

**ONEMOVE TECHNOLOGIES INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE THREE MONTH PERIOD ENDED  
SEPTEMBER 30, 2008**



**(TSX: OM.V)**

**Creators of econveyance™**

## **INTRODUCTION**

The following Management's Discussion and Analysis ("MD&A") of the financial conditions and results of operations is for the three month period ended September 30, 2008 of OneMove Technologies Inc. (the "Company" or "OneMove"). This MD&A is intended to help readers understand OneMove, its business, strategies, performance, and future outlook from the perspective of management. The MD&A should be read in conjunction with the audited consolidated financial statements and accompanying notes for the years ended June 30, 2008 and 2007 and the unaudited consolidated interim financial statements and accompanying notes for the three month period ended September 30, 2008. Additional information relevant to the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website [www.onemovetech.com](http://www.onemovetech.com)

The MD&A has been prepared by reference to the MD&A disclosure requirements established under National Instrument 51-102 "Continuous Disclosure Obligations." The Company's financial statements are prepared in accordance with Canadian generally accepted accounting principals ("GAAP"). The Company's reporting currency is Canadian dollars unless otherwise stated.

The date of this Management's Discussion and Analysis is as at November 21, 2008.

## **PUBLIC LISTING AND QUALIFYING TRANSACTION**

OneMove Technologies Inc. was originally listed on the TSX Venture Exchange (the "Exchange") on February 9, 2006 as a capital pool company under the name Interlude Capital Corp. ("Interlude"). Interlude changed its name to OneMove Technologies Inc. and resumed trading on October 24, 2006 under its new name and the symbol - "OM".

## **FORWARD LOOKING STATEMENTS**

Certain information included in this discussion may constitute forward looking statements that reflect the current view of the Company with respect to future events and financial performance. Forward-looking statements entail various risk and uncertainties that could cause or contribute to actual results that are materially different than those expressed or implied. For additional information with respect to these risks and factors, reference should be made to the "Risk Factors" section of the Company's annual MD&A for the year ended June 30, 2008 and the prospectus filed on SEDAR with respect to the public offering completed in October 2006. The Company assumes no obligation to publicly update or revise any forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein do not materialize.

## **NON-GAAP FINANCIAL MEASURES**

The Company discloses Earning Before Interest, Depreciation and Amortization ("EBITDA"), a non-GAAP financial measure, as a supplemental indicator of operating performance. EBITDA is used internally by the Company to compare cash operating results from one period to another. EBITDA for the purposes of this analysis also excludes stock based compensation, shares issued for services and "Other items" per the financial statements.

EBITDA does not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies. Readers are cautioned not to view this non-GAAP financial measure as an alternative to financial calculations in accordance with GAAP.

## **THE COMPANY**

### **Overview of the business**

OneMove™, the creator of econveyance™, is the largest provider of a leading edge real estate transaction platform in British Columbia. Through econveyance, its proprietary web-based conveyancing software solution, OneMove simplifies and expedites the process of buying and selling real estate. Econveyance links all participants in the property transfer process, offering a secure and efficient means of seamlessly completing the transaction online.

### **Operations in British Columbia**

According to the Statistics Canada's 2006 Census, there were 1.79 million private dwellings in BC with a private property value of over \$940 billion in 2007 with 1.9 million active Titles and 2.0 million active charges. The British Columbia Real Estate Association in 2007 reported that there were 102,812 real estate sales in BC processed by the Land Title and Survey Authority with a sales volume of \$4.5 billion. The market activity produces an estimated average of 800,000 residential real estate filings which translate to approximately 611,000 transactions per annum, 30% which are buying, 30% sell and 40% refinancing<sup>1</sup>. Although computers have improved the speed and accuracy of the property transfer data exchange process known as "conveyancing," the process is still dominated by paper-based transactions, which result in duplicated efforts and additional expense.

Econveyance, OneMove's core offering, is Canada's only entirely web-based collaborative data platform that has transformed the antiquated paper-based property transfer process into a completely integrated electronic exchange environment for lawyers, lenders, insurance companies, realtors, buyers and sellers. All users have a secure and efficient means of seamlessly monitoring and completing the real estate buying or selling transaction online.

In B.C. the real estate market and provincial land registries are moving toward a paperless property transfer process, facilitating the ability to file completed land transfer documentation electronically. BC OnLine, the web portal supporting available online government services in British Columbia, added electronic access to land title searches and land title registration filing to its suite of offerings in April 2004. At that time, OneMove's econveyance offering was added as a main menu option on the BC OnLine home page, giving OneMove direct access to the more than 37,000 registered customers in BC OnLine's database.

In early 2008, the Land Title and Survey Authority of British Columbia presented its business plan, which states that electronic filing of completed conveyance documents will be mandatory by 2010/2011<sup>1</sup>. Currently, only approximately 37% of real estate buy or sell transactions are completed online<sup>1</sup>. OneMove's customer base of lawyers and notaries are using econveyance to file more than 35% of all the documents presently being filed electronically with the Land Title and Survey Authority of British Columbia.

### **Divestment of operations in the United Kingdom**

In March 2008, as a result of continued losses associated with its United Kingdom operations, OneMove sold 100% of its wholly owned subsidiary OneMove Limited ("OneMove UK") to a Director of the Company. Upon completion of the sale, the Director returned to treasury all 5.6 million of his held shares in OneMove, that were issued to him as consideration for the original purchase of OneMove UK, and the shares were cancelled and returned to treasury. In addition, OneMove UK was granted a loan for approximately \$2,600,000, to be paid out over a maximum term of 13 years. OneMove management is of the view that the loan is uncollectable and has written it off.

Additional terms of the sale included a license of the Company's Move Management System (MMS) software to OneMove UK, a trademark and brand sharing agreement. The company has not accrued any amounts owing from the licence agreement with OneMove UK, and OneMove UK is in default of the agreement. As a result,

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<sup>1</sup> Land Title and Survey Authority

OneMove is entitled to become the sole owner of the OneMove brand and Trademark in the jurisdictions where they are registered, which include Canada and the UK.

### **Growth strategy**

Going forward, OneMove's objectives include continuing to drive further adoption of e-conveyance through the integration of additional service providers (see Subsequent Events Page 14) and the expansion of services offered beyond that provided to lawyers and notaries, with the goal of increasing transaction volumes and revenue per transaction. Historically, transaction volumes have been driven by small- to medium-sized firms. Management is now increasingly focussing on firms that process larger volumes of transactions, as well as new inventory sales. Further, management intends to continue to attract partners and companies that complement OneMove's value proposition of providing the world's first fully integrated, end-to-end solution in the buying, selling and refinancing of real estate.

#### **OneMove has a three-pronged strategy:**

- Expand user base by capitalizing on real estate industry's mandatory shift to electronic filing in BC
- Grow transaction volume by concentrating marketing and sales efforts on real estate and law firms that have higher volumes of conveyance transactions, and
- Increase revenue per transaction by integrating with other real estate industry service providers

## **FIRST QUARTER OF FISCAL 2009 PERFORMANCE SUMMARY**

The improvement in OneMove's operations is attributable to enhancements in e-conveyance and the expansion of the Company's user base. Through OneMove's integration with Telus's Real Estate Assyst, the Company has been able to expand its e-conveyance offering to interface with the Royal Bank of Canada and strengthen its visibility in the real estate marketplace. OneMove has also continued its joint marketing initiatives with Emergis and the Land Title and Survey Authority ("LTSA") to promote electronic filing and mortgage instruction transfers throughout B.C.

### **First Quarter Operational Highlights**

- Increased total quarterly transaction volume by 5.4% to 15,558 in Q1 fiscal 2009 from 14,650 in Q1 fiscal 2008.
- Grew average daily revenue to \$6,491 in Q1 fiscal 2009, up from \$6,066 in Q1 fiscal 2008.
- Expanded user base to 1,242 lawyers and notaries in Q1 fiscal 2009 from 506 in Q1 fiscal 2008
- Closed private placement for total proceeds of \$565,301
- Raised prices by 15% on average, effective September 1, 2008
- Implemented customer referral program
- Released e-conveyance 8.0, adding a realtor user interface
- Launched title searching service for the consumer
- Ranked #1 on Business on Vancouver's list of B.C.'s 100 Fastest Growing Companies
- Appointed Michael Kader to Board of Directors

## RESULTS OF OPERATIONS FOR THE THREE MONTH PERIOD ENDED SEPTEMBER 30, 2008

### Selected Q1 Financial Information

The following selected quarterly information is derived from the unaudited consolidated interim financial statements of the Company for the last eight quarters. On March 7, 2008, OneMove completed the sale of its U.K.-based subsidiary, OneMove Limited. As a result of the transaction, the quarterly information for Q1 fiscal 2008 has been restated to show continuing operations only and the results of OneMove Ltd. are shown as discontinued operations.

	Fiscal 2009	Fiscal 2008				Fiscal 2007		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
<i>(Expressed in \$'000)</i>								
<i>Operations:</i>								
<b>-Revenue from operations</b>	\$447	\$492	\$335	\$381	\$429	\$351	\$238	\$180
- General and administration	796	810	657	752	735	716	507	501
- Amortization	28	35	36	33	25	36	83	79
- Interest	14	15	14	12	8	299	20	90
- Stock based compensation	31	0	40	12	31	6	57	205
- Other items	0	214	(127)	21	102	236	(11)	(2)
- Loss from discontinued operations	0	0	(254)	818	673	852	862	1,244
Net loss operations	(\$422)	(\$582)	\$31	(\$1,267)	(\$1,145)	(\$1,794)	(\$1,280)	(\$1,937)
Net loss continuing operations	(\$422)	(\$582)	(\$285)	(\$449)	(\$472)	(\$942)	(\$418)	(\$693)
Adjusted EBITDA for continuing oper.	(\$349)	(\$532)	(\$195)	(\$392)	(\$408)	(\$601)	(\$258)	(\$319)
Fully diluted EPS for continuing oper.	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.04)	(\$0.02)	(\$0.04)
<b>Balance Sheet:</b>								
Working capital (deficiency)	\$88	\$31	\$511	\$1,333	\$2,301	\$3,646	(\$79)	(\$22)
Total assets	\$954	\$878	3,763	\$2,858	\$3,970	\$5,473	\$1,431	\$1,530
Long-term liabilities	\$88	\$118	\$131	\$119	\$71	\$73	\$1,240	\$190
Cash and cash equivalents	\$ 227	\$ 194	\$ 476	\$ 1,461	\$ 2,403	\$ 3,878	\$ 87	\$ 179
Shareholder's equity (deficiency)	\$ 608	\$ 541	\$ 3,415	\$ 1,530	\$ 2,746	\$ 3,719	\$ (2,021)	\$ (1,158)

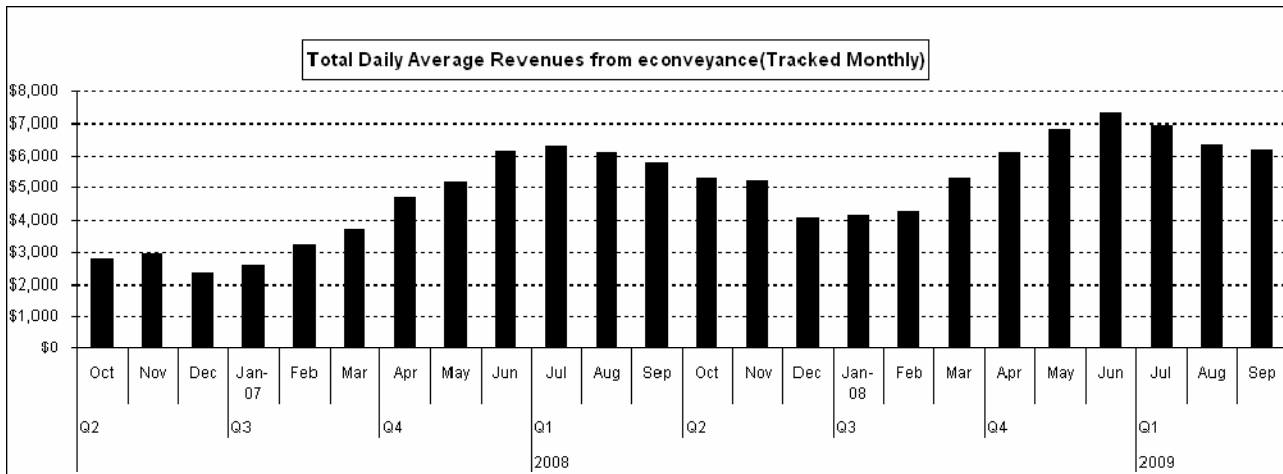
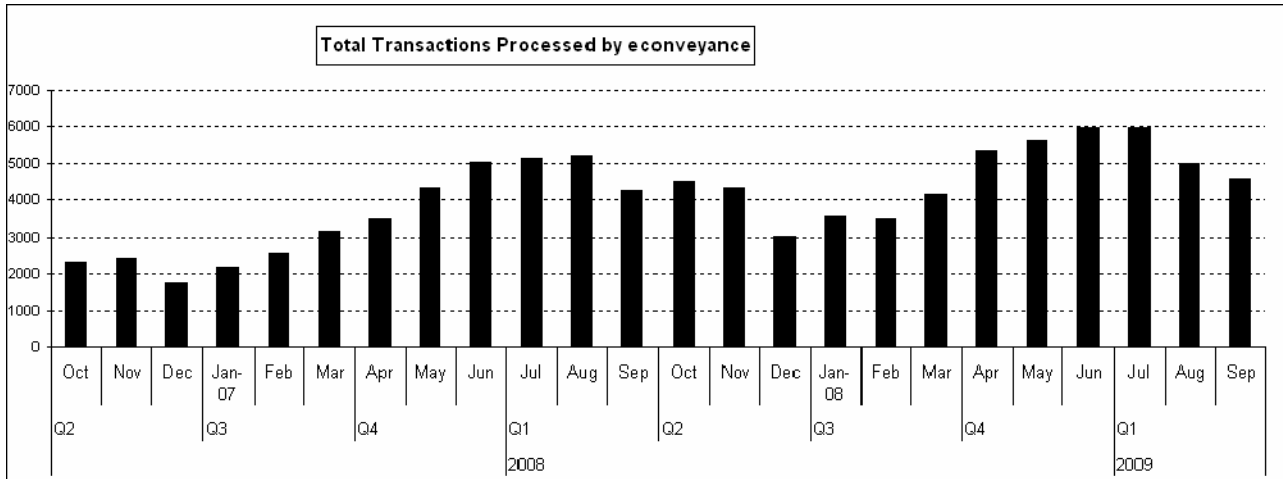
**Revenues** increased \$17,660 or 4.1% to \$446,719 in the first quarter of 2009 from \$429,059 for the first quarter of fiscal 2008. Revenue growth was due primarily to an increase in volume of econveyance transactions. Despite the challenges of a declining real estate market, OneMove realized an increase in total transaction volume, which grew to 15,558 in the first quarter of fiscal 2009 from 14,650 in the first quarter of fiscal 2008. The increase in transaction volume was primarily a result of the expansion of the Company's user base, which grew 145% year-over-year. In addition, effective September 1, 2008, OneMove increased prices by an average of 15%, which also contributed to the Company's year-over-year revenue improvement.

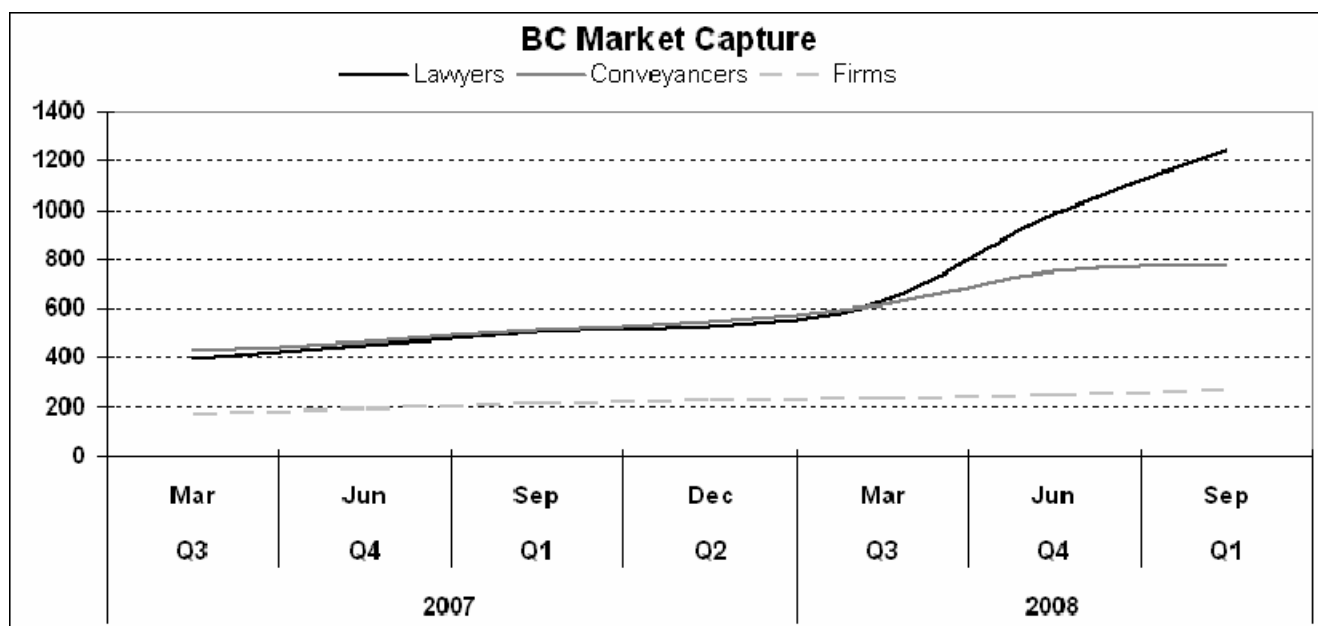
As per the graphs below, the Company has seen a steady year-over-year increase in daily average revenues over the last eight consecutive quarters. In B.C., there is a seasonal spike in real estate transactions in the spring, with negligible growth in the summer and a downturn in the fall. Management anticipates the Company's results to continue to reflect the seasonal nature of the real estate industry.

As result of current economic conditions, the B.C. real estate industry is experiencing a significant slowdown. According to the B.C. Real Estate Association, sales in October 2008 decreased approximately 50% compared to October 2007. Management recognizes the challenges the current industry environment creates for OneMove. As such, going forward, the Company is focused on growing the number of lawyers and notaries on its econveyance platform and has increased prices, as mentioned, which Management believes will continue to help offset the impact of a market-wide reduction in real estate transactions.

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OneMove expects to realize continued adoption of econveyance as lawyers and notaries move to adopt electronic filing in advance of the LTSA's deadline for mandatory filing of completed conveyance documentation in 2010/11. In addition, with the current reduction in overall market activity, firms are now committing more time to implementing an electronic conveyance filing solution and training staff on how to file completed documents electronically, which OneMove believes strengthens the Company's growth prospects.





The predominant activity in B.C was deployment and continued development of econveyance. During the first quarter of fiscal 2009, the number of lawyers and notaries using econveyance increased 145% from 506 in the first quarter of fiscal 2008 to 1,242 throughout the province in a total of 67 cities in the first quarter of fiscal 2009. The number of firms represented has grown from 215 to 267 year-over-year.

**General and administrative expenses** include such items as advertising, commissions/fees, consulting, insurance, invest or relations/filing fees, office and general, accounting/legal/profession fees, rent/utilities, shares issued for services, salaries/wages, telephone and travel. OneMove reported General and Administrative expenses of for the first quarter of fiscal 2009 were \$825,520 an increase of \$89,967 compared to \$735,553 in first quarter of fiscal 2008.

Increases or Decreases in specific categories are:

1. *Advertising and promotion* dropped from \$5,982 to \$187. In the prior period, the Company had incurred expenses in advertising with the Canadian Bar Association and maintenance of the website by outside sources.
2. *Commissions and fees* – dropped from \$108,850 to \$107,480.
3. *Investor relations and filing fees* – decreased from \$48,222 to \$47,522
4. *Salaries and wages* – increased from \$370,410 in the first quarter of 2008 to \$404,255 in the first quarter of 2009 as a result of the increased activities in B.C. and the increase in the number of staff required in the administrative, sales and marketing and research and development functions of the Company. During the fiscal year ended June 30, 2008, the Company recognized assistance of \$51,526 (2007 - \$313,283) from the National Research Council of Canada's Industrial Research Assistance Program ("IRAP") and is recorded as a reduction of salaries and wages. (see Government Assistance page 13)

**Interest expenses** for the first quarter of fiscal 2009 were \$14,459 compared to \$7,992 in the first quarter of fiscal 2008. The increase is as a result of the company acquiring additional leased equipment subsequent to the first quarter of fiscal 2008.

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**ADJUSTED EBITDA FOR CONTINUING OPERATIONS** for the first quarter of fiscal 2009 was \$(349,051), compared to \$(408,705) for the same period a year ago.

**Net losses** for the first quarter of fiscal 2009 were \$421,670, or \$(0.01) per share, compared to losses of \$1,145,684 or \$(0.02) per share for the same period a year ago, a decrease of \$1,212,073. The primary factor in driving the decrease in net losses is a result of the divestiture of the UK operations in the previous quarter and the absence of interest on convertible debt interest.

**Total assets** as at September 30, 2008 were \$954,345 as compared to \$877,806 as at June 30, 2008

**Shareholder's equity** saw a net increase over the year ended June 30, 2008 of \$66,832.

**Contributed surplus** also increased slightly during the first quarter of fiscal 2009 as described by the following table:

	Amount
Balance as at June 30, 2006	\$ 891,980
Value of agents options issued on public offering	331,377
Stock-based compensation	322,911
Value of warrants issued on loan financing (Note 7)	61,076
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Balance as at June 30, 2007	\$ 1,607,344
Stock-based compensation	82,869
Cancellation of shares upon sale of OneMove UK (Note 3)	1,563,567
Compensatory escrow shares	27,820
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Balance as at June 30, 2008	\$ 3,281,600
Stock based Compensation	30,730
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Balance as at September 30, 2008	\$ 3,312,330

## LIQUIDITY AND CAPITAL RESOURCES

### Working capital

As at September 30, 2008, the Company had cash of \$227,440 and working capital of \$88,405, compared to cash of \$193,850 and a working capital of \$30,896 as at June 30, 2008.

### Cash flow

The Company's principal sources of liquidity are cash provided by operations, borrowing under its credit facilities, tax credits and other government grants and issuance of common shares. The Company's principal uses of cash have been to fund working capital, repay debt, purchase capital assets and investment in long-term strategic business activities. OneMove believes that its principal sources of liquidity are sufficient to maintain the Company's operations and to meet planned growth and development.

### Operating activities

Net cash used by operating activities in the first quarter of fiscal 2009 was \$(391,944) compared to \$(663,866) for first quarter of fiscal 2008. The decrease of \$271,922 was primarily due to the discontinuation of the UK operation, which was a large cash constraint for the Company.

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**Investing activities**

Net cash provided by investing activities in the first quarter of fiscal 2009 was \$(7,942) compared to \$(55,758) for the first quarter of fiscal 2008.

**Financing activities**

Net cash provided by (used in) financing activities in the first quarter of fiscal 2009 was \$433,476 as compared to \$(86,938) for first quarter of fiscal 2008. In the first quarter of fiscal 2009, the primary source of funds was from the issuance of shares.

**Capital Lease Obligations:**

The Company leases computer hardware under financing arrangements classified as capital leases. The gross amount of computer hardware assets and related accumulated amortization recorded under capital leases and included in equipment were as follows:

	Sept 30, 2008	June 30, 2008
Computer equipment	\$ 281,954	\$ 281,954
Accumulated amortization	(88,394)	(72,700)
	<b>\$ 193,560</b>	<b>\$ 209,254</b>

Amortization expenses incurred during the period with respect to the above assets under capital lease totalled \$15,694.

**Capital Lease Obligations Continued:**

The following is a schedule of the future minimum lease payments under the capital lease:

Year ending:	Sept 30, 2008	June 30, 2008
2009	\$ 100,417	\$ 133,890
2010	109,670	109,670
2011	25,985	25,985
Total future annual lease payments	\$ 236,072	\$ 269,545
Less amount representing interest	(47,953)	(57,131)
Present value of capital lease obligations	188,119	212,414
Less current portion	(99,778)	(94,263)
	<b>\$ 88,341</b>	<b>\$ 118,151</b>

With respect to the above, interest incurred during the period and included in interest expense amounted to \$11,876.

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**Share Data**

**Authorized** – Unlimited number of common shares without par value.

**Issued and Outstanding**

	Number of Common Shares	Amount
Balance as at June 30, 2006	11,149,272	\$ 4,780,220
OneMove online shares at recapitalization (Note 3)	(11,149,272)	-
Shares of the Company at time of recapitalization	3,613,001	-
Issue of shares upon recapitalization (Note 3)	11,149,272	472,941
Issue of shares on the conversion of convertible loans (Note 8)	4,903,443	2,206,540
Issue of shares upon public offerings	26,040,890	10,100,310
Issue of shares for finders fees and corporate finance fees	325,000	178,750
Issue of shares for redemption of preferred shares	603,336	332,000
Issue of shares upon exercise of options	355,000	71,000
Issue of shares upon exercise of agents options	8,000	2,400
Issue of shares upon acquisition of OneMove UK (Note 3)	5,584,169	2,010,301
Issue of shares as loan bonus on bridge loans	372,500	149,000
Issue of shares for interest	250,000	86,250
Share issue costs incurred on recapitalization	-	(205,581)
Share issue costs on public offerings	-	(1,633,680)
Balance as at June 30, 2007	53,204,611	18,550,451
Issue of shares upon conversion of debt	264,500	144,800
Cancellation of shares upon sale of OneMove UK (Note 3)	(5,584,169)	(2,010,301)
Share issue costs	-	(6,055)
Balance as at June 30, 2008	47,884,942	\$ 16,678,895
Private placement	9,421,690	565,302
Share issue costs	-	(431)
Balance as at September 30, 2008	57,306,632	\$ 17,243,766

**Shares Held in Escrow**

As at September 30, 2008, a total of 2,753,267 common shares of the Company were subject to an escrow agreement under which the shares may not be transferred, assigned, or otherwise dealt with without the consent of the Exchange. The escrowed shares are subject to time-based release criteria over a three year period from the closing of the reverse takeover.

In addition, 3,490,612 of the escrowed shares are subject to a voluntary escrow agreement to be released if the Company achieves certain revenue targets by June 30, 2008, subject to the approval of the escrow shareholders. These shares will be cancelled if the performance conditions are not met. Of these, approximately 837,747 escrow shares are to be cancelled and 428,466 were considered as compensatory with a fair value of \$27,820 which has been included in operations for the year ended June 30, 2008.

### Stock Options

The company has a Stock Option ("the Plan") whereby aggregate number of shares issuable under the Plan may not exceed 10% of the issued and outstanding share capital. Under the Plan, the exercise price of each option will not be less than the market price of the Company's stock at the date of the grant. Options granted will have a term no to exceed 5 years with vesting provisions determined by the board of directors of the Company.

As at September 30, 2008, the following stock options were outstanding:

<b>Number of Options</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
225,000	\$0.55	October 14, 2008
150,000	\$0.55	January 31, 2009
331,000	\$0.55	December 1, 2009
1,600,000	\$0.10	February 21, 2011
2,050,000	\$0.10	August 25, 2010
250,000	\$0.10	September 16, 2011
<b>4,606,000</b>		

### Agent's Options

As at September 30, 2008, the following agent's options were outstanding and exercisable:

<b>Number of Agent's Options</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
381,889	\$0.55	October 18, 2008
1,555,540	\$0.36	May 3, 2009
12,500	\$0.50	May 14, 2009
<b>1,949,929</b>		

In October 2006 the Company issued 381,889 and 1,555,540 agent's options pursuant to its public offerings of its common shares. These options have an aggregate value of \$331,377 which has been recorded as share issue costs.

In addition, in May 2007, the Company issued 12,500 agent's options in relation to securing interim loan financings for the Company. The fair value of these options was insignificant.

### Warrants

As at September 30, 2008, the following warrants were outstanding and exercisable:

<b>Number of Warrants</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
4,903,443	\$0.75	October 18, 2008
259,375	\$0.55	October 18, 2008
5,162,818		

### **Private Placements**

Fiscal 2009:

There was a non-brokered private placement for 9,421,690 units of \$0.06 per unit, or \$565,301, completed on September 4, 2008. Each unit consists of one common share and one share purchase warrant, to acquire an additional common share at \$0.10 per share, until September 4, 2010.

Fiscal 2008:

There were no private placements in Fiscal 2008

Fiscal 2007:

On May 4, 2007, the Company completed a secondary public offering by way of a brokered private placement issuing 22,222,000 common shares at a price of \$0.36 per share for gross proceeds of \$7,999,920. The financing agent received a 7% cash commission of \$559,994 and other costs of \$173,282 were incurred for net proceeds of \$7,266,644.

In addition to the public offerings, the Company also received funding from the exercise of options and warrants during fiscal 2007.

Prior to the public offerings in 2007, the Company issued promissory notes, which were convertible to OneMove shares upon the completion of the acquisition. Proceeds from the issuance of convertible debt totaled \$424,650 during fiscal 2007.

The Company also received bridge loans prior to the public financings, receivables factoring and conventional loans during the year. All of the bridge loans and all of the receivables factoring loans were repaid during fiscal 2007.

### **Government Assistance**

During the fiscal year ended June 30, 2008, the Company recognized assistance of \$51,526 (2007 - \$313,283) from the National Research Council of Canada's Industrial Research Assistance Program ("IRAP"). Repayment of these contributions is a royalty which commences in October 2008 at a rate of 6.25% of gross revenues and is payable quarterly until July 2012. If at any time within this repayment period, the repayments equal or exceed 150% of the IRAP assistance received, the Company will cease to have any further obligation to make repayments.

If by July 1, 2012, the amount unpaid is less than the assistance received in total, the Company will continue to make repayments until the earlier of full repayment or ten years after the start of the repayment period, being October 2008. The liability and related expense are recorded when the corresponding revenue is recognized.

Total assistance received under IRAP to date is \$455,201. There was no government assistance received in the current period.

### **Commitments**

The Company has entered into various premises and equipment operating leases with minimum lease payments as follows:

2009	\$ 113,400
2010	113,400
2011	113,400
2012	97,600
2013	<u>13,950</u>
	<u>\$ 451,750</u>

### **Contingencies**

The Company provided \$143,200 as security towards a bank loan held by OneMove UK (Note 3), which is included in deposits at June 30, 2008. Pursuant to the share exchange agreement and the disposition of OneMove UK, (Note 3), the former director and current owner of OneMove UK has until March 2009 to remove the Company as guarantor.

### **Financial Instruments**

*a) Foreign currency risk*

Foreign currency risk reflects the risk that the Company's foreign currency denominated net assets or operations will be negatively impacted due to fluctuations in exchange rates. The Company does not have a foreign currency hedge in place to mitigate this risk.

*b) Credit risk*

Financial instruments subjecting the Company to concentrations of credit risk consist primarily of cash and cash equivalents and deposits. The Company maintains its cash with high quality financial institutions. Cash balance often exceeds federally insured limited.

*c) Fair values*

The Company's financial instruments consist of cash and cash equivalents, receivables, deposits, accounts payable and accrued liabilities and capital lease obligations. The fair value of these financial instruments approximates their carrying values.

### **Related Party Transactions**

During the period ended September 30, 2008, the Company entered into transactions with related parties not disclosed elsewhere in these financial statements as follows:

- a) Paid or accrued salaries and wages of \$110,735 to the officers and directors of the Company.
- b) During the quarter, the Company completed a private placement of 9,421,690 units at \$0.06 per unit; see Note 9. Directors and officers of the Company subscribed to 2,027,000 units for a total of \$121,620. At the quarter end, subscriptions for 1,091,000 units or \$65,460 were paid and the balance of \$56,160 in subscriptions were funded by advances from the Company, which bear no interest and are repayable by the directors and officers to the Company in January 2009.
- c) As at the quarter end, and aside from the above, an officer is indebted to the Company for \$28,680 for cash advances.

### **SUBSEQUENT EVENTS**

Subsequent to September 30, 2008, the Company:

- a) On October 14, 2008 the company entered into an agreement to integrate econveyance™, its online conveyancing software application, with Nuance Systems Ltd.'s web-based real estate purchase, sale and listing management software system, REALTYNuance™.
- b) On October 24, 2008 the bank collapsed collateral of approximately \$143,200 pledged by the Company which was provided as a guarantee towards a bank loan of approximately \$143,200 held by OneMove UK. The Company had pledged these funds as security pursuant to the share exchange agreement and the disposition of OneMove UK, (Note 3). The Company is currently reviewing its legal options in recovering the funds. (see Contingencies note 10)

c) On October 28, 2008 the company announced that it has completed the previously announced integration of *econveyance*<sup>™</sup>, its online conveyancing software platform, with Chicago Title Insurance Company's ("CTIC") web-based Canadian title insurance customer application, CTIC Express. British Columbia-based lawyers and notaries can now order and receive electronic delivery of CTIC's title insurance products and services directly through *econveyance*.

**Risk Factors:**

The Company has identified a number of key risks associated with the execution of its business:

- a) **"Time to market"** is a serious risk facing the business of the Company. The e-commerce industry is fast paced and new ideas for using the Internet to facilitate business activities and transactions appear weekly. It is critical that program design and content development progress rapidly. The Company may experience delays in system development triggered by factors such as insufficient staffing, performance problems or changes to system specifications in response to customer requirements. These factors may cause the system to enter the market behind similar programs or systems that may be in the process of development by other companies. The Company has recently engaged in an accelerated system development program to counter this risk.
- b) The Company has a broad customer base that includes, among others, insurance underwriters, banks and other lenders, lawyers and real estate agents. Some of these customers may be particularly susceptible to a decline in the number of property-related transactions in their respective markets or consolidation trends in their particular industry. Accordingly, the Company continually monitors industry trends and the status of its customers. The risk remains, however, that the insolvency or merger of a number of significant customers, without new customers being brought on, could have a material adverse effect on the Company's results of operations or the Company's further growth.
- c) The *econveyance*<sup>™</sup> system has been successfully developed, marketed and implemented in British Columbia, but there may be significant risks associated with extending the system beyond the province both domestically and internationally. This is because the content and procedures of the targeted transaction will vary from jurisdiction to jurisdiction, and accordingly, not all of the current features or other features currently being developed within the system will be appropriate for every jurisdiction.
- d) It is not known how well the OneMove system will be accepted by the market. Although demonstrably effective, there will be perceived security concerns given the nature of the transaction being served by the system. For this reason, the OneMove system is being developed utilizing advanced encryption techniques to maintain security and confidentiality.
- e) There has been no record of profitability and there is a risk that the Company will not be able to raise significant levels of financing to enable it to continue to develop the program.
- f) The Company anticipates rapid growth in demand for the use of its communication platforms that will necessitate equally rapid growth in the number of employees and the scope of its operations. To manage growth, the Company will need to continue to improve its operational, financial and management information systems and will need to hire, train and manage a growing number of employees. Competition for qualified technical personnel is strong and there can be no assurance that the Company will be able to achieve or manage any future growth and its failure to do so could delay system development on the scale projected by the Company.

The success of the Company is largely dependent on the abilities and experience of its executive officers and other key employees. Competition for highly skilled management, technical, research and development and other employees are intense in the Company's industry. There can be no assurance that the Company can retain its current key employees or attract and retain additional key employees as needed. The loss of certain key employees could have an adverse impact upon the Company's growth, business and profitability.

- g) **Technological Change:** The markets in which the Company operates are characterized by changing technology and evolving industry standards. The Company's systems embody complex technology and may not always be compatible with current and evolving technical standards and systems developed by others. Failure or delays by the Company to meet or comply with the requisite and evolving industry or user standards could have a material adverse effect on the Company's business, results of operations and financial condition. The Company's ability to anticipate changes in technology, technical standards and product offerings will be a significant factor in the Company's ability to compete or expand into new markets. Despite years of experience in meeting customer requirements with the latest in technological solutions, there can be no assurance that the Company will be successful in identifying, developing and marketing products that will respond to rapid technological change, evolving standards or individual customer standards or requirements.
- h) **Failure to Protect the Company's Intellectual Property Rights:** Third parties may infringe or misappropriate the Company's trademarks or other intellectual property rights or may challenge the validity of the Company's trademarks or other intellectual property rights, which could have a material adverse affect on the Company's business, financial condition or operating results. The actions that the Company takes to protect its trademarks, patents and other proprietary rights may not be adequate. Litigation may be necessary to enforce or protect the Company's intellectual property rights, protect its trade secrets or determine the validity and scope of the proprietary rights of others. The Company cannot ensure that it will be able to prevent infringement of its intellectual property rights or misappropriation of its proprietary information. Any infringement or misappropriation could harm any competitive advantage the Company currently derives or may derive from its proprietary rights. Third parties may assert infringement claims against the Company. Any such claims and any resulting litigation could subject the Company to significant liability for damages. An adverse determination in any litigation of this type could require the Company to design around a third party's patent or to license alternative technology from another party. In addition, litigation may be time-consuming and expensive to defend and could result in the diversion of the Company's time and resources. Any claims from third parties may also result in limitations on the Company's ability to use the intellectual property subject to these claims.
- i) **Financing Arrangements:** The Company requires capital to finance its future growth and pay its outstanding debt obligations as they come due for payment. If the cash generated from the Company's business, together with the credit available under existing bank facilities, is not sufficient to fund future capital requirements, the Company will require additional debt or equity financing. The Company's ability to access capital markets on terms that are acceptable will be dependent on prevailing market conditions, as well as the Company's future financial condition. Further, the Company's ability to increase its debt financing and/or renew existing facilities may be limited by its financial covenants or its credit objectives. Although the Company does not anticipate any difficulties in raising funds in the future, there can be no assurance that capital will be available on suitable terms and conditions, or that borrowing costs will not be adversely affected. In addition, the Company's current financing arrangements contain certain restrictive covenants that may impact the Company's future operating and financial flexibility. The Company also depends on certain financing arrangements to be completed by some of its key customers. The inability by the Company's customers to arrange satisfactory financing on a timely basis could have an impact on the Company's business, results of operations and financial condition.
- j) **Dependence on Data and Systems:** The Company maintains, at various locations, databases of information and systems infrastructure which support the Company's Information Technology. Such systems are required to be available without interruption on a continuous basis to meet contractual service level obligations, and to ensure the Company's communications, data, and operational needs are met. System security network threats are frequent and mechanical or software errors may cause system corruption or failure. In addition, the databases are subject to similar security threats and data corruption or loss may occur as a result of such security threats or malfunction of software or hardware. Errors in data could lead to significant liability to the Company if the Company's customers relied on such incorrect data. Although the Company provides for redundancy, disaster recovery, tested systems and network security, it cannot prevent all possible errors or threats.

- k) The lack of an industry organization to police rogue activities from peripheral conveyancing suppliers like Stewart Title creates quality control and image issues for the entire category. Large title insurance providers and other secondarily related players in the segment have no real interest or stake in the provision of a top quality electronic conveyance process. Their interest is on marketing their own products through tangential service provision to the process and is sold on low cost alone.
- l) A distinct lack of industry and competitor reliable and valid quantitative data renders volume forecasting and accurate fiscal planning problematic.
- m) The reliance on significant volume growth through geographical expansion post mandatory conversion in B.C. after 2010/2011 is expensive. The category expansion in B.C. will slow down significantly after this period. Prudent fiscal and strategic planning will be needed to plan new entries into Canadian jurisdictions in the out years of this plan.
- n) **Dependence on Business Alliances:** A key element of the Company's business strategy is the formation of corporate alliances with leading companies. The Company is currently investing, and plans to continue to invest, resources to develop these relationships. The Company believes that its success in penetrating new markets for its products will depend in part on its ability to maintain these relationships and to cultivate additional or alternative relationships. Although significant effort has been dedicated to establishing and maintaining relationships, there can be no assurance that the Company will be able to develop additional corporate alliances with such companies, that existing relationships will continue or be successful in achieving their purposes or that such companies will not form competing arrangements.
- o) **Potential for Liability:** There is a risk that the Company's products or systems may contain errors or defects or fail to perform as intended. While the Company strives to contractually limit its liability for damages arising from its provision of products and systems, such limitations of liability, although existing in the vast majority of the Company's contracts, including the standard sales terms or provision applicable to products, may not have been included in all of the Company's past contractual arrangements or sales. Additionally, where such limitations have been included, there can be no assurance that they will be enforceable in all circumstances or in all jurisdictions or forms, such as electronic delivery, or that they otherwise will protect the Company from liability for damages except as any insurance coverage applies. Furthermore, litigation, regardless of contractual terms, could result in substantial cost to the Company, divert management's attention and resources from the Company's operations and result in negative publicity that may impair the Company's ongoing marketing efforts. Although the Company purchases product liability (covering risk of property damage and personal injury) and errors and omissions insurance and provides for reasonable warranty costs, there is no assurance that such measures will cover any or all of, or the extent of, the claims.

## **CHANGES IN ACCOUNTING POLICIES**

Effective July 1, 2007, the Company adopted new accounting standards related to comprehensive income and financial instruments that were issued by the Canadian Institute of Chartered Accountants ("CICA"). The accounting policy changes were adopted on a prospective basis with no restatement of prior period financial statements. The new standards and accounting policy changes are as follows:

### *a) Comprehensive income*

Comprehensive income is the change in shareholders' equity during a period from transaction and other events and circumstances from non-owner sources. In accordance with the new standard, the Company now reports a statement of comprehensive income and a new category, accumulated other comprehensive income, in the shareholders' equity section of the balance sheet. The components of this new category may include unrealized gains and losses on financial assets classified as available-for-sale, exchange gains and losses arising from the translation of financial statements of a self-sustaining foreign operations and the effective portion of the changes in fair value of hedging instruments.

*b) Financial instruments*

In accordance with these new standards, the Company now classifies all financial instruments as either held-for-trading, available for sale, held-to-maturity, loans and receivables or other financial liabilities. Financial instruments classified as held-for-trading are measured at fair value with unrealized gains and losses recognized in operating results. Financial instruments classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Financial instruments classified as held-to-maturity, loans and receivables or other financial liabilities are measured at amortized cost.

The adoption of these new standards noted above had no effect on the presentation of the Company's consolidated financial statements for the fiscal years ended June 30, 2007 and 2008.

**Effective July 1, 2008, the Company will be required to adopt the followings new accounting standards issued by CICA.**

*a) Capital disclosures*

In December 2006, the CICA issued Handbook Section 1535, Capital Disclosures. Section 1535 specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance.

*b) Financial instruments – disclosures and presentation*

In December 2006, the CICA issued two new accounting standards: Handbook Section 3862, Financial Instruments – Disclosures, and Handbook Section 3863, Financial Instruments – Presentation. The new Sections 3862 and 3863 replace Handbook Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing disclosure requirements, and carrying forward, unchanged, existing presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks.

*c) Goodwill and intangible assets*

In February 2008, the CICA issued Handbook Section 3064, Goodwill and Intangible Assets, replacing Handbook Sections 3062, Goodwill and Other Intangible Assets and 3450, Research and Development Costs. Various changes have been made to other sections of the CICA Handbook for consistency purposes.

The new section establishes standards for the recognition, measurement, presentation and disclosure of intangible assets. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062.

*d) Assessing going concern*

The accounting Standards Board ("AcSB") amended CICA handbook Section 1400, to include requirements for management to assess and disclose an entity's ability to continue as a going concern.

The Company is currently in the process of evaluating the potential impact of these new standards on the consolidated financial statements.

*e) International financial reporting standards*

In addition to the above accounting pronouncements the AcSB in 2006 published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards ("IFRS") over an expected five-year transition period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company

for the year ended June 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company did not enter into any off-balance sheet arrangements during the period.

## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS**

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

## ***CORPORATE INFORMATION***

### **Board of Directors and Corporate Officers**

Martin Johnson	Chairman, President and Chief Executive Officer
Stuart Bonner	Director, Secretary, and Compensation Committee
Mitchell Gropper	Director, Audit Committee
Tejinder Grewal	Director, Audit and Compensation Committee
Michael Kader	Director
Gordon K.W. Gee	Interim Chief Financial Officer
Parminder Virk	Chief Technology Officer

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### **Auditor**

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### **Counsel, Registered and Record Offices**

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### **Transfer Agent**

Computershare

### **Investor Relations**

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