CARL CAPITAL CORP.

Management Discussion and Analysis

For the Three and Nine Month Periods Ended March 31, 2015

Management's Discussion & Analysis of Operating Results and Financial Condition for the Three and Nine Month Periods Ended March 31, 2015

June 1, 2015

The following management's discussion and analysis ("MD&A") should be read in conjunction with the condensed consolidated interim financial statements of Carl Capital Corp. ("Carl Capital" or together with its wholly owned subsidiary, Extend to Social Media Inc. ("ETS") as applicable, the "Company") for the three and nine month periods ended March 31, 2015 and the audited consolidated financial statements of the Company for the period from January 17, 2014 (incorporation) to June 30, 2014 prepared under International Financial Reporting Standards ("IFRS").

Monetary amounts, unless otherwise indicated, are expressed in Canadian dollars.

Additional information relating to the Company and other regulatory filings can be found on the SEDAR website at www.sedar.com.

Advisory Regarding Forward-Looking Statements

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate" and "believe", are intended to identify forward-looking statements. Such statements reflect the Company's "forecast", "estimate", "expectation" and similar expressions as they relate to the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions.

The forward-looking statements contained in this MD&A are made as of the date hereof and represent the Company's views as of the date of this document. While the Company believes that the expectations reflected in the forward-looking statements and information contained herein are reasonable, no assurance can be given that these expectations, or the assumptions underlying these expectations, will prove to be correct. The Company acknowledges that subsequent events and developments may cause the views expressed herein to change, however, the Company has no intention and undertakes no obligation to update, revise or correct such forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities law. **Therefore, there can be no assurance that forward-looking information contained herein will prove to be accurate as actual results and future events could differ materially from those expected or estimated in such statements. Accordingly, readers should not place undue reliance on forward-looking information.**

OVERVIEW

Carl Capital is a company formed for the purpose of acquiring business ventures in the ñbig dataò industry sector in order to build and complement its own proprietary software as a service (ñSaaSò) based big data solutions for data integration and business intelligence.

The Companyôs current business model is to continue developing ETSô enterprise platform of web- and mobile-based services that allow companies to leverage their customersô social networks for referral marketing (the ñETS Softwareò), which is currently in the working prototype stage only. However, in the longer term the Company anticipates completing one or more targeted acquisitions that demonstrates several of the following traits:

- Innovative and unique concept with potential to build on big data solutions;
- Founded by a visionary of their industry where the acquired company can utilize other innovations created by this key person;
- Potential for exponential growth in a market with large demand;
- Understandable technology that investors can comprehend;
- Proven or at least partially field tested technology; and/or
- Potential to complement a concept already in Carl Capitalôs portfolio.

The structure of each acquisition may differ in many respects with Carl Capital acquiring 100% of the target in some cases, or a lower percentage with or without the possibility of acquiring a larger stake as an option or by some kind of performance measure. Structure will be determined on a case-by-case basis to maximize the value and control risk for the shareholders of Carl Capital. The Company has not yet adopted a formal acquisition or investment policy.

Acquisition of ETS

The Company acquired 100% of the outstanding shares of ETS on May 30, 2014. ETS has developed a software application that allows companies to leverage their customersô social networks for referral marketing. The ETS Software is currently in the working prototype stage only, but will enable companies to reward existing customers for promoting or referring products to their networks, which might increase referral rates and quality leads as well as potentially reduce customer acquisition costs. The ETS Software includes an analytics component, which tracks campaign return on investment, and also provides aggregated customer data which can be used to tailor future marketing messages to target groups. The Company plans to distribute the ETS Software initially through marketing agencies in Phase I of its business plan, with a self-service version to follow in Phase II. The ETS revenue model includes an upfront set-up fee, along with a fee earned on a per-referral basis.

The shareholders of ETS received a total of 4,200,000 shares of the Company in exchange for their 100% ownership of ETS. Of the 4,200,000 Shares, BDirect Online Communications Inc., a company controlled by Greg Johnston, the President and Chief Executive Officer of ETS, received 1,866,480 Shares; RA Revenue Automation Inc. (ñRAò), a Vancouver-based full service marketing agency of which Mr. Johnston was the VP of Professional Services at the time of this transaction, received 1,633,380 Shares; and Scharfe Holdings Inc., a company controlled by Bradley Scharfe, a director, and the former President and Chief Executive Officer of the Company, received 466,620 Shares. In connection with the closing of the Share Exchange Agreement, Mr. Johnston was appointed to the board of directors of the Company due to his knowledge of the industry and ability to innovate. On February 23, 2015, Mr. Johnston replaced Mr. Scharfe as the President and Chief Executive Officer of Carl Capital, and Mr. Scharfe was appointed as its Chairman.

On June 9, 2014, ETS signed a referral service agreement with RA, whereby RA agreed to use ETS as its exclusive referral marketing application and include the concept in all relevant business development pitches to customers. This agreement is for a term of 12 months and will renew automatically unless either party provides at least three months' notice of termination to the other party. RA will also provide client-based feedback on ETS Software and in return will benefit from added development and improved functionality of the software at no additional cost. RA is a shareholder of the Company.

The Company has also signed a data services agreement with RA, whereby RA has contracted to use ETS' resources to fulfil various data processing and software engineering needs by using ETS staff. The contract has a term of 6 months and a monthly fee of $5,250.

The business of investing in new or undervalued business ventures involves a high degree of risk and there can be no assurance that current development of software or products and services will result in profitable operations for these ventures. The recoverability of the carrying values of the Company's software in development and the Company's continued existence is dependent upon the achievement of profitable operations and the ability of the Company to raise financing and or dispose of its business ventures on an advantageous basis.

<u>Initial Public Offering and Share Listing</u>

On January 21, 2015 Carl Capital listed its common shares for trading on the Canadian Securities Exchange ("CSE") and on January 19, 2015 completed its initial public offering of 5,750,000 shares which included a 750,000 share overallotment at a price of $0.10 per share for gross proceeds of $575,000. Costs of the offering include an 8% cash commission for a total of $46,000, and listing and due diligence fees totaling $49,985 for a total of $95,985. A total of 460,000 share purchase warrants were granted to the agent in respect of the offering. These warrants have an expiry date 24 months from the date of the initial public offering and have an exercise price of $0.10. On January 23, 2015, the agent for the offering exercised 100,000 of its warrants for total proceeds to the Company of $10,000.

<u>Letter of Intent for the Purchase of FlowWorks Inc.</u>

In the development of markets that the Company considers advantageous to its growth, the Company has entered into a letter of intent (the "LOI") with Seattle-based FlowWorks Inc. ("FlowWorks") and its two major shareholders regarding a potential share exchange agreement whereby a number of Carl shares would be issued to the shareholders of FlowWorks in return for all of FlowWorks' outstanding common shares.

FlowWorks is a privately held software and engineering company that helps its clients analyze and understand all forms of environmental data. With sales of $831,000 in 2014, FlowWorks is a niche market provider with the potential to branch out into many different complementary markets. The FlowWorks system contains a powerful suite of data collection, monitoring, analysis and reporting tools that enables clients to efficiently manage all of their monitoring systems through a single interface. This interface consolidates data, allowing clients to perform real-time analysis, alarm monitoring and report creation from any web browser. FlowWorks' software allows for the collection and transformation of a client's raw data from many disparate sources so that it can easily be displayed on this interface. Management of the Company is of the opinion that the FlowWorks technology would be synergistic with the ETS software and a business combination would allow benefits to accrue to both FlowWorks and ETS.

The LOI allows Carl and FlowWorks to begin the process of negotiating final purchase terms and sharing information so that each party can complete any required due diligence. The LOI calls for a definitive agreement to be signed by May 20, 2015 but the parties amended the agreement to extend this date to May 29, 2015. The parties are currently negotiating a further extension of the LOI.

Going Concern

This MD&A and the condensed consolidated interim financial statements have been prepared on the basis that the Company will remain a going concern which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the Company's next fiscal year. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

The Company has not generated revenue from operations. During the nine month period ended March 31, 2015, the Company incurred an operating loss of $347,682, and as at March 31, 2015, the Company had a deficit of $408,992. The Company had working capital of $344,725 as at March 31, 2015, and the Company expects to incur further operating losses for the foreseeable future in the development of its business and expects that it will require additional financing. The Company's ability to continue as a going concern is dependent upon the ability to find, acquire and develop various businesses with growth potential, its ability to obtain the necessary financing to carry out this strategy and to meet its corporate overhead needs and discharge its liabilities as they come due, with ETS as the Company's first development opportunity. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Therefore, this indicates a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

As a result of the above, realization values may be substantially different from the carrying values shown and the condensed consolidated interim financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

OPERATING ACTIVITIES

ETS Software in Development

A total of $25,828 has been expended on third party software programmers in the development of the customer referral software that ETS has created. The remaining $204,172 is a fair market valuation adjustment upon the acquisition of ETS by Carl Capital. The following chart shows the composition of the value of the software in development:

	March 31, 2015 and June 30, 2014
	$
Total expenditure on software development	25,828
Fair value adjustment on acquisition of ETS	204,172
Value at end of period	230,000

Phase I

Strategy and Timeline

Following the completion of its initial public offering, the Company has sufficient funds available to complete the development of Phase I, which will allow ETS to engage clients (directly or indirectly) through several marketing agencies. These agencies will be sourced through a combination of personal contacts that the principals of the Company have developed throughout their years of industry experience, and word-of-mouth from agencies that hear about successful campaigns completed using the ETS Software.

The Company plans to hire one part time salesperson in mid 2015 at a cost of approximately $2,000 per month to assist the CEO of ETS in developing new business through autumn 2015, when it expects the salesperson to assume a full time position at roughly twice the cost. The new business is expected to drive ETSôrevenue through 2015, although it should be noted that as of the date of this MD&A, ETS has not generated any revenue from the referral software and does not expect to do so until autumn of 2015.

Phase I operations will continue indefinitely. The sales force is budgeted to increase steadily as required to maintain growth.

Software Development

The ETS Software is currently adequate to run test campaigns with early adopter clients. ETS plans to include the following features in the software as part of Phase I:

- standardized reports, since customers are currently required to export campaign data, format it, and then import it into the data mining program of their choice;
- a selective data gathering tool that will enable users to gather different levels of personal information depending on the social media network through which a referral occurs; and
- minimum referral thresholds that will enable agencies to establish a campaign requirement for generating a certain number of referrals before rewards are provided.

To encourage agencies and clients beyond early adopters to become customers of ETS, the ETS Software must be augmented to be more user-friendly and allow for better monitoring, and the results easier to measure. The Company has budgeted $41,400 to devote to developer time and the cost of certain third party software licenses to improve the ETS Software to the point where ETSôpotential customer base will be more inclined to implement the software in marketing campaigns.

Phase II

Strategy and Timeline

The goal of Phase II is to create a website that will allow clients to work directly with ETS to create their own marketing campaigns rather than through an advertising agency as in Phase I. It will therefore require the ETS Software to be more robust and include an enhanced user interface.

Smaller companies often do not have sufficient marketing budgets or sophisticated enough strategies to contract with marketing and advertising agencies. Phase II of the ETS Software was designed to access this market and is intended to operate as a self-serve application. The key to this phase is to develop software with an easy-to-use graphic user interface that permits customers to complete a series of steps in order to create a marketing campaign for their customer database, including uploading their contact list to a website and sending out the promotion. The Company intends to design the software to deliver new referral contacts to client companies and also to help them manage and profit from their customersô social media profile information and other key metrics using standardized reports automatically generated through the software.

Beginning in mid-2015, ETS expects to commence the development of this capability with an anticipated launch date of spring 2016. Over time, Phase II is expected to drive the majority of ETSô growth.

Software Development

The Company has budgeted $113,800 in developer time and the cost of certain third party software licenses to develop the self-serve ETS Software to the point where customers can implement it in their own marketing campaigns with little or no input from ETS. ETS plans to offer support from sales staff online and via telephone, but the goal is to minimize any offline interaction with customers.

ETS plans to include the following features in the software as part of Phase II:

- an attractive and intuitive landing page;
- mobile, desktop and email templates that can be employed with ease by users with limited technical skills;
- enhanced gamification (or game mechanics) options;
- increased triggered messaging options;
- automated billing;
- a customer support portal including a FAQ section;
- a custom single-use URL generator for each marketing campaign; and
- application interfaces that enable the ETS Software to integrate with industry-leading customer relationship management (CRM) and marketing automation software.

Phase II Marketing Plan

ETS must attract the companies that will eventually become its self-serve clients using marketing methods such as online advertising of various types and other electronic business-to-business methods, including paid search advertising based on certain keywords in search engines, search engine optimization, blog and web posts on ETSôwebsite and other industry-focused discussion sites, and affiliate programs, all of which will allow ETS to generate traffic to the self-serve website from other websites that currently offer target clients related services. ETS will also use other concepts to expand its marketing reach, but for this to happen, ETS will need to generate a database of contacts using these methods as a starting point.

Selected Period Information

Several selected statistics for the recently completed nine month period ended March 31, 2015 are as follows:

	March 31, 2015
Revenue	$10,500
Loss and comprehensive loss	($347,682)
Basic and diluted comprehensive loss per common share	($0.025)
Total assets	$641,647
Total liabilities	$82,501

During the period, the Company was focused on preparing for its initial public offering and is now focused on developing the ETS software for commercial release.

Operating expenses during the period increased in the latter half of the period after the initial public offering was completed. Consulting fees paid to consultants for services rendered in the organization and early development of the Company and fees paid to professionals for the preparation of the Company's prospectus were the largest expenditures. Of the fees paid to consultants, $48,000 was paid to the President and CEO of both Carl and ETS under the executive consulting agreement disclosed in the related party transactions section on page 9.

Comparative Quarterly Results

The following table sets out selected consolidated quarterly information for the fiscal quarters in the period from January 17, 2014 (date of incorporation) to March 31, 2015.

			Quarter 3 ended March 31, 2014 $	Quarter 4 ended June 30, 2014 $
Revenue			-	-
Earnings (Loss)			(29,550)	(31,760)
Net Loss per common share			n/a	0.007
	Quarter 1 ended September 30, 2014 $	**Quarter 2 ended December 31, 2014 $**	**Quarter 3 ended March 31, 2015 $**	**Quarter 4 ended June 30, 2015 $**
Revenue	-	-	-	
Earnings (Loss)	(62,901)	(39,664)	(245,119)	
Net Loss per common share	0.005	0.003	0.014	

The Company is in the startup phase of operations so most expenses in the period from inception (January 17, 2014) to March 31, 2015 pertained to consulting fees and professional fees for services relating to the incorporation and strategy of the Company, the negotiation of the purchase of ETS, and the preparation for the initial public offering and the listing of the shares on the CSE.

Overall operating loss in the three month period ended March 31, 2015, was $245,119 or $129,119 after deducting stock based compensation for options granted in that period. The previous three month period from October 1, 2014 to December 31, 2014 had a loss of $39,664 which was also primarily consulting and professional fees.

Analysis of Nine Month Period Ended March 31, 2015

Revenues

The Company is in the early stages of developing the software of ETS and does not have revenues to report from its referral marketing operations. In the three month period ended March 31, 2015, the Company reported $10,500 in revenue pertaining to the terms of a data services contract executed with a company on February 1, 2015. The data services contract provides for a monthly fee of $5,250 for six months in respect of certain data services provided by ETS

Operating Expenses

Consulting and professional fees

Consulting and professional fees for the nine month period ended March 31, 2015 were $87,666 and $82,718, respectively. The majority of the consulting expenses occurred in the last three months of the nine month period ($56,366) with the listing of the Companyǿs shares on the CSE completed and activities commencing to develop the ETS software and search out clients for when software development and testing is completed. Legal fees were highest in the early portion of the nine month period as that was when most of the work was carried out for the listing of the Company. The middle three month period of the nine months had lower expenses ($12,000 and $19,071 respectively) as the Company awaited responses from various regulatory agencies for its listing and IPO.

With the incorporation date of the Company too recent to show a full comparative three month period, the period from January 17, 2014 to March 31, 2014 is used as a comparison. As the primary activity during this period was the conception and planning of Carl Capital Corp., the majority of the costs were incurred with consultants to effect this planning.

Occupancy costs and office expenses

Occupancy costs and office expenses for the nine month period ended March 31, 2015 were $5,500 and $6,386, respectively. Occupancy costs have been level at $500 per month for office rent until the last month of the nine month period. Offices for the Company have been procured on a month to month basis and rent of $500 per month is now increasing as more office space for staff is needed. Current office rent is $1,500 per month. Office expenses increased in the recent three month period to $3,634 from $1,728 and $1,024 for the two previous three month periods, again as a result of added activity now that the company has completed its initial public offering

Filing and transfer agent fees and Investor Relations

The Company has begun incurring filing and transfer agent fees pertaining to its listing on the Canadian Securities Exchange and has decided to undertake an investor Relations campaign to ensure that the Company maintains access to public markets for fund raising that so that current shareholders can benefit from an active market for their shares.

Marketing costs and Travel expenses

In the promotion of the ETS business and the development of the ETS software, the Company has undertaken efforts to promote the company on various web based and other electronic means. Travel has also been necessary in developing new contacts, both as clients for the ETS referral product and as potential future investors.

Share-based compensation

On January 22, 2015, the Company adopted an incentive stock option plan. Under the terms of this plan, the total number of share purchase options to be granted and outstanding may not exceed 10% of the total issued and outstanding common shares of the Company at the date of grant. Options may be granted with an exercise price equal to the market price of the common shares less any permitted discount on the grant date, vest according to privileges set at the time the options are granted and expire no later than five years from the date of grant.

Also on January 22, 2015, the Company granted a total of 1,835,000 stock options to various directors, officers and consultants to the Company. Each option is exercisable into one common share of the Company at a price of $0.11 per share until January 21, 2020. On January 22, 2015 the Company recognized an expense of $116,000 related to share-based compensation with a corresponding increase in reserves. This expense was calculated using the Black-Scholes option valuation model with the following assumptions: Risk-free rate, 0.84%; Dividend yield, 0%; Expected volatility, 70%; and Expected option life, 5 years.

Acquisition of Subsidiary

On May 30, 2014, Carl Capital completed the purchase of ETS pursuant to the terms of a share exchange agreement between Carl Capital, ETS and the shareholders of ETS. Carl Capital purchased 100% of the outstanding common shares of ETS in exchange for 4,200,000 common shares of the Company. A corporation that was one of the shareholders of ETS received 466,620 of the common shares. The sole director of that corporation is a director of Carl Capital. The value of the shares issued pursuant to the purchase was based on the fair value of the software in development at the time of purchase as estimated by management with input from a third party valuator.

	May 30, 2014 $
Purchase price consideration	
Value of 4,200,000 common shares issued	210,000
Assets acquired and liabilities assumed	
Cash	1,275
Software in development	230,000
Current liabilities	(5,696)
Goodwill	36,421
Deferred income tax liabilities	(52,000)
	210,000

Income tax consequences of the transaction included a deferred income tax liability of $52,000 which created, net, $36,421 in goodwill.

Sources and Uses of Cash

Liquidity & Capital Resources

During the nine month period ended March 31, 2015 the Company’s operating activities required $231,682 in cash.

The company’s cash as at March 31, 2015 was $354,715 and the Company’s working capital was $344,725.

As of the date of this MD&A the Company has cash of approximately $250,000 .

The Company’s accounts payable have payment terms of 30 days and the Company’s short term loan has no terms of repayment and carries no interest rate.

Financing Activities

During the nine month period ended March 31, 2015, the Company received $585,000 in cash from the sale of shares in its initial public offering and through the exercise of warrants by the agent of the initial public offering. The Company also incurred a total of $60,666 in deferred charges relating to its initial public offering, and $1,377 in costs related to the issuance of shares previously issued.

Total net cash derived from financing activities during the nine month period ended March 31, 2015 was $488,638.

Investing Activities

The Company used no cash in investing activities during the nine month period ended March 31, 2015.

Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

Related Party Transactions

The terms and conditions of transactions with management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm’s length basis.

On July 1, 2014, ETS entered into an executive consulting agreement for the services of the President and CEO of ETS, who is also a director of the Company. The counterparty to this agreement is a company which is a related party by way of the President and CEO of ETS being the sole director. Under the terms of this agreement, ETS will pay the company a total of $4,000 per month plus GST in advance for the services of the President and CEO of ETS. Either ETS or the counterparty may terminate this agreement with 30 days’ notice. On February 23, 2015 Carl Capital entered into an executive consulting agreement for the services of its President and CEO with this same entity and under the same terms as the ETS agreement. The fees in both agreements have since been amended to $5,000 per month. As at March 31, 2015, $10,730 remained owing to this company.

Total key management personnel compensation comprised the following:

	January 17, 2014 (Incorporation date) to March 31, 2014	Three month Period ended March 31, 2015	Nine month Period ended March 31, 2015
	$	$	$
Consulting fees	27,000	45,000	69,000

Two key management personnel hold positions in other entities that result in their being deemed to have control or significant influence over the financial or operating policies of these entities. These entities transacted with the Company during the year.

Included in the above, the aggregate value of transactions related to entities over which key management has control or significant influence were as follows:

	January 17, 2014 (Incorporation date) to March 31, 2014	Three month Period ended March 31, 2015	Nine month Period ended March 31, 2015
	$	$	$
Scharfe Holdings Inc. (i)	11,500	12,000	12,000
Bdirect Online Communications Inc. (ii)	-	24,000	48,000

(i) The Company uses the consulting services of Scharfe Holdings Inc. a Company with Bradley Scharfe as its sole director.

(ii) The Company uses the consulting services of BDirect Online Communications Inc., a Company with Greg Johnston as its sole director.

As at March 31, 2015, the Company had prepaid a total of $1,054 to Scharfe Holdings Inc.

Financial Instruments and Risk Management

The Company's objective is to have sufficient working capital to maintain financial flexibility and to sustain the future development of ETS. In order to maintain financial flexibility, the Company may from time to time issue shares and adjust its capital spending to manage current and projected cash requirements. To assess its financial strength, the Company continually monitors its cash balances and working capital. In the management of capital, the Company includes the components of shareholder's equity as well as cash and cash equivalents.

The Company's share capital is not subject to external restrictions as of the date of this MD&A.

There were no changes to the Company's approach to capital management during the period ended March 31, 2015.

The Company's financial instruments consist of cash, amounts receivable, prepaid expenses, accounts payable and a short term loan. The fair values of these financial instruments approximate their carrying values due to the short-term nature of the instruments or their cash value.

The Company may be exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, and liquidity.

a) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the fair value or future cash flows of a financial instrument. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. At March 31, 2015, the Company was not subject to significant market risk.

b) Credit risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's maximum exposure to credit risk at the reporting date is related to the collection of Amounts receivable from customers and Canada Revenue Agency. Other credit risk is related to the carrying value of cash, which the Company holds at a major Canadian chartered bank in a chequing account, and in a cash account with a Canadian Investment Dealer.

c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest rate risk mainly arises from changes in the interest rates on cash. Cash generates interest based on market interest rates. At March 31, 2015, the Company was not subject to significant interest rate risk.

d) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk by maintaining adequate cash balances. If necessary, the Company may raise funds through the issuance of debt, equity or sale of non-core assets. The Company ensures that there is sufficient capital to meet its obligations by continuously monitoring and reviewing actual and forecasted cash flows, and matching the maturity profile of financial assets to development, capital and operating needs. The Company's accounts payable are due within 30 to 60 days, and the short-term loan has no interest rate or deadline for repayment

Critical Accounting Estimates

The Company's financial statements are impacted by the accounting policies used, and the estimates and assumptions made by management during their preparation. The Company's accounting policies are described in Note 3 to the condensed consolidated interim financial statements for the six month period ended March 31, 2015 and the accounting estimates that the Company considers to be critical are described in Note 4. The accounting estimates considered to be significant to the Company include the review of the carrying values of software development assets.

Management reviews the carrying values of its software development assets on a quarterly basis to determine whether any impairment should be recognized.

RISKS AND UNCERTAINTIES

The business of investing in and acquiring business ventures with growth potential is a highly speculative activity and is subject to significant risks. The Company's ability to realize its investments in business ventures is dependent upon a number of factors, including its ability to continue to raise the financing necessary to complete the development of those projects, the ability to realize economically significant profits within its projects and the ability to dispose of projects on favourable terms.

Specifically in the Company's recent acquisition, ETS, the development and marketing of new and innovative software contains the following uncertainties:

Stage of Development

The Company's software is in the early prototype stage and the Company does not have an operating history. The process of developing new technology and new markets involves a high degree of risk and the technology could contain defects that lead to costs, damage to reputation or litigation. The amounts attributed to the Company's holdings in its software in development as reflected in its financial statements represent development expenses and fair value adjustments and should not be taken to represent realizable value. There is no assurance that the Company's software development activities will result in commercially profitable operations.

Market Risks

The Company is operating in a large market, but is providing a previously unavailable service. The Company faces uncertainty as to the degree of new and continuing market acceptance of its products. The performance of the Company also depends on the performance on agencies that the Company partners with along with their end customers.

Customer Risks

The Company is dependent on proper pricing of products, reporting of successful results of referral campaigns and timely collection of customer accounts. The Company is also dependent on its ability to ensure that their customers operate within the terms of its service agreements.

Key Personnel Risks

The Company, like all marketing and software companies, is highly dependent on its staff and the ability to retain and attract key personnel. The marketplace for skilled marketing and or software development personnel is highly competitive and there is no assurance that personnel will be available when needed by the Company or if available, there is no assurance that personnel will be available at economic costs.

Future Financings

If the Company's operations are successful, additional funds may be required for further company growth. Outside of sales, the only sources of future funds presently available to the Company is through the sale of equity capital or the offering of debt instruments. There is no assurance that such sources will continue to be available on favourable terms or at all. If available, future equity financings may result in substantial dilution to current shareholders.

Profitability of Operations

The Company is not currently operating profitably and it should be anticipated that it will operate at a loss at least until such time as sufficient sales are achieved from one or more of its products, if sales are, in fact, ever achieved. The Company has never earned a profit. Investors also cannot expect to receive any dividends on their investment in the foreseeable future.