Q2

2015

Iplayco Corporation Ltd.

Condensed Consolidated Interim Financial Statements

Three and six months ended March 31, 2015

Unaudited (*Expressed in Canadian dollars*)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsections 4.3(3)(a), if an auditor has not performed a review of these Condensed Consolidated Interim Financial Statements they must be accompanied by a notice indicating that these Condensed Consolidated Interim Financial Statements have not been reviewed by an auditor.

The accompanying unaudited Condensed Consolidated Interim Financial Statements of the Corporation have been prepared by and are the responsibility of the Corporation's management.

Iplayco Corporation Ltd.

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Iplayco Corporation Ltd.

Condensed Consolidated Interim Statements of Financial Position

Unaudited *(Expressed in Canadian dollars)*

	Notes	**March 31, 2015**	September 30, 2014
Assets			
Current assets			
Cash and cash equivalents		**$ 7,339,532**	$ 2,090,251
Finance receivables	*7*	**5,677,251**	3,388,255
Trade and other receivables		**3,217,667**	2,674,568
Inventories		**1,959,410**	1,360,451
Prepaid expenses and deposits		**745,256**	677,099
		18,939,116	10,190,624
Non-current assets			
Equipment		**1,673,581**	1,569,173
Deferred share issuance costs	*10*	**-**	370,613
Deferred income tax assets		**129,173**	41,423
Total Assets		**$ 20,741,870**	$ 12,171,833
Liabilities and Shareholders' Equity			
Current liabilities			
Operating loans	*6*	**$ -**	$ 784,560
Securitization debt	*7*	**5,109,526**	3,049,429
Current portion of subordinate debt	*8*	**-**	188,237
Trade payables, accrued charges and other		**1,223,751**	2,016,897
Income taxes payable		**-**	356,328
Customer deposits and deferred revenue		**955,123**	869,356
Current portion of rent inducement		**15,791**	-
		7,304,191	7,264,807
Non-current liabilities			
Subordinate debt	*8*	**-**	353,549
Rent inducement		**127,486**	143,645
Deferred income tax liabilities		**90,800**	93,824
Total Liabilities		**7,522,477**	7,855,825
Shareholders' Equity			
Share capital	*10*	**9,859,270**	1,757,643
Warrants reserve	*10*	**450,971**	-
Share-based payments reserve		**256,858**	256,858
Retained earnings		**2,652,294**	2,301,507
Total Shareholders' Equity		**13,219,393**	4,316,008
Total Liabilities and Shareholders' Equity		**$ 20,741,870**	$ 12,171,833

"Franco Aquila"
....
Chief Executive Officer

"Muhanad Awad"
....
Chairman of the Board

The accompanying notes form an integral part of these Condensed Consolidated Interim Financial Statements.

Iplayco Corporation Ltd.

Condensed Consolidated Interim Statements of Operations and Comprehensive Income

Unaudited *(Expressed in Canadian dollars, except number of shares)*

	Three months ended March 31,		Six months ended March 31,	
	2015	2014	**2015**	2014
Sales	**$ 3,198,377**	$ 3,370,388	**$ 7,548,097**	$ 6,310,924
Cost of sales	**1,911,898**	1,838,933	**4,453,870**	3,660,603
Gross profit	**1,286,479**	1,531,455	**3,094,227**	2,650,321
Selling and administrative expenses	**1,235,993**	1,272,585	**2,544,491**	2,346,940
Foreign exchange loss (gain)	**(190,275)**	1,280	**(220,404)**	(71,927)
	1,045,718	1,273,865	**2,324,087**	2,275,013
Operating income	**240,761**	257,590	**770,140**	375,308
Finance costs	**63,436**	41,641	**291,365**	119,851
Income before income taxes	**177,325**	215,949	**478,775**	255,457
Income tax provision				
Current	**42,118**	62,579	**117,958**	88,968
Deferred	**4,729**	(5,730)	**10,030**	(16,823)
	46,847	56,849	**127,988**	72,145
Net income and total comprehensive income	**130,478**	159,100	**350,787**	183,312
Net income per share				
Basic	**$ 0.01**	$ 0.02	**$ 0.02**	$ 0.02
Diluted	**$ 0.01**	$ 0.02	**$ 0.02**	$ 0.02
Weighted average number of common shares outstanding				
Basic	**20,870,187**	10,220,187	**17,987,038**	10,220,187
Diluted	**21,935,187**	10,220,187	**18,763,723**	10,220,187

The accompanying notes form an integral part of these Condensed Consolidated Interim Financial Statements.

Iplayco Corporation Ltd.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

Unaudited *(Expressed in Canadian dollars, except number of common shares)*

	Share capital[1]					
	Number of common shares	Amount	Warrants reserve	Share-based payments reserve[2]	Retained earnings	Total shareholders' equity
Balance at September 30, 2013	10,220,187	$ 1,757,643	$ -	$ 256,858	$ 1,294,993	$ 3,309,494
Net income and total comprehensive income	-	-	-	-	183,312	183,312
Balance at March 31, 2014	10,220,187	$ 1,757,643	$ -	$ 256,858	$ 1,478,305	$ 3,492,806
Balance at September 30, 2014	10,220,187	$ 1,757,643	$ -	$ 256,858	$ 2,301,507	$ 4,316,008
Proceeds from private placement, less issuance costs net of tax (Note 10)	10,650,000	8,101,627	450,971	-	-	8,552,598
Net income and total comprehensive income	-	-	-	-	350,787	350,787
Balance at March 31, 2015	**20,870,187**	**$ 9,859,270**	**$ 450,971**	**$ 256,858**	**$ 2,652,294**	**$ 13,219,393**

(1) Authorized share capital is comprised of an unlimited number of voting common shares without par value and an unlimited number of preferred shares without par value. The preferred shares may be issued as either voting or non-voting. No preferred shares have been issued.

(2) The share-based payments reserve is comprised of the grant date fair value of share options that have expired unexercised.

The accompanying notes form an integral part of these Condensed Consolidated Interim Financial Statements.

Iplayco Corporation Ltd.

Condensed Consolidated Interim Statements of Cash Flows

Unaudited *(Expressed in Canadian dollars)*

	Notes	Six months ended March 31, 2015	2014
Operating activities			
Net income		**$ 350,787**	$ 183,312
Items not affecting cash			
Depreciation		**167,126**	148,192
Deferred income taxes		**10,030**	(16,823)
Rent inducement		**(368)**	(21,681)
Unrealized foreign exchange gain		**(178,089)**	(15,032)
Finance costs		**291,365**	119,851
		640,851	397,819
Change in non-cash operating working capital			
Finance receivables		**(1,952,338)**	3,535,737
Trade and other receivables		**(471,263)**	2,092
Inventories		**(598,959)**	(43,627)
Prepaid expenses		**7,864**	(58,815)
Trade payables, accrued charges and other		**(790,877)**	(501,796)
Current income tax expense		**117,958**	88,968
Customer deposits and deferred revenue		**85,767**	7,435
		(3,601,848)	3,029,994
Interest paid		**(291,365)**	(115,902)
Income taxes paid		**(550,307)**	(44,800)
Cash provided by (used in) operating activities		**(3,802,669)**	3,267,111
Investing activities			
Purchase of equipment		**(258,072)**	(60,361)
Cash used in investing activities		**(258,072)**	(60,361)
Financing activities			
Proceeds from operating loans	*6*	**1,698,614**	-
Repayment of operating loans	*6*	**(784,560)**	-
Proceeds from securitization debt	*7*	**1,107,357**	
Repayment of securitization debt	*7*	**(1,048,867)**	(3,480,074)
Repayment of subordinate debt	*8*	**(557,517)**	(149,500)
Increase in share issuance costs	*10*	**(17,093)**	-
Proceeds from share issuance	*10*	**8,839,500**	-
Repayment of finance lease liabilities		**-**	(1,826)
Cash provided by (used in) financing activities		**9,237,434**	(3,631,400)
Net increase (decrease) in cash and cash equivalents		**5,176,693**	(424,650)
Effect of foreign exchange rate changes on cash and cash equivalents		**72,588**	20,746
Cash and cash equivalents at beginning of the period		**2,090,251**	1,693,876
Cash and cash equivalents at end of the period		**$ 7,339,532**	$ 1,289,972
Cash and cash equivalents comprised of:			
Cash		**$ 7,039,532**	$ 1,189,972
Cash equivalents		**300,000**	100,000
Supplemental cash flow disclosures - non cash transactions			
Purchase of equipment		**$ 13,462**	$ 317
Amortization of financing costs - subordinate debt		**15,731**	8,591
Settlement of operating loans with proceeds from securitization debt		**1,698,614**	-

The accompanying notes form an integral part of these Condensed Consolidated Interim Financial Statements.

1. Nature of business and corporate information

Iplayco Corporation Ltd. (the "Corporation") is incorporated under the Alberta Business Corporations Act and its common shares trade on the TSX Venture Exchange under the trading symbol "IPC".

The Corporation's business is carried out through its wholly owned subsidiaries, International Play Company Inc. ("IPC"), Iplayco Inc. ("Iplayco") and Outdoor Play Company Inc. ("OPC"). The Corporation operates in two business segments: (i) Manufacturing of play structures for children from its plant in Langley, British Columbia, Canada; and (ii) Operating a family entertainment centre in Langley, British Columbia, Canada.

The Corporation's head office is located at 215 – 27353, 58th Crescent, Langley, British Columbia, Canada V4W 3W7, and its registered office is located at 1600, 421 – 7th Avenue, SW, Calgary, Alberta, Canada T2P 4K9.

2. Basis of preparation

Statement of compliance

These Condensed Consolidated Interim Financial Statements have been prepared in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB"). These Condensed Consolidated Interim Financial Statements do not include all of the information required for complete annual financial statements.

These Condensed Consolidated Interim Financial Statements were authorized for issue by the Board of Directors on May 11, 2015.

Basis of measurement

These Condensed Consolidated Interim Financial Statements have been prepared on a going-concern basis, under the historical cost convention, except for certain financial assets and financial liabilities recorded at fair value through profit or loss.

Functional and presentation currency

The functional currency of the Corporation and its subsidiaries, IPC and OPC, is the Canadian dollar. The functional currency of the Corporation's subsidiary Iplayco is the U.S. dollar. The presentation currency of the Corporation and its subsidiaries is the Canadian dollar.

3. Significant accounting policies

The accompanying financial information reflects the same accounting policies and methods of application as the Corporation's Consolidated Financial Statements for the year ended September 30, 2014.

4. Critical accounting estimates and judgments

The preparation of these Condensed Consolidated Interim Financial Statements requires the Corporation's management to make judgments, estimates and assumptions that affect the amounts reported in these financial statements and the accompanying notes. Actual results may differ from those estimates.

4. Critical accounting estimates and judgments (continued)

Estimates and judgments are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The estimates and assumptions critical to the determination of carrying value of the Corporation's assets and liabilities are discussed below:

Functional currency

The Corporation has performed an analysis with respect to functional currency of its subsidiaries. For the Corporation and its subsidiary OPC, substantially all revenues and operating expenses are denominated in Canadian dollars. For the Corporation's subsidiary IPC, revenues are primarily denominated in U.S. dollars and the majority of operating expenditures are either denominated in Canadian dollars or determined by the Canadian dollar. Receipts from operating activities denominated in U.S. dollars are usually converted and retained in Canadian dollars. The Corporation has concluded that the Canadian dollar is the currency that mainly influences the cost of providing goods and services by the Corporation and its subsidiaries OPC and IPC. For the Corporation's subsidiary Iplayco, substantially all revenues and operating expenses are denominated in U.S. dollars. The U.S. dollar is the currency that mainly influences the cost of providing goods and services by the Corporation's subsidiary Iplayco.

Revenue

Revenue recognized on the percentage of completion basis consists of recognizing revenue on a given contract proportionately with its percentage of completion at any given time. The percentage of completion is determined by dividing the cumulative costs incurred as at the reporting date by the sum of incurred and anticipated costs for completing the contract. Changes in management's estimated costs to complete a contract may result in an adjustment to previously recognized revenues.

Allowance for doubtful accounts and sales adjustments

In determining whether trade receivables are collectible from customers, management establishes an allowance for estimated losses arising from non-payment and other sales adjustments, taking into consideration customer creditworthiness, current economic trends and past experience. If future collections differ from management's estimates, future earnings would be affected.

Inventory

In determining the lower of cost and net realizable value of inventory and in establishing the appropriate impairment amount for inventory obsolescence, management estimates the likelihood that inventory carrying values will be affected by changes in market pricing or demand for the products and by changes in design which could make inventory on hand obsolete or recoverable at less than the recorded value. Management performs regular reviews to assess the impact of changes in design, sales trends and other changes on the carrying value of inventory. Where it is determined that such changes have occurred and will have an impact on the value of inventory on hand, appropriate adjustments are made. If there is a subsequent increase in the value of inventory on hand, reversals of previous write-downs to net realizable value are made. Unforeseen changes in these factors could result in additional inventory provisions, or reversals of previous provisions, being required.

4. Critical accounting estimates and judgments (continued)

Equipment

Management estimates the useful lives of equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation of equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear or commercial obsolescence. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Corporation's equipment in the future.

Income taxes

The Corporation's manufacturing operations generate sales from customers located in various tax jurisdictions and as a result, the Corporation's income may become subject to taxation in those jurisdictions. The complexity of tax regulations requires assessments of uncertainties and judgments in estimating the taxes the Corporation will ultimately pay. The final taxes paid may be dependent upon many factors, including negotiations with various taxing authorities, outcomes of potential tax litigation and resolution of disputes arising from federal, provincial, state and local tax audits. The resolution of these potential uncertainties and the associated final taxes may result in adjustments to the Corporation's tax assets and tax liabilities.

The Corporation estimates deferred income taxes based upon temporary differences between the assets and liabilities that it reports in its consolidated financial statements and the tax bases of its assets and liabilities as determined under applicable tax laws. The amount of deferred tax assets recognized is generally limited to the extent that it is probable that taxable profit will be available against which the related deductible temporary differences can be utilized. Therefore, the amount of the deferred income tax asset recognized and considered realizable could be reduced if projected income is not achieved.

5. New accounting pronouncements

(i) Issued and adopted

Financial Instruments: Presentation

In December 2011, the IASB issued *IAS 32, Financial Instruments: Presentation ("IAS 32")* to clarify the requirements which permit offsetting a financial asset and liability in the financial statements. The standard is effective for annual periods beginning on or after July 1, 2014, with early adoption permitted. The adoption of this new standard did not have an impact on the Condensed Consolidated Interim Financial Statements of the Corporation.

(ii) Issued and not yet adopted

The following applicable pronouncements issued by the IASB are effective for the Corporation's annual accounting periods after September 30, 2015. The Corporation is currently assessing the impact of these new standard on its Consolidated Financial Statements:

Revenues recognition

In May 2014, the IASB issued IFRS 15 – *Revenue from Contracts with Customers* ("IFRS 15") which supersedes current revenue recognition guidance, including IAS 18 – *Revenue*, IAS 11 – *Construction Contracts*, and related interpretations. IFRS 15 establishes a single five-step model for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The standard is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted.

5. New accounting pronouncements (continued)

(ii) Issued and not yet adopted (continued)

Financial instruments

In July 2014, the IASB issued the final version of IFRS 9 – *Financial Instruments* ("IFRS 9") to replace IAS 39 – *Financial Instruments: Recognition and Measurement*. IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single model for impairment. IFRS 9 also includes a substantially reformed approach to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

6. Operating loans

For the six months ended March 31, 2015, the Corporation obtained the following proceeds in U.S. dollars from operating loans and made the following repayments in U.S. dollars:

	Carrying Amounts	
	U.S. dollars	**Canadian dollars**
Balance at September 30, 2014	700,000	**784,560**
Proceeds from operating loans	1,495,800	**1,698,614**
Repayment of operating loans	(700,000)	**(789,740)**
Repayment using proceeds from securitization debt	(1,495,800)	**(1,867,777)**
Net realized foreign exchange loss on repayment	-	**174,343**
Balance at March 31, 2015	-	**-**

7. Finance receivables and securitization debt

The carrying amounts of finance receivables are comprised of U.S. dollar denominated trade receivables described below, which have been sold to a large Canadian financial institution (the "Bank"), net of holdbacks of 10%, representing the portion of the proceeds retained by the Bank to reduce their exposure to potential credit losses. Upon collection of the finance receivables, the securitization debt is extinguished and the holdbacks are remitted to the Corporation:

		March 31, 2015
	U.S. dollars	**Canadian dollars**
Finance receivables	4,476,268	**5,677,251**
Less: Holdbacks	(447,627)	**(567,725)**
Securitization debt	4,028,641	**5,109,526**

Upon completion of the sale, the finance receivables are not derecognized since the Corporation does not transfer substantially all risks and rewards relevant to the sale of the finance receivables. The servicing of the finance receivables remains the responsibility of the Corporation and the holdbacks represent the Corporation's maximum exposure to impaired finance receivables.

8. Subordinate debt

On November 24, 2014, the Corporation extinguished its subordinate debt for $734,036, including interest and fees.

9. Related party transactions

Transactions with affiliated companies

Pursuant to the private placement described in Note 10, the Corporation became affiliated with various entities controlled by Saudi FAS Holding Company (the "Affiliates"), which are also customers of the Corporation. The Corporation recorded the following sales in U.S. dollars to the Affiliates:

	Three months ended March 31,		Six months ended March 31,	
	2015	2014	**2015**	2014
Sales in U.S. dollars	**$ 1,164,647**	$ 545,357	**$ 2,640,196**	$ 1,078,051
Equivalent in Canadian dollars	**1,457,749**	603,021	**3,133,367**	1,162,057

The Corporation's trade receivables include the following amounts denominated in U.S. dollars that are due from the Affiliates:

	March 31, 2015	September 30, 2014
Balance in U.S. dollars	**$ 1,703,351**	$ 1,111,832
Equivalent in Canadian dollars	**2,160,361**	1,246,141

Transactions with a related entity

The Corporation recorded the following purchases in U.S. dollars of raw material inventories from an entity controlled by a party related to the President of the Corporation (the "Related Entity"):

	Three months ended March 31,		Six months ended March 31,	
	2015	2014	**2015**	2014
Purchases in U.S. dollars	**$ 207,960**	$ 86,794	**$ 450,909**	$ 204,540
Equivalent in Canadian dollars	**258,305**	96,146	**533,579**	219,324

The Corporation's trade payables and accrued charges include the following amounts denominated in U.S. dollars that are payable to the Related Entity for the purchase of raw material inventories:

	March 31, 2015	September 30, 2014
Balance in U.S. dollars	**$ 65,696**	$ 42,520
Equivalent in Canadian dollars	**83,322**	47,656

9. Related party transactions (continued)

The Corporation's prepaid expenses and deposits include the following amounts denominated in U.S. dollars on deposit with the Related Entity for the purchase of raw material inventories:

	March 31, 2015	September 30, 2014
Balance in U.S. dollars	**$ 270,562**	$ 159,774
Equivalent in Canadian dollars	**343,154**	173,713

10. Share capital

On November 19, 2014, the Corporation completed a non-brokered private placement, with Saudi FAS Holding Company and its wholly-owned British Columbia subsidiary, FAS Entertainment B.C. Ltd., (collectively "FAS") pursuant to which FAS purchased 10,650,000 units of the Corporation (the "Units") at a purchase price of $0.83 per Unit for gross proceeds to the Corporation of $8,839,500. Each Unit consists of one common share of the Corporation and one tenth of a share purchase warrant, with each whole warrant being exercisable until October 1, 2016 to acquire one additional common share at a price of $0.85 per common share.

Total net proceeds of $8,552,598 from the private placement is comprised of gross proceeds of $8,839,500 less share issuance costs of $286,902 net of tax, and has been allocated to share capital and the warrants reserve based on the relative fair values of the common shares and the warrants. The grant date fair value of the warrants amounts to $681,748 and was determined by using a Black-Scholes pricing model with the following input assumptions: expected life of 1.9 years; risk-free interest rate of 1.4%; expected volatility of 92.0%; and expected dividend yield of nil.

11. Segment reporting and concentration of sales

Business segments

The Corporation operates in two business segments: (i) Manufacturing of play structures for children; and (ii) Operating a Family Entertainment Centre.

The accounting policies of the two business segments are the same as those described in Note 3. Inter-segment balances, transactions and revenues and expenses are eliminated upon consolidation.

Unaudited (Expressed in Canadian dollars)

11. Segment reporting and concentration of sales (continued)

Business segments (continued)

Information related to the two business segments' operations for the three-month periods ended March 31, 2015 and 2014 is as follows:

	Three months ended March 31, 2015		
	Manufacturing	**Family Entertainment Centre**	**Total**
Sales to external customers	$ 2,816,501	$ 381,876	$ 3,198,377
Cost of sales	1,713,213	198,685	1,911,898
Gross profit	1,103,288	183,191	1,286,479
Selling and administrative expenses	1,094,054	141,939	1,235,993
Foreign exchange gain	(190,275)	-	(190,275)
Finance costs	63,436	-	63,436
Income taxes	36,115	10,732	46,847
Net income	$ 99,958	$ 30,520	$ 130,478
Total assets	$ 19,548,223	$ 1,193,647	$ 20,741,870
Total liabilities	$ 7,349,426	$ 173,051	$ 7,522,477
Depreciation expense	$ 52,659	$ 34,526	$ 87,185
Purchase of equipment	$ 68,617	$ -	$ 68,617

	Three months ended March 31, 2014		
	Manufacturing	Family Entertainment Centre	Total
Sales to external customers	$ 2,964,634	$ 405,754	$ 3,370,388
Cost of sales	1,637,609	201,324	1,838,933
Gross profit	1,327,025	204,430	1,531,455
Selling and administrative expenses	1,126,327	146,258	1,272,585
Foreign exchange loss	1,280	-	1,280
Finance costs	41,641	-	41,641
Income taxes	41,727	15,122	56,849
Net income	$ 116,050	$ 43,050	$ 159,100
Total assets	$ 4,828,987	$ 1,159,772	$ 5,988,759
Total liabilities	$ 2,303,086	$ 192,867	$ 2,495,953
Depreciation expense	$ 38,220	$ 35,193	$ 73,413
Purchase of equipment	$ 34,825	$ 9,143	$ 43,968

Unaudited (Expressed in Canadian dollars)

11. Segment reporting and concentration of sales (continued)

Business segments (continued)

Information related to the two business segments' operations for the six-month periods ended March 31, 2015 and 2014 is as follows:

	Six months ended March 31, 2015					
		Manufacturing		Family Entertainment Centre		Total
Sales to external customers	$	6,839,212	$	708,885	$	7,548,097
Cost of sales		4,043,592		410,278		4,453,870
Gross profit		2,795,620		298,607		3,094,227
Selling and administrative expenses		2,253,826		290,665		2,544,491
Foreign exchange gain		(220,404)		-		(220,404)
Finance costs		291,365		-		291,365
Income taxes		125,905		2,083		127,988
Net income	$	344,928	$	5,859	$	350,787
Total assets	$	19,548,223	$	1,193,647	$	20,741,870
Total liabilities	$	7,349,426	$	173,051	$	7,522,477
Depreciation expense	$	97,175	$	69,951	$	167,126
Purchase of equipment	$	262,662	$	8,872	$	271,534

	Six months ended March 31, 2014					
		Manufacturing		Family Entertainment Centre		Total
Sales to external customers	$	5,570,328	$	740,596	$	6,310,924
Cost of sales		3,243,308		417,295		3,660,603
Gross profit		2,327,020		323,301		2,650,321
Selling and administrative expenses		2,058,478		288,462		2,346,940
Foreign exchange gain		(71,927)		-		(71,927)
Finance costs		119,835		16		119,851
Income taxes		59,046		13,099		72,145
Net income	$	161,588	$	21,724	$	183,312
Total assets	$	4,828,987	$	1,159,772	$	5,988,759
Total liabilities	$	2,303,086	$	192,867	$	2,495,953
Depreciation expense	$	76,989	$	71,203	$	148,192
Purchase of equipment	$	50,906	$	9,772	$	60,678

Unaudited (Expressed in Canadian dollars)

11. Segment reporting and concentration of sales (continued)

Geographic and customer information

All of the Corporation's assets are located in Canada.

The Corporation attributes sales amounts to geographical areas based on where the customer is located. Information related to geographical areas is as follows:

	Three months ended March 31,		Six months ended March 31,	
	2015	2014	**2015**	2014
Sales				
Canada	**$ 675,508**	$ 446,376	**$ 1,419,327**	$ 892,529
Americas	**1,923,703**	805,767	**4,706,112**	1,845,450
Other	**599,166**	2,118,245	**1,422,658**	3,572,945
	$ 3,198,377	$ 3,370,388	**$ 7,548,097**	$ 6,310,924

The approximate sales to significant customers, all from the manufacturing business segment, are as follows:

	Three months ended March 31,		Six months ended March 31,	
	2015	2014	**2015**	2014
Customer A	**$ 1,457,749**	$ 603,021	**$ 3,133,367**	$ 1,162,057
Customer B	**-**	698,713	**-**	698,713
Customer C	**-**	650,788	**-**	650,788
Customer D	**-**	-	**-**	645,814

Management's Discussion and Analysis

This discussion and analysis of financial condition and results of operations ("MD&A") of Iplayco Corporation Ltd. ("Iplayco", "the Corporation", "we", "us", or "our") is prepared as of May 11, 2015 and should be read together in conjunction with our condensed consolidated interim financial statements and accompanying notes for the three and six months ended March 31, 2015 and our annual audited consolidated financial statements and accompanying notes for the years ended September 30, 2014 and 2013.

The results reported herein are presented in Canadian dollars, unless otherwise stated, and have been prepared in accordance with International Financial Reporting Standards ("IFRS").

We have prepared this MD&A with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators.

Certain statements in this MD&A constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws. You should carefully read the cautionary note in this MD&A regarding forward looking statements and should not place undue reliance on any such forward looking statements. See "Cautionary Note Regarding Forward-looking Statements".

Additional information about Iplayco, including our Management Proxy Circular, are filed with Canadian securities regulatory authorities on SEDAR at www.sedar.com and are also available on our website at www.iplaycoltd.com.

Overview

Iplayco is incorporated under the Alberta Business Corporations Act and its common shares trade on the TSX Venture Exchange under the trading symbol "IPC". Iplayco's business is carried out through its wholly owned subsidiaries Iplayco Inc., International Play Company Inc. and Outdoor Play Company Inc. Iplayco operates in two business segments: (i) Manufacturing of play structures for children, from its plant in Langley, British Columbia, Canada ("Manufacturing" or "MFG"); and (ii) Operating a family entertainment centre in Langley, British Columbia, Canada ("Family Entertainment Centre" or "FEC").

On November 19, 2014, the Corporation completed a non-brokered private placement, with Saudi FAS Holding Company and its wholly-owned British Columbia subsidiary, FAS Entertainment B.C. Ltd., (collectively "FAS") pursuant to which FAS purchased 10,650,000 units of the Corporation (the "Units") at a purchase price of $0.83 per Unit for gross proceeds to the Corporation of $8,839,500. Each Unit consists of one common share of the Corporation and one tenth of a share purchase warrant, with each whole warrant being exercisable until October 1, 2016 to acquire one additional common share at a price of $0.85 per common share. FAS owns 51.03% of Iplayco's issued and outstanding common shares, and 53.41% on a fully diluted basis, assuming full conversion of the warrants.

FAS is a private company incorporated pursuant to the laws of the Kingdom of Saudi Arabia. All of the outstanding securities of FAS are beneficially held by three individuals. FAS controls Arabian Centres Company Limited ("ACCL") and Retail Group of America ("RGA"), which have been Iplayco's largest customers over the past three years. FAS also controls Fawaz Abdulaziz Al Hokair & Co., a retail conglomerate listed on the Saudi stock exchange (Tadawul), with a market capitalization in excess of 20 billion Saudi Riyal (or $7 billion in Canadian dollars). Through ACCL and RGA, FAS is planning to expand its chain of Billy Beez family entertainment centres to hundreds of locations worldwide and build a globally recognizable brand. With its private placement, FAS has invested in Iplayco to secure supply of play structures for its Billy Beez expansion. In addition to supplying ACCL and RGA, Iplayco will continue to service and grow its existing customer base. For more information on FAS, please visit the company's website at: www.fawazalhokair.com.

Consolidated Results

Sales for the three months ended March 31, 2015 ("Q2-15") decreased by 5.1% to $3,198,377 from $3,370,388 for the three months ended March 31, 2014 ("Q2-14"). Gross profit percentage decreased to 40.2% of sales in Q2-15 from 45.4% in Q2-14. Operating expenses, including foreign exchange gains and losses and finance costs, decreased to $1,109,154, or 34.7% of sales, in Q2-15 from $1,315,506, or 39.0% of sales, in Q2-14. Net income decreased to $130,478, or diluted net income per share of $0.01, in Q2-15 from $159,100, or diluted net income per share of $0.02, in Q2-14.

Sales for the six months ended March 31, 2015 ("YTD – Q2-15") increased by 19.6% to $7,548,097 from $6,310,924 for the six months ended March 31, 2014 ("YTD – Q2-14"). Gross profit percentage decreased to 41.0% of sales for YTD – Q2-15 from 42.0% for YTD – Q2-14. Operating expenses, including foreign exchange gains and losses and finance costs, increased to $2,615,452 or 34.7% of sales for YTD – Q2-15 from $2,394,864 or 37.9% of sales for YTD – Q2-14. Net income increased to $350,787, or diluted net income per share of $0.02, for YTD – Q2-15 from $183,312, or diluted net income per share of $0.02, for YTD – Q2-14.

Manufacturing Operations

The time required to manufacture, deliver, and install playgrounds is largely dependent on the size and complexity of the play structures ordered by our customers. Factors such as customer location, capital expenditure budgets, and theme requirements, may cause project completion timelines to vary from several weeks to several months. Our products are sold and installed worldwide. Our customer base includes family entertainment centres, theme parks, shopping malls, daycare centres, fitness clubs, municipalities and not-for-profit organizations.

Sales generated by our Manufacturing operations decreased by 5.0% to $2,816,501 in Q2-15 from $2,964,634 in Q2-14. This decrease is due to lower sales to our customers located outside of the Americas, who accounted for sales of $599,166 (or 21.3% of total Manufacturing sales) in Q2-15 compared to $2,118,245 (or 71.5%) in Q2-14, partially offset by higher sales to our customers located in the Americas, including Canada, who accounted for sales of $2,217,335 (or 78.7% of total Manufacturing sales) in Q2-15 compared to $846,389 (or 28.5%) in Q2-14.

Sales generated by our Manufacturing operations increased by 22.8% to $6,839,212 for YTD – Q2-15 from $5,570,328 for YTD – Q2-14. This increase is due primarily to higher sales to our customers located in the Americas, including Canada, who accounted for sales of $5,416,554 (or 79.2% of total Manufacturing sales) for YTD – Q2-15 compared to $1,997,383 (or 35.9%) for YTD – Q2-14, partially offset by lower sales to our customers located outside of the Americas, who accounted for sales of $1,422,658 (or 20.8% of total Manufacturing sales) for YTD – Q2-15 compared to $3,572,945 (or 64.1%) for YTD – Q2-14.

Sales to related parties, ACCL and RGA, accounted for 51.8% of sales by our Manufacturing operations in Q2-15 (45.8% for YTD – Q2-15) as compared to 20.3% of sales by our Manufacturing operations in Q2-14 (20.9% for YTD – Q2-14). Should ACCL and RGA end their relationship with us, reduce or postpone current or expected purchase orders or suffer from business failure, our sales and profitability would decline materially. We expect continued business concentration from ACCL and RGA for the foreseeable future.

We expected sales generated by our Manufacturing operations in Q2-15 to decrease moderately as compared to sales for the three months ended December 31, 2014 ("Q1-15"). Sales generated by our Manufacturing operations decreased by 30.0% to $2,816,501 in Q2-15 from $4,022,711 in Q1-15. Based on our updated sales forecast, we are expecting sales generated by our Manufacturing operations for the three months ending June 30, 2015 ("Q3-15") to increase moderately as compared to Q2-15.

Gross profit percentage decreased to 39.2% of sales by our Manufacturing operations in Q2-15 from 44.8% in Q2-14 due primarily to sales-mix, which contributed to lower margins in Q2-15 as compared to Q2-14. We expected our gross profit percentage to decrease moderately in Q2-15 as compared to

Q1-15. Gross profit percentage decreased to 39.2% of sales by our Manufacturing operations in Q2-15 from 42.1% in Q1-15 due primarily to unfavourable sales-mix, partially offset by favourable foreign exchange rates between the U.S. dollar and the Canadian dollar in Q2-15 as compared to Q1-15. Based on our updated sales-mix forecast, we are expecting the gross profit percentage from our Manufacturing operations to decrease moderately in Q3-15 as compared to Q2-15.

Gross profit percentage decreased marginally to 40.9% of sales by our Manufacturing operations for YTD – Q2-15 from 41.8% for YTD – Q2-14.

Our Manufacturing operations generated net income of $99,958 in Q2-15 compared to net income of $116,050 in Q2-14. We expected the net operating results from our Manufacturing operations to decrease moderately in Q2-15 as compared to Q1-15. Our Manufacturing operations generated net income of $99,958 in Q2-15 compared to net income of $244,970 in Q1-15. Based on our updated forecasts, we are expecting net income from our Manufacturing operations to increase moderately in Q3-15 as compared to Q2-15.

Our Manufacturing operations generated net income of $344,928 for YTD – Q2-15 compared to net income of $161,588 for YTD – Q2-14. This increase is due primarily to higher net income in Q1-15 as compared Q1-14.

Family Entertainment Centre Operations

Sales generated by our FEC operations decreased by 5.9% to $381,876 in Q2-15 from $405,754 in Q2-14. We expected sales generated by our FEC operations to increase moderately in Q2-15 as compared to Q1-15 due primarily to seasonality. Sales generated by our FEC operations increased by 16.8% to $381,876 in Q2-15 from $327,009 in Q1-15. Based on our updated sales forecast, we are expecting sales generated by our FEC operations to decrease moderately in Q3-15 as compared to Q2-15 due primarily to seasonality.

Sales generated by our FEC operations decreased by 4.3% to $708,885 for YTD – Q2-15 from $740,596 for YTD – Q2-14 due primarily to a decrease in the number of customer visits to our FEC.

Our FEC operations generated net income of $30,520 in Q2-15 compared to net income of $43,050 in Q2-14. We expected the net operating results from our FEC operations to increase moderately in Q2-15 as compared to Q1-15 due primarily to seasonality. Our FEC operations generated net income of $30,520 in Q2-15 as compared to a net loss of $24,661 in Q1-15. Based on our updated forecasts, we are expecting the net operating results from our FEC operations to decrease moderately in Q3-15 as compared to Q2-15 due primarily to anticipated lower sales resulting from seasonality.

Our FEC operations generated net income of $5,859 for YTD – Q2-15, compared to net income of $21,724 for YTD – Q2-14. The decrease in net operating results for YTD – Q2-15 as compared to YTD – Q2-14 is due primarily to lower sales during YTD – Q2-15 as compared to YTD – Q2-14.

The net operating results from our FEC operations will continue to fluctuate from quarter to quarter based on seasonality factors, such as weather conditions and school holidays. Seasonality trends have developed in sales and net operating results, with Q2 historically generating the strongest operating results, due primarily to a higher number of customer visits during the winter months. Conversely, our Q4 operating results have historically been the weakest due to a lower number of customer visits during the summer months.

Results of Operations

The following tables set forth the operating results of our Manufacturing and our FEC business segments for the three and six months ended March 31, 2015 and 2014, expressed as a percentage of total sales:

	Three months ended March 31, 2015						Three months ended March 31, 2014					
	MFG		**FEC**		**Total**		MFG		FEC		Total	
Sales to external customers	**88.1**	**%**	**11.9**	**%**	**100.0**	**%**	88.0	%	12.0	%	100.0	%
Cost of sales	**53.6**		**6.2**		**59.8**		48.6		6.0		54.6	
Gross profit	**34.5**		**5.7**		**40.2**		39.4		6.0		45.4	
Selling and administrative expenses	**34.2**		**4.4**		**38.6**		33.4		4.3		37.7	
Foreign exchange gain	**(5.9)**		**-**		**(5.9)**		-		-		-	
Finance costs	**2.0**		**-**		**2.0**		1.2		-		1.2	
Income taxes	**1.1**		**0.3**		**1.4**		1.2		0.4		1.6	
Net income	**3.1**	**%**	**1.0**	**%**	**4.1**	**%**	3.6	%	1.3	%	4.9	%

	Six months ended March 31, 2015						Six months ended March 31, 2014					
	MFG		**FEC**		**Total**		MFG		FEC		Total	
Sales to external customers	**90.6**	**%**	**9.4**	**%**	**100.0**	**%**	88.3	%	11.7	%	100.0	%
Cost of sales	**53.6**		**5.4**		**59.0**		51.4		6.6		58.0	
Gross profit	**37.0**		**4.0**		**41.0**		36.9		5.1		42.0	
Selling and administrative expenses	**29.9**		**3.9**		**33.8**		32.6		4.6		37.2	
Foreign exchange gain	**(2.9)**		**-**		**(2.9)**		(1.1)		-		(1.1)	
Finance costs	**3.9**		**-**		**3.9**		1.9		-		1.9	
Income taxes	**1.7**		**-**		**1.7**		0.9		0.2		1.1	
Net income	**4.4**	**%**	**0.1**	**%**	**4.5**	**%**	2.6	%	0.3	%	2.9	%

Our sales by business segment, and geographical region, are as follows:

	Three months ended March 31, 2015						Three months ended March 31, 2014					
	MFG		**FEC**		**Total**		MFG		FEC		Total	
Sales												
Canada	**9.2**	**%**	**11.9**	**%**	**21.1**	**%**	1.2	%	12.0	%	13.2	%
Americas	**60.1**		**-**		**60.1**		23.9		-		23.9	
Other	**18.8**		**-**		**18.8**		62.9		-		62.9	
	88.1	**%**	**11.9**	**%**	**100.0**	**%**	88.0	%	12.0	%	100.0	%

	Six months ended March 31, 2015						Six months ended March 31, 2014					
	MFG		**FEC**		**Total**		MFG		FEC		Total	
Sales												
Canada	**9.4**	**%**	**9.4**	**%**	**18.8**	**%**	2.4	%	11.7	%	14.1	%
Americas	**62.3**		**-**		**62.3**		29.2		-		29.2	
Other	**18.9**		**-**		**18.9**		56.7		-		56.7	
	90.6	**%**	**9.4**	**%**	**100.0**	**%**	88.3	%	11.7	%	100.0	%

Results of Operations – Three Months Ended March 31, 2015 Compared to Three Months Ended March 31, 2014

Sales

Sales decreased by $172,011 (or 5.1%) to $3,198,377 in Q2-15 from $3,370,388 in Q2-14 due primarily to a decrease in sales of $148,133 by our Manufacturing operations.

We expected our sales to decrease in Q2-15 as compared to Q1-15. Sales decreased by $1,151,343 (or 26.5%) to $3,198,377 in Q2-15 from $4,349,720 in Q1-15. Based on our updated sales forecasts, we are expecting sales to increase moderately in Q3-15 as compared to Q2-15.

Gross Profit

Gross profit percentage decreased to 40.2% of sales in Q2-15 from 45.4% in Q2-14. This decrease is due primarily to our Manufacturing operations which generated a gross profit percentage of 39.2% in Q2-15 compared to 44.8% in Q2-14 due primarily to unfavourable sales-mix in Q2-15 as compared to Q2-14.

We expected our gross profit percentage to decrease moderately in Q2-15 as compared to Q1-15. Gross profit percentage decreased to 40.2% in Q2-15 compared to 41.6% in Q1-15 due primarily to unfavourable sales-mix, partially offset by favourable foreign exchange, that resulted in lower margins in Q2-15 as compared to Q2-14. Based on our updated sales-mix forecast, we are expecting our gross profit percentage to decrease moderately in Q3-15 as compared to Q2-15.

Operating Expenses

Operating expenses, including foreign exchange gains and losses and finance costs, decreased by $206,352 (or 15.7%) to $1,109,154 in Q2-15, from $1,315,506 in Q2-14. This decrease is due primarily to the foreign exchange gain of 190,275 in Q2-15 from net assets denominated in U.S. dollars.

We expected our operating expenses to decrease moderately, as a percentage of sales, in Q2-15 as compared to Q1-15. Our operating expenses increased marginally to 34.7% of sales in Q2-15 from 34.6% in Q1-15. Based on our updated forecasts, we are expecting operating expenses to decrease moderately, as a percentage of sales, in Q3-15 as compared to Q2-15.

Income Taxes

The income tax expense of $46,847 in Q2-15 is due primarily to the current income tax expense on earnings before income taxes generated by our Manufacturing operations. The income tax expense of $56,849 in Q2-14 is due primarily to the current income tax expense on earnings before income taxes generated by our Manufacturing operations. We expect our effective tax rate in Q3-15 to remain in-line with our effective tax rate of 26.4% in Q2-15.

Net Operating Results

Net income and total comprehensive income decreased to $130,478, or diluted net income per share of $0.01, in Q2-15 from $159,100, or diluted net income per share of $0.02, in Q2-14. The decrease in net operating results is due primarily to the decrease in net income by our Manufacturing operations.

We expected our net operating results to decrease moderately in Q2-15 as compared to Q1-15. We generated net income of $130,478 in Q2-15 compared to net income of $220,309 in Q1-15. Based on our updated forecasts, we are expecting net income to increase moderately in Q3-15 as compared to Q2-15.

Results of Operations – Six Months Ended March 31, 2015 Compared to Six Months Ended March 31, 2014

Sales

Sales increased by $1,237,173 (or 19.6%) to $7,548,097 for YTD – Q2-15 from $6,310,924 for YTD – Q2-14 due primarily to an increase in sales of $1,268,884 by our Manufacturing operations.

We are expecting a moderate increase in sales during the second half of our 2015 fiscal year due primarily to an anticipated increase in sales by our Manufacturing operations.

Gross Profit

Gross profit percentage decreased to 41.0% of sales for YTD – Q2-15 from 42.0% for YTD – Q2-14. This decrease is due primarily to a lower gross profit percentage by our Manufacturing operations which generated a gross profit percentage of 40.9% for YTD – Q2-15, compared to 41.8% for YTD – Q2-14.

We expect our gross profit percentage in the second half of our 2015 fiscal year to decrease moderately due primarily to anticipated increases in manufacturing costs combined with unfavorable forecast foreign exchange rates between the U.S. dollar and the Canadian dollar.

Operating Expenses

Operating expenses, including foreign exchange gains and losses and finance costs, increased by $220,588 (or 9.2%) to $2,615,452 for YTD – Q2-15 from $2,394,864 for YTD – Q2-14. This increase is due primarily to higher selling and administrative expenses by our Manufacturing operations from increased headcount and other overhead expenses in anticipation of higher forecast sales in the second half of our fiscal year ending September 30, 2015.

During the second half of our 2015 fiscal year, we expect the following as compared to YTD – Q2-15:

- Selling and administrative expenses, excluding depreciation, to remain in-line with YTD – Q2-15.
- Depreciation expense to remain in-line with YTD – Q2-15.
- Moderate decrease in net foreign exchange gain due to anticipated strengthening of the Canadian dollar against the U.S. dollar combined with anticipated lower net assets denominated in U.S. dollars.
- Decrease in finance costs due to the extinguishment of the subordinate debt in Q1-15 (see "Sources and Uses of Cash").

Income Taxes

The income tax expense of $127,988 for YTD – Q2-15 is due primarily to the current income tax expense on earnings before income taxes generated by our Manufacturing operations. The income tax expense of $72,145 for YTD – Q2-14 is due primarily to the current income tax expense on earnings before income taxes generated by our Manufacturing operations. We expect our effective tax rate for the second half of our 2015 fiscal year to remain in-line with our effective tax rate of 26.7% during YTD – Q2-15.

Net Operating Results

Net income and total comprehensive income was $350,787, or diluted net income per share of $0.02, for YTD – Q2-15, compared to net income and total comprehensive income of $183,312, or diluted net income per share of $0.02 for YTD – Q2-14. The increase in net income is due primarily to our Manufacturing operations.

Based on our updated forecasts, we expect sales and net operating results by our Manufacturing operations to increase moderately in the second half of our 2015 fiscal year as compared to the first half of the year due primarily to our sales backlog. We are also expecting sales and net operating results from our FEC operations to decrease moderately due primarily to seasonality.

Quarterly Results of Operations

The following tables set forth unaudited consolidated statements of operations data, and unaudited statements of operations data for the Manufacturing and FEC business segments, for each of the eight most recent quarters that, in management's opinion, have been prepared on a basis consistent with the consolidated financial statements for the years ended September 30, 2014 and 2013. The unaudited quarterly statements of operations data presented below reflects all adjustments, consisting primarily of normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of results for the interim periods. These operating results are not necessarily indicative of results for any future period.

	Q3-13	Q4-13	Q1-14	Q2-14	Q3-14	Q4-14	Q1-15	**Q2-15**
CONSOLIDATED	30-Jun-13	30-Sep-13	31-Dec-13	31-Mar-14	30-Jun-14	30-Sep-14	31-Dec-14	**31-Mar-15**
Sales	$ 4,781,030	$ 3,711,714	$ 2,940,536	$ 3,370,388	$ 4,449,842	$ 5,777,206	$ 4,349,720	**$ 3,198,377**
Cost of sales	2,843,411	2,463,401	1,821,670	1,838,933	2,764,902	3,753,472	2,541,972	**1,911,898**
Gross profit	1,937,619	1,248,313	1,118,866	1,531,455	1,684,940	2,023,734	1,807,748	**1,286,479**
Selling and administrative expenses	1,068,066	993,587	1,074,355	1,272,585	1,119,544	1,332,559	1,308,498	**1,235,993**
Foreign exchange loss (gain)	(71,466)	54,512	(73,207)	1,280	79,930	(47,228)	(30,129)	**(190,275)**
Finance costs	83,454	72,831	78,210	41,641	45,666	60,735	227,929	**63,436**
Income taxes	214,936	33,701	15,296	56,849	115,630	178,636	81,141	**46,847**
Net income	$ 642,629	$ 93,682	$ 24,212	$ 159,100	$ 324,170	$ 499,032	$ 220,309	**$ 130,478**
Basic and diluted net income per share	$ 0.06	$ 0.01	$ 0.00	$ 0.02	$ 0.03	$ 0.05	$ 0.01	**$ 0.01**

	Q3-13	Q4-13	Q1-14	Q2-14	Q3-14	Q4-14	Q1-15	**Q2-15**
MANUFACTURING	30-Jun-13	30-Sep-13	31-Dec-13	31-Mar-14	30-Jun-14	30-Sep-14	31-Dec-14	**31-Mar-15**
Sales	$ 4,449,413	$ 3,444,070	$ 2,605,694	$ 2,964,634	$ 4,188,700	$ 5,555,143	$ 4,022,711	**$ 2,816,501**
Cost of sales	2,635,152	2,283,822	1,605,699	1,637,609	2,605,953	3,612,897	2,330,379	**1,713,213**
Gross profit	1,814,261	1,160,248	999,995	1,327,025	1,582,747	1,942,246	1,692,332	**1,103,288**
Selling and administrative expenses	935,861	845,513	932,151	1,126,327	975,906	1,181,034	1,159,772	**1,094,054**
Foreign exchange loss (gain)	(71,466)	54,512	(73,207)	1,280	79,930	(47,228)	(30,129)	**(190,275)**
Finance costs	83,141	72,679	78,194	41,641	45,666	60,735	227,929	**63,436**
Income taxes	265,669	48,741	17,319	41,727	126,405	196,844	89,790	**36,115**
Net income	$ 601,056	$ 138,803	$ 45,538	$ 116,050	$ 354,840	$ 550,861	$ 244,970	**$ 99,958**

	Q3-13	Q4-13	Q1-14	Q2-14	Q3-14	Q4-14	Q1-15	**Q2-15**
FEC	30-Jun-13	30-Sep-13	31-Dec-13	31-Mar-14	30-Jun-14	30-Sep-14	31-Dec-14	**31-Mar-15**
Sales	$ 331,617	$ 267,644	$ 334,842	$ 405,754	$ 261,142	$ 222,063	$ 327,009	**$ 381,876**
Cost of sales	208,259	179,579	215,971	201,324	158,949	140,575	211,593	**198,685**
Gross profit	123,358	88,065	118,871	204,430	102,193	81,488	115,416	**183,191**
Selling and administrative expenses	132,205	148,074	142,204	146,258	143,638	151,525	148,726	**141,939**
Finance costs	313	152	16	-	-	-	-	**-**
Income taxes	(50,733)	(15,040)	(2,023)	15,122	(10,775)	(18,208)	(8,649)	**10,732**
Net income (loss)	$ 41,573	$ (45,121)	$ (21,326)	$ 43,050	$ (30,670)	$ (51,829)	$ (24,661)	**$ 30,520**

Our quarterly results fluctuate due primarily to the combined effect of significant variability in our sales, and operating expenses that are generally fixed. The impact of significant items incurred during these interim periods is discussed in more detail in our condensed consolidated interim financial statements and MD&A.

The following are significant items affecting our consolidated quarterly results of operations:

- The decrease in net operating results from Q3-13 to Q4-13 is due primarily to lower sales and gross profit in Q4-13 compared to Q3-13.
- The decrease in net operating results from Q4-13 to Q1-14 is due primarily to lower sales in Q1-14 compared to Q4-13.
- The increase in net operating results from Q1-14 to Q2-14 is due primarily to higher gross profit in Q2-14 compared to Q1-14.
- The increase in net operating results from Q2-14 to Q3-14 is due primarily to higher sales and gross profit in Q3-14 compared to Q2-14.
- The increase in net operating results from Q3-14 to Q4-14 is due primarily to higher sales in Q4-14 compared to Q3-14.
- The decrease in net operating results from Q4-14 to Q1-15 is due primarily to lower sales in Q1-15 compared to Q4-14.
- The decrease in net operating results from Q1-15 to Q2-15 is due primarily to lower sales in Q2-15 compared to Q1-15.

Liquidity and Capital Resources

Operating Activities

Cash used in operating activities amounted to $1,630,038 in Q2-15 as compared to cash provided by operating activities of $1,428,742 in Q2-14. This change is due primarily to cash received from finance receivables in Q2-14.

Cash used in operating activities amounted to $3,802,669 for YTD – Q2-15, compared to cash provided by operating activities of $3,267,111 for YTD – Q2-14. This change is due primarily to the collection of finance receivables during YTD - Q2-14.

Except for the collection of finance receivables, we expect our operating activities to continue to use cash as our working capital requirements increase to support growth in our sales.

Investing Activities

Cash used in investing activities increased to $79,435 in Q2-15 from $43,651 in Q2-14 due to higher purchases of equipment in Q2-15 as compared to Q2-14.

Cash used in investing activities increased to $258,072 for YTD – Q2-15 from $60,361 for YTD – Q2-14 due to higher purchases of equipment during YTD – Q2-15 as compared to YTD – Q2-14.

We have not entered into any proposed material asset or business acquisition or disposition agreements, and we do not anticipate to significantly increase our investment in capital expenditures in 2015.

Financing Activities

Cash provided by financing activities amounted to $58,490 in Q2-15 as compared to cash used in financing activities of $1,232,164 in Q2-14. This change is due primarily to the proceeds from securitization debt in Q2-15.

Cash provided by financing activities amounted to $9,237,434 for YTD – Q2-15 as compared to cash used by financing activities of $3,631,400 for YTD – Q2-14. This change is due primarily to the proceeds from share issuance during YTD – Q2-15.

Our off-balance sheet financing is comprised of long-term operating lease arrangements concluded in the normal course of business for premises. The Corporation has no off-balance sheet special purpose entities.

Cash Requirements

Our near-term cash requirements are primarily related to funding our operations, repaying our operating loans, and funding our capital expenditures. We expect our working capital requirements to continue to increase due to the anticipated increase in sales orders from related parties ACCL and RGA for the expansion of the Billy Beez® family entertainment centres.

Our sources of cash include cash on hand, trade receivables, customer deposits, cash from operations, and funding from our credit facilities (see "Credit Facilities"). We expect our sources of cash to be sufficient to fund our forecast cash outflows for at least the next twelve months.

Sources and Uses of Cash

The sources of funds for our future capital expenditures and commitments include cash on hand, trade receivables, cash from operations, and borrowings (see "Credit Facilities") as follows:

- Cash and cash equivalents of $7,339,532 at March 31, 2015 (September 30, 2014 – $2,090,251).
- Trade and other receivables of $3,217,667 at March 31, 2015 (September 30, 2014 – $2,674,568).

Our objective when managing capital is to maintain sufficient liquidity for normal operating and capital expenditures, while maintaining an adequate return for shareholders.

The Corporation's capital is comprised of operating loans, securitization debt, and shareholders' equity.

The Corporation has an available Overdraft Facility of $600,000, an Operating Loan Facility of U.S. $1,500,000 ($1,900,000 in Canadian dollars), and a Securitization Facility of U.S. $4,320,000 ($5,479,000 in Canadian dollars), which are all subject to annual renewals (see "Credit Facilities").

We choose securitization as part of our capital strategy to limit our credit risk when offering extended credit terms to certain customers with larger orders. Although the servicing of finance receivables remains our responsibility, securitization debt is non-recourse to the Corporation and the 10% holdback represents our maximum exposure to impaired finance receivables.

On November 24, 2014, the Corporation extinguished its subordinate debt for $734,036, including interest and fees.

Our debt is subject to a number of covenants and restrictions including the requirement to meet certain financial ratios and financial condition tests. At March 31, 2015, all financial ratios and tests have been met.

The Corporation manages its capital structure to maintain the flexibility to adjust to changes in economic conditions and to respond to interest rate, foreign exchange, credit, and other market risks.

In management's opinion, the Corporation's capital and ongoing cash flows from operations are sufficient to fund its anticipated contractual obligations, future operations, and capital expenditures.

Credit Facilities

The Corporation has the following credit facilities (the "Credit Facilities") with a large Canadian financial institution (the "Bank"):

(a) *Overdraft Facility*

The Overdraft Facility is a demand revolving loan of up to $600,000 bearing interest at the bank's prime rate plus 1.50% per annum and margined by trade receivables and certain equipment of the Corporation.

(b) *Export Loan Facility*

The Export Loan Facility is comprised of a manufacturer's advance facility in the form of a demand revolving line of U.S. $1,500,000 ($1,900,000 in Canadian dollars) ("Operating Loan Facility") and a trade invoice non-recourse financing facility in the form of a demand revolving line of U.S. $4,320,000 ($5,479,000 in Canadian dollars) ("Securitization Facility").

Operating Loan Facility

Under the Operating Loan Facility, the Corporation may finance up to 60% of customer purchase orders approved by the Bank. The Operating Loan Facility bears interest at the U.S. dollar London Interbank Offered Rate ("USD LIBOR") plus 4.00% per annum and is payable on demand or within 90 days of funding.

Securitization Facility

Under the Securitization Facility, the Corporation may sell to the Bank select insured trade receivables net of a discount fee of USD LIBOR plus 3.50%.

(c) *Foreign Exchange Loan Facility*

The Foreign Exchange Loan Facility is a demand revolving line of $1,200,000 for the purchase of foreign exchange forward contracts and options up to an aggregate of $6,666,666, with a maximum maturity of 12 months.

The Credit Facilities are governed and secured by a general security agreement creating a first priority security interest in all property of the Corporation. The conditions of credit include compliance with various covenants.

Market Risk Disclosure

Currency risk

We are exposed to currency fluctuations and exchange rate risk on all operations conducted in currencies other than the Canadian dollar. We cannot accurately predict the future effects of foreign currency fluctuations on our financial condition or results of operations.

We are exposed to foreign currency fluctuations because a significant portion of our sales are denominated in U.S. dollars and a significant portion of our expenses are incurred in Canadian dollars. We monitor our exposure to fluctuations between the U.S. dollar and the Canadian dollar and manage this risk by entering into foreign exchange forward contracts. We do not enter into foreign exchange forward contracts for speculative purposes.

As described above in "Credit Facilities", we have a demand revolving line of $1,200,000 to purchase foreign exchange forward contracts and options up to an aggregate of $6,666,666, with a maximum maturity of 12 months. We use this facility to manage our currency risk resulting from fluctuations in foreign exchange rates between primarily the U.S. dollar and the Canadian dollar.

At March 31, 2015 and September 30, 2014, there were no foreign exchange forward contracts outstanding.

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 carrying amounts of cash and cash equivalents, trade and finance receivables recorded in the consolidated statements of financial position represent the Corporation's maximum exposure to credit risk.

The credit risk associated with the Corporation's cash and cash equivalents is limited because these financial assets are held through large Canadian financial institutions with high investment grade ratings.

We perform ongoing credit evaluations of our customers, and we carry third party insurance that limits our exposure to approximately 10% of the bad debt amount from impaired finance receivables and insured trade receivables.

Trade receivables with related parties ACCL and RGA represent approximately 67% of the balance of trade receivables at March 31, 2015 (September 30, 2014 – three customers representing approximately 74%). It is the opinion of management that these accounts do not represent a significant credit risk.

Interest rate risk

Interest rate risk refers to the risk that the fair value of a financial instrument or the future cash flows associated with the instrument will fluctuate due to changes in market interest rates. The Corporation's interest rate risk arises primarily from its operating loans and securitization debt, which are subject to variable interest rates.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due.

We manage our liquidity risk by maintaining cash and available funds from our existing credit facilities, as outlined above in "Liquidity and Capital Resources".

Legal Proceedings

We are engaged in certain legal actions in the ordinary course of business and believe that the ultimate outcome of these actions will not have a material adverse effect on our operating results, liquidity or financial position.

Related Party Transactions

During the three months ended March 31, 2015 and 2014, the Corporation recorded sales of U.S. $1,164,647 ($1,457,749 in Canadian dollars) and U.S. $545,357 ($603,021 in Canadian dollars), respectively, to related parties ACCL and RGA. During the six months ended March 31, 2015 and 2014, the Corporation recorded sales of U.S. $2,640,196 ($3,133,367 in Canadian dollars) and U.S. $1,078,051 ($1,162,057 in Canadian dollars), respectively, to related parties ACCL and RGA. At March 31, 2015 and September 30, 2014, the Corporation's trade receivables include U.S. $1,703,351 ($2,160,361 in Canadian dollars) and U.S. $1,111,832 ($1,246,141 in Canadian dollars), respectively, due from related parties ACCL and RGA.

During the three months ended March 31, 2015 and 2014, the Corporation purchased raw material inventories of U.S. $207,960 ($258,305 in Canadian dollars) and U.S. $86,794 ($96,146 in Canadian dollars), respectively, from an entity controlled by a party related to the President of the Corporation (the "Related Entity"). During the six months ended March 31, 2015 and 2014, the Corporation purchased raw material inventories of U.S. $450,909 ($533,579 in Canadian dollars) and U.S. $204,540 ($219,324 in Canadian dollars), respectively, from the Related Entity. At March 31, 2015 and September 30, 2014, the Corporation's trade payables and accrued charges include U.S. $65,696 ($83,322 in Canadian dollars) and U.S. $42,520 ($47,656 in Canadian dollars), respectively, payable to the Related Entity for the purchase of raw material inventories. At March 31, 2015 and September 30, 2014, the Corporation's prepaid expenses and deposits include U.S. $270,562 ($343,154 in Canadian dollars) and U.S. $159,774 ($173,713 in Canadian dollars), respectively, on deposit with the Related Entity for the purchase of raw material inventories.

Outstanding Share Capital

At March 31, 2015 and May 11, 2015, the Corporation had 20,870,187 common shares and 1,065,000 warrants issued and outstanding, and no share options outstanding.

Cautionary Note Regarding Forward-looking Statements

Certain statements in this report that are not based on historical facts constitute forward-looking statements or forward-looking information within the meaning of Canadian securities laws ("forward-looking statements"). These forward-looking statements are not promises or guarantees of future performance but are only predictions that relate to future events, conditions or circumstances or our future results, performance, achievements or developments and are subject to substantial known and unknown risks, assumptions, uncertainties and other factors that could cause our actual results, performance, achievements or developments in our business or in our industry to differ materially from those expressed, anticipated or implied by such forward-looking statements. Forward-looking statements include disclosure regarding possible events, conditions circumstances or results of operations that are based on assumptions about future economic conditions, courses of action and other future events. We caution you not to place undue reliance upon any such forward-looking statements, which speak only as of the date they are made. These forward-looking statements appear in a number of different places in this report and can be identified by words such as "may", "estimates", "projects", "expects", "intends", "believes", "plans", "anticipates", "continue", "growing", "expanding" or their negatives or other comparable words. Forward-looking statements include statements regarding the outlook for our future operations, plans and timing for the introduction or enhancement of our services and products, statements concerning strategies or developments, statements about future market conditions, supply conditions, end customer demand conditions, sales, gross profit, operating expenses, profits, forecasts of future costs and expenditures, the outcome of legal proceedings, and other expectations, intentions and plans that are not historical fact. The risk factors and uncertainties that may affect our actual results, performance, achievements or developments are many and include, amongst others, our ability to develop, manufacture, supply and market new products that we do not produce today and that meet the needs of customers, the continuous commitment of our customers and increased competition. Many of the risk factors that affect our business are beyond our control. Consequently, all forward-looking statements in this report are qualified by this cautionary statement and we cannot assure you that the actual results, performance, achievements or developments that we anticipate will be realized. Forward-looking statements are based on management's current plans, estimates, projections, beliefs and opinions and we do not undertake any obligation to update forward-looking statements should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by law.

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