



**CONTAGIOUS GAMING INC.**

**MANAGEMENT DISCUSSION AND ANALYSIS  
FOR THE THREE MONTHS ENDED JUNE 30, 2016**

The following management discussion and analysis (“**MD&A**”) provides a review of the Contagious Gaming Inc.’s (the “Company” or “Contagious Gaming”) results of operations, financial condition and cash flows for three months ended June 30, 2016. This MD&A has been prepared with an effective date of August 26, 2016 and should be read in conjunction with the information contained in the Company’s unaudited condensed consolidated interim financial statements and related notes for the three months ended June 30, 2016, which were prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”). The audited consolidated financial statements and additional information regarding the business of the Company are available at [www.sedar.com](http://www.sedar.com).

For reporting purposes, the Company prepares consolidated financial statements in Canadian dollars. Unless otherwise indicated, all dollar (“\$”) amounts in this MD&A are expressed in Canadian dollars. References to “GBP” or “£” are to Pounds Sterling, references to “EUR” or “€” are to Euros and references to “USD” are to U.S. dollars.

All references to we, our, us and Contagious Gaming refer to the Company, together with its consolidated operations controlled by it and its predecessors.

All references to management refer to the directors, senior officers and other officers of Contagious Gaming, unless otherwise stated. The Company’s audit committee has reviewed this document and, prior to its release, the Contagious Gaming board of directors (Board of Directors) approved it, on the audit committee’s recommendation.

## **Description of Business**

The Company is in the business of developing of software solutions for regulated gaming and lottery markets. The Company is currently focused on deploying its proprietary lottery-style sports betting platform, its proprietary digital instant lottery content, as well as operating and growing its B2B sports betting software business. The Company is listed on the TSX Venture Exchange (“TSX.V”) under the symbol “CNS” and on the Frankfurt Stock Exchange under the symbol “RHRC”.

## **Recent Highlights**

### ***Extension of Contract with Sports Betting Client***

In July 2016, the Company secured an extension to one of its contracts with a key sports betting client. The extension of the contract is until October 31, 2016. The Company and the sports betting client previously agreed to terminate substantial services as of August 31, 2016. It is uncertain whether there will be a further extension, however the Company is in constant dialogue with the client regarding its current services. Any further extension will be at agreed upon terms, acceptable to both parties.

### ***Extension of Development Contract with Major Publisher***

In June 2016, the Company signed an extension to one of its third-party development contracts with a major social gaming content publisher. The extension of the contract is for one year for approximately \$1.5 million of services to be provided by the Company.

### **Signing of Deal with Openbet**

In April 2016, the Company, through Telos Entertainment, signed a casino partner agreement with Openbet Limited. The Distribution Agreement with Openbet will allow Contagious Gaming to integrate its digital scratch ticket (“eInstant Games”) portfolio to Openbet’s software platform for distribution to Openbet’s global customer base.

### ***Secured UK Gambling License for Online Sports Betting and Casino Operations***

On March 8, 2016, the company, through Contagious Sports, has expanded its Combined Remote Operating License from the UK Gambling Commission. The expanded gambling license authorizes the company to provide facilities for real event betting, virtual event betting and operate a casino.

### ***Virtual Sports Agreement with Sportradar***

In January 2016, the Company, through Contagious Sports, entered into an agreement with Sportradar Gaming AG which allows Contagious Gaming the use of its Virtual Football League, Virtual Horse Classics, Virtual Dog Racing, Virtual Tennis Open and Virtual Basketball League products.

### ***Acquisition of Long Standing Sportsbook Software Provider Digitote***

On November 30, 2015 the Company acquired all the issued and outstanding common shares of Digitote Ltd and Digitote Software GmbH (together "Digitote") in consideration for the issuance to former shareholders of Digitote an aggregate of 8,008,000 common shares valued at \$0.09 per share for a total of \$720,720, and contingent cash consideration valued at \$1,814,895.

Digitote is a developer and provider of commercial-grade sports betting and horse racing technology, hardware and support services to operators across Europe. Its business-to-business ("B2B") software platform ("Xturf") currently manages the sportsbook operations for a number of large and mid-sized customers in multiple regulated jurisdictions. Digitote's team are highly experienced technical and industry professionals focused on the continued delivery of cutting edge sports betting solutions.

## **Business Update**

### **Goal Time**

The Company's proprietary in-play, pari-mutuel lottery style soccer game, Goal Time, went live on December 21, 2014 in partnership with Trinity Mirror Group ("TMG"), one of the largest media companies in the UK. From its launch until early December 2015, there were 3,871 registered players, of which the majority (63%) of the registered players (year-to-date) were playing through their mobile devices and the average age of the registered player is 35.

The completion of the acquisition of Digitote on December 2, 2015, provides the Company with the technical ability to offer a wider range of gaming content to its Goal Time players on a white label basis. The addition of this wider range of gaming content will turn Goal Time from a strictly "in-play" offering to a 24/7 real money gaming destination which is expected to achieve an increase in revenue per player in line with industry averages. The expanded offering (the "Expanded Goal Time Offering") includes:

- Sport and Event Betting (pre-game and in-play);
- Virtual Sports Betting;
- Casino Gaming; and,
- Instant Win Games

The Company has been focused on executing on certain requirements to implement the Expanded Goal Time Offering. As part of the larger initiative, the existing Goal Time operations were suspended in early December 2015, in conjunction with the closing of the Digitote acquisition. It shall be relaunched with the completion of the Expanded Goal Time Offering launch.

The Company currently has a credit of £458,000 (\$788,905) available from TMG to draw down for the promotion and player acquisition for Goal Time. TMG is a significant global partner with an audience that includes 38.6 million weekly print subscribers within the UK and to an audience of 24.7 million online viewers. The Company expects to resume Goal Time around the start of the 2016-2017

Premier League season with marketing efforts to synchronize with the launch of the 24/7 expanded gaming offering.

### **Digital Lottery Update**

Contagious Gaming remains committed to becoming a leader in the development of digital instant scratch cards. However, the roll out of its supplier contracts in the US has taken more time than the Company expected. In the state where the Company's content is currently live the lotteries have yet to roll out a full scale marketing campaign which is limiting the performance.

Due to the slower than expected pace of digital lottery growth across the US the limited distribution and marketing efforts by the lotteries to date, Management's view is to diversify its Digital Lottery portfolio outside of the US and to pursue distribution networks in Canada, Europe and other regulated markets.

As part of its strategy to diversify away from the US lotteries, the Company announced on April 14, 2016, that it entered into a casino partner agreement with Openbet Limited ("Openbet") to have its content portfolio distribution to Openbet's global customer base via its software platform. This integration work required is underway and once completed will provide Contagious with a global base of potential customers for its content.

### **Digitote (B2B Sports Betting) Update**

Digitote Limited and Digitote Software GmbH Deutschland's (together "Digitote") customers are structured on a short term basis, as there are no long-term agreements in place. This risk of contract uncertainty was identified as part of the Company's due diligence when acquiring Digitote and was reflected in the structuring of the consideration paid. The Company negotiated earn out consideration in lieu of a vendor take back to account for risk in the lack of long-term contracts with Digitote's key customers at the time of closing.

The Company announced on October 19, 2015 a portion of the purchase price of Digitote was to be funded by way of earn out (the "Digitote Earn Out"). The Digitote Earn Out consideration is equal to 1x EBITDA (subject to certain adjustments) for each of the four years following the closing of the Acquisition up to a cumulative total of €2,200,000 (C\$3,168,000). To-date the Company has paid to the Digitote vendors 8,008,000 shares of the Company delivered on closing.

Moving forward, the Digitote technology is instrumental in the growth of Goal Time and at the core of the Expanded Goal Time Offering. Following the completion of the Digitote acquisition, key personnel have been focused on the integration of Goal Time and the build out of the expanded offering as well as updating the xTurf platform. Once the Expanded Goal Time Offering is operational, the focus will shift towards adding new Digitote customers on a B2B basis.

### **Outlook**

Our corporate growth strategy consists of continuing to progress on the launch of Expanded Goal Time Offering through our existing partnerships and to pursue additional distribution relationships for the platform. We are also focused on the launch of our digital lottery content in North America and Europe, and continue to seek opportunities to distribute into additional markets globally. With the acquisition of Digitote, our strategy now incorporates operating and growing our business-to-business ("B2B") sports betting technology business. In addition, we continue to pursue opportunities to grow our business through strategic acquisitions which are accretive, provide additional cash flow and synergistic opportunities.

Today the global online sports betting market is highly fragmented, with a large number of privately owned companies in addition to a few publicly-listed operators. According to H2 Gambling Capital, the online sports betting market was estimated to be worth €4.0bn in gross gaming revenue ("GGR") in 2013, an increase of 5.7% on the prior year. This growth is forecast to continue, with the market worth an estimated €5.8bn by 2018, a CAGR of 8.4%.

Digital lottery in the United States is in its infancy and we are among the first entrants in the supply of digital instant lottery (“**elinstants**”) in this jurisdiction. The US is the world’s largest lottery market worth over US\$64.0bn (Source: La Fleur’s)

## Selected Financial Information

The following table highlights key operating results for the current and comparative quarters and shows a reconciliation of Contagious’ reported results to adjusted non-IFRS measures. For definitions of Adjusted EBITDA, Adjusted Earnings (Loss) and Adjusted Earnings (Loss) per Share please refer to the “Non-IFRS Financial Measures” section of this MD&A.

	Three Months Ended	
	June 30 2016 \$	June 30 2015 \$
<b>Revenue</b>	<b>1,091,152</b>	<b>209,398</b>
<b>Net loss for the period</b>	<b>(504,943)</b>	<b>(1,181,092)</b>
Financing costs	11,233	11,698
Interest income	(932)	(6,087)
Future income tax expense/(recovery)	41,760	(37,233)
Amortization of intangible assets	568,074	520,193
Depreciation of equipment	9,647	5,079
<b>EBITDA</b>	<b>124,839</b>	<b>(687,442)</b>
Stock based compensation	35,168	140,720
Movement in contingent consideration	30,521	-
<b>Adjusted EBITDA</b>	<b>190,528</b>	<b>(546,722)</b>
<b>Adjusted EBITDA per Share – basic and diluted</b>	<b>0</b>	<b>(0.01)</b>
<b>Net loss for the period</b>	<b>(504,943)</b>	<b>(1,181,092)</b>
Stock based compensation	35,168	140,720
Movement in contingent consideration	30,521	-
Acquisition costs	-	20,000
<b>Adjusted Earnings (Loss)</b>	<b>(439,254)</b>	<b>(1,020,372)</b>
<b>Adjusted Earnings (Loss) per Share – basic and diluted</b>	<b>(0.01)</b>	<b>(0.01)</b>

The Company generated \$1,091,152 of revenue for the three months ended June 30, 2016 compared with \$209,398 for the comparative period ended June 30, 2015, an increase of 423%. Adjusted EBITDA for the three months ended June 30, 2016 amounted to earnings of \$190,528 compared to a loss of \$546,722 for the three months ended June 30, 2015. The increase in the Adjusted EBITDA is primarily due to an increase in revenue for the three months ended June 30, 2016. The increase in revenue was primarily a result of entering into larger software development contracts and the revenue generated by Digitote. The Adjusted Earnings (Loss) amounted to a loss of \$439,254 or \$0.01 loss per share for the three months ended June 30, 2016 and \$1,020,372 loss or \$0.01 loss per share for the three months ended June 30, 2015.

## Discussion of Operations

	Three Months Ended June 30	
	2016	2015
<b>Revenue</b>	1,091,152	209,938
<b>Expenses</b>		
Direct development costs	237,674	128,507
Operating	65,236	42,059
General and administrative	615,869	557,664
Amortization of intangible assets	568,074	520,193
Depreciation of equipment	9,647	5,079
Financing costs	11,233	11,698
Foreign exchange (gain)loss	(19,087)	(2,416)
Stock based compensation	35,168	140,720
Movement in contingent consideration	30,521	-
Provision for bad debt	-	24,219
Deferred tax expense (credit)	41,760	(37,233)

For the three months ended June 30, 2016, Contagious recorded a net loss of \$504,943 compared with a net loss of \$1,181,092 for the comparative period. The decrease in net loss is mainly due to an increase in total revenue from Telos and the Digitote acquisition, as well as a reduction in stock based compensation of \$105,552.

**Revenue** – The increase in revenue for the three months ended June 30, 2016 compared with June 30, 2015 is a result of entering into larger software development contracts and the additional revenue associated with the acquisition of Digitote.

**Direct development costs** – The increase in direct development costs for the three months ended June 30, 2016 are relative to the increase in revenue.

**Operating expenses** – The increase in operating costs is due to an increase in commission expense which is relative to the increase in revenue. However, certain operating costs are fixed in nature therefore operating costs do not fluctuate proportionately to fluctuation in revenue.

**General and administrative expenses** – The increase in general and administrative costs is mainly a result of the Digitote acquisition.

**Amortization of intangible assets** – The increase in amortization of intangible assets is due to the Digitote acquisition.

**Financing costs** – Financing costs for the three months ended June 30, 2016 remained consistent to the comparative period ending June 30, 2015

**Stock based compensation** – Current period stock based compensation was recorded on stock options vesting during the current period.

**Movement in contingent consideration** – reflects the foreign exchange loss on the contingent consideration as it is payable in Euros and the unwinding of discount.

**Provision for bad debt** – Loss on settlement of debt was recorded upon settlement of certain receivables of Telos Entertainment for the three months ended June 30, 2015. There was no provision for the three months ended June 30, 2016.

## Summary of Quarterly Results

The following is a summary of the results from the eight previously completed financial quarters:

	June 30 2016 \$	March 31 2016 \$	Dec 31 2015 \$	Sep 30 2015 \$	June 30 2015 \$	March 31 2015 \$	Dec 31 2014 \$	Sep 30 2014 \$
Revenue	1,091,152	1,207,406	678,704	215,844	209,398	189,946	357,099	294,063
Net loss (i)	(504,943)	(1,209,419)	(1,302,827)	(972,336)	(1,181,092)	(1,577,029)	(1,891,775)	(4,239,139)
Net loss per share (ii)(iii)	(0.01)	(0.01)	(0.02)	(0.01)	(0.02)	(0.02)	(0.05)	(0.21)

(i) Net loss for the quarter ended June 30, 2016 reflects amortization of intellectual property of \$568,074. Net loss for the quarter ended March 31, 2016 reflects amortization of intellectual property of \$611,183, stock based marketing compensation of \$281,983 and an impairment loss of \$393,315. The net loss for the quarter ended December 31, 2015 reflects amortization of intellectual property of \$544,716, stock based compensation of \$251,422, movement in contingent consideration of \$101,404 and irrecoverable tax claim of \$125,273. Net loss for the quarter ended September 30, 2015 included amortization of intellectual property of \$545,140 and stock based compensation of \$134,415. Net loss for the quarter ended June 30, 2015 included amortization of intellectual property of \$520,193 and stock based compensation of \$140,720. Net loss for the quarter ended March 31, 2015 reflects amortization of intellectual property of \$521,998, \$251,439 of stock based compensation and \$131,177 of stock based marketing compensation. Decrease of net loss from the quarter ended December 31, 2014 to March 31, 2015 is primarily due to recording in December 2014 quarter stock based marketing compensation of \$680,006 which includes \$473,109 fair value of common shares issued to Trinity Mirror and \$206,897 fair value of Trinity Mirror warrants, compared with only \$131,177 of stock based marketing recorded in March 31, 2015 quarter. Net loss for the quarter ended September 30, 2014 includes \$2,776,724 of RTO public listing costs, \$900,000 of transaction costs related to the acquisition of Contagious Sports and \$294,654 of stock based compensation.

(ii) Net loss per share fluctuates from period to period and is impacted by the amount of loss incurred and the number of weighted average number of common shares outstanding. Net loss per share for the quarter ended September 30, 2014 was significantly higher compared with the other periods due to incurring non-cash and non-recurring RTO costs as described above.

(iii) On September 19, 2014, Contagious Gaming completed a reverse takeover transaction with Telos. For the period in which a reverse acquisition occurs, the weighted-average number of common shares outstanding is calculated as the weighted average of:

- for the period from the beginning of the reporting period to the RTO date: the weighted average number of common shares of Telos (accounting acquirer) outstanding during that period multiplied by the exchange ratio established in the acquisition agreement (1:2), and
- for the period from the RTO date to the end of the reporting period: the actual number of common shares of Contagious Gaming (legal acquirer) outstanding during that period.

## Financial Condition, Liquidity and Capital Resources

	June 30, 2016	March 31, 2016
	\$	\$
Cash	1,668,881	1,838,882
Other current assets	648,973	729,856
Non-current assets	10,004,780	10,819,675
Current liabilities	1,951,137	2,159,556
Non-current liabilities	2,799,516	2,731,535
Current working capital	366,717	409,182

**Assets** – The decrease in cash of \$170,001 since March 31, 2016 primarily relates to the intangible asset additions and a decrease in payables.

The decrease in other current assets of \$80,883 since March 31, 2016 primarily relates to a decrease in accounts receivable of \$64,365 and a decrease in prepaid expenses of \$13,369.

The decrease in non-current assets of \$814,895 since March 31, 2016 primarily relates to the amortization on the Company's intangible assets and the impact of the sharp decline in the GBP:CAD exchange rate in this quarter

**Liabilities** – The decrease in current liabilities since March 31, 2016 primarily relates to decrease of due to related parties and accounts payable. The increase in non-current liabilities since March 31, 2016 primarily relates to increase in contingent consideration of \$30,521 and an increase in deferred income tax.

**Working Capital** – The decrease in the current working capital is mainly due to the intangible asset additions and a decrease in payables. The Company's current working capital is sufficient to support its expected general administrative and corporate operating requirements on an ongoing basis for the next twelve months.

**Financing of Operations and Recent Financing** – To date, Contagious has financed its operations through software development revenue, debt, equity and government assistance.

**Liquidity Risk and Contractual Obligations** – Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to this risk mainly with respect to ensuring the sufficiency of funds for working capital and commitments. The Company monitors the maturity dates of existing accounts payables and accrued liabilities, loans payable and commitments to mitigate this risk.

**Liquidity Outlook** – The Company's cash position is highly dependent on the ability of its intellectual property to generate revenue and the ability of the Company to enter into new revenue-generating agreements in the gaming industry. The Company's management is actively considering a number of opportunities, including third party software development and other distribution agreements.

The Company's objective when managing capital is to maximize returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. The Company is not subject to externally imposed capital requirements.

This outlook is based on the Company's current financial position and is subject to change.



## Outstanding Share Data

The following table summarizes the maximum number of common shares potentially outstanding as at June 30, 2016 and as of the date of this MD&A if all outstanding debentures were converted to common shares:

	As of June 30, 2016	As of the date of this MD&A
Common shares	81,857,479	81,857,479
Share purchase options	6,050,000	6,050,000
Share purchase warrants	3,905,907	3,905,907
Convertible notes	300,000	300,000
Fully diluted	92,113,386	92,113,386

## Off-Balance Sheet Arrangements

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

## Related Party Transactions and Balances

For details please refer to Note 8 of the June 30, 2016 financial statements.

## Future Changes in Significant Accounting Policies

For details please refer to Note 3 of the June 30, 2016 financial statements.

## Financial Instruments and Other Instruments

For details please refer to Note 14 of the June 30, 2016 financial statements.

## Risks and Uncertainties

Details of the risks and uncertainties related to the Company's business are set out in the Information Circular of Contagious Gaming Inc. (formerly Kingsman Resources Inc.) dated June 27, 2014 under the heading "Risk Factors".

The majority of Digitote's customers as of March 31, 2016 are operating on a month-to-month basis with no long term contractual commitment, and are able to cancel the service with one month notice. As a result, the Company is unable to determine the long term predictability of Digitote's revenue stream.

## Commitments and Contingencies

For details please refer to Note 11 of the June 30, 2016 financial statements.

## Non-IFRS Financial Measures

The following non-IFRS definitions are used in this MD&A because management believes that they provide useful information regarding our ongoing operations. Readers are cautioned that the definitions are not recognized measures under IFRS, do not have standardized meanings prescribed by IFRS, and should not be construed to be alternatives to revenues and net loss and comprehensive loss for the period determined in accordance with IFRS or as indicators of performance, liquidity or cash flows. Our method of calculating these measures may differ from the method used by other entities and accordingly our measures may not be comparable to similarly titled measures used by other entities or in other jurisdictions.

- **Adjusted EBITDA** as defined by the Company means earnings before interest and financing costs (net of interest income), income taxes, amortization, depreciation, RTO public listing, stock based compensation, stock based marketing compensation, transaction costs, impairment loss, bargain purchase gain, movement in contingent consideration and irrecoverable taxes. Management believes that Adjusted EBITDA is a useful measure because it provides information to management about the operating and financial performance of the Company and its ability to generate operating cash flow to fund future working capital needs, service outstanding debt and fund future capital expenditures.
- **Adjusted Earnings (Loss)**, as defined by the Company, means net income (loss) plus or minus items of note that management may reasonably quantify and that it believes will provide the reader with a better understanding of the Company's underlying business performance. For the purposes of the Company's current quarter MD&A, Adjusted Earnings (Loss) is calculated by adjusting net income (loss) for (i) financing costs related to extinguished debt, (ii) stock based compensation, (iii) stock based marketing compensation, (iv) RTO public listing, (v) transaction costs and (vi) acquisition related costs. Management believes that Adjusted Earnings (Loss) is an important indicator of the issuer's ability to generate liquidity through operating cash flow to fund future working capital needs, service outstanding debt and fund future capital expenditures and uses the metric for this purpose. Adjusted Earnings (Loss) is also used by investors and analysts for the purpose of valuing an issuer.
- **Adjusted Earnings (Loss) per Share**, as defined by the Company, means Adjusted Earnings (Loss) divided by the weighted average number of shares outstanding for the period. Management believes that Adjusted Earnings (Loss) is an important indicator of the issuer's ability to generate liquidity through operating cash flow to fund future working capital needs, service outstanding debt, and fund future capital expenditures and uses the metric for this purpose. Adjusted Earnings (Loss) per Share is also used by investors and analysts for the purpose of valuing an issuer.

The intent of Adjusted EBITDA, Adjusted Earnings (Loss) and Adjusted Earnings (Loss) per Share is to provide additional useful information to investors and analysts and these measures do not have any standardized meaning under IFRS. Adjusted EBITDA, Adjusted Earnings (Loss) and Adjusted Earnings (Loss) per Share should therefore not be considered in isolation or used in substitute for measures of performance prepared in accordance with IFRS. Other issuers may calculate Adjusted EBITDA, Adjusted Earnings (Loss) and Adjusted Earnings (Loss) per Share differently.

A reconciliation of the adjusted measures noted above is included in the "Discussion of Operations" section of this MD&A.

## Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the timing and amount of estimated future cash flows, capital expenditures, currency fluctuations and the requirements of future capital. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements contained into this report should not be unduly relied upon. These statements speak only as of the date of this report. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the availability and reasonable terms to finance the Company;
- the ability to deliver compelling content, products and services in a highly competitive market; and
- the ability to attract and retain skilled staff

These forward-looking statements involve risks and uncertainties relating to, among other things, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors hereinabove. Additional risk factors are described in more detail hereinafter. **Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement.**

## **CORPORATE DIRECTORY**

**Trading Symbol – CNS**  
**Exchange - TSX-V**

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### **Officers and Directors**

Peter Glancy – CEO and Director

Sean Yeomans – President and Director

Craig Loverock – CFO and Corporate Secretary

Charles Shin – Chairman of the Board

Victor Wells – Lead Director

Desmond Balakrishnan - Director

### **Audit Committee**

Victor Wells (Chairman)

Charles Shin

Desmond Balakrishnan

### **Compensation Committee**

Victor Wells (Chairman)

Desmond Balakrishnan

Peter Glancy

### **Corporate Governance Committee**

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Charles Shin

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