

MULTIVISION COMMUNICATIONS CORP.

Annual Report to Shareholders for the Year ended December 31, 2015

MANAGEMENT DISCUSSION AND ANALYSIS

(Dated March 24, 2015)

Description of Business

The Company has been evaluating several business opportunities in a number of sectors to determine the focus of our future business. Based on the various opportunities, the Company and its Board of Directors has found ZoomAway Inc. ("ZoomAway") to currently have the most potential. See discussion below on the proposed transaction. Completion of the transaction is subject to a number of conditions, including but not limited to, approval of the transaction by the shareholders of Multivision and ZoomAway. There can be no assurance that the transaction will be completed as proposed or at all.

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

Proposed ZoomAway Inc. Transaction

On July 23, 2015, the Company entered into a letter of intent with ZoomAway, a private Nevada company, and its majority shareholder, GR Solutions LLC, to acquire ZoomAway.

ZoomAway was founded in 2014, and in the same year acquired the assets of SilverVoyages.com LLC, a white-label company launched in 1999 that has created a proprietary hotel-based software that enables it to add activities including golf reservations, ski lift tickets, spa appointments, concert tickets, tours, charters and various modes of transportation to hotel room purchases and bundles the price into one payment,. The Company has also created a retail website that currently has real-time access to over 90,000 hotels in the United States, Canada and Mexico, with expansion plans into other markets.

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

The transaction would result in the issuance of 8.2 million common shares of Multivision to the shareholders of ZoomAway, in exchange for all of the issued and outstanding shares of ZoomAway. In addition, Multivision will pay post closing monthly cash payments of \$10,000 US for a period of 36 months, for an aggregate amount of \$360,000 US to certain shareholders of ZoomAway that have agreed to assume liabilities of ZoomAway in connection with the transaction.

In connection with the transaction, the Company had advanced \$448,778 (\$343,640 US) to ZoomAway as of December 31, 2015, and may advance up to a total of \$400,000 US. The loan bears interest at a rate of 10 per cent per annum, and is secured by a first-charge security interest on the assets, including the intellectual property consisting primarily of software and websites of ZoomAway, and a share pledge agreement whereby GR Solutions has pledged its shares of ZoomAway in favor of Multivision. \$13,949 (\$10,516 US) in interest was accrued as of December 31, 2015.

Multivision will also allocate an aggregate of 16 million common shares to be issued to certain shareholders of ZoomAway, and directors, senior officers, employees and consultants of the combined company, following the achievement in revenue and operating income milestones beginning in the year ending December 31, 2016.

At or prior to closing of the transaction, Multivision will also arrange a financing for gross proceeds of up to \$2.5 million. A finder's fee will be paid to an arm's-length finder, in Multivision shares, in accordance with the maximum fee permitted under the policies of the TSX-V at closing of the transaction.

Completion of the transaction is subject to a number of conditions, including TSX-V acceptance and shareholder approval. The transaction cannot close until the required shareholder approval is obtained, and all other conditions are satisfied or waived. There can be no assurance that the transaction will be completed as proposed or at all.

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Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit. During the year ended December 31, 2015, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to affect, our internal control over financial reporting during the year ended December 31, 2015.

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

- (a) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the registrant;
- (b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with international financial reporting standards, and that receipts and expenditures of the registrant are being made only in accordance with authorizations of management and directors of the registrant; and
- (c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the registrant’s assets that could have a material effect on the financial statements.

Forward-Looking information

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

Management’s Responsibility for Financial statements

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

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

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

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

Results of Operations for the three months ended December 31, 2015 and December 31, 2014:

During the fourth quarter of fiscal 2015, the Company incurred operating costs of \$62,253 compared to operating costs of \$38,002 incurred during the fourth quarter of fiscal 2014. Consulting fees were \$34,450 during the three months ended December 31, 2015 compared to \$17,525 incurred during the three months ended December 31, 2014. These increases are primarily due to professional and consulting fees related to the ZoomAway Transaction. Professional fees were \$27,606 for the three months ended December 31, 2015 compared to \$778 during the three months ended December 31, 2014 and represent fees paid to the Company’s lawyers and auditors. Corporate and administrative costs were \$36,432 and rent expense was \$7,500 for the fourth quarter of fiscal 2015 compared to \$9,688 and \$7,500, respectively, for the fourth quarter of fiscal 2014. Travel expenses of \$1,830 were also incurred during the fourth quarter of fiscal 2015 compared to \$2,531 incurred during the fourth quarter of fiscal 2014.

The loss for the fourth quarter of fiscal 2015 amounted to \$53,248 or \$0.01 per share compared to a loss for the fourth quarter of fiscal 2014 of \$61,694 or \$0.01 per share.

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Results of Operations for the year ended December 31, 2015 and December 31, 2014:

During fiscal 2015, the Company incurred operating costs of \$522,936 compared to operating costs of \$196,409 incurred during fiscal 2014. Consulting fees were \$127,170 during the year ended December 31, 2015 compared to \$72,775 incurred during the year ended December 31, 2014. These increases are primarily due to professional and consulting fees related to the ZoomAway Transaction. Professional fees were \$143,839 for the year ended December 31, 2015 compared to \$35,159 during the year ended December 31, 2014 and represent fees paid to the Company's lawyers and auditors. Corporate and administrative costs were \$17,412 and rent expense was \$30,000 for fiscal 2015 compared to \$32,168 and \$27,000, respectively, for fiscal 2014.

The decrease in corporate and administrative costs is due to approximately \$29,000 in foreign exchange gains related the the US denominated receivable from ZoomAway. Travel expenses of \$51,555 were also incurred during the year ended December 31, 2015 compared to \$29,307 incurred during the year ended December 31, 2014 related to. Senior management incurred increased travel costs while evaluating the ZoomAway Transaction.

The loss for the year ended December 31, 2015 amounted to \$504,577 or \$0.03 per share compared to a loss for the year ended December 31, 2014 of \$192,983 or \$0.02 per share.

CAPITAL EXPENDITURES AND FINANCIAL POSITION

As at December 31, 2015 our cash position was \$171,769 while at December 31, 2014, it was \$194,603.

Summary of SecuritiesAuthorized Capital

Unlimited common shares without par value:

Issued and outstanding	No. of shares	Amount
Balance, December 31, 2015	15,156,296	\$22,100,257
Balance, March 24, 2016	15,156,296	\$22,100,257

Description of options, warrants and convertible securities outstandingOptions

At December 31, 2015 there were 1,340,000 fully vested stock options outstanding with an exercise price of \$0.15 expiring on March 11, 2020.

At March 24, 2016, there were 1,340,000 fully vested stock options outstanding with an exercise price of \$0.15 expiring on March 11, 2020 and 175,000 fully vested stock options with an exercise price of \$0.22, expiring on March 9, 2021.

Warrants

At December 31, 2015 and March 24, 2015, there were 5,360,000 warrants outstanding exercisable at \$0.20 per warrant expiring on February 17, 2017.

Convertible Securities

Nil

Total Number of Shares in Escrow

Nil

Liquidity and Capital Resources:

As at December 31, 2015, the Company had cash of \$171,769 (2014 - \$194,603) and working capital of \$612,807 (2014 - \$187,147). On March 18, 2015 the Company announced that a non-brokered private placement (the "Private Placement") of 7,727,272 up to a maximum of 11,363,636 units at a subscription price of \$0.22 per unit, for aggregate gross proceeds of \$1,700,000 up to a maximum of \$2,500,000. Management believes that the Company has sufficient working capital at this time to meet its ongoing financial obligations for the next twelve months and fund its business plan.

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Selected Annual Financial Information:

	For the year ended December 31, 2015	For the year ended December 31, 2014	For the year ended December 31, 2013
Total revenues	\$ Nil	\$ Nil	\$ Nil
Net income or (loss):			
(i) total for the year	(504,577)	(192,983)	(126,901)
(ii) per share	(0.03)	(0.02)	(0.01)
(iii) per share fully diluted	(0.03)	(0.02)	(0.01)
Total assets	649,636	199,920	390,547
Total long-term financial liabilities	0	0	0
Cash dividends declared per-share	Nil	Nil	Nil

The losses in fiscal 2015, fiscal 2014 and fiscal 2013 were due to the costs of maintaining the Company's operations while searching for and evaluating potential business opportunities.

Selected Quarterly Financial Information:

	4 th Quarter Ended December 31, 2015	3 rd Quarter Ended September 30, 2015	2 nd Quarter Ended June 30, 2015	1 st Quarter Ended March 31, 2015
(a) Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
(b) Loss for period	(53,248)	(143,309)	(39,412)	(268,588)
(c) Loss per share	(0.00)	(0.01)	(0.00)	(0.00)
	4 th Quarter Ended December 31, 2014	3 rd Quarter Ended September 30, 2014	2 nd Quarter Ended June 30, 2014	1 st Quarter Ended March 31, 2014
(a) Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
(b) Loss for period	(61,694)	(37,217)	(45,930)	(48,142)
(c) Loss per share	(0.01)	(0.01)	(0.00)	(0.00)

During each quarter of 2015 and 2014, losses were due to the costs of maintaining the Company's operations while searching for potential business opportunities and evaluating potential business opportunities.

RELATED PARTY TRANSACTIONS

Related party transactions not disclosed elsewhere included in expenses for the year ended December 31, 2015 are management, consulting and administrative fees of \$90,800 (2014 - \$72,775) charged by officers and directors of the Company. The following is a table representing the amounts for the year ended December 31, 2015:

	2014	2013
Chief Executive Officer	\$ 42,000	\$ 42,000
International Portfolio Management Inc.	-	-
681315 B.C. Ltd.	14,300	15,775
Consultant	19,500	-
Corporate Secretary	15,000	15,000
Total	\$ 90,800	\$ 72,775

International Portfolio Management Inc. is a company that is controlled by the president and provides management and administrative services.

681315 B.C. Ltd is a company that is controlled by the CFO and provides finance and accounting services.

Included in accounts payable and accrued liabilities as at December 31, 2015, are expenses due to an officer/director in the amount of \$215. There was \$152 in amounts due an officer/director as at December 31, 2014.

CHANGES IN ACCOUNTING POLICIES

New accounting standards not yet adopted

IFRS 9, Financial Instruments – Classification and Measurement

In November 2009, the IASB published IFRS 9, Financial Instruments, which covers the classification and measurement of financial assets as part of its project to replace IAS 39, Financial Instruments: Recognition and Measurement. In October 2010, the requirements for classifying and measuring financial liabilities were added to IFRS 9. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entities would be required to reverse the portion of the fair value change due to own credit risk out of earnings and recognize the change in other comprehensive income. The effective date of this standard is for annual periods beginning on or after January 1, 2018. The Company believes the adoption of this standard will not have a significant impact on the financial statements.

New accounting standards adopted

The Company has adopted the following new standards and interpretations effective as of January 1, 2015:

IFRS 7, Financial Instruments – Disclosure

Amended to require additional disclosures on transition from IAS 39 to IFRS 9. The adoption of this standard did not have a significant impact on the financial statements.

FINANCIAL INSTRUMENTS

Fair values:

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

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's financial instruments, represented by receivables and accounts payable and accrued liabilities approximates their carrying values due to their immediate or short-term to maturity. Cash is carried at fair value using a level 1 fair value measurement.

Credit risk:

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

The Company's cash is held at large Canadian financial institution in interest bearing accounts. The Company has no investment in asset backed commercial paper.

The Company's receivables consist of Loans receivable from ZoomAway Inc., accrued interest on such loan, and GST receivable due from the government of Canada.

Foreign currency risk:

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in a foreign currency. As at December 31, 2015, the Company did not have any material account balances in foreign currencies and considers foreign currency risk insignificant.

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Interest rate risk:

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

Price risk:

The Company is not exposed to significant price risk.

Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company is not exposed to liquidity risk at this time as there is working capital of \$612,807 at December 31, 2015.

SUBSEQUENT EVENTS

The Company entered into a definitive agreement, effective February 25, 2016, with ZoomAway and its majority shareholder, GR Solutions LLC, to acquire all of the issued and outstanding shares of ZoomAway by way of a plan of exchange under the laws of Nevada. Pursuant to the definitive agreement, terms of agreement are as disclosed in Note 8 of the financial statements, with a revision to the number of common shares issued to shareholders and certain employees of ZoomAway to 6.2 million Multivision shares in connection with the transaction. As of March 24, 2015, a total of \$383,640 US has been advanced to ZoomAway.

The Company granted stock options to purchase an aggregate of 175,000 shares of common stock at an exercise price of \$0.22 per option. The options granted are fully-vested, exercisable for five years and are subject to the terms and conditions of the Company's 2012 Stock Option Plan.

Additional Information:

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