ACKROO INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
AS AT AND FOR THE YEAR ENDED DECEMBER 31, 2015

Dated: April 26, 2016

OVERVIEW

Ackroo Inc. ("Ackroo" or the "Company") is a public company and its shares are listed on the TSX Venture Exchange (TSX-V:AKR). The Company was originally incorporated under the laws of the Province of British Columbia and was continued under the laws of the Province of Alberta and subsequently continued federally under the Canada Business Corporations Act. The Company's head office is located at Suite 201 – 62 Steacie Drive, Ottawa, Ontario, Canada K2K 2A9 and records office at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3E8.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This management's discussion and analysis ("MD&A") reports on the operating results and financial condition of the Company for the year ended December 31, 2015 and is prepared as at April 26, 2016. This MD&A should be read in conjunction with the Company's consolidated financial statements as at and for the years ended December 31, 2015 and 2014, and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS") (collectively referred to as the "Financial Statements"), which are available on www.sedar.com. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these Financial Statements together with the other financial information included in these filings fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented in these filings. The Board of Directors approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

CAUTIONARY NOTE REGARDING ON FORWARD-LOOKING INFORMATION

This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable Canadian securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These forward looking statements include but are not limited to statements concerning:

- The successful outcome of negotiations to acquire channel partners
- Estimated future sales
- Research and development costs
- The Company's strategies and objectives
- The Company's ability to maintain operating expense levels
- The Company's tax position, anticipated tax refunds and the tax rates applicable to the Company
- The availability of qualified sales and operations employees
- General business and economic conditions
- The Company's ability to drive economies of scale
- Future financing arrangements

Readers are cautioned that the foregoing lists of risks, uncertainties, assumptions and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by these forward looking statements. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. The forward-looking statements contained in this document are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. This cautionary statement expressly qualifies the forward-looking statements.

OUTLOOK

The Company's efforts are focused on selling its cloud based gift card & loyalty platform into the retail and hospitality markets across North America with an extra focus on supporting the small to medium size business segments. Through this focus Ackroo has developed a solution that is robust, easy to use, and affordable for all merchants. From single location mom and pops to large multi-location organizations the Ackroo platform is built to support the growing needs of this important business segment.

Via a SaaS based business model Ackroo charges their merchants:

a) A one-time setup fee to deploy the technology and train customers;
b) Monthly recurring fees to process, support and further develop the product; and
c) On-going one-time fees for items like collateral, custom development and other product related services.

The above model is built based on a per location cost structure so that regardless of size the solution is not only affordable for the merchants it is scalable and profitable for Ackroo.

The Company's Ackroo Anywhere platform provides merchants 3 key interfaces for their business:

1) Real time in-store and online point-of-sale integration to allow merchants to authorize and process transactions.
2) A self-serve program console to help them view critical data for reconciliation, reporting and marketing purposes while also allowing them to manage and modify their program.
3) A customer interface to allow consumers to register, check, transfer and reload balances.

Combined with Ackroo's consultative sales operations approach of not only deploying technology but also assisting their merchants with how to best utilize it upfront and on-going, provides the Company even more differentiation in the marketplace.

The Company's online and in-store gift card & loyalty program options provide a blend of stored value capabilities (gift card) and advanced rewards features and functions (loyalty and promotions), arming businesses with their own 'private currency' and the flexibility to create customized rewards programs that resonate with their customers.

During the year ended December 31, 2015, the Company continued to execute on its 2015 plan for both organic and inorganic growth. The key aspects of this strategy are:

- Organic Growth:
    - Acquisition of new customers primarily through a channel sales model
        - Direct Sales Force: (Sales operations)
        - Majority of opportunities are generated through product/referral partners
        - Other leads are via the web and customer referrals
        - Sales Operations respond to inbound leads from the channel to secure new business
        - Sales Operations also provides marketing and training support for the channels
    - Lift in revenue per current customer:
        - Direct Sales Force: (Sales Operations)
        - Same team that initially sells the channel lead also deploy, train and upsell merchants
        - All Ackroo customers are physical gift card customers to start. This group upsells the Company's other solutions like e-gift, gift card distribution, promotions and loyalty
        - As customers use more of the solution there is an increase in both the monthly recurring fees and a lift in on-going one time fees
- Inorganic Growth – (M&A)
        - Complimentary companies that provide natural extensions of Ackroo's offering

- Competitive companies that both directly and/or indirectly compete with Ackroo
- Organizations in which Ackroo can reduce the overall cost to operate and increase theirs and Ackroo's ability to scale
- Organizations that can help further develop the Ackroo product offering

The Company continues to spend efforts on attracting, supporting and further developing both strategies.

Today the Company is structured 1/3rd R&D staff, 1/3rd Operations Staff and 1/3rd Finance and Management. The Company believes this to be the right ratio in order to continue to develop and grow the business in the foreseeable future.

During the year ended December 31st, 2015, the Company focused in particular on:

- Executing under the Company's product and sales focused operational strategy
- Reducing operating costs however increasing customers and revenues
- Introducing important self-serve functions in the program console for merchants reducing Ackroo support costs and improving the customer experience
- Continue executing on the core sales strategy via sales operations and the focus on channel support and customer cross sell/upsell
- Adding automation to support and to the billing systems to reduce manual support time and improve the customer experience
- Migration of the legacy technology platform initially acquired from MoneyBar Rewards
- Continue pursuing accretive M&A opportunities for when timing may be right to execute
- Acquired 2 companies in PhotoGIFTCARD and Dealer Rewards and integrated their operations in Calendar year. (Product integration to happen in 2016)
- Pursue additional referral partners for the business
- Expand the US investor base via OTC Pink market listing
- Improve all metrics of the business around increasing the average lifetime value, the average recurring revenue, and average one-time revenue while decreasing the cost to acquire and support

2015 was an important year as the Company positioned itself for scale.

The Company put great focus on operational enhancements in order to increase revenues, and reduce support time and costs. This focus resulted in the Company's best year to date not just from a revenue perspective but from an operational improvement perspective as well. Steering the company towards product and revenue is critical for the Company and is what is going to allow the Company to keep executing.

Inorganically the Company purchased both PhotoGIFTCARD and Dealer Rewards Canada respectively adding over $53,000 of monthly recurring revenue and an anticipated $300,000 + of one time revenue to the Company. The Company integrated the operations of both companies in 2015 and will integrate the two organizations technically in 2016 to further scale through these acquisitions. The Company has also continued to have conversations with other targets in an effort to be a consolidator in the marketplace and have several interested parties they are in discussion with.

Organically the Company grew both the Ackroo Anywhere business both by increasing the number of merchants supported as well as the revenue per location received. The channel continued to contribute to the organic growth of the Company and the sales operations team continued to execute closing more than 25% of those leads sent in. As the Company adds more referral partners and continues to work to optimize the current partners lead volume will grow and so will organic growth.

The Company is extremely pleased with the incredible year over year growth and cost reduction results in 2015 and expect even bigger success in 2016 because of their past efforts.

SELECTED FINANCIAL INFORMATION

	For the year ended December 31, 2015	For the year ended December 31, 2014
Total revenues	1,822,224	1,328,166
Loss and comprehensive loss	1,597,682	2,810,292
Per share - basic and diluted	(0.10)	(0.44)
Total current assets	328,988	619,132
Total current liabilities	1,459,278	1,129,819
Total long-term financial liabilities	245,753	39,500
Cash	151,694	336,158
Total equity	242,161	(518,283)

Financial information prepared in accordance with International Financial Reporting Standards ("IFRS")

Operations:

As described in the overview, the Company is aggressively selling its SAAS based loyalty platform into the automotive and small and medium size merchant business sectors. This platform enables small to medium sized businesses, independent merchants and business networks to increase profitability and build long-term customer relationships through customized loyalty and rewards programs.

Ackroo Inc. is a holding company that has 100% ownership and control of the operating companies Ackroo Canada Inc. (formerly MoneyBar Rewards Inc.) and Ackroo Corporation. All operations to date have been managed through Ackroo Canada Inc. Ackroo Corporation is a United States based subsidiary that will be used to grow our business in the United States.

SUMMARY OF QUARTERLY RESULTS[2]

	Quarter Ended December 31, 2015	Quarter Ended September 30, 2015	Quarter Ended June 30, 2015	Quarter Ended March 31, 2015
Revenue	$ 601,758	$ 519,766	$ 315,562	$ 385,138
(Loss)	($ 236,792)	($ 284,382)	($ 662,305)	($ 414,203)
Basic and diluted loss per share [1]	(0.01)	(0.02)	(0.04)	($0.03)
	Quarter Ended December 31, 2014	**Quarter Ended September 30, 2014**	**Quarter Ended June 30, 2014**	**Quarter Ended March 31, 2014**
Revenue	$ 350,260	$ 321,972	$ 285,673	$ 370,261
(Loss)	($ 979,874)	($ 478,383)	($ 561,442)	($ 790,613)
Basic and diluted loss per share [1]	($0.15)	($0.077)	($0.09)	($0.10)

1 - *Numbers have been rounded to the next decimal for presentation purposes.*
2 - *Financial information prepared in accordance with International Financial Reporting Standards ("IFRS").*

ANALYSIS OF THE SUMMARY OF QUARTERLY RESULTS:

The Company is aggressively selling its SAAS based loyalty platform into the automotive and small and medium business sectors. This platform enables small to medium sized businesses, independent merchants and business networks to increase profitability and build long-term customer relationships through customized loyalty and rewards programs. The Company's utilization of web-based solutions provide the power to massively scale in a lightweight online tool, that works with customers' existing point-of-sale equipment, making it easy and affordable for businesses of any size to design and launch their own five-star loyalty program. The Company's online and in-store loyalty program options provide a blend of stored value capabilities and diverse loyalty incentives, arming businesses with their own 'private currency' and the flexibility to create customized loyalty programs that resonate with their customers.

RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2015

The following analysis of the Company's operating results for the year ended December 31, 2015 and includes a comparison against the year ended December 31, 2014.

Revenue

For the year ended December 31, 2015, revenues were $1,822,224 compared to $1,328,166 for the year ended December 31, 2014. The 37% year over year revenue growth was driven by the company's continued efforts to increase customers and revenues by selling their gift card and loyalty platform and associated services.

Expenses

Cost of goods sold for the year ended December 31, 2015 was $611,898 compared to $360,888 for the year ended December 31, 2014. The results show a slight margin decrease from 73% in 2014 to 67% in 2015. The slight margin decrease is a result of the higher percentage of lower margin product sold in 2015 as compared with 2014 primarily relating to Dealer Rewards which has an associated licensing fee.

Depreciation for the year ended December 31, 2015 was $12,605 compared to $45,187 for the year ended December 31, 2014. This depreciation relates to computer equipment, leasehold improvements, furniture and fixtures.

Amortization of intangible assets for the year ended December 31, 2015 was $249,769 compared to $281,232 the year ended December 31, 2014. This amortization relates to amortization of assets acquired from Dealer Rewards of Canada 2014 Inc.

Administrative expense for the year ended December 31, 2015 was $1,514,270 compared to $1,446,223 for the year ended December 31, 2014. The slight increase in administrative expensive was due to the combination of sales operations in 2015. Administrative staff was increased slightly however this staff now also manages sales and marketing initiatives allow the Company to significantly reduce their Sales and Marketing costs.

Research and development for the year ended December 31, 2015 was $530,250 compared to $674,145 for the year ended December 31, 2014. This reduction was due to the company's continued efforts to reduce costs in all departments of the business.

Sales and marketing for the year ended December 31, 2015 was $22,348 compared to $596,385 for the year ended December 31, 2014. The decrease in expense relates to the restructuring of certain aspects of the sales organization to move the business to a sales operations model as mentioned above.

Stock based compensation expense for the year ended December 31, 2015 was $436,408 as compared to $265,570 for the year ended December 31, 2014. Stock based compensation expenses during the year ended December 31, 2015 related to employee incentives and compensation to Board members.

Impairment expense for the year ended December 31, 2015 was $NIL compared to $557,450 for the year ended December 31, 2014. A discounted cash flow impairment test was completed on the intangible assets as at December 31, 2015, it is concluded that no impairments had occurred.

Interest income for the year ended December 31, 2015 was $947 compared to $872 for the year ended December 31, 2014. The income is a result of interest earned on cash deposits. Interest expense for the year ended December 31, 2015 was $164,225 compared to $56,563 for the year ended December 31, 2014, and reflects interest on capital leases, tax filing and amortization of deemed interest on loans. The increase in interest expense is related to the Dealer Rewards Canada acquisition for accounting purposes and is non-cash bearing.

Loss from Operations

Comprehensive loss from operations for the year ended December 31, 2015 was $1,597,682 compared to $2,810,292 for the year ended December 31, 2014. The significant decrease in loss from operations for the current period is due to the Company's decision to aggressively pursue cost reduction activities as well as increasing revenues. The operating loss from operations excluding interest, taxes, amortization, stock-based compensation and restructuring charges for the year ended December 31, 2015 was $853,021 ($753,021 for 2015 + $100,000 accrued for prior years potential SRED reversal) compared to $1,608,162 for the year ended December 31, 2014. The significant decrease was once again due to cost reduction activities as well as increasing revenues.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts receivables, accounts payable and accrued liabilities, finance lease obligations, and loans payable. Unless otherwise noted, the carrying values of these financial instruments as presented in the condensed consolidated interim statement of financial position reasonably approximate their fair values, due to their short-term nature or their terms and conditions approximate market rates.

The Company's financial instruments have been classified as follows:

Cash and cash equivalents	fair value through profit or loss
Accounts receivable	loans and receivables
Accounts payable and accrued liabilities	Bank indebtedness
Finance lease obligations	other liabilities

Risk Management

The Company's activities expose it to a variety of financial risks including market risk (i.e. currency risk, interest rate risk), credit and liquidity risks.

(a) Market risk

Market risk is defined as the risk that the fair value or future cash flows of a financial instrument held by the Company will fluctuate because of changes in the market value.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's bank indebtedness bear interest based on bank's prime rate and therefore the Company is exposed to interest rate risk on this financial instrument.

Currency risk

The Company's exposure to currency risk is primarily related to the sales and purchases denominated in foreign currency. As at December 31, 2015, approximately $9,000, $NIL and $4,000 of the Company's cash, accounts receivable and accounts payable, respectively, are exposed to fluctuations in U.S. dollar. As at December 31, 2014, approximately $45,000, $3,000 and $15,000 of the Company's cash, accounts receivable and accounts payable, respectively, are exposed to fluctuations in U.S. dollar.

(b) Credit risk

The Company is exposed to credit risk resulting from the possibility that parties may default on their financial obligations. The Company's maximum exposure to credit risk represents the sum of the carrying value of its cash and accounts receivable. The Company's cash is deposited with a Canadian chartered bank and as a result management believes the risk of loss on this item to be remote. Management believes that the credit risk on its accounts receivable is limited as the amounts are expected to be collected in the Company's next operating cycle.

The balances at December 31, 2015 are as follows:

	Amounts due	Collected within 30 days of period end	Remaining overdue balance
1 - 30 days due	$ 98,666	$ 85,444	$ 13,222
31 - 60 days due	9,710	6,189	3,521
61 - 90 days due	1,888	1,888	
Greater than 90 days past due	1,278	0	1,278
	$ 111,542	$ 93,521	$ 18,021

The balances at December 31, 2014 are as follows:

	Amounts due	Collected within 30 days of period end	Remaining overdue balance
1 - 30 days due	$ 111,497	$ 98,290	$ 13,207
31 - 60 days due	34,116	34,116	-
61 - 90 days due	537	-	537
Greater than 90 days past due	26,949	7,154	19,795
	$ 173,099	$ 139,560	$ 33,539

The Company provides credit to its clients in the normal course of operations. It carries out, on a continuing basis, credit checks on its clients, a review of outstanding amounts and maintains provisions for estimated uncollectible accounts. At December 31, 2015 the allowance for doubtful accounts amounted to $nil (2014 - $nil).

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's management believes its existing working capital will enable the Company to meet its financial obligations. A schedule of debt repayments can be found in note 11. See note 2 "Basis of Presentation and Future Operations".

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2015, the Company has a deficit of $13,715,257 and expects to incur further losses in the development of its business. As the Company is still in its early stages of its growth plan the Company does not generate sufficient revenue and has not yet achieved profitable operations, and expects to incur further losses. The Company's objective in managing liquidity risk is to maintain sufficient liquidity in order to meet operational and investing requirements at any point in time. The Company has historically financed its operations and met its capital requirements primarily through the sale of capital stock by way of private placements, exercise of stock options, debt, and the exercise of warrants issued.

The Company's operating activities for the year ended December 31, 2015 consumed cash of $753,111 as compared to the year ended December 31, 2014 of $1,312,288. The result was due to an increase in revenues and a reduction of costs.

The operating, investing and financing activities resulted in a $184,464 decrease and a $85,795 increase in the cash position of the Company for the year ended December 31, 2015 and December 31, 2014 respectively. The resulting cash balances were $151,694 and $336,158 as at December 31, 2015 and December 31, 2014, respectively.

The Company has negative working capital of $1,130,290 as at December 31, 2015 and is in the process of seeking additional financing via a private placement issued in March 2016 to support working capital requirements.

The Company has future financial commitments under its office-operating lease in the amount of $77,300 for the fiscal 2016.

The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

CAPITAL STOCK

a) Authorized share capital

The Company is authorized to issue an unlimited number of the following shares:

Preferred shares - issuable in series with the terms and conditions to be set on issuance
Common shares - voting, without par value

b) **Shares issued and outstanding**

	2015	2014
Common - 16,944,122 shares (2014 - 6,891,660 shares)	$ 9,947,197	$ 9,024,067
Share issue costs	$ 677,346	$ 677,346
	$ 9,269,851	$ 8,346,721

During the year ended December 31, 2014, the Company completed a consolidation of its issued and outstanding shares on the basis of ten pre-consolidation shares to one post-consolidation share. The comparative number of shares have been presented as if they have been consolidated.

During the year ended December 31, 2014, the Company issued 1,177,367 common shares pursuant to private placements for cash consideration of $963,550 before the impact of share issue costs and the amount allocated to warrants.

During 2015, the Company closed a private placement for net proceeds of $1,246,285. The Company issued 8,364,165 units to subscribers at a price of $0.15 per unit, each unit consisting of one common share and one share purchase warrant, each whole warrant entitling the holder to acquire one additional common share of the Company at a price of $0.25 per share for a period of 12 months. No finder's fees or commissions were paid in connection with the closing of the private placement.

During 2015, 490,000 warrants and 495,000 options were exercised by various shareholders and executives of the Company.

c) Escrow shares

On October 1, 2012 the Company completed the acquisition of MoneyBar Transactions Canada Inc. ("MoneyBar") and issued 4,585,679 common shares of which 3,048,538 were placed in escrow. These were in addition to 57,101 common shares which were held in escrow prior to the acquisition of MoneyBar.

As at December 31, 2015, NIL common shares remained in escrow (2014 - 2,351,534 shares).

d) Outstanding warrants

In connection with the 2015 private placement, the Company issued 8,364,165 share purchase warrants. Each share purchase warrant entitles the holder to acquire one common share at an exercise price of $0.25 per share until January 20, 2016. The Company determined the fair value of the share purchase warrants and allocated the residual value to the common shares.

During the year ended December 31, 2014, in connection with private placements, the Company issued 588,683 subscription warrants to acquire one common share at exercise price between $1.00 and $2.20 per share expiring between January 31, 2015 and July 15, 2015. Ackroo issued 67,073 warrants to agents and finders who provided assistance in connection with the private placement completed by the Company. Each agent warrant entitles the holder to acquire one common share at exercise price between $1.00 and $2.20 per share expiring between January 31, 2015 and July 15, 2015. The Company determined the fair value of the warrants and allocated the residual value to the common shares.

In connection with a private placement immediately before the completion of the reverse takeover in 2012, the Company issued 784,148 share units which entitled the holder to receive one common share and one subscription warrant for each share unit. Each subscription warrant entitles the holder to acquire one common share at an exercise price of $7.00 per share until October 1, 2015. The Company determined the fair value of the subscription warrant and allocated the residual value to the common shares.

Ackroo issued 61,123 options to agents and finders who provided assistance in connection with the private placement completed by MoneyBar. Each agent option entitles the holder to acquire one Ackroo common share and one common share purchase warrant at a price of $4.50 until October 1, 2014. A summary of the Company's warrant activity is as follows:

	Number of warrants	Weighted Average Exercise price
Balance at December 31, 2013	**845,270**	**$ 6.82**
Warrants expired	(61,123)	(4.50)
Warrants issued	655,757	1.38
Balance at December 31, 2014	**1,439,904**	**$ 4.44**
Warrants expired	(1,439,904)	(4.44)
Warrants exercised	(490,000)	(0.25)
Warrants issued	8,664,165	0.25
Balance at December 31, 2015	**8,174,165**	**$ 0.25**

The fair value of the warrants issued in 2015 totaled $1,357,685. The fair value was calculated using the Black-Scholes model using risk-free interest rate between 0.97% and 1.10%, volatility between 180% and 194%, expected life between 1 and 3 years and 0% dividend yield.

(a) Stock options

Under the terms of Ackroo, approved Stock Option Plan (ESOP) the Board of Directors of Ackroo may, from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of Ackroo options to purchase common shares, provided that the number of common shares reserved for issuance, together with those to be issued pursuant to options previously granted, does not exceed 10% of the issued and outstanding common shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis, or 2% if the optionee is engaged in investor relations activities or is a consultant.

Under Exchange policy, all such rolling stock option plans which set the number of common shares issuable under the plan at a maximum of 10% of the issued and outstanding common shares must be approved and ratified by shareholders on an annual basis. There are currently 16,944,122 common shares outstanding, which means that up to 1,694,412 common shares could be reserved for issuance upon the exercise of stock options.

Options are exercisable over periods of up to ten years as determined by the Board of Directors and are required to have an exercise price no less than the closing market price of the common shares prevailing on the day that the option is granted less a discount of up to 25%, with the amount of the discount varying with market price in accordance with the policies of the Exchange. Options held by an officer, director or service provider (not conducting investor relations) expire 30 days after the option holder has left office or the service provider ceases providing services, and for options held by service providers conducting investor relations, 30 days after Ackroo terminates that relationship. In the case of the death of an employee, officer, director or other service provider, the option may be exercised by a personal representative or heir until the earlier of the option's expiry or one year after the option holder died.

Pursuant to the Stock Option Plan, the Board of Directors may from time to time authorize the grant of options to directors, officers, employees and consultants of Ackroo or employees of companies providing management or consulting services to Ackroo. Other than options granted to consultants performing investor relations activities which must vest in stages over 12 months with no more than one-quarter of the options vesting in any three month period, the Stock Option Plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion.

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted Ave Exercise Price
Balance at December 31, 2013	564,903	$ 2.50
Expired/cancelled	(562,457)	$ (2.78)
Options Granted	353,416	$ 0.87
Balance at December 31, 2014	355,862	$ 1.18
ESOP Options granted	1,710,000	$ 0.27
ESOP Expired/cancelled	(589,292)	$ (1.18)
Exercised	(495,000)	$ (0.21)
Balance at December 31, 2015	981,570	$ 0.46

At December 31, 2015, a summary of stock options outstanding and exercisable are as follows:

Grant Date	Number of Options outstanding	Number of Options Exercisable	Exercise Price	Expiry date	Remaining contractual life (years)
October 1, 2012	21,571	21,571	$1.00	June 30, 2016	0.50
October 4, 2012	25,000	25,000	$4.50	June 30, 2016	0.50
July 15, 2014	20,000	9,445	$1.00	July 15, 2024	8.44
January 19, 2015	200,000	200,000	$0.21	January 18, 2018	2.00
June 15, 2015	525,000	525,000	$0.37	June 15, 2018	2.50
September 1, 2015	190,000	190,000	$0.30	September 1, 2015	2.75
December 31, 2015	981,571	971,016	$0.46		

Subsequent to year end, in January 2016, the Company granted 450,000 stock options exercisable at a price of $0.25 per option, expiring after three years and vesting immediately.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	2014	2013
Risk free interest rate	1.00%	1.35%
Dividend yield	NIL	NIL
Expected volatility	190.00%	190.00%
Expected life	1-3 years	5 Years

Compensation expense recorded for options granted totaled $436,408 (2014 - $265,570).

The Company uses the Black-Scholes model to calculate option fair values which requires highly subjective assumptions, including future stock price volatility and expected time until exercise, which greatly affect the calculated values. The expected volatility is based on the Company's historical volatility since it became publicly listed plus the historical volatility of the TSX Venture index for the period before its public listing. The expected life is the average expected period to exercise, which given the Company's limited option history, was based on industry benchmarks. The risk free interest rate is the yield on zero-coupon Canadian government bonds of a term consistent with the assumed option expected life.

RELATED PARTY TRANSACTIONS

The company entered into consulting agreements with directors and officers resulting in expense in the year of $42,556 (2014 - $169,400). As at December 31, 2015 $9,427 was unpaid and included in accounts payable and accrued liabilities (2014 - $nil).

BUSINESS COMBINATION

Effective January 20, 2015, the Company acquired certain assets of Gift2Gift Corp. ("Gift2Gift"), a company incorporated under the federal laws of Canada, for cash consideration of $150,000.

This strategic acquisition will further strengthen Ackroo's penetration of the rapidly growing, multi-billion dollar gift card market by adding innovative features to their existing market leading platform. This acquisition will also potentially increase Ackroo's merchant footprint by adding Gift2Gift Corp.'s more than 500 merchant locations.

Gift2Gift Corp. is a privately held company with deep roots in consumer goods marketing, production and distribution. The Company provides a software and fulfillment solution that allows consumers or companies to personalize or co-brand their favorite gift card. Recognizing the opportunity to address the Gift Card market with a personal touch was the seed for developing their proprietary PhotoGIFTCARD.com system. The Company's focus is on providing a simple, flexible, user-friendly service that anyone can use. Gift2Gift Corp. is headquartered in Vancouver, BC, Canada.

Fair value assets acquired were:

Computer equipment	$ 1,975
Customer contracts	$ 43,827
Intellectual property	$ 79,611
Goodwill arising on acquisition	$ 24,587
	$ 150,000

The total amount of goodwill that is expected to be deductible for tax purposes is $18,440.

Effective May 29, 2015, the Company acquired certain assets of Dealer Rewards of Canada 2014 lnc. ("Dealer Rewards"), a company incorporated under the federal laws of Canada, and a division of Dealer Rewards Inc. and their affiliate Evolve Automotive Group Inc., for a purchase price of $1,500,000 in cash and 769,231 common shares of Ackroo with a fair value of $369,231. The acquisition was accounted for as a business combination.

This strategic acquisition will further strengthen Ackroo's penetration of the automotive sector and the rapidly growing, multi-billion dollar gift card and loyalty market. This acquisition increases Ackroo's merchant footprint by adding 107 dealer locations and increases the Companies recurring revenue by more than $53,000 per month. The Company also gains ample opportunity to gain one-time revenue from these current and growing customers.

Dealer Rewards Canada is a privately held subsidiary of Dealer Rewards Inc. The Company provides a SaaS based solution platform that assists automotive dealers with increasing revenues, increasing customer loyalty and retention, reducing advertising costs concurrent with improving financial performance and improving long-term stability. The Company's focus is on providing a simple, flexible, user-friendly solution to help grow their automotive business. Dealer Rewards Inc. is headquartered in Delaware, USA. For more information, visit: www.dealerrewards.com

Cash consideration of $100,000 was paid at closing, with the remaining $1,400,000 payable over the next 18 month with $600,000 due by December 31, 2015, $400,000 due by June 30, 2016, and a final contingent amount of $400,000 due by December 31, 2016 which is subject to performance provisions. All equity consideration was issued at closing, except for 65,934 common shares to be issued on May 29, 2016. The cash consideration was recorded at fair value of $1,249,289 and is being amortized using effective interest rate method. Subsequent to the purchase date the payment terms were amended with the amended payment terms detailed in note 11.

Fair value of net assets acquired were:

Inventory	$ 7,300
Customer contracts	$ 1,078,764
Goodwill arising on acquisition	$ 603,456
	$ 1,689,520
Deferred tax liability	$ 71,000

Net asset acquired	**$ 1,618,520**

Partial goodwill arose as a result of the recognition of the deferred tax liability with the deferred tax liability representing the tax effect of the difference between the tax value and fair value of the customer contracts. The total amount of goodwill that is expected to be deductible for tax purposes is $452,592.

RISKS AND UNCERTAINTIES

The Ability to Manage Growth
Should the Company be successful in its efforts to acquire customers it will experience significant growth in operations. If this occurs management anticipates that additional expansion will be required in order to continue development. Any expansion of the Company's business would place further demands on its management, operational capacity and financial resources. The failure to manage growth effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

Possible Dilution to Present and Prospective Shareholders
The Company's plan of operation, in part, contemplates the further issuance of securities of the Company and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence of Key Personnel
The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term.

Lack of Trading
The lack of trading volume of the Company's shares reduces the liquidity of an investment in the Company's shares.

Volatility of Share Price
Market prices for shares of TSX Venture Exchange companies are often volatile. Factors such as announcements of financial results, and other factors could have a significant effect on the price of the Company's shares.

Trends and Uncertainties
The Company's ability to generate revenues in the future is dependent on its ability to successfully acquire channel partners, customers and create an infrastructure to economically manage any resulting growth in operations.

Future Operations
Presently, the Company revenues are not sufficient to meet operating and capital expenses and the Company has incurred operating losses since inception, which are likely to continue for the foreseeable future. The Company anticipates that it will have negative cash flows in the near term. There is no assurance that the Company will operate profitably or will generate positive cash flow in the future. In addition, the Company's operating results in the future may be subject to significant fluctuations due to many factors not within our control, such as the unpredictability of when customers will place orders, the size of customers' orders, the demand for the Company's platform and solutions, the level of competition and general economic conditions. The Company expects to incur operating losses and negative cash flow until its platform gain market acceptance

sufficient to generate a commercially viable and sustainable level of sales so that it is operating in a profitable manner. These circumstances raise doubt about the Company's ability to continue as a going concern

CRITICAL ACCOUNTING ESTIMATES

There have been no significant changes to any accounting estimates as disclosed in the Company's most recent audited financial statements as at and for the period ended December 31, 2015.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company has disclosed information of standards issued but not yet effective in Note 4 to the Consolidated Financial Statements which accompany this MD&A.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.sedar.com.