



Form 51-102F1

**LAS VEGAS FROM HOME.COM ENTERTAINMENT INC.**

**Management's Discussion & Analysis**  
**Condensed Interim Consolidated Financial Statements (Unaudited)**  
**for the Three Months Ended March 31, 2011**

*The following discussion and analysis of the financial condition and financial position and results of operations for Las Vegas From Home.com Entertainment Inc. (the "Company" or "Las Vegas" or "LVFH") should be read in conjunction with the condensed interim consolidated financial statements ("Unaudited") and notes thereto for the three months ended March 31, 2011 and the audited consolidated financial statements and the notes thereto for the **years ended December 31, 2010 and 2009**. The condensed interim unaudited consolidated financial statements and notes thereto for the three months ended March 31, 2011 **have not been reviewed by the Company's Auditor**. The following discussion and analysis **has not been reviewed by the Company's Auditor**.*

*These financial statements, including comparatives, have been prepared using accounting policies in compliance with International Financing Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Company's financial statements are expressed in Canadian (CDN) Dollars. All amounts in this MD&A are in CDN dollars unless otherwise stated.*

**The following information is prepared as at June 29, 2011.**

**Forward-Looking Statements**

Certain statements contained herein are "forward-looking" and are based on the opinions and estimates of management, or on opinions and estimates provided to and accepted by management. Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those expressed or implied. Readers are therefore cautioned not to place reliance on any forward-looking statement.

**Description of Business**

The principal business of the Company is the developing and marketing of software for on-line Asian multi-player interactive games.

Las Vegas From Home.com Entertainment Inc. is a reporting issuer in the Provinces of British Columbia and Alberta and files all public documents on [www.sedar.com](http://www.sedar.com). The Company was a foreign private issuer in the United States of America and used to file on EDGAR, its annual report on Form 20-F and other reports on Form 6K. The following link, <http://www.sec.gov/cgi-bin/browse-edgar?company=&CIK=0001061612&filenum=&State=&SIC=&owner=include&action=getcompany> will give you direct access to the Company's United States Securities and Exchange Commission ("U.S. S.E.C.") filings. On April 13, 2009, the Company filed a Form 15F to terminate the registration of its common stock under section 12(g) of the Securities Exchange Act and its reporting obligations under the Act. As a result, the Company's common stock is no longer quoted in the Over-The-Counter Bulletin Board but is quoted in the U.S.A. on the Pink Sheets.



## **Results of Operations**

All financial figures presented herein are expressed in Canadian Dollars (CDN\$) unless otherwise specified.

The principal business of the Company is the developing, and the marketing, through its foreign subsidiaries, of software for online Asian multi-player interactive card games.

Management determined that to comply with the U.S. S.E.C. requirements would result in incurring considerable expenses and as there was insufficient investor interest from the U.S.A. to justify such considerable expenses, Management decided that it would be in the best interest of the Company to terminate its U.S. S.E.C. registration. Consequently, on April 13, 2009, the Company filed a Form 15F to terminate the registration of its common stock under section 12(g) of the Securities Exchange Act and its reporting obligations under the Act. As a result, the Company’s common stock is no longer quoted in the Over-The-Counter Bulletin Board but is quoted in the U.S.A. on the Pink Sheets under the symbol “LVFHF”.

The Company’s common shares continue to trade in Canada on the TSX Venture Exchange (“Exchange”) under the symbol “LVH”, and in Germany on both the Frankfurt and Berlin Exchanges under the symbol “LVH”.

The Company is continually enhancing and upgrading the Company’s Gaming Software in order to enable the Company to increase its revenues.

The Company is presently not a party to any legal proceedings.

The Company has entered into a sublease agreement with an arm’s length third party on September 15, 2009 which has a term of two years and seven months, and which has commenced on October 1, 2009 in respect to approximately 4,817 square feet of office space. Monthly payment for the sublease consists of \$6,021 plus HST for rent and, \$6,551 plus HST for the Company’s proportionate share of the property taxes and operating expenses.

At the Annual General Meeting of the Company’s shareholders which was held on June 10, 2010, the shareholders received the Audited Consolidated Financial Statements for the year ended December 31, 2010 and the Auditor’s report thereon; fixed the number of Directors for the ensuing year at four; elected Bedo H. Kalpakian, Jacob H. Kalpakian, Neil Spellman and Gregory T. McFarlane as Directors of the Company; re-appointed the Company’s Auditor, Smythe Ratcliffe, Chartered Accountants, for the ensuing year and authorized the Directors to fix the remuneration to be paid to the Auditor.

The Company entered into an Asset Purchase and Sales Agreement with certain parties in Mexico to acquire 99% of all the outstanding common shares of a Mexican company which operates online gaming in Mexico pursuant to Mexican laws (the “Mexican Gaming Company”). The consideration payable by the Company shall be as follows:

- (i) A cash payment of \$1,000,000 Canadian (paid);
- (ii) A cash payment of 2,970,000 Mexican pesos on March 17, 2014;
- (iii) The issuance of 30,000,000 LVFH units. Each unit shall consist of one common share and one share purchase warrant. Each share purchase warrant shall entitle the holder to purchase one additional common share of the Company at a price of \$0.10 in the first year or at a price of \$0.25 in the second year. Each LVFH unit will be subject to hold periods

and restrictions on resale in accordance with applicable securities laws, and the rules and regulations of the TSX Venture Exchange (the “Exchange”);

- (iv) An earn-out bonus of one LVFH common share for each US \$1.00 of net profit that shall be earned by the Mexican Gaming Company for a period of three years for a maximum number of 30,000,000 LVFH common shares;
- (v) This transaction is subject to the approval of the Exchange; and,
- (vi) Finder’s fee may be payable in respect to this transaction in accordance with the policies of the Exchange.

As of March 31, 2011, the Company’s Canadian operations employed 19 people (March 31, 2010: 20) consisting of staff and management.

### **Revenues**

For the three month period ended March 31, 2011, the Company has recorded licensing revenues of \$70,262 (March 31, 2010: \$140,171), and sales revenues of \$101,558 (March 31, 2010: \$0).

### **Expenses**

For the three months ended March 31, 2011, operating expenses were 762,738 as compared to \$755,287 for the three months ended March 31, 2010.

### **Interest Income**

For the three months ended March 31, 2011, the Company had interest income in the amount of \$nil as compared to \$353 during the corresponding period in 2010.

### **Net Loss**

During the three months ended March 31, 2011, the Company had a net loss of \$580,918 or \$0.00 as compared to a net loss of \$637,720 or \$0.01 per share (weighted average) in the same period of 2010. During the three months ended March 31, 2011, the Company’s weighted average number of common shares was 180,170,305 as compared to 117,149,545 for the same period in 2009.

### **Liquidity and Capital Resources**

As at March 31, 2011, the Company’s total assets were \$1,450,954 as compared \$779,228 for the corresponding period in 2010 (December 31, 2010: \$1,566,950). The Company’s total liabilities were \$249,474 as compared to \$183,010 at March 31, 2010 (December 31, 2010: \$212,195). The Company has not paid any cash dividends and does not plan to pay any cash dividends in the future. As at March 31, 2011, the Company has no long-term debt.

As at March 31, 2011, the Company’s cash and cash equivalents were \$58,443 as compared \$280,528 at March 31, 2010 (December 31, 2010: \$175,340).

As at March 31, 2011, the Company’s accounts receivable was \$89,146 as compared to \$62,418 at March 31, 2010 (December 31, 2010: \$69,521). The Company’s marketable securities were \$nil as compared to \$63,000 at March 31, 2010 (December 31, 2010: \$nil). Due from related parties at March 31, 2011 was \$27,167 as compared to \$11,377 at March 31, 2010 (December 31, 2010:

\$22,127). Prepaids and lease deposits (Current) at March 31, 2011 were \$nil as compared to \$9,922 at March 31, 2010 (December 31, 2010: \$4,243).

### **Operating Activities**

During the three months ended March 31, 2011 the Company used \$476,717 of cash as compared to \$571,298 of cash used in operating activities in the corresponding period of 2010.

### **Financing Activities**

During the three months ended March 31, 2011 the Company received \$351,500 of cash in financing activities as a result of the exercise certain share purchase warrants and stock options as compared to \$nil of cash in the corresponding period of 2010.

### **Investing Activities**

During the three months ended March 31, 2011 the Company received cash in the amount of \$10,000 from the sale of equipment as compared to \$1,900 during the three months ended March 31, 2010.

### **Working Capital**

For the three months ended March 31, 2010 the Company had a working capital deficit of \$74,718 as compared to a working capital of \$244,235 in the same period in 2010 (December 31, 2010: working capital of \$59,036).

### **Capitalization**

In order for the Company to increase its revenues, the Company must dedicate more resources to marketing and to further upgrading the Company’s Gaming Software so as to have additional games and features.

During Q1 of 2011, the Company has incurred operating losses of \$580,918 (March 31, 2010 - \$637,720; December 31, 2010: \$2,903,227), has limited revenues and resources, and has no assurances that sufficient funding will be available to continue operations for an extended period of time.

During 2011, the Company intends to seek equity financings through private placements and/or public offerings. While the Company does not give any assurances whatsoever that it will be successful in securing equity financings in order to conduct its operations uninterruptedly, it is the Company’s intention to pursue these methods for future funding of the Company.

As at March 31, 2011, the Company’s total number of issued and outstanding common shares was 175,280,545 as compared to 117,149,545 at March 31, 2010.

During the three months period ended March 31, 2011, the Company issued a total of 1,790,000 common shares pursuant to the exercise of share purchase warrants for total proceeds to the Company of \$179,000.

During the three months period ended March 31, 2011, the Company issued a total of 1,725,000 common shares pursuant to the exercise of stock options for total proceeds to the Company of \$172,500.

During the month of June 2011, the Company completed a non-brokered private placement financing which consisted of 14,135,500 units at \$0.10 per Unit for total proceeds to the Company of \$1,413,550. Each Unit consists of one common share and one share purchase warrant entitling the holders to acquire an additional common share of the Company at a price of \$0.25 per share for a period of two years until June 8, 2013 as to the first tranche and until June 22, 2013 as to the second and third tranches. All the securities issued in this private placement have hold periods which expire on October 9, 2011 as to the first tranche and October 23, 2011 as to the second and third tranches. Finder’s fees paid in connection with the private placement consisted of \$78,750 paid in cash, 360,000 common shares of the Company and 787,500 share purchase warrants.

Subsequent to the three months ended March 31, 2011, a total number of 2,725,000 share purchase warrants were exercised for total proceeds to the Company of \$272,500.

During the year ended December 31, 2010, the Company completed a non-brokered private placement financing with various investors and issued a total of 51,390,000 Units in the capital of the Company at the price of \$0.05 per unit for total gross proceeds to the Company of \$2,569,500. Each Unit consists of one common share and one share purchase warrant entitling the holder to acquire an additional common share at the price of \$0.10 per share during the first year from Closing and at the price of \$0.25 per share during the second year from Closing. The proceeds were allocated as \$2,534,100 to common shares and \$35,400 to warrants. Share issue costs associated with the private placement totaled \$190,100, consisting of 3,000,000 common shares issued valued at \$150,000, \$8,720 in cash and \$31,380 for the value of agent’s warrants issued. All securities issued pursuant to this private placement financings were subject to a 4 month and a day hold period, which expired on March 18, 2011.

During the year ended December 31, 2009, the Company completed a non-brokered private placement financing with various investors and issued a total of 10,000,000 common shares in the capital of the Company at the price of \$0.015 per common share for total gross proceeds to the Company of \$150,000. All securities issued pursuant to this private placement financing had a hold period which expired on March 24, 2010. There were no finder’s fees payable in respect to this private placement financing.

Should any share purchase warrants be exercised by any party, then any funds received by the Company shall be used for general working capital purposes. However, there are no assurances whatsoever that any share purchase warrants will be exercised.

During 2004, the Company’s shareholders adopted and approved the Company’s 2004 Stock Option Plan (the “2004 Plan”). The 2004 Plan, which has received the approval of the Exchange, reserved 11,290,154 common shares for issuance representing 20% of the Company’s issued and outstanding common shares on April 12, 2004. At the Annual and Special General Meeting of the Company’s shareholders, which was held on June 30, 2005, the shareholders approved the amendment to the Company’s 2004 Plan by increasing the maximum number of common shares that may be reserved for issuance pursuant to the Stock Option Plan to 15,866,936 common shares (the “Company’s Amended 2004 Stock Option Plan”). Pursuant to the Company’s Amended 2004 Stock Option Plan which has received Exchange approval, the Company grants stock options to employees, directors, officers and consultants. As at March 31, 2010, there are 650,094 stock options available for granting. The number available for granting is based on the difference between the reserved number of options for issuance (15,866,936) less outstanding stock options at March 31, 2011 (10,046,500) less the number of stock options exercised since May 12, 2005 up to and including March 31, 2011 (5,170,342); therefore  $15,866,936 - 10,046,500 - 5,170,342 = 650,094$  available for granting as at March 31, 2011.

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The Company has granted stock options to acquire common shares of the Company, at certain prices, to various parties. Should any outstanding stock options be exercised by any party, then any funds received by the Company shall be used for general working capital purposes. However, there are no assurances whatsoever that any stock options will be exercised.

During the three months period ended March 31, 2011, there were 10,046,500 stock options outstanding with a weighted average exercise price of \$0.10 per share (March 31, 2010: 1,842,500 stock options outstanding with a weighted average exercise price of \$0.15 per share) . Subsequently, during the month of May 2011, a total number of 25,000 stock options at \$0.10 per common share were forfeited and a total number of 25,000 stock options at \$0.10 per common share were cancelled, and during the month of June 2011, a total number of 112,500 stock options were exercised for total proceeds to the Company of \$11,250, and a total number of 150,000 stock options have been granted which are exercisable at \$0.12 per common share until June 1, 2014.

**Summary of Quarterly Results**

The following are the results for the eight most recent quarterly periods, starting with the three month quarterly period ended March 31, 2011:

<b>For the Quarterly Periods ended</b>		<b>March 31, 2011</b>	<b>December 31, 2010</b>	<b>September 30, 2010</b>	<b>June 30, 2010</b>
Total Revenues	\$	171,820	98,361	257,688	82,891
Loss before other items		(590,918)	(888,056)	(590,332)	(875,355)
Loss per common share before other items		(0.00)	(0.01)	(0.00)	(0.01)
Net loss for the period		(580,918)	(888,032)	(592,004)	(901,072)
Basic and diluted loss per common share		(0.00)	(0.00)	(0.00)	(0.01)

<b>For the Quarterly Periods ended</b>		<b>March 31, 2010</b>	<b>December 31, 2009</b>	<b>September 30, 2009</b>	<b>June 30, 2009</b>
Total Revenues	\$	140,171	56,123	127,885	200,315
Loss before other items		(615,116)	(769,779)	(792,723)	(744,353)
Loss per common share before other items		(0.01)	(0.01)	(0.01)	(0.01)
Net loss for the period		(637,720)	(758,787)	(784,577)	(729,736)
Basic and diluted loss per common share		(0.01)	(0.01)	(0.01)	(0.01)

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**Note:** Gain (loss) per common share calculations in the above tables are based on the number of weighted average number of shares outstanding (Canadian GAAP) as shown in the Consolidated Statements of Operations for the above mentioned periods.

**First Quarterly Results (March 31, 2011)**

During the three months [first quarter] period ended March 31, 2011:-

- The Company had a net loss of \$580,918 or \$0.00 per share as compared to \$637,720 or \$0.01 per share in the same three months [first quarter] period of 2010.
- The Company's total revenues were \$171,820 as compared to \$140,171 in the same three months [first quarter] period of 2010.
- The Company's total operating expenses were \$762,738 as compared to \$755,287 total operating expenses in the same three months [first quarter] period of 2010.

**Risks related to our Business**

The Company, and the Securities of the Company, should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Company's Securities:

***General legislative risk***

Although Management of the Company believes that the conduct of Internet gaming related activities by the Company's subsidiaries represent lawful business, there is the risk that the legality of the Internet gaming related activities may be challenged by Canadian or other legal authorities. If the legality of the Internet gaming related activities is challenged and the challenge is sustained, it can have a material adverse impact on the business and financial affairs of the Company.

***Competition***

The marketplace for the Company's Gaming Software is constantly undergoing changes, is intensely competitive and is subject to changes in customer preferences. Consequently, new products are being developed continuously by the Online Gaming Industry in order to satisfy customer demands, and new costly venues of advertising and promotion are being used by the Online Gaming Industry so as to attract new customers and retain existing ones. The Company's products and services compete against those of other companies that have greater financial, marketing, technical and other resources than those of the Company.

***Internet and system infrastructure viability***

Any changes in the internet's role as the premier computer network information service or any shutdown of internet services by significant internet service providers will have an adverse material impact on the Company's ability to generate revenues. Furthermore, the Company can be severely and adversely affected from power failures, internet slowdowns or failures, software slowdowns or failures and hackings.

***Reliance on key personnel***

The Company relies heavily on its employees, the loss of any of whom could have an adverse effect on the Company.

***Customer concentration***

The Company also relies on its licensees for the operation of the Company’s Gaming Software, the loss of any of which could have an adverse effect on the affairs of the Company.

***Payment processing***

Changes in policies of companies, financial institutions or banks, that handle credit card transactions and/or other types of financial transactions for on-line gaming, can have an adverse impact on the business and financial affairs of the Company.

***Foreign exchange rates***

The profitability of the Company can be affected by fluctuations in the exchange rate of the US Dollar in relation to the Canadian Dollar due to the fact that the Company’s revenues are generated in US Dollars while a major portion of the Company’s expenses are incurred in Canadian Dollars.

***Share price volatility and liquidity***

The market price of the Company’s common shares has experienced considerable volatility and may continue to fluctuate in the future. Factors such as the Company’s quarterly results, changes in existing legislation, new legislation, technological changes and general market conditions may adversely affect the market price of the Company’s common shares. There is a limited trading market for the Company’s common shares and the ability of investors to sell their shares or the price at which those shares may be sold cannot be assured.

***Growth management***

If the Company’s software gains traction in the market, rapid growth may occur which may result in certain strains on the Company.

***Dilution***

There are a number of outstanding securities and agreements pursuant to which common shares of the Company may be issued in the future. This would result in further dilution to the Company’s shareholders.

***Revenues and Dividends***

While the Company currently generates revenues, the Company has not yet established a long term pattern of consistently generating meaningful revenues. The Company intends to retain its earnings in order to finance growth. Furthermore, the Company has not paid any dividends in the past and does not expect to pay any dividends in the future.



### **Related Party Transactions**

The Company shares office space and certain expenses with Kokomo Enterprises Inc. (“Kokomo”) and Active Growth Capital Inc. (“Active Growth”), companies related by certain common officers and directors. Rent for the office premises is paid by the Company. Kokomo and Active Growth are charged for their proportionate share of office rent and office services provided by the Company. Effective January 1, 2008, First Lithium Resources Inc. (“FLRI”) and Colt Resources Inc. (“CRI”), companies that were formerly related to the Company by certain common officers and directors, have relocated offices and terminated the services previously provided by the Company. Effective December 1, 2009, Touchdown Resources Inc. (“Touchdown”), a company that was formerly related by certain common directors and officers, has relocated offices and has terminated the services previously provided by the Company. Effective July 1, 2010, Giyani Gold Corp. (formerly 99 Capital Corporation) (“Giyani”) a company that was formerly related by certain common directors and officers relocated its offices and terminated the services previously provided by the Company.

Kokomo is related to the Company by virtue of the fact that Kokomo’s CEO and CFO, namely Bedo H. Kalpakian, is the Chairman and CFO of the Company, and the Vice President of Kokomo namely Jacob H. Kalpakian, is the CEO and President of the Company. Furthermore, Gregory T. McFarlane is a director of both the Company and Kokomo.

Active Growth is related to the Company by virtue of the fact that Active Growth’s former President & CEO and a current director, namely Jacob H. Kalpakian, is the President and CEO of the Company, and Bedo H. Kalpakian, who is a director of Active Growth, is the Chairman and CFO of the Company.

Giyani was related to the Company by virtue of the fact that the Company’s Chairman and CFO namely Bedo H. Kalpakian, was the Chairman and CFO of Giyani from November 2009 up to June 2010 and the Company’s President and CEO namely Jacob H. Kalpakian was the President and CEO of Giyani from November 2009 up to June 2010.

Touchdown was related to the Company by virtue of the fact that the Company’s President and CEO, namely Jacob H. Kalpakian was a director of Touchdown until June 2010 and the Company’s Chairman and CFO namely Bedo H. Kalpakian was also a director of Touchdown until June 2010. Furthermore, Neil Spellman is a director of the Company and was a former director of Touchdown.

CRI was related to the Company by virtue of the fact the Company’s Chairman & CFO namely Bedo H. Kalpakian was a director and officer of CRI until December 2008, and the Company’s President and CEO namely Jacob H. Kalpakian was a director and officer of CRI until December 2008.

Amounts payable to directors are for expenses incurred on behalf of the Company and are payable on demand with no interest.

Effective as of July 1, 2005, the Company has a Management Services Agreement (the “Agreement”) with Kalpakian Bros. of B.C. Ltd. (“Kalpakian Bros.”), a private company. Kalpakian Bros. is equally owned by Bedo H. Kalpakian and Jacob H. Kalpakian, who are both directors and officers of LVFH. The Agreement has been renewed effective as of July 1, 2010 for a term of five years. Pursuant to an Addendum to the Agreement, the remuneration payable to Kalpakian Bros. has been increased from \$30,000 to \$33,000 plus HST per month effective as of January 1, 2011. For the three months ended March 31, 2011, Kalpakian Bros. was paid \$99,000 (March 31, 2010: \$90,000). Kalpakian Bros. is also entitled to reimbursement for all traveling and other expenses incurred by it in connection with performing its services. If the Agreement is terminated

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by the Company other than for just cause, or is terminated by Kalpakian Bros. for good reason, then Kalpakian Bros. is entitled to be paid the annual remuneration for the unexpired term of the Agreement and is also entitled to immediate vesting of all unvested stock options. Kalpakian Bros. may terminate the Agreement on giving four months notice.

Related party transactions are measured at the exchange amount and the amounts due to (from) related parties are unsecured, without interest and are payable on demand.

	March 31, 2011	March 31, 2010
Receivable from Giyani		
Rent charged by LVFH	\$ 0	\$ 315
Office expenses charged by LVFH	0	1,260
Other expenses paid by LVFH on behalf of Giyani	0	2,165
	0	3,740
Receivable from Kokomo		
Rent charged by LVFH	5,229	1,260
Office expenses charged by LVFH	20,916	5,040
Other expenses paid by LVFH on behalf of Kokomo	1,022	77
	27,167	6,377
Receivable from CRI		
Office expenses charged by LVFH	0	1,260
Receivable from related parties	\$ 27,167	\$ 11,377

Related party transactions not otherwise disclosed during the period:

- (i) management fees paid to a company owned by two directors in the amount of \$99,000 (March 31, 2010 - \$90,000);
- (ii) charged by the Company:

The Company charged Kokomo for:

- (a) rent of \$900 (March 31, 2010 - \$900);
- (b) office expenses of \$3,600 (March 31, 2010 - \$3,600); and
- (c) other expenses paid on behalf of Kokomo of \$nil (March 31, 2010 - \$35).

The Company charged Giyani for:

- (d) rent of \$nil (March 31, 2010 - \$900);
- (e) office expenses of \$nil (March 31, 2010 - \$3,600); and
- (f) other expenses paid on behalf of Giyani of \$nil (March 31, 2010 - \$2,219).

The Company charged Active Growth for:

- (g) rent of \$900 (March 31, 2010 - \$nil);
- (h) office expenses of \$6,000 (March 31, 2010 - \$nil); and

- (i) other expenses paid on behalf of Active Growth of \$599 (March 31, 2010 - \$nil).

In connection with the non-brokered private placement financing which the Company completed during the year ended December 31, 2009 (see Capitalization of this MD&A), an aggregate of 2,417,668 common shares in the capital of the Company were subscribed for by the family of two directors of the Company. In addition, an aggregate of 1,060,000 common shares in the capital of the Company were subscribed for by a director and an officer of the Company. All the securities issued pursuant to this private placement financing had a hold period which expired on March 24, 2010.

### Financial Instruments

The Company has classified its cash and cash equivalents as held-for-trading; marketable securities as available-for-sale; accounts receivable as loans and receivables; and accounts payable and accrued liabilities as other financial liabilities.

The carrying values of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of those financial instruments. Marketable securities are disclosed at fair value using quoted market prices, which is a Level 1 valuation technique.

The Company’s risk exposure and the impact on the Company’s financial instruments are summarized below.

- (a) Credit risk

The Company manages credit risk, in respect of cash and cash equivalents, by purchasing highly liquid, short-term investment-grade securities held at a major Canadian financial institution in accordance with the Company’s investment policy. The risk arises from the non-performance of counterparties of contractual financial obligations.

The Company’s concentration of credit risk and maximum exposure thereto is as follows relating to funds held in Canada:

	<b>March 31, 2011</b>	<b>March 31, 2010</b>
Bank accounts	\$ 58,443	\$ 160,528
Term deposits	-	120,000
Balance	\$ 58,443	\$ 280,528

The Company is not exposed to significant credit risk.

Credit risk arises from the potential that a counter party will fail to perform its obligations. The Company is exposed to credit risk on its accounts receivable from licensees and online processors. In order to reduce its credit risk with its licensees, the Company reviews all new licensees’ credit history before extending credit. The credit risk associated with amounts due from online processors has been assessed as low by management, as the Company has strong working relationships with all its online processors.

Credit risk associated with amounts due from related parties has been assessed as low by management as the Company has strong working relationships with the related parties involved.

(b) Liquidity risk

Liquidity risk is the risk the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company maintains substantially sufficient cash and cash equivalents at March 31, 2011 in the amount of \$58,443 (March 31, 2010 - \$280,528) in order to meet short-term business requirements. At March 31, 2011, the Company had accounts payable excluding accrued liabilities of \$151,012 (March 31, 2010 - \$113,010), which are due within 30 days.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. The significant market risk exposures to which the Company is exposed are interest rate risk and foreign currency risk.

(i) Interest rate risk

The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. As of March 31, 2011, the Company did not have any cash equivalents and therefore the Company is not exposed to significant interest rate risk.

(ii) Foreign currency risk

The Company is exposed to foreign currency risk, as it holds cash denominated in US dollars and in British pounds. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company is not exposed to significant currency risk on its financial instruments at year-end. The Company’s reported earnings include gains/losses on foreign exchange, largely reflecting revaluation of its foreign operations. The future foreign exchange gain or loss would change based on the level of foreign operating activities.

At March 31, 2011, the Company is exposed to currency risk for its US dollar equivalent of financial assets and liabilities denominated in currencies other than US dollars as follows:

	Held in US dollars (stated in Canadian dollars)
Cash	\$ 23,213
Accounts receivable	59,818
Accounts payable	(31,241)

<u>Net financial assets (liabilities)</u>	<u>\$</u>	<u>51,790</u>
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Based upon the above net exposure as at March 31, 2011 and assuming all other variables remain constant, a 5% depreciation or appreciation of the US dollar relative to the Canadian dollar could result in a decrease/increase of \$2,590 in the Company’s net losses.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company’s marketable securities are carried at market value and are therefore directly affected by fluctuations in the market value of the underlying securities. The Company’s sensitivity analysis suggests that a 10% change in market prices would not have a significant effect on the Company.

**Off-balance sheet arrangements**

The Company does not have any off-balance sheet arrangements.

**Significant Accounting Policies**

The Condensed Interim Consolidated Financial Statements (Unaudited) have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting which includes the significant accounting policies as described in Note 4 of the Condensed Interim Consolidated Financial Statements (Unaudited).

**Disclosure over Internal Controls**

Disclosure controls and procedures (“DC&P”) are designed to provide reasonable assurance that all relevant information is gathered and reported within the time periods required by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting (“ICFR”) are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles.

Venture Issuers are not required to provide representations in their annual and interim filings relating to the establishment and maintenance of DC&P and ICFR, as defined in National Instrument NI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishments and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded and reported within the time periods specified in securities legislation and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP. The issuer’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a Venture Issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109

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may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

**Capital Stock**

Unlimited number of common shares without par value  
 Unlimited number of preferred shares without par value

Outstanding Share Data	Number of Common Shares	Number of Preferred Shares	Exercise(\$) Price per common share	Expiry Dates
Issued and Outstanding as at June 29, 2011	192,613,545	Nil	N/A	N/A
Warrants as at June 29, 2011	62,098,000	Nil	\$0.10/ \$0.25	June 17/2012- June 22, 2013
Stock Options as at June 29, 2011	10,034,000	Nil	\$0.10/ \$0.12	Aug 9/2012 – June 1/2014
Fully Diluted as at June 29, 2011	264,745,545	Nil		

**BASIS OF PRESENTATION AND ADOPTION OF IFRS**

As stated in Note 3 of the Company’s Condensed Interim Consolidated Financial Statements (Unaudited) for the three months ended March 31, 2011 and 2010, these are the Company’s first interim financial statements for the period covered by the first annual financial statements prepared in accordance with IFRS. An explanation of how the transition from previous GAAP to IFRS has affected the Company’s financial position and comprehensive loss is set out in this note.

The accounting policies set out in Note 4 of the Company’s Condensed Interim Consolidated Financial Statements (Unaudited) have been applied in preparing the financial statements for the period ended March 31, 2011, the comparative information presented in these financial statements for the period ended March 31, 2011 and in the preparation of an opening IFRS balance sheet at 1 January 2010 (the Company’s date of transition).

*IFRS 1, “First-time Adoption of International Financial Reporting Standards” (IFRS 1)*

IFRS 1 generally requires that first-time adopters retrospectively apply all effective IFRS standards and interpretations in effect as at the reporting date. IFRS 1 also provides for certain optional exemptions and certain mandatory exceptions to this general principle.

The Company has elected under IFRS 1 to not apply IFRS 2 to options that were granted on or before November 7, 2002 or to options that were granted subsequent to November 7, 2002 but vested before the date of transition to IFRS.

*Adjustments on transition to IFRS*

IFRS has many similarities to Canadian GAAP as it is based on a similar conceptual framework. However, there are important differences with regards to recognition, measurement and

disclosure. While adoption of IFRS did not change the Company’s actual cash flows, it resulted in changes to the Company’s balance sheet, statement of comprehensive loss and statement of shareholders’ equity as set out below:

(a) Share options

On transition to IFRS the Company changed its accounting policy for the treatment of share-based payments whereby amounts recorded in contributed surplus for unexercised stock options are transferred to deficit upon their expiration. Previously, the Company’s Canadian GAAP policy was to leave such amounts in contributed surplus.

In addition, under IFRS, the fair value of the share-based awards is recognized based on a graded method as opposed to the straight-line method under Canadian GAAP. The difference arises in the recognition of the share-based expense. Each tranche of an award with different vesting dates is considered a separate tranche and the fair value of each tranche is amortized over the vesting period of the respective tranches under IFRS. Under Canadian GAAP, the fair value of share-based awards is calculated as one grant and the resulting fair value is recognized on a straight-line basis over the vesting period of the entire grant.

(i) As of January 1, 2010, \$3,032,025 of contributed surplus related to options that were no longer outstanding as of that date, has been transferred from contributed surplus to deficit.

(ii) During the three months ended March 31, 2010, 350,000 options expired and the carrying balance of \$35,704 in contributed surplus has been transferred to deficit.

In compliance with IFRS relating to share-based payment, salaries and benefits expense has been reduced by \$120 with a corresponding decrease in contributed surplus.

(iii) During the second quarter and up to and including the fourth quarter of the year ended December 31, 2010, 1,275,000 options expired and cancelled and the carrying balance of \$105,896 in contributed surplus has been transferred to deficit. In addition, 226,000 options were exercised during the same period for which \$12,342 was transferred from contributed surplus to capital stock under Canadian GAAP. Under IFRS, the transfer should have been for \$11,871. As a result, the difference of \$471 has been re-allocated from capital stock back into contributed surplus.

In compliance with IFRS relating to share-based payment, salaries and benefits expense has been increased by \$191,313 and consulting and professional fees have decreased by \$75,592 for a net adjustment of \$115,721 with a corresponding increase in contributed surplus.

(b) Warrants

The Company has changed its accounting policy for the treatment of unit offerings to the residual value method, whereby proceeds exceeding the fair value of the common shares are allocated to the share purchase warrants. Previously, the Company’s Canadian GAAP policy was to allocate proceeds

based on the relative fair value method. In addition, the Company has changed its accounting policy for the treatment of unexercised expired warrants. Previously the Company had transferred the carrying amount of unexercised expired warrants from the warrants account to contributed surplus. Under the new policy, the carrying amounts of unexercised expired warrants will be transferred from the warrants account to deficit.

- (i) During the year ended December 31, 2009, 5,000,000 warrants with a carrying value of \$50,000 expired and the carrying value was transferred from warrants to contributed surplus. Under IFRS, the \$50,000 should be transferred from warrants to deficit. As a result, the \$50,000 has been transferred from contributed surplus to deficit.
- (ii) During the three months ended March 31, 2010, there were no adjustments relating to warrants.
- (iii) During the second quarter and up to and including the fourth quarter of the year ended December 31, 2010, warrants were issued by the Company in conjunction with unit offerings and under Canadian GAAP; \$1,172,006 of proceeds was allocated to warrants. Under the residual value method, the warrants would have a \$35,400 value and, therefore, \$1,136,606 has been re-allocated from warrants to capital stock.

**Reconciliation of Assets, Liabilities and Equity**

The table below provides a summary of the adjustments to the Company’s balance sheets at December 31, 2010, March 31, 2010 and January 1, 2010:

	December 31, 2010	March 31, 2010	January 1, 2010
<b>Total Assets per Canadian GAAP</b>	\$ 1,566,950	\$ 779,228	\$ 1,404,498
Adjustments required on adoption of IFRS	0	0	0
<b>Total Assets per IFRS</b>	\$ 1,566,950	\$ 779,228	\$ 1,404,498
<b>Total Liabilities under Canadian GAAP</b>	\$ 212,195	\$ 183,010	\$ 160,360
Adjustments required on adoption of IFRS	0	0	0
<b>Total Liabilities under IFRS</b>	212,195	183,010	160,360
<b>Shareholders’ Equity</b>			
<b>Total Equity under Canadian GAAP</b>	1,354,755	596,218	1,244,138
Adjustments required on adoption of IFRS			
Capital stock	1,136,135	-	-
Warrants	(1,136,606)	-	-
Contributed surplus	(3,107,553)	(3,117,849)	(3,082,025)
Deficit	3,108,024	3,117,849	3,082,025



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<b>Total Equity under IFRS</b>	1,354,755	596,218	1,244,138
<b>Total Liabilities and Equity under IFRS</b>	\$ 1,566,950	\$ 779,228	\$ 1,404,498

**Reconciliation of Net Income and Comprehensive Income**

The table below provides a summary of the adjustments to net income for the year ended December 31, 2010 and for the three months ended March 31, 2010:

	<b>December 31, 2010</b>	<b>March 31, 2010</b>
<b>Comprehensive Loss per Canadian GAAP</b>	\$ (2,893,127)	\$ (648,040)
Adjustments required on adoption of IFRS		
Consulting and professional fees	75,592	-
Salaries and benefits	(191,193)	120
<b>Net Loss and Comprehensive Loss per IFRS</b>	\$ (3,008,728)	\$ (647,920)

**Reconciliation of Cash Flow**

The table below provides a summary of the adjustments to cash flow for the year ended December 31, 2010 and for the three months ended March 31, 2010:

	<b>December 31, 2010</b>	<b>March 31, 2010</b>
<b>Operating Activities per Canadian GAAP</b>	\$ (2,251,282)	\$ (571,298)
Adjustments required on adoption of IFRS		
Net loss for the period	(115,601)	120
Share-based compensation included in consulting and professional fees	(75,592)	-
Share-based compensation included in salaries and benefits	191,193	(120)
<b>Operating Activities per IFRS</b>	\$ (2,251,282)	\$ (571,298)
<b>Investing Activities per Canadian GAAP</b>	\$ (992,635)	\$ 1,900
Adjustments required on adoption of IFRS	-	-
<b>Investing Activities per IFRS</b>	\$ (992,635)	\$ 1,900
<b>Financing Activities per Canadian GAAP</b>	\$ 2,583,380	\$ -
Adjustments required on adoption of IFRS	0	-

<b>Financing Activities per IFRS</b>	\$ 2,583,380	\$ -
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**Outlook**

The Company shall primarily focus its operations in the Asian and Latin American markets.

By entering into the Mexican online gaming business, Management is optimistic that in due course, the Company’s investment to acquire 99% of the Mexican online gaming company, subject to Exchange approval, shall prove to be worthwhile.

Additionally, the Company shall concentrate its efforts on developing new games and licensing the Company’s Asian Multiplayer Software Platform to third parties.