



MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED APRIL 30, 2014

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in this Management Discussion & Analysis ("MD&A") constitute forward-looking statements, which reflect, among other things, management's expectations regarding the Company and the Company's business. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or event to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those 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 statements are current only as of the date of the MD&A. The Company disclaims any obligation to publicly update or revise such statements to reflect any change in expectations, events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those in the forward looking statements, except as required by National Instrument 51-102.

In particular, this MD&A contains forward-looking statements pertaining to the following:

- Establishment and expansion of business segments
- Capital and general expenditures;
- Projections of market prices and costs;
- Expectations regarding the ability to raise capital; and
- Treatment under governmental regulatory regimes.

Actual results could differ materially from those anticipated in this MD&A as a result of the risk factors set forth below and elsewhere in the MD&A;

- Liabilities inherent in our operations;
- Uncertainties associated with estimated market demand and sector activity levels;
- Competition for, among other things, capital, acquisitions and skilled personnel;
- Fluctuations in foreign exchange or interest rates and stock market volatility; and
- The other factors discussed under "Risk Factors".

These factors should not be construed as exhaustive.

NON-IFRS MEASURES

Parkit Enterprise Inc. ("Parkit" or the "Company") uses the following non-IFRS measure, earnings before interest, tax, depreciation, and amortization ("EBITDA"), within this MD&A. EBITDA is a non-IFRS measure commonly used as a measurement tool in Canadian businesses. For the purposes of this MD&A, EBITDA is calculated as earnings determined under IFRS less amounts included for interest, taxes, depreciation and amortization included in the IFRS financial statements.

PARKIT ENTERPRISE INC.

Management's Discussion & Analysis – Period Ended April 30, 2014

NOTE TO READER

This MD&A was prepared as of June 20, 2014 and includes information and expectations about Parkit Enterprise Inc. ("Parkit" or the "Company") and outlook, based on currently available information. The MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the quarter ended April 30, 2014 as well as the audited financial statements for the year ended October 31, 2013.

BUSINESS STRATEGY & OVERVIEW

Parkit is a listed private equity real estate company. Parkit's business activities focus on the acquisition and aggregation of US income-producing parking facilities. The Company has created a parking acquisition fund (the "Fund") through which it will partner with other money partners and institutional capital. The Fund will have a focused strategy of acquiring off-market parking real estate over the coming five years. As general partner and portfolio manager, Parkit will earn management fees and equity upside across the portfolio. The investment strategy combines income-stability with value-add, equity-upside for shareholders and limited partners.

In conjunction with this strategy, Parkit has identified seven assets totaling \$84 million for its first close portfolio. These assets are expected to generate strong cash yields and leveraged returns in accordance with the Company's investing criteria.

Parkit is also the lead investor of Canopy, a 4,200 stall, LEED Gold certified parking facility at Denver International Airport. The asset's steady improvement in cash flows (trailing 12 month EBITDA of circa US\$2.6 million) has resulted in a substantial increase in Parkit's assets. Appraisals completed for financing purposes valued Canopy at US\$38.0 million in November, 2013, and US\$44.0 million upon stabilization expected in 2015.

Our strategic partner, Propark America Inc., ("Propark") is the operator of the facility. Senior executives are alongside Parkit as co-general partner in the Fund. Propark manages 425 facilities across 51 cities and 15 states and has a 30 year history of managing and developing parking facilities.

The Company's shares trade on the TSX-Venture Exchange under the symbol PKT.

Please visit the following websites for further information:

Parkit Enterprise Inc.	www.parkitenterprise.com
Canopy Airport Parking	www.canopyairportparking.com
Propark America Inc.	www.propark.com

Additional information related to the Company is available on SEDAR at www.sedar.com.

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RECENT CORPORATE DEVELOPMENTS

Summary:

This quarter, and the subsequent period, management has made significant progress in executing on the business plan. The Company has greatly improved of our balance sheet and financial position. Parkit raised \$3.45 million in equity and contracted to acquire the first asset of the fund. In addition, Parkit retired \$1.7 million of its short-term debt obligations. The performance of our Canopy asset continues to exceed expectations year-over-year and we anticipate cash flow distributions this summer. Further, Parkit signed a strategic alliance with our partner Propark America to join in a focused acquisition strategy to acquire US income producing parking facilities. Lastly, we issued options to management and directors for the first time.

Propark Strategic Alliance:

On March 12, 2014 the Company announced that it had entered into an alliance with Propark to launch the parking acquisition fund (the "Fund"). The alliance leverages the joint experience and working relationship gained in the development, ownership and operation of the world class Canopy facility in Denver, CO. Parkit brings access to capital markets and real estate acquisition fund expertise whilst Propark brings 30 years of experience as a leading nationwide parking operator and owner. Parkit and officers of Propark will manage the acquisition fund as co-general partners. The Fund is soliciting institutional capital for limited partner interests with the intent to acquire, optimize and aggregate a diversified portfolio of income producing parking facilities across the United States. In addition, Propark will provide property level operational expertise.

US\$18.5 million acquisition:

On April 7, 2014, the Company announced that it had contracted to purchase a U.S. off-airport parking facility for a total of US\$18,500,000 through the parking acquisition fund.

Equity financings and Conversions of debt for equity:

On March 21, 2014, the Company closed a first tranche of the equity private placement announced on March 10, 2014. The Company raised an aggregate \$1,329,525 through issuance of 4,431,550 units at a price of \$0.30 per unit which included a half warrant at \$0.45.

On May 5, 2014, the Company closed the second tranche of the equity private placement announced on March 10, 2014. Herein, a further \$1,005,700 for an aggregate of \$2,335,255 was raised.

On June 6, 2014, the Company closed a private placement financing announced on May 30, 2014 by issuing 3,213,892 units (including a half warrant at \$0.60) at a price of \$0.45 per unit for total proceeds of \$1,446,251. The financing was oversubscribed. No finder's fees were paid in connection with the private placement.

Use of proceeds from these private placements was to provide working capital for the Fund and retire short term loan obligations.

On June 18, 2014 Parkit announced that it had retired an aggregate of \$1,728,561 of short term debt and payables. This was comprised of \$921,409 that had been converted to equity by issuing 1,842,818 shares at \$0.50 per share and cash payments of \$807,152. The settlement of short term obligations dramatically improves the balance sheet and will serve to increase cash flow in the coming periods.

Options Grant:

On June 13, 2014 2,695,000 incentive stock options were granted to directors, officers, and consultants of the Company. Each option permits the grantee to acquire one common share of the Company at a price of \$0.50 cents per share and expires five years from the date of the grant.

PARKIT ENTERPRISE INC.**Management's Discussion & Analysis – Period Ended April 30, 2014****RESULT OF OPERATIONS – CONSOLIDATED**

Consolidated results of operations for the three months ended April 30, 2014 and 2013 were as follows:

	April 30, 2014	April 3, 2013
Sales	\$ 2,243,688	\$ 1,814,465
Operating expenses	1,852,522	1,360,810
Net operating income	391,166	453,655
Net loss for the period	(190,367)	(420,226)
Loss attributable to parent	(223,853)	(393,502)
Net loss per share – basic and diluted	(0.01)	(0.03)
Comprehensive loss attributable to parent	\$ (339,086)	\$ (403,732)

Over the three month period, the Company has experienced a 24% increase in sales and over the last two years, has had consistent quarter on quarter growth. For Q2, 2014 revenues were \$2,243,688 compared to \$1,814,465 in the same period last year. These revenues are generated from parking fees and other service charges at Canopy Airport Parking. The parking facility has seen increasing occupancy, subject to taking into account the seasonality of outbound flights at Denver International Airport. The growth can be attributed to ongoing sales and promotional efforts as well as organic growth in occupancy year over year.

For the same period, the Company's EBITDA has decreased to \$391,166 (2013 – \$453,655) as Parkit invests in building out our team and structure to execute on the strategic vision of the Fund.

Net losses for the period ended April 30, 2014 have been reduced significantly to \$190,367 compared with \$420,226 in the same period last year. This is due to the refinancing of the Canopy Asset.

Note: Revenues and expenses at Canopy are in US dollars and translated to Canadian dollars for the financial statements. Thus period to period comparisons are subject to variation in foreign exchange fluctuation. During the period the Company's expenses at the Canopy level were generally higher due to a stronger US dollar as results are translated to Canadian dollars from US dollars. Foreign exchange rates used to translate the operations of Canopy to Canadian dollars were as follows:

USD to CAD	April 30, 2014	April 30, 2013	October 31, 2013	October 31, 2012
Average rate	1.1096	1.0048	1.0194	1.0047
Period end rate	1.0957	1.0145	1.0462	1.0004

PARKIT ENTERPRISE INC.**Management's Discussion & Analysis – Period Ended April 30, 2014****SEGMENTED INFORMATION - FINANCIAL POSITION**

The following is a summary of the assets and liabilities of the company segregated by corporate head office and Canopy operations:

ASSETS AND LIABILITIES AS AT APRIL 30, 2014	Consolidated	Corporate	Canopy
ASSETS			
Current			
Cash	\$ 165,928	\$ 171,265	\$ (5,337)
Restricted cash	550,182	-	550,182
Accounts receivable	161,238	268,402	(107,068)
Prepaid expenses and deposits	777,329	644,986	132,343
Equipment	33,304	33,304	-
Parking lot facility	<u>15,750,697</u>	<u>-</u>	<u>15,750,697</u>
	<u>\$ 17,438,678</u>	<u>\$ 1,117,957</u>	<u>\$ 16,320,817</u>
LIABILITIES			
Current			
Accounts payable and accrued liabilities	\$ 2,123,141	\$ 1,234,209	\$ 888,932
Short-term loans payable	2,044,902	2,044,902	-
Current portion of loans payable	664,099	-	664,099
Convertible debentures	<u>313,484</u>	<u>313,484</u>	<u>-</u>
	5,145,626	3,592,595	1,553,031
Loans payable	<u>15,965,300</u>	<u>-</u>	<u>15,965,300</u>
	<u>\$ 21,110,926</u>	<u>\$ 3,592,595</u>	<u>\$ 17,518,331</u>

ASSETS AND LIABILITIES AS AT OCTOBER 31, 2013	Consolidated	Corporate	Canopy
ASSETS			
Current			
Cash	\$ 268,884	\$ 198,758	\$ 70,126
Restricted cash	1,126,707	-	1,126,707
Accounts receivable	13,250	4,043	9,207
Prepaid expenses and deposits	993,752	790,840	202,912
Equipment	37,054	37,054	-
Parking lot facility	<u>15,572,100</u>	<u>-</u>	<u>15,572,100</u>
	<u>\$ 18,011,747</u>	<u>\$ 1,030,695</u>	<u>\$ 16,981,052</u>
LIABILITIES			
Current			
Accounts payable and accrued liabilities	\$ 1,634,392	\$ 927,468	\$ 706,924
Short-term loans payable	1,956,379	1,956,379	-
Current portion of loans payable	16,467,173	7,574,473	8,892,700
Convertible debentures	<u>457,568</u>	<u>457,568</u>	<u>-</u>
	<u>\$ 20,515,512</u>	<u>\$ 10,915,888</u>	<u>\$ 9,599,624</u>

PARKIT ENTERPRISE INC.

Management's Discussion & Analysis – Period Ended April 30, 2014

SEGMENTED INFORMATION - RESULTS OF OPERATIONS

To further explain the items making up the net loss for the period the Company has prepared separate information for the operations at the corporate head office and Canopy as outlined below.

NET PROFIT/LOSS	April 30, 2014			April 30, 2013		
	Consolidated	Corporate	Canopy	Consolidated	Corporate	Canopy
REVENUES						
Sales	\$ 2,243,688	\$ -	\$ 2,243,688	\$ 1,814,465	\$ -	\$ 1,814,465
OPERATING EXPENSES						
Advertising and promotion	69,563	-	69,563	57,533	-	57,533
Automobile and vehicle	220,399	-	220,399	188,528	-	188,528
Credit card processing and bank charges	66,554	382	66,172	36,954	355	36,599
General and administrative	188,592	20,689	167,903	87,558	12,993	74,565
Insurance	57,799	-	57,799	96,176	2,742	93,434
Management fees	251,880	135,425	116,455	143,387	47,500	95,887
Professional fees	139,068	106,245	32,823	65,050	36,255	28,795
Public Relations	33,617	33,617	-	-	-	-
Rent	157,628	19,490	138,138	104,733	3,180	101,553
Repairs and maintenance	72,906	-	72,906	75,832	-	75,832
Salaries and wages	439,894	-	439,894	368,303	5,572	362,731
Taxes and licenses	140,244	-	140,244	125,825	-	125,825
Travel and entertainment	14,348	12,375	1,973	10,931	1,647	9,284
	1,852,492	335,223	1,517,269	1,360,810	110,244	1,250,566
Net operating income (loss)	391,196	(335,223)	726,419	453,655	(110,244)	563,899
OTHER EXPENSE (INCOME)						
Depreciation	280,932	1,875	279,057	292,829	-	292,829
Foreign exchange	(124)	(124)	-	-	-	-
Gain on settlement of debt	(24,078)	(24,078)	-	-	-	-
Write-off of accounts payable	-	-	-	(17,483)	(17,483)	-
Loan interest and finance fees	324,803	55,368	269,435	598,535	476,225	124,310
	581,533	33,041	548,492	874,881	456,742	417,139
Net loss (income) for the period	\$ (190,337)	\$ (368,264)	\$ 177,927	\$ (420,226)	\$ (568,986)	\$ 146,760

PARKIT ENTERPRISE INC.

Management's Discussion & Analysis – Period Ended April 30, 2014

SEGMENTED INFORMATION - RESULTS OF OPERATIONS (continued)

Corporate:

Significant items contributing to the net loss for the period of \$368,264 (2013 – \$576,986) were as follows:

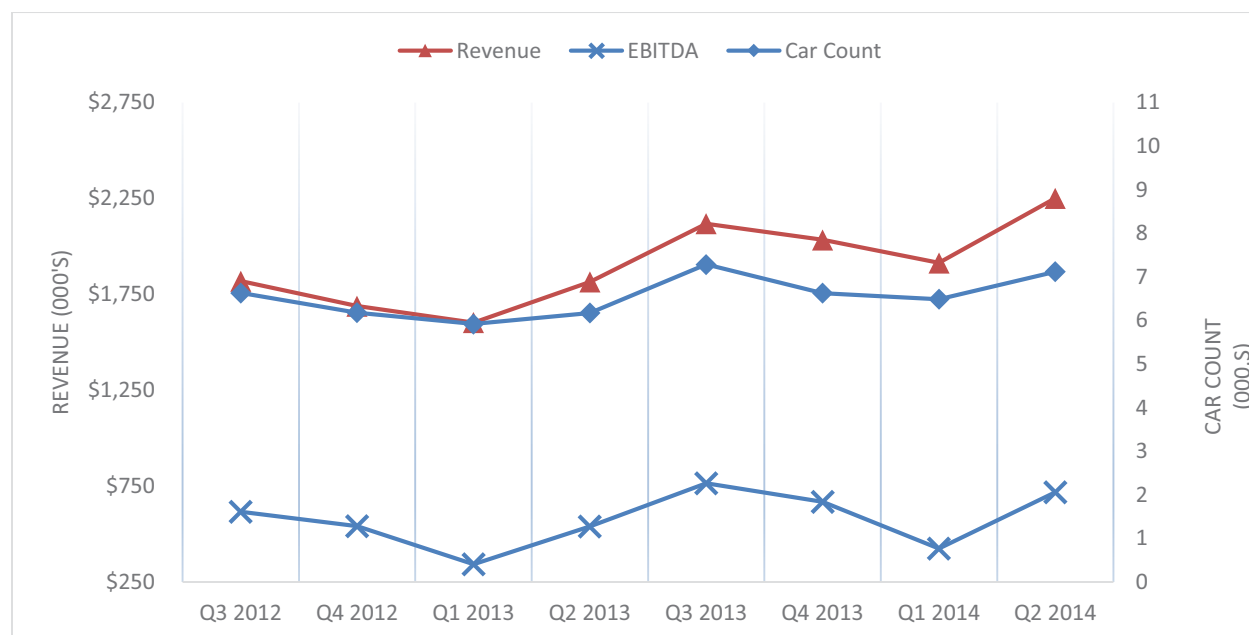
Management and Directors fees are charged at the corporate level in lieu of salary. In Q2 2014, 2 additional managers were hired as the Company continues to build out its team. For the period ended April 30, 2014 management fees increased to \$135,425 (2013 – \$47,500). In addition, two independent directors were added to the board.

The Company continues to incur some professional fees associated with the refinancing of the Canopy asset. This included \$55,000 in accounting and legal fees. Overall professional fees increased to \$106,245 (2013 - \$36,255). The Company also incurred \$26,000 in professional fees for marketing and set up costs for the Parking Acquisition Fund.

Loan interest and financing fees decreased to \$55,368 (2013 – \$475,225). In Q2 2013, the Company accrued interest on a non-revolving credit facility used to finance the Canopy asset. On refinancing, interest expenses were significantly lower, and are now recognised in the Canopy asset.

Canopy:

Canopy growth continues to exceed expectations and budget. Sales increased 24% to \$2,243,688 (2013 – \$1,814,465). These revenues are generated from parking fees and other service charges at Canopy Airport Parking. The parking facility has seen increasing occupancy, subject to taking into account the seasonality of outbound flights at Denver International Airport. The growth can be attributed to ongoing sales and promotional efforts as well as organic growth in occupancy year over year



Significant expenses incurred in the period include:

The Company has increased advertising and promotional spending to generate increased sales revenue. These costs increased \$15,094 to \$87,450 (2013 - \$72,356).

Automobile and vehicle costs are increased by 17% to \$220,399 (2013 - \$188,528). This is resulting from increased sales requiring greater shuttle expense for customer to and from the Airport.

PARKIT ENTERPRISE INC.

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SEGMENTED INFORMATION - RESULTS OF OPERATIONS (continued)

General and administrative increased to \$167,903 (2013 - \$121,125). These costs have increased 39%, due to an increase in utilities (\$16k) and equipment lease and rental costs of \$10k. The remaining increase is due to the increase in operations and revenues in the period.

Credit card processing and bank charges increased to \$66,554 (2013 – \$43,489). This cost is directly resulting from an increase in sales revenue. Credit cards are the primary method of payment for Canopy customers.

Insurance expense have due to rate increases year on year. In Q2 2014. Insurance costs were comprised of general liability insurance, shuttle insurance and property insurance. The costs associated with each increased resulting in an overall insurance cost increase of \$57,799 (2013 -\$46,884).

Management fees increased to \$116,455 (2013 - \$86,929). Management fees are tiered based on the Net Operating Income of Canopy. Management fee increases reflect the better performance of the asset in the period.

Professional fees increased to \$32,823 (2013 – \$28,795). This increase is due to costs incurred to close the refinancing of the Canopy asset.

Rent increased to \$138,138 (2013 - \$101,553). The increase was in accordance with the ground lease agreement in place.

Salaries and wages increased to \$439,894 (2013 - \$362,731). The management company is utilising more staff as a result of increased sales. In particular an additional supervisor has been hired to manage the day to day operations of the asset.

Taxes and licenses increased to \$140,244 (2013 - \$125,825). This balance relates to property taxes, regulatory fees and license fees. The increase was primarily related to increased property tax charges during the period. During the period ended January 31, 2013 a refund was received in relation to a successful property tax appeal which was a one-time event.

Depreciation decrease to \$279,057 (2013 - \$292,829). This decrease is due to capitalized loan closing fees being fully depreciated in the prior year.

Loan interest and financing fees increased to \$269,435 (2013 – \$116,775). The increase is as a result of a greater debt held at the Canopy asset level. The loan to refinance the asset is held by Green Park. Previous loans had been entered into at the corporate level.

PARKIT ENTERPRISE INC.**Management's Discussion & Analysis – Period Ended April 30, 2014****SUMMARY OF QUARTERLY RESULTS – CONSOLIDATED**

The following table sets forth selected financial information of the Company on a consolidated basis for each of the eight most recent financial quarters (in thousands`000`):

Financial	April 30, 2014	January 31, 2014	October 31, 2013	July 31, 2013
Sales	\$ 2,244	\$ 2,032	\$ 2,067	\$ 2,167
Total operating and other expenses	2,434	2,828	3,392	2,935
Comprehensive loss attributable to the parent	339	926	931	629
Net loss for the period	190	753	1,326	768
Per Share – basic and diluted	\$ (0.01)	\$ (0.05)	\$ (0.12)	\$ (0.06)

Financial	April 30, 2013	January 31, 2013	October 31, 2012	July 31, 2012
Sales	\$ 1,814	\$ 1,603	\$ 1,977	\$ 1,819
Total operating and other expenses	2,237	2,071	2,196	2,727
Comprehensive loss attributable to the parent	404	750	144	939
Net loss for the period	420	468	219	908
Per Share – basic and diluted	\$ (0.03)	\$ (0.04)	\$ (0.05)	\$ (0.09)

LIQUIDITY - CONSOLIDATED*Summary:*

Management has executed on its strategy and path for financing and future growth of the Company. The combined effects of the equity raise in Q2 2014 and the subsequent period, as well as with decreased interest payments after the US\$16,500,000 re-financing of Canopy completed November 1, 2013, have provided improved liquidity. Management does not anticipate the need for additional equity raises and is working towards establishing, and securing investment in the Fund

At January 31, 2014, the Company had a working capital deficiency of \$3,490,949 (October 31, 2013 – \$18,112,919) including cash of \$168,928 (October 31, 2013 – \$268,884) and restricted cash of \$550,182 (October 31, 2013 – \$1,126,707). Of the working capital deficiency \$1,115,254 (October 31, 2013 – \$8,190,672) are obligations of Canopy and secured by those cash flows. The Company expects that the deficiency will be addressed gradually over the year as a result of positive cash flow distributions from Canopy and cooperative discussions with lenders.

Management believes that based on its current cash flow projections that the Company will be able to meet its liquidity requirements for the foreseeable future.

Significant activity during the period:

The Company's loan with Wells Fargo Bank totalling \$8,892,700 (US\$8,500,000) matured on October 1, 2013. Wells Fargo worked amicably with the Company in support of its refinancing of Canopy and on November 1, 2013 the Company repaid the loan in full.

PARKIT ENTERPRISE INC.**Management's Discussion & Analysis – Period Ended April 30, 2014****LIQUIDITY – CONSOLIDATED (continued)**

Additionally, the Company's non-revolving term credit facility to Maxam with a balance of \$7,574,473 was repaid in full.

During the period cash was generated in operating activities totalling \$282,762 (2013 - \$77,896) which represented a increase of \$204,866.

In the period, cash was used by financing activities. This totalled \$269,200 as compared to \$117,278 in 2013. Significant financing activities completed during the period were as follows:

- Entered loans in the amount of \$686,143 (net of repayments)
- Distributed \$1,554,272 to non-controlling interest partners in accordance with the Green Park Denver LLC equity cash flow distribution structure detailed below in the Liquidity discussion.

LIQUIDITY - CANOPY

Green Park Denver LLC, the operating company of Canopy and subsidiary of Parkit has the following share structure:

		Number of units	Percentage ownership
Class A	Greenswitch America Inc. (Parkit)	812,004	81.2%
Class A	Rocky Mountain Parking LLC*	100,000	10%
Class A	Other**	87,996	8.8%
Class B	Rocky Mountain Parking LLC*	1,000,000	100%
Total		2,000,000	

* Rocky Mountain Parking LLC is an affiliate of Propark America West LLC.

** Non-related outside investors

Unlike Class A units, Class B units have no rights or obligations to the assets and liabilities of GP LLC. Further, Class A units are entitled to 100% of the distributions until 100% of the original contributed capital is returned. Thereafter, Class A units are entitled to 80% of distributions until 150% of capital is returned; thereafter, 60% of distributions until 200% of capital is returned; and thereafter 50% of all remaining distributions.

Entitlement to distributions is summarized in the following table:

Equity Cash Flow Distribution	Class A	Class B	Class A return %	Cumulative Class A return \$US	Cumulative Class B return \$US
First \$US 11.08M	100%	0%	100%	11.08M	-
Next \$US 6.92M (up to US\$18.00M)	80%	20%	150%	16.62M	1.38M
Next \$US 9.23M (up to US\$27.24M)	60%	40%	200%	22.16M	5.08M
Excess	50%	50%			

During the period ended April 30, 2014 \$NIL (US\$NIL) was distributed to the Class A unit holders. Total distributions to Class A units to date is \$10,461,925 (US\$10,062,536) therefore the first stage of the waterfall continues to be in effect.

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CAPITAL RESOURCES

Contractual Obligations and Commitments:

Canopy Ground Lease

The Company has a ground lease agreement relating to the premises of the Canopy parking facility. With the refinancing of Canopy, management has exercised its option to extend the lease to 2035.

The annual lease expense from 2014 to 2030 will be the greatest of 5% of Net Sales or US\$500,000 per annum. From 2030 to 2035, during the first option period, the lease expense will be the greatest of 7% of net sales or US\$625,000.

There are three remaining options of five years each, however at the exercise of each option, the landlord has the right to terminate under certain conditions.

Other:

There are no other expenditures not yet committed but required to maintain the Company's capacity, or to meet the Company's plans for growth and development activities.

The US\$16.5 million refinancing was used to settle two existing debt facilities with balances of \$7,574,473 and US\$8,500,000, and thus is now naturally hedged by US dollar income from Canopy.

There are no other sources of financing that the Company has arranged but not yet utilized.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

Unless otherwise mentioned in the Management's Discussion & Analysis there were no additional proposed transactions.

OUTSTANDING SHARE DATA

As at the date of this report, the Company has 28,807,473 issued and outstanding common shares, 2,695,000 common share stock options outstanding, and 9,845,883 common share purchase warrants outstanding.

PARKIT ENTERPRISE INC.

Management's Discussion & Analysis – Period Ended April 30, 2014

FINANCIAL INSTRUMENTS - CONSOLIDATED

The fair value of the Company's accounts receivable, accounts payable and accrued liabilities, loans payable, and convertible debentures approximate carrying value, which is the amount recorded on the consolidated statement of financial position. The Company's other financial instruments, cash and restricted cash, under the fair value hierarchy are based on level one quoted prices in active markets for identical assets or liabilities. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's policy is to deal only with creditworthy counterparties. None of the Company's financial assets are secured by collateral or other credit enhancements. In respect of accounts receivable, the Company is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

Liquidity risk

Liquidity risk is the risk of not being able to meet the Company's cash requirements in a timely manner. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2014, the Company had current liabilities of \$5,145,626. The Company expects to fund these liabilities through existing cash resources, revenue generated from operations, additional debt and equity financings including settlement of balances through issuance of equity.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

As at April 30, 2014 and, October 31, 2013 the Company did not have any investments in investment-grade short-term deposit certificates or short-term debt issued by the federal government. The Company is not exposed to interest rate risk on its loans with the exception of its long term loan disclosed in Note 11 to the condensed consolidated interim financial statements, as the interest rates on all other loans are fixed. The Company is exposed to interest rate risk on its long term loan disclosed in Note 11, as the loan bears interest at a rate of LIBOR plus 5.25% with a floor of 5.5%. A 1% change in LIBOR would affect net loss for the period by approximately would affect net loss for the period by approximately \$2,400.

b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts payable and accrued liabilities that are denominated in US Dollars. A 10% fluctuation in the US dollar against the Canadian dollar would affect net loss for the period by an insignificant amount.

c) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

SIGNIFICANT ACCOUNTING POLICIES:

Use of estimates and critical accounting judgments

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation and judgement uncertainty that management has made at the end of the reporting period may result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made.

Estimates:

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty. Expected volatility is derived from a time series of post market prices therefore may not be an accurate representation of future volatility.

Significant judgments:

The depreciation of the parking facility requires management to estimate the useful lives of the assets as a cash and cost generating unit. The Company considers both internal and external information in determining the useful lives and depreciation methods, which are reviewed at each reporting date and adjusted as required.

Possible impairment of the parking facility requires management's judgements and estimates. Impairment consideration requires management to evaluate, at least annually, for indicators that the carrying value is impaired and may not be recoverable. Management considers both external and internal sources of information in assessing whether there are any indicators that the parking facility may be impaired. External sources of information the Company considers include changes in the market, economic and legal environment in which the Company operates that are not within its control and affect the recoverable amount of the parking facility. Internal sources of information the Company considers include the actual and expected economic performance of the assets, including the Company making estimates of future after-tax cash flows expected to be derived from the parking facility using an appropriate discount rate.

SIGNIFICANT ACCOUNTING POLICIES (Continued)

New standards, interpretations and amendments adopted

As of November 1, 2013, the Company adopted the new and amended IFRS pronouncements in accordance with transitional provisions outlined in the respective standards. The Company has adopted these new and amended standards without any significant effect on its financial statements.

IFRS 10 Consolidated Financial Statements and IAS 27 Separate Financial Statements

IFRS 10 establishes a single control model that applies to all entities including special purpose entities. IFRS 10 replaces the parts of previously existing IAS 27 *Consolidated and Separate Financial Statements* that dealt with consolidated financial statements and SIC-12 *Consolidation – Special Purpose Entities*. IFRS 10 changes the definition of control such that an investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. To meet the definition of control in IFRS 10, all three criteria must be met, including: (a) an investor has power over an investee; (b) the investor has exposure, or rights, to variable returns from its involvement with the investee; and (c) the investor has the ability to use its power over the investee to affect the amount of the investor's returns.

IFRS 11 Joint Arrangements and IAS 28 Investment in Associates and Joint Ventures

IFRS 11 replaces IAS 31 *Interests in Joint Ventures* and SIC-13 *Jointly-controlled Entities — Non-monetary Contributions by Venturers*. IFRS 11 removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, JCEs that meet the definition of a joint venture under IFRS 11 must be accounted for using the equity method.

IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 sets out the requirements for disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities.

IFRS 13 Fair Value Measurement

IFRS 13 is a comprehensive standard for all fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes additional disclosures regarding fair value measurements.

SIGNIFICANT ACCOUNTING POLICIES (Continued)

New standards yet adopted

The following new standards, amendments to standards and interpretations have been issued and will be effective for the Company's year ended October 31, 2015:

- IAS 32 (Amendment) New standard that clarifies requirements for offsetting financial assets and financial liabilities. ⁽ⁱⁱ⁾
- IAS 36 (Amendment) This amendment addresses the disclosure of information regarding the recoverable amount of impairment assets as the amount is based on fair value less costs of disposal. ⁽ⁱⁱ⁾
- IFRIC 21 This is an interpretation of IAS 37, Provisions, Contingent Liabilities and Contingent Assets. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event, known as an obligating event. The interpretation clarifies that the obligation event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. ⁽ⁱⁱ⁾

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the Company.

SUBSEQUENT EVENTS

On May 5, 2014 the Company completed a private placement of 3,352,333 units at a price of \$0.30 per unit for gross proceeds of \$1,005,700. Each unit consists of one common share and a half share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.50 for a period of two years following the closing date. In relation to the offering the Company issued 28,000 warrants to agents. The value of the warrants was recorded as a share issue cost of \$3,184. The value was obtained using the Black-Scholes valuation model with the following assumptions: volatility of 121%, discount rate of 1.5%, expected life of 2 years, and dividend yield of 0%. Each whole Warrant entitling the holder to purchase one common share for the price of \$0.50 per share for a period of two years following the date of issuance. The Warrants are subject to an acceleration provision such that if the closing price of the Company's shares is equal or greater to \$0.95 per share for 20 consecutive trading days at any time following four months after issuance, the Company may, by notice to the Warrant holders, reduce the remaining exercise period of the Warrants to not less than 30 days following the date of such notice.

On June 6, 2014 the Company completed a private placement of 3,213,892 units at a price of \$0.45 per unit for gross proceeds of \$1,446,251. Each unit consists of one common share and a half share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.60 for a period of two years following the closing date. No share offering costs were associated with the financing. Each whole Warrant entitling the holder to purchase one common share for the price of \$0.60 per share for a period of two years following the date of issuance. The Warrants are subject to an acceleration provision such that if the closing price of the Company's shares is equal or greater to \$1.00 per share for 20 consecutive trading days at any time following four months after issuance, the Company may, by notice to the Warrant holders, reduce the remaining exercise period of the Warrants to not less than 30 days following the date of such notice.

PARKIT ENTERPRISE INC.**Management's Discussion & Analysis – Period Ended April 30, 2014****SUBSEQUENT EVENTS (continued)**

On June 13, 2014, the Company issued 2,695,000 incentive stock options to directors, officers and consultants of the Company. Each option permits the grantee to acquire one common share in the Company at a price of \$0.50 per share and expires five years after the date of grant. The value of the options was recorded as stock based compensation expense of 1,135,643. The value was obtained using the Black-Scholes valuation model with the following assumptions: volatility of 119%, discount rate of 1.5%, expected life of 5 years, and dividend yield of 0%.

On June 18, 2014 the Company entered into various agreements to settle an aggregate of \$1,728,562 in short term loans and payables. The Company converted \$921,409 of short term loans and payables to equity, issuing 1,842,818 shares at \$0.50. The company settled \$807,152 of short term loans and payables with cash.

On May 20, 2014 the Company repaid \$260,795 in full settlement of a short term loan.

RELATED PARTY TRANSACTIONS - CONSOLIDATED

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly. Key management personnel include the Company's executive officers and members of the Board of Directors.

During the period ended April 30, 2014 the Company entered into the following related party transactions:

Name	Relationship	Consulting	Bonus	Professional	Office, admin, rent	Total
Richard Baxter	CEO, director	\$ 45,000	\$ -	\$ -	\$ -	\$ 45,000
Patrick Bonney	CFO, director	37,500	-	-	-	37,500
John LaGourgue	COO, director	30,000	-	-	-	30,000
Shoni Bernard	Secretary	-	-	3,000	-	3,000
Total		\$115,625	\$ -	\$ 3,000	\$ -	\$ 118,625

During the period ended April 30, 2013 the Company entered the following related party transactions:

Name	Relationship	Consulting	Bonus	Professional	Office, admin, rent	Total
Richard Baxter	CEO, director	\$ 37,500	\$ -	\$ -	\$ -	\$ 37,500
John LaGourgue	COO, director	20,000	-	-	-	20,000
Total		\$57,500	\$ -	\$ -	\$ -	\$57,500

PARKIT ENTERPRISE INC.**Management's Discussion & Analysis – Period Ended April 30, 2014****RELATED PARTY TRANSACTIONS – CONSOLIDATED (continued)**

The following balances were owing to related parties:

Name	Relationship	Service	April 30,	October 31,
			2014	2013
Richard Baxter	CEO, director	Management fees, expense reimbursement	\$ 153,909	\$ 21,084
Patrick Bonney	CFO, director	Management fees, expense reimbursement	21,940	764
John LaGourgue	COO, director	Management fees, expense reimbursement	93,930	6,453
Shoni Bernard	Corporate secretary	Professional fees	3,149	2,753
Mark Devereux	Former CEO, director	Management fees, expense reimbursement	42,253	42,253
Brad Scharfe	Former CEO, director	Management fees, expense reimbursement	33,194	33,000
Bryan Slusarchuk	Former CEO, director	Management fees, , expense reimbursement	-	14,000
Skanderbeg Capital Partners Inc.	Related company*	Office, administration, rent	16,428	26,631
Total			\$ 364,803	\$ 146,938

* Skanderbeg Capital Partners is a private company partially owned by Brad Scharfe.

The following amounts were borrowed from related parties in the form of short term loans from a related party to allow the Company to maintain debt covenants and for working capital purposes:

Name	Note reference	Principal balance and accrued interest		Interest expense	
		April 30, 2014	October 31, 2013	April 30, 2014	April 30, 2013
Brad Scharfe	Note 10d, 10g	\$ 332,359	\$ 258,472	\$ 7,088	\$ 6,599

The measurement basis for all related party transactions noted above was the negotiated amount. There are no ongoing contractual or other commitments resulting from the above transactions.

PARKIT ENTERPRISE INC.

Management's Discussion & Analysis – Period Ended April 30, 2014

CONTROLS AND PROCEDURES

For the purposes of National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, the Company is a Venture Issuer and has made no representations relating to the design and evaluations of the disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR") and it has not completed such an evaluation. Inherent limitations on the ability of the certifying officers to design and implement on a cost effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

PRINCIPAL BUSINESS RISK FACTORS

Liquidity Concerns and Future Financing Requirements

We may require additional financing in order to fund our businesses or business expansion. Our ability to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as our business success. There can be no assurance that we will be successful in our efforts to arrange additional financing on terms satisfactory to us. If additional financing is raised by the issuance of shares from treasury, control of the Company may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, we may not be able to operate our businesses at their maximum potential, to expand, to take advantage of other opportunities, or otherwise remain in business.

General Economic Factors

The willingness of airline passengers to spend money on parking instead of using sources of public transit may be dependent upon general economic conditions. Additionally, if general economic forces lag there is a possibility that air transport demand will decrease thereby directly affecting demand for airport related parking facilities.

Competition

The parking facility directly competes with existing parking facilities surrounding the Denver International Airport. Canopy competes by offering the first and only indoor parking facility at the Denver International Airport.

Future Acquisitions

As part of our business strategy, we may seek to grow by acquiring companies, assets or establishing business relations that we believe will complement our current or future business. We may not effectively select acquisition candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for our business. We cannot guarantee that we can complete any acquisition we pursue on favourable terms, or that any acquisitions completed will ultimately benefit our business.

Industry Regulation

There can be no assurances that we may not be negatively affected by changes in United States, Canadian federal, provincial or other legislation, or by any decisions or orders of any governmental or administrative body or applicable regulatory authority.

Our operations are governed by a broad range of federal, state, provincial and local environmental, health and safety laws and regulations, permits, approvals, common law and other requirements that impose obligations relation to, among other things: worker health and safety. As such there are potential liability risks (including potential civil actions, compliance or remediation orders, fines and other penalties) with respect to certain aspects of our businesses.

PRINCIPAL BUSINESS RISK FACTORS (continued)

Conflicts of Interest

Certain of our directors and officers are, and may continue to be, involved in consulting activities outside of their roles with the Company. Situations may arise where the other interests of these directors and officers may conflict with our interests. Directors and officers of the Company with conflicts of interest will be subject to and follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Dependence on, and Protection of, Key Personnel

We depend on the continued support and involvement of our directors and officers to develop our business and operations, and the services of our key technical, sales, marketing and management personnel. The loss of any of these key persons could have a material adverse effect on our business, our results of operations, our ability to implement our business plans, and our financial condition. Our success is also highly dependent on our continuing ability to identify, hire, train, motivate and retain highly qualified technical, sales, marketing and management personnel. Competition for such personnel can be intense, and we cannot provide assurance that we will be able to attract or retain highly qualified personnel in the future. Our inability to attract and retain highly qualified technical, sales, marketing and management personnel may adversely affect our future growth and profitability. It may be necessary for us to increase the level of compensation paid to existing or new employees to a degree that our operating expenses could be materially increased. We do not currently maintain corporate life insurance policies on key employees.

Currency Fluctuations

Our revenue is earned in U.S. dollars, and our operating expenses are incurred in Canadian and U.S. dollars. Fluctuations in the exchange rate between the U.S. and Canadian dollar may have a material adverse effect on our business, financial condition and operating results.