CIBT EDUCATION GROUP INC.

MANAGEMENT'S DISCUSSION & ANALYSIS
(EXPRESSED IN CANADIAN DOLLARS UNLESS OTHERWISE STATED)

FOR THE YEAR ENDED AUGUST 31, 2014

CIBT EDUCATION GROUP INC.
(the "Company")
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE YEAR ENDED AUGUST 31, 2014

The following Management's Discussion & Analysis ("**MD&A**") is prepared in accordance with Form 51-102F1, and should be read in conjunction with the consolidated financial statements and related notes for the year ended August 31, 2014, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). The comparatives in this MD&A have been presented in accordance with IFRS. Additional information about the Company, including its annual information form, is available under the Company's profile on SEDAR (www.sedar.com).

This MD&A contains certain forward-looking statements, which relate to future events or the Company's future performance that include terms such as "will", "intend", "anticipate", "could", "should", "may", "might", "expect", "estimate", "forecast", "plan", "potential", "project", "assume", "contemplate", "believe", "shall" and similar terms. These statements involve known and unknown risks, uncertainties and other factors that are beyond the Company's control, which may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Specific reference is made to the risks described herein under the heading "Risks Related to the Company's Business" for a discussion of these and other sources of factors underlying forward-looking statements and those additional risks set forth under the heading "Risk Factors" in the Company's annual information form for the financial year ended August 31, 2014. The Company believes the expectations reflected in these forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in, or incorporated by reference into, this MD&A should not be unduly relied upon. These forward-looking statements speak only as of the date of this MD&A, and the Company assumes no obligation to update or review them to reflect new events or circumstances except as required by applicable securities law.

All figures are in Canadian dollars unless otherwise noted. This MD&A has been prepared as of November 30, 2014. In this MD&A, the following terms have the meanings shown:

"**Fiscal 2014**" means the fiscal year ending August 31, 2014
"**Fiscal 2013**" means the fiscal year ending August 31, 2013
"**First Quarter of Fiscal 2014**" means the three months ended November 30, 2013
"**Second Quarter of Fiscal 2014**" means the three months ended February 28, 2014
"**Third Quarter of Fiscal 2014**" means the three months ended May 31, 2014
"**Fourth Quarter of Fiscal 2014**" means the three months ended August 31, 2014
"**First Quarter of Fiscal 2013**" means the three months ended November 30, 2012
"**Second Quarter of Fiscal 2013**" means the three months ended February 28, 2013
"**Third Quarter of Fiscal 2013**" means the three months ended May 31, 2013
"**Fourth Quarter of Fiscal 2013**" means the three months ended August 31, 2013

NON-IFRS FINANCIAL MEASUREMENTS

Earnings before interest, taxes, depreciation and amortization ("**EBITDA**") are non-IFRS financial metrics used in this Management's Discussion & Analysis. These non-IFRS financial measurements do not have any standardized meaning as prescribed by IFRS, and are therefore unlikely to be comparable to similar measures presented by other issuers. Management uses EBITDA metrics to measure the profit trends of the business units and segments in the consolidated group since it eliminates the effects of financing decisions. Certain investors, analysts and others utilize these non-IFRS financial metrics in assessing the Company's financial performance. These non-IFRS financial measurements have not been presented as an alternative to net loss or any other financial measure of performance prescribed by IFRS. Reconciliation of the non-IFRS measure has been provided throughout this MD&A.

Date of Report – November 30, 2014

NATURE OF BUSINESS

The Company is an education management company headquartered in Vancouver, British Columbia, Canada that delivers advanced education via traditional face to face teaching and interactive technology to the global education market. The Company is listed on the Toronto Stock Exchange (TSX) in Canada under the trading symbol "MBA" and quoted on the OTCQX-International under the trading symbol "MBAIF".

The Company's operating entities are as follows:

Legal / Operating Entity	**Business Description**
CIBT School of Business & Technology Corp. ("**CIBT**" or "**CIBT China**")	Chinese Associate Degree provider offering automotive technical training, English teacher preparation, ESL, and accounting.
Sprott-Shaw College ("**SSDC**")	Private career and technical training college offering diplomas and certificates in health care, tourism, hospitality, business, administrative, and international studies.
Acsenda School of Management (a division of SSDC)	Degree-granting business management school with University level programs.
Global Education Alliance ("**GEA**") (a division of CIBT)	International students referral services for elite kindergarten, primary, secondary schools and universities in North America.
Global Education City Holdings Inc. ("**GEC**") (a new entity for Fiscal 2014)	Investment holding and management company with focus on real estate projects in Canada with education and technology sector focus such as student housing and long stay apartments for visiting technology workers.
IRIX Design Group Inc. ("**IRIX**")	Design and advertising company.

The Company's primary business units consist of CIBT (including GEA), SSDC, IRIX, GEC and Corporate (head office) functions.

The Company and its subsidiary, CIBT, formerly owned KGIC Business College (2010) Corp. and KGIC Language College (2010) Corp. (collectively "**KGIC**"). KGIC is an English language college based in Canada. On August 31, 2013, the Company and CIBT entered into an agreement to sell KGIC, and accordingly the operations of KGIC have been classified as a discontinued operation in the Company's financial statements. The sale of KGIC closed on September 17, 2013.

Industry Growth Prospect

International education is an $8 billion industry in Canada that is growing at an 8% compound annual growth rate. The industry created 86,570 jobs and generated $455 million in government tax revenues according to the Citizenship and Immigration Canada's statistics in 2011. The Canadian government is ramping up to become the third largest destination country in the world for foreign students just behind the US and the UK. According to a Federal government news release, the quota of international students allowed admission into Canada is expected to climb 88% in 10 years, from 240,000 in 2012 to 450,000 by 2022. Out of this large market, Metro Vancouver is expected to continue to have one of the largest market shares in Canada.

With the mandate of educating domestic students via Sprott Shaw College and Acsenda School of Management, while recruiting foreign students to study at its North American campuses and partner schools, and providing them with enhanced learning experience and employment opportunities, the Company is greatly advantaged by the industry's high growth rate and its favourable government policies. The Company has the infrastructure and experience to capitalize on emerging market growth with minimal emerging market risk. The Company's strong presence in China allows it to tap into this infinite market to recruit students to North America. According to the latest statistics from China's Ministry of Education, there were 1.27 million Chinese students studying abroad as at the end of 2010, with 285,000 beginning their studies abroad each year. The high growth in demand from students in the emerging markets to study in countries like Canada, and the Canadian government's support in attracting more foreign students, present the Company with perfect opportunities to use its infrastructure to bridge this gap.

In addition to the fast growing education demand from international students, student housing for international students is another $1 billion market in Vancouver. The Company is developing and providing serviced apartments and hotels throughout Metro Vancouver to domestic and international students, and expects this education real estate business to significant enhance our operations and profitability.

Outlook for Fiscal 2015

The Company is expecting to see strong performance from SSDC as it has finished curriculum updates, streamlined operations, and grew international students market. As well, the Canadian Education Regulatory Environment will complete its changes and provide more certainty. Acsenda School of Management has completed its accreditation review and received Ministry approval for license renewal for another five years.

GEA, operating as a division of CIBT, has signed over 50 agreements to recruit foreign students for public and private schools in the kindergarten, primary, secondary, career colleges and university sectors. GEA has grown substantially in less than a year from a start up with high profit margin. GEA is expecting to add more partner schools to widen its coverage while demand for its services and expertise is increasing rapidly from foreign students wishing to study in North America.

GEC will become the hub to channel the flow of foreign students enrolled in the Company's schools, as well as 50+ alliance schools serviced by GEA, to the Company's new subsidiary: GEC. to satisfy students' accommodation needs. GEC was established as a student housing investment and management arm. Student housing for foreign students will be built under the oversight of, and will be managed by, GEC, adding a further downstream service for international students. Memorandum of Understanding and/or Purchase and Sale Agreements have been signed with Vancouver developers to build an education super centre attached with a student hotel, and student housing apartments in Metro Vancouver nearby Skytrain stations. In addition, the Company has received many proposals from real estate developers to cooperate by using their lands, and proposals from schools wishing to establish arrangements with GEC so that the schools can better service their students' accommodation needs. The Company is in the process of assessing the viability of these potential sites and working closely with various public and private schools, colleges and universities to fulfill their needs.

The aggregated construction budget for these projects is approximately $500 million. The Company is in negotiation with accredited and institutional investors to co-invest in each project in partnership with GEC, thereby reducing the amount of capital required from the Company. Commercial financing will be sought in lieu of diluting GEC's ownership in each project, and vendor financing is also expected in some cases. These projects will create approximately 5,000 beds and 100,000 square feet of commercial office space available for lease to educational institutions and education service companies from around the world wishing to establish a physical presence at North America's first education super centre.

Based upon data from 2011, approximately 112,000 foreign students are living in Metro Vancouver contributing over $8 billion in tuition revenue to the Canadian economy excluding housing and other living expenses. Total housing revenue generated by these foreign students is estimated to be over $1.1 billion per year in BC, an average of $10,000 per student per year and this amount is increasing due to rising property prices. The Company has access to 20,000 international students studying in Metro Vancouver, through GEA's collaborative arrangements with various public and private schools, and its wholly owned schools in Canada and Asia. These foreign students are each paying approximately $10,000 to $12,000 per year for their housing needs, totaling over $200 million in potential housing revenue per year for the Company to capture over time. The Company plans to build student centric facilities over a 5-year period to accommodate up to 5,000 foreign students, which accounts for only a small fraction of the total foreign student population of approximately 200,000 by 2019 in Metro Vancouver. The majority of the schools in Metro Vancouver do not provide student housing for their students, and those that offer student housing do not provide their housing service to students of competing schools. The Company expects to utilize its 20 years of experience in the global education sector and its international network to use this opportunity to operate a profitable student housing business thus complementing the Company's core education business, by bringing vertically integrated services to international students and enhanced value to shareholders. The education real estate business is expected to become a catalyst for top and bottom line growth for the Company.

DISCONTINUED OPERATIONS - KGIC

A *discontinued operation* is a component of a company that has either been disposed of or that is classified as held for sale. A *component* of a company is comprised of operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Company. Net income (loss) of a discontinued operation and any gain or loss on disposal are combined and presented as net income (loss) from discontinued operations in a Company's consolidated statements of income (loss). Comparative periods are restated to reflect discontinued operations presentation. On August 31, 2013, the Company's KGIC operations met the criteria for classification as assets held for sale and discontinued operations. Accordingly, the results of operations of KGIC for all periods presented have been classified as discontinued operations and the assets and liabilities of KGIC have been classified as assets and/or liabilities held for sale. Immediately before the classification of the KGIC business as discontinued operations, the recoverable amount of the assets were evaluated against their estimated fair value less costs to sell, and no impairment losses were indicated or recorded.

SALE OF KGIC

Effective August 31, 2013, the Company and its subsidiary, CIBT School of Business & Technology Corp., entered into an agreement to sell to Loyalist Group Limited ("Loyalist"), 100% of the issued and outstanding common shares of the Company's respective subsidiaries, KGIC Business College (2010) Corp. and KGIC Language College (2010) Corp., who collectively make up the KGIC operations. The total purchase price for this transaction was $13,500,000 of which $9,500,000, subject to certain adjustments, was due upon closing and a further $4,000,000 was secured by way of a non-interest bearing promissory note issued by Loyalist in favour of the Company due six months after closing. The amount of the promissory note could be reduced to the extent of certain adjustments contemplated within the agreement and could be extended to 270 days from the original closing as may be required to finalize these adjustments. Further, in connection with the transaction, upon closing Loyalist assumed and paid all amounts owing by KGIC to the Company and its other subsidiaries.

The rationale for this transaction was based on the following factors: a) competitive nature of the English Second Language sector, b) low barrier to entry, c) public institutions entering into the ESL sector, d) short term program, e) eroding margin, f) increased regulatory scrutiny, and g) most importantly, the extraordinary high valuation that was offered to the Company.

The following details the gain on sale of the KGIC operations (which represents income from discontinued operations for the year ended August 31, 2014):

Gain on sale of KGIC operations	Amount
Gross sale proceeds	$ 13,500,000
Working capital adjustments	(1,715,445)
Miscellaneous financial statement adjustments	(1,371,916)
Transaction costs plus additional expenses	(443,069)
Net sale proceeds	(9,969,570)
Carrying value of net assets held for sale as at September 17, 2013	(2,939,175)
Gain on sale of KGIC operations	$ 7,030,395

STUDENT HOUSING AND MARKET RENTAL DEVELOPMENT PROJECTS

During Fiscal 2014, the Company and a number of its subsidiaries entered into several agreements and organizational transactions in connection with the development of the Company's planned student housing arm. In particular, the Company is planning to develop student centric serviced apartments for rental to domestic and foreign students studying in the Metro Vancouver region of British Columbia and to provide various services to the students and their families.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected Company financial information for the last eight completed fiscal quarters:

Selected Financial Information	Quarter Ended August 31, 2014 (Fourth Quarter)	Quarter Ended May 31, 2014 (Third Quarter)	Quarter Ended February 28, 2014 (Second Quarter)	Quarter Ended November 30, 2013 (First Quarter)
Total revenues – Continuing operations	$5,517,622	$10,146,824	$7,262,141	$7,989,567
Net income (loss)	($159,147)	$924,490	($876,426)	$5,817,359
Income (loss) per share	($0.00)	$0.01	($0.01)	$0.09

Selected Financial Information	Quarter Ended August 31, 2013 (Fourth Quarter)	Quarter Ended May 31, 2013 (Third Quarter)	Quarter Ended February 28, 2013 (Second Quarter)	Quarter Ended November 30, 2012 (First Quarter)
Total revenues – Continuing operations	$9,105,216	$7,200,429	$6,984,727	$7,457,189
Net income (loss)	($331,426)	$80,387	($805,830)	($528,221)
Income (loss) per share	($0.01)	$0.00	($0.01)	($0.01)

RESTATEMENT

As explained in Note 26 to the 2014 audited consolidated financial statements, during the fourth quarter of the 2014 fiscal year, the Company corrected certain financial statement items that required a restatement of previously issued financial statements. The items that have been restated are as follows:

a) Prior to 2014, certain cash amounts received in advance of providing educational services were recorded as a reduction of accounts receivable rather than as an increase in deferred revenue. Total net effect for this amount is an increase of $1,836,906 to accounts receivable in the prior year, which had no impact to net income. Prior to fiscal 2014, certain amounts were recorded as deferred revenue but should have been recorded as accounts payable. Total net effect of this adjustment is a reclassification of $724,362 from deferred revenue to accounts payable in the prior year, which had no impact to net income.

b) Prior to the 2014 fiscal year, SSDC recognized certain non-training upfront payments received from students as revenue when received notwithstanding the fact that such payments had no standalone value from the students' perspective and should be deferred and recognized over the term of the student's course. Total net effect of this adjustment is a decrease of $46,277 in education revenue in the prior year.

c) In 2013, SSDC acquired certain equipment under a lease that qualified as a finance lease under IFRS. Before restatement, this item was treated as an operating lease with all periodic payments expensed. This amount is now capitalized and the total net effect of this amount was an increase to property and equipment of $259,702 in the prior year.

d) Prior to fiscal 2014, IRIX recorded media booking revenues and costs on a gross basis. Since IRIX operates as a media designer combined with agent business rather than as a principal when it provides media booking services, the related revenues and expenses are more appropriately recorded on a net basis. Total net effect of this adjustment is $361,781 with no impact on net income.

e) Subsequent to the sale of KGIC, the Company identified certain KGIC liabilities that were not accrued at August 31, 2013, and therefore made necessary adjustment. Total net effect of this amount was an increase to liability of $626,426 in the prior year. KGIC was sold for $13.5 million on September 17th, 2014.

Due to the $2,646,000 development fees revenue recorded in the Third Quarter of Fiscal 2014, the Fourth Quarter in comparison appeared to show a significant drop in revenue. At the end of the Third Quarter of Fiscal 2014, $2,646,000 was booked as a development fee for structuring two student housing projects on the basis that all services in earning the fees had been rendered and the fees are fully earned. However, as of August 31, 2014, the Company is delaying the recognition of the $1,024,768 development fees over the coming quarters. As a result, this amount was written down in the results for the Fourth Quarter of Fiscal 2014, but this did not impact operational results. All the expenses in relation to earning the fees have been incurred as of Fourth Quarter of Fiscal 2014, but the earnings will continue to be reflected in the coming quarters.

Another reason for the decline is due to Sprott Shaw's operational results where its revenues in the Fourth Quarter of Fiscal 2014 have decreased compared to the Third Quarter of Fiscal 2014 and Fourth Quarter of Fiscal 2013. Part of the Fiscal 2014 year has seen some industry changes that negatively impacted the Education sector, which was felt by all schools in the British Columbia. Firstly, Canadian Immigration and Visa office workers held a strike, which affected and delayed processing of student visas. Secondly, the Canadian Education Industry is going through regulatory changes by merging and creating new regulatory bodies, which has resulted in much uncertainty for education institutions. In addition, with the elimination of Post Graduate Work Permits for private schools, many overseas agents have chosen to send students to other countries. With the expected regulatory changes finalized early 2015, and the reinstatement of Post Graduate Work Permit, fiscal 2015 should see results normalizing and improving.

Finally, CIBT's revenue and net income also declined compared the same period in the previous year, due to the phasing out of massive training programs, reflecting a strategic change in the Company's business model, and the closing down of two ESL centres following the sale of KGIC. CIBT's operation is gradually being replaced by Global Education Alliance, which has seen tremendous growth, and CIBT International English was created in replacement of the two closed ESL centres.

If the development fees in the Third and Fourth Quarter of Fiscal 2014, and the gain from the sale of KGIC of $7,030,395 in the First Quarter of Fiscal 2014, were excluded from net income, then the earnings (loss) figure would be more comparable to the other quarters in the current and previous fiscal year. This is in line with historical results, as the seasonal nature of the business leads to quarterly fluctuations of earnings.

The following reconciles the net income (loss) to EBITDA (non-IFRS):

	Quarter Ended August 31, 2014	Quarter Ended August 31, 2013
Income (loss) – Continuing operations	($1,113,924)	($610,290)
Add: interest on long-term debt	$50,534	$44,156
Add: income tax (recovery) provision	($510,926)	($558,941)
Add: depreciation and amortization	$313,356	$351,785
EBITDA [non-IFRS] – Continuing operations	($1,260,960)	($773,290)

The Company generated an EBITDA of ($1,260,960) in the Fourth Quarter of Fiscal 2014 from continuing operations compared to an EBITDA of ($773,290) in the Fourth Quarter of Fiscal 2013, due to a decline in revenue in the quarter, as well as the write down adjustments for the development fees. The considerable costs incurred in structuring the two GEC student residence projects have been expensed in fiscal 2014, but the total development fee revenue generated from structuring these two projects has not yet been recognized creating a present loss but future gain scenario. Because the entire $459,856 GEC related expenses were recorded in Fiscal 2014, while development fee revenue has yet to be recognized, EBITDA generated by the Company was $1,024,168 less than it should be if the development fee revenue and expenses were realized in the same period.

Selected Annual Information

The following table details selected annual information for the years ended August 31, 2014, August 31, 2013, and August 31, 2012.

Selected Financial Information	12 Months Ended August 31, 2014	12 Months Ended August 31, 2013	12 Months Ended August 31, 2012
Total revenues	$30,916,154	$30,747,561	$34,027,476
Educational revenues – CIBT	$2,371,950	$2,773,191	$3,098,086
Educational revenues net of direct costs – CIBT (%)	44.60%	49.39%	46.03%
Commission revenues – GEA	$843,022	$667,669	$0
Commission revenues net of direct costs – GEA (%)	51.64%	71.09%	0.00%
Educational revenues – SSDC	$25,218,361	$26,312,774	$29,109,427
Educational revenues net of direct costs – SSDC (%)	61.07%	58.80%	60.95%
Design and advertising revenues – IRIX	$860,989	$993,927	$1,819,963
Design and advertising revenues net of direct costs – IRIX (%)	79.70%	74.52%	46.98%
Development fees – Corporate	$1,621,832	$0	$0
Development fees net of direct costs – Corporate (%)	71.66%	0.00%	0.00%
General and administrative expenses	$19,729,134	$19,963,023	$20,549,424
Share-based payment expense	$15,992	$81,527	$178,564
Foreign exchange gain (loss)	$98,720	$97,914	$5,874
Income tax recovery (provision) – net	$503,978	$1,216,267	($19,868)
Income (loss) – Continuing operations	($1,717,434)	($1,904,630)	($2,092,259)
Income (loss) – Discontinued operations	$7,030,395	$319,540	$1,278,371
Net income (loss)	$5,312,961	($1,585,090)	($813,888)
Income (loss) per share	$0.08	($0.02)	($0.01)
Total assets	$41,696,200	$42,538,621	$44,751,761
Long-term liabilities	$508,764	$480,483	$606,976

OVERALL PERFORMANCE

The table below describes the financial performance of each main business unit (continuing operations) of the Company for the quarter ended August 31, 2014 compared to the quarter ended August 31, 2013:

Selected Financial Information - Three Months Ended	Quarter Ended August 31, 2014	Quarter Ended August 31, 2013	Absolute Change	Percentage Change
Total revenues	$5,517,622	$9,105,216	($3,587,594)	-39.40%
Total revenues net of direct costs – Overall (%)	62.59%	60.75%	1.84%	3.03%
Educational revenues – CIBT	$300,237	$632,195	($331,958)	-52.51%
Educational revenues net of direct costs – CIBT (%)	52.46%	50.17%	2.28%	4.55%
Educational revenues – SSDC	$6,073,395	$8,457,431	($2,384,036)	-28.19%
Educational revenues net of direct costs – SSDC (%)	59.28%	59.00%	0.28%	0.48%
Design and advertising revenues – IRIX	$25,068	($74,847)	$99,915	-133.49%
Design and advertising revenues net of direct costs – IRIX (%)	858.46%	-248.75%	1107.21%	-445.11%
Commissions and referral fees – GEA	$143,090	$90,437	$52,653	58.22%
Commissions and referral fees net of direct costs – GEA (%)	137.11%	42.42%	94.69%	223.23%
Development fees – Corporate	($1,024,168)	$0	($1,024,168)	100.00%
Development fees net of direct costs – Corporate (%)	69.90%	0.00%	69.90%	100.00%
General and administrative expenses	$4,684,076	$6,435,201	($1,751,125)	-27.21%
Income (loss) – Continuing operations	($1,113,924)	($610,290)	($503,634)	82.52%
Income (loss) – Discontinued operations	$561,462	$278,864	$282,598	101.34%
Net income (loss)	($552,462)	($331,426)	($221,036)	66.69%
EBITDA [non-IFRS] – Continuing operations	($1,260,960)	($773,290)	($487,670)	63.06%

The table below describes the financial performance of each main business unit (continuing operations) of the Company for the year ended August 31, 2014 compared to the year ended August 31, 2013:

Selected Financial Information - Twelve Months Ended	Year Ended August 31, 2014	Year Ended August 31, 2013	Absolute Change	Percentage Change
Total revenues	$30,916,154	$30,747,561	$168,593	0.55%
Total revenues net of direct costs – Overall (%)	60.62%	58.73%	1.89%	3.22%
Educational revenues – CIBT	$2,371,950	$2,773,191	($401,241)	-14.47%
Educational revenues net of direct costs – CIBT (%)	44.60%	49.39%	-4.79%	-9.70%
Educational revenues – SSDC	$25,218,361	$26,312,774	($1,094,413)	-4.16%
Educational revenues net of direct costs – SSDC (%)	61.07%	58.80%	2.26%	3.85%
Design and advertising revenues – IRIX	$860,989	$993,927	($132,938)	-13.38%
Design and advertising revenues net of direct costs – IRIX (%)	79.70%	74.52%	5.19%	6.96%
Commissions and referral fees – GEA	$843,022	$667,669	$175,353	26.26%
Commissions and referral fees net of direct costs – GEA (%)	51.64%	71.09%	-19.45%	-27.36%
Development fees – Corporate	$1,621,832	$0	$1,621,832	100.00%
Development fees net of direct costs – Corporate (%)	71.66%	0.00%	71.66%	100.00%
General and administrative expenses	$19,729,134	$19,963,023	($233,889)	-1.17%
Income (loss) – Continuing operations	($1,717,434)	($1,904,630)	$187,196	-9.83%
Income (loss) – Discontinued operations	$7,030,395	$319,540	$6,710,855	2100.16%
Net income (loss)	$5,312,961	($1,585,090)	$6,898,051	-435.18%
EBITDA [non-IFRS] – Continuing operations	($1,001,443)	($1,850,077)	$848,634	-45.87%

SSDC's overall revenue decreased by 28.19% in the Fourth Quarter of Fiscal 2014 compared to the same period last year, a result of loss of government projects and international revenue (due to visa immigration office workers strike and uncertain regulatory changes). SSDC annual revenue stayed stable with a 4.16% decline. SSDC's Domestic revenue has increased, which reflects the strengths of some of the School's core curriculums, such as Practical Nursing. Acsenda School of Management under Sprott Shaw, since rebranding and restructuring, has seen revenue increased by 32%. ASM has renewed approval from the Minister of Advanced Education for the BBA Degree for another 5 years, and is to be featured in the Profiles of Excellence, in the Vancouver Courier Paper. This reflects management's continued efforts to boost the School's standing and strengthen its BBA programs.

CIBT saw a 52.51% decrease in revenue for the Fourth Quarter of Fiscal 2014 compared to the same period in the previous year, and annual revenue saw a 14.47% decline year over year. CIBT's operation is gradually being replaced by Global Education Alliance, which has seen a 58.22% increase quarter over quarter, and 26.26% year over year growth, as a result of focusing its efforts in developing new academic partnerships as well as expanding the overseas agents' network.

During Fiscal 2014, IRIX's revenue declined by 13.38%, from Fiscal 2013.

RESULTS OF OPERATIONS

Selected Financial Information	3 Months Ended August 31, 2014	3 Months Ended August 31, 2013	12 Months Ended August 31, 2014	12 Months Ended August 31, 2013
Total revenues	$5,517,622	$9,105,216	$30,916,154	$30,747,561
Educational revenues – CIBT	$300,237	$632,195	$2,371,950	$2,773,191
Educational revenues net of direct costs – CIBT (%)	52.46%	50.17%	44.60%	49.39%
Commission revenues – GEA	$143,090	$90,437	$843,022	$667,669
Commission revenues net of direct costs – GEA (%)	137.11%	42.42%	51.64%	71.09%
Educational revenues – SSDC	$6,073,395	$8,457,431	$25,218,361	$26,312,774
Educational revenues net of direct costs – SSDC (%)	59.28%	59.00%	61.07%	58.80%
Design and advertising revenues – IRIX	$25,068	($74,847)	$860,989	$993,927
Design and advertising revenues net of direct costs – IRIX (%)	858.46%	-248.75%	79.70%	74.52%
Development fees – Corporate	($1,024,168)	$0	$1,621,832	$0
Development fees net of direct costs – Corporate (%)	69.90%	0.00%	71.66%	0.00%
General and administrative expenses	$4,684,076	$6,435,201	$19,729,134	$19,963,023
Share-based payment expense	$4,098	$7,001	$15,992	$81,527
Foreign exchange gain (loss)	$10,889	$19,372	$98,720	$97,914
Income tax recovery (provision) – net	$510,926	$558,941	$503,978	$1,216,267
Income (loss) – Continuing operations	($1,113,924)	($610,290)	($1,717,434)	($1,904,630)
Income (loss) – Discontinued operations	$561,462	$278,864	$7,030,395	$319,540
Net income (loss)	($552,462)	($331,426)	$5,312,961	($1,585,090)
Income (loss) per share	($0.01)	($0.01)	$0.08	($0.02)
Total assets	$41,696,200	$42,538,621	$41,696,200	$42,538,621
Long-term liabilities	$508,764	$480,483	$508,764	$480,483

Despite the decline in revenue in the Fourth Quarter of Fiscal 2014 compared to the same quarter in the previous year, the overall results of revenue and of the continuing operations are consistent for Fiscal 2014 and Fiscal 2013, with a 0.55% increase.

With the development fee and gain from sale of KGIC, net income has grown from (-$1,585,090) to $5,312,961, a 435.18% increase. Total assets have decreased by $842,421, mainly due to the sale of subsidiary, KGIC. In Fiscal 2014, the Company structured two GEC projects.

The following reconciles the net income (loss) to EBITDA (non-IFRS):

	Year Ended August 31, 2014	Year Ended August 31, 2013
Income (loss) – Continuing operations	($1,717,434)	($1,904,630)
Add: interest on long-term debt	$118,438	$106,839
Add: income tax (recovery) provision	($503,978)	($1,216,267)
Add: depreciation and amortization	$1,101,531	$1,163,981
EBITDA [non-IFRS] – Continuing operations	($1,001,443)	($1,850,077)

Net income for continuing operations has improved by 9.82% from Fiscal 2013 to Fiscal 2014, as a result of development fees revenue the Company has earned for structuring two GEC Student Residence projects. EBITDA for Fiscal 2014 has improved by 45.87% compare to Fiscal 2013.

Sprott Shaw:

The following reconciles the net income (loss) to EBITDA (non-IFRS):

	12 Months Ended August 31, 2014	12 Months Ended August 31, 2013
Net income (loss) before inter-corporate charges	$771,660	$693,938
Add: interest on long-term debt	$91,171	$105,004
Add: income tax provision (recovery)	($611,050)	$463,581
Add: depreciation and amortization	$824,368	$824,896
EBITDA [non-IFRS]	$1,076,149	$1,623,838

SSDC's revenue for the year ended August 31, 2014 decreased by 4.16%, and net income decreased by 11.2%, compared to the same period in the prior year. Domestic income increased due to the completion of the Practical Nursing program curriculum update and the closing down of unprofitable campuses in outlying regions. International Department revenue declined slightly due to the regulatory changes and strike at the visa immigration office, which has since reversed back to normal in Fiscal 2015.

SSDC is one of the largest education providers for Practical Nurses in Canada with the highest passing rate in 2012, and has the most campuses in British Columbia. SSDC has obtained initial approval for the new curriculum. With decreased competition due to regulatory re-certification and the closure of some competitors' Practical Nursing programs, the Company is expecting to see high future growth coming from this program. By reducing the number of SSDC campuses in remote areas, and adding a new location in Richmond, profitability and enrolment have also improved. International department of SSDC has experienced continued higher growth as the demand for studying in North America is strong from emerging overseas markets.

SSDC has undertaken a number of consolidation efforts to decrease its operating costs and improve its operational efficiency. These re-organization measures have included termination of redundant infrastructure, merging of certain campus locations, reduction of campus locations in outlying regions, and a combination of administration and accounting functions with other subsidiaries. Savings are expected to continue in the coming quarters as severance pay and lay-off costs are trailing down.

Historically, SSDC provided management and administrative support for the Company's former subsidiary, KGIC. Although KGIC was sold on September 17, 2013, certain infrastructure and human resources support remained in place during the First, Second and Third Quarters of Fiscal 2014 to ensure a smooth transition. Excessive resources were eliminated at the beginning of the Third Quarter of Fiscal 2014, and the financial savings are expected to be reflected in the future quarters of Fiscal 2015. Total transitional costs of $120,000 will be eliminated by August 31, 2014.

CIBT

	12 Months Ended Sunday, August 31, 2014	12 Months Ended Saturday, August 31, 2013
Net income (loss) before inter-corporate charges	($446,545)	$1,005,807
Add: income tax (recovery) provision	$50,070	$563,771
Add: depreciation and amortization	$243,027	$182,870
EBITDA [non-IFRS]	($153,448)	$1,188,677

Net income for the year declined by 144.40% compared to last year. The decrease is primarily from a reduction in ESL training programs in China after the sale of KGIC. CIBT International English (currently with five learning centers) has been created in Weifang as a replacement and has seen a high number of student enrollments. Since its founding in the Third Quarter of Fiscal 2014, CIBT International English School has already enrolled 203 students. We believe this division will see increasing popularity, as the demand for overseas-backed ESL training facilities with Foreign Native English Speaking Teachers are highly demanded in China. However, it is anticipated that GEA, operating as a division of CIBT, will replace the ESL training business in China.

IRIX

The following reconciles the net income (loss) to EBITDA (non-IFRS):

	12 Months Ended August 31, 2014	12 Months Ended August 31, 2013
Net income (loss) before inter-corporate charges	($81,613)	($79,342)
Add: income tax provision (recovery)	($2,211)	$711
Add: depreciation and amortization	$25,702	$28,184
EBITDA [non-IFRS]	($58,122)	($51,158)

Net Income for IRIX for Fiscal 2014 decreased by 3% compare to Fiscal 2013.

GEC

The two GEC projects in total generated development fee revenues of $2,646,000, which was initially recorded in the Third Quarter of Fiscal 2014. However, this revenue was reduced to $1,621,832 in the Fourth Quarter to reflect IFRS revenue recognition criteria. Management believes that remaining amount of the reduction in revenue will be recognized in the coming quarters as the Company receives additional units in GEC LP1. However, costs related to earning this fee in the amount of $459,586 were expensed out in Fiscal 2014. The development fees is a new revenue stream for the Company and is a result of efforts by the Company to plan and organize the building of student centric service apartments for rental to domestic and foreign students studying in the Metro Vancouver region of British Columbia and to provide various services to the students and their families.

General operating expenses remained very stable for the year ended August 31, 2014, increasing only by 1.17% compared to the year ended August 31, 2013.

Total assets have declined compared to the same period last year, due to the sale of KGIC.

LIQUIDITY AND CAPITAL RESOURCES

The Company's operations have been financed primarily through internal cash flow and equity financing in the form of private placements.

The following table compares selected financial condition information as at August 31, 2014 to August 31, 2013:

Selected Financial Condition Information	August 31, 2014	August 31, 2013	Dollar Change	Percentage Change
Cash and cash equivalents	$2,706,229	$3,555,419	($849,190)	-23.88%
Short-term investments	$2,118,333	$0	$2,118,333	100.00%
Accounts receivable	$7,323,999	$6,636,480	$687,519	10.36%
Deferred educational revenue	$9,831,156	$11,179,121	($1,347,965)	-12.06%
Finance lease	$666,723	$622,974	$43,749	7.02%
Long-term debt	$450,000	$2,931,495	($2,481,495)	-84.65%
Working capital surplus (deficit)	($3,780,054)	($6,806,317)	$3,026,263	44.46%
Shareholders' equity	$18,394,123	$13,505,439	$4,888,684	36.20%

Cash and cash equivalents have decreased by 23.88% and long-term debt has decreased by 84.65% as of August 31, 2014. The proceeds from the KGIC sale have been used to pay off most of the Company's long-term debt and increase its cash position. Cash was used subsequently as deposits to secure and acquire ownership in the GEC projects, as well as into short term investments.

Accounts receivable increased by 10.36% due to (1) receivables relating to the development fees the Company earned on its student housing development projects and (2) receivables relating to increased revenues from SSDC's operations.

Deferred revenues decreased 12.06% which is in line with historical seasonal results since the revenues are being earned out towards the end of the academic year.

The Company's working capital has also significantly improved by 44.46% primarily due to the current portion of the long-term debt being paid off and increased cash position (or short-term investments).

The following tables summarize the obligations of the Company's financial liabilities and operating commitments as at August 31, 2014 and August 31, 2013:

August 31, 2014	Not later than 1 year	Later than 1 year and not later than 5 years	Later than 5 years	Total
Accounts payable and accrued liabilities	$ 3,119,796	$ -	$ -	$ 3,119,796
Provisions	38,000	-	-	38,000
Income taxes payable	155,491	-	-	155,491
Finance leases (including interest charges)	199,022	560,044	-	759,067
Long-term debt (including interest charges)	459,390	-	-	459,390
	$ 3,971,699	$ 560,044	$ -	$ 4,531,744

Liquidity risk

The Company is exposed to liquidity risk: the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due in the normal course of business. The Company manages its liquidity risk by monitoring its operating requirements. As at August 31, 2014, the Company had $2,706,229 (August 31, 2013 – $3,555,419) of cash and cash equivalents, and $2,118,333 in short term investments. In addition, the Company has an un-utilized demand operating credit facility of $1,500,000. The Company could look to capital financing which it has successfully raised in the past to react on any viable investment opportunity, but there is no assurance that such financing would be available on favorable terms or at all. Management prepares budgets and cash forecasts to ensure that the Company has sufficient funds to fulfill its financial obligations. The Company is currently in a working capital surplus position, and has sufficient funds for the foreseeable future.

CAPITAL OUTFLOW RESTRICTIONS IN CHINA

Capital control exists in the People's Republic of China. China still has many restrictions on the movement of money in and out of the country for anything except payments associated with exports and imports. At present, a company can repatriate up to 90 percent of profits from their China-based operations. A portion (at least 10 percent for Wholly Owned Foreign Entities), must be placed in a reserve account.

As of August 31, 2014, there was no restricted amount in reserve. This reserve is capped at 50 percent of a company's registered capital. To distribute the remainder, a company must obtain a board resolution authorizing distribution and file an application with China's State Administration of Taxation ("**SAT**") that includes an annual audit, tax receipts and other documents as required. SAT will then issue a Foreign Enterprise Income Tax Payment Certificate which will enable the bank to exchange Chinese RMB into the desired currency for remission of funds.

TRANSACTIONS WITH RELATED PARTIES

Significant transactions between the Company and the following related parties:

	August 31, 2014	August 31, 2013
Accounts receivable - Weifang University (1)	$ 3,600,878	$ 3,940,266
Accounts payable - Weifang University (1)	$ 782,854	$ 1,524,539
Due to officers, employees, directors and non-arm's length investors (2)	$ 381,156	$ 224,898
Due from officers, employees, directors and non-arm's length investors (3) (4)	$ 835,000	$ 52,500

1) CIBT has a business venture with Weifang University with a 60% interest in Beihai College. Beihai College is a Chinese Government approved college which has been in operation since 2002. Effective July 1, 2007, the Chinese Government implemented a new cash management policy affecting Beihai College. The tuition fees of Beihai College are required to be directly remitted to the local Chinese Government when tuition fees are received, and the funds are held by the Chinese Government under the account of Weifang. Beihai College can receive funds for its operations from Weifang on an as needed basis up to the amount of the tuition fees collected.

2) As of August 31, 2014, the amount due to officers, employees, directors and non-arm's length investors is comprised of $41,377 (August 31, 2013 – $168,913) due to officers and directors of the Company, $164,779 (August 31, 2013 – $55,985) due to the President of IRIX, and $175,000 (August 31, 2013 – $Nil) due to Investor 2 of the GEC Project 2 development. The $41,377 due to officers and directors of the Company is non-interest bearing and has no fixed terms of repayment. The $164,779 due to the President of IRIX is non-interest bearing and has no fixed terms of repayment. The $175,000 due to Investor 2 is non-interest bearing and has no fixed terms of repayment. On May 31, 2013, the Company received US$100,000 from a director of the Company as a loan, bearing interest at 7% per annum (with an additional maximum $20,000 bonus payable subject to appreciation of the Company's shares) and due on June 1, 2014. On June 1, 2014, the US$100,000 loan was repaid in full and the US$20,000 bonus was paid to the director. All interest owing on the loan has been paid to the director during the term of the loan. Transactions with related party 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. Such amounts are included as part of the cash flows from operating activities in the Consolidated Statements of Cash Flow.

3) As at August 31, 2014, $Nil (August 31, 2013 – $52,500) was due from a director of the Company. The balance was being repaid by the director through quarterly instalments of $2,500 per quarter with a lump sum payment made on August 25, 2014 to reduce the balance to $Nil.

4) As at August 31, 2014, $835,000 (August 31, 2013 – $Nil) was due from Investor 2 in the GEC Project 2 development. Amounts due are non-interest bearing with no set terms of payment and will be repaid through additional funding of GEC Project 2 LP by Investor 2.

The remuneration of directors and other members of key management personnel are as follows:

	Year Ended August 31, 2014	Year Ended August 31, 2013
Management fees and salaries	$ 830,842	$ 1,073,077
Share-based payments	10,465	34,358
	$ 841,307	$ 1,107,435

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"), and the Company's significant accounting policies are disclosed in Note 2 of the consolidated financial statements for the year ended August 31, 2014. The following accounting policies are of particular importance in the presentation of the Company's financial position, financial performance and cash flows, and which require the application of significant judgment and estimates by management.

Revenue recognition

The Company recognizes revenue when the amount of revenue can be reliably measured, if it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. Revenue is measured at the fair value of the consideration received or receivable. The primary sources of the Company's revenues are as follows:

(a) Educational programs and services
The educational programs and services consist of tuition fee (net of discounts) on course offerings by CIBT and SSDC. Tuition is paid in advance and is initially recorded as deferred revenue. Tuition revenue for educational programs and services is recognized proportionately as the instructions are delivered, and is reported net of scholarships, business taxes and related surcharges, and tuition refunds. Students are entitled to a short term course trial period which commences on the date the course begins. Partial tuition refunds are provided to students if they decide within the trial period that they no longer want to take the course. After the trial period, if a student withdraws from a class, no refunds will be provided and any collected but unearned portion of the fee is recognized at that time.

(b) Revenue sharing arrangement with education service providers
One of the Company's subsidiaries, CIBT, has entered into numerous educational delivery agreements with various educational service providers whereby a portion of the tuition fees, net of discounts, are paid to these educational service providers for the provision of facilities and/or teaching staff. For the majority of these revenue sharing arrangements, CIBT is considered the primary obligor and accordingly records the tuition fee revenues on a gross basis and the portion paid to the educational service providers is included in direct educational costs.

(c) Design and advertising
IRIX recognizes revenue for services provided using the percentage-of-completion method when the contract revenues, contract costs to complete and the stage of contract completion at the end of the reporting period can be measured reliably and when the contract costs can be identified and measured reliably so that actual contract costs incurred can be compared with prior estimates, and the economic benefits associated with the transaction will flow to IRIX.

(d) Commissions and referral fees
CIBT has agreements with various private schools in North America to recruit students from overseas (primarily in China) for the primary and secondary private school sector in North America. CIBT is paid commissions and referral fees by the private schools for recruiting students that are accepted into and start the school's programs in North America. Commissions and referral fees are paid to CIBT only when the student can no longer obtain a refund on tuition fees paid to the private school. Commissions and referral fees are recognized as revenue by CIBT when the student commences study and has passed the full refund policy of the private school.

Intangible assets

The Company's finite life and indefinite life intangible assets are recorded at their cost which, for intangible assets acquired in business combinations, represents the acquisition date fair value.

Indefinite life intangible assets include accreditations and registrations, brand and trade names, and Chinese university partnership contracts. The Company considers such assets to represent an ongoing benefit to the Company through an indefinite period of control of such assets and expected usage. Such intangible assets are not subject to amortization and are tested for impairment annually or where an indication of impairment exists as described under "Impairment of intangible assets and property and equipment" below.

Finite life intangible assets, which include agreements and contracts, curriculum, foreign cooperative agreements, and agency fees are carried at cost less accumulated amortization and impairment losses. The Company capitalizes direct costs incurred in developing programs and curriculums for new courses as intangible assets with finite life. These costs are amortized to direct educational cost on a straight-line basis over the expected life of the course (ranging from three months to 48 months) upon commencement of the new courses. Costs relating to the ongoing development and maintenance of existing courses are expensed as incurred. For language programs in SSDC, the Company engages a network of agents in foreign countries, who recruit and/or provide ongoing services to international students to attend the Company's programs in Canada. Agency fees attributable to each student, are deferred as intangible assets and recognized proportionately over the instruction period for the student to match with the tuition fee revenues which are within a year.

Amortization is calculated over periods ranging from less than one year to fifteen years on a straight-line basis, being their estimated useful lives. The expected useful lives of assets are reviewed on an annual basis and, if necessary, changes in useful lives are accounted for prospectively. Finite life intangible assets are tested for impairment whenever events or changes in circumstances indicate the carry value may not be recoverable as described under "Impairment of intangible assets and property and equipment" below.

Impairment of intangible assets and property and equipment

The carrying amount of property and equipment and intangible assets with a finite life are reviewed each reporting period to determine whether events or changes in circumstances indicate that their carrying amounts may not be recoverable. Intangible assets with an infinite life are reviewed and tested on an annual basis or whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows (cash-generating units). The recoverable amount is the higher of an asset's fair value less costs of disposal or its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Foreign currency

Functional currency is the currency of the primary economic environment in which an entity operates. These consolidated financial statements are presented in Canadian dollars.

In preparing the financial statements of each individual subsidiary, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the dates those fair values are determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations are translated into Canadian dollars using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity (attributed to non-controlling interests as appropriate).

Share-based payments

The Company grants stock options to certain directors and employees to acquire shares in the common stock of the Company in accordance with the terms of the Company's stock option plan. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in equity. The fair value is measured for each tranche at grant date and is recognized on a graded-vesting basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted and management's estimate of forfeitures and expected volatility based on historical volatility. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that vest.

Income taxes

Income tax expense represents current tax and deferred tax. The Company records current tax based on the taxable profits for the period which is calculated using tax rates that have been enacted or substantively enacted by the reporting date. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Deferred income taxes are accounted for using the liability method. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the financial reporting and tax basis of assets and liabilities, and measured using the substantively enacted tax rates and laws in effect when the differences are expected to reverse. The effect of a change in tax rates or tax legislation is recognized in the period of substantive enactment. Deferred tax assets, such as unused tax losses, income tax reductions, and certain items that have a tax basis but cannot be identified with an asset or liability on the statement of financial position, are recognized to the extent it is probable that taxable profit will be available against which the asset can be utilized.

ACCOUNTING STANDARDS DEVELOPMENT

New standards not yet adopted

Standards issued but not yet effective up to the date of issuance of the Company's consolidated financial statements are listed below. This listing is of standards and interpretations issued that the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become effective.

In the annual period beginning September 1, 2014, the Company will be required to adopt IAS 32, *Financial Instruments: Presentation* ("IAS 32") which was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014.Earlier adoption is permitted. Management does not expect the adoption of this standard during the first quarter of fiscal 2015 to have a significant impact on the consolidated financial statements of the Company.

In the annual period beginning September 1, 2018, the Company will be required to adopt IFRS 9, *Financial Instruments*, which is the result of the IASB's project to replace IAS 39, *Financial Instruments: Recognition and Measurement*. The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. Management is evaluating any potential impact of the standard.

In May 2013, the IASB issued an amendment to IAS 36, *Impairment of Assets* ("IAS 36"). The amendment reduces the circumstances in which the recoverable amount of assets or cash-generating units are required to be disclosed, clarifies the disclosures required, and introduces an explicit requirement to disclose the discount rate used in determining impairment. The amendments to IAS 36 are effective for annual periods beginning on or after January 1, 2014. Management does not expect the adoption of this standard during the first quarter of fiscal 2015 to have a significant impact on the consolidated financial statements of the Company.

On May 12, 2014, the IASB issued amendments to IAS 38, *Intangible Assets* ("IAS 38"). The amendments in IAS 38 introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate. This presumption could be overcome only when revenue and consumption of the economic benefits of the intangible asset are highly correlated or when the intangible asset is expressed as a measure of revenue. The Company intends to adopt the amendments to IAS 38 in its consolidated financial statements for the annual period beginning on September 1, 2016. Management is currently evaluating the impact that this standard will have on the consolidated financial statements.

On May 28, 2014, the IASB issued IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15"). This standard sets out the requirements for recognizing revenue that apply to all contracts with customers (except for contracts that are within the scope of the Standards on leases, insurance contracts and financial instruments). IFRS 15 replaces the previous revenue standards: IAS 18, Revenue and IAS 11, Construction Contracts, and the related interpretations on revenue recognition: IFRIC 13, Customer Loyalty Programs, IFRIC 25, Agreements for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers and SIC 31 Revenue – Barter Transactions Involving Advertising Services. This standard is effective from January 1, 2017. Earlier application is permitted. Management is currently evaluating the impact that this standard will have on the consolidated financial statements.

IFRIC 21 clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the Interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. IFRIC 21 is effective for annual periods beginning on or before January 1, 2014, with early adoption permitted. The adoption of IFRIC 21 may have an impact on the Company's accounting for production and similar taxes, which do not meet the definition of an income tax in IAS 12. The Company is evaluating any potential impact of this standard.

FINANCIAL INSTRUMENTS

<u>Measurement - initial recognition</u>

On initial recognition, all financial assets and liabilities are recorded at fair value, net of attributable transaction costs, except for financial assets and liabilities classified as at fair value through profit or loss ("FVTPL"). The directly attributable transaction costs of financial assets and liabilities classified as at FVTPL are expensed in the period in which they are incurred.

<u>Classification and measurement - subsequent to initial recognition</u>

Subsequent measurement of financial assets and liabilities depends on the classifications of such assets and liabilities as follows:

Financial assets classified as at FVTPL are measured at fair value with changes in fair values recognized in net earnings. They are classified as such when: (i) they are acquired or incurred principally for short-term profit taking and/or meet the definition of a derivative; or (ii) they meet the criteria for being designated as FVTPL and have been designated as such on initial recognition.

A financial asset is classified as available-for-sale when: (i) it is not classified as a loan and receivable or as at FVTPL; or (ii) it is designated as available-for-sale on initial recognition. The Company does not have any financial assets classified as available for sale. Changes in fair value that remain unrealized for available-for-sale financial instruments are recorded in other comprehensive income until realized or determined to be impaired at which time the gain, loss or impairment is recognized in net income (loss) for the period.

Financial assets classified as loans and receivables and other financial liabilities are measured at amortized cost using the effective interest method. The effective interest method calculates the amortized cost of a financial asset or financial liability and allocates the effective interest income or interest expense over the term of the financial asset or liability, respectively. The interest rate is the rate that exactly discounts estimated future cash receipts or payments throughout the term of the financial instrument to the net carrying amount.

The following is a summary of the categories of financial instruments included in the Company's consolidated statement of financial position as well as their designation by the Company:

Balance sheet item	Classification	Measurement basis
Cash and cash equivalents	Loans and receivables	Amortized cost
Restricted cash	Loans and receivables	Amortized cost
Short-term investments	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Refundable deposits	Loans and receivables	Amortized cost
Cash held in trust	Loans and receivables	Amortized cost
Due from related parties	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Other liabilities	Amortized cost
Long-term debt	Other liabilities	Amortized cost
Due to related parties	Other liabilities	Amortized cost

Impairment

The Company assesses at the end of each reporting period whether there is objective evidence that financial assets are impaired. A financial asset is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset that has a negative impact on the estimated future cash flows of the financial asset that can be reliably measured.

OFF-BALANCE SHEET ARRANGEMENTS

There were no off-balance sheet arrangements engaged by the Company or any of its subsidiaries.

SUBSEQUENT EVENTS

On October 14, 2014, a total of 1,900,000 common shares purchased under the Company's normal course issuer bid were cancelled.

On November 5, 2014, Company engaged U.S. investment banking firm INTL FCStone to provide investment banking and financial advisory services to arrange project level and equity financing up to U.S. $100 million.

Related to the Company's Real Estate Development in Note 4 of the accompanying Consolidated Financial Statement for the year ended August 31, 2014, the following activities occurred subsequent to year end:

1. GEC Project 1

Developer 1 of GEC Project 1 did not exercise the option to purchase the GEC Property 1 on or before October 24, 2014. In November 2014, Developer 1 and CIBT Holdings signed a mutual release to terminate the Developer PSA. The Company is currently working on executing agreements with another developer to replace Developer 1, and has identified another real property to replace GEC Property 1 at substantially reduced cost. The replacement property will be secured by releasing to the new developer the refundable deposit of $1,575,000 held by the Company's legal counsel when security in the form of a mortgage is granted in favour of CIBT Holdings. The GEC Project 1 will proceed as planned under the terms and intent of the original PSA with Developer 1; however, a new developer and different real property will be named.

2. GEC Project 2

Developer 2 acquired the final parcel of land for GEC Property 2 on September 15, 2014. GEC Project 2 received re-zoning approval on July 11th 2014 and waiting for development permit to be issued to Developer 2.

DISCLOSURE CONTROLS AND PROCEDURES & INTERNAL CONTROLS OVER FINANCIAL REPORTING

(a) Evaluation of Disclosure Controls and Procedures

The Company carried out, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on their evaluation, the Company's Chief Executive Officer and its Chief Financial Officer concluded that, as of August 31, 2014, and the date of this Management's Discussion & Analysis, the disclosure controls and procedures were effective. Management has concluded that the consolidated financial statements for the year ended August 31, 2014 fairly present, in all material respects, the financial position, financial performance and cash flows for the Company in conformity with IFRS.

(b) Report of Management on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate. With the participation of the Company's Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting as of August 31, 2014, based on the framework and criteria established in Internal Control – Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

A material weakness is a significant deficiency, or combination of significant deficiencies, that result in more than a remote likelihood that a material misstatement of the annual or interim financial statements will occur and not be detected by management before the financial statements are published. Controls can potentially be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control. The design of any system of controls also is based on part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

In its assessment of the effectiveness in internal control over financial reporting as of August 31, 2014, the Company determined that there were control deficiencies that constituted material weaknesses, as described below.

- Management has identified certain material weaknesses that existed in the design or operation of the Company's internal control over financial reporting including ineffective control over the financing reporting of subsidiaries and ineffective controls related to the period-end financial reporting process that impacts management's ability to oversee the preparation of the consolidated financial statements.

Due to these material weaknesses, management concluded that our internal control over financial reporting was not effective as of August 31, 2014.

(c) Remediation Plan for Material Weaknesses in Internal Control over Financial Reporting

The Company is in the process of developing and implementing a remediation plan to address the material weaknesses as described above. The Company has taken the following actions to improve internal controls over financial reporting:

- During the year ended August 31, 2015, we will enhance our risk assessment, internal control design and documentation; and

- Develop and implement other procedures in the internal control function.

In light of the aforementioned material weaknesses, management conducted a thorough review of all significant or non-routine adjustments for the year ended August 31, 2014. As a result of this review, management believes that there are no material inaccuracies or omissions of material fact and, to the best its knowledge, believes that the consolidated financial statements for the year ended August 31, 2014 fairly present in all material respects and financial position and results of operations for the Company in conformity with IFRS.

The Company has allocated additional resources, consultants, and management effort which are expected to improve its internal controls over financial reporting. The Company plans to continue to invest in improving its internal controls over financial reporting over the next fiscal year.

CIBT EDUCATION GROUP INC.
SCHEDULE OF SHARE CAPITAL
AS AT NOVEMBER 30, 2014

Authorized share capital consists of 150,000,000 common shares without par value.

	Number	Value
Issued and outstanding		
Balance at August 31, 2010	69,226,011	$ 47,709,836
- for private placement at $0.30 per share	2,723,333	817,000
- fees and commissions for private placement	-	(10,050)
- fair value of warrants for private placement	-	(330,000)
- fair value of agent's warrants for private placement	-	(4,020)
Balance at August 31, 2011	71,949,344	48,182,766
Balance at August 31, 2012	71,949,344	48,182,766
- treasury share cancellations	(6,015,224)	-
Balance at August 31, 2013	65,934,120	48,182,766
- treasury share cancellations	(865,600)	-
- for stock option exercise at $0.24 per share	1,500	525
- for share purchase warrant exercise at $0.35 per share	1,386,833	653,402
Balance at August 31, 2014 and November 30, 2014	66,456,853	$ 48,836,693

Escrow shares
No escrow shares were issued and outstanding as at November 30, 2014.

Stock options
Details of options outstanding as at November 30, 2014 are as follows:

Number of Options	Exercise Price	Expiry Date	Remaining Contractual Life
1,265,000	$0.42	March 1, 2016	1.26 years
2,144,000	$0.24	January 6, 2017	2.11 years
30,000	$0.37	July 10, 2019	4.61 years
3,439,000			

As at November 30, 2014, a total of 2,627,125 stock options were exercisable with a weighted average exercise price of $0.31 per share

Share purchase warrants
No share purchase warrants were outstanding as at November 30, 2014.

RISKS RELATED TO THE COMPANY'S BUSINESS

The Company's business, financial condition, operating results and prospects are subject to a number of risks and uncertainties which include but are not limited to the following:

- history of losses from operations
- need for additional capital to expand operations
- dependence on key personnel, the Company's facility providers and educational service providers in China
- risks involving the Chinese legal system, tax system, and foreign currency limitation
- ability to compete effectively with competitors that have greater financial, marketing and other resources
- the Company's reliance upon third parties
- ability to manage planned growth and integrate new business opportunities into existing operations
- risks related to government regulations and obtaining required approvals
- the possibility that personal information that the Company collects may be vulnerable to breach, theft or loss, which could subject the Company to liability or adversely affect its reputation and operations

A more detailed description of the above risks and uncertainties, and others, can be found under the heading "Risk Factors" in the Company's annual information form for Fiscal 2014 filed on SEDAR at www.sedar.com.