



**QUIZAM MEDIA CORPORATION**  
**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED**  
**FEBRUARY 29, 2016 AND FEBRUARY 28, 2015**  
**(Unaudited)**

**The accompanying unaudited condensed interim financial statements have been prepared by Management of Quizam Media Corporation and have not been reviewed by the Company's auditors**

**QUIZAM MEDIA CORPORATION****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

	As at February 29, 2016 \$	As at May 31, 2015 \$
<b>ASSETS</b>		
Current		
Cash and cash equivalents	4,879	–
Accounts receivable	49,189	12,287
Amounts receivable (Note 5)	60,035	–
Prepaid expenses and deposits	18,638	31,912
Sales taxes recoverable	10,747	19,580
	143,488	63,779
Property and equipment (Note 3)	39,732	47,559
Investment in film production (Note 4)	95,350	55,000
Investment in Aviron Group LLC (Note 5)	354,832	–
Amounts receivable (Note 5)	159,600	–
Promissory note receivable (Note 5)	679,089	–
	1,472,091	166,338
<b>LIABILITIES</b>		
Current		
Cheques written in excess of funds on deposit	–	11,367
Accounts payable and accrued liabilities	128,659	126,022
Deferred revenue	24,809	24,809
Due to related parties (Note 12)	8,146	177,904
Promissory notes payable (Note 5)	–	131,817
	161,614	471,919
<b>EQUITY (DEFICIENCY)</b>		
Share capital (Note 7)	15,051,219	13,600,229
Contributed surplus	2,223,897	980,446
Share subscriptions received	45,000	23,806
Deficit	(16,009,639)	(14,910,062)
	1,310,477	(305,581)
	1,472,091	166,338

Nature and continuance of operations (Note 1)

Commitment (Note 16)

Subsequent events (Note 17)

APPROVED ON BEHALF OF THE BOARD ON APRIL 29, 2016:

/s/ "Russ Rossi"

Russ Rossi, Director

/s/ "Jim Rosevear"

Jim Rosevear, Director

The Accompanying Notes are an Integral Part of the Condensed Interim Consolidated Financial Statements

**QUIZAM MEDIA CORPORATION****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

	Three Months Ending February 29, 2016 \$	Three Months Ending February 28, 2015 \$	Nine Months Ending February 29, 2016 \$	Nine Months Ending February 28, 2015 \$
<b>REVENUES</b>				
Training services and software sales	125,884	126,209	362,222	436,793
	<u>125,884</u>	<u>126,209</u>	<u>362,222</u>	<u>436,793</u>
<b>EXPENSES</b>				
Accounting and legal	60,410	80,634	225,300	166,104
Automobile	7,769	7,138	19,628	18,603
Bank charges and interest	6,269	4,923	18,067	7,033
Depreciation	3,958	5,103	11,512	18,316
Film development costs	12,266	–	12,266	–
Investor and finance development	56,439	34,897	134,111	72,073
Management fees	36,040	36,000	108,040	100,170
Office and miscellaneous	12,259	39,004	45,216	145,702
On-Track TV development costs (Note 11)	79,502	28,896	211,002	124,812
Regulatory fees	2,537	4,918	10,516	18,444
Rent	38,515	35,279	115,545	119,208
Software development costs (Note 11)	5,307	9,797	24,677	33,741
Share-based compensation (Note 8)	48,882	14,335	93,185	42,211
Subcontractors	10,922	12,354	34,431	35,048
Telephone and internet	8,922	10,167	16,572	51,619
Travel and business development	96,753	54,778	223,323	85,181
Wages and benefits	54,933	73,355	168,636	139,927
	<u>541,683</u>	<u>451,578</u>	<u>1,472,027</u>	<u>1,178,192</u>
<b>LOSS BEFORE OTHER ITEMS</b>	<b>(415,799)</b>	<b>(325,369)</b>	<b>(1,109,805)</b>	<b>(741,399)</b>
<b>OTHER ITEMS</b>				
Accretion of promissory note receivable (Note 5)	5,061	–	9,027	–
Interest income	343	265	1,201	354
<b>NET LOSS AND COMPREHENSIVE LOSS</b>	<b>(410,395)</b>	<b>(325,104)</b>	<b>(1,099,577)</b>	<b>(741,045)</b>
<b>LOSS PER SHARE BASIC AND DILUTED</b>	<b>(0.01)</b>	<b>(0.01)</b>	<b>(0.02)</b>	<b>(0.03)</b>
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING</b>	<b>59,137,000</b>	<b>32,030,000</b>	<b>53,009,000</b>	<b>27,342,000</b>

The Accompanying Notes are an Integral Part of the Condensed Interim Consolidated Financial Statements

**QUIZAM MEDIA CORPORATION****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

	Nine Months Ending February 29, 2016 \$	Nine Months Ending February 28, 2015 \$
<b>OPERATING ACTIVITIES</b>		
Net loss	(1,099,577)	(741,045)
Items not affecting cash:		
Accretion of promissory note receivable	(9,027)	–
Depreciation	11,502	18,316
Foreign currency translation	(11,638)	–
Share-based compensation	93,185	42,211
	(1,015,555)	(680,518)
Changes in non-cash working capital items:		
Accounts receivable	(36,902)	(8,125)
Amounts receivable	17,375	–
Prepaid expenses and deposits	13,274	(173)
Taxes recoverable	8,833	(5,654)
Accounts payable and accrued liabilities	2,637	179,341
Due to related parties	(301,575)	–
<b>CASH USED IN OPERATING ACTIVITIES</b>	<b>(1,311,913)</b>	<b>(515,129)</b>
<b>FINANCING ACTIVITIES</b>		
Advance from related parties	–	55,354
Issuance of common shares, net	1,327,184	500,432
Subscriptions received	45,000	64,828
<b>CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>1,372,184</b>	<b>620,614</b>
<b>INVESTING ACTIVITIES</b>		
Acquisition of equipment	(3,675)	(44,932)
Investment in film production	(40,350)	(55,000)
<b>CASH PROVIDED USED IN INVESTING ACTIVITIES</b>	<b>(44,025)</b>	<b>(34,530)</b>
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>16,246</b>	<b>3,435</b>
<b>CASH AND CASH EQUIVALENTS – BEGINNING OF THE PERIOD</b>	<b>(11,367)</b>	<b>(11,181)</b>
<b>CASH AND CASH EQUIVALENTS – END OF THE PERIOD</b>	<b>4,879</b>	<b>(7,746)</b>
<b>SUPPLEMENTAL INFORMATION</b>		
Interest paid	–	–
Income tax paid	–	–
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>		
Common shares issued to acquire investment in Aviron Group LLC	100,000	–
Warrants issued to acquire investment in Aviron Group LLC	1,150,266	–

The Accompanying Notes are an Integral Part of the Condensed Interim Consolidated Financial Statements

**QUIZAM MEDIA CORPORATION****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)****FOR THE NINE MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

	<b>Number of Common Shares</b>	<b>Amount \$</b>	<b>Contributed Surplus \$</b>	<b>Share Subscriptions Received \$</b>	<b>Deficit \$</b>	<b>Total \$</b>
As at May 31, 2014	23,280,662	12,754,706	962,235	–	(13,921,963)	(205,022)
Common shares issued for cash	8,233,333	327,000	–	–	–	327,000
Issued as finder's fees	256,666	7,700	–	–	–	7,700
Warrants exercised	984,000	147,600	–	–	–	147,600
Stock options exercised	200,000	30,000	–	–	–	30,000
Share issuance costs	–	(11,868)	–	–	–	(11,868)
Subscriptions received	–	–	–	64,827	–	64,827
Share-based compensation	–	–	42,211	–	–	42,211
Net loss for the period	–	–	–	–	(741,045)	(741,045)
<b>As at February 28, 2015</b>	<b>32,954,661</b>	<b>13,255,138</b>	<b>1,004,446</b>	<b>64,827</b>	<b>(14,663,008)</b>	<b>(338,597)</b>
As at May 31, 2015	43,152,446	13,600,229	980,446	23,806	(14,910,062)	(305,581)
Common shares issued for cash	11,300,000	420,500	–	(23,806)	–	396,694
Issued as finder's fees	256,381	10,200	–	–	–	10,200
Share issuance costs	–	(16,734)	–	–	–	(16,734)
Warrants exercised	7,508,436	827,024	–	–	–	827,024
Stock options exercised	1,000,000	110,000	–	–	–	110,000
Common shares issued to acquire investment in Aviron Group LLC	1,000,000	100,000	–	–	–	100,000
Warrants issued to acquire investment in Aviron Group LLC	–	–	1,150,266	–	–	1,150,266
Subscriptions received	–	–	–	45,000	–	45,000
Share-based compensation	–	–	93,185	–	–	93,185
Net loss for the period	–	–	–	–	(1,099,577)	(1,099,577)
<b>As at February 29, 2016</b>	<b>64,217,263</b>	<b>15,051,219</b>	<b>2,223,897</b>	<b>45,000</b>	<b>(16,009,639)</b>	<b>1,310,477</b>

The Accompanying Notes are an Integral Part of the Condensed Interim Consolidated Financial Statements

## QUIZAM MEDIA CORPORATION

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

#### FOR THE NINE MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

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#### 1. CORPORATE INFORMATION, NATURE AND CONTINUANCE OF OPERATIONS

Quizam Media Corporation (the “Company”) was incorporated on September 15, 2000 under the provisions of the Company Act of British Columbia and is listed on the TSX Venture Exchange (“TSX-V”). The Company’s principal business activity consists of providing computer training and consulting services and marketing of a computer based educational program. The address of the Company’s corporate office and its principal place of business is 4<sup>th</sup> Floor, 885 West Georgia Street, Vancouver, BC, V6C 3E8.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern. This assumes the Company will operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has a history of significant losses, sizeable accumulated deficits and working capital deficits. These factors form a material uncertainty that casts significant doubt about the Company’s ability to continue as a going concern. The Company’s ability to continue as a going concern is dependent on completing equity financings, obtaining support from related parties or generating consistent profitable operations in the future.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### a) Statement of compliance

These interim consolidated financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting*.

##### b) Basis of measurement and presentation

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities at the date of the financial statements and revenues and expenses for the period reported. Significant areas requiring the use of management estimates relate to estimation of an allowance for doubtful accounts, the measurement of share-based compensation, expected lives of long-lived assets, and the recognition of deferred income tax assets. Actual results could differ from those estimates. Significant judgements are applied by management to determine whether sales have met the Company’s revenue recognition criteria, whether investments in film production are recoverable, and to assess the probability of realizing deferring income tax assets based on the likelihood of generating taxable income in the future. Different judgement could yield different results. These consolidated financial statements are prepared on the historical cost basis except for certain financial instruments, which are measured at fair value as explained in the accounting policies set out in Note 2 (p). All amounts are expressed in Canadian dollars unless otherwise stated.

##### c) Basis of consolidation

The consolidated financial statements include the accounts of the Company, On-Track Computer Training Ltd. (“On-Track”) and Quizam Entertainment LLC. On-Track was incorporated in Canada and is 100% owned by the Company. Quizam Entertainment LLC was incorporated in Delaware and is 100% owned by the Company. Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

**QUIZAM MEDIA CORPORATION**

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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d) Foreign currency translation

Foreign currency denominated assets and liabilities of operations are translated into Canadian dollars at exchange rates prevailing at the consolidated statement of financial position date for monetary items and at exchange rates prevailing at the transaction date for non-monetary items. Revenues and expenses are converted at the average exchange rate for the reporting period. Gains or losses on translation are included in operations. The Company's functional and presentation currency is the Canadian dollar.

e) Cash and cash equivalents

The Company considers deposits with banks or highly liquid short-term interest bearing securities that are readily convertible to known amounts of cash and those that have maturities of three months or less when acquired to be cash equivalents.

f) Property and equipment

Equipment is recorded at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives as follows:

Computer hardware	3 years
Furniture and fixtures	5 years
Library	5 years

Leasehold improvements are depreciated using the straight-line method over the estimated term of the related lease.

g) Investment in film productions

Investment in film productions represents the unamortized cost of film projects which are in development and in progress. Such costs are capitalized and upon commencement of production are reclassified to production costs in the consolidated statement of financial position. Projects in development are written off at the earlier of the date they are determined not to be recoverable or when abandoned, or three years from the date of initial investment.

Costs of producing film programs are capitalized and amortized using the individual film forecast method, whereby capitalized costs are amortized, and ultimate participation costs are accrued, in the proportion that current revenue bears to management's estimate of ultimate revenue expected to be recognized from the exploitation, exhibition or licensing of the film. For film programs produced by the Company, capitalized costs include all direct production, an allocation of directly attributable overhead and financing costs incurred during production that are expected to benefit future periods. Financing costs are capitalized to the costs of a film or television program until the film or television program is complete.

**QUIZAM MEDIA CORPORATION**

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h) Long-lived assets and impairment

The Company evaluates, on an ongoing basis, the carrying value of property and equipment, for indications of impairment at each statement of financial position date or if an indication of impairment occurs.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the period.

Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. 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 an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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. An impairment loss with respect to goodwill is never reversed.

i) Loans receivable and notes payable

Loans receivable and notes payable are carried at amortised cost using the effective interest method. Finance charges are deferred and recognized over the life of the loan.

j) Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred share issuance costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred.

Share issue costs are charged to share capital when the related shares are issued. Deferred share issuance costs related to financing transactions that are not completed are charged to expenses.

k) Income taxes

The Company provides for income taxes using the liability method of tax allocation. Under this method deferred income tax assets and liabilities are determined based on temporary differences between the accounting and tax bases of existing assets and liabilities, and are measured using enacted or substantially enacted tax rates expected to apply when these differences reverse. Deferred tax assets are recognized only to the extent that it is probable that future taxable income will be available against which deductions and tax losses can be utilized.



**QUIZAM MEDIA CORPORATION**

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l) Revenue recognition

i. Training revenue

Training revenues are recorded when a customer attends a course, this is the date at which the stage of completion and costs of the transaction can be reliably measured, the amount of revenue can be measured reliably and it is probable that the economic benefits of the transaction will flow to the Company.

ii. On-Track TV revenue

On-Track TV revenues are those whereby customers sign up and pay for access to a video library. The revenues are recorded when access to the On-Track TV website has been granted and collection is probable.

iii. Software revenue

The Company records revenue from the sale of software when the customers download the software from the Company's website and collection is reasonably assured which is generally when direct payment is received.

iv. License fee revenue

License fees are recorded in the accounts when all conditions have been met under the license agreement, the licensee is satisfied with the operations of the software, and collection is probable, which is generally when payment is received.

m) Share-based payments

The Company records all share-based payments at their fair value. The share-based compensation costs are charged to operations over the stock option vesting period and agents' options and warrants issued in connection with common share placements are recorded at their fair value on the date of issue as share issuance costs. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options expected to vest. On the exercise of stock options and agents' options and warrants, share capital is credited for consideration received and for fair value amounts previously credited to contributed surplus. The Company uses the Black-Scholes option pricing model to estimate the fair value of share-based compensation.

n) Earnings(Loss) per share

Basic earnings (loss) per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted income (loss) per share.

The existence of warrants and options affects the calculation of earnings (loss) per share on a fully diluted basis. As the effect of this dilution is to increase the reported earnings per share and reduce the reported loss per share and diluted per share amounts excludes all potential common shares if their effect is anti-dilutive.

o) Development costs

Development costs are expensed as incurred, except in cases where development costs meet certain identifiable criteria for deferral. The Company has not capitalized any product development costs during the period.

**QUIZAM MEDIA CORPORATION**

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015**

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p) Financial instruments

All financial assets are initially recorded at fair value and classified into one of four categories: held to maturity, available for sale, loans and receivable or at fair value through profit or loss ("FVTPL"). All financial liabilities are initially recorded at fair value and classified as either FVTPL or other financial liabilities. Financial instruments comprise of cheques written in excess of funds on deposit, accounts receivable, amounts receivable, promissory note receivable, accounts payable, due to related parties and promissory notes payable. The Company has elected to account for transaction costs related to the issuance of financial instruments as a reduction of the carrying value of the related financial instruments.

At initial recognition management has classified financial assets and liabilities as follows:

i. Financial assets

The Company has no assets recognized at FVTPL. The Company has classified its investment in Aviron Group LLC as available for sale. The Company has classified accounts receivable, amounts receivable and promissory note receivable as loans and receivables. The Company has not classified any financial assets held to maturity.

ii. Financial liabilities

The Company has recognized its accounts payable, due to related parties and promissory notes payable as other financial liabilities. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

q) New accounting standards adopted effective June 1, 2015

The mandatory adoption of the following new and revised accounting standards and interpretations on June 1, 2015 had no significant impact on the Company's consolidated financial statements for the periods presented:

***IAS 36 – Impairment of Assets***

In May 2013, the IASB issued an amendment to address the disclosure of information about the recoverable amount of impaired assets or a CGU for periods in which an impairment loss has been recognized or reversed. The amendments also address disclosure requirements applicable when an asset's or a CGU's recoverable amount is based on fair value less costs of disposal. The adoption of this standard had no significant impact on the Company's consolidated financial statements.

r) New accounting standards not yet adopted

***IFRS 15 – Revenue from Contracts with Customers***

In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes 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. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition. The standard is effective for annual periods beginning on or after January 1, 2018.

**QUIZAM MEDIA CORPORATION****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015**

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**IFRS 9 – Financial Instruments**

The IASB intends to replace IAS 39 – Financial Instruments: Recognition and Measurement in its entirety with IFRS 9 – Financial Instruments (“IFRS 9”) which is intended to reduce the complexity in the classification and measurement of financial instruments. The standard is effective for annual periods beginning on or after January 1, 2018.

Management is currently evaluating any impact that the above standards may have on the Company’s consolidated financial statements and this assessment has not yet been finished.

**3. PROPERTY AND EQUIPMENT**

<b>Cost</b>	<b>Computer Hardware</b>	<b>Furniture and Fixtures</b>	<b>Leasehold Improvements</b>	<b>Library</b>	<b>Total</b>
As at May 31, 2015	\$ 383,612	\$ 76,560	\$ 24,617	\$4,755	\$ 489,544
Additions	3,675	–	–	–	3,675
As at February 29, 2016	\$ 387,287	\$ 76,560	\$ 24,617	\$ 4,755	\$ 493,219

**Accumulated Depreciation**

As at May 31, 2015	\$ 357,219	\$ 74,756	\$ 5,730	\$ 4,280	\$ 441,985
Depreciation	6,546	1,098	3,692	166	11,502
As at February 29, 2016	\$ 363,765	\$ 75,854	\$ 9,422	\$ 4,446	\$ 453,487

**Carrying Amounts**

Balance May 31 2015	\$ 26,393	\$ 1,804	\$ 18,887	\$ 475	\$47,559
Balance, February 29, 2016	\$ 23,522	\$ 706	\$ 15,195	\$ 309	\$39,732

**4. INVESTMENT IN FILM PRODUCTION**

The Company invested \$95,350 in a film production project, which have been capitalized as an intangible asset under development at February 29, 2016. No depreciation has been recorded since the production is still in progress and has not been completed yet. The Company committed pay another \$14,650 upon completion of the project.

**5. INVESTMENT IN AVIRON GROUP LLC**

In June 2015, the Company entered into a letter of intent to acquire a 10% non-dilutable equity interest in William Sadleir’s new motion picture distribution company, Aviron Capital, LLC, (“Aviron”) headquartered in Beverly Hills, California.

On November 5, 2015, the Company completed a Share Exchange Agreement pursuant to which the Company acquired 1,000 Class A units of Aviron, representing a 10% non-dilutable interest, in consideration for 1,000,000 common shares with a fair value of \$100,000 and 12,250,000 share purchase warrants, exercisable at \$0.08 per share for a period of 5 years, with a fair value of \$1,150,266. The fair value of the warrants was determined using the Black-scholes model with the following assumptions: Risk-free rate: 0.91%, Expected life: 5 years, Volatility: 162%, Expected forfeitures: 0%, Dividend yield: 0%.

## QUIZAM MEDIA CORPORATION

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In connection with the Share Exchange Agreement, Aviron granted the Company a Net Earnings Participation interest consisting of 20 quarterly payments of US\$12,500 each, beginning 90 days following closing, and US\$1,000,000 as payment of a promissory note within 5 years of closing. The promissory note is non-interest bearing, unsecured and due on October 30, 2020. In addition, the Company will receive 10% of Aviron's net annual revenues, if any, which will accrue and be payable on or prior to 5 years from closing, and annually thereafter, and 10% of all proceeds for value received at the time of a liquidity event, including a public or private sale of Aviron.

At February 29, 2016, the carrying value of the Company's investment in Aviron is \$354,832.

Upon closing of the Share Exchange Agreement, the Company recognized a discount of \$103,318 (US\$77,293) on amounts receivable pursuant to the quarterly payments, which will be accreted over the life of the payments. During the nine months ended February 29, 2016, the Company recognized accretion expense of \$2,792 (US\$2,112) on the amounts receivable.

Upon issuance of the promissory note receivable, the Company recognized a discount of \$672,124 (US\$502,823), which will be accreted over the life of the note. During the nine months ended February 29, 2016, the Company recognized accretion expense of \$6,235 (US\$4,700) on the promissory note receivable.

#### 6. PROMISSORY NOTES PAYABLE

At February 29, 2016, the promissory notes payable balance is \$147,410 (May 31, 2015 - \$131,817) including interest and finance fees. The promissory notes are unsecured, due on demand, bear interest at 15% and are payable to a significant shareholder of the Company. During the nine months ended February 29, 2016, the note was repaid in full.

#### 7. SHARE CAPITAL

The Company has authorized share capital of an unlimited number of common voting shares without par value. Disclosures on any common shares issued are also provided in the consolidated statements of changes in equity (deficiency).

##### *Transactions for the period ended February 29, 2016:*

On July 10, 2015, the Company completed a non-brokered private placement consisting of 3,000,000 units at \$0.05 per unit for proceeds of \$150,000. A portion of proceeds totaling \$23,806 was collected prior to May 31, 2015 and included in subscriptions received at May 31, 2015. Each unit consisted of one common share and one share purchase warrant exercisable at \$0.12 per share for 18 months expiring on December 11, 2016. In connection with the private placement, the Company issued 104,000 common shares as finders' fees with a fair value of \$5,200.

On September 8, 2015, the Company completed a private placement consisting of 4,000,000 units at \$0.03 per unit for proceeds of \$120,000. Each unit consisted of one common share and one share purchase warrant. Each whole warrant is exercisable at \$0.12 per share for 18 months expiring on March 9, 2017. In connection with the private placement, the Company issued 66,667 common shares as finders' fees with a fair value of \$2,000. The Company also incurred additional share issuance costs of \$5,016 related to this private placement.

On November 5, 2015, the Company issued 1,000,000 common shares with a fair value of \$100,000 pursuant to a Share Exchange Agreement with Aviron Group LLC.

On January 27, 2016, the Company completed a non-brokered private placement of 4,300,000 units at \$0.035 per unit. Each unit consisted of one common share and one share purchase warrant exercisable at \$0.10 per share for 18 months expiring on July 27, 2016. In connection with the private placement, the Company issued 85,714 common shares as finders' fees with a fair value of \$3,000. The Company also incurred additional share issuance costs of \$1,517 related to this private placement.

**QUIZAM MEDIA CORPORATION****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

During the period ended February 29, 2016, the Company issued 7,508,436 common shares upon exercise of warrants for total proceeds of \$827,024.

During the period ended February 29, 2016, the Company issued 1,000,000 common shares upon exercise of stock options for total proceeds of \$110,000.

**8. STOCK OPTIONS**

Stock option plan and stock options issued:

The Company grants stock options to directors, officers, employees and consultants as compensation for services, pursuant to its Incentive Share Option Plan (the "Plan"). Under the Plan, the option price must not be less than the closing price of the common shares of the Company on the TSX-V on the day immediately preceding the date of grant less the applicable discount if any. The number of options that may be issued under the plan is limited to no more than 10% of the Company's issued and outstanding shares on the grant date. Options vest immediately. Vesting restrictions may also be applied to certain other options grants, at the discretion of the directors.

The following table summarizes the continuity of the Company's stock options:

	Number of Underlying Shares	Weighted Average Exercise Price \$
Outstanding, May 31, 2015	2,320,000	0.14
Granted	2,150,000	0.09
Exercised	(1,000,000)	0.11
Outstanding, February 29, 2016	3,470,000	0.12

All of the options outstanding at February 29, 2016 were fully vested.

The fair value for stock options granted during the nine months ended February 29, 2016, was estimated using the Black- Scholes option pricing model using the following weighted average assumptions:

	November 30, 2015	November 30, 2014
Risk-free interest rate	0.44%	1.07%
Expected life (in years)	2.00	2.00
Expected volatility	187%	181%
Expected forfeitures	0%	0%
Dividend yield	0%	0%

Total share-based compensation expense recognized for stock options granted during the period ended February 29, 2016, to directors, officers and consultants of the Company was \$93,185 (2015 - \$42,211) and was charged to operations.

The weighted average grant date fair value of stock options granted during the period was \$0.04 (2015 - \$0.03) per option. The weighted average remaining contractual life of the stock options outstanding as at February 29, 2016, was 0.92 years (May 31, 2015 - 1.17 years).

**QUIZAM MEDIA CORPORATION****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

**9. SHARE PURCHASE WARRANTS**

The following table summarizes the continuity of the Company's share purchase warrants:

	Number of Underlying Shares	Weighted Average Exercise Price \$
Balance, May 31, 2014	6,665,238	0.31
Issued in unit private placements	11,523,809	0.10
Exercised	(1,284,000)	0.14
Expired	(2,236,667)	0.51
Balance, May 31, 2015	14,668,380	0.13
Issued	23,550,000	0.08
Exercised	(7,508,436)	0.11
Expired	(3,444,571)	0.22
Balance, February 29, 2016	27,265,373	0.08

At February 29, 2016, the following share purchase warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
964,850	\$ 0.10	May 27, 2016
5,166,667	\$ 0.10	September 3, 2016
1,392,856	\$ 0.10	October 22, 2016
1,560,000	\$ 0.12	December 11, 2016
1,631,000	\$ 0.12	March 9, 2017
12,250,000	\$ 0.08	November 6, 2020
4,300,000	\$ 0.10	July 27, 2017
<b>27,265,373</b>		

The weighted average remaining contractual life of the warrants outstanding as at February 29, 2016, was 2.57 years (May 31, 2015 – 1.04 years).

**QUIZAM MEDIA CORPORATION****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015**

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**10. SEGMENTED INFORMATION**

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operation decision maker, or decision making group, in deciding how to allocate resources and in assessing performance.

The Company derives sales from training services and software sales.

(a) Training Services and UK On-Track TV Sales for the nine months ended February 29, and February 28, respectively:

	2016	2015
	\$	\$
Revenue	379,597	436,793
Expenses	(1,489,401)	(1,178,192)
Profit (loss)	(1,104,637)	(741,045)

(b) Software Sales and Licensing for the nine months ended February 29, and February 28, respectively:

	2016	2015
	\$	\$
Revenue	–	–
Expenses	(24,677)	(23,944)
Profit (loss)	(24,677)	(23,944)

The Company's operations are centralized whereby the Company's head office is responsible for the operational results. All of the Company's assets are in Canada. The Company's revenues include sales generated in Canada and in the U.K. as follows:

	2016	2015
	\$	\$
Canada	379,597	436,793
U.K.	–	–

**11. PRODUCT DEVELOPMENT COSTS**

(a) On-Track TV

During fiscal 2016 and 2015, the Company finished a complete set of on-line curriculum for its training division called On-Track TV. The costs associated with development of the On-Track TV, which are included in expenses for the nine months ended February 29, 2016, and February 28, 2015, are as follows:

	2016	2015
	\$	\$
Salary, wages and fees (management, programming and marketing)	146,942	73,110
Marketing, advertising and promotion	64,060	3,000
Materials	–	48,702
	211,002	124,812

**QUIZAM MEDIA CORPORATION****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015**

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**(b) Quizam software**

The costs associated with development of the Quizam educational software, which are included in the consolidated statement of operations, and comprehensive loss for the nine months ended February 29, 2016, and February 28, 2015, are as follows:

	2016	2015
	\$	\$
Salary, wages and fees (management, programming and marketing)	24,677	33,741

**12. RELATED PARTY TRANSACTIONS****(a) Key management compensation**

The Company has identified its Directors, President and Chief Executive Officer, and Chief Financial Officer as its key management personnel and the compensation costs for key management personnel and companies related to them were recorded at their exchange amounts as agreed upon by transacting parties as follows:

	2016	2015
	\$	\$
Wages and benefits, and fees	108,040	100,170
Share-based payments	–	–
	108,040	100,170

For the nine months ended February 29 2016, key management personnel were not paid any post-employment benefits, termination benefits or any other long-term benefits.

**(b) Amounts due to related parties**

At February 29, 2016, the Company owed \$8,146 (May 31, 2015 –\$177,904) to a significant shareholder and companies owned by a significant shareholder, who is also a director and officer, and to a company owned by his relative.

**(c) Related party transactions**

Accounting, investor and finance development, product development, moving, office and other miscellaneous expenses are provided by a company owned by a significant shareholder who is also a director and officer. An amount of \$325,852 (2015 - \$245,104) was included in expenses for these services during the nine months ended February 29, 2016.

During the nine months ended February 29, 2016, marketing and publicity, investor and finance development, product development fees, and moving expenses totaling \$254,162 (2015 - \$190,203) were included in expenses to a company owned by a relative of one of the directors.

During the nine months ended February 29, 2016, product development fees and office expenses totaling \$107,548 (2015 - \$74,173) were included in expenses to relatives of one of the directors.



**QUIZAM MEDIA CORPORATION**

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

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**13. CAPITAL MANAGEMENT**

The Company's capital currently consists of common shares, share subscriptions, options and warrants for a total amount of \$17,320,116 at February 29, 2016 (May 31, 2015 – \$14,604,481). The Company's principal source of capital is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to meet the Company's educational software development, internet training development and film production to ensure the growth of activities.

**14. LINE OF CREDIT**

As at February 29, 2016, the Company has a line of credit of \$5,000 bearing interest at the bank's prime rate plus five percent. The line of credit is guaranteed by the assets of the Company. There was no outstanding balance as of February 29, 2016, and 2015.

**15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

The Company's financial instruments include cheques written in excess of funds on deposit, accounts receivable, amounts receivable, promissory note receivable, accounts payable, due to related parties and promissory notes payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

The following table summarizes information regarding the carrying values of the Company's financial instruments:

	February 29, 2016	May 31, 2015
	\$	\$
FVTPL (i)	4,879	–
Loans and receivables (ii)	947,913	12,287
Other financial liabilities (iii)	(136,805)	(422,110)

(i) Cash and cash equivalents

(ii) Accounts receivable, amounts receivable, and promissory note receivable

(iii) Accounts payable, and due to related parties

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – Inputs that are not based on observable market data.

**QUIZAM MEDIA CORPORATION****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015**

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The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy:

	<b>Level</b>	<b>2016</b>	<b>2015</b>
		<b>\$</b>	<b>\$</b>
Cash and cash equivalents	1	4,879	–

The risk management function within the Company is carried out in respect of financial risks, operational risks and legal risks. Financial risk comprises market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within these limits. The operational and legal risk management functions are intended to ensure proper functioning of internal policies and procedures, in order to minimise operational and legal risks.

*Credit Risk*

Financial instruments that potentially subject the Company to concentrations of credit risk consist of accounts receivable. Credit risk from accounts receivable encompasses the default risk of its customers. The Company manages its exposure to credit risk by only working with reputable companies and by performing on-going credit evaluations of its customers' financial condition and requires letters of credit or other guarantees whenever deemed appropriate. The maximum exposure to loss arising from accounts receivable is equal to their carrying amounts.

The following table provides information regarding the ageing of financial assets that are past due but which are not impaired as at February 29, 2016:

	Neither past due nor impaired	31-60 days	61-90 days	91 days and over	Carrying value
Trade accounts receivable	\$ 25,081	23,025	1,083	–	49,189

All of the 61 days and over balance outstanding at February 29, 2016, has been collected subsequent to February 29, 2016.

*Liquidity Risk*

The Company manages its ability to meet its short-term obligations through the capital management described in Note 12. The Company has a working capital deficit and requires additional financing to fund operations.

*Foreign Exchange Risk*

As the Company generates a portion of its revenues in the U.K., the Company's foreign exchange risk arises primarily with respect to the U.K. pound sterling. Financial instruments that subject the Company to foreign currency exchange risk include cash and accounts receivable. Approximately 5% of the Company's revenues are denominated in the U.K. pound sterling (2015 – 5%), while a significant amount of the Company's expenses are denominated in Canadian dollars. In management's opinion the Company is not exposed to significant foreign exchange rate risk.

*Interest Rate Risk*

In management's opinion the Company is not exposed to significant interest rate risk.

**QUIZAM MEDIA CORPORATION**

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

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**16. COMMITMENT**

The Company has signed a rental agreement effective until June 29, 2017 and has committed to rental payments of the total of \$224,928 payable as follows:

	\$
May 31, 2016	35,515
May 31, 2017	142,059
May 31, 2018	11,839
<hr/>	
Total	189,413

**17. SUBSEQUENT EVENTS**

- (a) On March 1, 2016, the Company granted 1,400,000 stock options exercisable at \$0.05 per share until March 1, 2018.
- (b) On March 14, 2016, the Company closed a non-brokered private placement of 5,400,000 units at \$0.025 per unit. Each unit consists of one common share and one share purchase warrant exercisable at \$0.08 per share for 18 months. In connection with the private placement, the Company issued 180,000 common shares as finders' fees with a fair value of \$4,500.
- (c) Subsequent to February 29, 2016, the Company issued 1,000,000 shares upon exercise of options for gross proceeds of \$70,000.
- (d) Subsequent to February 29, 2016, a total of 1,030,000 stock options with an exercise price of \$0.15 per share expired unexercised.

**Form 51-102F2**  
**Management's Discussion & Analysis (MD & A)**

## **Forward-Looking Information**

This MD&A contains “forward-looking information” that is based on management’s expectations, estimates and projections as of the date of this MD&A. Forward looking information in this MD&A can frequently be identified as incorporating such words as “plans”, “becomes”, “expects”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes”, “may”, “could”, “would”, “might” or “will”. This forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to be materially different from any future results, performance or achievements expressed or implied by the forward looking information in this MD&A. Actual results may vary materially from the forward looking information contained in this MD&A. The forward-looking information contained in this MD&A is based on the information available as of the date of this MD&A and we have no intention of updating them except as required by applicable securities law. Numerous events and circumstances could occur subsequent to the date of this MD&A that could cause the actual results, performance or achievements that may be expressed or implied by the forward-looking information.

Forward-looking statements are included in sections 1.2, 1.3, 1.4, 1.5, and 1.6. Examples of such forward looking information included in this MD&A include, but are not limited to, trends in the marketplace favoring both Quizam’s products; the demand for Corporate Computer training being fueled by the increased reliance on computers in the workplace; growing use of the internet helping to improve the awareness and consequent demand for the Quizam product; demand for Quizam’s products increasing; the large global increase in the use of cell phones and internet, together with an increased appreciation for education and training giving the company excellent strategic positioning; all future global License sales will be in Canadian dollars; there can be no assurance that the company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable; the company will continue to improve its cash positions by focusing on increasing sales, improving profitability and equity financings; broadening of On-TrackTV; increasing our On-TrackTV sales team; significant parental/family demand for study tools; inventory increasing in value; anticipating receiving deferred purchases; management anticipates more Country Licenses coming on board and increased website visits in the coming quarters.

All of the above forward looking statements are subject to significant risks and uncertainties. Certain material risk factors, that could cause actual results to differ materially from the forward-looking information contained in this MD&A include, but is not limited to, changes in the actions of competitors; fluctuations of exchange rates; the trading level of the company’s stock; the continued availability of financing on appropriate terms for future projects; the continued increase of commercial run rates; a decline in market liquidity, and the volatility of global markets. Events and circumstances that occurred during the period ended February 29, 2016, which are reasonably likely to cause actual results to differ materially are the volatility of the global economy and increased competition which could prevent the company from improving its cash

position, improving profitability, increasing Country Licenses or completing necessary financings; decreased usage of the internet, cell phones, and PDA's which could decrease demand for Academic Quizzing software and Quizam's products; the inability to hire appropriate staff and the results of product development activities could prevent further revisions to the software and the development of new products.

The current economy increases the uncertainty of forward looking statements and information included in the MD&A.

## **1.1 Date of Information**

April 29, 2016

## **1.2 Overall Performance**

We are pleased with development of On-TrackTV as it has received a great deal of attention in Canada, the United Kingdom and Bahrain. On-TrackTV distributes on-line information technology learning over the internet. The business model is based on self-service through a website with residual subscriptions. People are going to the On-TrackTV site and using the training.

We continue to enhance On-TrackTV. Our two main areas of On-TrackTV development include the LMS (learning management system) and content. As software companies continue to release new versions we continue to develop On-TrackTV content for these new versions.

Though the Canadian economy is strong much of the current global economy is unstable and uncertain. Many other countries such as Greece, France and the United States of America are less stable. The company competes in the global marketplace and the instability of the global economy creates a more challenging environment for the company. More recently, the devalued Canadian Dollar is helping to make our product more competitive globally.

The page hits and Video view/downloads from the On-TrackTV website continue to increase quarter by quarter. It appears that trends in the marketplace are favoring Quizam's On-TrackTV product. The demand for corporate computer training is being fueled by the increased reliance on computers in the workplace coupled with the continued releases of new products from software producers like Microsoft.

Our usage and page hits worldwide for the each of the last eight quarters are as follows

Fiscal quarter ended:	Page Hits	Video Downloads
February 29, 2016	117,211	89,095
November 30, 2015	114,724	91,777
August 31, 2015	71,532	48,979
May 31, 2015	119,356	86,034
February 28, 2015	80,049	54,291
November 30, 2014	68,920	47,060
August 31, 2014*** (see note below)	46,954	26,821
May 31, 2014	190,938	158,668

(note\*\*\* starting June 2014 we introduced new strict filters that have zero tolerance with “web Bots” that stroll the Web checking out sites, as well all Page Hits must land for minimum of 4 seconds and Video Downloads must view for a minimum of 50% of the lesson. This produces more accurate sense of site usage and viewings.)

We are currently transitioning from face to face training to online training. Our online division is growing faster than the face to face training division and the ontracktv.com website is growing much faster than the On-Track face to face training website.

Quizam has altered its “Exclusivity” agreement with Central Media in the UK. The agreement is now non-exclusive and permits Quizam to work with other partners in the UK for the sale and distribution of ontrackTV.com into the UK market under the name ontrackTV.co.uk. The ontrackTV.co.uk library of online learning videos is sold via annual subscriptions to those seeking to learn about common software packages, Human Resource (HR) training, and Management Leadership Training.

On-TrackTV continues to diversify its offering to include far more than just software training.

Our UK partner is continuing to forge new clients for us in the UK market.

In March 2010 we established a new partner in the Middle East. We are looking forward to some success with this new territory as well. We will soon start to deliver an Arabic version of our training.

Until now On-TrackTV has focused on information technology computer training, however, due to client demands and custom training requests we are now expanding the curriculum to include soft skill training for corporations. We have added new soft skill courses such as Conflict Resolution in the Workplace, Brain Storming and Increasing Workplace Assertiveness. We have also added 500 new on-line courses in trades including apprentice programs for plumbing, electrical, pipe fitting and carpentry.

In addition to the training services described above, our global strategy with On-TrackTV has been to place our tags on partner’s websites; however, revenue from this source has been minimal so far.

The Company has two teams familiar with both markets working in Canada and the United Kingdom. Increased demand for On-TrackTV has resulted in reassigning some of the Quizam Software team and as a result, Quizam Software development and sales efforts have become secondary to On-TrackTV. However, we are still working to develop a free shared online Quizam community.

We are also adding administrative components to On-TrackTV which will broaden our corporate appeal. We are looking at broadening On-TrackTV to include other broadcasts such as CEO messages, compliance issues, and other customized corporate communication requirements for clients. We plan to increase our On-TrackTV corporate sales team and to sell the product to Fortune 500 companies.

Management feels that the growing use of the internet will help to improve the awareness and consequently demand for the Quizam product.

Management sees the demand for Quizam's products increasing. The global increased use of cell phones and internet, together with an increased appreciation for education and training will give the company excellent strategic positioning. We are currently developing products for handheld devices such as iPhones, Blackberries and Android phones.

The Company is continuing to add quizzes to its internet library. Many of the topics are classic and timeless. As this library continues to grow it becomes a valuable asset to the Company. The Company is exploring ways of accelerating the growth of this library either through corporate purchases of content or perhaps a "community" sharing model where quizzes can be added by global users. In either case management sees this inventory increasing in value as time goes on.

In December 2013 the Company moved its offices to 885 West Georgia Street, Vancouver, BC. The new space has a better layout and saves almost \$120,000 per year in rent.

The Company has the equipment and experience in producing non-fiction learning vignettes. Management decided to expand its content to include some "Fiction" based filming such as Movies for Entertainment. In October, 2014, the Company announced the opening of a new Entertainment Division. The Company will be a producer/aggregator of family entertainment. In October, 2014 the Company also announced the appointment of Lewis Schoenburn, Jacquie Wechselberger and Uwe Boll as members of the Company's Advisory Board.

In January 2015 the Company signed a deal with Event Film for film distribution and management believes that overall performance is improving. The Company is working toward producing content both for education and for entertainment.

In February 2015, the Company signed a deal with Extreme Video in Italy to produce a horror thriller movie entitled "The Blind King".

In March 2015, the Company signed a deal with Clarius Entertainment in Los Angeles whereby the Company will guarantee loans of up to US\$6.25Million to assist with theatrical releases in the North American market. In May 2015 both parties agreed to have the deal expire and work on new improved deal whereby Quizam could have equity position (see below).

In May 2015, the Company entered into a licensing agreement with Koch Media whereby Koch will purchase 4 feature films from the Company for the Italian speaking European market. The films are titled "Gifted", "Gifted 2", "Primal Shift" and "The Blind King". Koch is to pay US\$35,000 plus 50% of all gross receipts from the exploitation of the films. A 20% commission is to be paid to Event Film.

In June 2015, the Company entered into a letter of intent to acquire a 10% non-dilutable equity interest in William Sadleir's new motion picture distribution company, Aviron Capital, LLC, ("Aviron") headquartered in Beverly Hills, California.

The Company subsequently entered into a Share Exchange Agreement which closed on November 5, 2015 (the “Agreement”). Under the terms of the Agreement, the Company issued 1,000,000 common shares and 12,250,000 share purchase warrants to acquire 1,000 Class A units of Aviron, representing a 10% non-dilutable equity interest. Each warrant entitles the holder to acquire one common share at a price of \$0.08 for a period of 60 months following closing. Aviron granted the Company a Net Earnings Participation interest consisting of (i) US\$50,000 per year for five years, paid quarterly (ii) the issuance of a non-interest bearing promissory note of US\$1,000,000 due and payable on or before October 30, 2020 (iii) 10% of Aviron’s net annual revenues (iv) and 10% of all proceeds or value received at the time of a liquidity event, including a public or private sale of Aviron, or winding up of the company.

The Company plans to continue to focus on growth and profitability. The main strategies in the process include:

- a) Strict focus on increasing gross sales in each month compared to the same month in previous year;
- b) Increase of pricing in all areas;
- c) Huge expansion of course offerings beyond IT and computer training. Some of the new course offerings include customer service, conflict resolution, minute note-taking, and project management;
- d) Special marketing team devoted to gaining Fortune 500 companies as clients for On-Track TV;
- e) Continue to develop On-Track TV markets in the UK, North America, Bahrain (Middle East) and Australia;
- f) Add quizzing component to On-Track TV where users are quizzed after viewing content;
- g) Offering web development services under the name On-Track Web Development. This enables us to leverage our in house team and increase revenue; and
- h) Continue to enhance the LMS (learning management system) of the On-Track TV website.
- i) Further development of the UK market.
- j) Full scale animation and film productions in the areas of non-fiction and education.
- k) Production of 3 – 4 Independent films per year.
- l) Participating with Aviron Pictures to distribute Theatrical Releases in the North American market.
- m) Develop and offer courses in common accounting software such as Simply Accounting, Quick Books and Caseware. This would be for both Face to Face and OntrackTV.



### 1.3 Discussion of Operations

Revenue for the nine months ended February 29, 2016, decreased to \$362,222 from \$436,793 during the nine months ended February 28, 2015. Revenue decreased as a result of the new course requiring modifications and testing that reduced our ability to provide our normal load of training. Loss before other items increased to \$1,109,805 (2015 - \$741,399) during the nine months ended February 29, 2016. Operating expenses increased from \$1,178,192 during the nine months ended February 28, 2015, to \$1,472,027 during the nine months ended February 29, 2016. The increase of \$293,835 was mainly as a result of an increase in professional fees, investor and finance development, On-Track TV development cost, and travel and business development. This also resulted in an increase in net loss of \$358,532.

The significant changes were as follows:

- ) Accounting and legal costs increased to \$225,300 for the nine months ended February 29, 2016 (2015 – \$166,104). The increase is mainly as a result of increased legal work related to the Company’s acquisition of its investment in Aviron and work related to other agreements entered into during the period.
- ) Investor and finance development costs increased to \$134,111 for the nine months ended February 29, 2016 (2015 – \$72,073). The increase is a result of more investor relations meetings and more focus on setting up the entertainment division of Quizam Media.
- ) On-Track TV development costs increased to \$211,002 for the nine months ended February 29, 2016 (2015 - \$124,812). The increase in On-Track TV costs is a result of management focusing more time and effort on the development for new schedule and marketing planning according the recent changes in economic environment.
- ) Travel and business development increased to \$223,323 for the nine months ended February 29, 2016 (2015 - \$85,181). The increase is a result of more meetings regarding investor/finance development activities.

Our training division continues to improve its performance and management feels we are gaining more market share every quarter. We are blending out On-TrackTV with our face to face offerings to attract more large clients.

## 1.4 Summary of Quarterly Results

The effect of applying the treasury stock method to the Company's loss per share calculation is antidilutive. Therefore basic and diluted losses per share are equal for the periods presented.

The quarterly periods in the table below are presented under International Financial Reporting Standards in Canadian dollars.

Description	February 29, 2016	November 30 2015	August 31, 2015	May 31, 2015	February 28, 2015	November 30, 2014	August 31, 2014	May 31, 2014
Total Revenue	\$125,884	\$121,050	\$115,288	\$112,748	\$132,924	\$156,341	\$147,528	\$149,252
Income or (loss) before other items	\$(415,799)	\$(436,261)	\$(257,805)	\$(247,140)	\$(277,102)	\$(399,948)	\$(64,349)	\$(472,091)
Net Income or (loss) for the period	\$(410,395)	\$(431,866)	\$(257,376)	\$(247,054)	\$(277,013)	\$(399,683)	\$(64,349)	\$(468,828)
Net income (Loss) before other items per share basic and diluted	\$(0.01)	\$(0.01)	\$(0.00)	\$(0.01)	\$(0.01)	\$(0.01)	\$(0.00)	\$(0.04)
Income (Loss) per share basic and diluted	\$(0.01)	\$(0.01)	\$(0.00)	\$(0.01)	\$(0.01)	\$(0.01)	\$(0.00)	\$(0.04)

Revenue decreased during the three months ended August 31, 2014, as there has been a decrease in On-Track TV and face to face business. Net loss during the first quarter ended August 31, 2014 is comparable to the net loss during the first quarter ended August 31, 2013.

Revenue increased during the three months ended November 30, 2014. Net loss increased during the second quarter ended November 30, 2014, over the first quarter ended August 31, 2014 as a result of increased revenue offset by increased operating expenses.

Revenue decreased during the three months ended February 28, 2015, as there has been a decrease in On-Track TV and face to face business. Net loss decreased during the second quarter ended February 28, 2015, over the third quarter ended November 30, 2014 as a result of decreased operating expenses.

Revenue increased during the three months ended May 31, 2015. Net loss decreased during the third quarter ended February 28, 2015, over the second quarter ended November 30, 2014 as a result of decreased operating expenses.

Revenue increased during three months ended August 31, 2015. Net loss increased during the first quarter ended August 31, 2015 as a result of increased operating expenses.

Revenue increased during three months ended November 30, 2015. Net loss increased during the second quarter ended November 30, 2015 as a result of decreased revenue and increased operating expenses.

Revenue and net loss during three months ended February 29, 2016, was consistent with the previous quarter.

## 1.5 Liquidity

The Company's liquidity has increased at February 29, 2016, since May 31, 2015.

	February 29, 2016	May 31, 2015
	\$	\$
Cash and cash equivalents (bank overdraft)	4,879	(11,367)
Amounts receivable & prepaid expenses	138,609	63,779
Accounts payable and accrued liabilities	128,659	126,022
Due to a related party	8,146	177,904
Promissory notes payable	-	131,817

As at February 29, 2016, the Company had cash of \$4,879 and a working capital deficiency of \$18,126 compared to bank overdraft of \$11,367 and a working capital deficiency of \$408,410 as May 31, 2015. The Company's increase in working capital is mainly attributable to funds raised through the issuance of common shares.

During the nine months ended February 29, 2016, the Company used \$1,311,913 of cash for operating activities compared to \$515,129 in the comparative period. The Company incurred \$3,675 (2015 - \$44,932) in acquisition of equipment and \$40,350 for investment in film production (2015 - \$55,000) during the period ended February 29, 2016. The Company has financed its operations for the last two years mainly through the issuance of share capital. The Company has raised \$1,372,184 (2015 - \$565,260) through subscription of share capital during the period ended February 29, 2016. The Company received \$nil (2014 - \$55,354) through advances from related parties during the period ended February 29, 2016. The Company has incurred losses as it continues to develop its software products. The Company continues to be dependent on its cash reserves and future financings.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. If adequate financing is not available when required, the Company may be required to delay or scale back its software development and marketing. Any equity offerings will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

Currently the Company has insufficient funds to meet its requirements for the coming year. It will continue to improve its cash positions by focusing on increasing sales, improving profitability and equity financings.

## 1.6 Capital Resources

The Company's capital currently consists of common shares, options and warrants. The Company's principal source of funds is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to meet the Company's educational software development, internet training development and film production to ensure the growth of activities.

The Company is committed to an office lease through June 2017. As at February 29, 2016, the minimum lease payments over the remaining lease term were as follows: 2016 - \$35,515; 2017 - \$142,059; 2018 - \$11,839. Also as at February 29, 2016, the Company was committed to a \$14,650 payment upon completion of the film production project.

## 1.7 Off-Balance Sheet Arrangements

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

## 1.8 Transactions Between Related Parties

The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them were recorded at their exchange amounts as agreed upon by transacting parties as follows:

	2016	2015
Wages and benefits, and fees	\$ 108,040	\$ 100,170
Share-based payments	-	-
	<u>\$ 108,040</u>	<u>\$ 100,170</u>

For the nine months ended February 29, 2016, and February 28, 2015, key management personnel were not paid any post-employment benefits, termination benefits or any other long-term benefits.

At February 29, 2016, the Company owed \$8,146 (May 31, 2015 - \$177,904) to a significant shareholder and companies owned by a significant shareholder, who is also a director and officer, and to a company owned by his relative.

Accounting, investor and finance development, product development, moving, office and other miscellaneous expenses are provided by a company owned by a significant shareholder. An amount of \$325,852 (2015 - \$245,104) was included in expenses for these services during the nine months ending February 29, 2016.

During the nine months ended February 29, 2016, marketing and publicity, investor and finance development, product development fees, and moving expenses totaling \$254,162 (2015 - \$190,203) were included in expenses to a company owned by a relative of one of the directors.

During the nine months ended February 29, 2016, product development fees and office expenses totaling \$107,548 (2015 - \$74,173) were included in expenses to relatives of one of the directors.

## 1.9 Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities at the date of the financial statements and revenues and expenses for the period reported. Significant areas requiring the use of management estimates relate to estimation of an allowance for doubtful accounts, the measurement of share-based compensation,

expected lives of long-lived assets, and the recognition of deferred income tax assets. Actual results could differ from those estimates. Significant judgements are applied by management to determine whether sales have met the Company's revenue recognition criteria, whether investments in film production are recoverable, and to assess the probability of realizing deferring income tax assets based on the likelihood of generating taxable income in the future. Different judgement could yield different results.

## **1.10 Changes in Accounting Policies including Initial Adoption**

The mandatory adoption of the following new and revised accounting standards and interpretations on June 1, 2015 had no significant impact on the Company's consolidated financial statements for the periods presented:

### ***IAS 36 – Impairment of Assets***

In May 2013, the IASB issued an amendment to address the disclosure of information about the recoverable amount of impaired assets or a CGU for periods in which an impairment loss has been recognized or reversed. The amendments also address disclosure requirements applicable when an asset's or a CGU's recoverable amount is based on fair value less costs of disposal.

### **Future Accounting Changes:**

New accounting standards effective for the Company on June 1, 2016 or later:

### ***IFRS 15 – Revenue from Contracts with Customers***

In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes 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. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition. The standard is effective for annual periods beginning on or after January 1, 2018.

### ***IFRS 9 – Financial Instruments***

The IASB intends to replace IAS 39 – Financial Instruments: Recognition and Measurement in its entirety with IFRS 9 – Financial Instruments ("IFRS 9") which is intended to reduce the complexity in the classification and measurement of financial instruments. The standard is effective for annual periods beginning on or after January 1, 2018.

Management is currently evaluating any impact that the above standards may have on the Company's consolidated financial statements and this assessment has not yet been finished.

## 1.11 Financial Instruments and Other Instruments

All financial assets are initially recorded at fair value and classified into one of four categories: held to maturity, available for sale, loans and receivable or at fair value through profit or loss (“FVTPL”). All financial liabilities are initially recorded at fair value and classified as either FVTPL or other financial liabilities. Financial instruments comprise cash and cash equivalents, accounts receivable, amounts receivable, promissory note receivable, accounts payable, due to related parties and promissory notes payable. The Company has elected to account for transaction costs related to the issuance of financial instruments as a reduction of the carrying value of the related financial instruments.

At initial recognition management has classified financial assets and liabilities as follows:

a) Financial assets

The Company has classified its investment in Aviron Group LLC as available for sale. The Company has classified accounts receivable, amounts receivable and promissory note receivable as loans and receivables. The Company has not classified any financial assets held to maturity.

b) Financial liabilities

The Company has recognized its cheques written in excess of funds on deposit, accounts payable, due to related parties and promissory notes payable as other financial liabilities. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

The following table summarizes information regarding the carrying values of the Company’s financial instruments:

	<b>February 29, 2016</b>	<b>May 31, 2015</b>
	\$	\$
FVTPL (i)	4,879	–
Loans and receivables (ii)	947,913	12,287
Other financial liabilities (iii)	(136,805)	(422,110)

(i) Cash and cash equivalents

(ii) Accounts receivable, amounts receivable and promissory note receivable

(iii) Accounts payable, and due to related parties

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – Inputs that are not based on observable market data.

The following table sets forth the Company’s financial assets measured at fair value on a recurring basis by level within the fair value hierarchy:

	Level	February 29, 2016 \$	May 31 2015 \$
Cash and cash equivalents	1	4,879	–

The risk management function within the Company is carried out in respect of financial risks, operational risks and legal risks. Financial risk comprises market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within these limits. The operational and legal risk management functions are intended to ensure proper functioning of internal policies and procedures, in order to minimize operational and legal risks.

#### Credit Risk

Financial instruments that potentially subject the Company to concentrations of accounts receivable. The Company manages its exposure to credit risk by only working with reputable companies and by performing on-going credit evaluations of its customers' financial condition and requires letters of credit or other guarantees whenever deemed appropriate. The maximum exposure to loss arising from accounts receivable is equal to their carrying amounts.

All of the 61 days and over balance outstanding at February 29, 2016, has been subsequently collected.

#### Liquidity Risk

The Company manages its ability to meet its short-term obligations through the capital management described in Note 13 to the consolidated financial statements. The Company has a working capital deficit and requires additional financing to fund operations.

#### Foreign Exchange Risk

As the Company generates a portion of its revenues in the U.K., the Company's foreign exchange risk arises primarily with respect to the U.K. pound sterling. Financial instruments that subject the Company to foreign currency exchange risk include cash and accounts receivable. Approximately 5% of the Company's revenues are denominated in the U.K. pound sterling (2015 – 5%), while a significant amount of the Company's expenses are denominated in Canadian dollars. In management's opinion the Company is not exposed to significant foreign exchange rate risk.

#### Interest Rate Risk

In management's opinion the Company is not exposed to significant interest rate risk.

## 1.12 Additional Information

Additional information about the Company is available on SEDAR (Website: [www.sedar.com](http://www.sedar.com))

## Outstanding Share Data

The following table summarizes the outstanding share capital as of the date of the MD&A:

	Number of shares issued or issuable
Common shares	70,797,263
Stock options	2,840,000
Warrants	32,665,373

### 1.13 Subsequent Events

- (a) On March 1, 2016, the Company granted 1,400,000 stock options exercisable at \$0.05 per share until March 1, 2018.
- (b) On March 14, 2016, the Company closed a non-brokered private placement of 5,400,000 units at \$0.025 per unit. Each unit consists of one common share and one share purchase warrant exercisable at \$0.08 per share for 18 months. In connection with the private placement, the Company issued 180,000 common shares as finders' fees with a fair value of \$4,500.
- (c) Subsequent to February 29, 2016, the Company issued 1,000,000 shares upon exercise of options for gross proceeds of \$70,000.
- (d) Subsequent to February 29, 2016, a total of 1,030,000 stock options with an exercise price of \$0.15 per share expired unexercised.