Form 51-102F1

LAS VEGAS FROM HOME.COM ENTERTAINMENT INC.

Management's Discussion & Analysis
Annual Audited Financial Statements for the
Year ended December 31, 2014

The following discussion and analysis of the financial condition and financial position and results of operations of Las Vegas From Home.com Entertainment Inc. (the "Company" or "Las Vegas" or "LVFH") should be read in conjunction with the annual audited consolidated financial statements for the years ended December 31, 2014 and 2013 and notes thereto.

The consolidated financial statements, including comparatives, have been prepared in accordance with International Financing Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Company's consolidated financial statements are expressed in Canadian (CDN) Dollars which is the Company's functional currency. All amounts in this MD&A are in CDN dollars unless otherwise stated.

The following information is prepared as at April 30, 2015.

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.

Overview

The principal business of the Company is the developing and marketing of software for online interactive games (the "Company's Gaming Software").

The Company's common shares trade on the TSX Venture Exchange (the "TSX-V" or the "Exchange") under the symbol "LVH". Furthermore, the Company's common shares trade in Germany on both the Frankfurt and Berlin Exchanges under the trading symbol "LVH", and are quoted in the USA on the OTC Pink tier of the OTC markets under the trading symbol "LVFHF".

The Company's office is located at Suite 300 – 570 Granville Street, Vancouver, British Columbia, Canada, V6C 3P1 and its registered office is located at Suite 1600 – 609 Granville Street, Vancouver, British Columbia, Canada, V7Y 1C3.

The Company's Registrar and Transfer Agent is Computershare Investor Services Inc. located at 510 Burrard Street, Vancouver, BC, Canada, V6C 3B9.

The Company is a reporting issuer in the Provinces of British Columbia and Alberta and files all public documents on www.sedar.com.

Selected Annual Information

All common shares and per share amounts have been restated to give retroactive effect to the 8:1 share consolidation, which took effect on April 4, 2013.

Selected annual information from the audited consolidated financial statements for the three years ended December 31, 2014, 2013 and 2012 is shown in the following table:

	2014	**2013**	**2012**
Revenues	$ 33,871	$ 14,080	$ 143,240
Expenses	2,719,660	2,251,786	2,818,453
Net loss and Comprehensive Loss	(2,685,789)	(2,237,706)	(2,675,213)
Basic and Diluted Loss per common share	(0.02)	(0.04)	(0.10)
Total Assets	220,371	343,315	184,699
Long term financial obligations	47,940	Nil	Nil
Cash dividends	Nil	Nil	Nil

For the year ended December 31, 2014, the Company has recorded revenues of $33,871 (2013: $14,080) (2012: $143,240) which includes Sales revenue of $13,282 (2013: $14,080) (2012: $71,486) and Licensing revenue of $20,589 (2013: $nil) (2012: $71,754). The Net Loss and Comprehensive Loss for 2014 was $2,685,789 as compared to $2,237,706 in 2013 and as compared to $2,675,213 in 2012.

The Company has never paid any dividends and has no plans to pay any dividends in the future. For the year ended December 31, 2014, the Company's weighted average number of common shares was 120,235,825 as compared to 50,455,364 in 2013 and as compared to 26,389,594 in 2012.

Results of Operations

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

LVFH completed and deployed its HTML5 mobile game suite to Carnival Corporation's cruise ships through its agreement with PokerTek Inc. (now Global Cash Access Inc.). Carnival Corporation (Carnival) completed their pilot with LVFH's mobile game suite in December 2014, and has since expanded the offering to a total of three ships as of April 30, 2015. Carnival continues to deploy the mobile game suite to ships under the Carnival and Princess brands, as well as other cruise lines owned by Carnival Corporation. As part of the agreement, LVFH will share revenue earned from the software. LVFH intends to enhance and provide additional gaming content for Carnival in the foreseeable future.

Starting in the fourth quarter of 2013, LVFH started development of its HTML5 mobile game suite, allowing users to play directly on the web browser of smart phones and tablets. Texas Hold'em and popular casino table games were completed by the end of the first quarter of 2014. Sixteen slot games were completed by end of the second quarter based on a combination of existing game assets and game assets purchased from BaddaMedia Inc. of Vancouver, BC ("BaddaMedia"). In Q3 2014, Texas Hold'em Tournaments were implemented in addition to several integrations that extended the functionality of the LVFH Gaming Platform. In Q4 2014, LVFH completed additional games including Baccarat and key Texas Hold'em enhancements to allow for more advanced and compelling tournament game play. Furthermore, LVFH expects to expand its product line with the introduction of online sports wagering as well as Fantasy sports.

During 2012, LVFH launched its social casino product, **Real Vegas Casino**, on Facebook to the general public. **Real Vegas Casino** is a social casino product that provides players with a wide range of social features combined with a comprehensive selection of high quality casino games. Players can try out the games for free and purchase virtual currency in the form of Facebook Credits to extend and enhance their game play enjoyment. Despite very minimal marketing expenditures, the Company's **Real Vegas Casino** has been installed and has been used by approximately 990,000 players as of the date of this MD&A. The games are available in five languages namely English, Spanish, Traditional Chinese, Simplified Chinese and Russian. To view the social game application, please log in to the Facebook platform and visit https://apps.facebook.com/realvegascasino/. **Real Vegas** Casino is also available on Android phones and tablets through the Google Play Store.

At the Annual General Meeting of the Company's shareholders which was held on November 25, 2014 in Vancouver, BC, the shareholders received the Audited Consolidated Financial Statements for the fiscal year ended December 31, 2013 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 LLP, Chartered Accountants, for the ensuing year and authorized the Directors to fix the remuneration to be paid to the Auditor; approved and adopted the Company's new rolling Stock Option Plan; and approved and adopted Amendments to the Company's Articles to implement Advance Notice Provisions

On March 12, 2013 the Company held a Special Meeting of its Shareholders at which time the Shareholders approved the consolidation of the share capital of the Company on the basis of eight (8) old common shares for one (1) new common share. Effective at the opening on April 5, 2013, the common shares of the Company commenced trading on the TSX.V on a consolidated basis. The new Cusip number is 517672200. The Company's corporate name and trading symbols remain unchanged.

As of December 31, 2014, the Company's operations employed 17 people (2013: 13) consisting of staff and management.

In February 2013, the Company entered into a one-time agreement with a third party to develop a software platform (the "Platform"). Terms of the agreement included the third party reimbursing the Company's development and customization expenditures towards the platform. Upon the completion of the development of the Platform, the Company and the third party were entitled to share the net profits from future revenues. Funds of $218,755 have been offset against salaries and benefits in the consolidated statements of comprehensive loss for the year ended December 31, 2013. During 2013, the Company terminated the agreement due to delayed payments from the third party. All recorded reimbursements during 2013 had been received.

During 2013, the Company entered into a joint venture agreement with Viral Network Inc. ("Viral"), whereby Viral was to assist the Company to develop a software product that can be utilized for use in the social media sphere (the "JV Software Product"). Upon the completion of the JV Software Product, the JV Software Product would have been equally owned by the Company and Viral and all net revenues would have been equally shared by the Company and Viral. During the year ended December 31, 2013, the Company has issued 1,500,000 common shares in the capital of the

Company to Viral fair valued at $112,500 which was recorded as consulting fees in the statement of comprehensive loss. As of the date of this MD&A, the JV Software Product has not been completed.

During 2014, the Company entered into an investor and financial relations agreement with the Howard Group of Calgary, Alberta for a period of 12 months. Under the agreement, the Company has paid the Howard Group a total amount of $48,750 plus applicable taxes. Furthermore, the Company has issued to the Howard Group 400,000 incentive stock options which were exercisable at $0.10 per share for a period of three years. As of September 12, 2014 the agreement was terminated and the stock options have been cancelled.

During 2014, the Company entered into an Advisory Agreement with Kingsdale Capital Markets Inc. of Toronto, Ontario ("Kingsdale"). Under the Agreement, Kingsdale acted as the Company's strategic market advisor on a non-exclusive basis for a period of twelve months. The cash remuneration payable to Kingsdale is $120,000 plus applicable taxes (paid). In addition, the Company has issued to Kingsdale 1,500,000 common shares (in stages) of which 750,000 common shares were issued during 2014 (fair valued at $58,125) and 1,500,000 compensation warrants (fair valued at $142,767) exercisable into one common share of the Company at $0.105 per common share for a period of three years.

During 2014, the Company entered into an Asset Purchase Agreement with BaddaMedia whereby the Company purchased from BaddaMedia a copy of certain assets related to online slot machine games that have been developed by BaddaMedia. As consideration for the purchase, the Company issued to BaddaMedia 229,167 common shares (fair valued at $20,625) in the capital of the Company. The software acquired has been an integral part of the Company's online slot software.

On March 12, 2014, the Company granted a General Power of Attorney to Mr. Luc Pelchat of Mexico so that he may act on behalf of the Company in respect to all legal and administrative matters in Mexico.

On July 29, 2014, LVFH announced that it has entered into and has executed a letter of Intent ("LOI") with the Mexican entity of the Codere Group ("Codere") and its Mexican partner the Salinas TV Azteca Group ("Azteca") in respect to a partnership for online gaming in Mexico. The parties to the LOI have agreed to enter into Definitive Agreements which shall be subject to the approvals of the TSX Venture Exchange, the Codere Group and Azteca.

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

Revenues

For the year ended December 31, 2014, the Company has recorded licensing revenues $20,589 (2013: $nil), and sales revenues $13,282 (2013: $14,080).

Expenses

For the year ended December 31, 2014, operating expenses were $2,719,660 as compared to $2,251,786 during the year ended December 31, 2013.

Net Loss and Comprehensive Loss

During the year ended December 31, 2014, the Company had a net loss and comprehensive loss of $2,685,789 or $0.02 per share (weighted average) as compared to a net loss and comprehensive loss of $2,237,706 or $0.04 per share (weighted average) in the same period in 2013. During the year ended December 31, 2014, the Company's weighted average number of common shares was 120,235,825 as compared to 50,455,364 in the same period in 2013.

Liquidity and Capital Resources

The Company intends to seek equity and/or debt financings through private placements and/or public offerings and/or loans. In the past, the Company has been successful in securing equity and debt financings in order to conduct its operations uninterruptedly. While the Company does not give any assurances whatsoever that in the future it will continue being successful in securing equity and/or debt 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 December 31, 2014, the Company's total assets were $220,371 as compared to $343,315 for the corresponding period in 2013. The Company's total liabilities were $362,706 as compared to $699,737 for the corresponding period in 2013. The reason for the reduction of the Company's total liabilities is due to the fact that the Company was able to pay down certain outstanding liabilities from the proceeds of the private placements financings which were completed during 2014. The Company has not paid any dividends and does not plan to pay any dividends in the future.

As at December 31, 2014, the Company had:

- Cash and cash equivalents of $7,920 as compared to $285,658 at December 31, 2013.
- Accounts receivable of $12,681 as compared to $18,760 at December 31, 2013.
- Due from related parties of $110,384 as compared to $nil at December 31, 2013.
- Prepaid expenses of $42,796 as compared to $nil at December 31, 2013.
- Equipment of $28,715 as compared to $38,897 at December 31, 2013.
- Intangible assets of $17,875 as compared to $nil at December 31, 21013.

Operating Activities

During the year ended December 31, 2014, the Company used cash in operating activities of $2,630,856 as compared to $2,187,360 of cash used in operating activities during the corresponding period of 2013.

Financing Activities

During the year ended December 31, 2014, the Company received cash which was provided by financing activities of $2,355,229 as compared to $2,469,978 of cash which was provided by financing activities in the corresponding period of 2013.

Investing Activities

During the year ended December 31, 2014, the Company used cash in the amount of $1,988 for purchasing equipment as compared to $20,530 of cash used to purchase equipment during the corresponding period in 2013.

Capitalization

In order for the Company to increase its revenues, the Company must dedicate more resources to marketing and promotion of the Company's products and services.

The Company has incurred significant operating losses over the past two fiscal years (2014: $2,685,789; 2013: $2,237,706), has a deficit of $42,954,515 (2013: $40,290,443), 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 the year ended December 31, 2013, the following share transactions occurred:

During June 2013, the Company closed the first tranche of the private placement financing, which was announced on June 4, 2013, and issued an aggregate 3,860,000 units at a price of $0.05 per unit for gross proceeds of $193,000. Each unit consists of one common share and one share purchase warrant exercisable at a price of $0.075 up to 12 months after issuance and thereafter at a price of $0.10 until 24 months after issuance. In connection with this first tranche closing, the Company also issued 20,000 common shares fair valued at $1,000 as finder's fee to an arm's length party. All the securities issued had a hold period that expired four months and a day after issuance date.

During July 2013, the Company closed the second, third and fourth tranches of the private placement financing, which was announced on June 4, 2013, and issued an aggregate 20,567,500 units at a price of $0.05 per unit for gross proceeds of $1,028,375. Each unit consists of one common share and one share purchase warrant exercisable at a price of $0.075 up to 12 months after issuance and thereafter at a price of $0.10 until 24 months after issuance. In connection with the closings of these tranches, the Company paid finder's fees of $41,670 cash, issued 90,000 common shares fair valued at $4,500, issued 47,850 units fair valued at $2,393, issued 79,750 broker warrants fair valued at $3,320 and issued 975,000 compound warrants valued at $120,023. The warrants are exercisable into common shares at a price of $0.075 per share up to 12 months after issuance and thereafter at a price of $0.10 per share until 24 months after issuance. Each compound warrant is exercisable into a unit for a two year period at $0.05 in both years. Each unit comprises of one common share and one share purchase warrant exercisable at a price of $0.075 up to 12 months after issuance and thereafter at a price of $0.10 until 24 months after issuance. All the securities issued had a hold period that expired four months and a day after issuance date.

During August 2013, the Company closed the fifth tranche of the private placement financing, which was announced on June 4, 2013, and issued an aggregate 10,449,000 units of the Company's securities at $0.05 per unit for gross proceeds of $522,450. Each unit consists of one common share and one share purchase warrant exercisable at a price of $0.075 up to 12 months after issuance and thereafter at a price of $0.10 until 24 months after issuance. In connection with the fifth tranche closing, the Company paid finder's fee of $46,993 cash, issued 701,040 units fair valued at $35,052 and issued 1,594,900 compound warrants fair valued at $258,616 to arm's length parties and the Company has incurred share issue cost of $15,000. All compound warrants are exercisable into units for a two year period at $0.05 in both years. Each unit comprises one common share and one share purchase warrant exercisable at a price of $0.075 up to 12 months after issuance and thereafter at a price of $0.10 until 24 months after issuance. All the securities issued had a hold period that expired four months and a day after issuance date.

During October 2013, the Company closed the first and second tranches of the private placement financing, which was announced on September 30, 2013, and issued an aggregate 18,320,000 units of the Company's securities at $0.05 per unit for gross proceeds of $916,000. Each unit consists of one common share and one share purchase warrant exercisable at a price of $0.075 up to 12 months after issuance and thereafter at a price of $0.10 until 24 months after issuance. In connection with the closings of the first and second tranches, the Company paid finder's fee of $84,000 cash, issued 30,000 common shares fair valued at $1,500 and issued 1,680,000 compound warrants fair valued at $255,936 to an arm's length party. All compound warrants are exercisable into units for a two year period at $0.05 in both years. Each unit comprises of one common share and one share purchase warrant exercisable at a price of $0.075 up to 12 months after issuance and thereafter at a price of $0.10 until 24 months after issuance. All the securities issued had a hold period that expired four months and a day after issuance date.

During November 2013, the Company closed the third and final tranche of the non-brokered private placement financing, which was announced on September 30, 2013, and issued an aggregate 1,680,000 units of the Company's securities at $0.05 per unit for gross proceeds of $84,000. Each unit consists of one common share and one share purchase warrant exercisable at a price of $0.075 up to 12 months after issuance and thereafter at a price of $0.10 until 24 months after issuance. In connection with the closing of this third tranche, the Company paid finder's fee of $3,360 cash, issued 100,800 units fair valued at $5,040 and issued 168,000 compound warrants fair valued at $30,408 to an arm's length party. All compound warrants are exercisable into units for a two year period at $0.05 in both years. Each unit comprises of one common share and one share purchase warrant exercisable at a price of $0.075 up to 12 months after issuance and thereafter at a price of $0.10 until 24 months after issuance. All the securities issued had a hold period that expired four months and a day after issuance date.

During November 2013, the Company closed the first and second tranches of the private placement financing, which was announced on October 31, 2013, and issued an aggregate 4,869,385 units of the Company's securities at $0.065 per unit for gross proceeds of $316,510. Each unit consists of one common share and one share purchase warrant exercisable at a price of $0.075 up to 12 months after issuance and thereafter at a price of $0.10 until 24 months after issuance. In connection with the closings of the first and second tranches, the Company paid as finder's fee $29,261 cash, issued 20,000 common shares fair valued at $1,300, issued 15,240 units fair valued at $991 and issued 466,938 compound warrants fair valued at $93,294 to arm's length parties. All compound warrants are exercisable into units for a two year period at $0.065 in both years. Each unit comprises of one common share and one share purchase warrant exercisable at a price of $0.075 up to 12 months after issuance and thereafter at a price of $0.10 until 24 months after issuance. All the securities had a hold period that expired four months and a day after issuance date.

During November 2013, a total of 20,000 common shares were issued in connection with the exercise of 20,000 compound warrants at $0.05 per share for total proceeds to the Company of $1,000.

During the year ended December 31, 2014, the following share transactions occurred:

On January 30, 2014, the Company closed a non-brokered private placement financing and issued an aggregate 14,375,000 units of the Company's securities at $0.08 per unit for gross proceeds of $1,150,000. Each unit consists of one common share and one share purchase warrant exercisable at a price of $0.10 per share up to January 30, 2016. In connection with this closing, the Company paid as finder's fee $10,000 cash, issued 125,000 broker warrants fair valued at $9,983 and issued 1,142,500 units fair valued at $91,400 to three arm's length parties. Each brokers warrant is exercisable at $0.10 for a period of two years from the grant date. Each unit consists of one common share and one common share purchase warrant, exercisable at $0.10 for a period of two years from the grant date. All the securities issued are subject to a hold period of four months and a day from the issuance date.

On March 25, 2014, the Company closed a non-brokered private placement financing and issued an aggregate 15,000,000 units of the Company's securities at $0.08 per unit for gross proceeds of $1,200,000. Each unit consists of one common share and one share purchase warrant exercisable at a price of $0.10 up to March 25, 2016. In connection with the private placement, the Company has paid as finder's fees $102,400 cash, issued 1,280,000 compound warrants fair valued at $278,437, and 98,250 units fair valued at $7,860 to arm's length parties and the Company has incurred share issue cost of $500. Each compound warrant is exercisable at $0.08 per unit for two years. Each unit comprises one common share and one share purchase warrant exercisable at $0.10 for two years. All the securities issued are subject to a hold period of four months and a day from the issuance date. In respect to this non-brokered private placement financing, a total of 1,217,500 units have been subscribed by a private company which is owned by two directors of the Company. All the securities had a hold period that expired four months and a day after issuance date.

On May 6, 2014, the Company issued a total of 229,167 common shares fair valued at $20,625 in respect to the asset purchase agreement, which was entered into by the Company with BaddaMedia (note 12).

On May 6, 2014, the Company issued 375,000 common shares fair valued at $37,500 in respect to the Advisory Agreement (the "Agreement") entered into with Kingsdale Capital Markets Inc. ("Kingsdale"). Under the Agreement, the Company has agreed to issue a total of 1,500,000 common shares and 1,500,000 compensation warrants to Kingsdale fair valued at $142,767. Each compensation warrant will have a three year expiry term and will be exercisable into one common share at $0.105. The shares will be issued in stages.

On October 22, 2014, the Company issued 375,000 common shares fair valued at $20,625 in respect to the Advisory Agreement entered into with Kingsdale.

An aggregate 5,290,000 common shares were issued in connection with the exercise of 5,125,000 share purchase warrants at $0.075 per share and 165,000 compound warrants at $0.05 per share for total proceeds to the Company of $392,625

Subsequent to the year ended December 31, 2014, the following share transactions occurred:

On February 27, 2015 and March 3, 2015, the Company issued an aggregate of 12,471,429 units at $0.035 per unit for total gross proceeds to the Company of $436,500 pursuant to the discretionary relief non-brokered private placement financing which was announced on February 25, 2015. Each Unit consists of one common share in the capital of the Company and one share purchase warrant, each warrant will entitle the holder to purchase one common share of the Company at a price of $0.10 per common share for a period of two years from Closing. The first tranche closing consisted of 8,500,000 units and the second tranche closing consisted of 3,971,429 units. All securities issued have a hold period expiring on June 28, 2015 as to the first tranche and July 4, 2015 as to the second tranche. The Company has paid finder's fees totaling $2,275 to arm's length third parties.

On March 9, 2015 the Company closed the last and final tranche of the discretionary relief non-brokered private placement financing by issuing an aggregate of 2,715,000 units at $0.035 per unit for total gross proceeds to the Company of $95,025. Each Unit consists of one common share in the capital of the Company and one share purchase warrant, each warrant will entitle the holder to purchase one common share of the Company at a price of $0.10 per common share for a period of two years from Closing. All securities issued have a hold period expiring on July 10, 2015.

On April 17, 2015, the Company closed another non-brokered private placement financing and issued 11,500,000 Units of the Company at the price of $0.05 per Unit for total gross proceeds to the Company of $575,000. Each Unit consists of one common share in the capital of the Company and one share purchase warrant, each warrant entitles the holder to purchase one common share of the Company at a price of $0.10 per common share for a period of two years from Closing. The Company has paid finder's fees totaling $11,450 in cash, 170,000 common shares and 399,000 share purchase warrants to arm's length third parties. All securities issued have a hold period expiring on August 18, 2015. In respect to this non-brokered private placement financing, a total of 1,000,000 units have been subscribed by a private company which is owned by two directors of the Company.

Warrants

During the year ended December 31, 2014, a total of 5,125,000 warrants at $0.075 per share were exercised for total proceeds to the Company of $384,375. In addition, 165,000 compound warrants at $0.05 per share were exercised for total proceeds to the Company of $8,250.

Should any 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 warrants will be exercised.

Stock Options

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 1,983,367 common shares (the "Company's Amended 2004 Stock Option Plan"). Pursuant to the Company's Amended 2004 Stock Option Plan which has received TSX.V approval, the Company grants stock options to employees, directors, officers and consultants. As at December 31, 2014, there were 222,262 stock options available for granting (2013: 734,762). The number available for granting is based on the difference between the reserved number of options for issuance (1,983,367) less outstanding stock options at December 31, 2014 (1,100,750) less the number of stock options exercised since May 12, 2005 up to and including December 31, 2014 (660,355); therefore 1,983,367 – 1,100,750 – 660,355 = 222,262 stock options available for granting as at December 31, 2014. Subsequent to the year ended December 31, 2014, 30,000 stock options have expired and 400,000 have been cancelled.

On April 14, 2015, the TSX.V has accepted the Company's new rolling stock option plan whereby a maximum of 10% of the issued shares of the Company will be reserved for issuance under the plan ("New 10% Rolling Stock Option Plan"). The New 10% Rolling Stock Option Plan received shareholder approval at the Company's 2014 Annual General Meeting of its Shareholders which was held on November 25, 2014. All previously granted and outstanding stock options under the Company's Amended 2004 Stock Option Plan shall be governed by the provisions of the New 10% Rolling Stock Option Plan.

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.

As at December 31, 2014, there were 1,100,750 stock options outstanding with a weighted average exercise price of $0.10 per share (2013: there were 588,250 stock options outstanding with a weighted average exercise price of $0.30 per share). Subsequent to the year ended December 31, 2014, 30,000 stock options have expired and 400,000 stock options have been cancelled. As of the date of this MD&A, there are 670,750 stock options outstanding.

Summary of Quarterly Results

The following are the results for the eight most recent quarterly periods, starting with the three month quarterly period ended December 31, 2014:

For the Quarterly Periods ended		**December 31, 2014**	**September 30, 2014**	**June 30, 2014**	**March 31, 2014**
Total Revenues	$	11,075	3,952	10,525	8,319
Net loss and comprehensive loss for the period	$	(644,055)	(583,592)	(793,105)	(665,037)
Basic and diluted loss per common share	$	(0.01)	(0.00)	(0.01)	(0.01)

For the Quarterly Periods ended		December 31, 2013	September 30, 2013	June 30, 2013	March 31, 2013
Total Revenues	$	1,482	3,190	4,916	4,492
Net loss and comprehensive loss for the period	$	(947,806)	(474,588)	(467,370)	(347,942)
Basic and diluted loss per common share	$	(0.01)	(0.01)	(0.02)	(0.01)

Fourth Quarterly Results (December 31, 2014)

During the three months [fourth quarter] period ended December 31, 2014:-

- The Company had a net loss and comprehensive loss of $644,055 or $0.01 per share as compared to a net loss and comprehensive loss of $947,806 per share or $0.01 per share in the same three months [fourth quarter] period of 2013.
- The Company's total revenues were $11,075 as compared to total revenues of $1,482 in the same three months [fourth quarter] period of 2013.
- The Company's total operating expenses were $665,130 as compared to total operating expenses of $949,288 in the same three months [fourth quarter] period of 2013.

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 believes that the revenues generated from the Company's Gaming Software represents lawful business, there is the risk that the legality may be challenged by Canadian or other legal authorities. If the legality is challenged by any legal authority and the challenge is sustained, it may have a material adverse impact on the 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. 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 or 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 mainly 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 and annual 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 Gaming 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 insignificant 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.

Disruption in Trading

Trading in the common shares of the Company may be halted or suspended or may be subject to cease trade orders at any time and for any reason, including, but not limited to, the failure by the Company to submit documents to the Regulatory Authorities within the required time periods.

Related Party Transactions

The Company shares office space and certain expenses with 37 Capital Inc. (formerly High 5 Ventures Inc.) ("37 Capital") and Green Arrow Resources Inc. ("Green Arrow"), companies related by certain common officers and directors.

The Company, together with 37 Capital and Green Arrow, have entered into an office lease agreement with an arm's length party (the "Lease"). The Lease has a one year term with a commencement date of August 1, 2014. Under the Lease, the three companies are required to pay monthly basic rent of $7,769 plus property and operating expenses. In respect to the Lease, the Company has paid a deposit in the amount of $10,000.

37 Capital is related to the Company by virtue of the fact that 37 Capital's CEO and CFO, namely Bedo H. Kalpakian, is the Chairman and CFO of the Company, and the Vice President of 37 Capital namely Jacob H. Kalpakian, is the CEO and President of the Company. Furthermore, Gregory T. McFarlane is a director of both the Company and 37 Capital.

Green Arrow is related to the Company by virtue of the fact that Green Arrow's President and CEO namely Jacob H. Kalpakian, is the President and CEO of the Company. Furthermore, Bedo H. Kalpakian and Neil Spellman are directors of both the Company and Green Arrow.

Amounts payable to directors are for expenses incurred on behalf of the Company or for funds that have been lent to the Company and are payable on demand.

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 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 applicable taxes per month effective as of January 1, 2011. 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 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.

Amounts due from/(to) related parties are unsecured, due on demand without interest and consist of the following:

	2014	2013
Entities with common directors	$ 110,401	$ (54,088)
Key management personnel	(17)	(324,513)
	$ 110,384	$ (378,601)

During the year ended December 31, 2012, the Company entered into two credit facilities with two directors, whereby the Company could have drawn-down up to $170,000 from each of the two facilities ($340,000 in the aggregate) as and when needed by the Company. Amounts advanced under the facilities bore interest at 5% per annum and were due on demand. The Company drew down $300,000 from these two credit facilities. On April 1, 2014, the Company repaid the principal amounts totaling $300,000 plus $28,027 accrued interest to the two directors.

The amounts due to related parties do not bear interest.

During the years ended December 31, the Company completed the following related party transactions:

	2014	2013
Rent charged by entities with common directors	$ 41,784	$ 83,753
Rent recovered from entities with common directors	$ 24,378	$ -
Office and other expenses recovered from entities with common directors	$ 167,782	$ 126,108
Interest charged on amounts due to related parties	$ 3,716	$ 25,927

The remuneration of key management personnel during the years ended December 31 is as follows:

	2014	2013
Management fees	$ 396,000	$ 396,000
Short-term benefits	92,381	85,061
Total key management personnel compensation	$ 488,381	$ 481,061

Effective as of May 1, 2012, the Company has entered into an Agreement for Office Support Services with Green Arrow, whereby Green Arrow is obligated to pay to the Company a monthly sum of $5,000 plus applicable taxes for certain office support services that shall be provided by the Company.

From May 1, 2013 up to July 1, 2014, the Company was charged by Green Arrow the amount of $6,268 per month for basic rent, operating costs and applicable taxes. Effective as of August 1, 2014, the Company pays the amount of $7,769 per month for basic rent plus operating costs and applicable taxes to the Landlord, and charges 37 Capital and Green Arrow for their proportionate share.

Effective as of May 1, 2013, the Company has entered into an Agreement for Office Support Services with 37 Capital whereby 37 Capital is obligated to pay to the Company a monthly sum of $7,000 plus applicable taxes for certain office support services that shall be provided by the Company.

Financial Instruments and Risk Management

(a) Risk management overview

The Company's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. The Company employs risk management strategies and policies to ensure that any exposure to risk is in compliance with the Company's business objectives and risk tolerance levels. While the Board of Directors has the overall responsibility for the Company's risk management framework, the Company's management has the responsibility to administer and monitor these risks.

(b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The financial instruments that potentially subject the Company to a significant concentration of credit risk consist of cash and cash equivalents and due from related parties. The Company mitigates its exposure to credit loss associated with cash by placing its cash and cash equivalents in a major financial institution.

To reduce the credit risk of due from related parties, the Company regularly reviews the collectability of due from related parties to ensure there is no indication that these amounts will not be fully recoverable. As at December 31, 2014, allowance for doubtful accounts is $nil (2013 - $nil).

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meets its financial obligations as they are due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when due.

At December 31, 2014, the Company has cash and cash equivalents of $7,920 (2013 - $285,658) available to apply against short-term business requirements and current liabilities of $314,766 (2013 - $699,737). All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of December 31, 2014. Amounts due to related parties, loan payable and loans from related parties are due on demand.

(d) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

(i) Currency risk

The Company is exposed to foreign currency risk, as it holds cash denominated in US dollars. 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 December 31, 2014, the Company is exposed to currency risk for its US dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars as follows:

	Held in US dollars (stated in Canadian dollars)	
	2014	**2013**
Cash	$ 1,089	$ 3,780
Financial assets	$ 1,089	$ 3,780

The Company has $nil (2013 - $nil) in accounts payable denominated in currencies other than Canadian dollars.

Based upon the above net exposure as at December 31, 2014 and assuming all other variables remain constant, a 9% depreciation or appreciation of the US dollar relative to the Canadian dollar would result in a nominal change in the Company's consolidated net loss and comprehensive loss.

(ii) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash and cash equivalents is at nominal interest rates and therefore the Company does not consider interest rate risk to be significant.

The interest rate on loan payable balance as at December 31, 2014 is fixed at 10%, as such, the Company is not exposed to interest rate risk.

(iii) Other price risk

Other price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is not exposed to significant other price risk.

Off-balance sheet arrangements

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

Significant Accounting Policies

The Company's Consolidated Audited Financial Statements for the year ended December 31, 2014 have been prepared in accordance with IFRS, as issued by the IASB.

All of the Company's significant accounting policies and estimates are included in Note 4 of the Company's consolidated audited financial statements for the year ended December 31, 2014.

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 April 30, 2015	155,996,550	Nil	N/A	N/A
Warrants as at April 30, 2015	3,125,000 3,460,000 7,100,000 925,100 8,590,000 10,850,040 14,010,000 4,150,000 1,780,800 3,121,000 1,763,625 15,642,500 15,098,250 1,500,000 8,500,000 3,971,429 2,715,000 11,899,000 118,201,744	Nil	$0.16 $0.10 $0.10 $0.10 $0.10 $0.10 $0.10 $0.10 $0.10 $0.10 $0.10 $0.10/$0.10 $0.10./$0.10 $0.105 $0.10 $0.10 $0.10 $0.10	October 10, 2016 June 26, 2015 July 10, 2015 July 17, 2015 July 24, 2015 August 9, 2015 Oct 3, 2015 Oct 22, 2015 Nov 5, 2015 Nov 5, 2015 Nov 18, 2015 January 30, 2016 March 25, 2016 May 6, 2017 February 27, 2017 March 3, 2017 March 9, 2017 April 17, 2017
Compound Warrant is a unit comprising of a common share and a warrant. Each Compound Warrant is exercisable at $0.05. Each warrant is exercisable for a period of two years at $0.075 in year 1 and at $0.10 in year 2.	165,000 2,219,900 1,280,000 400,000 168,000 4,232,900	Nil	$0.05 $0.05 $0.05 $0.05 $0.05	July 24, 2015 August 9, 2015 Oct 3, 2015 Oct 22, 2015 Nov 5, 2015
Compound Warrant is a unit comprising of a common share and a warrant. Each Compound Warrant is exercisable at $0.065. Each warrant is exercisable for a period of two years at $0.075 in year 1 and at $0.10 in year 2.	312,100 154,838 466,938	Nil	$0.065 $0.065	Nov 5, 2015 Nov 18, 2015
Compound Warrant is a unit comprising of a common share and a warrant. Each Compound Warrant is exercisable at $0.08. Each warrant is exercisable for a period of two years at $0.10	1,280,000	Nil	$0.08/$0.08	March 25, 2016

per share.				
Stock Options as at April 30, 2015	3,750 200,000 192,000 100,000 75,000 100,000 670,750	Nil	$0.80 $0.10 $0.10 $0.10 $0.12 $0.11	January 3, 2016 August 8, 2016 August 26, 2016 January 16, 2016 April 2, 2016 May 5, 2016
Fully Diluted as at April 30, 2015	280,848,882	Nil		

Director Approval

The contents of this MD&A and the sending thereof to the Shareholders of the Company have been approved by the Company's Board of Directors.

Outlook

The proliferation of mobile devices is dramatically changing the consumer habits as more players look to mobile consumption. Analysts expect mobile gambling yield to rise 130% between 2011 and 2015, a key growth channel for the online gambling industry. Starting in 2013, LVFH began the development of its own HTML5 mobile game suite, allowing users to play directly on the web browser of smart phones and tablets. Texas Hold'em and popular casino table games were completed by the end of the first quarter of 2014. Sixteen slot games were completed by end of the second quarter based on a combination of existing game assets and game assets purchased from BaddaMedia. In Q3 2014, Texas Hold'em Tournaments were implemented in addition to several integrations that extend the functionality of the LVFH Gaming Platform. In Q4 2014, LVFH completed the Baccarat and key Texas Hold'em enhancements that allow for more advanced and compelling game play. Furthermore, LVFH expects to expand its product line with the introduction of online sports wagering as well as Fantasy sports.

The Company's management expects substantial growth in the licensing side of the business due to the Company's strong mobile offerings. Furthermore, Management expects that the Company's revenues shall increase once the Company's online sports wagering as well as Fantasy sports are commercialized.

LVFH completed and deployed its HTML5 mobile game suite to Carnival Corporation's cruise ships through its agreement with PokerTek Inc. (now Global Cash Access Inc.). Carnival Corporation (Carnival) completed their pilot with LVFH's mobile game suite in Dec 2014, and has since expanded the offering to a total of three ships as of April 30, 2015. Carnival continues to deploy the mobile game suite to ships under the Carnival and Princess brands, as well as other cruise lines owned by Carnival Corporation. As part of the agreement, LVFH will share revenue earned from the software. LVFH intends to enhance and provide additional gaming content for Carnival in the foreseeable future. LVFH is optimistic that in due course it shall reallize meaningful revenues from the cruise ships industry.