

## **MULTIVISION COMMUNICATIONS CORP.**

Quarterly Report to Shareholders for the Quarter ended March 31, 2016

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### **MANAGEMENT DISCUSSION AND ANALYSIS**

**(Dated May 30, 2016)**

#### **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 Transaction. Completion of the Transaction is subject to a number of conditions, including but not limited to, final approval by the TSX Venture Exchange. 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.

#### **ZoomAway Inc. Transaction**

On July 23, 2015, the Company entered into a letter of intent with ZoomAway Inc. ("ZoomAway"), a private Nevada company, and its majority shareholder, GR Solutions LLC, to acquire ZoomAway. Subsequently on February 25, 2016, the Company executed a definitive agreement by way of a plan of exchange under the laws of Nevada with ZoomAway and its majority shareholder, GR Solutions LLC, to acquire all of the issued and outstanding shares of ZoomAway. Subsequent to March 31, 2016, the Company received conditional approval of the TSX Venture Exchange with respect to the Zoom Away Transaction. The Transaction was approved by the shareholders of the corporation and the shareholders of ZoomAway at the corporation's annual general meeting and the meeting of ZoomAway shareholders, respectively, each held on April 28, 2016. The transaction remains subject to a number of conditions, including the completion of the minimum offering and the parties satisfying all of the conditions of the TSX Venture Exchange. In connection with the Transaction, the Company plans to change its name to ZoomAway Travel Inc.

The transaction would result in the issuance of 6.2 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.

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. The company may pay finders' fees to certain qualified finders on a portion of the offering consisting of a cash payment of up to 8 per cent of the gross proceeds raised from applicable subscribers in the offering and the issuance of finders' warrants of up to 8 per cent of the number of units sold to applicable subscribers in the offering. The finders' warrants will be on the same terms as the warrants sold in the offering.

#### **About 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.

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Please see the Company's Management Information Circular dated March 24, 2016 as filed on SEDAR on March 30, 2016, for more information on ZoomAway and the Transaction.

### **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 period ended March 31, 2016 there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to affect, our internal control over financial reporting during the year ended March 31, 2016.

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

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

### **Forward-Looking information**

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

### **Management's Responsibility for Financial statements**

The Company's management is responsible for presentation and preparation of the 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 first quarter of fiscal 2016, the Company incurred operating costs of \$166,386 compared to operating costs of \$269,673 incurred during the first quarter of fiscal 2016. This increase is primarily due to stock based compensation of \$15,540 (2015 – \$148,960) incurred relative to the comparative period. Professional fees were \$54,680 for the three months ended March 31, 2016 compared to \$37,171 during the three months ended March 31, 2016 and primarily represent legal fees in connection with the Transaction. Corporate and administrative costs were \$46,799 and rent expense was \$4,500 for the first quarter of fiscal 2016 compared to \$11,705 and \$7,500, respectively, for the first quarter of fiscal 2015. Travel expenses of \$4,253 were also incurred during the first quarter of fiscal 2016 compared to \$31,549 incurred during the first quarter of fiscal 2015. Consulting fees were \$34,650 during the three months ended March 31, 2016 compared to \$32,788 incurred during the three months ended March 31, 2015.

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The loss for the first quarter of fiscal 2016 amounted to \$153,935 or \$0.01 per share compared to a loss for the first quarter of fiscal 2015 of \$268,588 or \$0.02 per share.

**CAPITAL EXPENDITURES AND FINANCIAL POSITION****Summary of Securities**Authorized Capital

Unlimited common shares without par value:

| Issued and outstanding  | No. of shares | Amount       |
|-------------------------|---------------|--------------|
| Balance, March 31, 2016 | 15,156,296    | \$22,100,257 |
| Balance, May 30, 2016   | 15,156,296    | \$22,100,257 |

**Description of options, warrants and convertible securities outstanding**Options

At March 31, 2016 and May 30, 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 March 31, 2016 and May 30, 2016, 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 March 31, 2016, the Company had cash of \$36,338 (2015 - \$900,995) and working capital of \$474,376 (2015 - \$837,139). 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.

**Selected Annual Financial Information:**

|                                       | For the year ended<br>December 31, 2015 | For the year ended<br>December 31, 2014 | For the year ended<br>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.

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**Selected Quarterly Financial Information:**

|                     | 1 <sup>st</sup><br>Quarter Ended<br>March 31, 2016 | 4 <sup>th</sup><br>Quarter Ended<br>December 31, 2015 | 3 <sup>rd</sup><br>Quarter Ended<br>September 30,<br>2015 | 2 <sup>nd</sup><br>Quarter Ended<br>June 30, 2015 |
|---------------------|----------------------------------------------------|-------------------------------------------------------|-----------------------------------------------------------|---------------------------------------------------|
| (a) Revenue         | \$ Nil                                             | \$ Nil                                                | \$ Nil                                                    | \$ Nil                                            |
| (b) Loss for period | (153,935)                                          | (53,248)                                              | (143,309)                                                 | (39,412)                                          |
| (c) Loss per share  | (0.01)                                             | (0.00)                                                | (0.01)                                                    | (0.00)                                            |
|                     | 1 <sup>st</sup><br>Quarter Ended<br>March 31, 2015 | 4 <sup>th</sup><br>Quarter Ended<br>December 31, 2014 | 3 <sup>rd</sup><br>Quarter Ended<br>September 30,<br>2014 | 2 <sup>nd</sup><br>Quarter Ended<br>June 30, 2014 |
| (a) Revenue         | \$ Nil                                             | \$ Nil                                                | \$ Nil                                                    | \$ Nil                                            |
| (b) Loss for period | (268,588)                                          | (61,694)                                              | (37,217)                                                  | (45,930)                                          |
| (c) Loss per share  | (0.00)                                             | (0.01)                                                | (0.01)                                                    | (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 period ended March 31, 2016 are management, consulting and administrative fees of \$27,150 (2015 - \$17,100) charged by officers and directors of the Company. The following is a table representing the amounts for the period ended December 31, 2015:

|                                         | 2016      | 2015      |
|-----------------------------------------|-----------|-----------|
| Chief Executive Officer                 | \$ 14,000 | \$ 10,500 |
| Chief Financial Officer                 | 7,500     | -         |
| International Portfolio Management Inc. | -         | -         |
| 681315 B.C. Ltd.                        | 1,900     | 2,850     |
| Corporate Secretary                     | 3,750     | 3,750     |
| Total                                   | \$ 27,750 | \$ 17,100 |

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 former CFO and provides finance and accounting services.

Included in accounts payable and accrued liabilities as at March 31, 2016, are expenses due to an officer/director in the amount of \$840. There was \$3,355 in amounts due an officer/director as at March 31, 2015.

**CHANGES IN ACCOUNTING POLICIES****New standards and interpretations 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.

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### **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.

#### **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**

Subsequent to March 31, 2016, the Company received conditional approval of the TSX Venture Exchange with respect to the ZoomAway Transaction. The Transaction was approved by the shareholders of the Company and the shareholders of ZoomAway at the Company's annual general meeting and the meeting of ZoomAway shareholders, respectively, each held on April 28, 2016. The transaction remains subject to a number of conditions, including the completion of the minimum offering and the parties satisfying all of the conditions of the TSX Venture Exchange. In connection with the Transaction, the Company plans to change its name to ZoomAway Travel Inc.

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**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](http://www.sedar.com).