corporate Development, for \$25,311 related to consulting services rendered during the year ended July 31, 2011.

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 \$119,204 and \$19,251 during the quarters ended October 31, 2011 and 2010, respectively. There was an increase of \$99,953 in cash flow used in operating activities related to an increase in consulting fees due to the development and testing of the company's core product, sales and marketing consultation undertaken, and corporate development fees.

### b) Financing Activities

Cash flow provided by financing activities totaled \$160,500 and \$22,192 for the quarters ended October 31, 2011 and 2010, respectively. The cash provided by financing activities during the quarter ended October 31, 2011 was from the issuance of common shares for cash of \$140,000 (2010 - \$Nil), and share subscriptions received in advance of \$20,500 (2010 - \$22,192).

### c) Investing Activities

Cash flow used in investing activities totaled \$17,432 and \$3,300 for the quarters ended October 31, 2011 and 2010, respectively. The increase is related to acquisition of property, plant and equipment in the amount of \$17,432 (2010 - \$Nil) and research and development in the amount of \$Nil (2010 - \$3,300).

### d) Effect of foreign exchange on cash

The foreign exchange effect on cash was (\$1,747) and \$348 for the quarters ended October 31, 2011 and 2010, respectively. The variation was due to differences in net assets and exchange rates between October 31, 2010 and October 31, 2011 of the respective comparative periods.

## SUMMARY OF QUATERLY RESULTS

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

	Three Months Ended							
	31 October 2011	31 July 2011	30 April 2011	31 January 2011	31 October 2010	31 July 2010	30 April 2010	31 January 2010
Total Revenue	-	-	-	-	-	-	-	-
Net Loss	\$(188,921)	\$(240,373)	\$(100,987)	\$(60,607)	\$(22,207)	\$(43,435)	\$(57,321)	\$(28,731)
Foreign Currency Translation Adjustment	\$(1,747)	\$(52,874)	\$10,268	\$1,315	\$(676)	\$(4,759)	\$(10,927)	\$2,097
Comprehensive Loss	\$(190,668)	\$(293,247)	\$(90,719)	\$(59,292)	\$(22,883)	\$(48,194)	\$(68,248)	\$(26,634)
Basic and Fully Diluted Loss per share	\$(0.005)	\$(0.006)	\$(0.002)	\$(0.001)	\$(0.001)	\$(0.002)	\$(0.001)	\$(0.001)
Weighted average number of shares outstanding	36,022,463	41,914,420	41,748,782	40,638,499	40,638,399	37,060,853	35,994,479	35,994,479

The above figures for the quarters ended October 31, 2011, July 31, 2011, April 30, 2011, January 31, 2011 and October 31, 2010 have been prepared in accordance with IFRS, and the remaining figures in the table have been prepared in accordance with Canadian GAAP. These figures also represent the amounts had the financial statements been prepared in accordance with US GAAP.

Significant expenditure increases occurred in 2011 over 2010, and this has continued into 2012. Most notably, expenditure increased in the areas of regulatory filings and patent applications and sales initiatives. In 2011, the most significant expense related to the research and development of our core product. With development now complete, such development costs will not be incurred in 2012, however in the first quarter of 2012 significant expenditure was incurred relating to the marketing of our product. Operating activities used funds for: sales; we have completed the development project of our first product, but have not yet generated sales revenues; in August 2011, we began marketing this product with a view to generating revenue; 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 first quarter was consulting fees. These fees have been incurred in the areas of business and corporate development, sales and marketing and product testing.

We generated significant funds during the three month period ended October 31, 2011 through private equity placements in the amount of \$140,000 and raised additional \$101,060 during the first quarter for which the shares were issued in November 2011. These funds were used to continue the testing of our core product, implement sales and marketing strategies, meet the accounting needs of the Company, 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 common shares and acceptance of our common 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 surplus was \$9,160 as of October 31, 2011 and a deficit of \$67,513 as of July 31, 2011. The deficit includes amounts owing to related party payables of \$52,347 as of October 31, 2011 and \$92,925 as of July 31, 2011.

The Company has long-term loans amounting to \$57,068 at October 31, 2011 compared to \$58,497 at July 31, 2011. All loans are unsecured and bear interest at 5% p.a. and are repayable by July 31, 2013.

<b>Contractual Obligations</b>	<b>Total</b>	<b>Less than 1 Year</b>	<b>1 – 3 Years</b>	<b>4 – 5 Years</b>	<b>After 5 Years</b>
Short-Term Debt	-	-	-	-	-
Long Term Debt	\$57,068	-	\$57,068	-	-
Capital Lease Obligations	-	-	-	-	-
Operating Leases	-	-	-	-	-
Purchase Obligations	-	-	-	-	-
Other Long Term Obligations	-	-	-	-	-
<b>Total Contractual Obligations</b>	<b>\$57,068</b>	<b>-</b>	<b>\$57,068</b>	<b>-</b>	<b>-</b>

## CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

### Adoption of International Financial Reporting Standards (“IFRS”)

In February 2008, the Canadian Accounting Standards Board (“AcSB”) confirmed that Canadian GAAP for publicly accountable enterprises would be replaced by IFRS for fiscal years beginning on or after January 1,

2011. The Company's first interim financial statements prepared under IFRS are the condensed interim financial statements for the three month period ended October 31, 2011 with the effective date of transition being August 1, 2010. These condensed interim financial statements include full disclosure of its new IFRS policies in Note 1.

## **Transition to IFRS**

IFRS 1, "First-time Adoption of International Financial Reporting Standards", sets forth guidance for the initial adoption of IFRS. The Company has applied the following exemptions to its opening statement of financial position dated August 1, 2010.

## **Functional currency and foreign currency translation**

On transition to IFRS, the Company has elected under the option available under the IFRS 1, cumulative translation difference exemption, and deemed the foreign currency translation adjustment at the transition date to be zero.

IFRS 1 also outlines mandatory guidelines that a first time adopter must follow. The Company applied the following mandatory guidelines to its opening statement of financial position dated August 1, 2010.

## **Estimates**

In accordance with IFRS 1, the Company's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date under Canadian GAAP unless there is objective evidence that those estimates were in error. The estimates previously made by the Company under Canadian GAAP were not revised for application of IFRS.

## **Canadian GAAP to IFRS differences**

IFRS employs a conceptual framework that is similar to Canadian GAAP. However, significant differences exist in certain matters of recognition, measurement and disclosure. In order to allow users to better understand these changes, the Company's Canadian GAAP statements of financial position as at August 1, 2010, October 31, 2010 and July 31, 2011 have been reconciled to IFRS, with the resulting differences explained. There have been no changes to the statements of loss and comprehensive loss and cash flows. Therefore, no reconciliations have been presented for the statements of loss and comprehensive loss and cash flows.

## **Functional currency and foreign currency translation**

Under Canadian GAAP, the basis of measurement for foreign operations is dependent upon whether an operation is classified as integrated or self-sustaining. The measurement currency of a self-sustaining foreign operation is the foreign currency.

Under IAS 21, the concepts of integrated and self-sustaining are not included. Instead the functional currency of each individual entity must be considered. All assets and liabilities are translated at the exchange rate in effect at the date of the statement of financial position. Revenues and expenses are translated at rates of exchange in effect during the period. Gains and losses on translation are included in equity as a separate



component of other comprehensive income or loss. On transition to IFRS, the Company has elected under the option available under the IFRS 1, cumulative translation difference exemption, and deemed the foreign currency translation adjustment at the transition date to be zero. The impact of this change was to reclassify the \$9,179 cumulative translation loss from accumulated other comprehensive loss to deficit at August 1, 2010.

## **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

We classify all financial instruments as either financial assets or liabilities at fair value through profit or loss ("FVTPL"), 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. Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized on the statement of loss and comprehensive loss.

We have designated cash as FVTPL, which is measured at fair value. Amounts receivable are classified as loans and receivables, which are measured at amortized cost. Trade payables, due to related parties 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**

The company develops fleet data management and hydraulic 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 truck deployment.

Although all technology development is ongoing, the company has filed a provisional patent application in order to protect the company's intellectual property prior to selling the 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 are currently 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 IFRS 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 \$60,611 at October 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 period ended October 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 IFRS reporting requirements.

## **OUTLOOK**

During the three month period ended October 31, 2011, we have raised sufficient capital to fulfill our reporting and disclosure obligations as begin implementing our sales and marketing strategies. This achievement has made an enormous amount of time available to the management team to develop the product and sales channels.

The current environment remains favorable for logistics and transportation services in Canada. The refuse industry being an required service is going to continue to present strong opportunities for growth for the company. With population growth comes infrastructure growth requirements and the large fleet invested service providers such as refuse, law enforcement and military, are primary contractors to governments, municipalities, corporations and civilians alike. 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 and include almost all heavy equipment that use hydraulics to lift and most mobile data management applications.

With management's achievement of bringing the company to current reporting status with both US and Canadian regulatory bodies, a foundation has been paved to help management focus on the most important stage of generating sales. Although being a publicly trading company allows for opportunities to raise

required capital, it may also present investors with liquidity and potential for profitability from the progress management has and will continue to drive towards.

Deploy has a responsible and dedicated management team, each patiently focused on long term personal success coupled with corporate accountability to achieve short, medium, and long term goals. This outlook is ideal for a young, high risk development stage company and is mandatory in order to create true shareholder value through the generation of revenue.

Even though the plan of management is to provide products and services that don't require high level of staffing to achieve sales, post-development plans will be to spend extremely conservatively in order to guard the cash and increase shareholder value. This means that the company will not hire further salaried staff through the use of financing but wait until sales revenues require additional staffing to maintain sales growth.

Throughout the 2011 year, management has achieved many milestones and has now completed hardware development of the version 2 prototype of the Fleet Data Management and Weigh System.

While each vehicle type requires independent testing, and software to support its mechanical and required user interface differences, we know that not having a full solution to demonstrate as a selling tool is a limitation in our sales approach. We will continue to drive our sales efforts and build relationships with prospective clients in order to prepare for broad sales initiatives.

The development of our core product has two components. The first being the Fleet Data Management & Weigh System hardware with software designed to run it (Hardware) and the second being the software used to analyze and manage the data that is collected (Software) from the use of the Hardware. It is intended that the Hardware will be comprised of various components which the client can select from and the Software will be an annual fee based Software to continue revenues after the sale of the Hardware.

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**  
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