

# **P2P INFO INC.**

(the “Company”)

## **MANAGEMENT DISCUSSION AND ANALYSIS**

For the Year Ended September 30, 2018

The following Management Discussion and Analysis (“MD&A”) has been prepared by management as of January 27, 2019, should be read in conjunction with the audited consolidated financial statements and related notes of the Company for the years ended September 30, 2018 and 2017. The 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 registered office 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”, currently re-named as Cascadia Blockchain Group Corp.) 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 became a reporting issuer in 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. This numbered company was dissolved on January 21, 2019.

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.

During the year ended September 30, 2017, the Company received shareholder loans of \$33,323 from shareholders who are directors of the Company. The loans were secured by promissory notes, interest bearing at 8% per annum and were due on demand. Subject to regulatory approval, the loan may be converted into common shares at the option of the Company. Total of shareholder loans and accrual interest was \$132,546 as at September 29, 2017, when the Company issued 26,509,182 shares to settle the loans.

## SELECTED ANNUAL FINANCIAL INFORMATION

	Years Ended September 30		
	2018	2017	2016
	\$	\$	\$
Total revenues	-	-	-
General and administrative	29,778	31,003	51,776
Loss for the year	(29,778)	(31,003)	(51,776)
Loss per share – basic	-	(0.01)	(0.01)
Loss per share – diluted	-	(0.01)	(0.01)
Total assets	3,409	18,012	5,807
Total liabilities	36,580	21,405	92,147
Equity deficiency	(33,171)	(3,393)	(96,936)
Cash dividends declared - per share	-	-	-

## DISCUSSION OF OPERATIONS

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

During the year ended September 30, 2018, the Company reported a net loss of \$29,778, compared to net loss of \$31,003 for year ended in 2017. The Company did not generate any revenue from the operations. The decrease in loss of \$1,225 was mainly attributable to:

1. an increase of \$7,391 professional fees from \$4,344 in 2017 to \$11,735 in 2018, due to more legal services in 2018 and auditing services fee in 2018;
2. a decrease of \$6,279 interest expenses and bank charge from \$7,183 in 2017 to \$904 in 2018, mainly due to less shareholder loans were borrowed from directors of the Company and therefore less interest accrual in 2018 based on loan agreements;
3. a decrease of \$5,148 rent expense from \$5,624 in 2017 to \$476 in 2018, due to the termination of sharing office with Cascadia since November 2017;
4. an increase of \$3,448 salaries and wages from \$4,183 in 2017 to \$7,631 in 2018, due to more work was done in 2018.

## 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 8 quarters.

	For the Three Months Ended							
	Fiscal 2018				Fiscal 2017			
	Sept. 30, 2018	June 30, 2018	Mar. 31, 2018	Dec. 31, 2017	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016
	\$	\$	\$	\$	\$	\$	\$	\$
Revenues	-	-	-	-	-	-	-	-
Income (loss) from continuing operations	(6,257)	(11,459)	(8,513)	(3,549)	(5,752)	(8,924)	(11,496)	(4,831)
Net income (loss)	(6,257)	(11,459)	(8,513)	(3,549)	(5,752)	(8,924)	(11,496)	(4,831)
Income (loss) from continuing operations per share - basic and diluted	-	-	-	-	-	-	-	-
Net loss (loss) per share - basic and diluted	-	-	-	-	-	-	-	-

## LIQUIDITY AND CAPITAL RESOURCES

During the year ended September 30, 2018, the cash balance as at September 30, 2018 is \$2,161 (2017 - \$16,809). The Company received \$23,000 from the director of the Company with \$805 accumulated interest as shareholder loan in 2018. The Company used the working capital to pay various general

operating expenses during this period. The net effect of the above transactions is the decrease of cash by \$14,648.

The Company had a working capital deficit of \$33,171 as at September 30, 2018 compared to the working capital deficit of \$3,393 as at September 30, 2017.

#### Going Concern

The Company has incurred losses since its inception and has an accumulated deficit of \$246,947 as at September 30, 2018. 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 significant 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:

		2018	2017
Salaries and benefits	Directors	<b>\$ 7,631</b>	\$ 4,183

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 was sharing office with Cascadia, which had common directors and officers before October 19, 2017. As at September 30, 2018, the Company has nil (2017 - \$11,826) payable to Cascadia for the rent of shared office.
- c) Shareholder loans received from directors of the Company is illustrated as follows,

	2018	2017
Beginning of year	\$ -	\$ 92,147
Advances	<b>23,000</b>	29,000
Accrued interest	<b>805</b>	7,076
Salaries accrued and other payments for the Company	-	4,323
Shares issued in settlement of debt	-	132,546
Balance, end of year	<b>\$ 23,805</b>	\$ -

During the year ended September 30, 2018, the Company received loan advances from a shareholder of \$23,000 (2017 - \$29,000). The loans are interest bearing at 8% per annum, secured by promissory notes and with no fixed repayment terms. Interest incurred on these loans was \$805 (2017 - \$7,076) for the year ended September 30, 2018.

During the year ended September 30, 2017, shareholder loans were advanced by 2 shareholders who were directors of the Company. These loans were secured by promissory notes, interest bearing at 8% per annum and were due on demand. These loans may be converted into common shares at the option of the Company at any time without penalty at a price equal to the price and conditions of the latest approved financing completed by the Company.

As at September 30, 2018, included in other receivable was \$479 (2017 - \$Nil) due from a company controlled by the CEO of the Company. As at September 30, 2018, included in accounts payable and accrued liabilities was \$6,996 (2017 - \$Nil) due to the CFO of the Company. These amounts outstanding are non-interest bearing, unsecured and with no fixed repayment terms.

## **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 JANUARY 27, 2019**

	<b>Number outstanding</b>	<b>Share Price</b>
Common shares (November 28, 2014)	2,943,500	\$0.02
Common shares (January 29, 2015)	1,518,000	\$0.02
Common shares (September 29, 2017)	26,509,182	\$0.005
<b>Total common shares</b>	<b>30,970,682</b>	

## **CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of these 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 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, 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 financial asset measured at FVTPL, its other receivables as loan and receivables measured at amortized cost, its accounts payable and shareholder loan payable as other financial liabilities measured at amortized cost. The carrying amount of these financial interest is a reasonable approximation of fair value due to the relatively short period to maturity of these financial instruments.

### **Fair value**

The following table summarized the carrying values of the company's financial instruments:

	2018	2017
	\$	\$
Financial assets at fair value through profit or loss (i)	2,161	16,809
Financial assets measured at amortized cost (ii)	479	-
Financial liabilities measured at amortized cost (iii)	36,580	21,405

- (i) Cash
- (ii) Other receivables
- (iii) Accounts payable and shareholder loan

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 of \$2,161 is classified as Level 1. There were no transfers into or out of Level 2 and Level 3 during the year.

### **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 assets or 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. The Company's credit risk with respect to its cash is minimal as it is held with a large 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 September 30, 2018, the Company had a working capital deficit of \$33,171 (2017 - \$3,393). All 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**

### **Adoption of new pronouncements**

The Company did not adopt any new or amended accounting standards during the year ended September 30, 2018 which had a significant impact on the consolidated financial statements.

## **Changes in accounting policy**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB 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.

### Standard 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, 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 ("FVTOCI") category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics test.

IFRS 15 - *Revenue from Contracts with Customers* - On May 28, 2014 the IASB issued IFRS 15. IFRS 15 will replace IAS 11, "Construction contracts", IAS 18, "Revenue", IFRIC 13, "Customer loyalty programmes", IFRIC 15, "Agreements for the construction of real estate", IFRIC 18, "Transfers of assets from customers" and SIC 31, "Revenue – barter transactions involving advertising services". The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time; or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The new standard applies to contracts with customers. It does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other IFRSs.

### Standard effective for annual periods beginning on or after January 1, 2019

IFRS 16 – *Leases* - On January 13, 2016 the IASB issued IFRS 16, "Leases". This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease.

Entities may elect early application of the above standards. The extent of the impact of adoption of these above standards on the consolidated financial statements of the Company has not yet 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 January 27, 2019. A copy of this MD&A together with the Company's consolidated financial statements for the years ended September 30, 2018 and 2017 will be provided to anyone who requests it.