MANAGEMENT DISCUSSION AND ANALYSIS

(Dated May 1, 2017)

Description of Business

ZoomAway Travel Inc. (formerly Multivision Communications Corp.) leads the way in providing technology and marketing platforms for: hotels, golf courses, ski resorts and other lodging and activity providers that increase revenue, reduce cost, and improve their ability to accommodate today's active traveler. ZMA has roots in travel technology beginning in 1999 in the Reno/Lake Tahoe tourism industry. In late 2016 and early 2017, the Company expanded its marketing footprint to Las Vegas, with 9 major hotel-casinos and several golf courses and into Northern California, including the Monterey Peninsula luxury hotel and golf market.

Multivision Communications Corp., which was renamed ZoomAway Travel Inc. on September 30, 2016, has company roots dating back to 25+ years, and as a result has a large Capital Stock balance of $23.8 million along with a large deficit of $25.0 million, most of which dates pre-2016.

The Company trades on the TSX Venture exchange under the symbol ZMA.

OVERALL PERFORMANCE

Zero8 Definitive Agreement – April 25, 2017

On April 25, 2017, the Company signed a Definitive Agreement (the "Zero8 Agreement") with Zero8, whereby the Company will make an R&D investment to Zero8 in exchange for the Company to provide exclusive marketing and sales to the gaming industry of certain Zero8 digital products in the casino promotional and social gaming markets. The Zero8 Agreement provides for revenue share of the sale of these Zero8 products between the Company and Zero8. The Company will be able to leverage its hotel-casino goodwill and senior management experience in both commercial and tribal gaming to promote these products.

Short-Term Financing – May 1, 2017

On April 28, 2017, the Company received short-term financing of $192,000 net of costs.

Acquisition of ZoomAway Inc. – September 30, 2016

The Company acquired ZoomAway Inc. on September 30, 2016, and changed its name from Multivision Communications Corp to ZoomAway Travel Inc. The Transaction resulted in the issuance of 6,201,001 common shares of ZMA to the shareholders of ZoomAway Inc, with 2.0 million of those shares held back pursuant to the plan of exchange, with anticipated release in 1.0 million intervals in 2017 and 2018. In addition, ZMA will pay approximately $150,000, at present value, in post-closing payments to former shareholders of ZoomAway Inc over a period of 36 months, for the assumption of certain ZoomAway Inc liabilities.

On September 30, 2016, the Company closed a non-brokered private placement of 23,540,660 units ("Units") at a subscription price of CAD$0.10 per Unit, for aggregate gross proceeds of $1,777,527.

ZMA also allocated up to 16,000,000 common shares to be issued to certain shareholders of ZoomAway, and directors, senior officers, employees and consultants of the combined company, following the achievement in revenue and operating income milestones beginning in the year ending December 31, 2017.

Travel Technology

ZoomAway Inc. was founded in 2014, and in the same year acquired the assets of SilverVoyages.com LLC, a white-label company launched in 1999 that had created a proprietary hotel-based software that enables it to add activities including golf reservations, ski lift tickets, spa appointments, concert tickets, tours, charters and various modes of transportation to hotel room purchases and bundles the price into one payment.

ZoomAway's white-label division is an outsource technology and service provided to a wide variety of businesses in the hospitality sector. Clients hire the company to provide "bundling" reservation services in the form of embedded technology in their websites. These services are supplemented with full call center support. Clients who hire the white-label company are responsible for the marketing of the product, and the imbedded white-label service performs complex booking actions such as packaging activities with rooms, or other real-time reservation services.

Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit. During the year ended December 31, 2016, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to affect, our internal control over financial reporting during the year ended December 31, 2016.

The term "internal control over financial reporting" is defined as a process designed by, or under the supervision of, the registrant's principal executive and principal financial officers, or persons performing similar functions, and effected by the registrant's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with international financial reporting standards and includes those policies and procedures that:

(a) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the registrant;

(b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with international financial reporting standards, and that receipts and expenditures of the registrant are being made only in accordance with authorizations of management and directors of the registrant; and

(c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the registrant's assets that could have a material effect on the financial statements.

Forward-Looking information

This MD&A contains certain forward-looking information that involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate and future events and actual results could differ materially from those anticipated in the forward-looking information.

Management's Responsibility for Financial statements

The Company's management is responsible for presentation and preparation of the consolidated financial statements and the Management's Discussion and Analysis ("MD&A"). The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators

The consolidated financial statements and information in the MD&A necessarily include amounts based on informed judgments and estimates of the expected effects of current events and transactions with appropriate consideration to materiality. In addition, in preparing the financial information we must interpret the requirements described above, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information.

The MD&A also includes information regarding the impact of current transactions and events, sources of liquidity and capital resources, operating trends, risks and uncertainties. Actual results in the future may differ materially from our present assessment of this information because future events and circumstances may not occur as expected.

Results of Operations for the three months ended December 31, 2016 and December 31, 2015:

Results of operations for the fourth quarter of 2016 include the operations of ZoomAway, while the fourth quarter of 2015 includes only the activities of the parent company, with no cash generating operating subsidiary.

In the fourth quarter of 2016, the Company had gross billings of $176,000, with related cost of sales of $166,300 resulting in Net Revenues of $9,700 with a 6% margin. Generally, fourth quarters are slower due to the transitions in weather and outdoor activities from golf to ski seasons. In addition, the Company started working this quarter with former hotel, ski and golf suppliers in the Reno/Tahoe market to re-establish relationships. Several large hotel-casinos were re-engaged as clients in early 2017 which can result in increased revenue opportunities in 2017. In addition, nine hotel-casinos were added in the Las Vegas market, and the Company began serving hotels and golf courses in the Monterey, California market. A relationship with a major ski resort operator with three of their resorts in the Reno/Tahoe ski market was also secured. The Las Vegas, Monterey along with re-engaged clients in the Reno/Tahoe market can allow for revenue growth in the coming year as sales ramp up at these venues.

For the fourth quarter 2016, the Company incurred expenses at the cash generating operating unit of $285,000, with $206,000 of this payroll and related expense and $31,000 of non-cash amortization of the ZA Software Platform. In early 2017, the Company decreased staffing at ZoomAway, which will result in decreased operating costs beginning with the second quarter of 2017. For the fourth quarter of 2016, the Company incurred corporate administrative and related costs of $308,000, with $223,000 of this as non-cash stock-based compensation. In early 2017, the Company also decreased general corporate administrative costs, which will result in further operating cost savings beginning in the second quarter of 2017. Lastly, the Company recognized an impairment of Goodwill during the quarter, as a result of the Transaction in the amount of $2,513,000, and interest expense of $42,000. The results were a loss from operations of $3,248,000, and a comprehensive loss for the quarter of $3,199,000, or $0.15 per share with the Goodwill impairment being the largest driver of the loss along with non-recurring transaction and operating expenses, which were subsequently reduced.

During the fourth quarter of fiscal 2015, the Company incurred operating costs of $49,000. The loss for the fourth quarter of fiscal 2015 amounted to $42,000 or $0.03 per share.

Results of Operations for the year ended December 31, 2016 and December 31, 2015:

Results of operations for the year ended 2016 includes three months of operating activity of ZoomAway and nine months without a cash generating operating subsidiary. Results of operations of 2015 had no cash generating operating subsidiary results.

During fiscal 2016, the Company had gross billings of $176,000, with related cost of sales of $166,300 resulting in Net Revenues of $9,700 with a 6% margin, all in the fourth quarter after the Transaction. During fiscal 2016, the Company incurred operating costs of $983,000 compared to operating costs of $410,000 incurred during fiscal 2015. The increase in costs was primarily related to Transactions costs in fiscal 2016, when the deal was completed. In the fourth quarter, the Company recognized an impairment of Goodwill, which arose from the Transaction of $2,513,000. The result was loss for the year ended December 31, 2016 of $3,510,000 or $0.16 per share compared to a loss for the year ended December 31, 2015 of $425,000 or $0.03 per share.

OFF-BALANCE SHEET ARRANGEMENTS

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

PROPOSED TRANSACTIONS

The Company does not have any proposed transactions not disclosed elsewhere.

CAPITAL EXPENDITURES AND FINANCIAL POSITION

As at December 31, 2016 our cash position was $20,171 while at December 31, 2015, it was $148,064.

Summary of Securities

Authorized Capital

Unlimited common shares without par value:

Issued and outstanding	No. of shares	Amount
Balance, December 31, 2016	43,096,957	$23,815,635
Balance, May 1, 2017	43,450,672	$23,850,635

Description of options, warrants and convertible securities outstanding

Options

At December 31, 2016, the following stock options were outstanding:

	Number	Exercise price CAD$	Expiry Date
Stock options	1,200,000	0.15	11-March-20
	175,000	0.22	9-March-21
	1,875,000	0.20	15-November-21
	414,000	0.20	15-November-19
	3,664,000		

At May 1, 2017, there were the following stock options outstanding:

	Number	Exercise price CAD$	Expiry Date
Stock options	1,000,000	0.15	11-March-20
	175,000	0.22	9-March-21
	1,875,000	0.20	15-November-21
	289,000	0.20	15-November-19
	3,339,000		

Warrants

As of December 31, 2016, warrants were outstanding as follows:

	Number	Exercise price CAD$	Expiry Date
Warrants	5,360,000	0.20	17-February-17
	23,340,660	0.13	30-September-21
	1,878,666	0.13	30-September-21
	50,000	0.22	30-September-18
	30,629,326		

As of May 1, 2017, warrants were outstanding as follows:

	Number	Exercise price CAD$	Expiry Date
Warrants	23,340,660	0.13	30-September-21
	1,878,666	0.13	30-September-21
	50,000	0.22	30-September-18
	25,269,326		

Convertible Securities
Nil

Total Number of Shares in Escrow
As of December 31, 2016, 3,796,991 shares were held in escrow. As of May 1, 2017, 3,149,213 shares were held in escrow.

Liquidity and Capital Resources:
As at December 31, 2016, the Company had a cash balance of $20,171 (2015 - $148,064) to settle current liabilities of $1,039,632 (2015 - $31,746). All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. As at December 31, 2016, the Company had payroll taxes due from 2015 of $106,995. To maintain liquidity, the Company is currently investigating alternative financing opportunities.

Selected Annual Financial Information:

	For the year ended December 31, 2016	**For the year ended December 31, 2015**	**For the year ended December 31, 2014**
Total revenues	$ 9,669	$ Nil	$ Nil
Net income or (loss):			
(i) total for the year	(3,248,244)	(424,994)	(174,635)
(ii) per share	(0.16)	(0.03)	(0.01)
(iii) per share fully diluted	(0.16)	(0.03)	(0.01)
Total assets	654,043	496,703	172,830
Total long-term financial liabilities	1,349,821	31,746	11,010
Cash dividends declared per-share	Nil	Nil	Nil

The losses in fiscal 2016 were due to the first nine months of operations having no cash generating operating unit, transaction costs and low net revenues in the fourth quarter as the Company sought to re-establish in the Reno/Tahoe market and expand into new regions.

The losses in fiscal 2015 and fiscal 2014 were due to the costs of maintaining the Company's operations while searching for and evaluating potential business opportunities.

Selected Quarterly Financial Information:

	4th Quarter Ended December 31, 2016	**3rd Quarter Ended September 30, 2016**	**2nd Quarter Ended June 30, 2016**	**1st Quarter Ended March 31, 2016**
(a) Revenue	$ 9,669	$ Nil	$ Nil	$ Nil
(b) Loss for period	(3,248,244)	(66,686)	(51,483)	(116,233)
(c) Loss per share	(0.15)	(0.00)	(0.00)	(0.01)
	4th Quarter Ended December 31, 2015	**3rd Quarter Ended September 30, 2015**	**2nd Quarter Ended June 30, 2015**	**1st Quarter Ended March 31, 2015**
(a) Revenue	$ Nil	$ Nil	$ Nil	$ Nil
(b) Loss for period	(41,709)	(112,253)	(30,871)	(210,283)
(c) Loss per share	(0.00)	(0.01)	(0.00)	(0.01)

During each quarter in 2016, the losses in the first, second and third quarter were due to the costs related to the Transaction, and the loss in the fourth quarter was due to high operating costs relative to revenue. Those high operating costs were reduced in the first quarter of 2017, with a positive impact anticipated in the second quarter of 2017.

During each quarter of 2015, losses were due to the costs of maintaining the Company's operations while searching for potential business opportunities and evaluating potential business opportunities.

RELATED PARTY TRANSACTIONS

Related party transactions not disclosed elsewhere included in expenses for the year ended December 31, 2016 include consulting fees of $74,242 (2015 - $71,123), director fees of $18,122 (2015 - $3,133), management fees of $46,292 (2015 - $nil) charged by officers and directors of the company and stock-based compensation of $230,921 (2015 - $116,679) for stock options issued to directors and officers of the Company.

There was $6,671 due to officers and directors as at December 31, 2016 (December 31, 2015 - $155), included in accounts payable and accrued liabilities.

The remuneration of directors and officers defined as members of key management personnel during the years ended December 31, 2016 and 2015 are as follows:

	2016	2015
Stock-based compensation	$ 230,921	$ 116,679
Management, consulting and director fees	142,156	74,256
	$ 373,077	$ 190,935

Due to Related Parties

Pursuant to the Transaction (Note 4), the Company will pay post-closing payments over a period of 36 months to GR Solutions LLC, a company owned by a director, at a present value of $149,556 of which $95,172 is classified as long-term. In addition to this, the Company owes GR Solutions an additional $61,400, included in short-term payables.

CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates are described in Note 2 in the consolidated financial statements.

CHANGES IN ACCOUNTING POLICIES

New accounting standards adopted

The Company has adopted the following new standards and interpretations effective as of January 1, 2016:

IFRS 15 Revenue from Contracts with Customers

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, Construction Contracts, IAS 18, Revenue, IFRIC 13, Customer Loyalty Programs, IFRIC 15, Agreements for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers, and SIC-31, Revenue – Barter Transactions involving Advertising Service. IFRS 15 is effective for annual years beginning on or after January 1, 2018. The Company has early adopted IFRS 15.

IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets

IAS 16 and IAS 38 have been amended to (i) clarify that the use of a revenue-based depreciation and amortization method is not appropriate, and (ii) provide a rebuttable presumption that amortization of an intangible asset based on revenue generated by using the asset is inappropriate. The amendments to IAS 16 and IAS 38 are effective for annual years beginning on or after January 1, 2016. The adoption of this standard did not have a significant impact on the consolidated financial statements.

New accounting standards not yet adopted

The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended December 31, 2016:

IFRS 9 Financial Instruments (revised)
IFRS 9, Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual years beginning on or after January 1, 2018. The Company is currently evaluating the impact of adopting these amendments on its financial statements.

IFRS 16, Leases
On January 13, 2016, the IASB issued IFRS 16, Leases, which will replace IAS 17, Leases. The new standard will be mandatorily effective for fiscal years beginning on or after January 1, 2019 and earlier application is permitted. Under the new standard, all leases will be recorded on the statements of financial position of lessees, except those that meet the limited exception criteria.

There are no other IFRS or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

FINANCIAL INSTRUMENTS

Fair values:
Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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 or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's financial instruments, represented by receivables, accounts payable and accrued liabilities, payroll and other taxes payable, customer deposits, loans payable, capital leases, and due to related parties approximates their carrying values due to their immediate or short-term to maturity. Long term due to related parties is carried at a net present value, discounted at 10% over a period of three years. Cash is carried at fair value using a level 1 fair value measurement.

Credit risk:
Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's cash is held at large Canadian and United States financial institutions. The Company has no investment in asset backed commercial paper.

The Company's receivables consist of GST receivable due from the government of Canada, accrued interest due from the Company's bank, and amounts due from the Company's customers and suppliers.

Currency risk:
The results of the Company's operations are exposed to currency fluctuations. The fluctuation of the US dollar in relation to the Canadian dollar will have an impact upon the financial results of the Company. A 1% increase or decrease in the exchange rate of the US dollar against the Canadian dollar would result in a $1,854 increase or decrease respectively, in the Company's CAD net assets. Management has not entered into any derivative contracts to manage foreign exchange risk at this time. The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and liabilities that are denominated in a foreign currency.

Interest rate risk:
The Company is exposed to interest rate risk to the extent that the cash maintained at financial institutions is subject to a floating rate of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

Price risk:
The Company is not exposed to significant price risk.

Liquidity risk:
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is to try and have sufficient liquidity to meet liabilities when due. As at December 31, 2016, the Company had a cash balance of $20,171 (2015 - $148,064) to settle current liabilities of $1,039,632 (2015 - $31,746). All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. As at December 31, 2016, the Company had payroll taxes due from 2015 of $106,995. To maintain liquidity, the Company is currently investigating alternative financing opportunities.

RISK AND UNCERTAINTIES

This Management Discussion and Analysis contains forward-looking statements regarding the Company, its business, prospects and results of operations that involve risks and uncertainties. The following risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. The risks described below are not the only ones facing ZMA. Additional risks and uncertainties not currently known to ZMA, or that ZMA currently deems immaterial, may also impair ZMA's operations. If any of the following risks actually occur, ZMA's business, financial condition and operating results could be adversely affected. In addition to the risk factors outlined below, a discussion of financial risk factors related to ZMA and its business appears Note 10 – *Financial Instruments* of the fiscal year 2016 consolidated financial statements which are incorporated by reference herein.

Additional Funding Requirements
The Company's success is predicated on its ability to finance growth. Management believes that operations and commitments will be adequately financed over the coming years; however, the Company's ability to satisfy its future growth activities may be dependent on the availability of future financing. There can be no assurance that, if, and when, the Company seeks additional equity or debt financing, the Company will be able to obtain the additional financial resources required on satisfactory commercial terms or at all. If additional financing is raised by the issuance of equity securities from the treasury of the Company, existing shareholders will suffer dilution and a change of control of the Company may occur.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities as they become due.

Hotels, Golf Resorts, Ski Resorts and Other Activity Providers
ZMA relies on Hotel-Casinos and activity providers to provide inventory, which allows customers to purchase products via the ZMA technology platform. There is a risk that certain of these service providers may terminate their relationship with the Company. If such relationships are terminated, the Company's ability to generate revenues may be negatively impacted.

Revenue Concentration
ZMA has a large concentration of its business in the Reno/Tahoe market. In recent months, ZMA has worked to increase its sales and marketing initiatives toward new markets, such as Las Vegas and northern California. If the Company were to experience a significant reduction in the Reno/Tahoe market, there is no assurance that the Company would be able to replace such revenue or to generate comparable revenue over a short period of time, which could harm the Company's operating results and profitability.

Stock Price Volatility
The securities markets in Canada has experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in market price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continued fluctuations in market prices will not occur. It may be anticipated that any quoted market for the ZMA Shares will be subject to market trends generally notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the Company's securities will be affected by such volatility. The price of the ZMA Shares may also experience significant fluctuations due to operating performance, performance relative to analyst's estimates, dispositions or acquisitions by a large shareholder, litigation against the Company, the loss or acquisition of a significant customer or distributor, industry-wide factors and factors other than the operating performance of the Company. These factors, among others, may cause decreases in the value of the ZMA Shares. As a result of any of these factors, the market price of the ZMA Shares at any given point in time may not accurately reflect ZMA's long-term value. Securities class action litigation has often been brought against companies following periods of volatility in the market price of their securities. ZMA may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Variable Revenues/Earnings
The revenues and earnings of the Company may fluctuate from quarter to quarter, which could affect the market price of the ZMA Shares. Revenues and earnings may vary from quarter to quarter as a result of a number of factors, including, but not limited to seasonality, weather, the timing of sales, and activities of the Company's service suppliers.

Conflicts of Interest
Certain of the directors and officers of ZMA also serve, or may serve in the future, as directors and/or officers of other companies involved in technology based companies; consequently, there exists the possibility for these directors and officers to be in a position of conflict. Any decision made by any of these directors and officers involving ZMA will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of ZMA and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which these directors may have a conflict of interest in accordance with the procedures set forth in the OBCA and other applicable laws.

Insurance and Uninsured Risks
Although ZMA maintains insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with the Company's operations. ZMA may also be unable to maintain insurance to cover these risks at economically feasible premiums or at all. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. ZMA may also become subject to other risks or hazards which may not be insured against or which ZMA may elect not to insure against because of premium costs or other reasons.

Technology Innovations
ZMA operates in a highly competitive environment where its products and services are subject to rapid technological change and evolving industry standards. ZMA's future success depends on its ability deliver enhancements to its existing services, accurately predict and anticipate evolving technology and respond to technological advances in its industry, and respond to its customer's increasingly sophisticated needs. The Company's services are comprised of a complex technology platform that may not meet those standards, changes and preferences. If the Company is unable to respond to technological changes, fails or delays to develop services in a timely and cost-effective manner, the Company's products and services may become obsolete, which may negatively impact sales, profitability and the continued viability of the business.

Inability to successfully utilize the Zero 8 products
ZMA completed the Zero 8 agreement to broaden its service based product lines to include a product targeted to its Hotel-Casino existing and potential clients. Achieving the benefits of the Zero 8 agreement depends in part on the ability of ZMA to effectively capitalize on its service provider lists and managements experience with Hotel-Casinos. Moving forward, being able to effectively cross-sell the Company's various service and product offerings with existing service Hotel-Casino providers will be important to increasing revenue.

Litigation
ZMA is, from time to time, could be involved in various claims, legal proceedings and complaints arising in the ordinary course of business, including, but not limited to, intellectual property disputes. ZMA cannot reasonably predict the likelihood or outcome of these actions. Adverse outcomes in some, or all of these, claims may result in significant monetary damages or injunctive relief that could adversely affect ZMA's ability to conduct its business. Further, if ZMA is unable to resolve these disputes favorably, it may have a material adverse impact on its financial performance, cash flow and results of operations.

Maintaining Effective Internal Financial Controls
The Company complies with Canadian securities laws by assessing, strengthening and testing its system of internal controls. Even though the Company has concluded the Company's internal controls over financial reporting were effective as of the end of the period covered by this Analysis, the Company needs to continue to maintain its processes and systems and adapt them to changes as the Company's business evolves. This continuous process of maintaining and adapting the Company's internal controls and complying with Canadian securities laws is expensive and time-consuming and requires significant management attention. The Company cannot be certain that its internal control measures will continue to provide adequate control over the Company's financial processes and reporting and ensure compliance with Canadian securities laws. Furthermore, as the Company's business changes and if the Company continues to expand through agreements with other entities, the Company's internal controls may become more complex and the Company will require significantly more resources to ensure the Company's internal controls remain effective. Failure to implement required new or improved controls, or to address difficulties encountered in their implementation, could harm the Company's operating results or cause the Company to fail to meet its reporting obligations. If the Company or its independent registered public accounting firm identify material weaknesses, the disclosure of that fact, even if quickly remediated, could reduce the market's confidence in the Company's financial statements and adversely impact the price of the ZMA Shares.

Accounting Estimates and Assumptions
The Company's financial statements are presented in Canadian dollars, its reporting currency and are prepared in accordance with IFRS. The preparation of these financial statements requires ZMA to make estimates and judgments about, among other things, the recoverable amount of goodwill and intangible assets, the valuation of acquired intangibles in connection with acquisitions, the valuation of contingent consideration classified as a liability, the recognition and valuation of deferred tax assets, and the classification of revenues and expenses. These estimates and judgments affect the reported amounts of the Company's assets, liabilities, revenues and expenses and the related disclosures thereon. The Company bases its estimates on historical experience and on various other assumptions that the Company believes to be reasonable under the circumstances and at the time they are made. If the Company's estimates or the assumptions underlying them are not correct, actual results may differ materially from the Company's estimates and the Company may need to, among other things, accrue additional charges that could adversely affect the Company's results of operations, which in turn could adversely affect the price of the ZMA Shares. In addition, new accounting pronouncements and interpretations of accounting pronouncements have occurred and may occur in the future that could adversely affect the Company's reported financial results.

Unscheduled Downtimes
ZMA's ability to attract, retain, and serve its customers is dependent upon the reliable performance of its technology platform and its customers' ability to access ZMA's solutions at all times. The Company's platforms are vulnerable to interruption and its data centers are vulnerable to damage or interruption from, among other things, human error, intentional bad acts, computer viruses, hackers, earthquakes, hurricanes, floods, fires, war, terrorist attacks, power losses, hardware failures, systems failures, telecommunications failures, and similar events, any of which could limit the Company's customers' ability to access ZMA's solutions. Prolonged delays or unforeseen difficulties in connection with adding capacity or upgrading ZMA's network architecture may cause ZMA's service quality to suffer. Any event that significantly disrupts the Company's service or exposes the Company's data to misuse could damage ZMA's reputation and harm ZMA's business and operating results, including reducing ZMA's revenue, causing the Company to issue credits to customers, subjecting the Company to potential liability or increasing the Company's cost of acquiring new customers.

Solution Integration with Third Party Products

Some of the Company’s technology solutions integrate with third-party software and devices to allow the Company’s solutions to perform key functions. Although to date this integration has been accomplished using open software interfaces and simple physical linkages, the Company cannot guarantee that this ease of integration will continue or that the Company will be able to integrate with other products as easily or without additional cost. Errors, viruses or bugs may be present in third-party software that the Company’s customers use in conjunction with the Company’s solutions. Changes to third-party software that the Company’s customers use in conjunction with the Company’s solutions could also render the Company’s solutions inoperable. Customers may conclude that the Company’s software is the cause of these errors, bugs or viruses and terminate their subscriptions. The inability to easily integrate with third-party software, or any defects in such software, could result in increased costs, or in delays in software releases or updates to the Company’s products until such issues have been resolved, which could have a material adverse effect on the Company’s business, financial condition, results of operations, cash flows and future prospects and could damage the Company’s reputation.

Dependence on Key Personnel

Due to the technical nature of the Company’s business and the dynamic market in which the Company operates, the Company’s success depends on its ability to attract and retain highly skilled personnel. ZMA is dependent on the services of key executives. The success of ZMA’s operations is also dependent on its highly skilled and experienced workforce. There is competition over highly skilled experienced workers (in addition to increased labor costs). Although ZMA places a high priority on hiring and retaining key talent, the loss of these persons or ZMA’s inability to attract and retain additional highly skilled employees may adversely affect its business and future operations. Competition for qualified personnel in the wireless and wireless data industries is intense. In addition, new hires require significant training and, in most cases, require substantial amounts of time before they achieve full productivity. The Company’s recent hires and planned hires may not become as productive as the Company expects, and the Company may be unable to hire or retain sufficient numbers of qualified individuals. If the Company fails to attract and train new personnel, or fails to retain, focus and motivate the Company’s current personnel, the Company’s business and growth prospects could be severely harmed.

Operations

ZMA’s operations are dependent upon its ability to protect its services portal system, network infrastructure and customer equipment against damage from human error, telecommunications failures, fire, earthquakes, floods, power loss, sabotage, intentional acts of vandalism and similar events. Despite precautions taken by, and planned to be taken by the Company, the occurrence of a natural disaster or other unanticipated problem at one or more of the Company's network facilities could result in interruptions to the services provided by the Company. Such an event could significantly impact the ability of suppliers to provide the data communications capacity required by the Company and, in turn, could impact the Company's sales and customer relations. The Company could be adversely affected by a reduction in customer satisfaction, loss of business and customer claims.

Privacy Requirements

The Company is dependent on information technology networks and systems, including the Internet, to process, transmit and store electronic information and, in the normal course of ZMA’s business, ZMA collects and retains certain information pertaining to its customers and employees. The protection of customer and employee data is critical to the Company. ZMA attempts to identify security vulnerabilities in its products and information technology systems; however, the security measures put in place by the Company cannot provide absolute security, and the information technology infrastructure may be vulnerable to criminal cyber-attacks or data security incidents due to employee or customer error, malfeasance, or other vulnerabilities. Cybersecurity attacks are increasingly sophisticated, change frequently, and often go undetected until after an attack has been launched. ZMA may fail to identify these new and complex methods of attack, or fail to invest sufficient resources in security measures. The Company cannot be certain that advances in cyber-capabilities or other developments will not compromise or breach the technology protecting the networks that access the Company’s services. If a security breach occurs, the Company’s reputation, business, results of operations and financial condition could be harmed. Though it is difficult to determine what harm may directly result from any specific interruption or security breach, any failure or perceived failure to maintain performance, reliability, security and availability of systems or the actual or potential theft, loss, fraudulent use or misuse of the Company’s products or the personally identifiable data of a customer or employee, could result in reputational damage, individual or class action lawsuits, or federal, provincial or state enforcement actions. Any of these outcomes could result in financial judgments against the Company, which may cause the Company to incur significant legal fees and costs.

Reputational Risk
Damage to ZMA's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views in regards to the Company and its activities, whether true or not. Reputation loss may result in decreased customer confidence and an impediment to ZMA's overall ability to advance its product and services with customers, thereby having a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

General Economic Conditions
ZMA's results could be adversely affected by changing economic conditions in the regions in which it operates. To the extent that the Company experiences economic deterioration in these markets, the resulting economic pressure on ZMA's customers may cause them to reduce or postpone current or expected purchase orders for ZMA service, or suffer from business failure, resulting in a decline in ZMA's revenues and profitability that could be material. Continued difficult or uncertain economic conditions could adversely affect the Company's revenue and profitability.

Interest Rate Risk
Interest rate risk arises because of the fluctuation in interest rates. Fluctuations in interest rates impact the future cash flows and fair values of various financial instruments.

Subsidiaries
ZMA is a holding company that conducts operations through its United States subsidiary, and a significant portion of its assets are held in such entities. Accordingly, any limitation on the transfer of cash or other assets between the parent corporation and such entities, or among such entities, could restrict ZMA's ability to fund its operations efficiently. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on ZMA's valuation and stock price.

Tax Risks
The Company's tax position could be adversely impacted by changes in tax rates, tax laws, tax treaties or tax regulations or changes in the interpretation of such laws, treaties or regulations by the tax authorities in Canada, and the United States. In the normal course of its business, the Company is subject to examination by various taxing authorities. The Company's effective tax rate may vary from the Company's expectation and that variance may be material. Failure to manage the risks associated with such changes, or misinterpretation of the laws relating to taxation, could result in increased charges, financial loss, including penalties, and reputational damage and materially and adversely affect the Company's results, financial condition and prospects. A successful assertion by one or more jurisdictions that the Company should collect sales, room or other taxes on the sale of the Company's solutions could result in substantial tax liabilities for past sales and decrease the Company's ability to compete for future sales. Each country and each state has different rules and regulations governing sales and use taxes and these rules and regulations are subject to varying interpretations that may change over time. Liability for past taxes may also include substantial interest and penalty charges.

SUBSEQUENT EVENTS

Subsequent to December 31, 2016, the Company experienced the following events:

i. Issued 353,715 common shares on the exercise of warrants with an exercise price of CAD$0.13 for total proceeds of $35,000.
ii. The Company received a non-interest bearing, unsecured loan from the former CEO of the Company for $37,262, payable on demand.
iii. Zero8 Definitive Agreement – April 25, 2017
On April 26, 2017, the Company announced a Definitive Agreement (the "Zero8 Agreement") with Zero8, whereby the Company will make an R&D investment to Zero8 in exchange for the Company to provide marketing and sales to the gaming industry of Zero8 digital products in the casino promotional and social gaming markets. The Zero8 Agreement provides for revenue share of the sale of these certain Zero8 products between the Company and Zero8 and requires the Company to invest $600,000 over a one year period.
iv. On April 28, 2017, the Company received short-term financing of $192,000 net of costs, at an interest rate of 13%, with daily repayments of $1,061.

Additional Information:

Additional information relating to the Company may be accessed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.