Management's Discussion and Analysis of Results of Operations and Financial Condition
For the Three Months Ended December 31, 2015

This Management's Discussion and Analysis of Results of Operations and Financial Condition ("MD&A") of Bluedrop Performance Learning Inc. ("Bluedrop" or "the Company") provides the reader with a view and analysis, from the perspective of management, of Bluedrop's financial results for the three months ended December 31, 2015 and should be read in conjunction with the Company's Condensed Consolidated Interim Financial Statements and notes thereto for the three months ended December 31, 2015. All financial information has been prepared in accordance with International Financial Reporting Standards. All monetary amounts are stated in Canadian dollars. References to years are to the fiscal years ended September 30th unless otherwise noted. This MD&A has been prepared as of February 29, 2016.

The information contained in this MD&A represents only a portion of current information available on Bluedrop. Readers are encouraged to read this document together with prior annual and quarterly reports, news releases and corporate presentations which are available by visiting the Company's website at www.bluedrop.com. Additional information regarding the Company, including all continuous disclosure documents, can be obtained on SEDAR at www.sedar.com. If you require a hard copy of any of these documents please call the main office number (709)739-9000.

Caution Regarding Forward-Looking Information

This MD&A contains certain forward-looking statements which may be based on forecasts of future results and estimates of amounts not yet determinable. These statements may involve, but are not limited to, comments relating to strategies, expectations, planned operations or future actions. Forward-looking statements are identified by the use of terms and phrases such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will", "would", and similar terms and phrases, including references to assumptions.

Forward-looking statements, by their nature, are based on assumptions, including those described herein and are subject to risks and uncertainties that may cause actual results or events to differ materially from the results or events predicted in this discussion. The Company is subject to the risks outlined in the "Risk Factors" section of this MD&A. No assurance can be provided that the results or performance expressed in or implied by forward-looking statements within this MD&A will occur, or if they do, that any benefits may be derived from them. The forward-looking statements contained in this MD&A represent Bluedrop's expectations as of February 29, 2016 and are subject to change after such date.

COMPANY OVERVIEW

Bluedrop's business is organized and managed as two complementary lines of e-Learning based training businesses.

Bluedrop Training and Simulation is one of Canada's leading providers of comprehensive training solutions for the defence sector. With over 40 years' experience and hundreds of training devices delivered it prides itself on its resume and skilled work force. Bluedrop Training and Simulation provides a full suite of products and services ranging from training needs analysis and design, courseware and technical documentation, training information management systems, training program delivery, virtual reality based trainers and simulators and in service support for larger simulators and programs. It services all branches of the defence sector including naval, air force and army operations as well as other security agencies.

Bluedrop Learning Networks is pioneering the development and adoption of a SaaS based training and delivery platforms providing large scale customers with the ability to engage, track training and monitor training of large users groups spread out over multiple locations. It provides the complete service offering and solutions to meet the operational requirements of its clients from designing the training requirement, to building custom content, to operating and supporting the training and delivery platform. Revenues are generated from recurring platform licences, custom courseware development, consulting services, and the sale of commercial off-the-shelf courses.

DISCUSSION OF OPERATIONS

Bluedrop Training and Simulation

During the three months ended December 31, 2015 the Bluedrop Training and Simulation business unit continued to yield strong revenues and gross margins and made significant investments in development of simulation technology.

The business unit continued to recognize significant revenues in the first quarter of fiscal 2016 as a result of strong revenues on US contracts. In addition, the company recorded a favorable gain on completion of a fixed price percentage complete contract in the quarter due to lower than expected costs to complete. The Bluedrop Training and Simulation business unit ended the quarter with an estimated revenue backlog[1] of $34.8 million. The business unit continues to pursue several multi-year renewals, extension bids and new contracts.

The business unit continued to focus on developing strategic product based offerings with a goal of working with large scale aerospace equipment manufacturers to develop low cost simulation offerings. On July 8, 2015, Bluedrop Training and Simulation and The Boeing Company ("Boeing") announced a partnership to develop a next generation rear crew trainer for the CH-47 Chinook Helicopter. The program is supported by Industry Canada's Investment Framework and the new Value Proposition guidelines. During the quarter the company increased development expenditures as an integrator for advanced simulators.

Bluedrop Learning Networks

During the three months ended December 31, 2015, the Bluedrop Learning Networks business unit continued pursuits in the Occupational Health and Safety and US Workforce Development verticals. Additionally, the business unit continued research and development investments in the *Bluedrop360™* platform.

The business unit continues to pursue multiple market opportunities and the ended the quarter with an estimated revenue backlog[1] of $7.9 million.

During the first quarter of fiscal 2016, the business unit reached the commercialization phase of the *Bluedrop360™* platform by launching a significant customer on the platform in the Occupational Health and Safety vertical. Given the shift to a commercialization phase, the company discontinued capitalization of expenditures related to the *Bluedrop360™* platform. The company continued to incur expenditures aiming at improving the platforms functionality and adapting the offering to meet the needs of other market verticals.

Corporate

During the quarter ended December 31, 2015, management continued to monitor financial requirements and maintained appropriate working capital and cash availability positions ending the quarter with $2.2 million in cash and no draw on the bank line of credit.

On December 11, 2015, the Company entered into an arrangement to extend the maturity date on an unsecured convertible debenture for $3.0 million for one year from December 30, 2016 to December 30, 2017. The new arrangement improved the Company's short term net working capital position and provided cash availability to undertake strategic growth initiatives in the business units.

The Company continued to monitor fluctuations in foreign currency exchange rates which could significantly impact cash flows from contracts with US customers and assessed the potential use of hedging arrangements. The Company has not entered into any hedging instruments in the quarter.

[1] See section titled "Non-GAAP Financial Measures"

FINANCIAL RESULTS OF OPERATIONS

The following tables and discussion compare Bluedrop's operating results for the three months ended December 31, 2015 to the same period in the prior fiscal year.

(Canadian dollars in thousands)	Three months ended December 31 2015	2014	Change (2015 vs. 2014) $	%
Revenue				
Services revenue	4,799	3,373	1,426	42%
Product sales	952	976	(24)	-2%
	5,751	4,349	1,402	32%
Direct costs	2,704	2,715	(11)	0%
Gross profit	3,047	1,634	1,413	86%
Gross profit percentage	53%	38%		
Expenses				
Sales and marketing	496	426	70	16%
General and administration	1,175	936	239	26%
Research and development costs	709	-	709	100%
Government assistance	(693)	(191)	(502)	263%
Share-based compensation	29	70	(41)	-59%
Finance costs	431	409	22	5%
Depreciation and amortization	261	214	47	22%
Other gains and losses	-	(472)	472	-100%
	2,408	1,392	1,016	73%
Earnings before income taxes	639	242	397	164%
Income taxes	406	137	269	196%
Net earnings	233	105	128	122%

Revenue

For the three months ended December 31, 2015 revenues were $5,751,387, an increase of $1,402,041 (32%) as compared to the same period in 2014.

The following tables illustrate the change in revenues from each identified operating segment for the three months ended December 31, 2015.

	Three months ended December 31 2015	% of total	2014	% of total	Change (2015 vs. 2014) $	%
Revenue						
Bluedrop Training and Simulation	4,591	80%	3,509	81%	1,082	31%
Bluedrop Learning Networks	1,160	20%	840	19%	320	38%
	5,751	100%	4,349	100%	1,402	32%

During the first quarter of fiscal 2016, the Bluedrop Training and Simulation results reflected higher revenues on US currency revenue transactions as a result of favorable exchange rate fluctuations over the previous period, in addition to an increase as a result of a gain on finalization of a fixed price percent complete project. The Bluedrop Learning Networks operations realized higher revenues as a result of increased courseware development activity on a large US workforce development project.

Direct costs

Direct costs include all labour costs plus materials, supplies, third party services and travel costs directly associated with projects, as well as any royalties that may be payable as a result of revenues generated from licenced products.

For the three months ended December 31, 2015 total direct costs were $2,704,627, a decrease of $10,721 (0%) over the same quarter in the prior fiscal year.

Gross profit

For the three months ended December 31, 2015 gross profit was $3,046,760, an increase of $1,412,762 (86%) over the same quarter in the prior period. The reported gross profit percentage for the three months ended December 31, 2015 was 53% as compared to 38% for the same period in the prior year.

The Bluedrop Training and Simulation business unit gross profit for the three months ended December 31, 2015 was $2,416,289 versus $1,220,024 for the same period in 2014. The gross profit percentage was 53% for the current period versus 35% for the prior period. The significantly higher gross profit in 2015 was a result of higher revenues on US currency revenue transactions as a result of favorable exchange rate fluctuations over the previous period, in addition to an increase as a result of a gain on finalization of a fixed price percent complete project.

The Bluedrop Learning Networks business unit gross profit for the three months ended December 31, 2015 was $630,471 as compared to $413,974 for the same period in 2014, resulting in a gross margin of 54% versus 49% for the same period in 2014. The increase in gross profit percentage was a direct result of higher revenues as a result of increased courseware development activity on a large US workforce development project as noted above.

Sales and marketing

For the three months ended December 31, 2015 sales and marketing expenses were $496,361, an increase of $70,307 (17%) over the same quarter in the prior period.

The increase in sales and marketing is a result of higher expenditure and additional resources to facilitate strategic growth.

General and administration

For the three months ended December 31, 2015 general and administration expenses were $1,175,197, an increase of $239,174 (26%) over the same quarter in the prior period.

The increase is reflective of higher expenditure in certain administration functions to facilitate strategic growth including additional resources added throughout fiscal 2015. In addition, the company experienced higher costs over the prior period on services denominated in US currency.

Government assistance

For the three months ended December 31, 2015 government assistance included in income was $693,494, an increase of $502,649 (263%) over the same quarter in the prior period.

During the three months ended December 31, 2015, the Company recognized 417,931 of indirect government assistance associated with expenditures on the development of a next generation rear crew trainer for the CH-47 Chinook Helicopter. The funding was received in fiscal 2015 and deferred and recognized against the related expenditures.

Share-based compensation

Pursuant to its 2011 Stock Option Plan, the Company has reserved a maximum of 16,827,718 of the issued and outstanding common shares of the Company for issuance on the exercise of share options. The fair value of each option grant is estimated on the date of the grant using the Black-Scholes option pricing model.

The Company recorded $29,457 as share-based compensation expense for the three months ended December 31, 2015 and $70,423 for the same period in 2014. No stock options were issued in the quarter ended December 31, 2015.

The Company has an employee share purchase plan which permits employees to subscribe to common shares of the Company through payroll deductions. The Company may provide financial assistance with respect to the plan by way of loan, guarantee or otherwise. The Company has reserved a maximum of 2,969,597 common shares under the employee share purchase plan. As at December 31, 2015 no shares were outstanding under the plan.

Finance costs

For the three months ended December 31, 2015 finance costs were $430,646, an increase of $21,587 (5%) over the same quarter in the prior period.

The increase in the three months ended December 31, 2015 is primarily a result of $25,687 additional accretion on other financial liabilities as a result of a revaluation increase in the liabilities at fiscal year-end September 30, 2015.

There were no advances of long term debt or other long term financial liabilities in the quarter.

Depreciation and amortization

For the three months ended December 31, 2015 depreciation and amortization expense was $260,638, an increase of $46,493 (22%) over the same quarter in the prior year.

The increase is primarily the result of $1,177,714 of intangible asset additions is the prior fiscal year. During the quarter ended December 31, 2015 the Company invested $48,840 in capital assets. There were no additions to intangible assets in the three months ended December 31, 2015.

Other gains and losses

During the three months ended December 31, 2014 the Company recorded other gains of $471,922.

On December 30, 2014 the Company entered into an early discounted settlement agreement to repay the secured convertible term note acquired in the acquisition of Atlantis Systems Corp. Under the agreement the Company paid $1,125,000 on settlement of the debt. As at the settlement date the principal and accrued interest payable was $1,595,422, resulting in a gain on settlement of $470,422.

Income taxes

For the three months ended December 31, 2015 income tax expense was $405,724 as compared to $136,899 in the same period in the prior year. The difference in the income tax expense is a result of the increased taxable income over the comparative period.

QUARTERLY INFORMATION

The table below provides a summary of operating results for the Company for each quarter in the current and previous fiscal periods. This table and commentary following illustrates some of the trends within the business and the impact on margins and profits of certain types of revenue-generating activities.

(Canadian dollars in thousands)

Fiscal year	2016	2015	2015	2015	2015	2014	2014	2014
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
	Dec-31	Sep-30	Jun-30	Mar-31	Dec-31	Sep-30	Jun-30	Mar-31
Revenue								
Bluedrop Training and Simulation	$ 4,591	$ 4,986	$ 4,416	$ 4,507	$ 3,509	$ 3,672	$ 3,653	$ 3,589
Bluedrop Learning Networks	$ 1,160	$ 1,142	$ 937	$ 835	$ 840	$ 689	$ 864	$ 889
	5,751	6,128	5,353	5,342	4,349	4,361	4,517	4,478
Direct costs	2,704	2,904	3,093	3,188	2,715	2,532	2,831	2,790
Gross profit	3,047	3,224	2,260	2,154	1,634	1,829	1,686	1,688
Gross profit percentage	53%	53%	42%	40%	38%	42%	37%	38%
Expenses								
Sales and marketing	496	639	522	469	426	515	491	764
General and administration	1,175	1,162	1,343	1,171	936	1,244	1,247	1,265
Research and development costs	709	127	-	-	-	-	-	-
Acquisition and restructuring costs	-	-	-	-	-	223	12	211
Government assistance	(693)	(266)	146	(247)	(191)	(114)	(329)	(429)
Share-based compensation	29	29	26	69	70	14	80	54
Finance costs	431	736	426	427	409	87	382	376
Depreciation and amortization	261	252	220	212	214	338	215	206
Other gains and losses	-	-	-	43	(472)	113	(212)	-
	2,408	2,679	2,683	2,144	1,392	2,420	1,886	2,447
Earnings (loss) before income taxes	639	545	(423)	10	242	(591)	(200)	(759)
Income taxes (recovery)	406	(75)	3	(4)	137	445	(22)	(211)
Net earnings (loss)	$ 233	$ 620	$ (426)	$ 14	$ 105	$ (1,036)	$ (178)	$ (548)

Fiscal 2016

During the first quarter of fiscal 2016, the Company maintained an increased level of revenues and gross margins as a result of improved revenues in both business units. During the quarter the company increased its investment in research and development associated with the CH-47 Chinook rear crew trainer and the *Bluedrop360™* platform. These expenditures were mostly offset by government assistance and other funding related to those expenditures. The company recorded significant tax expense associated with the higher taxable income.

Fiscal 2015

During the first quarter of fiscal 2015, the Company recognized lower costs as a result of cost reduction strategies implemented late in 2014. In addition the Company recorded a gain on settlement due to early repayment of a term debt which is included in other gains and losses.

During the second quarter of fiscal 2015, revenues increased in the Bluedrop Training and Simulation business. This was a result of increasing revenues on US dollar contracts due to favorable foreign exchange rate fluctuations as well as an increase in revenue on a significant percentage complete contract due to a decrease in the estimated costs to complete. The Company increased spending in general and administration functions to facilitate future strategic growth.

In the third quarter of fiscal 2015, the Company continued to recognize higher revenues and gross margins and increased strategic spending in general and administration functions. The Company recorded an expense in government assistance related to a loss provision for SR&ED credit related to prior tax years.

During the final quarter of fiscal 2015 revenue growth continued. This was a result of increased revenues on US dollar contracts due to favorable foreign exchange rate fluctuations as well as an increased courseware development and professional services activities. Finance cost increases are attributed to revaluation of financial liabilities at the balance sheet date.

Fiscal 2014

On December 31, 2013 the Company acquired Atlantis and the results of the combined operations are included in the last three quarters of fiscal 2014. The acquisition of Atlantis Systems Corp. resulted in significant acquisition related costs in the year.

During the third quarter of 2014, the Company disposed of courseware assets in exchange for proceeds of $275,000USD. The disposed assets and proceeds, net of costs to sell, have been included in other gains and losses.

LIQUIDITY AND CAPITAL RESOURCES

For the three months ended December 31, 2015 the Company used cash and cash equivalents of $1,028,464 (2014 – $430,184).

Operating activities

For the three months ended December 31, 2015 the Company's consumed cash from operating activities of $73,188 compared to cash generated of $1,237,466 for the same period in the prior year.

Changes in non-cash working capital related to operating activities consumed cash of $1,408,452 during 2015. Accounts receivable related to trade amounts increased by $1,938,523 as a result of a significant milestone billing which occurred near the end of the quarter. In addition, accounts payable decreased by $388,412. This was offset by an increase in deferred revenue of $1,016,381 due to differences in the timing of project execution and billing milestones.

Investing activities

For the three months ended December 31, 2015 the Company consumed cash of $466,771 for investing activities compared to cash consumed of $296,440 for the same period in the prior year.

Changes in non-cash working capital related to investing activities resulted in a decrease in cash of $417,931 for the period. The decrease was related to the drawdown of the deferred development funds received in the prior period. In addition, the Company invested $48,840 in property and equipment.

Financing activities

For the three months ended December 31, 2015 the Company used $488,505 in cash in financing activities as compared to cash used of $1,371,210 from financing activities for the same period in the prior year.

Financing activities for the three months ended December 31, 2015 included $420,175 of repayments of long term debt and interest.

Cash and credit availability

The Company has a short term bank operating line of credit to a maximum of the lesser of $3,500,000 and defined marginable accounts receivable minus specified liabilities. The revolving operating facility is repayable on demand and bears interest at Royal Bank prime plus 1.95%. The Company has provided a General Security Agreement as security for this indebtedness. At December 31, 2015 the line of credit was undrawn.

CONTRACTUAL OBLIGATIONS

The following table contains a summary of the Company's contractual obligations and commitments to make future payments under contracts including debt, finance leases and operating leases at December 31, 2015:

Scheduled payments due by period (Canadian dollars in thousands)	**Long term debt**	**Capital leases**	**Operating leases**	**Total**
2016 (year ended September 30)	1,866	21	542	2,429
2017	1,960	12	705	2,677
2018	3,689	-	705	4,394
2019	479	-	698	1,177
2020	283	-	686	969
Thereafter	346	-	1,864	2,210
	$ 8,623	$ 33	$ 5,200	$ 13,856

SHARE INFORMATION

At December 31, 2015 the Company had issued 98,986,609 common shares and 16,508,641 share options that can be exercised when vested to obtain an equivalent number of common shares. No options were granted in the three months ended December 31, 2015.

The Company has an employee share purchase plan which permits employees to subscribe to common shares of the Company through payroll deductions. The Company may provide financial assistance with respect to the plan by way of loan, guarantee or otherwise. The Company has reserved a maximum of 2,969,597 common shares under the employee share purchase plan. As at December 31, 2015 no shares were outstanding under the plan.

In addition, the Company has two outstanding convertible notes which, if converted, would result in the issuance of 24,166,667 of common shares.

RELATED PARTY TRANSACTIONS

Transactions with related parties are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Significant related party transactions are reviewed and approved by the Audit Committee of the Board. The following is a summary of related party transactions during the three months ended December 31, 2015:

- The Company recorded rent expense of $70,560 for the three months ended December 31, 2015 (2014 - $65,520) for rental of premises from a company controlled by the Company's President & Chief Executive Officer. Effective October 1, 2011 the Company entered into a 6 year lease, with a 4 year renewal option, for 100% of the premises available for lease at 18 Prescott Street, St. John's, NL. The lease includes an initial net lease rate for two years with escalation provisions periodically thereafter.
- The Company recognized an expense of $298,525 for the three months ended December 31, 2015 (2014 - $155,100) for fees, salaries and benefits to its key management personnel for services rendered. Key management is considered to be members of the Board of Directors, the President & Chief Executive Officer and the Chief Financial Officer. The Executive Chairman's fees are paid to a corporation under his control.
- The Company recognized an expense of $15,633 for the three months ended December 31, 2015 (2014 – $44,577) for share based compensation to its key management personnel (as described above).
- During the second quarter of fiscal 2015, The Company received financing of $600,000 in the form of an 18 month unsecured term loan from an entity controlled by the Company's beneficial controlling shareholder. The term loan bears interest, payable monthly, at 16% per annum and is subordinated to existing senior credit and other term facilities. The terms of the loan provide that early repayment can be made by Bluedrop, without penalty, by providing 90 days notice. The Company recorded finance costs of $24,197 related to the loan during the three months ended December 31, 2015.
- The Company has provided share purchase loans to a director of the Company. As collateral for the non-interest bearing share purchase loans, the borrower has granted the Company a security interest in a portion of the shares purchased. The loans are repayable in full on or before dates ranging between June 27, 2017 and January 31, 2018. As at December 31, 2015 the amount receivable was $169,816 (September 30, 2015 - $169,816).

ACCOUNTING ESTIMATES

In the process of applying the Company's accounting policies, management has made certain judgments, estimates, and assumptions which affect the amounts recognized in the Consolidated Financial Statements. The Company has identified the following policies where critical judgments, estimates and assumptions are made and where actual results could be materially different.

Significant management judgements

The following are significant management judgements in applying the accounting policies that have the most significant impact on the financial statements:

(a) Revenue recognition

Revenue from services contracts is recognized on a percentage of completion basis, measured by the percentage of costs incurred to date to the estimated total costs for each contract. Judgment is used in determining the stage of completion and estimates of costs to complete. The Company employs sophisticated project management tools to assist with the management of projects and the recognition of revenue on a percentage completion basis. Management regularly reviews the systems, processes, and calculations relating to percentage completion on significant contracts, making adjustments as required.

(b) Income taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. The Company records income tax expense (recovery) based on management's interpretation of the tax regulations and its assumptions about the timing of income and expenses for tax purposes. Actual tax assessments or future changes to assumptions could result in future adjustments to recorded tax expense.

The Company has recognized deferred tax assets in the Company's financial statements for the period ended December 31, 2015. Management considers that it is more likely than not that these tax assets will be realized. The ultimate realization of these assets is dependent upon the Company's ability to generate sufficient taxable income to offset the tax losses carried forward as well as the reversal of the differences between the carrying amount of items on the statement of financial position and their corresponding tax basis. If future circumstances indicate that it is no longer probable that these tax assets will be realized, the carrying value of the tax asset will be reduced, resulting in a charge against income and a reduction of equity.

(c) Government assistance

The Company receives government assistance pursuant to specific contractual funding agreements and is also eligible to receive cash tax credits under the Scientific Research and Experimental Development (SRED) and Digital Media Tax Credit (DMTC) programs. Claims relating to specific funding agreements are based on the defined eligible costs pursuant to the agreements. Contributions are recognized when the related expenditures are incurred and/or when significant milestones have been achieved in a funded project.

Credits under the SRED and DMTC programs are recorded when amounts can be reasonably estimated and receipt is reasonably assured. Government assistance may be overstated if the underlying project is determined to be ineligible or if certain costs claimed are determined to be ineligible.

(d) Development costs

Distinguishing the research and development phases of internal development projects and determining whether the recognition requirements for the capitalization of development costs are met requires judgement. After capitalization, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalized costs may be impaired.

(e) Classification of financial arrangements

The Company has entered into complex financing arrangements in the form of conditionally repayable government grants with below-market interest rates. Management uses significant judgement in selection and application of accounting policies related to these arrangements.

(f) Deferred development funding

The Company has entered into an arrangement with a third party whereby the third party has provided Bluedrop with funding towards development costs under Canada's Industrial and Regional Benefits (IRB) Policy in a non-exchange transaction. While the funding is not provided directly from government, the substance of the transaction is an indirect form of government assistance with the third party acting as an intermediary between a Government agency and Bluedrop. As such the arrangement has been accounted for in accordance with IAS 20 - Accounting for Government Grants and Disclosure of Government Assistance.

Estimation uncertainty

The following are significant estimates used in recognition and measurement of assets, liabilities, income and expense. The actual results may differ from these estimates:

(a) Fair value of financial liabilities

The Company has received long term debt financing at below-market interest rates and through issue of convertible notes. The fair value of these financial liabilities are determined using discount rates expected to be incurred on similar debt in a fair market. Management has exercised judgement in estimating the applicable discount rate used in measuring the fair value of financial liabilities at below-market interest rates.

(b) Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units, based on expected future cash flows, and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

(c) Revenue recognition

Revenue from services contracts is recognized on a percentage of completion basis, measured by the percentage of costs incurred to date to the estimated total costs for each contract. Changes to the estimate of percentage complete or estimated costs to complete could have a material impact on the carrying values of work in progress or deferred revenue and a material impact on future revenue.

(d) Share-based compensation

Management has made certain estimates and assumptions when calculating the fair value of share options. The significant assumptions include estimates of expected volatility, expected life and expected risk-free rate of return. Management also makes certain assumptions with respect to the number of options expected to vest. Changes in these assumptions may result in a material change to share-based compensation expense.

NON-GAAP FINANCIAL MEASURES

This MD&A includes non-GAAP financial measures. Non-GAAP measures do not have a standardized meaning prescribed by the Company's GAAP and therefore should not be compared with similar measures presented by other companies. Management has provided these measures as we believe they are useful supplemental information to users of the Company's financial statements and MD&As. These measures should not be used as an alternative for performance measures calculated in accordance with GAAP.

(a) Backlog

Backlog is a non-GAAP measure that represents the expected value of orders we have received but have not yet executed. The Company considers an item part of backlog when we have a legally binding commercial agreement with a client that includes enough detail about each party's obligations to form the basis for a contract or an order. Some contracts are executed over a long-term period and are subject to renewal periods. A contract renewal item is only included in backlog when the customer has authorized the renewal.

RISKS

The Company and its business are subject to a number of risks and uncertainties. The primary risks and uncertainties are described below.

Customer risk

The Company's products and services are sold directly to governments or governmental entities and to original equipment manufacturers and training integrators which have contracts with governments. These sales are subject to specific additional risk, such as delays in funding, termination of contracts or sub-contracts at the convenience of the government, termination, reduction or modification of contracts or sub-contracts in the event of changes in the government's policies or as a result of budgetary constraints, and increased or unexpected costs resulting in losses or reduced profits under fixed price contracts.

The Company's business strategy includes plans to diversify sources of revenue by expanding its product and service offerings in the Bluedrop Training and Simulation business and by expanding its sales channels and courseware content portfolio for the Bluedrop Learning Networks business.

Credit risk

Credit risk arises from the potential that a customer or counterparty will fail to meet its contractual obligations. Concentration of credit risk may arise from exposure to a single debtor or to a group of debtors having similar characteristics, such as their ability to meet their obligations, or their expectation to be similarly affected by changes in economic or other conditions. The Company utilizes credit evaluation, approval and monitoring processes intended to mitigate potential credit risks with respect to trade receivables.

The Company's maximum exposure to credit risk, with respect to accounts receivable and unbilled work in progress corresponds to the carrying value. At December 31, 2015 approximately 82% of trade receivables were due from four customers (September 30, 2015 – 80% from six customers). In accordance with contract terms, the Company bills certain customers in advance of the completion of work and records such billings as deferred revenue.

An allowance for doubtful accounts is established at each balance sheet date based upon factors surrounding the credit risk of specific accounts, historical trends and other information. The allowance for doubtful trade accounts receivable at December 31, 2015 was $8,682 (September 30, 2015 - $8,374). At December 31, 2015 the Company's trade accounts receivable included amounts over 90 days old totaling $122,815 (September 30, 2015 – $130,289) which were not considered to be impaired and therefore not included in the allowance for doubtful accounts.

Recruitment and retention risks

Bluedrop's continued growth and success is largely dependent on the experience, abilities and dedication of its management and technical personnel. As the Company expands in areas and activities requiring additional expertise, it will require additional management and technical personnel. The market is tight and competition is intense for highly-skilled management, technical, research and development people and other employees to support the Company's growth. Loss of the services of any of its key officers or employees, or failure to recruit additional key executive and technical personnel may adversely affect the Company's ability to promptly satisfy its customer needs and may therefore impede the Company's growth objectives.

There can be no assurances that Bluedrop can retain its current key officers and employees or attract and retain additional key employees to support the Company's growth. The loss of certain key employees could have a significant impact on the Company's business, results of operations and financial condition.

OUTLOOK

During 2014 and 2015 the Company continued to execute on its business plan of driving growth.

The Bluedrop Training & Simulation group in 2015 demonstrated that it is well positioned as a training partner of choice for prime contractors. In July it was announced that Boeing would provide funding for the development of a next generation rear crew trainer for the Chinook helicopter. Additionally, Boeing committed to a five year plan to provide sales and marketing support for future product sales and to include the new device in their global supply chain. The Bluedrop Training and Simulation group plans on launching more software-based simulation products as a major area of strategic focus.

The Bluedrop Learning Networks group was re-aligned during the 2015 fiscal year to focus on four key market verticals where our technology and expertise provides customers with low cost and efficient solutions. The four key verticals include Canadian Workforce, US Workforce, NGO/Not-For-Profit and Occupational Health & Safety. We have positioned the Bluedrop Learning Networks group as pioneers behind Integrated Skills Management, a new product category that exceeds the limitations of traditional Learning Management Systems. Going forward the Bluedrop Learning Networks group will be focused on adding new larger scale clients with many users who require a complete training solution to engage, track training, deliver online learning and manage the entire training experience. The new SaaS *Bluedrop360*™ Training and Delivery Platform is the central part of this service and the aim is to increase long term recurring revenue.