

**EASYMED TECHNOLOGIES INC. (Formerly EASYMED SERVICES INC.)  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
YEAR ENDED OCTOBER 31, 2014**

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**FORM 51-102F1**

**Date and Subject of Report**

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of EasyMed Technologies Inc. (formerly EasyMed Services Inc.) ("EasyMed" or the "Company") for the year ended October 31, 2014 and should be read with the annual consolidation financial statements for the same year. The Company's financial statements and additional information of the Company can be viewed at SEDAR at [www.sedar.com](http://www.sedar.com) or the Company's website <http://easymedmobile.com/>

The MD&A has been prepared effective February 28, 2015.

Financial statements of the Company are reported in accordance with International Financial Reporting Standards ("IFRS"). Both the financial statements and MD&A of the Company are presented in Swiss Francs unless stated otherwise.

The information contained herein may contain forward-looking statements. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward looking information. Additional information relating to the Company can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).

**Forward Looking Statements**

*This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.*

*The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral that may be made by, or on behalf of, the Company, except as required by applicable securities laws.*

*The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.*

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<i>Forwarding looking statements</i>	<i>Assumptions</i>	<i>Risk factors</i>
<p>The Company plans to conduct further non-current debt financing and/or equity financing in the future in order to provide the Company a positive working capital and adequate liquidity to finance its operations. Readers are cautioned that the Company may not be able to do so in the future even though the Company has a history to raise capital in the past when needed.</p>	<p>Based on the past history of the Company, the Company was able to raise funds when needed through either private placement or debt financing</p>	<p>Change in interest rate, support by related parties, change in condition of capital market</p>

*Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risks and Uncertainties" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.*

*Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements.*

**Overall Performance**

The company conducted its main business, through its Swiss wholly owned Swiss subsidiary, EasyMed Services S.A., to design, develop, and deliver end-to-end patient care solutions through mobile phone/PDA and server technologies offering specialized services and applications for healthcare, insurance and pharmaceutical industries. In January 2015, the Company decided to end the operations of EasyMed Services S.A. in order to preserve resources and is actively looking for new business opportunities.

Private placement

On December 30, 2013, the Company issued 6,450,000 common shares with a fair value of CHF166,209 in settlement of various related party debts totaling of CHF554,029 .

Subsequent to the year ended October 30, 2014, The Company closed a non-brokered private placement for the issuance of 35,000,000 units at CA\$0.02 per unit for gross proceeds of CA\$700,000 on January 30, 2015. Each unit consists of one common share and one share purchase warrant of the Company. Each warrant can be converted into one common share at CA\$0.05 per share for a period of five years after issuance. The Company will use the gross proceeds for its working capital.

Debt settlement

Subsequent to the year ended October 31, 2014, various debtors assigned their debt to Hiram Consultants S.A. ("Hiram"), a company associated to Mr. Ayub Khan who holds directly or indirectly more than 10% of the Company's outstanding shares. In total, loans of CHF487,958 and accrued interest of CHF58,310,

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accounts payable of CA\$ 63,725 (CHF53,784) and accounts payable to the CFO of the Company of CHF81,868 (collectively the "Debt") were assigned to Hiram. On January 30, 2015, the Company paid Hiram CA\$620,087 (CHF445,625) in full settlement of the Debt.

**Selected Annual Information**

The following table summarizes the results of operations for the three most recent years and is derived from the Company's financial statements.

	31-Oct 2014	31-Oct 2013	31-Oct 2012
Revenue	28,448	-	-
Other income	-	1,874	1,476
Net loss	(162,848)	(460,492)	(1,277,796)
Total assets	7,575	5,619	22,866
Total long-term liabilities	-	224,675	251,821
Net loss per share and diluted loss per share (i)	(0.01)	(0.07)	(0.21)

As the Company has only limited financial resources on hand, the Company has curtailed its operations since 2013. As a result, management expects its operating expenses in the coming year will be maintained at a low level similar to 2013 and 2014 until at a point the Company can secure adequate resources to develop new business.

**Selected Quarterly Information**

The Company's losses in the past, as well as in the near future, are not subject to seasonality. The fluctuation within the past eight quarters was mainly driven by incidental events such as:

- a) The Company has recorded net earnings in 2013 Q3 - an improvement comparing to other quarters which show quarterly losses. This improvement is a result of recording a non-recurring gain of CHF 99,449 from interest payable forgiveness in connection with related party loans in 2013 Q3.
- b) The losses in 2013 Q4 was higher than the losses in other quarters as the Company took some year-end accounting adjustments in the last quarter of the year.

The following table summarizes the results of operations for the eight most recent quarters and is derived from the Company's financial statements:

	2014 Q4	2014 Q3	2014 Q2	2014 Q1
	CHF	CHF	CHF	CHF
Revenue	7,112	7,112	7,112	7,112
Expenses	115,013	44,391	47,698	79,925
Net income (losses)	(2,405)	(37,221)	(41,190)	(82,032)
Total assets	7,575	6,359	11,817	13,976
Total long-term liabilities	-	84,524	84,524	69,524
Net loss per share, basic and diluted (i)	(0.00)	(0.00)	(0.00)	(0.01)

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	2013 Q4	2013Q3	2013Q2	2013Q1
	CHF	CHF	CHF	CHF
Expenses	230,833	53,785	160,561	116,636
Net income (losses)	(226,323)	42,526	(162,110)	(114,585)
Total assets	5,619	129,986	6,352	6,076
Total long-term liabilities	224,675	509,674	262,669	251,821
Net loss per share basic and diluted ii)	(0.03)	0.00	(0.02)	(0.02)

**Year ended October 31, 2014 (the "Fiscal 2014")**

Loss in Fiscal 2014 was CHF 162,848 comparing to a loss of CHF 460,492 in 2013, an improvement of CHF 297,644. The loss in Fiscal 2014 was mainly a result of CHF 28,448 revenue (Fiscal 2013 – CHF Nil), gain on debt settlement/debt forgiveness of CHF150,318 (Fiscal 2013 –CHF99,449) which were offset by incurring operating expenses of CHF 287,027 (Fiscal 2013 – CHF519,282), and interest expenses of CHF26,139 (Fiscal 2013 – CHF42,533).

In order to improve the Company's liquidity, the Company issued 6,450,000 common shares with a fair value of CHF166,209 in settlement of related party debt of CHF554,029 in Fiscal 2014. A gain on the settlement of CHF 150,318 was recognized to the statement of comprehensive loss. For the same reason, related parties also forgave CHF 99,449 loan interest in Fiscal 2013.

Interest expense decreased in Fiscal 2014 as the average outstanding loan balance of the Company's loan was less in Fiscal 2014.

The Company started to earned monthly revenue of CHF 2,000 throughout Fiscal 2014 from the Department of Cardiology of the University Hospital of Geneva for the use of the Company's software. Thus revenue increased in Fiscal 2014.

Operating expenses decreased by CHF232,255 in Fiscal 2014 as the Company curtailed its operation in order to preserve cash. Main components of the operating expenses are salaries and consultant fees of CHF179,742 (Fiscal 2013 – CHF 209,879), general operating expenses of CHF 132,386 (Fiscal 2013 – CHF282,798), and stock-based compensation of CHF Nil (Fiscal 2013 – CHF 4,589). Salaries and consultants decreased as various staff members of the Company leave the Company in Fiscal 2014. Stock-based compensation decreased as the Company did not have un-vested options throughout Fiscal 2014.

As at October 31, 2014, the Company had CHF 7,575 cash (October 31, 2013 - CHF5,619), CHF249,142 accounts payable and accrued liabilities (October 31, 2013 - CHF158,721), CHF465,491 loans payable to related party (October 31, 2013 – CHF336,152),CHF nil convertible debenture (October 31, 2013 – CHF250,000), CHF22,476 loan payable (October 31, 2013 – CHF22,467) and share capital of CHF1,671,720 (October 31, 2013 – CHF1,505,511).

The increase of cash is mainly a combined result of receiving CHF 65,000 from related party loan which was used to finance the operation of the Company in Fiscal 2014.

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**Three months ended October 31, 2014 (the "2014 Q4")**

Loss in 2014 Q4 was CHF 2,405 comparing to a loss of CHF 226,323 in 2013 Q4, an improvement of CHF 223,917. The loss in 2014 Q4 was mainly a result of CHF 7,112 revenue (2013 Q4 – CHF Nil), gain on debt settlement/debt forgiveness of CHF150,318 (2013Q4 –CHF Nil) which were offset by incurring operating expenses of CHF 115,013 (2013 Q4 – CHF230,833)

In order to improve the Company's liquidity, the Company issued 6,450,000 common shares with a fair value of CHF166,209 in settlement of related party debt of CHF554,029 in 2014 Q4. A gain on the settlement of CHF 150,318 was recognized to the statement of comprehensive loss. There was no similar transaction in 2013 Q4.

**Liquidity and Capital Resources**

As at October 31, 2014, the Company had cash of CHF 7,575 (2013/10/31 – CHF 5,619) and working capital deficiency of CHF 743,875 (2013/10/31 – deficiency of CHF 761,721). Subsequent to the year ended October 31, 2014, the Company completed a private placement to raise CA\$700,000 (approximately CHF 503,000) in January 2015 to improve the Company's working capital.

Net cash used in operating activities during Fiscal 2014 was CHF 64,702 (Fiscal 2013 – CHF 508,574). Net cash provided by financing activities during Fiscal 2014 was CHF 65,000 (Fiscal 2013– CHF 500,671), which was a result of an increase in loan/related party loan.

Management realized that the current resources on hand are not adequate to meet the operational needs in the next twelve operating periods and to meet its long term business goals. In addition the Company is required to raise money to eliminate its working capital deficiency and to provide resources to fulfill the Company's obligations when they are due. The Company plans to conduct further non-current debt financing and/or equity financing in the future in order to provide the Company a positive working capital and adequate liquidity to finance its operations. Readers are cautioned that the Company may not be able to do so in the future even the Company has a history to raise capital in the past when needed.

**Related Party Transactions**

Key Management Compensation:

	2014	2013
	CHF	CHF
Management and consulting fees	32,742	150,895
Stock-based compensation	-	4,589
<b>Total remuneration</b>	<b>32,742</b>	<b>155,484</b>

Included in the Company's accounts payable and accrued liabilities as at October 31, 2014 was CHF81,868 (2013 - CHF55,552) owing to the Company's Chief Financial Officer. The amount is due on demand, is unsecured and is non-interest bearing.

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Loans payable to related parties

In November 2010, the Company borrowed CHF 250,000 in the form of a convertible debenture from a major shareholder. The convertible debenture bore interest at 5% per annum and matured on November 5, 2013. During the year ended October 31, 2013, the carrying value of this convertible debenture has been accreted up to CHF 250,000 and the Company recorded finance charges of CHF 22,016. Upon maturity on November 5, 2013, the loan is due on demand. At October 31, 2014, unpaid interest of CHF12,671 (2013 - \$12,500) is included in accounts payable and accrued liabilities relating to this loan.

In February 2011, the Company borrowed CHF 100,000 from a major shareholder. The loan bears interest at 10% per annum and is due on demand. During the year ended October 31, 2013, the related party further loaned the Company an additional CHF 31,170, which is due on demand, non-secured, and bears interest of 5% per annum. During the year ended October 31, 2014, the related party paid for expenses in the amount of US\$144,000 (CHF143,693) on behalf of the Company and converted the amount into the loan. On December 30, 2013, the Company issued 1,950,000 shares to the related party to settle debt of CA\$195,000 (CHF167,497) leaving a balance outstanding of CHF107,366. The fair value of the shares issued was CHF50,249 and a gain on the settlement of CHF117,248 was recorded as a charge to deficit. At October 31, 2014, unpaid interest of CHF30,871 (2013 - \$13,658) is included in accounts payable and accrued liabilities relating to this loan.

In June 2013, the Company borrowed USD 250,000 (CHF 224,675). The loan bears interest at 5% per annum, is due in June 2015 and is unsecured. During the year ended October 31, 2014, the lender advanced an additional CHF65,000 to the Company at the same terms. On December 30, 2013, the Company issued 2,500,000 shares to the lender to settle debt of CA\$250,000 (CHF214,740) leaving a balance outstanding of CHF74,935. The fair value of the shares issued was CHF64,422 and a gain on the settlement of CHF150,318 was recognized. As a result of the debt settlement, the lender became a significant shareholder of the Company. At October 31, 2014, unpaid interest of CHF12,510 (2013 - \$4,849) is included in accounts payable and accrued liabilities relating to this loan.

As at October 31, 2013, the Company owed CHF204,982 to the Chairman of the Board of Easymed Services S.A.. The amount bears no interest, is due on demand and is unsecured. On December 30, 2013, the Company issued 2,000,000 shares to the related party to settle debt of CA\$200,000 (CHF171,792) leaving a balance outstanding of CHF33,190. The fair value of the shares issued was CHF51,538 and a gain on the settlement of CHF120,254 was charged to deficit.

During the year ended October 31, 2013, interest of CHF99,449 was forgiven by related parties. As a result, a gain of CHF99,449 was been recorded.

**Share Data**

As at the date of this MD&A, the Company had 47,963,287 common shares issued and outstanding. The Company has 160,000 stock options outstanding and 35,000,000 stock purchase warrant outstanding that can be converted into the Company's common shares on a one-to-one basis.

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**Financial Instruments**

Refer to Note 8 to the Company's audited consolidated financial statements for the year ended October 31, 2014.

**Off-Balance Sheet Arrangements**

The Company does not have off-balance sheet arrangements.

**Proposed Transaction**

The Company does not have proposed transactions that may have material impact to the Company except the private placement and debt settlement happened after the year end which have been discussed in previous sections.

**Significant Accounting Policies including Change in Accounting Policies**

Details of the Company's accounting policies, changes in accounting policies, and new accounting policies yet to implement can be refer to the Note 3 to the Company's audited consolidated financial statements for the year ended October 31, 2014.

**Officers and Directors**

Tejinder Sahota –Ex-CEO (resigned in 2015 Q1)  
Jared Scharf – CFO & Director  
Frank Christ – Director (resigned in January 2015)  
Rajen Janda – CEO and Director (appointed in January 2015)  
Charn Deol (appointed in January 2015)