

# **P2P INFO INC.**

(the "Company")

## **MANAGEMENT DISCUSSION AND ANALYSIS**

For the Six Months Ended March 31, 2016

The following Management Discussion and Analysis ("MD&A") has been prepared by management as of April 29, 2016, should be read in conjunction with the audited consolidated financial statements and related notes of the Company for the years ended September 30, 2015 and 2014. The 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"). All amounts are stated in Canadian dollars unless otherwise indicated.

### **FORWARD LOOKING STATEMENTS**

This MD&A contains certain forward-looking information and statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions as at the date of this MD&A. The words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets", "may", "will" and similar expressions identify forward-looking statements. The forward-looking statements reflect the current beliefs of the management of the Company, and are based on currently available information. Readers are cautioned not to place undue reliance on these statements as they are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, such forward-looking statements. The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

### **OVERVIEW**

P2P Info Inc. (the "Company" or "P2P") was incorporated on September 29, 2014 under the laws of British Columbia, Canada and maintains its head office at Suite 1552, 701 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1C6. Its registered office is located at Suite 800 – 885 West Georgia Street, Vancouver, British Columbia V6C 3H1. The Company was incorporated as a wholly-owned subsidiary of Cascadia Consumer Electronics Corp. ("Cascadia") for the purposes of a re-organization of Cascadia pursuant to a plan of arrangement ("Plan of Arrangement") under the Business Corporation Act of British Columbia. The Plan of Arrangement became effective on November 28, 2014, and the Company was spun off from Cascadia. The Company becomes a reporting issuer in the province of British Columbia, Alberta and Ontario on November 28, 2014. The principal business of the Company is the identification, evaluation and acquisition of business. As at November 28, 2014, the equivalent share price of the Company is \$0.02.

On January 29, 2015, the Company incorporated its wholly-owned subsidiary 1026195 BC Ltd. ("1026195") under the laws of British Columbia.

On January 29, 2015, the Company completed a non-brokered private placement financing by issuing 1,518,000 common shares in the capital of the Company at a price of \$0.02 per common share, for aggregate proceeds of \$30,360. Management anticipates that the proceeds of the offering will be for working capital.

As at March 31, 2016, the Company received shareholder loan of \$80,432 from directors of the Company. The promissory note bears interest at 8% per annum. There is no specific maturity date. Subject to regulatory approval, the loan may be converted into common shares at the option of the Company.

## SELECTED ANNUAL FINANCIAL INFORMATION

	Years Ended September 30	
	2015	2014
	\$	\$
Total revenues	-	-
General and administrative	134,390	-
Loss for the year	(134,390)	-
Loss per share – basic	(0.04)	-
Loss per share – diluted	(0.04)	-
Total assets	6,116	1
Total long –term liabilities	30,592	-
Shareholder’s equity (deficiency)	(45,160)	1
Cash dividends declared - per share	-	-

## DISCUSSION OF OPERATIONS

The Company is currently in the process of exploring different business opportunities.

During the six months ended March 31, 2016, the Company reported a net loss of \$36,784, compared to net loss of \$90,546 in correspondence period in 2015. The Company did not generate any revenue from operations. The decrease in loss of \$53,762 was mainly attributable to:

1. A decrease of administrative expense from \$51,113 in 2015 to Nil in 2016, due to the spin-off process in 2015, and no such transaction in current period;
2. An increase of interest expense from \$23 in 2015 to \$1,898 in 2016, due to the accrued interest from shareholder loan that bears 8% annually interest;
3. An increase of listing and transfer agent expenses from \$4,130 in 2015 to \$5,544 in 2016, due to more transfer agent service fee and SEDAR filing fee;
4. A decrease of office expense from \$756 in 2015 to \$481 in 2016, due to less office expense related fee;
5. An increase of payroll expenses from \$19,756 in 2015 to \$22,644 in 2016, due to more salary and director fee payments;
6. A decrease of professional fees from \$13,309 in 2015 to \$4,000 in 2016, due to the fees from legal services and auditing services related to spin-off process in 2015, and no such transaction in current period;
7. An increase of rent expense from \$1,459 in 2015 to \$2,220 in 2016, due to Cascadia Consumer Electronics Corp. started to charge shared office fee from November 2014.

## SUMMARY OF QUARTERLY RESULTS

The following financial information for the Company has been derived from the Company’s financial statements for the Company’s most recent 7 quarters since its incorporation on September 29, 2014.

	For the Three Months Ended						
	Fiscal 2016		Fiscal 2015				Fiscal 2014
	Mar. 31, 2016	Dec. 31, 2015	Sept. 30, 2015	June 30, 2015	Mar. 31, 2015	Dec. 31, 2014	Sept. 30, 2014
	\$	\$	\$	\$	\$	\$	\$
Revenues	-	-	-	-	-	-	-
Income (loss) from continuing operations	(17,839)	(18,945)	(24,949)	(18,895)	(19,947)	(70,599)	-
Net income (loss)	(17,839)	(18,945)	(24,949)	(18,895)	(19,947)	(70,599)	-
Income (loss) from continuing operations per share - basic and diluted	-	-	(0.01)	-	(0.01)	(0.07)	-
Net loss (loss) per share - basic and diluted	-	-	(0.01)	-	(0.01)	(0.07)	-

## LIQUIDITY AND CAPITAL RESOURCES

During the six months ended March 31, 2016, the cash balance increased by \$503. The Company received \$22,000 from a director of the Company as shareholder loan in January 2016, and converted the unpaid salaries and director fees up to January 31, 2016 to shareholder loan in February 2016. The Company used the working capital to pay various general operating expenses during this period. The net effect of the above transactions is increase of cash by \$503.

The Company had a working capital deficit of \$1,512 as at March 31, 2016 compared to the working capital deficit of \$1,316 as at March 31, 2015.

### Going Concern

The Company has incurred losses since its inception and has an accumulated deficit of \$171,174 as at March 31, 2016. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, identifying and acquiring businesses or assets, and generating profitable operations in the future, which raises doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

## RELATED PARTY TRANSACTIONS

- a) The following expenses to key management personnel of the Company:

		Six Months ended March 31,	
		2016	2015
Salaries and benefits	Directors	\$ 21,447	\$ 18,604

Key management includes directors, the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company. Key management salaries and benefits incurred are presented gross of any reimbursements from P2P.

- b) The Company shares office with Cascadia, which has common directors and officers. As at March 31, 2016, the Company has \$2,790 payable to Cascadia for the rent of shared office.
- c) The Company has \$847 salary payable to the Company's directors.
- d) During the three months ended March 31, 2016, the Company received another \$12,000 in cash as shareholder loan, as well as \$28,432 shareholder loan converted from the unpaid salaries and director fees from the director of the Company. As at March 31, 2016, the Company received shareholder loan of \$80,432 in total from the directors of the Company. The promissory note bears interest at 8% per annum and has no specific maturity date. Subject to regulatory approval, the loan may be converted into common shares at the option of the Company. For the six months ended March 31, 2016, \$1,852 is accrued as interest expense.

## DIRECTORS AND OFFICERS

Zhou Ying Chief Executive Officer, president, Director, and Chair of Audit Committee  
Zhang Yan Chief Financial Officer, Corporate Secretary, Director, and Member of Audit committee  
Zhu Qing Director, and Member of Audit Committee

## OUTSTANDING SHARE DATA AS AT APRIL 29, 2016

	Number outstanding	Share Price
Common shares (November 28, 2014)	2,943,500	\$0.02
Common shares (January 29, 2015)	1,518,000	\$0.02
<b>Total common shares</b>	<b>4,461,500</b>	

## CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed interim consolidated financial statements and revenues and expenses for the periods reported. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant areas requiring the use of management estimates include the determination of deferred income tax assets and liabilities, and assumptions used in valuing options in share-based compensation calculations and assumptions used in determining the value of the convertible debentures. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting judgements are accounting policies that have been identified as being complex or involve subjective judgments or assessments with a significant risk of material adjustment in the next year. A significant use of judgement is the ability of the Company to continue as a going concern.

## FINANCIAL INSTRUMENTS

The Company classifies its cash as a financial asset at fair value through profit and loss ("FVTPL"), and its accounts payable as other financial liabilities. The carrying amount of financial liabilities carried at amortized cost is a reasonable approximation of fair value due to the relatively short period to maturity of these financial instruments.

### Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable. The three levels of the fair value hierarchy are:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash and cash equivalents of \$5,206 is classified as Level 1.

There were no transfers into or out of Level 2 and Level 3 during the period.

### Financial risk management

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, and interest rate risk. The Company's exposure to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

### *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and its current exposure to exchange rate fluctuations is minimal. The Company does not have any foreign currency denominated monetary liabilities.

### *Credit risk*

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. The Company's credit risk with respect to its cash is minimal as it is held with a quality financial institution.

### *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. As at March 31, 2016, the Company had a working capital deficit of \$1,512. All of the Company's financial liabilities are classified as current.

### *Interest rate risk*

The Company has not entered into any derivative instruments to manage interest rate fluctuations. The Company does not have significant interest rate risk.

## **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

### **Changes in accounting policy**

Effective October 1, 2014, the Company adopted the following new accounting standards and interpretations. The Company determined that the adoption of these standards and interpretations did not result in any material changes in the financial statements.

**IFRS 7 *Financial Instruments: Disclosures*** - In December 2011, the IASB issued an amendment to this standard, which requires entities to provide additional information about offsetting of financial assets and financial liabilities that will enable users of financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with an entity's recognized financial assets and recognized financial liabilities, on the entity's financial position.

**IFRS 10 *Consolidated Financial Statements*** - IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

**IFRS 13 *Fair Value Measurement*** - IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement.

**IAS 32 *Financial Instruments: Presentation*** – In December 2011, the IASB issued an amendment to clarify the meaning of the offsetting criterion and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. Earlier application is permitted when applied with corresponding amendment to IFRS 7.

**IAS 1 *Presentation of Financial Statements*** – IAS 1 has been amended to require entities to separate items presented in other comprehensive income ("OCI") into two groups, based on whether or not items may be recycled to net income in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately including prior year comparatives.

**IAS 1 Presentation of Financial Statements** – In December 2014, the IASB issued an amendment to address perceived impediments to preparers exercising their judgment in presenting their financial reports. The changes clarify that materiality considerations apply to all parts of the financial statements and the aggregation and disaggregation of line items within the financial statements.

#### **New accounting standards issued but not yet effective**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee (“IFRIC”) that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

The following standard will be effective for annual periods beginning on or after January 1, 2018:

**IFRS 9 Financial Instruments** - In November 2009, as part of the IASB project to replace IAS 39 *Financial Instruments: Recognition and Measurement*, the IASB issued the first phase of IFRS 9 *Financial Instruments* that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities. In November 2013 the standard was revised to add the new general hedge accounting requirements. The standard was finalized in July 2014 and was revised to add a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income (FVOTCI) category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics test.

The extent of the impact of adoption of these standards and interpretations on the condensed interim consolidated financial statements of the Company has not been determined.

#### **ADDITIONAL INFORMATION**

Additional information concerning the Company and its operations is available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **APPROVAL**

The Board of Directors of P2P Info Inc. has approved the contents of this management discussion and analysis on April 29, 2016. A copy of this MD&A together with the Company’s condensed interim consolidated financial statements for the years ended September 30, 2015 and 2014 will be provided to anyone who requests it.