Telehop Communications Inc.

Management's Discussion and Analysis

For the Years Ended December 31, 2015 and 2014

Management's Discussion and Analysis
For the twelve months ended December 31, 2015 and 2014
Dated April 29, 2016

This document provides management's discussion and analysis ("MD&A") of our financial condition as at, and results of operations for, the year ended December 31, 2015 compared to 2014. This MD&A is intended to help the readers, including shareholders and stakeholders, understand the dynamics of Telehop's business and the key factors underlying its financial results, and should be read together with our unaudited interim consolidated financial statements and accompanying notes ("Annual Financial Statements") for the year ended December 31, 2015.

The Annual Financial Statements, along with the comparative periods presented in them, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts in this document are in Canadian dollars.

Throughout this document, unless otherwise specified or the context otherwise indicates, the "Company", "Telehop", "we", "us" and "our" refer to Telehop Communications Inc. and its subsidiaries.

Additional information on Telehop is available and can be found on Telehop's website at www.telehop.com or through the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com and includes the Company's other recent financial reports, securities and continuous disclosure documents.

The Annual Financial Statements and information and analysis in the MD&A includes amounts and conclusions based on informed judgments and estimates of the expected effects of current events and transactions with appropriate consideration as to materiality. In addition, in preparing the financial information, management must interpret the financial information, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information.

FORWARD-LOOKING STATEMENTS

This MD&A is dated April 29, 2016, and may contain forward-looking information related to our future financial condition and results of operations, and anticipated future events and circumstances. This information is based on our estimates about the conditions in which we operate and our beliefs and assumptions regarding these conditions. Unless otherwise indicated, the forward-looking information in this MD&A describes our expectations on the date of this MD&A. In some cases, forward-looking information may be identified by words such as “anticipate”, “believe”, “could”, “expect”, “plan”, “seek”, “may”, “intend”, “will”, “forecast” and similar expressions.

This information is subject to important risks and uncertainties, which are difficult to predict, and is based on and subject to assumptions, which may prove to be inaccurate. Some of the risk factors that could cause results or events to differ materially from current expectations include but are not limited to: increasing competition; ability to achieve strategies and plans; timing of product introductions; ability to manage our cost structure; general economic and business conditions; demographic changes; reliance on systems; changing technology; demand for our products and services; changing regulations; dependence on key suppliers; reliance on key personnel; legal contingencies and changes in laws; and tax related risks. Some of these risk factors are largely beyond our control. Should any risk factor affect us in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Unless otherwise indicated, forward-looking information does not take into account the effect that transactions, non-recurring or other special items, announced or occurring after this information is provided may have on our business. All of the forward-looking information reflected in this document and the documents referred to within are qualified by these cautionary statements. There can be no assurance that the results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences for us. Except as may be required by Canadian securities laws, we disclaim any intention and assume no obligation to update or revise any forward-looking information, even if new information becomes available, as a result of future events or for any other reason. Readers should not place undue reliance on any forward-looking information as various factors could cause actual future results, conditions or events to differ materially from expectations or estimates expressed in these forward-looking statements.

COMPANY OVERVIEW

Established in 1993, Telehop is a full-service long distance and wireless provider and has grown into one of the largest alternative telecommunications providers to both residential and business customers. Registered with the Canadian Radio-Television and Telecommunications Commission (“CRTC”) as a licensed Class “A” Telecom Carrier and American Federal Communications Commission (“FCC”), Telehop has been publicly traded on the TSX Venture Exchange (TSX:HOP) since 1997. Telehop’s core network resides in Toronto, Ontario, with virtual points-of-presence in major cities, provinces, and states across Canada and the United States.

Revenues are earned from the access to, and the use of, our telecommunications network and infrastructure. Numerous types of telecommunications services are sold and packaged in different forms, which includes casual calling, subscriptions, wireless solutions, wholesale, Business Services, VoIP Home Phone, and prepaid calling cards.

FINANCIAL REVIEW

Telehop’s annual revenue of $17,886,000 was up 5% compared to revenue of $17,114,000 for 2014. The net loss of $959,000 or $0.03 loss per common share in 2015 compared to net loss of $460,000 or $0.015 per common share for 2014. Adjusted EBITDA for 2015 was approximately $501,000 compared to $512,000 in 2014.

The Company completes an annual impairment test for goodwill and indefinite life intangible assets. The Cash Generating Units (CGUs) that the Company reviews are comprised of its two major segments, Retail long distance services and Wireless services. In Q4 2015, the Company’s service provider for international wireless roaming services discontinued its agreement to provide this feature on a go-forward basis, therefore the current customer base was maintained but no new customers could be added. The Company prepared a discounted cash flow on this basis and determined that due to the abrupt closure of this feature, the carrying value of goodwill and intangibles for the Wireless CGU has to be adjusted accordingly. In 2015, the non-cash impairment charge amounted to $245,500 (2014 – nil). For comparability purposes the Company has presented an Adjusted EBITDA reconciliation that removes the impact of the impairment charge.

The Company’s carrier billing services agreement with a major telecommunications provider (the “Telco”) as noted in the commitments note to the consolidated financial statements required minimum commitment levels that were not met. As part of the ongoing negotiations between Telehop and the Telco, a tentative settlement agreement was achieved in late 2015 and a final settlement agreement was achieved in early 2016. The Company will transfer the wireless spectrum it holds in British Columbia in exchange for a full release from the contractual obligations required under the original carrier billing services agreement. The settlement is subject to Industry Canada approval of the wireless spectrum transfer. As part of the 2015 consolidated financial statements, the Company has accrued $250,000 as a settlement expense that represents the Company’s carrying value of this spectrum within intangible assets. The settlement amount is a non-cash item that has been removed from Adjusted EBITDA for comparability purposes.

The Company’s gross margin for 2015 was approximately $6,704,000 or 37% compared to approximately $6,664,000 or 39% for 2014. Compared to historical gross margins, the Company continues to experience foreign exchange pressure on telecommunications costs as a result of the weakening Canadian dollar to the US dollar considering a majority of vendors are paid in US dollars while revenues are mostly earned in Canadian dollars. Also, unexpected fluctuations in international carrier costs to major destinations had a significant impact on gross margins in this year. The Company has been offsetting the decrease in gross margin by finding efficiencies in the operations. General and administrative expenses have decreased by 5% from 2014, resulting in mostly permanent savings to the business. These cost savings measures have enabled the Company to balance the pressure of increased costs from foreign exchange and unexpected rate increases from wholesale carriers. The Company will look to expand cost saving initiatives while seeking new opportunities to grow top line sales and return gross margin back to historical levels. In addition, the Company reduced debt by about $856,000 in 2015. The balance of the vendor-take-back loan was paid on December 31, 2015 which will allow the Company to conserve cash for operations and future expansion.

See the section titled “Definitions – Additional GAAP Measures and Non-GAAP Measures” for descriptions of Operating Income (loss), EBITDA, Adjusted EBITDA and the reconciliation of EBITDA and Adjusted EBITDA to net income (loss) for the periods presented. These items do not have a standardized meaning under IFRS and therefore are unlikely to be comparable to similar measures presented by other companies. EBITDA and Adjusted EBITDA are non-GAAP measures which should not be considered as a substitute or alternative for GAAP measures.

RESULTS OF OPERATIONS

Consolidated Statements of Operations

Years ended December 31, 2015, 2014, and 2013

	2015	2014	2013
Revenue	$ 17,885,503	$ 17,113,670	$ 8,319,885
Telecommunications costs	11,181,134	10,449,447	4,783,914
Gross margin	6,704,369	6,664,223	3,535,971
Gross margin %	37%	39%	43%
Operating expenses			
General and administration	3,851,546	4,055,042	2,084,713
Marketing and selling	1,694,249	1,451,835	644,896
Development and technical support	664,594	695,538	395,370
Depreciation and amortization	688,620	557,999	153,947
Acquisition costs	35,970	98,642	149,030
Impairment charge	245,500	-	-
Settlement charge	250,000	-	-
	7,430,479	6,859,056	3,427,956
Operating (loss) income	(726,110)	(194,833)	108,015
Other items			
Finance costs, net	(384,392)	(364,226)	(27,132)
Other income	6,825	50,064	8,239
	(377,567)	(314,162)	(18,893)
Income (loss) before income taxes	(1,103,677)	(508,995)	89,122
Income tax expense (recovery)	(144,532)	(48,677)	-
Net (loss) income	(959,145)	(460,318)	89,122
Other comprehensive income	-	-	-
Comprehensive (loss) income	(959,145)	(460,318)	89,122
Earnings (loss) per share - basic and dilut	(0.030)	(0.015)	0.004
EBITDA[1]	(30,666)	413,230	270,201
Adjusted EBITDA[1]	500,804	511,872	419,231

[1] See "Definitions – Additional GAAP Measures and Non-GAAP Measures" for descriptions of Operating Income (loss), EBITDA and Adjusted EBITDA, and a reconciliation of EBITDA and Adjusted EBITDA to net income (loss) for the periods presented.

OVERALL PERFORMANCE

Operating revenue by segment

Consolidated operating revenues increased by $772,000 or 5% from 2014. The major driver of the revenue increase was the additional wireless roaming services partially offset by the decreases in retail revenues. In addition, the Company had ten months of G3 and eight months of iRoam sales in 2014 versus twelve months in 2015. The Company will work with its vendors to restructure its product lines to offer new services that could offer more opportunity for additional sales and gross margin in 2016. The Company will look to capitalize in 2016 on launching new services currently being developed for the business services and retail consumer base.

	For the quarter ended Dec 31			
	2015	2014	+/-	%
Retail	$ 14,537,630	$ 14,618,528	$ (80,898)	-
Wireless	3,347,873	2,495,142	852,731	34%
Total revenues	$ 17,885,503	$ 17,113,670	$ 771,833	5%

Retail revenue

Compared to 2014, retail revenue decreased by about $81,000, this is a combination of customer sales, competitive pricing offered to entice new customers and win back previous customers that were not actively using our services. This competitive pricing is seen in the reduced gross margins year-over-year. In general, the market is still seeing casual calling and long distance packages to be under pressure as retail customers are receiving strong offers from their existing providers to stay with low long distance rate calling offers and strong bundle offers. The incumbent carriers continue to offer strong incentives to keep their existing customers making it challenging to offer lower rates and maintain margins. The increase in bundled subscription plans, business services, and wireless services are helping to offset this decline.

Wireless revenue

Wireless revenue reflects the roaming SIM service Telehop acquired as part of the G3 Telecom purchase. In addition, the sales of the iRoam business lines are included in wireless revenue due to the majority of those sales being wireless solutions. Compared to 2014, wireless revenue increased by $853,000 year-over-year. The Company calculated an impairment charge for the Wireless CGU due to a discontinuation in 2016 of one of the roaming wireless services offered in 2014 and 2015. The Company expects to initially see a decrease in wireless revenue in Q1 and Q2 of 2016 as compared to 2015 until a new service provider is found.

Gross Margin

	2015	2014	+/-	%
Gross Margin	$ 6,704,369	$ 6,664,223	$ 40,146	1%
	37%	39%		

Gross margin as a % of revenue has decreased from 39% in 2014 to 37% in 2015. The Telehop companies had an average gross margin of approximately 40% for the past three years. However, the G3 companies' gross margins range from 30%-35%. This difference is related to the nature of the businesses, Telehop has been traditionally a post-paid company therefore there is collectability risks associated with retail customers. G3 Telecom's customers predominately prepay for their services which offers no collectability risk but must offer its services at a lower selling price thus reducing gross margin. Other key factors in this year include foreign exchange impact of paying vendors in US dollars while most of the Company's sales are in Canadian dollars has a significant impact on gross margin.

Operating Expenses

	2015	2014	+/-	%
General and administration	$ 3,851,546	$ 4,055,042	$ (203,496)	(5%)
Marketing and selling	1,694,249	1,451,835	242,414	17%
Development and technical support	664,594	695,538	(30,944)	(4%)
Depreciation and amortization	688,620	557,999	130,621	23%
Acquisition costs	35,970	98,642	(62,672)	(64%)
Impairment charge	245,500	-	245,500	-
Settlement charge	250,000	-	250,000	-
Total operating expenses	7,430,479	6,859,056	571,423	8%

General & administration expenses of $3,852,000 have decreased by $203,000 compared to last year as a result of operational efficiencies and reduced head count at the corporate office.

Marketing & selling expenses of $1,694,000 have increased by $242,000 compared to last year as a result of an increase in advertising initiatives and commissions owed for wireless sales in the year.

Development & technical support expenses decreased by $31,000 or 4% compared to last year as a result of lower head count after consolidating G3 and iRoam technical and development staff to the Telehop team.

Depreciation and amortization expenses increased by $131,000 or 23% compared to the same period last year. The increase is related to the amortization of customer lists from the G3 and iRoam acquisitions which are being amortized over a three year timespan as per the corporate policy.

The impairment charge of $245,500, related to the write-down of wireless assets due to the discontinuation of a major roaming agreement. The Company is actively working to establish a new supplier arrangement in 2016.

The settlement charge of $250,000 was accrued in 2015 as part of the settlement agreement with the Telco. The settlement agreement is subject to Industry Canada approval of the wireless spectrum transfer.

DEFINITIONS - ADDITIONAL GAAP MEASURES AND NON-GAAP MEASURES

The Company measures the success of its strategy through certain key performance indicators, which are outlined below. The following key performance indicators are not measurements in accordance with IFRS and should not be used as an alternative to net income or any other measure of performance under IFRS.

Operating Income (Loss)

We include Operating Income (Loss) as an additional GAAP measure in our consolidated statements of operations and comprehensive income (Loss). Operating Income (Loss) is defined as revenue less telecommunications costs and operating expenses, and excludes finance income and costs, net, and other income. We consider operating income (loss) to be representative of the activities that would normally be regarded as operating in nature for the Company. We believe this measure provides relevant information that can be used to assess the consolidated performance of the Company and therefore, provides meaningful information to investors.

EBITDA and Adjusted EBITDA

We define EBITDA as earnings before interest costs, taxes, depreciation and amortization. Adjusted EBITDA also excludes acquisition costs, settlement charges and impairment charges. EBITDA and Adjusted EBITDA, which are non-GAAP financial measures, are commonly used measures used in the telecommunications industry to assist in understanding and comparing operating results. EBITDA and Adjusted EBITDA are reviewed regularly by management and our Board of Directors in assessing performance and in making decisions regarding the ongoing operations of the business and the ability to generate cash flows. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position or cash flows that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with IFRS. EBITDA and Adjusted EBITDA are not measures of financial performance nor do they have standardized meanings under IFRS. In evaluating these measures, investors should consider that the methodology applied in calculating such measures may differ among companies and analysts. We have reconciled EBITDA and Adjusted EBITDA to their most comparable measure calculated in accordance with IFRS, being net income (loss) in the tables below.

Below is a reconciliation of "EBITDA" and "Adjusted EBITDA" to net (loss) for the periods presented:

	2015	2014	+/-	%
Net (loss) before tax	$ (1,103,677)	$ (508,995)	$ (594,682)	117%
Interest costs	384,392	364,226	20,166	6%
Depreciation and amortization	688,620	557,999	130,621	23%
EBITDA	$ (30,666)	$ 413,230	$ (443,896)	(107%)

	2015	2014	+/-	%
Net (loss) before tax	$ (1,103,677)	$ (508,995)	$ (594,682)	117%
Interest costs	384,392	364,226	20,166	6%
Depreciation and amortization	688,620	557,999	130,621	23%
Acquistion costs	35,970	98,642	(62,672)	(64%)
Impairment charge	245,500	-	245,500	-
Settlement charge	250,000	-	250,000	-
Adjusted EBITDA	$ 500,804	$ 511,872	$ (261,068)	(51%)

EBITDA, Adjusted EBITDA and Operating Loss

The Company had a net loss of $959,000 based on the changes in revenue and expenses discussed above. The major one time charges were the goodwill and intangible asset impairment charge of $245,500 (2014 – nil) and the accrual for the settlement charge with the Telco of $250,000 (2014 – nil), both non-cash items. The interest expense incurred relates to the notes payable and debentures issued to complete the two purchases in 2014. The increase in depreciation and amortization expense relates to the assets acquired from the two companies in 2014 and the amortization of customers lists. The acquisition costs of $36,000 relate to professional fees incurred for potential acquisitions of telecom companies in 2015.

QUARTERLY RESULTS SUMMARY

The following table sets forth certain unaudited consolidated statements of operations information for the quarter ending December 31, 2015 as well as historical periods. The operating results for any quarter are not necessarily indicative of results for any future period:

Summary of results	2015				2014			
($000's)	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenue	4,110	4,260	4,759	4,757	4,826	4,734	4,720	2,834
Telecommunication costs	2,539	2,778	2,985	2,879	2,862	2,908	3,022	1,657
Gross margin	1,571	1,482	1,774	1,878	1,963	1,826	1,698	1,177
Gross margin %	38%	35%	37%	39%	41%	39%	36%	42%
Operating expenses								
General and administration	1,014	874	941	1,023	1,214	1,059	1,081	701
Marketing and selling	297	330	521	546	420	428	391	213
Development and technical support	141	169	176	179	239	213	134	110
Depreciation and amortization	171	169	173	174	181	138	161	78
Acquisition costs	36	-	-	-	-	-	36	63
Impairment charge	246	-	-	-	-	-	-	-
Settlement charge	250	-	-	-	-	-	-	-
	2,155	1,542	1,811	1,922	2,053	1,838	1,803	1,165
Operating (loss) income	(584)	(60)	(37)	(44)	(90)	(12)	(105)	12
Finance costs, net	92	96	98	98	133	92	94	45
Other income	-	-	-	6	10	-	4	36
Income (loss) before income taxes	(676)	(156)	(135)	(136)	(213)	(104)	(195)	3
Income tax (recovery)	(145)	-	-	-	(49)	-	-	-
Net (loss) income	(531)	(156)	(135)	(136)	(164)	(104)	(195)	3
Earnings (loss) per share	(0.016)	(0.005)	(0.004)	(0.004)	(0.005)	(0.003)	(0.006)	-
EBITDA	(413)	109	136	136	101	126	60	126
Adjusted EBITDA	118	109	136	136	101	126	96	189

FINANCIAL CONDITION

The following table present the variations in the Consolidated Statement of Financial Position as at December 31, 2015 as compared to December 31, 2014:

($000's)	Dec 31 2015	Dec 31 2014	Changes	
Current assets				
Cash and cash equivalents	712	1,767	(1,055)	(60%)
Trade and other receivables, net of allowance for doubtful accounts	1,419	1,746	(327)	(19%)
Note receivable	-	127	(127)	(100%)
Prepaid expenses and other	581	718	(137)	(19%)
Total current assets	2,713	4,359	(1,646)	(38%)
Non-current assets				
Property and equipment	819	1,037	(218)	(21%)
Intangible assets	2,021	2,738	(716)	(26%)
Goodwill	1,368	1,440	(72)	(5%)
Total assets	6,921	9,573	(2,653)	(28%)
Current liabilities				
Accounts payable and accrued liabilities	1,749	2,442	(693)	(28%)
Income taxes payable	103	135	(32)	(24%)
Provisions	7	14	(7)	(50%)
Deferred revenue	1,248	1,232	16	1%
Note payable - current	-	856	(856)	(100%)
Obligations under finance lease	5	9	(3)	(37%)
Total current liabilities	3,112	4,687	(1,576)	(34%)
Non-current liabilities				
Obligations under finance lease	14	6	8	137%
Note payable - long term	-	100	(100)	(100%)
Future income tax liability	59	171	(112)	(65%)
Debentures	2,819	2,761	57	2%
Total Liabilities	6,003	7,726	(1,723)	(22%)
Total shareholders' equity	917	1,847	(930)	(50%)
Total liabilities and shareholders' equity	6,921	9,573	(2,652)	(28%)

The following table presents the variations in the Consolidated Statement of Financial Position as at December 31, 2014 as compared to December 31, 2013:

($000's)	Dec 31 2014	Dec 31 2013	Changes	
Current assets				
Cash and cash equivalents	1,767	773	994	129%
Trade and other receivables, net of allowance for doubtful accounts	1,746	1,217	529	43%
Note receivable	127	-	127	-
Prepaid expenses and other	718	79	639	809%
Total current assets	4,359	2,069	2,290	111%
Non-current assets				
Property and equipment	1,037	465	572	123%
Intangible assets	2,738	187	2,551	1364%
Goodwill	1,440	-	1,440	-
Total assets	9,573	2,721	6,852	252%
Current liabilities				
Accounts payable and accrued liabilities	2,442	1,345	1,097	82%
Income taxes payable	135	-	135	-
Provisions	14	20	(6)	(30%)
Deferred revenue	1,232	-	1,232	-
Note payable - current	856	51	805	1578%
Obligations under finance lease	9	8	1	6%
Total current liabilities	4,687	1,424	3,263	229%
Non-current liabilities				
Obligations under finance lease	6	6	-	-
Note payable - long term	100	-	100	-
Future income tax liability	171	-	171	-
Debentures	2,761	-	2,761	-
Total Liabilities	7,726	1,430	6,296	440%
Total shareholders' equity	1,847	1,290	557	43%
Total liabilities and shareholders' equity	9,573	2,720	6,854	252%

From 2014 to 2015 current assets have decreased by 38% while current liabilities have decreased by 34%. The reduction in cash by $1,055,000 relates mostly due to debt reduction in 2015, interest payments on the debentures and clearing up accounts payable. As of 2016, the notes payable owed for the G3 purchase have been fully paid, accounts payable is current for all major vendors, and the Company is working towards a new lending structure with its debenture holders to gain more financial flexibility.

The note payable represents the debts issued to finance the G3 Telecom and iRoam acquisitions. The Company decreased notes payable by $856,000 from 2014 to 2015. The carrying value of the debentures from 2014 to 2015 increased based on the amortization of the carrying charges upon initial issuance.

Total assets and liabilities have decreased from 2014 to 2015. Telehop repaid $756,000 in principal payments while maintaining a cash balance of $712,000 at the end of the year.

SOURCES AND USE OF CASH

The Company's cash flows from operating, investing and financing activities, as presented in the consolidated statements of cash flows, are summarized in the following table:

($000's except ratios)	**2015**	**2014**	$ Change	% Change
Cash provided by operating activities	24	276	(252)	91%
Cash provided (used) by investing activities	(115)	(875)	760	87%
Cash provided (used) by financing activities	(964)	1,593	(2,557)	(160%)
Increase (decrease) in cash	(1,055)	994	(2,049)	(206%)
Cash and cash equivalents	712	1,767	(1,055)	(60%)
Current assets	2,713	4,359	(1,646)	(38%)
Current liabilities	3,112	4,687	(1,576)	(34%)
Working capital (deficiency)	(399)	(329)	(71)	21%
Current ratio	0.9	0.9		

Note that working capital is defined as current assets less current liabilities, and current ratio is calculated as current assets as compared to current liabilities.

Cash provided by operating activities totaled $24,000 and was largely attributed to the results of operational changes previously discussed. Cash used in investing activities totaled $115,000 related to additional equipment purchased in the year and an earn out payment for the iRoam asset acquisition. Cash used in financing activities of $964,000 was mostly due to the principal payments of the note payable and the interest expenses for the debentures. The net increase in cash in 2014 related to the funds raised to purchase G3 Telecom and iRoam. The Company expected 2015 to be a transition year to reduce its outstanding debt which will enable 2016 to once again leverage the balance sheet for future growth prospects.

The Company manages liquidity risk to maintain sufficient liquid financial resources to fund our balance sheet and meet our commitments and obligations in the most cost-effective manner possible. The Company does not foresee any working capital restrictions for 2016 at this time.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off balance sheet arrangements.

CONTRACTUAL OBLIGATIONS AND OTHER COMMITMENTS

- Notes Payable

  On April 1, 2013, the Company completed an asset purchase with G3 Telecom, under which the Company acquired G3 Telecom's business services customer lists. The purchase price of $200,000 included a cash portion of $80,000 paid immediately and a note payable of $120,000, repayable over eighteen months at an annual interest rate of 5%. The Company has made principal payments on the note payable of $69,170 during fiscal 2013 and the balance of $50,830 in fiscal 2014. The note payable obligation was completed as of October 1, 2014.

  On February 28, 2014, the Company completed an asset and share purchase with G3 Telecom under which the Company acquired the remainder of G3 Telecom's business (note 3 to the consolidated financial statements). As part of the purchase price of $4,111,000, the Company entered into a note payable of $1,500,000 to the vendor, repayable over twenty four months at an annual interest rate of 5% with principal payments made quarterly, starting April 1, 2014. The Company made principal payments on the note payable of $750,000 during 2015 (2014 - $750,000) and the note payable obligation was completed as of December 31, 2015.

  On May 1, 2014, the Company acquired the customer lists of iRoam Mobile Solutions Inc., a Canadian company that operates under the iRoam and Brightroam brands in the United States and Canada. The purchase price of the assets is $400,000 which may be reduced if revenues in the first 12 months following the purchase are less than $1,000,000, and if revenues in the first 12 months following May 1, 2015 exceed $1,200,000 the purchase price will increase by $100,000. On closing, $170,000 of the price was paid and the balance of $330,000 by way of a promissory note which will be subject to the price adjustments noted above. The Company recorded an additional $100,000 in consideration as management believed it was probable that the amount will be paid to the seller. As of December 31, 2015 the first $100,000 liability was paid due to the $1,000,000 in sales for the first year milestone being achieved. An additional $100,000 payment will be required on May 1, 2016 if the milestone of $1,200,000 in gross sales during the previous one year period is achieved. The Company does not expect to meet the minimum sales milestone as of December 31, 2015, therefore has adjusted the note payable and intangible asset carrying value by $100,000 respectively.

- Debentures

  In connection with the G3 Telecom transaction (note 3 to the consolidated financial statements), the Company completed a concurrent private placement of $3,000,000 of unsecured, five-year debentures. The debentures will mature five years from the date of closing of the offering of February 28, 2014 and bear interest at a rate of 10% per annum, payable semi-annually in cash on June 30 and December 31 in each year, commencing on June 30, 2014, with the final payment due on the maturity date

  Each debenture was priced at a 2% discount, namely at $980 per $1,000 of the principal amount thereof. On and after June 30, 2016, and at any time prior to the maturity date, the debentures are redeemable at the option of the Company at a price equal to $1,000 per debenture plus accrued and unpaid interest thereon up to but excluding the date of redemption. The Company engaged Jones, Gable & Company Ltd. ("Jones Gable") to act as finder in connection with the offering and paid Jones Gable a $195,000 fee equal to 6.5% of the gross proceeds raised from the sale of the debentures.

Total transaction costs including the discount related to the debenture offering were $286,375 and were recorded as an offset to the carrying value of the debentures. During the twelve month period ended December 31, 2015, the Company recorded $57,275 (2014 - $47,729) of amortization of these transaction costs in finance costs.

- Contractual obligations

The Company has entered into lease agreements for premises expiring at various periods up to 2019. The future minimum annual rental payments on the non-cancellable operating leases are payable as follows:

2016	$	311,182
2017		106,482
2018		81,555
2019		14,088

The Company leases its corporate office that expires in March 2017. During the twelve month period ended December 31, 2015, the Company recognized $150,000 as an expense in profit or loss as part of general and administrative cost in respect to this operating lease (2014 - $226,496).

In December 2011, the Company entered into an operating lease for its switch facility that includes hosting and connectivity service, which will expire in October 2015. During the twelve month period ended December 31, 2015, the Company recognized $91,200 as the expense in profit or loss as part of telecommunication costs in respect to the operating lease for the switch facility (2014 - $64,200). The Company also assumed additional switch facility space as part of the acquisition of G3 Telecom (note 3 to the consolidated financial statements). The term for this leased space is from March 2014 to February 2019. The Company recognized $141,655 in expense for the twelve months ended December 31, 2015 (2014 – $111,813).

Carrier Billing Services Agreement:

During the year ended December 31, 2012, the Company entered into a carrier billing services agreement with a major national telecommunications provider (the "Telco") to create a long-distance dial-around service for wireless customers of that Telco. Under the terms of the agreement, which has a term of five years and ends on December 31, 2017, the Company is required to pay a Carrier Billing Processing Fee to the Telco that is calculated based on a fixed percentage of the amount of gross billings received by the Company for use of the service. Under the terms of the agreement, the Company has committed to remitting a minimum amount of Carrier Billing Processing Fees to the Telco based on revenue earned under the service by the Company of a fixed percentage of $7,000,000 through the first two years of the agreement, and an aggregate of a fixed percentage of $25,000,000 through the entire five-year term of the agreement.

To the extent that the minimum Carrier Billing Processing Fees are not paid to the Telco by the second and fifth anniversary dates, the Telco may require the Company to remit the shortfall on demand. As of December 31, 2015, there is a shortfall of $6,568,920 to the obligation for the initial two year term, of which 35% totaling $2,299,122 is owed by the Company to the Telco (the "Shortfall Charge"). The Company and the Telco commenced negotiations to amend the terms of the agreement and subsequent to year end have agreed to a settlement. The Telco has agreed to release the Company from any Shortfall Charge in exchange for the transfer of certain wireless spectrum from the Company to the Telco. The transfer of the wireless spectrum is subject to regulatory approval. In the event that the wireless spectrum transfer is not approved by the regulatory authorities, the Shortfall Charge would continue to be an outstanding obligation of the Company.

The Company has recorded a charge and related liability of $250,000 at and for the year ended December 31, 2015, which is equal to the carrying value of the wireless spectrum to be transferred to the Telco. This amount represents the consideration the Company will transfer to the Telco in in exchange for the release from the Shortfall Charge related to the carrier billing service agreement.

CAPITALIZATION

As at December 31, 2015, the Company had 32,272,083 common shares outstanding and 2,252,875 share options, which are exercisable at an average strike price of $0.12 per share at various dates prior to May 2020.

BUSINESS RISKS AND UNCERTAINTIES

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The following areas summarize the principal risks and uncertainties that could affect Telehop's future results.

Competition

Telecommunications providers are continually increasing the range of services they offer as well as lowering their long-distance rates to become more competitive. There can be no assurance that our current or future competitors will not provide services superior to those we provide, or at lower prices, adapt more quickly to evolving industry trends or changing market requirements, enter the market in which we operate, or introduce competing services. Any of these factors could decrease our revenue, lower our subscriber base or increase churn. Telehop intends on mitigating these risks through offering more innovative solutions that will remove itself from the price sensitive market, and further optimize its cost structure in anticipation of future price declines and drive more aggressive pricing.

Technology

The market for the Company's services is characterized by rapid change and technological improvements. Failure to respond in a timely and cost-effective way to these technological developments could result in serious harm to the Company's business and operating results. A substantial portion of the Company's revenues are derived and expected to continue to be derived from providing telecommunications services that are based upon today's leading technologies and that are capable of adapting to future technologies.

In addition, the day-to-day operations of our business are highly dependent on their information technology systems. An inability to enhance information technology systems to accommodate additional customer growth and support new products and services could have an adverse impact on our ability to acquire new subscribers, manage subscriber churn, produce accurate and timely subscriber invoices, generate revenue growth and manage operating expenses, all of which could adversely impact our financial results and position.

Reliance on systems and system failures

We rely on various complex systems that are used in the provision of services to customers and the management of customer relationships and billings. These systems are made up of many integrated parts consisting of cable, equipment, buildings and towers, IT equipment, IT software and related data. The success of our operations depends on how well these components are protected against damage from fire, adverse weather, natural disasters, power loss, hacking, computer viruses, disabling devices, vandalism, acts of war or terrorism, and other events. Any of these things could cause operations to be shut down indefinitely and adversely affect our revenues and costs.

Our operations also depend on timely replacement and maintenance of our networks and equipment. To mitigate the effect of this risk, we have business continuity and disaster recovery plans, including certain redundancies that have been built into our network to reduce downtime arising from natural and other disasters; however, there can be no assurance that these plans will be effective.

In addition, many aspects of our business depend to a large extent on various IT systems and software, which must be improved and upgraded regularly and replaced from time to time, sometimes at significant cost. Implementing system and software upgrades and conversions is a very complex process, which may cause adverse consequences including billing errors and delays in customer service. Should these consequences occur, these events could significantly damage our customer relationships and business and have a material adverse effect on our operating results.

Regulatory

Regulatory changes issued by the Canadian Radio-television and Telecommunications Commission (CRTC) could have a material adverse impact on Telehop's procedures, costs and revenues. The Company is federally regulated by the CRTC and Industry Canada. The CRTC regulates certain tariff charges in which Telehop pays to certain local carrier exchanges and may issue changes that may have a material unfavorable impact on the Company's financial results. To mitigate these risks, the Company monitors industry developments very closely through industry advisors.

Management team and dependence on key personnel

Telehop operates with a small but effective and experienced management team that strives to oversee all aspects of operations, and by calling upon the services of financial, industry and technology experts in areas when deemed appropriate.

The success of the Company is heavily dependent on its management team and key personnel and on its ability to motivate, retain and attract highly skilled persons. There can be no assurance that the Company will successfully attract and retain additional qualified personnel to manage its current needs and anticipated growth. The failure to attract such qualified personnel to manage growth effectively and/or the replacement of any management team member or key personnel could have a material adverse effect on the Company's business, financial condition or results of operations. All team members are encouraged to document each of their key tasks and responsibilities as a means of mitigating this risk.

Niche Company

As a niche telecommunications long-distance provider serving primarily ethnic communities, the Company at this time does not have the full diversification in services compared to other larger telecommunications companies. Therefore, the Company is exposed to unforeseen changes in the long-distance market that could adversely affect the Company's future financial results. To mitigate these risks steps have been taken toward being a more diversified company by offering not only long-distance services but as a provider of additional telecommunications services such as wireless.

Integration risk

On February 28, 2014 and May 1, 2014, the Company closed the acquisition of the G3 Telecom business and iRoam assets respectively. Integration of these acquisitions and any future acquisitions involves a number of special risks, including the following: failure to integrate successfully the personnel, information systems, technology, and operations of the acquired business; failure to maximize the potential financial and strategic benefits of the transaction; failure to realize the expected synergies from acquired businesses; possible impairment of relationships with employees and customers as a result of any integration of new businesses and management personnel; possible losses from liabilities assumed in customer contracts; impairment of goodwill and intangible assets; and reductions in future operating results from amortization of intangible assets.

Currency

The Company's functional currency is the Canadian dollar, but it regularly transacts in U.S. dollars for a portion of its business activities. The Company purchases wholesale long distance minutes in U.S. dollars but a majority of the sales are in Canadian dollars, therefore gross margins are negatively impacted by a weaker

Canadian dollar. The assets, liabilities, revenues and expenses denominated in U.S. dollars will be affected by changes in the exchange rate fluctuations in the market between the Canadian and U.S. dollar.

Credit

The Company is subject to credit risk through trade and other receivables, which consists of amounts represented by the large number of subscription services customers that are invoiced directly, and amounts owed from a large number of customers through various LECs from casual calling revenues.

Liquidity

The Company derives most of its liquidity from cash from operating activities. The Company may require additional capital in the future and no assurance can be given that such capital will be available at all or available on terms acceptable to Telehop.

Where Telehop issues shares in the future, such issuance will result in the then existing shareholders of Telehop sustaining dilution to their relative proportion of the equity in the Company.

In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or securities convertible into common shares. The articles of the Company allow it to issue, among other things, an unlimited number of common shares for such consideration and on such terms and conditions established by its directors without the approval of its shareholders. The Company cannot predict the size of future issues of common shares or securities convertible into common shares or the effect, if any, that future issues and sales of the common shares will have on the price of the common shares. Any transaction involving the issue of previously authorized but unissued common shares or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective shareholders of the Company.

General economic conditions

Our businesses are affected by general economic conditions, consumer confidence and spending. Recessions or declines in economic activity or economic uncertainty generally cause an erosion of consumer and business confidence and may materially reduce discretionary consumer spending. Any reduction in discretionary spending by consumers and businesses or weak economic conditions may materially negatively affect us through decreased demand for our products and services including decreased revenue and profitability, higher churn and higher bad debt expense.

Dependence on service providers

A number of service providers provide certain essential components of our business operations to our employees and customers, including network, payroll, call center support, certain information technology functions, and invoice printing and facilitation. Our network systems are connected to the systems of other telecommunications carriers, and we rely on them to deliver some of our services. Interruptions in these services can adversely affect our ability to provide services to our customers. To mitigate this risk, we have contracted with a number of service providers to enable redundancies in critical areas.

KEY PERFORMANCE INDICATORS (KPI's) AND NON-IFRS MEASURES

The Company uses a number of key performance indicators as measurement tools, which are outlined below. The following key performance indicators are not measurements in accordance with IFRS and should not be used as an alternative to net income (loss) or any other measure of performance under IFRS.

Gross Margin

Gross margin is determined by deducting all telecommunications-related expenses from revenue. Telecommunications expenses include fixed and variable carrier costs, billing and collections charges to local exchange carriers and support costs for all telecommunications facilities. Gross margin is an indicator of the Company's profit directly tied to its services before general operating expenses.

EBITDA

Earnings before interest, taxes, depreciation and amortization (EBITDA) are commonly used in the telecommunications industry to assist in understanding and comparing operating results. The Company believes that this measure is important in assessing its profitability before the impact of depreciation and amortization and non-operating factors. EBITDA is also a useful measure of the Company's ability to service debt, invest in capital equipment or distribute dividends to its shareholders.

Adjusted EBITDA

The term "Adjusted EBITDA" refers to the net income (loss) before adjusting for depreciation and amortization, impairment charge on non-financial assets, settlement charges, acquisition costs, finance income, finance costs, and income taxes. "Adjusted EBITDA margin" refers to the percentage that Adjusted EBITDA for any period represents as portion of total revenues for that period.

We believe EBITDA, Adjusted EBITDA, and Adjusted EBITDA margin are useful supplemental information as they provide an indication of the results generated by the Company's main business activities prior to taking into consideration how those activities are financed and taxed and also prior to taking into consideration expenses related to impairment charge on non-financial assets, acquisition costs and other items listed above. Accordingly, we believe that these measures may also be useful to investors in enhancing their understanding of the Company's operating performance.

See "Results of Operations – Adjusted EBITDA".

EBITDA, Adjusted EBIDTA, and Adjusted EBITDA margin are not measures recognized by IFSRS and do not have standardized meaning prescribed by IFRS. Therefore, EBITDA, Adjusted EBITDA, Adjusted EBIDTA margin and may not be comparable to similar measures presented by other issuers. Investors are cautioned that EBITDA, Adjusted EBITDA and Adjusted EBITDA margin should not be construed as an alternative to the net income (loss) as determined in accordance with IFRS

SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance:

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements were approved by the Board of Directors and authorized for issue on April 29, 2016.

(b) Basis of preparation:

The consolidated financial statements have been prepared on the historical cost basis except for certain assets and financial instruments that are measured at their fair values, as explained in the significant accounting policies below. Historical cost is based on the fair value of the consideration given in exchange for assets. The consolidated financial statements are prepared in Canadian dollars, which is the Company's functional currency.

(c) Basis of consolidation:

(i) Subsidiaries:

Subsidiaries are entities controlled by the Company where control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements. All subsidiaries of the Company are wholly owned and controlled by the Company.

(ii) Transactions eliminated on consolidation:

Inter-company balances and transactions between subsidiaries are eliminated in preparing the consolidated financial statements.

(d) Revenue:

The Company earns its revenues from access to, and usage of, its telecommunications network by its customers. Its main service is to provide long-distance services through access to its network, which has the capability to track pertinent data for each individual call to a particular country destination. This allows the Company to rate each call by applying predetermined long-distance rates by country to the volume of minutes provided. The Company recognizes revenues at the fair value of the consideration received or receivable, including billed and unbilled, when it is probable that the consideration will be collected and services have been performed as described below. Amounts billed to customers, but not yet earned, are recorded and presented as deferred revenue. Costs associated with these amounts are also deferred and recognized in the same period as the revenue is earned. The Company has two operating segments – retail, and wireless services. The Company's services are packaged in different forms that include casual calling, subscriptions (equal access service, Telehop Home Phone and Telehop Business Services), prepaid calling cards, wireless services and wholesale as follows:

(i) Retail:

(1) Casual calling:

This service allows customers to access the Company's network without the need to subscribe to a service contract or pay any direct fees. Customers can complete a long-distance call by dialing one of the Company’s carrier identification codes ("CIC") owned by the Company or dialling a local access code. Revenue is recognized when a customer dials a CIC code or local access code and completes a connected long-distance call.

(2) Subscriptions:

This service allows a customer to directly dial their long distance number, by dialing "1+" or "011+". The customer subscribes to this long distance service and is required to transfer carriers upon entering into a contract with the Company. For monthly block plans, the customer is provided a fixed number of minutes per month for a flat monthly fee, and revenue is recognized during the month of service. For per-minute plans, customers are charged a fixed rate per minute for each call, and revenue is recognized when a customer completes a long-distance call as access and usage of the Company's network has occurred.

(3) Home Phone:

The Company markets a VoIP (voice-over-internet-protocol) service under its Home Phone brand. This service allows a customer to place local and long-distance calls through a high-speed Internet connection allowing the customers to replace their home phone line with the Company's network for a stated monthly fee. Revenue is recognized monthly over the term of the contract.

(4) Business Services:

The Company offers hosted PBX (Private Branch Exchange) business services that target businesses and provide the customer with business telephone services for a stated monthly fee per line. Revenue is recognized monthly over the term of the contract and as additional services are used.

(5) Prepaid calling cards:

The Company offers prepaid long distance calling cards, where the customers dial a toll free number to make their long distance call through the Company's network. Proceeds on the sale of cards are deferred and revenue is recognized when a customer completes a connected long-distance call or at the time allotment on the card has expired.

(6) Wholesale:

The Company offers discounted rates to high volume resellers to carry their calls through the Company's network. Bulk minutes are sold by destination. Revenue is recognized when the resellers' customers make long-distance calls through the Company's network.

(ii) Wireless Services:

The Company provides global cellular phone communications services, SIM cards, roaming devices and worldwide Wi-Fi roaming solutions that are sold directly and through distributors for use around the world. Revenue is recognized monthly over the term of the contract and as usage is incurred.

(e) Share-based payment transactions:

Equity-settled share-based payments granted to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based payment transactions are set out in note 13 to the consolidated financial statements. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period of each tranche of the award, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the Company obtains the goods or the counterparty renders the service.

(f) Income taxes:

Income tax expense is comprised of current and deferred taxes. Current tax and deferred tax are recognized in profit or loss except to the extent that they relate to a business combination, or items recognized directly in equity or in other comprehensive income. Current tax is the expected tax payable or recoverable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, as well as any adjustment to tax payable in respect of previous years. Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(g) Foreign currency translation:

In preparing the financial statements of each individual entity, transactions in currencies other than the entity's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

(h) Financial instruments:

Financial assets and financial liabilities are recognized in the statements of financial position when the Company has become party to the contractual provisions of the instruments. The Company's financial instruments primarily consist of cash and cash equivalents (classified as held-for-trading), trade and other receivables and note receivable (classified as loans and receivables), accounts payable and accrued liabilities (classified as other financial liabilities), notes payable (classified as other financial liabilities), finance leases (classified as other financial liabilities) and debentures (classified as other financial liabilities). The fair values of these financial instruments approximate their carrying values. Initial and subsequent measurement and recognition of changes in the value of financial instruments depend on their initial classification:

Loans and receivables and other financial liabilities are initially measured at fair value plus any directly attributable transaction costs and are subsequently measured at amortized cost. Amortization of premiums or discounts and losses due to impairment are included in current period profit and loss.

Held-for-trading financial instruments are measured at fair value. All gains and losses are included in profit and loss for the periods in which they arise.

A fair value hierarchy is used to determine the significance of inputs used in fair value measurement.
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 included within Level 1 that are observable for the asset or liability either directly or indirectly; and
- Level 3 - inputs that are not based on observable market data.

(i) Provisions:

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

(j) Employee benefits:

(i) Short-term employee benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

(ii) Termination benefits:

Termination benefits are recognized as an expense when the Company is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate an employee's employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting period, they are discounted to their present value.

(k) Property and equipment:

(i) Recognition and measurement:

Items of property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment. Gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment, and are recognized in profit or loss.

(ii) Cost of replacements:

The cost of replacing a part of an item of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized on replacement. The costs of the day-to-day servicing of property and equipment are recognized in profit or loss as incurred.

(iii) Depreciation:

Depreciation is calculated over the depreciable amount, which is the cost of an asset, less its estimated residual value. Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each major component of property and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

The estimated useful lives for the current and comparative years are as follows:

Switch equipment	10 years
Telecommunication equipment	5 years
Furniture and fixtures	5 years
Computer and customer equipment	3 years
Leasehold improvements	Term of lease

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted prospectively if appropriate.

(I) Intangible assets:

(i) Recognition and measurement:

Intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses.

(ii) Amortization:

Amortization is calculated over the cost of the asset less its estimated residual value, if any. Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life for the current and comparative periods is as follows:

Software licenses and reporting system	5 years
Website development	5 years
Acquired customer lists	3 years

Intangible assets that are deemed to have indefinite lives and intangible assets that are not yet ready for use are not amortized; they are reviewed annually for impairment.

The Company considers that intangible assets have indefinite lives when, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate cash flows for the Company. Indefinite life intangible assets include wireless spectrum licenses, trademarks and FCC licenses and registration. The factors considered in making this determination include the existence of contractual rights for unlimited terms; or evidence that renewal of the contractual rights without significant incremental cost can be expected for indefinite future periods in view of the Company's investment intentions. The life cycles of the products and processes that depend on the asset are also considered.

(iii) Goodwill:

Where the fair value of consideration paid for a business combination exceeds the fair value of the identifiable net assets acquired, the difference is treated as purchased goodwill.

Goodwill is not amortized, it is tested annually for impairment.

(m) Leased assets:

Leases whereby the Company assumes substantially all the risks and rewards of ownership of the underlying assets are classified as finance leases. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments over the lease term. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Other leases are classified as operating leases and the leased assets are not recognized in the Company's consolidated statements of financial position.

(n) Impairment of assets:

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and indefinite life intangible assets, the recoverable amount is estimated annually on December 31 of each fiscal year.

The recoverable amount of an asset or cash-generating unit ("CGU") is the greater of its value in use and its fair value less costs to sell. In assessing the value in use, the Company uses discounted cash flows which are determined using a pre-tax discount rate specific to the asset or CGU. The discount rate used reflects current market conditions including risks specific to the assets. Significant estimates within the cash flows include recurring revenue growth rates and operating expenses. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest 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, which for the Company's purposes is typically representative of the business unit level within the corporate and management structure. For the purposes of goodwill impairment testing, goodwill acquired in a business combination is allocated to the CGU, or the group of CGUs, that is expected to benefit from the synergies of the combination.

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 CGU, and then to reduce the carrying amounts of the other assets in the CGU (group of units) on a pro rata basis.

(o) Use of estimates and critical judgments:

The preparation of the consolidated financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Key areas requiring judgment and estimation uncertainty include:

• Allowance for doubtful accounts - In developing the estimates for an allowance against existing receivables, the Company considers general and industry economic and market conditions as well as credit information available for the customer and the aging of the account. Changes in the carrying amount due to changes in economic and market conditions could significantly affect the earnings for the period;

• Useful lives of intangible assets and property and equipment - Management's judgment involves determining the expected useful lives of depreciable assets, to determine depreciation and amortization methods, and the asset's residual value;

• Impairment of non-financial assets - The process to determine whether there are triggering events of impairment of non-financial assets as well as the calculation of value in use requires use of assumptions such as estimates of future cash flows, discount rates and terminal growth rates;

• Stock-based compensation - In valuing stock options granted, the Company uses the Black-Scholes option pricing model. Several assumptions are used in the underlying calculation of fair values of the Company's stock options using the Black-Scholes option pricing model including the expected life of the option, risk-free interest rate and volatility of the underlying stock;

• Provisions - Judgment is required to assess the likelihood of an outflow of the economic benefits to settle contingencies, such as litigations, which may require a liability to be recognized. Significant judgments include assessing estimates of future cash flows and the probability of the occurrence of future events;

• Valuation of deferred income tax assets and liabilities - A deferred tax asset is recognized for unused losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable income will be available against which they can be utilized. Detailed estimates are required in evaluating the probability that deferred tax assets will be utilized. The Company's assessment is based on existing tax laws, estimates of future profitability, and tax planning strategies; and:

• Purchase price allocation – Upon purchase of another business from a third party the Company reviews the purchase price paid for the shares or assets acquired. The Company calculates a reasonable fair value of assets and liabilities acquired using IFRS guidelines and reasonable industry estimates.

(p) Cash and cash equivalents:

Cash and cash equivalents is defined as cash and short-term investments having an original maturity of three months or less.

(q) Earnings (loss) per share:

The Company presents basic and diluted earnings (loss) per share data for its common shares. Basic earnings (loss) per share is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is determined by dividing the profit or loss attributable to common shareholders by the weighted average number of common shares outstanding and for the effects of all dilutive potential common shares, which comprise warrants and share options granted to employees.

(r) Segment reporting:

A business segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with the Company's other components. All operating segments' operating results are reviewed regularly by the Company's Chief Executive Officer ("CEO") to make decisions about the allocation of resources and to assess their performance, and for which discrete financial information is available.

Segment results that are reported to the CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's corporate office), head office expenses, personnel costs, depreciation and amortization, finance income and finance costs, net, other income and income tax expenses.

(s) Recent accounting pronouncements:

Certain new standards, interpretations, amendments and improvements to existing standards have been issued by the IASB and become applicable at a future date. The standards impacted that may be applicable to the Company are as follows:

(i) IFRS 15, Revenue from Contracts with Customers:

In May 2014, the IASB issued this standard which provides a single, principles-based five-step model for revenue recognition to be applied to all customer contracts, and requires enhanced disclosures. This standard is effective January 1, 2018 and allows early adoption. The Company does not intend to adopt this standard early and is currently evaluating the anticipated impact of adopting this standard on the consolidated financial statements.

(ii) IFRS 9, Financial Instruments:

In July 2014, the IASB issued this standard which replaces IAS 39, Financial Instruments: Recognition and Measurement. The standard is effective for annual periods beginning on or after January 1, 2018, and allows earlier adoption. The standard introduces a new model for the classification and measurement of financial assets, a single expected credit loss model for the measurement of the impairment of financial assets, and a new model for hedge accounting that is aligned with a company's risk management activities. The Company does not intend to adopt this standard early and is currently evaluating the anticipated impact of adopting this standard on the consolidated financial statements.

(iii) IFRS 16 Leases:

In January 2016, the IASB issued this standard, which brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases and requires all leases including operating and financing to be reported on a company's balance sheet. IFRS 16 supersedes IAS 17, Leases, and related interpretations and is effective for periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15, Revenue from Contracts with Customers, has also been applied. The Company does not intend to adopt this standard early and is currently evaluating the anticipated impact of adopting this standard on the consolidated financial statements.

CONTINGENCIES

From time to time the Company has been, and expects to continue to be, subject to legal proceedings and claims in the ordinary course of business. Such claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources. The Company is not aware of any legal proceedings or claims that it believes will have, individually or in the aggregate, a material adverse effect on the Company's financial condition or results of operation.

RELATED PARTY TRANSACTIONS

On February 28, 2014 the Company completed the acquisition of a combination of shares and assets of G3 Telecom (note 3 to the consolidated financial statements). One of the individuals who had beneficial ownership of G3 Telecom, subsequently joined the Board of Directors of the Company in the first quarter of 2014 and became a related party.

The vendor of G3 Telecom is entitled to 5% of gross wireless sales for thirty-six months after the closing date of February 28, 2014. The royalty is paid quarterly as it is earned. For the twelve month period ending December 31, 2015, the total royalty expense was $142,127 (2014 – $104,688). The Company also had notes payable outstanding to entities connected to the Director. In 2015, the Company paid the balance of the notes payable outstanding of $750,000 (2014 - $750,000) arising from the purchase of G3 Telecom.

The Company paid interest of $23,438 (2014 - $62,109) to the Director in connection with the notes payable during the twelve month period ending December 31, 2015. The Company rents its head office space from a company owned by a Director of the Company and the vendor of G3 Telecom, the rental expense paid in the twelve month period ending December 31, 2015 was $150,000 (2014 – $120,600).

The transactions above are measured at the exchange amount, which is the amount agreed to between the parties.

In addition to their salaries and allowances, key management personnel also participate in the Company's share option program and short-term health and dental benefits.

Certain executive officers are subject to a mutual term of notice of six months. Upon resignation at the Company's request, they are entitled to certain termination benefits, either cash or a percentage of gross salary.

Directors received compensation for their services as directors of the Company. Additionally, the directors are able to participate in the Company’s share option program. Outside of directors’ fees, certain directors or companies affiliated with these directors also participated in transactions with the Company for consulting and related services and received amounts totaling $66,547 (2014 - $114,713), which is the amount agreed to by the parties.

ADDITIONAL INFORMATION

Additional information about Telehop is available:

- At the www.telehop.com website
- At the www.sedar.com website
- Via email to investorinquiry@telehop.com, or
- Via phone at 416-499-5463