ICEsoft Technologies, Canada Corporation
Management Discussion and Analysis
For The Nine Months Ended September 30, 2015

MANAGEMENT'S DISCUSSION & ANALYSIS

This Management's Discussion & Analysis ("MD&A") is intended to provide readers with the information that management ("Management") of ICEsoft Technologies, Canada Corp. ("ICEsoft" or the "Corporation"), formerly Stinton Exploration Ltd ("Stinton"), believes is required to gain an understanding of the financial results of the Corporation for the three and nine months ended September 30, 2015, and to assess the Corporation's future prospects.

Accordingly, certain sections of this report contain forward-looking statements and forward-looking information (collectively, "Forward-Looking Information"), as defined under applicable Canadian securities laws, which are based on current plans and expectations. See under the heading "Special Note Regarding Forward Looking Information". Additional information relating to ICEsoft is available under ICEsoft's profile on www.sedar.com.

This MD&A, presented and dated as of November 25, 2015, should be read in conjunction with the unaudited condensed interim consolidated financial statements and related notes for the nine months ended September 30, 2015.

The Corporation's unaudited condensed interim consolidated financial statements have been prepared on a "going concern" basis, which presumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The operations of the Corporation have been primarily funded through private placements of equity and debt. The continued operations of the Corporation are dependent on the Corporation's ability to generate profitable operations in the future, to receive continued financial support from shareholders, and/or to complete sufficient equity and debt financings. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Corporation's ability to continue as a going concern. The unaudited condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material.

All currency amounts in the accompanying financial statements and this MD&A are in Canadian dollars unless otherwise noted.

Special Note Regarding Forward Looking Information

Certain statements contained in this listing statement constitute "forward-looking statements." These statements, identified by words such as "plan," "anticipate," "believe," "estimate," "should," "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of ICEsoft to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; speed of market adoption; reliance on reseller and partners; limited operating history of ICEsoft; market fluctuations; and retention of key personnel.

Forward-looking statements are based on a number of material factors and assumptions, including that ICEsoft shall be successful in its attempts to raise working capital in the near to medium term future, market demonstrates on-going adoption of new technologies, no material change to the competitive environment and ICEsoft will be able to access and retain sufficiently qualified technical, sales and marketing staff. While ICEsoft considers these assumptions may be reasonable based on information currently available to it, these assumptions may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the section "Risk Factors".

New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on our business or the extent to which any factor, or combination of such factors, may cause actual results to differ materially from those contained in any forward-looking statement.

This MD&A includes market and industry data that has been obtained from third party sources, including industry and market analyst publications. Management believes that this industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, we have not independently verified any of the data from third party sources referred to in this MD&A or ascertained the underlying economic assumptions relied upon by such sources.

ICEsoft advises shareholders to carefully review the reports and documents it files from time to time with the securities regulatory authorities on SEDAR at www.sedar.com.

Corporate Structure

ICEsoft Technologies, Canada Corp. (the "Company" or "ICEsoft" or "ICEsoft Technologies") was formed in 2001. ICEsoft is a public company incorporated under the Canada Business Corporations Act, and is domiciled in Canada. The Company completed a reverse takeover of Stinton Exploration Ltd ("Stinton") on September 25, 2015. Stinton was incorporated under the Canada Business Corporations Act on September 1, 2010. On November 19, 2015, ICEsoft changed its name to ICEsoft Technologies, Canada Corp. ICEsoft is a reporting issuer company incorporated under the Canada Business Corporations Act ("CBCA"), and is domiciled in Canada.

The Company's head office is located at 300, 1717 10 St NW Calgary, Alberta Canada T2M 0P5. The condensed consolidated interim financial statements of the Company as at and for the nine months ended September 30, 2015 consist of the Company and wholly owned subsidiaries. ICEsoft wholly owns ICEsoft Technologies Holdings Ltd., which was amalgamated under the CBCA and which has a wholly-owned Delaware subsidiary, ICEsoft Technologies, Inc. which acts as the United States operating entity.

Basis of Presentation

This review of the results of operations should be read in conjunction with the unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2015. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The unaudited condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors on November 25, 2015.

Certain supplementary measures in this MD&A do not have any standardized meaning as prescribed under IFRS and, therefore, may not be comparable with calculation of similar measures for other entities and should be considered non-IFRS measures. These measures are described and presented in order to provide information regarding the Corporation's financial and operational results, liquidity and ability to generate funds to finance its operations. These measures are identified and presented, where appropriate, together with reconciliations to the equivalent IFRS measures. However, they should not be used as an alternative to IFRS measures because they may not be consistent with calculations of other companies. These non-IFRS measures, and certain operational definitions used by the Corporation, are further explained below.

EBITDA and Adjusted EBITDA

EBITDA refers to net income before finance costs, taxes, depreciation and amortization.

Adjusted EBITDA is calculated as EBITDA before costs associated with non-recurring business costs associated with acquisition or corporate restructuring and share-based compensation.

These measures do not have a standardized definition prescribed by IFRS and, therefore, may not be comparable to similar captioned terms presented by other users. Management believes that EBITDA and adjusted EBITDA are key indicators for the results generated by the Corporation's core business activities because they eliminate non-recurring items and the impact of finance and tax structure variables that exist between entities.

No comparative information

The financial information has been prepared with no comparative information presented in accordance with Section 4.7(4) of National Instrument 51-102, as it is currently impracticable to present prior-period information.

Use of estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

Functional and presentation currency

The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. The functional currency of ICEsoft Technologies Inc. is U.S. dollars and is translated to the presentation currency.

Basis of consolidation

The financials within this MD&A include the accounts of the Corporation and its subsidiaries. All intercompany transactions have been eliminated in these condensed interim consolidated financial statements. Subsidiaries are those entities that the Corporation controls by having the power to govern the financial and operating policies of the entity. The existence and effect of potential voting rights that are currently exercisable are considered when assessing whether the Corporation controls another entity. Subsidiaries are fully consolidated from the date on which control is obtained by the Corporation and are subsequently deconsolidated from the consolidated financial statements on the date that control ceases. The accounting policies of the subsidiaries are consistent with the policies adopted by the Corporation.

Core Business

An established enterprise software portfolio

ICEsoft is an enterprise software company supplying mid to large scale multi-national corporations. The Company's core business has a subscriber base exceeding over 400 medium to large corporations. ICEsoft's legacy products: ICEfaces, ICEmobile and ICEpdf are used by over 20,000 enterprises and 150,000 developers worldwide. ICEsoft is building on its suite of legacy subscription based products with ICEsage, a new Software-as-a-Service offering for delivering context-enriched notifications and content.

ICEsoft has been providing software for critical enterprise infrastructure for over 10 years. Its current legacy products include:

> **ICEfaces:** A presentation layer technology solution that facilitates rich application development in both desktop and mobile environments. ICEfaces leverages responsive web-design techniques that detects the nature of the platform accessing the web-application and automatically reformatting the content to that particular appliance, resulting in considerable design time and cost savings.
>
> **ICEpdf:** ICEpdf is a Java-based PDF viewing engine that can be easily integrated within larger applications. It is highly performance, supporting a wide range of fonts (Asian and Cyrillic), forms and encryption.
>
> **BridgeIt:** BridgeIt is a groundbreaking mobile technology that provides web-based application access to mobile devices native features such as accelerometer, camera, scanner etc. For enterprise this directly translates into development and support cost savings. Rather than have to develop multiple mobile applications (one of iPhone, one for Android, one for Blackberry etc.) and having to support and manage a distributed base of 10,000's of applications instances across multiple app stores, enterprises can now achieved equivalent functionality through a single, browser accessed web-application.

ICEsoft prides itself on its support metrics and response times and understands enterprise's dependency on existing legacy infrastructure. ICEsoft's products support a wide range of infrastructure software in the industry, allowing developers to implement new feature capabilities without having to redesign legacy applications or having to upgrade existing middleware.

Production and Sales

All of ICEsoft's products are developed, maintained and distributed in electronic format. Engineering services, consulting, support and training services are provided on an on demand basis or as part of pre-purchased product subscriptions. Services are typically of a nature that they can be carried out remote from the client site.

ICEsoft's current and planned products (ICEfaces, BridgeIt and ICEsage, its new Context-enriched services platform) are typically sold on an annual subscription basis. Subscription and planned SaaS fees are pre-paid for a given subscription term. Terms generally run from 1 to 3 years. On occasion, ICEsoft has entertained one and six month terms. It is typical that discounts of 10-20% may be offered on pre-payment of multi-year terms. Receivables are set at 30 day terms. Subscribers are advised of renewal options a minimum of 30 days prior to subscription expiration. Subscribers failing to renew are often provided a 30-day grace window to complete subscriptions during which time they continue to have access to upgrades and web content, however engineering support is typically withheld.

ICEsoft's PDF products are typically sold under a license / OEM model. Clients pay an upfront license fee typically scaled by anticipated volume of products shipped and an annual support fee on the order of 15-20% of the total license costs.

Engineering and consulting services are typically invoiced upon completion of services rendered and signed off by a client. Revenue is recognized upon invoicing. The exception being in the event the client procures pre-paid engineering hours. These are blocks of pre-paid engineering consulting time offered to clients on a discounted basis. In this event pre-paid hours are recorded as differed revenue and recognized as the hours are used by the client. Pre-paid engineering products have a one year limited life span.

Market for Products

The majority of ICEsoft's commercial license sales come from the United States (app. 60%) and Europe (app. 30%). End users of ICEsoft's free-to-use products see significant deployment in China, India and Brazil, all regions where ICEsoft has faced historical challenges in commercialization.

Specialized Skills and Knowledge

ICEsoft has retained employees and contractors with specialized skill and knowledge in presentation layer technologies, web protocols, distributed application development and high availability architectures. In particular these employees and consultants have unique knowledge regarding sophisticated enterprise grade application development and deployment configurations. Replacement of critical skill sets can often take up to 6 months.

Intellectual Property

ICEsoft takes active steps to secure its intellectual property. It has secured copyrights and trademarks as required. ICEsoft has two patents granted and issued with two additional applications in process.

Seasonality

Historical trends have identified a measure of seasonality in ICEsoft's business. January through April and September tend to be stronger months. Summer months see sales tempered as a result of holidays. The summer slowdowns are most predominant with European Sales. November and December are historically slow months. Seasonal holidays place downwards pressure on sales towards calendar year end. However, contract renewals remain strong, which is where the majority of revenues are sourced.

Employees

As of September 30, 2015 ICEsoft has 16 full time employees, 2 part time employees and 2 full time European contractors.

Significant Contracts

ICEsoft is not substantially dependent on a contract to sell a major part of its products or to purchase a major part of its goods or services.

Changes to Contracts

ICEsoft does not believe that its business will be materially affected by renegotiation or termination of contracts or sub-contracts in the current fiscal year.

History

2012: In fiscal 2012, ICEsoft focused on expanding its footprint across its existing user base in both services / consulting and in subscription-based product sales. ICEsoft services and consulting revenue streams were grown to exceed 40% of total annual revenue. Product initiatives focussed on the development of mobile products that would reduce development times and support costs faced by enterprise IT organizations.

2013: In fiscal 2013 ICEsoft subscription business continued to grow across its existing product portfolio, realizing significant conversion rates from simple, per application subscriptions to a growing number of higher valued, multi-application, corporate accounts. Decisions were made to reduce the company's efforts in services and consulting efforts, reducing services revenue streams from 40% down to 16% of total revenue. Slower than forecast market adoption rates within enterprise IT organizations were faced resulting in longer cycles and lower than forecast revenues from the mobility products. While enterprises were mobilizing their web-based applications, development funding was prioritized at the business unit level with consumer facing applications typically responsible for revenue generation and customer satisfaction. Within the enterprise, IT organizational roll out and mobilization of internal enterprise applications, ICEsoft's traditional market and customer base, were found to be trailing by 4-6 quarters.

2014: ICEsoft continued to grow its subscription-based software business across its user-base realizing an approximate 15-20% year over year growth rate in subscription billings. Engineering services income held steady at approximately 15% of total revenue. Product development efforts shifted from now maturing mobility product development to the development of new context-based software-as-a-service initiative sponsored in part through a CDN$250,000 NRC / IRAP program grant. In July of 2014 ICEsoft received word from the CRA that ICEsoft's claimed Canadian Controlled Private Corporation (CCPC) status for its 2013 tax filings had been rejected. The CRA ruling resulted in a negative impact to forecast cash flow of $497,626 from ICEsoft's 2013 SR&ED tax claims.

While appealing the CRA finding, ICEsoft elected to undertake a corporate restructuring so as to avoid placing additional risk to its accrued 2014 SR&ED tax credits and to resolve default conditions with secured note holders. In December 2014 ICEsoft, then ICEsoft Technologies, Canada Corp. undertook a reverse takeover (RTO) of its then parent company, Delaware based ICEsoft Technologies, Inc. As part of the sequence of steps undertaken, the majority of convertible debt held in the company was converted to equity and the corporate share structure was reduced from 39,538,623 shares issued and outstanding across 4 share classes to 3,000,000 common shares issued and outstanding. The corporate restructuring initiative was successfully concluded on December 31, 2014.

2015: ICEsoft Holdings continued to expand and grow its footprint and corporate subscription base across its user community. Significant product releases were realized in its ICEfaces and ICEpdf product offerings and the company has prepared for the Q4 beta-launch of its new Context-Enriched services platform. Engineering services related income has been reduced to approximately 10% of total revenue. In September 2015 the company completed an amalgamation with Stinton Exploration Ltd., a reporting issuer. ICEsoft Holdings anticipates gradual migration in its principal business from historical software subscription sales associated with tools and technologies to a Software-as-a-Service business model driven by its most recent product initiatives.

Business Strategy

According to market analyst Forrester Research, for every consumer facing application deployed, an enterprise will typically have up to twenty other, internal applications to service their business to business and business to employee needs. **ICEsoft's strategy is to target the enterprise** with the tools and technologies they will need to develop and deploy context-enriched applications themselves. This strategy will allow ICEsoft to best leverage its existing user-base of 20,000+ enterprises for the initial launch of the product.

ICEsoft is developing both "free-to-use" and commercial variants of its product offering. The free-to-use variant will be constrained in terms of the number of users, feature set and deployment options. Its purpose will be to enhance the technologies accessibility to developers, generate market excitement and stimulate early adoption. The commercial variant will be required in order to support user numbers more typical of production level releases or to support deployment or security features typically required by enterprise.

In order to jump-start its market launch, ICEsoft is looking to secure a handful of early adopter / lead customers in suitable verticals. Apart from validating the ICEsoft solution, feedback from these vertically oriented lead customers will assist in defining those critical success factors, service features, context sources and additional development collateral required to increase the products likelihood of success.

Prospective lead customers benefit through first to market / lead time advantages, feature prioritization, and being able to address their own critical application needs by leveraging ICEsoft's application and development resources at discounted rates.

Competitive Conditions

ICEsoft sells its current products and services globally into the Rich Internet Application market. It is one of the top three providers of presentation layer technologies to the Java EE developer community. The market is maturing in nature. While the addressable market is expanding it is doing so as enterprises increase the number of applications using relevant technologies rather than through the number of prospective enterprises increasing.

Within the addressable market, ICEsoft's competitors (to its core product offering) are split between vertically integrated solutions from large middleware providers such as Oracle or RedHat and smaller cross platform independents. ICEsoft is most successful with those potential clients that leverage multiple best-of-breed technologies rather than those that are vertically integrated within a given supplier.

Notable competitors to the ICEsoft's ICEsage, context-enriched product offering include companies such as Parse, Urban Airship, Kony Solutions, and X-matters. These companies participate predominantly in the consumer application or consumer marketing / couponing sectors with a primary emphasis on location-based services.

In contrast ICEsoft is focussed in the enterprise markets with an emphasis on processing context data sources that extend beyond location based services. The sample competitors are well financed however and over time could be capable of entering the enterprise sectors and expanding the sources of data input. Parse is owned by Facebook whereas Urban Airship and Kony Solutions have received in excess of USD$80,000,000 and USD$100,000,000 in capital funding.

Key Milestones

ICEsoft's business objectives are to successfully launch its new context-enriched services platform, increase both its user and subscriber base by 25% and increase corporate revenue. Further information is included in the table below and is subject to obtaining further funding.

Business Objective	Description	Target Date
Increase available working capital	ICEsoft will undertake to increase its available working capital by $3M+ sourced from a combination of public and private markets.	Q1 2016
Successful Launch of Context-Enriched Services Platform	ICEsoft plans for a general market launch of its Context-Enriched Services platform in Q1'16. Targeted launch collateral includes appropriate tutorials, documentation, demos and videos as well as lead customer case studies and testimonials.	Q2 2016
Website Redesign and Software as a Service Infrastructure Deployment	ICEsoft will undertake to redesign its website and hosting infrastructure to better reflect, host and support its new context-based product offering.	Q2 2016
Increased Subscription Sales	ICEsoft is targeting on closing an incremental 70 subscriptions	Q4 2016

Material Restructuring Transactions

On September 24, 2015, Stinton Exploration Ltd ("Stinton") and ICEsoft closed a business combination transaction pursuant to which Stinton acquired the business and assets of ICEsoft. Pursuant to the agreement, each issued and outstanding ICEsoft common share, warrant, and option was exchanged for common shares, warrants, and options of Stinton on a 160 for 1 basis, at a deemed price of CAD$0.0125 per Stinton share. On closing, Stinton issued 490,680,000 common shares to ICEsoft shareholders.

Also in connection with the agreement, the Company transferred its 25% interest in the Buffalo Nickel Project back to a shareholder in return for the cancellation of 320,000 shares of the Company held by the shareholder.

The transaction is a reverse acquisition of Stinton and has been accounted for under IFRS 2, Share-based Payments. Accordingly, the transaction has been accounted for at the fair value of the equity instruments granted by the shareholders of ICEsoft to the shareholders and option holders of Stinton. The difference between the net assets acquired and the fair value of the consideration paid of $81,410 has been recognized as a listing expense in the statement of loss and comprehensive loss for the nine-months ended September 30, 2015. Costs of the transaction (reverse acquisition costs) of $60,160 were also expensed in the year ended December 31, 2014.

The results of operations of Stinton are included in the consolidated financial statements of ICEsoft from the date of the reverse acquisition, September 25, 2015.

Cash	$ 151
Other receivables	1,237
Accounts payable	(48,327)
	(46,939)

Purchase price allocation is as follows:	
Fair value of common shares issued	$46,165
Fair value of common shares issued to settle directors loans	87,132
Fair value of common shares cancelled on transfer of 25% interest in the Buffalo Nickel Project	(4,000)
	129,297
Listing expense	**176,236**

The fair value of the net assets of Stinton acquired on September 25, 2015 are as follows:

<u>Other Material Transactions</u>

During 2014, the CRA deemed that ICEsoft Technologies was no longer structured as a CCPC. This ruling negated the expected $497,626 that the Company was previously expecting to collect and accounting for in accounts receivable. While management initiated an appeal to the ruling it has concluded that these funds are unlikely to be received and has opted to write off the expected receivable.

Summary of Financial and Operational Results

The following tables set forth unaudited condensed interim consolidated financial data prepared in accordance with IFRS for the nine months ended September 30, 2015. The financial information has been prepared with no comparative information presented in accordance with Section 4.7(4) of National Instrument 51-102, as it is currently impracticable to present prior-period information.

	9 Months Ended September 30, 2015
Revenue	$1,600,603
Net loss and comprehensive loss	(1,532,680)
Working Capital (Current Assets less Current Liabilities)	(3,285,155)
Total Assets	275,818
Total Liabilities	3,793,791
	As at December 31, 2014
Working Capital (Current Assets less Current Liabilities)	$(2,720,309)
Total Assets	253,885
Total Liabilities	2,974,195

Summary Table of Operations

Loss from Operations and comprehensive loss	$(1,532,680)
Operating, General & Administrative Expenses	1,671,951
Net Operating Income	(71,348)
One time expenses associated with listing	62,458
Net cash provided by operating activities	48,925
EBITDA	(1,327,247)
Adjusted EBITDA (less stock based compensation & one time Amalgamation expenses)	(87,705)

Summary of Quarterly Results

The following table summarizes select financial information for ICEsoft Technologies, Canada Corp. for the prior one most recently completed quarters ending at the end of September 30, 2015. All amounts expressed in $ CDN and are unaudited. The financial information has been prepared with no comparative information presented in accordance with Section 4.7(4) of National Instrument 51-102, as it is currently impracticable to present prior-period information.

	Q3 09/30/15
Total Assets	$275,818
Net working Capital	($3,285,155)
Total Liabilities	$3,793,791
Total Revenue	$531,149
Net Loss from Operations	($96,435)
Income (Loss) per share (basic and diluted)	($0.03)

*Includes $1,216,091 in deferred revenue

RESULTS OF OPERATIONS

Revenue

	9 Months Ended September 30, 2015
Revenue	$1,600,603

2015 saw a continued maturation of the core business. It was characterized by slower growth rates in terms of new client adoption, which was offset by greater penetration and larger subscription transactions as existing clients increased their deployment of ICEsoft's core product. There was no material shift in revenue across geographic regions.

Operating, General & Admin Expenses

	9 Months Ended September 30, 2015
Operating, General & Administrative Expenses	$1,671,951

Cost of sales consists only of sales commissions and remained a low, consistent percentage of sales. No new products or services were introduced over the period. The company experienced no material increase in cost of goods sold.

Product related marketing costs and investments have remained low year to date. The Company is anticipating a significant repositioning of marketing literature and web site development in Q4 2015 and Q1 2016 as it prepares for the launch of its upcoming Software-as-a-Service offering.

Administration costs increased significantly year to date. One time only costs were incurred with legal, audit and other services associated with corporate restructuring efforts including the Company's amalgamation with Stinton Exploration Ltd.

Product development efforts underwent an approximate shift of CDN$500,000 away from desktop and mobile development initiatives towards ICEsoft's new context-enriched services initiative. Product beta launch of the new initiatives is scheduled for Q4 2015 with general market launch in Q1 2016.

	9 Months Ended September 30, 2015
Net Operating Income	$(71,348)

Net loss

	9 Months Ended September 30, 2015
Net Loss	(1,163,612)

Included in net loss and comprehensive loss for the nine months ended September 30, 2015 is a significant non-cash charge relating to stock-based compensation of $478,820 as well as the largely non-cash listing expense related to the reverse takeover of Stinton Exploration Ltd of $143,878 for the nine months ended September 30, 2015.

One-time expenses amalgamation expenses include:

Legal Fees	$57,189
Amalgamation Costs	3,055
Supplies and Travel	2,214
Total	$62,458

Associated with the listing of ICEsoft and the reverse takeover of Stinton Exploration Ltd, ICEsoft has incurred $62,458in onetime charges. These charges are highlighted on the face of the financial statements for readers.

Stock Based Compensation

The $478,820 of stock-based compensation for the nine months ended September 30, 2015 resulted from the vesting of previously issued employee stock options and valuing the option grants using the Black Scholes option pricing model as follows:

- On March 2, 2015, ICEsoft granted 72,640,000 options (4,540,000 subsequent to 16:1 consolidation) to employees for a five year period at a price of $0.00625 ($0.10 subsequent to 16:1 consolidation). These options are fully vested.
- On August 12, 2015 ICEsoft granted 480,000 options (30,000 subsequent to 16:1 consolidation) at a price of $0.0125 ($0.20 subsequent to 16:1 consolidation) for a five year period. These options being vesting August 13, 2016 and are not included in the stock based compensation expense.

The Corporation's shares did not have sufficient public trading data and, therefore, ICEsoft used the historical volatilities of certain members of its peer group for input into the Black-Scholes Option Pricing Model.

Liquidity and Capital Resources

ICEsoft is able to generate sufficient amounts of cash and cash equivalents, in the short and long term from its existing portfolio of legacy products to remain solvent. ICEsoft is unable to generate sufficient amounts of cash and cash equivalents required to meet its planned growth or to fund its planned development activities.

It is forecast that ICEsoft's cash flow shall improve over time as its most recent software as a service offering comes on line and begins to establish itself as a contributing revenue stream. Return to cash flow positive status to cover ICEsoft's ongoing development needs should require the addition of a minimum 100 new subscribers and an incremental 20 new subscription sales per month. This forecast presumes there is sufficient market demand for ICEsoft's new product within the Enterprise environment, and that ICEsoft is capable of delivering and meeting its targeted Q1 2016 product launch window.

Incremental working capital requirements needed to meet these forecasts are a minimum of $1.6M CAD. Failure to secure the needed working capital by Q1 2016 would force a delay in product launch. A further delay in securing needed working capital to fund launch and growth costs would require restructuring of ICEsoft to significantly reduce operating costs in order for ICEsoft to meet its ongoing obligations.

ICEsoft liquidity is also impacted by outstanding debt, specifically in regards to its credit facility. ICEsoft remains compliant with the current terms and repayment schedule associated with debt which has a principal balance of CAD $480,000 as of September 30, 2015. Failure to make two balloon payments of $150,000 each dated 12/31/2015 and 06/30/2016 may result in an incremental $15,000 / month and $30,000 / month respectively. In order to avoid any form of default or arrears, ICEsoft would be reliant on one of:

- Recovery of forecast $350,000 in 2014 SR&ED tax claims
- Sale of other assets (Technology patent)
- Incremental capital raise or
- Corporate restructuring

Aside from ongoing, day to day operational requirements, ICEsoft has no additional commitments for capital expenditures.

There exists no formal additional capital resources currently in place that are available to ICEsoft.

Incremental expenditures not yet committed in order for ICEsoft to meet its planned growth and forecast development activities are estimated to be: $1,600,000 in 2016 and $2,400,000 in 2017 for a total of $4,000,000 in aggregate. Anticipated sources of funds available to cover these expenses include $300,000 in contributed cash flow from legacy product sales in both 2016 and 2017 and $600,000 and $1,200,000 in new product sales in 2016 and 2017 respectively for an aggregate total of $2,400,000 contribution. This will result in a forecast cash shortfall from operations of approximately $1,600,000.

In order for ICEsoft to execute and fund planned growth and forecast development activities through FY 2017, it shall be required that ICEsoft raise a minimum additional $1,600,000 of working capital equity through either debt or equity financing.

1. Long-term debt

Long term-debt consists of the following components as at September 30, 2015:

(a) In December, 2014, the Corporation entered into a loan agreement with an officer and director of the Corporation for $30,676 USD at 18% simple non-accruing interest. This loan has no fixed terms of repayment and is unsecured. At September 30, 2015 $21,646 USD is outstanding.

(b) In July 2015, the Corporation entered into a credit facility agreement. The revolving credit facility is to finance one or more tax credits or claims. The initial principal on the facility was $480,000 CDN. The facility bears interest at 18% annual interest and is secured by the Corporation's expected SR&ED credit. The credit facility matures on November 30, 2016.

The Company is scheduled to make the following payments on the loan:

December 31, 2015:	$150,000
June 30, 2016:	$150,000
November 30, 2016:	The remainder of the credit facility

Failure to make the scheduled repayments will result in an incremental payments of $15,000 per month and $30,000 per month respectively.

(c) In June 2005, Technology Partnership Canada entered into an agreement with ICEsoft to contribute a maximum of $495,000. ICEsoft is required to pay the principal balance on the loan. At September 30, 2015 the principal balance owing is $232,818. The Corporation is obligated to pay 1.59% of quarterly revenue to this promissory note, which is applied to the loan principal.

2. Convertible Notes Payable

(a) In March 2015 ICEsoft entered into a two convertible notes payable with a director for $100,000 USD and $310,000 USD respectively. The notes bear interest at 25% annual interest with a maturity date of August 1, 2016. The notes are convertible to common shares at a conversion price of $1.00 USD/share ($0.10 after the share consolidation) before the maturity date. In association with the notes, 20,000 purchase warrants at a rate of $1.00 USD (($0.10 after the share consolidation) were issued. The warrants are only exercisable in the event that the lender elects to convert the debt subsequent to the retirement of all debt facility described in Note 6 (b) in the financial statements.

Under IFRS, the prescribed accounting treatment for convertible notes payable and warrants with a conversion or exercise price denominated in a foreign currency is to treat these derivatives as a liability measured at fair value with subsequent changes in fair value accounted for through the consolidated statement of loss. The fair value of these derivatives is determined using the Black Scholes Option Pricing Model. The convertible debentures issued in March 2015 and the warrants issued in conjunction with those offerings meet this requirement and as such the value of these derivatives are presented as a derivative liability on the consolidated statement of financial position. As these derivatives are converted or exercised, the value of the recorded derivative liability is included in the share capital along with the proceeds from the exercise. If these debentures mature without conversion or the warrants expire, the related derivative liability is reversed through the statement of loss. There is no cash flow impact as a result of the accounting treatment for changes in the fair value of the derivative liability or when the debentures mature without conversion or the warrants expire unexercised.

On issuance date of the convertible notes payable, the carrying value of the derivative liability measured at fair value was $548,043 CDN while at September 30, 2015 the fair value was $508,779 CDN. The following table describes the valuation parameters used in determining the carrying amount of the derivative liability.

	September 30, 2015	April 30, 2015 (issuance date)
Stock price	**$ 2.00**	$ 2.00
Conversion price of debentures	**$ 1.3394**	$ 1.2119
Exercise price of warrants	**$ 1.3394**	$ 1.2119
Risk-free rate	**0.70%**	0.80%
Expected volatility	**100%**	100%
Expected term	**4.58 years**	5 years
Expected dividends	**Nil**	Nil

At September 30, 2015, the derivative liability consists of the following amounts:

Face value of debt in CDN $	$700,166
Less: Fair value of derivatives at inception	580,130
Add: Accretion of discount	193,377
Carrying value of debt	313,413
Fair value of conversion feature	508,779
Fair value of warrants	30,935
Fair value September 30, 2015	853,127

Capital Management

Management closely monitors cash flow requirements. The Corporation is actively pursuing sales and commercialization efforts of ICEsage. The Corporation's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development and sales of its payment services and to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk. However, it should be noted that the Corporation is at an early stage of its redefined commercialization program and will continue to be dependent on its ability to manage cash on hand, increase its revenues and raise additional debt or equity to meet its obligations and repay its liabilities arising from normal business operations when they become due.

The management of capital includes the components of shareholders' equity, comprised of share capital and retained earnings (deficit).

The Corporation strives to maximize the value associated with shareholders' equity. In order to maintain or adjust its capital structure, the Corporation may from time to time issue shares, issue new debt, dispose of assets or adjust its spending, taking into account changes in economic conditions and the risk characteristics of the underlying assets. ICEsoft manages its working capital through timely collection of receivables, controlling exposure to future commitments and securing favorable terms from suppliers. In order to preserve cash, the Corporation does not currently pay dividends. ICEsoft is not subject to externally imposed capital requirements and the Corporation's overall strategy with respect to managing its capital structure is:

- To safeguard the Corporation's ability to continue as a going concern
- To maintain appropriate cash reserves on hand to meet ongoing development and operating costs
- To invest cash on hand in highly liquid and highly rated financial instruments

Shares Outstanding

Authorized Unlimited number of no par value voting common shares. Preferred shares – to be issued in series as authorized by the Board of Directors. The Corporation has the following Common Shares issued and outstanding:

	# Shares	Share Capital
ICEsoft Balance at December 31, 2014		$ 22,129,556
Stinton Balance at December 31, 2014	3,740,000	
Issuance of Shares less transaction costs	66,750	126,900
Value Before Amalgamation	3,806,750	22,256,456
Stinton Issuance of Shares	490,680,000	33,093
Issued to settle Directors loans	6,970,551	
Disposal of 25% interest in Buffalo Nickel Project	-320,000	
Balance, September 30, 2015	**497,330,551**	**22,289,549**

Foreign Exchange Gains and Losses

Currency risk is the risk that the value of financial assets and liabilities denominated in currencies, other than the functional currency of the Corporation, will fluctuate due to changes in foreign currency exchange rates. As at September 30, 2015, the Corporation's exposure to currency risk includes cash and cash equivalents denominated in US dollars in the amount of US $8,330, trade and other receivables denominated in US dollars in the amount of US $101,952 and trade and other payables denominated in US dollars in the amount of US $270,393.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements at this time.

Transactions with Related Parties

The following related party transactions took place during the nine-month period ended September 30, 2015.

In connection with the Stinton Reverse Takeover Agreement, certain directors of the Company agreed to convert their outstanding loans to the Company into common shares of Stinton (Note 5). The Directors, collectively, received Stinton common shares with a value of approximately CAD$81,516 (being

USD$102,600 less 1.1 times the amount of accounts payable not covered by the working capital of the Company at Closing, based on an exchange rate of USD$0.7509 to CAD$1). In aggregate 6,970,551 Stinton common shares were issued to the Lenders at a deemed price of CAD$0.0125 per common share.

Commitments

The Corporation is committed under a lease on their office space, expiring August 31, 2016 for future minimum rental payments exclusive of occupancy costs as follows:

January - August 2015	10,579.73 / Month
September 2015 - August 2016	10,901.07 / Month

Subsequent events

Shareholders approved a share consolidation for the Stinton shares of 16:1 on November 18, 2015; a name change from Stinton Exploration Ltd. to ICEsoft Technologies, Canada Corp; a change of registered office to the ICEsoft current head office, on November 19th 2015; and a stock option plan.

On November 18, 2015, prior to effecting the Consolidation, the Company closed a private placement (the "Private Placement") of 15,000 units at a price of $2.00 per unit, raising an aggregate of CAD$30,000, each unit consisting of 10 common shares (on a post-Consolidation basis) and 5 common share purchase warrants (on a post-Consolidation basis). Each whole warrant is exercisable at a price of CAD$0.24 per common share (on a post-Consolidation basis) between January 1, 2016 and May 31, 2016 and at a price of CAD$0.30 per common share (on a post-Consolidation basis) between June 1, 2016 and December 31, 2017.

Significant Accounting Policies

The accounting policies adopted in the preparation of the condensed interim consolidated financial statements are consistent with those followed in the preparation of the Corporation's annual consolidated financial statements for the year ended December 31, 2014. These condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2014.

There were no new accounting standards, interpretations or amendments to existing standards adopted during the nine months ended September 30, 2015 that would be expected to have a significant impact on the Corporation's condensed interim consolidated financial statements. There were no new accounting standards, interpretations or amendments issued during the nine months ended September 30, 2015 that are applicable to the Corporation in future periods. Further, the Corporation has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Significant Accounting Judgments, Estimates and Assumptions

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

(a) Cash and cash equivalents

Cash and cash equivalents consist of amounts held in current bank accounts and highly liquid short-term investments, including those with maturities of less than three months.

(b) Revenue recognition

The Corporation generates revenue through the provision of professional services and support agreements. In all cases, revenues generated in the normal course of business are measured at the fair value of the consideration received or receivable. Revenues are recognized only when there is persuasive evidence that an arrangement exists, delivery has occurred or the service has been rendered, the price is fixed or determinable, and collection of the related receivable is reasonably assured. Revenues arising from an agreement to render services are recognized based on the stage of completion of the contract. Rebates and similar deductions are deducted from revenues.

In addition to these general revenue recognition policies, the following specific revenue-recognition policies are applied to the Corporation's main sources of revenue:

(i) Support contract fees are deferred when received and recognized evenly over the term of the agreement.

(ii) Interest income is recognized as it accrues in the consolidated statement of loss and comprehensive loss using the effective interest rate method.

(c) Research and development

Research costs are expensed when incurred. Internally-generated software costs, including personnel costs of the Corporation's development group, are capitalized as intangible assets when the Corporation can demonstrate that the technical feasibility of the project has been established; the Corporation intends to complete the asset for use or sale and has the ability to do so; the asset can generate probable future economic benefits; the technical and financial resources are available to complete the development; and the Corporation can reliably measure the expenditure attributable to the intangible asset during its development. After initial recognition, internally-generated intangible assets are recorded at cost less accumulated amortization and accumulated impairment losses. These costs are amortized on a straight-line basis over the estimated useful life of three years. The Corporation did not have any development costs that met the capitalization criteria for the nine months ended September 30, 2015.

(d) Leases

Leases are classified as either finance or operating leases. Leases that effectively transfer substantially all of the risks and rewards of ownership to the Corporation are finance leases and are accounted for as an acquisition of an asset and an assumption of an obligation at the inception of the lease, measured at the lower of the fair value or the present value of the minimum lease payments. Obligations recorded under finance leases are reduced by the lease payments, net of imputed interest. All other leases are accounted for as operating leases and rental payments are recorded as expenses on a straight-line basis over the term of the related lease.

(f) Foreign currency translation

Foreign currency transactions are initially recorded in the individual company's functional currency at the transaction date exchange rate. At period-end, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the period-end exchange rate. The resulting foreign currency adjustments are recognized in profit or loss.

Financial statements of subsidiaries for which the functional currency is not the presentation currency are translated into Canadian dollars. All asset and liability accounts are translated at the period-end exchange rate and all earnings and expense accounts and cash flow statement items are translated at average exchange rates for the period. The resulting translation gains and losses are recorded as foreign currency translation adjustments in Other Comprehensive Income (OCI) through Reserve – Translation of foreign operations account.

(g) Financial instruments

The Corporation aggregates its financial instruments into classes based on their nature and characteristics. Management determines the classification when the instruments are initially recognized, which is normally on the date of purchase.

All financial assets except those measured at fair value through profit or loss are subject to review for impairment annually and written down when there is evidence of impairment based on certain specific criteria as detailed further on.

Financial assets and financial liabilities classified as "fair value through profit or loss" are either classified as "held for trading" or "designated at fair value through profit or loss" and are measured at fair value, with changes in fair value recognized in the statement of loss and comprehensive loss. Transaction costs are expensed when incurred. The Corporation has designated cash and cash equivalents as "held for trading".

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets when they will be realized within 12 months of the reporting date, otherwise they are classified as non-current. The Corporation includes accounts receivable in this category.

The financial instruments included in this category are initially recognized at fair value plus transaction costs and subsequent measurement is at amortized cost. Due to the short-term nature of these balances, the carrying values approximate fair value.

Financial assets are derecognized only when the contractual rights to the cash flows from the asset expire.

(ii) Available-for-sale

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale and that are not classified in any of the previous categories. Investments in equity instruments classified as available-for-sale are measured at cost when there is no quoted price in an active market and fair value cannot be reliably measured. The Corporation had no financial instruments in this category as at September 30, 2015.

(iii) Other financial liabilities

The financial instruments included in this category are initially recognized at fair value less transaction costs and subsequent measurement is at amortized cost. They are classified as current liabilities when they are payable within twelve months of the reporting date, otherwise they are classified as non-current. The Corporation includes accounts payable and accrued liabilities, accrued interest payable, notes payable and convertible notes payable in this category.

The Corporation derecognizes these liabilities when its obligation is discharged or replaced by a new liability with substantially modified terms.

(iv) Equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Share capital is classified as equity. Incremental costs directly attributable to the issue of share capital are recognized as a deduction from equity.

(h) Share-based compensation

The Corporation uses the fair value method for valuing share-based compensation. Under this method, the compensation cost attributed to stock options granted is measured at the fair value at the grant date, compensation cost for options is expensed over the vesting period with a corresponding increase to contributed surplus. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest. Upon the settlement of the stock options the previously recognized value in contributed surplus is recorded as an increase to shareholders' capital.

The Corporation measures share-based payments to non-employees at the date of receipt of the goods or services. If the fair value cannot be measured reliably, the value of the options or warrants granted will be used.

(i) Provisions

Provisions are recognized when the Corporation has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the obligation can be made. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The periodic unwinding of the discount is recognized in profit or loss as a finance cost as it is occurs.

(j) Impairment

(i) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flow of that asset that can be estimated reliability.

In assessing impairment, the Corporation uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between the carrying value and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance against receivables.

(ii) Non-financial assets

Management assesses the carrying value of non-financial assets, if any, at each reporting date for indications of impairment. Indications of impairment include an ongoing lack of profitability, significant change in technology as well as economic circumstances. When an indication of impairment is present, a test for impairment is carried out by comparing whether the carrying value of the asset exceeds the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For purpose of impairment testing, cash-generating units ("CGUs") are assets that cannot be tested individually but are grouped together into the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or group of assets.

The Corporation's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

(k) Taxation and tax credits

The income tax provision includes current and deferred tax. This expense is recognized in profit or loss, except for income tax related to the components of other comprehensive income or equity. In these specific cases, the income tax expense is recognized in other comprehensive income or equity, respectively.

Deferred taxes are accounted for using the liability method. Under this approach, deferred tax assets and liabilities are determined based on the differences between the carrying amounts and the tax bases of assets and liabilities and are measured using the enacted or substantively enacted tax rates and laws. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax assets are recognized to the extent that it is probable there will be sufficient taxable profits against which to utilize the benefits in the future. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Income tax receivables and payables are obligations or claims for the current and prior periods to be paid to (or recovered from) taxation authorities that are still outstanding at the end of the reporting period. Current tax is computed on the basis of tax profit which differs from net profit. This calculation was made using tax rates and laws which are enacted or substantively enacted at the end of the reporting period.

Tax credits, including research and development tax credits, are not recognized until there is reasonable assurance that the Corporation will meet the eligibility criteria of the credits and that they will be received. Tax credits are recognized as a deduction to the related expenses.

(l) Compound financial instruments

The components of compound instruments are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the issuance date, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability based on amortized cost until the instrument is converted or matures. The equity component is determined by deducting the liability component from the total fair value of the compound instrument and is recognized as equity, net of income tax effects, with no subsequent re-measurement.

(m) Fair value measurement

A number of the Corporation's accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining the fair values is disclosed in the notes specific to that asset or liability.

The Corporation classifies the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instruments:

- Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets and liabilities.
- Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.
- Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The fair values of cash and cash equivalents are based on Level 1 inputs.

(n) Per share amounts

Basic per share amounts are calculated by dividing the profit or loss attributable to common shareholders of the Corporation by the weighted average number of common shares outstanding during the year. Diluted per share amounts are determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments. The Corporation computes the dilutive impact of common shares assuming the proceeds received from the pro forma exercise of in-the-money share options and warrants are used to purchase common shares at average market prices.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments in applying its accounting policies and estimates and assumptions about the future. These judgments, estimates, and assumptions affect the reported amounts of assets, liabilities at the reporting date and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. The following discusses the most significant accounting judgments, estimates and assumptions that the Corporation has made in the preparation of its condensed interim consolidated financial statements.

(a) Areas of judgment

(i) Going concern
Determining if the Corporation has the ability to continue as a going concern is dependent on its ability raise additional financing and to achieve profitable operations. Certain judgments are made when determining if the Corporation will be able to continue as a going concern.

(b) Assumptions and critical estimates

(i) Derivative liability
The initial derivative liability and subsequent revaluations of the derivative liability and valued by reference to the fair value of the warrants and conversion features of the debentures at the date at which they are granted and subsequently revalued at each reporting date. Estimating fair value for these derivatives requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the average expected life of the warrants, estimated volatility of the Company's shares, risk-free interest rates and dividend yield.

(ii) Stock-based compensation and warrants
The amounts recognized relating to the fair value of stock options and warrants are based on estimates of future volatility in the Corporation's share price, the expected lives of options and warrants, the risk free interest rate, and other relevant assumptions. Volatility is estimated based on the average price volatility of common shares of a comparative group of companies over the preceding period equaling the expected lives of the Corporation's options and warrants.

(iii) Business Combination
The valuation of the contingent consideration issued on the acquisition of Stinton Exploration Ltd. ("Stinton") (note 5) has been recorded at the deemed fair value.

Risk Factors

An investment in ICEsoft is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in ICEsoft. The directors consider the following risks and other factors to be the most significant for potential investors in ICEsoft, but the risks listed do not necessarily comprise all those associated with an investment in ICEsoft. Additional risks and uncertainties not currently known to the directors may also have an adverse effect on ICEsoft's business.

Additional requirements for Capital
Substantial additional financing may be required if ICEsoft is to be successful developing its business. No assurances can be given that ICEsoft will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to ICEsoft, if at all. If ICEsoft is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Competition
ICEsoft has experienced, and expects to continue to experience, competition from a number of companies. ICEsoft's competitors may announce new products, services or enhancements that better meet the needs of customers or changing industry standards. Increased competition may cause price reductions, reduced gross margins and loss of market share, any of which could have a material adverse effect on ICEsoft's business, results of operations and financial condition.

Many of the competitors and potential competitors of ICEsoft have significantly greater financial, technical, marketing and/or service resources than does the Company. Many of these companies also have a larger base of users, longer operating histories or greater name recognition than ICEsoft. Customers of ICEsoft are particularly concerned that their suppliers will continue to operate and provide upgrades and maintenance over a long-term period. ICEsoft's smaller size and short operating history may be considered negatively by prospective customers. Even if competitors of ICEsoft provide products with more limited system functionality than those of ICEsoft, these products may incorporate other capabilities of interest to some customers and may be appealing due to a reduction in the number of different types of systems used to operate such customers' businesses. Further, competitors of ICEsoft may be able to respond more quickly than ICEsoft to changes in customer requirements and devote greater resources to the enhancement, promotion and sale of their products.

Market uncertainty
ICEsoft's success depends to a significant degree on its ability to develop the market and gain acceptance for its products and services. There is no assurance that a significant market will develop for ICEsoft's principal products and services. There can be no assurances that the additional commercial applications and markets for ICEsoft's products will develop as currently contemplated. To manage such development, ICEsoft must continue to expand its existing resources and management information systems and must attract, train, and motivate qualified marketing, management, technical and administrative personnel. There can be no assurance that ICEsoft will be able to achieve these goals.

Maturing market
A major contributor to ICEsoft's revenue stream sources from one of its core product offerings, ICEfaces. ICEfaces leverages a widely adopted technology infrastructure known as Java Enterprise Edition (Java EE) developed by Oracle. Java EE is properly characterized as a maturing technology. The Java EE market has largely saturated over the past years and ICEsoft's growth opportunity resides in securing a greater portion of the already mature market sector. Any negative material change in the size of the addressable Java EE market would result in negative impact on revenue streams sourcing from ICEsoft's core product offering.

Management of growth
ICEsoft may be subject to growth-related risks including pressure on its internal systems and controls. ICEsoft's ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of ICEsoft to deal with this growth could have a material adverse impact on its business, operations and prospects. While management believes that it will have made the necessary investments in infrastructure to process anticipated volume increases in the short term, ICEsoft may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for ICEsoft's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, ICEsoft will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate, manage and retain its employees. There can be no assurance that ICEsoft will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support ICEsoft's operations or that ICEsoft will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

High degree of product concentration
Substantially all of ICEsoft's currently anticipated revenues will be derived from a limited number of products and services that are ancillary to the products and services provided by third parties. Consequently, ICEsoft's performance will depend on market acceptance of those third party products and services, as well as establishing market acceptance for its own products and services and enhancing the performance of such products and services to meet the evolving needs of customers. ICEsoft, like other entities involved in a rapidly evolving new industry, faces the risk that ICEsoft's products and services may not prove to be commercially successful or may be rendered obsolete by further technological developments. There can be no assurances that ICEsoft will establish and maintain a position at the forefront of emerging technological trends. Any reduction in anticipated future demand or anticipated future sales of these products or any increase in competition could have a material adverse effect on ICEsoft's business prospects, operating results, or financial condition.

Product failures and mistakes
ICEsoft's products and services incorporate complex software and it encourages employees to quickly develop and help it launch new and innovative features. Its software has contained, and may now or in the future contain, errors, bugs or vulnerabilities. Some errors in its software code may only be discovered after the product or service has been released. Any errors, bugs or vulnerabilities discovered in its code after release could result in significant costs of correcting the failure or mistake, damage to its reputation, loss of users, or liability for damages, any of which could adversely affect its business and operating results.

Technological obsolescence
Competitors and new companies could launch new products. In order to remain on the cutting edge of technology, ICEsoft may need to launch a new generation of products and services. Whether it is competition from development companies or a merger or acquisition of existing companies, competition within certain software industry sectors offering solutions similar to what ICEsoft offers could increase. Some of ICEsoft's competitors have significantly greater financial, technical, distribution, and marketing resources than ICEsoft. Technological progress and product development could make ICEsoft's products obsolete or reduce their value.

Mobile devices and third-party operating systems
Mobile devices are increasingly being used and if our products and services do not operate as effectively when accessed through these devices it could harm our business. We are dependent on the interoperability of our platform with third-party mobile devices and mobile operating systems as well as web browsers that we do not control. Any changes in such devices, systems or web browsers that degrade the functionality of our platform or give preferential treatment to competitive services could adversely affect usage of our products and services. Effective mobile functionality is integral to our long-term development and growth strategy. In the event that our merchants and their customers have difficulty accessing and using our products and services on mobile devices, our business and operating results could be adversely affected.

Pricing policies
The competitive market in which ICEsoft operates could force it to reduce its prices. If its competitors offer large discounts on certain products and services in order to gain market share or sell products and services, ICEsoft may need to lower its prices and offer other favorable terms in order to compete successfully. Such changes could reduce profit margins and have an unfavorable impact on its operating results. Some of ICEsoft's competitors could offer products and services that compete with theirs as part of a long-term pricing strategy or offer price guarantees or product implementation. With time, these practices could limit the prices ICEsoft may charge for its products and services. If ICEsoft cannot offset these price reductions with a corresponding increase in sales volume or decreased expense, the decreased revenues from products and services could unfavorably affect its profit margins and its operating results.

Patent infringement
While ICEsoft believes that its products and operations do not violate the intellectual property rights of third parties, other parties could bring legal actions against ICEsoft claiming damages and seeking to enjoin the marketing and sale of ICEsoft's products for allegedly conflicting with patents held by them. Any such litigation could result in substantial cost to ICEsoft and diversion of effort by its management and technical personnel. If any such actions are successful, in addition to any potential liability for damages, ICEsoft could be required to obtain a license in order to continue to market the affected products. There can be no assurance that ICEsoft would prevail in such action or that any license required under any such patent would be available on acceptable terms, if at all. Failure to obtain needed patents, licenses or proprietary information held by others may have material adverse effect on ICEsoft's business. In addition, if ICEsoft were to become involved in such litigation, it could consume a substantial portion of ICEsoft's time and resources.

Labour and key personnel
ICEsoft depends on the services of its key management personnel. The loss of one of these people could have a significant unfavorable impact on ICEsoft, its operating results, and its financial position. The success of ICEsoft is largely dependent upon its ability to identify, hire train, motivate, and retain highly skilled management employees, engineers, technical employees, and sales and marketing personnel. Competition for its employees can be intense, and ICEsoft cannot ensure that it will be able to bring in and retain highly skilled technical and management personnel in the future. Its ability to bring in and retain management and technical personnel and the necessary sales and marketing employees could have an unfavorable impact on its growth and future profitability. The company may be obligated to increase the compensation paid to current or new employees, which could substantially increase operating expenses.

Lack of control in transactions
ICEsoft's business plan relies in part on retaining other companies to perform a variety of resale services. ICEsoft may not be in a position to control or direct the activities of the parties with whom it transacts business. Success of the Company may be subject to, among other things, the success of such other parties, with each being subject to their own risks.

Reliance on third party services and app store distribution
ICEsoft relies on certain technology services provided to it by third parties, and there can be no assurance that these third party service providers will be available to the Company in the future on acceptable commercial terms or at all. If ICEsoft were to lose one or more of these service providers, it may not be able to replace them in a cost effective manner, or at all. This could harm the business and results of operations of the Company.

In addition, ICEsoft's future product technology relies in part on the deployment of ICEsoft's application code onto end user mobile appliances. This deployment is typically achieved via app stores associated with the different mobile platforms. ICEsoft does not control these app stores, their acceptance criteria or ultimately approval of their deployment. Rejection of ICEsoft's mobile application or utility by app store administrators would negatively impact ICEsoft's technology adoption and rollout.

ICEsoft may acquire businesses and assets which are not successfully integrated
ICEsoft undertakes evaluations of opportunities to acquire additional properties and businesses. Any acquisitions may change the scale of ICEsoft's business and may expose ICEsoft to new geographic, political, operating, and financial risks. ICEsoft's success in its acquisition activities depends on its ability to identify suitable acquisition candidates, acquire them on acceptable terms, and integrate their operations successfully. Any acquisitions would be accompanied by risks, such as the difficulty of assimilating the operations and personnel of any acquired companies; the potential disruption of ICEsoft's ongoing business; the inability of management to realize anticipated synergies and maximize the financial and strategic position of ICEsoft; the failure to maintain uniform standards, controls, procedures and policies; the impairment of relationships with employees and contractors as a result of any integration of new management personnel, and the potential unknown liabilities associated with acquired assets and businesses. There can be no assurance that any assets or business acquired will prove to be beneficial or that ICEsoft will be able to integrate the required businesses successfully, which could slow ICEsoft's rate of expansion and ICEsoft's business and financial condition could suffer.

ICEsoft may be subject to litigation
ICEsoft may be involved in disputes with other parties in the future, which may result in litigation. If ICEsoft is unable to resolve these disputes favourably, it may have a material adverse impact on ICEsoft's financial condition.

Failure to secure intellectual property
ICEsoft's products leverage a variety of proprietary rights that enable its competitive positioning and are critical to its success. ICEsoft has been protecting its Intellectual Property through copyright, trademark and patent applications., Because the Intellectual Property associated with ICEsoft's technology is evolving and rapidly changing, current intellectual property rights may not adequately protect the Company. ICEsoft may not be successful in securing or maintaining proprietary or future patent protection

for the technology used in its systems or services, and protection that is secured may be challenged and possibly lost. ICEsoft generally enters into confidentiality or license agreements, or has confidentiality provisions in agreements with ICEsoft's employees, consultants, strategic partners and clients and controls access to and distribution of its technology, documentation and other proprietary information. ICEsoft's inability to protect its Intellectual Property adequately for these and other reasons could result in weakened demand for its systems or services, which would result in a decline in its revenues and profitability.

Use of "open source" software

ICEsoft's solutions incorporate and are dependent to a significant extent on the use and development of "open source" software and ICEsoft intends to continue our use and development of open source software in the future. Such open source software is generally licensed by its authors or other third-parties under open source licenses and is typically freely accessible, usable and modifiable. Pursuant to such open source licenses, ICEsoft may be subject to certain conditions, including requirements that ICEsoft offer its proprietary software that incorporates the open source software for no cost, that it make available source code for modifications or derivative works it creates based upon, incorporating or using the open source software and that ICEsoft license such modifications or derivative works under the terms of the particular open source license. If an author or other third party that uses or distributes such open source software were to allege that ICEsoft had not complied with the conditions of one or more of these licenses, ICEsoft could be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, enjoined from the sale of ICEsoft's solutions that contained or are dependent upon the open source software and required to comply with the foregoing conditions, which could disrupt the distribution and sale of some of ICEsoft's solutions. Litigation could be costly for ICEsoft to defend, have a negative effect on ICEsoft's operating results and financial condition or require ICEsoft to devote additional research and development resources to change ICEsoft's platform.

Any requirement to disclose our proprietary source code, termination of open source license rights or payments of damages for breach of contract could be harmful to ICEsoft's business, results of operations or financial condition, and could help ICEsoft's competitors develop products and services that are similar to or better than ICEsoft's.
In addition to risks related to license requirements, usage of open source software can lead to greater risks than the use of third-party commercial software, as open source licensors generally do not provide warranties, controls on the origin or development of the software, or remedies against the licensors. Many of the risks associated with usage of open source software cannot be eliminated and could adversely affect ICEsoft's business.

ICEsoft has not previously been listed

ICEsoft has never been listed on a public securities exchange. There is currently no established trading market through which common shares of ICEsoft may be sold. An active, liquid and orderly trading market for ICEsoft's securities may not develop or be maintained and an investor may find it difficult to resell any securities of ICEsoft. The market price for ICEsoft's securities may be volatile and difficult to predict which could result in losses for investors.

ICEsoft will incur increased costs and regulatory burden and devote substantial management time as a result of being a public company. ICEsoft has not previously been subject to the continuous and timely disclosure requirements of securities laws and the rules, regulations and policies of the CSE. As a public company, ICEsoft will incur increased legal, accounting and other costs not incurred as a private company. ICEsoft's management team has limited experience managing a public company, and regulatory compliance may divert its attention from the day-to-day management of ICEsoft's business.

Failure of information technology system

ICEsoft's operations could suffer as a result of a failure of its information technology system. ICEsoft's business will be dependent upon an information technology infrastructure to effectively manage and operate several key business functions, including order processing, customer service, installation and payments. These systems and operations are vulnerable to damage and interruption from fires, earthquakes, telecommunications failures, and other events. They are also subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct. Any such errors or inadequacies in the software that may be encountered could adversely affect operations, and such errors may be expensive or difficult to correct in a timely manner.

Advertising and search traffic

The promotions marketing industry is very dynamic with new technology and services being introduced by a range of players from larger established companies to start-ups on a frequent basis. ICEsoft's success in part requires that it is successful in conceiving and executing a variety of marketing campaigns into its targeted verticals. Desired wide scale adoption of ICEsoft's newest products is in part dependent upon ICEsoft successfully leveraging social media marketing techniques and campaigns. Failure to conceive and/or successfully execute on required marketing activities could negatively impact ICEsoft's forecast results and operations.

ICEsoft depends in part on Internet search engines, such as Google, Bing and Yahoo!, to drive traffic to its website. For example, when a user types an inquiry into a search engine, ICEsoft relies on a high organic search result ranking of its webpages in these search results to refer the user to its website. However, ICEsoft's ability to maintain high organic search result rankings is not within its control. ICEsoft's competitors' search engine optimization, or SEO, efforts may result in their websites receiving a higher search result page ranking than ICEsoft's, or Internet search engines could revise their methodologies in a way that would adversely affect ICEsoft's search result rankings. If Internet search engines modify their search algorithms in ways that are detrimental to ICEsoft, or if ICEsoft's competitors' SEO efforts are more successful than ICEsoft's, the growth in ICEsoft's user base could slow. ICEsoft's website has experienced fluctuations in search result rankings in the past, and it anticipates similar fluctuations in the future. Any reduction in the number of users directed to ICEsoft's website through search engines could harm its business and operating results.

Foreign exchange

As ICEsoft looks to expand and monetize its user base internationally, it will become exposed to the effects of fluctuations in currency exchange rates. Since ICEsoft conducts business in currencies other than Canadian dollars but reports its operating results in Canadian dollars, it faces exposure to fluctuations in currency exchange rates. Consequently, exchange rate fluctuations between the Canadian dollar and other currencies could have a material impact on ICEsoft's operating results.

Market volatility

The securities markets in the United States and Canada have recently experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any market for ICEsoft's common shares will be subject to market trends generally, notwithstanding any potential success of ICEsoft. The value of the Common Shares may be affected by such volatility.

Insurance coverage

ICEsoft does not have insurance to adequately protect against risks associated with its business and operations, nor is it intended that ICEsoft will purchase any such insurance for the foreseeable future. It is not always possible to fully insure against business and other risks and ICEsoft may decide to not take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, it could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of ICEsoft.

Global Economic Conditions

Current global economic conditions could have a negative effect on ICEsoft's business and results of operations. Market disruptions have included extreme volatility in securities prices, as well as severely diminished liquidity and credit availability. The economic crisis may adversely affect ICEsoft in a variety of ways. Access to lines of credit or the capital markets may be severely restricted, which may preclude ICEsoft from raising funds required for operations and to fund continued expansion. It may be more difficult for ICEsoft to complete strategic transaction with third parties. The financial and credit market turmoil could also negatively impact suppliers, customers and banks with whom ICEsoft does business. Such developments could decrease ICEsoft's ability to source, produce and distribute its products or obtain financing and could expose it to risk that one of its suppliers, customers or banks will be unable to meet their obligations under agreements with them.

While it is not possible to predict with certainty the duration or severity of the current disruption in financial and credit markets, if economic conditions continue to worsen, it is possible these factors could significantly impact ICEsoft's financial condition.

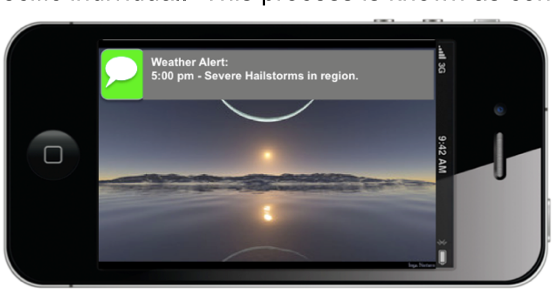
No Dividend History
No dividends have been paid by ICEsoft to date. ICEsoft anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of ICEsoft's board of directors' after taking into account many factors, including ICEsoft's financial condition and current and anticipated cash needs.

Government Regulation
Government regulations influence the design, components or operation of ICEsoft's products. New regulations and changes to current regulations are always possible and, in some jurisdictions, regulations may be introduced with little or no time to bring related products into compliance with these regulations. ICEsoft's failure to comply with these regulations may prevent us from selling our products in a certain country. In addition, these regulations may increase our cost of supplying products by forcing us to redesign existing products or to use more expensive designs or components. In these cases, ICEsoft may experience unexpected disruptions in its ability to supply customers with products, or it may incur unexpected costs or operational complexities to bring products into compliance. This could have an adverse effect on the Resulting ICEsoft's results of operations and increase the volatility of its financial results.

<u>Outlook</u>

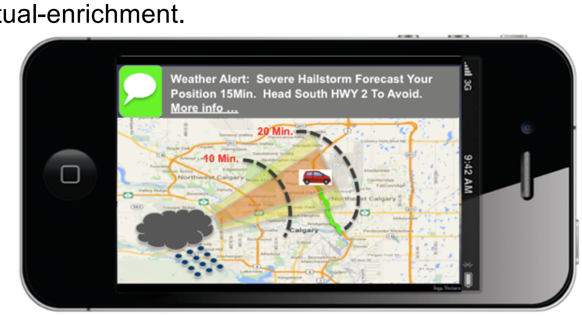
Management believes that ICEsoft's core/legacy business products will continue to generate sufficient income and cash flow for ICEsoft to remain solvent to meet its financial obligations. However, the market for ICEsoft's legacy products is maturing in nature and should be expected to decline over time. Income and cash flow generated from legacy products are and will continue to be insufficient to the new product development efforts required to grow the business and ICEsoft remains dependent on additional financing sources, either debt or equity-based in order to complete its new product development initiatives and to grow the business in a material manner.

ICEsoft is preparing to launch a new tool for enterprise, with a working name of ICEsage. ICEsage will enable companies to customize their web content and notifications to an end users particular circumstance. This Software-as-a-Service (SaaS) platform allows developers to pull real-time data from web-based sources such as information feeds, databases, and Internet connected devices. The data is then processed using ICEsoft's advanced rules engine to generate customized content and messages for a specific individual. This process is known as contextual-enrichment.



Standard Notification

Vs.



Context-Enriched Notification

In general, the greater the context provided on a web page or in a communication, the more relevant and the greater the value the information being presented holds for the recipient. The more useful the information, the more likely it is that the end user will engage and follow a particular call to action.

Contextual inputs come in a variety of forms ranging from:

- location-based services (entering and exiting regions)
- big data sources (i.e. past purchasing preferences, home addresses, birthdays etc.),
- real time web-based data (stock quotes, temperature, traffic, game scores etc),
- Internet of Things (IoT) such as pressure gauges, thermostats etc.

Very large scale enterprises with suitably experienced IT organizations have developed context-enriched systems over the past number of years. Typically, these systems require custom development and are application specific, most often targeting consumer retail styled applications such as couponing and on-line shopping. In these solutions, context sources are most often restricted to location based services and/or large data base harvesting and the cost of implementation put them out of reach of SMEs and all but a few of the largest and most capable global organizations.

ICEsoft's planned solution expands access in a number of ways.

- **Simple and Accessible**: ICEsoft has developed an advanced, easy to use context service framework for collecting and processing context sources. The system is cloud-based allowing developers to tap into the system from new and/or existing applications via a series of rich REST-based APIs. ICEsoft has removed the cost and development complexity that had historically restricted access to context-enriched services to the very large enterprises.
- **Beyond Location-based Context:** Traditional context-based applications tend to limit contextual inputs to location-based services only. ICEsoft's context engine allows developers to tap into a virtually unlimited source of context ranging from location to data-base harvesting, to streaming web data and the Internet of Things.
- **Cloud-based or Locally Hosted:** Current third party solutions such as Parse or Urban Airship, require developers to use the third party hosts as intermediaries between them and their users. This is a critical component to the business plans of the third party hosts. This structure allows the third party solution providers to harvest the valuable behavioral data of the enterprises client base. ICEsoft provides an alternative solution whereby the system can be locally hosted by the enterprise, ensure there are not third parties intervening between them and their user base.
- **Community Driven:** While ICEsoft provides a suite of "out of the box" context sources, the underlying solution is engineered in a manner that allows developers to easily define and access their own, proprietary sources of context. The new context sources can be managed and maintained by the enterprise, or contributed to the general community whereupon they would be vetted, maintained and supported by ICEsoft on behalf of the community at large. This ensures a vibrant and growing library of context sources.

The market is anticipated to be both large and strategic. Gartner has recently forecast that "Context-Enriched Services will be a transformational technology, impacting 20% of all global enterprises in the next 3 years", and that "… by 2016, 40% of all mobile users will be using some type of context-enriched service …".

Management believes that this new Software-as-a-Service offering from ICEsoft will represent a significant advancement in features and capabilities while at the same time delivering material reduction in costs and development time.

The new service offering is complimentary to ICEsoft's existing enterprise product offering. It also represents an evolution of the Company's revenue generation from traditional tools-based subscription sources to a Software-as-a-Service business model. The Company anticipates a general launch of its new offering into its existing user-base of over 150,000 developers and 20,000 companies world wide in early to mid 2016.