FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **RESAAS Services Inc.** (the "**Issuer**").

Trading Symbol: **RSS**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

All related party transactions have been disclosed in the Issuer's financial statements for the interim period ended March 31, 2016.

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

All securities issued and options have been disclosed in the notes to the financial statements for the interim period ended March 31, 2016.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

A summary of securities has been provided in the financial statements for the interim period ended March 31, 2016.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

(b) number and recorded value for shares issued and outstanding,

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name of Director	Position(s) Held
Cory Brandolini	Chief Executive Officer, Chairman, and Director
Cameron Shippit	Chief Financial Officer, Secretary and Director
Thomas Rossiter	President and Director
Gerald Padraig Cullen	Vice-President of Sales
Marwan Haddad	Chief Technology Officer, Vice-President of Engineering
Michael St. Hilaire	Chief Revenue Officer
Danielle Sissons	Vice-President of Communications
Ceilidh MacLeod	Vice-President of Growth
J. Christopher Morgando	Director
Adrian Barrett	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

See Management's Discussion & Analysis for the interim period ended March 31, 2016 attached as Schedule C.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated May 30, 2016

Cameron Shippit
Name of Director or Senior Officer

/s/ "Cameron Shippit"

Signature

CFO and Director
Official Capacity

Issuer Details Name of Issuer **RESAAS Services Inc.**	For Quarter Ended **March 31, 2016**	Date of Report YY/MM/DD **2016/05/30**
Issuer Address **#303 – 55 Water Street**		
City/Province/Postal Code **Vancouver, BC V6B 1A1**	Issuer Fax No. **None**	Issuer Telephone No. **778.996.9544**
Contact Name **Cameron Shippit**	Contact Position **CEO and Director**	Contact Telephone No. **778.996.9544**
Contact Email Address **Cam.shippit@resaas.com**	Web Site Address **http://www.resaas.com/**	

Schedule "A"

Financial Statements

[inserted as following pages]

RESAAS SERVICES INC.

Interim Consolidated Financial Statements

March 31, 2016

(Expressed in Canadian dollars)

(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company’s independent auditor has not performed a review of these financial statements.

RESAAS SERVICES INC.
Interim Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	March 31, 2016 $	December 31, 2015 $
	(Unaudited)	
Assets		
Current assets		
Cash and cash equivalents	5,731,945	6,820,022
Amounts receivable	60,912	58,787
Prepaid expenses	23,433	20,386
Total current assets	5,816,290	6,899,195
Non-current assets		
Property and equipment (Note 4)	17,600	20,300
Website development costs (Note 5)	925,310	939,759
Intangible assets (Note 6)	41,204	39,246
Total non-current assets	984,114	999,305
Total assets	6,800,404	7,898,500
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	243,771	407,684
Deferred revenue	37,696	25,904
Obligations under finance lease (Note 7)	2,529	2,411
Total current liabilities	283,996	435,999
Obligations under finance lease (Note 7)	1,820	2,499
Total liabilities	285,816	438,498
Shareholders' equity		
Common shares	23,252,234	23,252,234
Share-based payment reserve	7,669,103	7,661,465
Deficit	(24,406,749)	(23,453,697)
Total shareholders' equity	6,514,588	7,460,002
Total liabilities and shareholders' equity	6,800,404	7,898,500

Going concern (Note 2(c))
Commitments and contingencies (Note 12)
Subsequent event (Note 14)

Approved and authorized for issuance by the Board of Directors on May 30, 2016:

/s/ "Cory Brandolini"
Cory Brandolini, Director

/s/ "Cam Shippit"
Cam Shippit, Director

(The accompanying notes are an integral part of these interim consolidated financial statements)

RESAAS SERVICES INC.
Interim Consolidated Statements of Comprehensive Loss
(Expressed in Canadian dollars except share amounts)
(Unaudited)

	Three Months Ended March 31, 2016 $	Three Months Ended March 31, 2015 $
Revenue	98,381	41,049
Expenses		
Amortization	242,558	164,890
Consulting fees	45,931	38,548
Filing fees	23,599	10,657
Foreign exchange loss	14,905	5,564
General and administrative (Note 8)	381,560	392,567
Management fees (Note 8)	71,469	247,566
Promotion and advertising	123,322	142,487
Professional fees	107,158	338,654
Stock-based compensation (Notes 8 and 11)	5,224	94,919
Travel	43,556	41,282
Total operating expenses	1,059,282	1,477,134
Loss before other income	(960,901)	(1,436,085)
Other income		
Interest income	7,849	4,639
Net loss and comprehensive loss for the period	(953,052)	(1,431,446)
Basic and diluted loss per common share	(0.03)	(0.04)
Weighted average number of common shares outstanding	36,923,480	32,039,866

(The accompanying notes are an integral part of these interim consolidated financial statements)

RESAAS SERVICES INC.
Interim Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars except share amounts)
(Unaudited)

	Common Shares Number	Common Shares Amount $	Share-based Payment Reserve $	Deficit $	Total Shareholders' Equity $
Balance, December 31, 2014	31,436,268	16,204,493	7,862,638	(18,442,456)	5,624,675
Issuance of common shares pursuant to the exercise of stock options at $1.00 per share	255,000	347,514	(92,514)	–	255,000
Issuance of common shares pursuant to the exercise of stock options at $1.10 per share	9,000	15,659	(5,759)	–	9,900
Issuance of common shares pursuant to the exercise of stock options at $1.25 per share	33,750	64,693	(22,506)	–	42,187
Issuance of common shares pursuant to the exercise of warrants at $1.10 per share	92,635	151,671	(49,772)	–	101,899
Issuance of common shares pursuant to the exercise of warrants at $1.50 per share	589,827	884,740	–	–	884,740
Fair value of stock options granted	–	–	123,807	–	123,807
Net loss	–	–	–	(1,431,446)	(1,431,446)
Balance, March 31, 2015	**32,416,480**	**17,668,770**	**7,815,894**	**(19,873,902)**	**5,610,762**
Balance, December 31, 2015	36,923,480	23,252,234	7,661,465	(23,453,697)	7,460,002
Fair value of stock options granted	–	–	7,638	–	7,638
Net loss	–	–	–	(953,052)	(953,052)
Balance, March 31, 2016	**36,923,480**	**23,252,234**	**7,669,103**	**(24,406,749)**	**6,514,588**

(The accompanying notes are an integral part of these interim consolidated financial statements)

RESAAS SERVICES INC.
Interim Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)
(Unaudited)

	Three Months Ended March 31, 2016 $	Three Months Ended March 31, 2015 $
Operating activities		
Net loss	(953,052)	(1,431,446)
Items not affecting cash:		
Amortization	242,558	164,890
Stock-based compensation	5,224	94,919
Changes in non-cash operating working capital:		
Amounts receivable	(2,125)	14,378
Prepaid expenses	(3,047)	(6,995)
Deferred revenue	11,792	–
Accounts payable and accrued liabilities	(163,913)	116,261
Net cash used in operating activities	(862,563)	(1,047,993)
Investing activities		
Acquisition of intangible assets	(2,325)	(2,880)
Purchase of property and equipment	–	(5,791)
Website development costs	(222,628)	(154,128)
Net cash used in investing activities	(224,953)	(162,799)
Financing activities		
Repayment of finance lease obligations	(561)	(461)
Proceeds from the exercise of options and warrants	–	1,293,726
Due from related parties	–	176,900
Net cash (used in) provided by financing activities	(561)	1,470,165
Increase (decrease) in cash and cash equivalents	(1,088,077)	259,373
Cash and cash equivalents, beginning of period	6,820,022	4,517,137
Cash and cash equivalents, end of period	5,731,945	4,776,510
Cash and cash equivalents is comprised of:		
Amounts held in legal trust account	17,856	80,525
Cash in bank	5,663,036	4,645,349
Cashable guaranteed investment certificates	51,053	50,636
Total cash and cash equivalents	5,731,945	4,776,510
Non-cash investing and financing activities:		
Stock compensation capitalized as website development costs	2,414	28,888

(The accompanying notes are an integral part of these interim consolidated financial statements)

1. Corporate Information

RESAAS Services Inc. (the "Company") was incorporated on June 4, 2009 under the Business Corporations Act (British Columbia). The Company is engaged in the development of web and mobile communications software for the real estate industry. The Company's head office is located at Suite 303 – 55 Water Street, Vancouver, British Columbia, Canada, V6B 1A1.

2. Basis of Presentation

(a) Statement of Compliance and Principles of Consolidation

These interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. The interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2015, which have been prepared in accordance with IFRS as issued by the IASB. The Company uses the same accounting policies and methods of computation as in the annual consolidated financial statements.

These interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, RESAAS USA Inc., a company incorporated in the state of California in 2012, and The Real Estate Social Network Ltd., a company incorporated in the state of Delaware in 2013. All significant intercompany transactions have been eliminated on consolidation.

(b) Basis of Measurement

These interim consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency.

The preparation of these interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. These estimates are, by their nature, uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities.

Significant areas of estimation include:

i) The useful life and recoverability of long-lived assets:

ii) The inputs used in the valuation of share-based payments:

iii) Recognition of deferred income tax assets:

Significant areas of judgment include:

i) Qualification of costs to capitalize as website development costs:

ii) Application of the going concern assumption:

(Expressed in Canadian dollars except shares and options)

2. Basis of Presentation (continued)

(c) Going Concern

These interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As of March 31, 2016, the Company had not yet generated significant revenue or positive cash flow from operations and had an accumulated deficit of $24,406,749. These factors, among others, create substantial doubt as to the ability of the Company to continue as a going concern. Management believes that the proceeds from additional equity financing activities that it is currently pursuing, combined with revenue that the Company expects to generate in subsequent periods, will provide the Company with sufficient working capital to satisfy its liabilities and commitments as they become due for the foreseeable future. There can be no assurances that sufficient equity can be raised on acceptable terms on a timely basis.

These interim consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these consolidated financial statements.

3. Recent Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for annual periods beginning after January 1, 2017 or later periods.

The following new IFRSs that have not been early adopted in these interim consolidated financial statements will not have a material effect on the Company's future results and financial position:

i) IFRS 9, *Financial Instruments* (New; to replace IAS 39 and IFRIC 9)

ii) IFRS 15, *"Revenue from Contracts with Customers"*

iii) IFRS 16, "*Leases*"

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

4. Property and Equipment

	Furniture $	Computer Equipment Under Finance Lease $	Computer Equipment $	Total $
Cost:				
Balance, December 31, 2015	1,368	7,144	54,732	63,244
Additions	–	–	–	–
Balance, March 31, 2016	1,368	7,144	54,732	63,244
Accumulated amortization:				
Balance, December 31, 2015	251	3,929	38,764	42,944
Additions	68	441	2,191	2,700
Balance, March 31, 2016	319	4,370	40,955	45,644
Carrying amounts:				
Balance, December 31, 2015	1,117	3,215	15,968	20,300
Balance, March 31, 2016	1,049	2,774	13,777	17,600

(Expressed in Canadian dollars except shares and options)

5. Website Development Costs

	$
Cost:	
Balance, December 31, 2015	3,996,906
Additions	225,042
Balance, March 31, 2016	4,221,948
Accumulated amortization:	
Balance, December 31, 2015	3,057,147
Additions	239,491
Balance, March 31, 2016	3,296,638
Carrying amounts:	
Balance, December 31, 2015	939,759
Balance, March 31, 2016	925,310

6. Intangible Assets

	Trademarks $
Cost:	
Balance, December 31, 2015	41,802
Additions	2,325
Balance, March 31, 2016	44,127
Accumulated amortization:	
Balance, December 31, 2015	2,556
Additions	367
Balance, March 31, 2016	2,923
Carrying amounts:	
Balance, December 31, 2015	39,246
Balance, March 31, 2016	41,204

(Expressed in Canadian dollars except shares and options)

7. Obligations Under Finance Lease

On November 28, 2014 and December 11, 2014, the Company entered into two agreements to lease computer equipment for three years each. The computer equipment leases are classified as finance leases. The interest rates underlying the obligations in the finance leases are 18% and 25% per annum. The following is a schedule by years of future minimum lease payments under finance leases together with the present value of the net minimum lease payments as of March 31, 2016:

Fiscal year ending December 31:	$
2016	2,375
2017	2,743
Net minimum lease payments	5,118
Less: amount representing interest payments	(769)
Present value of net minimum lease payments	4,349
Less: current portion	(2,529)
Long-term portion	1,820

8. Related Party Transactions

During the three months ended March 31, 2016, the Company was engaged in the following related party transactions:

a) Key management personnel compensation:

The following table summarizes the compensation of the Company's key management:

	Three Months Ended March 31,	
	2016	2015
	$	$
Management fees	71,469	247,566
Employee salary and benefits (included in general and administrative)	15,346	24,716
Share based payments to officers and directors	–	–

9. Share Capital

Preferred Shares

The Company is authorized to issue an unlimited number of non-voting, non-transferable Class A preferred shares with a par value of $0.01 per share. The Class A preferred shares cannot be issued at a price less than $2.00 per share. Holders of Class A preferred shares are not entitled to receive any dividends. Each issued and outstanding Class A preferred share shall be converted into one fully paid common share immediately prior to the consummation of any “Change of Control Event”.

The Company is authorized to issue an unlimited amount of Class B preferred shares without par value. The Class B preferred shares allow the Board to fix the number of shares in the series and to fix the preferences, special rights and restrictions, privileges, conditions and limitations attached to the shares of that series, before the issuance of shares of any particular series. The Board has the authority to fix, amongst other things, the number of shares constituting any such series, the voting powers, designation, preferences and relative participation, optional or other special rights and qualifications, limitations or restrictions thereof, including the dividend rights and dividend rate, terms of redemption (including sinking fund provisions), redemption price or prices, conversion rights and liquidation preferences of the shares constituting any series, without any further vote or action by the shareholders of the Company.

As at March 31, 2016, there are no Class A or Class B preferred shares issued and outstanding.

Common Shares

The Company is authorized to issue an unlimited number of common shares without par value.

There were no share transactions during the three months ended March 31, 2016.

Share transactions during the three months ended March 31, 2015:

(a) In January 2015, the Company issued 555,940 common shares for proceeds of $754,275 upon the exercise of stock options and warrants at prices ranging from $1.00 per share to $1.50 per share. The fair value of the stock options of $78,424 was transferred from share-based payment reserve to common shares upon exercise.

(b) In February 2015, the Company issued 422,272 common shares for proceeds of $537,251 upon the exercise of stock options and warrants at prices ranging from $1.00 per share to $1.50 per share. The fair value of the stock options and warrants of $90,847 was transferred from share-based payment reserve to common shares upon exercise.

(c) In March 2015, the Company issued 2,000 common shares for proceeds of $2,200 upon the exercise of stock options at prices ranging from $1.10 per share. The fair value of the stock options of $1,280 was transferred from share-based payment reserve to common shares upon exercise.

Escrowed Shares

On October 20, 2010, the Company entered into an Escrow Agreement with certain shareholders in which 9,750,001 common shares would be subject to escrow restrictions for a period of 66 months. Under the terms of the Escrow Agreement, 10% of the shares were released from escrow one year after the completion of the Company’s IPO, and a further 10% every 6 months thereafter. During the three months ended March 31, 2016, 975,000 shares were released from escrow. As at March 31, 2016, 975,001 shares are held in escrow.

(Expressed in Canadian dollars except shares and options)

10. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number of Warrants	Weighted Average Exercise Price
		$
Balance, December 31, 2014	2,286,385	2.51
Issued	3,859,062	2.92
Exercised	(772,462)	1.63
Expired	(33,020)	1.50
Balance, December 31, 2015	5,339,965	2.94
Expired	(1,480,903)	3.00
Balance, March 31, 2016	3,859,062	2.92

The following table summarizes information about warrants outstanding and exercisable at March 31, 2016:

Warrants Outstanding	Exercise Price $	Expiry Date
3,606,600	3.00	December 10, 2017
252,462	1.80	December 10, 2017
3,859,062		

11. Stock Options

The Company's stock option plan provides for the issuance of stock options to its directors, officers and consultants. The stock options are granted in accordance with the policies of the regulatory authorities at an exercise price equal to or higher than the market price of the Company's stock, with a maximum term of five years on the date of grant, and are not to exceed 20% of the issued and outstanding common shares of the Company. Vesting terms are determined by the policies of the Canadian Securities Exchange or by the board of directors.

The following table summarizes information about the stock options.

	Three Months Ended March 31, 2016		Year Ended December 31, 2015	
	Number of Options	Weighted Average Exercise Price $	Number of Options	Weighted Average Exercise Price $
Outstanding – beginning of period	1,545,000	2.57	4,492,700	1.95
Granted	–	–	–	–
Expired	(185,000)	4.21	(1,839,550)	1.92
Exercised	–	–	(1,108,150)	1.12
Outstanding – end of period	1,360,000	2.35	1,545,000	2.57
Exercisable – end of period	1,360,000	2.35	1,520,000	2.58

(Expressed in Canadian dollars except shares and options)

11. Stock Options (continued)

The following table summarizes information about stock options outstanding and exercisable as at March 31, 2016.

Exercise Price $	Expiry Date	Number of Options Outstanding	Number of Options Exercisable	Weighted Average Remaining Contracted Life (Years)
2.35	December 23, 2019	1,360,000	1,360,000	3.73
		1,360,000	1,360,000	3.73

The fair value of stock options granted was determined using the Black-Scholes option pricing model. During the three months ended March 31, 2016, the Company did not grant any stock options. During the three months ended March 31, 2016, the Company capitalized $2,414 as website development costs and expensed $5,224 for the vesting of previously granted stock options. During the three months ended March 31, 2015, the Company did not grant any stock options. During the three months ended March 31, 2015, the Company capitalized $28,888 as website development costs and expensed $94,919 for the vesting of previously granted stock options. The weighted average exercise price for stock options exercised was $nil (2015 - $1.03). The Company did not grant stock options during the period ended March 31, 2016 or 2015.

12. Commitments and Contingencies

The Company had no significant commitments or contractual obligations with any parties respecting executive compensation, consulting arrangements, or other matters other than disclosed below. Management services provided are on a month-to-month basis.

a) The Company has entered into leases for the provision of facility space until July 31, 2016. The Company's future minimum lease payments for the premise leases are as follows:

Fiscal year ending December 31, 2016	$	30,245
Total:	$	30,245

b) The Company has entered into two leases for Company vehicles until October 28, 2018 and September 21, 2019. The Company's future minimum lease payments for the vehicle leases are as follows:

Fiscal year ending December 31, 2016	$	15,161
Fiscal year ending December 31, 2017		20,214
Fiscal year ending December 31, 2018		17,393
Fiscal year ending December 31, 2019		5,954
Total:	$	58,722

13. Financial Instruments and Risk Management

The Company is exposed in varying degrees to a variety of financial instrument and related risks. Those risks and management's approach to mitigating those risks are as follows:

(a) Fair Values

The fair values of financial instruments, which include cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk is in its cash and receivables. Cash is held with major banks in Canada, which are high credit quality financial institutions as determined by rating agencies. The carrying amount of financial assets represents the maximum credit exposure.

Amounts Receivable

Amounts receivable consists of GST refunds which are due from the Government of Canada and at March 31, 2016, $15,158 of trade receivables is owed from a single customer.

The following table represents the customers that represented 10% or more of total revenue for the three months ended March 31, 2016:

	2016
Customer A	37%
Customer B	29%
Customer C	14%

Revenue for the three months ended March 31, 2015 was immaterial.

(c) Currency Risk

The Company's functional currency is the Canadian dollar. Currency risk is the risk that the fair value of the Company's financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company's head office and operating expenses are mainly denominated in Canadian dollars. A large portion of the Company's revenue is denominated in US dollars. If the US dollar depreciates compared to the Canadian dollar revenue would decrease in Canadian dollars. There is low foreign exchange risk to the Company as the Company still has a minimal amount of revenue.

(d) Interest Rate Risk

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates and its short-term term deposits at prescribed market rates. The fair value of the Company's cash is not significantly affected by changes in short-term interest rates. The income earned from the bank accounts and short-term term deposits is subject to movements in interest rates.

(Expressed in Canadian dollars except shares and options)

13. Financial Instruments and Risk Management (continued)

(e) Liquidity and Funding Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements. Management maintains sufficient cash to satisfy short-term liabilities in highly liquid investments.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions.

As at March 31, 2016	Carrying amount $	Contractual cash flows $	1 year or less $	1 -5 Years $
Trade and other payables	243,771	243,771	243,771	-
Obligations under finance lease	4,350	5,119	3,167	1,952
	248,121	248,890	246,938	1,952

14. Subsequent Event

On May 2, 2016, the Company granted 2,863,950 stock options exercisable at $2.00 for five years after the date of grant and 922,000 stock options exercisable at $2.50 for five years after the date of grant.

Schedule “B”

Supplementary Information

[inserted in Schedule “A”]

Schedule “C”

Management’s Discussion & Analysis

[inserted as following pages]

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis ("MD&A") of RESAAS Services Inc. (the "Company", "we", "our", "us" or "RESAAS") is dated May 30, 2016. You should read this MD&A in conjunction with our unaudited consolidated financial statements and the related notes thereto for the fiscal quarter ended March 31, 2016. We present our unaudited consolidated financial statements in Canadian dollars and in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All references to dollar amounts are in Canadian dollars unless otherwise noted.

This MD&A contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in any forward-looking statements. Additional information on the Company, including our voluntarily-filed AIF, is available on SEDAR at www.sedar.com.

RESAAS has developed a cloud-based social business software platform for the real estate services industry.

We have created a suite of tools which integrate with the platform, including an enterprise social network, a global referral network, lead generation engine, listing management, client engagement modules, customer relationship management (CRM) tools, analytics, file sharing and an advertising engine. These tools and functionality are made available exclusively to owners of real estate brokerage firms and brokers, licensed real estate agents, and Realtors and are designed to increase user productivity through better communication and collaboration between users.

Our mission is to enable agents, Realtors and brokers to communicate effectively, connect instantly and engage meaningfully with one another through a platform built for their benefit. Our platform allows for instant discussion and debate, both on local and global scale, for facilitating easier and richer communication within the real estate industry. We commenced operations of our website in February 2013 and began full-scale revenue generating activities for the RESAAS platform in January 2015.

Our platform is designed with a focus on search engine optimization (SEO), ensuring that changes to our users' profile pages are indexed by major search engines in real-time. Users are also able to synchronize their accounts with Facebook personal pages, Facebook Business pages, Twitter and LinkedIn. This allows each post on RESAAS to be automatically sent out to those networks as well, should the user choose to do so.

We also offer real estate agents, Realtors and brokers who have registered on our website, and have received a public-facing profile page, the ability to actively market themselves to home buyers and sellers, plus the ability to create, manage and track the performance of their own highly-targeted social advertisements using our internally-built advertising engine. Professional users on RESAAS are able to upload their listings, announce open houses and successful sales, create referrals and generate leads by interacting with professionals in other markets. RESAAS has also developed tools that allow non-professionals to interact with our professional user base, such as RESAAS Q&A, which allows prospective clients to ask real estate questions to our professional users.

Revenue Generating Services

In January 2015, we began offering premium subscription services to our professional user base. Prior to 2015, we generated nominal revenue from the sale of advertising. We expect that our revenue generation will primarily come from conversion of our user base to paid premium service subscriptions as well as through our enterprise offerings.

Key Business Metrics

To analyze our business performance, determine financial forecasts, and help develop long-term strategic plans, we review the key business metrics below.

- Professional user — means an individual who has registered on the RESAAS website and has been verified by our team as a professional real estate agent, Realtor or broker.

- Premium user — means a professional user who has upgraded their account to receive access to our premium service package through a monthly or annual subscription payment.

- Premium conversion rate — means the rate at which we convert our current professional user base to premium users.

- Unique real estate content — means unique content that is posted to the RESAAS platform in the form of postings and real estate listings. We do not include comments to original postings or reblasts of the content in this metric.

Factors Affecting Our Performance

Growth in Registered Professional Users in North America. As of March 31, 2016, our professional user base in North America was 320,865. Our user growth rates are affected by digital marketing campaigns and general market penetration. We expect that our user base in North America will continue to increase as we achieve higher market penetration rates but may do so at a slower pace dependent upon our digital marketing activity.

Growth in Users in Other Regions. As of March 31, 2016, our professional user base outside of North America was 75,486. We anticipate increased user growth in the regions of South America and Europe. In particular, we anticipate activity to significantly increase in Brazil and central Europe where there exists a growing middle class. We intend to establish a local presence in such regions and hire additional staff to further develop brand awareness. In general, new users in regions outside North America do not require material incremental infrastructure investments because we are able to utilize existing infrastructure such as our data centers in the United States and Canada to make our platform available to users.

Conversion to Premium Services. In January 2015, we began efforts to convert our professional user base to paid premium users. Conversion can occur on an individual basis or as a result of agreements with brokerages which provide premium services to multiple users. We expect conversion rates of our existing professional user base to continue to display steady growth as our premium services gain recognition.

User Engagement. Changes in user engagement, such as postings and real estate listings, affect our revenue and financial performance. Growth in user engagement and posting of unique real estate content may increase the opportunities for us to display advertising and our ability to deliver relevant commercial content to users. Growth in user engagement also generally results in increases in our expenses and capital expenditures required to support user activity.

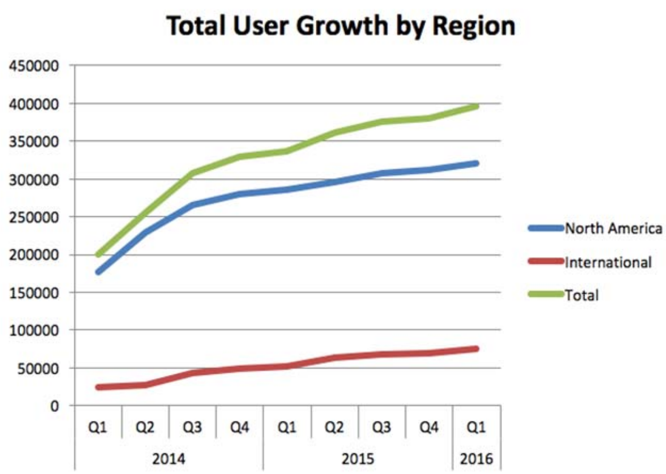
Our key business metrics are as follows:

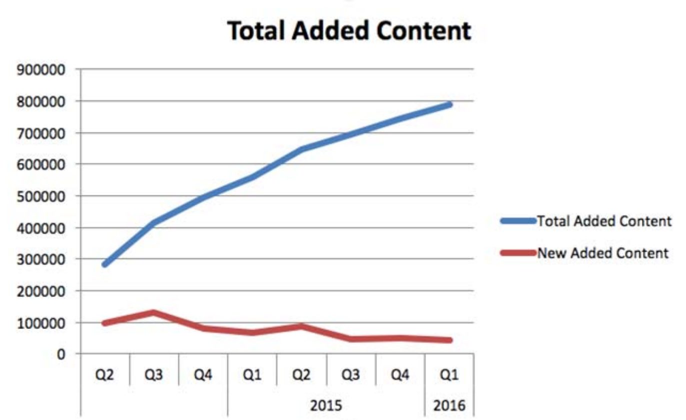
	2013			
	Q1	Q2	Q3	Q4
Professional Users				
North America	7,502	8,955	14,683	64,825
International	524	619	804	1,075
Total	8,026	9,574	15,487	65,900
Unique Real Estate Content				
New Added Content	4,022	9,324	17,480	52,838
Total Added Content	4,022	13,346	30,826	83,664

	2014			
	Q1	Q2	Q3	Q4
Professional Users				
North America	176,641	228,783	265,122	280,707
International	24,237	27,116	42,818	49,243
Total	200,878	255,899	307,940	329,950
Unique Real Estate Content				
New Added Content	103,102	96,177	131,103	80,082
Total Added Content	186,766	282,943	414,046	494,128

	2015			
	Q1	Q2	Q3	Q4
Professional Users				
North America	285,254	296,474	307,854	311,378
International	51,826	64,181	67,489	68,866
Total	337,080	360,655	375,343	380,244
Unique Real Estate Content				
New Added Content	65,911	86,949	46,393	49,785
Total Added Content	560,039	646,988	693,381	743,166

	2016			
	Q1	Q2	Q3	Q4
Professional Users				
North America	320,865			
International	75,486			
Total	396,351			
Unique Real Estate Content				
New Added Content	44,291			
Total Added Content	787,457			





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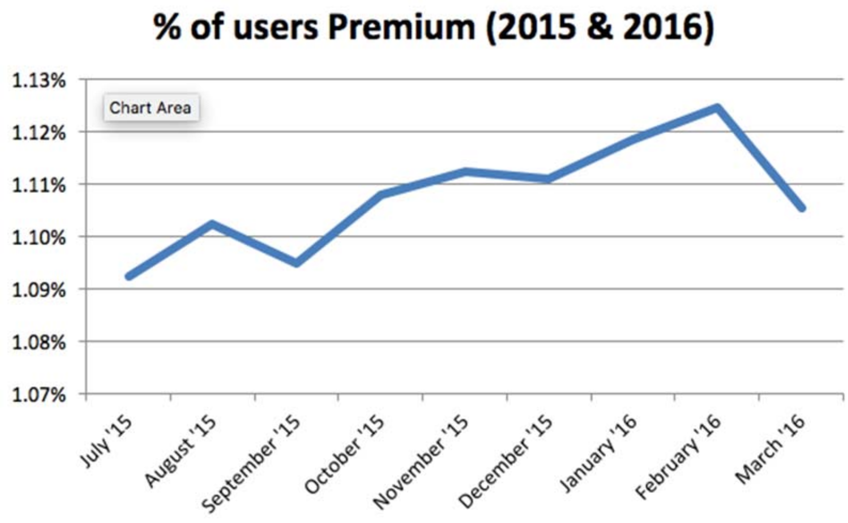

	January 2015	February 2015	March 2015
Total Users	331,544	334,420	337,080
Premium Users	262	685	3,230
	April 2015	May 2015	June 2015
Total Users	343,901	345,160	360,655
Premium Users	3,268	3,351	3,523
	July 2015	August 2015	September 2015
Total Users	365,383	369,358	375,797
Premium Users	3,992	4,067	4,110
	October 2015	November 2015	December 2015
Total Users	377,363	379,521	380,244
Premium Users	4,181	4,222	4,225
	January 2016	February 2016	March 2016
Total Users	381,093	382,089	382,089
Premium Users	4,263	4,297	4,382

Results of Operations
Comparison of the three months ended March 31, 2016 and 2015

The following table summarizes the results of our operations for the three months ended March 31, 2016 and 2015 together with the changes to those items.

	Three Months Ended March 31,	
	2016	2015
Revenue	$ 98,381	$ 41,049
Interest income	7,849	4,639
Operating expenses		
Amortization	$ 242,558	$ 164,890
Consulting fees	45,931	38,548
Filing fees	23,599	10,657
Foreign exchange loss	14,905	5,564
General and administrative	381,560	392,567
Management fees	71,469	247,566
Promotion and advertising	123,322	142,487
Professional fees	107,158	338,654
Stock-based compensation	5,224	94,919
Travel	43,556	41,282
Net loss	(953,052)	(1,431,446)
Basic and diluted loss per share	(0.03)	(0.04)
Total current assets	5,816,290	4,830,207
Total assets	6,800,404	5,871,618
Total current liabilities	283,996	256,506
Total liabilities	285,816	260,856
Working capital	5,532,294	4,573,701
Cash dividends	–	–

Revenue

Revenue consists of payments received from premium service subscriptions and limited advertising revenue generated from our platform. We had $98,381 of revenue for the three months ended March 31, 2016. We had $41,049 of revenue during the three months ended March 31, 2015. We anticipate that revenue will increase with the further commercialization of our platform through conversions of professional users to paid premium services, advertising and enterprise contracts with brokerages.

Operating Expenses

Amortization

Amortization expense consists of the amortization of capitalized costs to develop the Company's platform. The Company expects amortization to be consistent as the Company continues to capitalize the costs incurred to develop its platform.

Amortization expense increased by $77,668 or 47% to $242,558 for the three months ended March 31, 2016 from $164,890 for the three months ended March 31, 2015. This increase was due to the Company capitalizing having additional website development costs subject to amortization for the three months ended March 31, 2016.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries and benefits related to our executive, finance, business development, human resources and support functions. Other general and administrative expenses include facility-related costs and expenses associated with the requirements of being a listed public company in Canada and insurance.

We anticipate that our general and administrative expenses will increase in the future as we increase our headcount to support our continued research and development and further commercialization of our platform. Additionally, as we continue to commercialize our platform we will likely incur increased marketing expenses.

General and administrative expenses decreased by $11,007, or 3%, to $381,560 for the three months ended March 31, 2016 from $392,567 for the three months ended March 31, 2015. General and administrative expenses were comparable between periods.

Management Fee Expenses

Management fee expenses consist primarily of salaries and benefits incurred to directors and officers. We expect management fees to increase moderately in the future.

Management fees decreased by $176,097 or 71% to $71,469 for the three months ended March 31, 2016 from $247,566 for the three months ended March 31, 2015. The increase in management fees during 2015 was the result of declaring bonuses of $176,900 to management which were offset by loans owed by management.

Professional Fees

Professional fee expenses consist primarily of costs incurred for legal, accounting and auditing services. We anticipate that professional fees will increase as our operations and activity continue to increase.

Professional fee expenses decreased by $231,496, or 68%, to $107,158 for the three months ended March 31, 2016 from $338,654 for the three months ended March 31, 2015. The large amount incurred during the three months ended March 31, 2015 was the result of a need for additional legal and accounting services corresponding with an increase in the Company's operations and activity as well as the assessment of various financing and listing options.

Stock-Based Compensation

Stock-based compensation consists of the grant date fair value of share-based payment awards granted to employees recognized over the period that the employees unconditionally become entitled to the awards. We anticipate that stock-based compensation expenses will continue to increase in the future as the number of employees and consultants engaged by the Company increases.

Stock-based compensation expense decreased by $89,695 or 94% to $5,224 for the three months ended March 31, 2016 from $94,919 for the three months ended March 31, 2015. This decrease was due to less options vesting during the three months ended March 31, 2016 as compared to the three months ended March 31, 2015.

Quarterly Information

Selected consolidated financial information for each of the last eight quarters (unaudited) as prepared in accordance with International Financial Reporting Standards:

	March 31, 2016 $	December 31, 2015 $	September 30, 2015 $	June 30, 2015 $
Total Assets	6,800,404	7,898,500	4,806,331	5,701,514
Working Capital	5,532,294	6,463,196	2,882,358	3,693,257
Revenue	98,381	3,170	15,291	47,682
Net Loss	(953,052)	(1,230,957)	(1,058,058)	(1,290,780)
Loss per Share	(0.03)	(0.04)	(0.03)	(0.04)

	March 31, 2015 $	December 31, 2014 $	September 30, 2014 $	June 30, 2014 $
Total Assets	5,871,618	5,769,732	6,122,368	6,170,948
Working Capital	4,573,701	4,614,970	5,356,970	5,317,383
Revenue	41,049	2,987	830	2,890
Net Loss	(1,431,446)	(3,310,998)	(1,320,589)	(1,066,276)
Loss per Share	(0.04)	(0.12)	(0.04)	(0.04)

Three months ended March 31, 2016 and December 31, 2015

At March 31, 2016, total assets were $6,800,404 and working capital was $5,532,294 compared to total assets of $7,898,500 and working capital of $6,463,196 at December 31, 2015. The decrease in total assets and working capital was the result of an increase in website development costs, offset by a larger increase in amortization, along with the use of cash to repay current liabilities. For the three months ended March 31, 2016, the Company posted a net loss of $953,052 compared to a net loss of $1,230,957 for three months ended December 31, 2015. Net loss per share was $0.03 for the three months ended March 31, 2016, compared to $0.04 for the three month period ended December 31, 2015. The decrease in the current period net loss was primarily a result of a decrease stock-based compensation expense, professional and management fees combined with an increase in revenue during the three months ended March 31, 2016.

Three months ended December 31, 2015 and 2014

At December 31, 2015, total assets were $7,898,500 and working capital was $6,463,196 compared to total assets of $5,769,732 and working capital of $4,614,970 at December 31, 2014. The increase in total assets and working capital was the result of an increase in cash from proceeds received from a financing in December 2015. For the three months ended December 31, 2015, the Company posted a net loss of $1,128,957 compared to a net loss of $3,310,998 for the same period in 2014. Net loss per share was $0.04 (2014 - $0.09). The decrease in the current period net loss was primarily a result of stock-based compensation expense of $Nil in 2015 compared to stock-based compensation expense of $2,126,626 for the same period in 2014.

Three months ended December 31, 2014

For the three months ended December 31, 2014, the Company posted net loss of $3,310,998 and a net loss per share of $0.12 which was significantly higher than any other of the last eight quarters. The increase in net loss and net loss per share was primarily a result of stock-based compensation expense of $2,126,626 recorded during the three month period ended December 31, 2014.

Liquidity and Capital Resources

Sources of Liquidity

Since our inception, we have incurred significant operating losses. We anticipate that we will continue to incur losses into the near future. As a result, we will need additional capital to fund our operations, which we may obtain from additional financings, debt and operations revenue or other sources. To date, we have financed our operations primarily through the issuance of our common shares.

As at March 31, 2016, we had total assets of $6,800,404 compared with $7,898,500 as at December 31, 2015. The decrease in assets is attributed to a decrease in cash. The Company had a cash balance of $6,820,022 and working capital of $6,463,196 at December 31, 2015, compared with a cash balance of $5,731,945 and working capital of $5,532,294 at March 31, 2016. The decrease in cash and working capital was a result of the use of cash to repay current liabilities and to finance operations.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As of

March 31, 2016, the Company had not yet generated significant revenue or positive cash flow from operations and had an accumulated deficit of $24,406,749. These factors, among others, create substantial doubt as to the ability of the Company to continue as a going concern. Management believes that the proceeds from additional equity financing activities that it is currently pursuing, combined with revenue that the Company expects to generate in subsequent periods, will provide the Company with sufficient working capital to satisfy its liabilities and commitments as they become due for the foreseeable future. There can be no assurances that sufficient equity can be raised on acceptable terms on a timely basis. The Company's strategy is to mitigate risks and uncertainties and to execute a business plan aimed at revenue growth and managing operating expenses and working capital requirements. Failure to implement this plan could have a material adverse effect on the Company's financial condition and results of operations.

Cash Flows

The following table summarizes the results of our cash flows for the three months ended March 31, 2016 and 2015.

	2016	**2015**
Opening balance	$6,820,022	$4,517,137
Net cash (outflow) from operating activities	(862,563)	(1,047,993)
Net cash inflow / (outflow) from investing activities	(224,953)	(162,799)
Net cash inflow from financing activities	(561)	1,470,165
Closing balance	$5,731,945	$4,776,510

Operating Activities

Net cash outflow from operating activities decreased by $185,430, or 18%, to $862,563 for the three months ended March 31, 2016 compared to $1,047,993 for the three months ended March 31, 2015. Cash flows used in operating activities for the three months ended March 31, 2016 decreased from the comparable period in 2015 as a result of a lower net loss.

Investing Activities

Net cash outflow for the three months ended March 31, 2016 was $224,953 as compared to a net cash outflow of $162,799 for the three months ended March 31, 2015. The difference relates primarily to additional website development costs incurred during the three months ended March 31, 2016.

Financing Activities

Net cash inflow from financing activities in all periods presented relates to the proceeds received from the various sales of our equity securities, net of expenses. We received $1,293,726 from the exercise of options and warrants during the three months ended March 31, 2015 as compared to $Nil during the three months ended March 31, 2015.

Related Party Transactions

During the three months ended March 31, 2016, we incurred management fees of $71,649 (2015 - $247,566), and salaries of $15,346 (2015 - $24,716) to our various officers.

During the three months ended March 31, 2016 and 2015, we recognized no stock-based compensation expense to our officers and directors.

The amounts incurred are in the normal course of operations and have been recorded at their exchange amounts, which are the amounts agreed upon by the transacting parties.

Contractual Obligations and Commitments

The following table summarizes our contractual commitments and obligations as of March 31, 2016.

	Payments Due By Period				
	Total	Less Than 1 Year	Between 1 and 3 Years	Between 3 and 5 Years	More Than 5 Years
Operating lease obligations	$88,949	$50,453	$34,776	$3,720	$ --
Finance lease obligations	5,119	3,167	1,952	--	--
Total contractual obligations	$94,068	$53,620	$36,728	$3,720	$ --

Off-Balance Sheet Arrangements

We do not have any, and during the periods presented we did not have any, off-balance sheet arrangements, other than the contractual obligations and commitments described above.

Funding Requirements

We anticipate that our expenses will increase substantially in connection with the expansion of our engineering, sales, marketing and further development of the RESAAS platform.

In addition, our expenses will increase if and as we:

- continue the research and development of internally designed and built tools, features and applications;
- increase our marketing efforts to identify and develop additional business relationships and opportunities;
- maintain, expand and protect our intellectual property portfolio;
- hire additional technical and development personnel;
- expand our physical presence in the United States and abroad; and
- add operational, financial and management information systems and personnel, including personnel to support our platform development and planned future commercialization efforts.

We believe that our existing cash and cash equivalents will be sufficient to enable us to fund our operating expenses and capital expenditure requirements through December 2017. We have based this estimate on assumptions that may prove to be wrong, and we could use our capital resources sooner than we currently expect. Our future capital requirements will depend on many factors, including:

- maintaining, enforcing and protecting our intellectual property rights and defending against any intellectual property-related claims;

- our ability to establish and maintain collaborations, licensing or other arrangements and the financial terms of such arrangements;
- the extent to which we acquire or invest in other businesses, products and technologies;
- the rate of the expansion of our physical presence in the United States and abroad; and
- the costs of operating as a public company.

Until such time, if ever, as we can generate substantial revenues, we expect to finance our cash needs through a combination of equity offerings, collaborations, strategic alliances, debt financings, and marketing, distribution or licensing arrangements. We do not have any committed external source of funds. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our existing shareholders may be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of holders of our common shares. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends or other distributions.

If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, or to grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings or other arrangements when needed, we may be required to delay, limit, reduce or terminate our platform development or future commercialization efforts or grant rights to develop and market platform that we would otherwise prefer to develop and market ourselves.

Critical Accounting Policies and Significant Judgments and Estimates

We make estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in our consolidated financial statements within the next financial year are discussed below.

(a) Website Development Costs

Website development costs consist of costs incurred to develop Internet websites to earn revenue with respect to our business operations. Costs are capitalized in accordance with SIC Interpretation 32, *Intangible Assets – Web Site Cost*, and are amortized under IAS 38, *Intangible Assets*, over its estimated useful life commencing when the Internet website has been completed. We amortize the capitalized costs over their useful life of two years.

(b) Share-based Payments

The grant date fair value of share-based payment awards granted to employees is recognized as a stock-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, we measure the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in share-based payment reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

(c) Impairment of Non-financial Assets

The carrying amounts of our non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If indicators exist, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit, or "CGU").

Our corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

In respect of assets other than goodwill and intangible assets that have indefinite useful lives, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

New Accounting Pronouncements

Management has considered that the following amendments, revisions and new IFRSs that are mandatory for annual periods beginning after January 1, 2017 or later periods might not have a material effect on our future disclosure, results and financial position:

- IFRS 9, *Financial Instruments* (New; to replace IAS 39 and IFRIC 9) is effective for annual periods beginning on or after January 1, 2018.

- IFRS 15, *Revenue from Contracts with Customers* is effective for annual periods beginning on or after January 1, 2018.

- IFRS 16, *Leases* is effective for annual periods beginning on or after January 1, 2019.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on our financial statements.

Quantitative and Qualitative Disclosures about Financial Risks

Our activities expose us to a variety of financial risks: market risk (including foreign currency risk); cash flow and fair value interest rate risk; credit risk; and liquidity risk. Our principal financial instrument comprises cash and cash equivalents, and this is used to finance our operations. We have various other financial instruments such as trade receivables and payables that arise directly from our operations. The category of loans and receivables contains only trade and other receivables, shown on the face of the balance sheet, all of which mature within one year. We have compared fair value to book value for each class of financial asset and liability and no difference was identified. We have a policy, which has been consistently followed, of not trading in financial instruments.

Interest Rate Risk

We do not hold any derivative instruments to manage interest rate risk.

Foreign Currency Risk

Foreign currency risk refers to the risk that the value of a financial commitment or recognized asset or liability will fluctuate due to changes in foreign currency rates. Our net income and financial position, as expressed in Canadian dollars, are exposed to movements in foreign exchange rates against the U.S. dollar. We are exposed to foreign currency risk as a result of operating transactions and the translation for foreign bank accounts. We monitor our exposure to foreign exchange risk. Exposures are generally managed through natural hedging via the currency denomination of cash balances and any impact currently is not material to us.

Credit Risk

Our credit risk with respect to customers is limited. Financial instruments that potentially expose us to concentrations of credit risk consist primarily of short-term cash investments and trade accounts receivable.

Liquidity Risk

We have funded our operations since inception primarily through the issuance of equity securities. Until such time as we can generate significant revenue from platform, if ever, we expect to finance our operations through a combination of public or private equity or debt financings or other sources. Adequate additional financing may not be available to us on acceptable terms, or at all. Our inability to raise capital as and when needed would have a negative impact on our financial condition and our ability to pursue our business strategy.

Outstanding Share Data

As at May 30, 2016, we had no Class A preferred shares issued and outstanding.

As at May 30, 2016, we had no Class B preferred shares issued and outstanding.

As at May 30, 2016, we had 36,923,480 common shares issued and outstanding.

As at May 30, 2016, we had 5,145,950 stock options and 3,859,062 warrants exercisable and outstanding.

Escrowed Shares

As at May 30, 2016, we had 975,001 common shares held in escrow.

Additional Disclosure for Venture Issuers Without Significant Revenues

During the three months ended March 31, 2016, the material components of general & administrative expenses included rent of $24,698 (2015 - $20,683), employee wages of $221,006 (2015 - $240,422), office expenses of $47,541 (2015 - $74,781), telephone expenses of $7,019 (2015 - $13,669), computer and information technology expenses of $47,943 (2015 - $24,256), automotive expenses of $13,843 (2015 - $12,076), and insurance of $19,510 (2015 - $6,680).