ZOOMERMEDIA LIMITED

Management's Discussion and Analysis
For the year ended June 30, 2012

BASIS OF PRESENTATION

The following Management's Discussion and Analysis ("MD&A") provides a review of the financial condition and operating performance of ZoomerMedia Limited (**"**ZoomerMedia" or the "Company") for the year ended June 30, 2012.

We prepare our financial statements in accordance with Canadian generally accepted accounting principles ("GAAP") as set out in Part 1 of the Handbook of the Canadian Institute of Chartered Accountants ("CICA Handbook"). In 2010, the CICA Handbook was revised to incorporate International Financial Reporting Standards ("IFRS"), and requires publicly accountable enterprises to apply such standards effective for years beginning on or after January 1, 2011. Accordingly, we have commenced reporting on this basis in our consolidated financial statements for the period beginning July 1, 2010. Comparative periods have also been restated to be prepared on a consistent basis. In this MD&A, the term "Canadian GAAP" refers to Canadian GAAP before the adoption of IFRS and IFRS refers to Canadian GAAP subsequent to the adoption of IFRS. While adoption of IFRS has not had an impact on our reported net cash flows, there has been an impact on the consolidated statements of financial position and statements of loss and comprehensive loss which are discussed further in this MD&A.

This document contains forward-looking statements, which are qualified with reference to, and should be read in conjunction with the Cautionary Statement on Forward-Looking Statements section of this MD&A.

Unless the context otherwise requires, all references to "ZoomerMedia", "Company", "our", "us", and "we" refers to ZoomerMedia Limited and its subsidiaries. Additional information regarding the Company is available on SEDAR at www.sedar.com. This MD&A is dated October 25, 2012. All amounts herein are presented in Canadian dollars, unless otherwise stated.

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

Certain statements made in this report are 'forward-looking statements' which may include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain the words 'believe', 'anticipate', 'expect', 'estimate', 'project', 'will be', 'will continue', 'will likely result' or similar words or phrases. Forward-looking statements involve risks and uncertainties, which may cause actual results to differ materially from the forward-looking statements. The risks and uncertainties are detailed from time to time in filings by us with provincial securities commissions. New risk factors emerge from time to time and it is not possible for us to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Such risks, uncertainties and other factors include, but are not limited to, the following:

- the risks inherent in magazine publishing generally;
- the risks inherent in the operation of internet media properties generally;
- the risks inherent in the operation of television broadcast properties generally;
- the risks inherent in the operation of radio broadcast properties generally;
- the risks inherent in the operations of affinity partners with respect to royalty revenue;
- the risks inherent in the operation of consumer shows generally,
- the competition within the media industry for the baby boomer generation's business;
- the risks associated with governmental regulation of the publishing, internet, radio and television broadcasting businesses;
- the results of legal claims made by or against the Company;
- the dependence of the business on the continuing operation of its computer systems; and
- the dependence of the business on key personnel.

Given these risks, and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. We do not intend and do not assume any obligation to update these forward-looking statements.

OVERVIEW OF THE BUSINESS

We are a multimedia company that serves the 45plus “Zoomer” demographic through television, radio, magazine, internet, conferences and trade shows. Our television properties include; Vision TV, Canada’s only multi-faith specialty television service; ONE: The Body, Mind, Spirit and Love Channel, offering programs on exercise, meditation, yoga, natural health and living a planet-friendly lifestyle; Joytv 10 in Vancouver and Joytv 11 in Winnipeg, two conventional stations, available over the air and on cable in their respective markets. Our radio properties include CFMZ-FM Toronto – The New Classical 96.3FM, CFMX-FM Cobourg – The New Classical 103.1FM, Canada’s only commercial classical music radio stations serving the Greater Toronto Area (GTA) and eastern Ontario, and CFZM-AM 740 Toronto – The New AM740 Zoomer Radio, the last music service left on the AM dial in the GTA. We also publish ZOOMER Magazine, the largest paid circulation magazine in Canada for the mature market. We are Canada’s leading provider of online content targeting the 45plus age group through many properties, the key one being www.50plus.com. We also have a trade show and conference division that conducts the “Zoomer Shows”, consumer shows directed to the Zoomer demographic and ideaCity, an annual Canadian conference also known as 'Canada's Premiere Meeting of the Minds'.

FINANCIAL HIGHLIGHTS

	2012	2011	Change
Consolidated Statement of Operations			
Revenue	$ 55,976,785	$ 59,988,403	(7%)
Operating expenses	48,921,614	60,813,938	20%
Operating income (loss)	(214,821)	(4,090,287)	95%
Loss before income taxes	(2,392,287)	(6,484,095)	63%
Loss per share	$ -	$ (0.01)	100%
Consolidated Statement of Cash Flows			
Cash from (used) in operating activities	$ 2,575,715	$ (735,439)	450%
Other Measures			
EBITDA[1]	$ 7,055,171	$ (825,535)	955%

OPERATING RESULTS

Revenue was $55,976,785 for the year ending June 30, 2012 with EBITDA[1] of $7,055,171 and an operating loss of $214,821 as compared to revenue of $59,988,403, EBITDA of negative $825,535 and an operating loss of $4,090,287 for the year ending June 30, 2011.

After taking into account interest income of $2,183 and interest expense of $2,179,649 the loss before income taxes was $2,575,715 for the year ending June 30, 2012. For year ending June 30, 2011, after taking into account interest expense of $2,393,808 the loss before income taxes was $6,484,095.

Revenue of $55,976,785 for the year ending June 30, 2012 reflects a decline of $4,011,618 (6.7%) from the prior year. This decline is primarily the result of a number of factors;

[1] EBITDA is a Non-GAAP measure. Please refer to the section entitled “RECONCILIATION AND DEFINITION OF NON-IFRS MEASURES” of this MD&A

1. The television division, which operates Vision TV, ONE: The Body Mind Spirit and Love Channel, Joytv 10 in Vancouver and Joytv 11 in Winnipeg generated revenue of $34,876,143 for the year ended June 30, 2012 as compared to revenue of $35,194,616 for the year ended June 30, 2011, a decrease of $318,473 (0.9%). This is a result of a 5.6% decline in commercial advertising revenue across all of our television properties offset by a 0.9% increase in revenues derived from block sales of religious airtime. This decline in commercial advertising is in line with an overall decline in advertising being experienced in the media industry. Subscription revenues for the year ended June 30, 2012 have increased by 1.5% compared to the previous year. The number of subscribers and the revenue per subscriber for Vision TV has remained relatively constant over the past year. The number of subscribers for ONE has increased 1.8% over the past year and fees earned from subscribers have increased 6% over the past year.

2. The radio division, which operates CFMZ-FM Toronto – The New Classical 96.3FM, CFMX-FM Cobourg – The New Classical 103.1FM and CFZM-AM 740 generated revenue of $8,873,414 for the year ended June 30, 2012 as compared to revenue of $10,246,680 for the year ended June 30, 2011, a decrease of $1,373,266 (13.4%). This decline is a result of a decline in commercial advertising revenue. As noted above with respect to the television division this decline in radio advertising is in line with an overall decline in advertising being experienced in the industry.

3. The print operations of the Company, which produces ZOOMER magazine generated revenue of $5,672,520 for the year ended June 30, 2012 as compared to revenue of $5,661,354 for the year ended June 30, 2011, an increase of $11,166. The magazine experienced a decline in commercial advertising revenue of 11.2% and an increase in subscriber revenue of 26.8%. The increase in subscriber revenue is attributable to higher revenue per subscriber. We implemented a price increase two years ago and as subscribers come up for renewal they are being charged the new higher price. A partial offset to this is a decline in the number of subscribers.

4. Royalty revenue for the year ended June 30, 2012 was $2,501,454 as compared to $2,352,920 for the year ended June 30, 2011. This increase of $148,534 (6.3%) a result of an increase in sales of goods and services by our affinity partners.

5. Other revenue primarily consists of commercial advertising revenue derived from the operations of our websites, the Zoomer Shows and ideaCity. During the year ended June 30, 2012, other revenue was $3,811,624 compared to $4,269,522 for the year ended June 30, 2011. We have experienced a decline in revenue derived from our websites of 4.8% for the year as a result of the overall decline in media advertising in line with an overall decline being experienced in the industry. Our Zoomer Shows in Toronto and Vancouver that occurred in October and November and ideaCity that took place in June experienced a 22.2% increase in revenue compared to the prior year. This increase is the result of attracting more sponsors and exhibitors to the shows and ideaCity.

6. The Company has a commercial property located at 64 Jefferson Ave. in Toronto. During the year ended June 30, 2012 we did not earn any rental revenue from the property as we are in the process of consolidating our operations into this property. For the year ended June 30, 2011 we earned rental revenue of $2,263,311 from a tenant that occupied the property. The tenant vacated the property on February 28, 2011 at which time we started renovations on the property. The first portion of the renovations was completed in June 2011 and the second portion in April 2012. As of the date of this MD&A approximately 70% of our operations are now located at 64 Jefferson Ave.

Operating expenses were $48,921,614 for the year compared to $60,813,938 for the prior year, a decline of $11,892,324 (19.6%). This decrease is the result of decrease in employee costs of $514,720, a decrease in amortization of television program rights of $7,561,312, a decrease in distribution and transmission costs of $1,150,518 and a decrease in other operating expenses of $2,665,774.

The television division had operating expenses the year ended June 30, 2012 of $24,569,066 compared to $34,178,621 in the previous year, a decrease of $9,609,555 (28.1%). Employee costs declined $1,320,208 for the year as a result of staff reductions and the recording of a severance charge in the prior period with no equivalent charge in the current period. Under Canadian GAAP these severance costs were included in the purchase accounting upon the acquisition of the television operations. Under IFRS these severance costs are expensed in the period when the termination was communicated to employees. Amortization of program rights declined $7,561,312 as a result of the acceleration of amortization of program rights undertaken in the prior year lowering the level of program assets to be amortized in the current period. Additionally other operating costs have decreased $728,035 as a result of costs reductions taken in line with the staff reduction mentioned above.

The radio division operating expenses were $7,979,066 for the year ended June 30, 2012 compared to $8,818,347 for the previous year, a decrease of $839,281 (8.2%). We undertook a restructuring of the sales group in the radio division which along with other staff reductions has lowered employee costs. This decline was offset by higher costs related to the transmission of our broadcast signals.

The operating expenses of the print operations for the year ended June 30, 2012 were $6,407,671 compared to $6,700,940 for the previous year, a decrease of $293,269 (4.4%). Increased editorial and circulation costs were offset by reductions in printing and sales costs. During the year we negotiated a reduction in our printing costs which took effect in the middle of the year. We are also printing fewer issues of the magazine as a result of a decline in the number of subscribers and a reduction in the number of copies that are placed on newsstands for each issue

The operating expenses of the Royalty division were $1,186,832 for the year ended June 30, 2012 as compared to $1,121,768 for the previous year. These operating expenses are comprised of payments made to the Canadian Association of Retired Persons (“CARP”) to provide support to their membership and advocacy efforts. In return we receive royalty revenues from affinity partners who are granted access to CARP members. The increase in operating expenses reflects the costs associated with the introduction of the CARP Health Wizard for CARP members. Please refer to the section “MATERIAL CONTRACTS” below for further discussion of our relationship to CARP.

The operating expenses of the other divisions of the Company were $3,055,413 for the year ended June 30, 2012 compared to $4,276,495 for the previous year, a decrease of $1,221,082 (28.6%). The other divisions of the Company are comprised of the web division, the Zoomer Shows, a television production and distribution company and a creative services division. We have experienced increased costs related to the production of our websites as we work on a more integrated web strategy. Offsetting these increased costs, we have recognized an Ontario Interactive Digital Media Tax Credit of $1,480,558 related to work performed on launching a website and upgrading one of our other websites. Costs for the Zoomer Shows increased year over year as the second, much larger Vancouver show took place. Our television production company incurred increased costs as they took on more projects to provide content to our television properties.

Operating expenses related to corporate overhead were $5,723,566 for the year ended June 30, 2012 compared to $5,717,767 for the prior year. Corporate overhead comprises corporate management functions that are not directly attributable to the other segments of the ZoomerMedia and the costs of maintaining our property at 64 Jefferson Avenue.

Depreciation was $3,446,938 for the year ended June 30, 2012 compared to $2,142,572 for the prior year. The increase in our depreciation expense is related to the renovations that were undertaken in our new facilities at 64 Jefferson Ave. The costs incurred both for the renovations and IT equipment in the areas that have been occupied since June 2011 and March 2012 are now being depreciated. Depreciation expense is expected to rise as we undertake the final phase of the renovations during the next fiscal year.

Amortization of other intangible assets for the year ended June 30, 2012 was $1,010,787 compared to $1,122,180 in the prior year.

As a result of conducting our annual impairment testing of goodwill and broadcast licenses it was determined that due to the lower operating results of the Radio group cash generating unit (“CGU”) that there was an impairment of goodwill and broadcast licenses. During the fiscal year the Toronto radio market in which the Radio group CGU operates suffered a decline in advertising revenues as the advertising industry anticipated the onset of a recession in late calendar 2011. Based on management’s estimates and review of industry reports, management estimates that revenue will recover and the market for radio advertising will continue to grow. Accordingly at June 30, 2012 it was determined that the decline in revenue experienced by the Radio group CGU during the fiscal year led to the recoverable amount being less than the carrying value. Accordingly we have recorded an impairment charge of $2,145,807 related to goodwill and $666,460 related to broadcast licenses in the Radio group CGU.

Interest expense was $2,179,649 for the year ended June 30, 2012 compared to $2,393,808 in the prior year. Interest expense has declined as a result of the pay down of principal in our debt and other obligations. It is expected interest expense will increase in the next fiscal year as the result of amendments to our banking facility to include a term loan and a new mortgage on our building. Refer to “LIQUIDITY, SOLVENCY AND CASH FLOW”.

Fourth Quarter Results

Revenue was $15,129,270 for the quarter ending June 30, 2012 with EBITDA of $4,258,367 and operating income of $301,229 as compared to revenue of $15,207,534, EBITDA of negative $4,852,860 and an operating loss of $5,605,093 for the quarter ending June 30, 2011.

After taking into account interest income of $2,183 and interest expense of $526,652 the income before income taxes was $168,210 for the quarter ending June 30, 2012. For quarter ending June 30, 2011, after taking into account interest expense of $499,665 the loss before income taxes was $6,104,758.

QUARTERLY RESULTS OF OPERATIONS

The following table sets out certain unaudited quarterly results for the previous eight quarters. The information contained herein is drawn from the consolidated interim financial statements for each of the aforementioned periods.

	(000's of dollars – except per share amounts)							
	2012 June 30	**2012 Mar. 31**	**2011 Dec. 31**	**2011 Sept. 30**	**2011 June 30**	**2011 Mar. 31**	**2010 Dec. 31**	**2010 Sept. 30**
Revenue	$15,129	$12,832	$15,269	$12,747	$15,207	$13,572	$16,919	$14,289
Net income (loss)	751	(1,270)	(136)	(978)	(6,181)	(625)	901	(656)
Net income (loss) per share	$(0.00)	$(0.00)	$(0.00)	$(0.00)	$(0.01)	$0.00	$0.00	$(0.00)

Quarterly results are subject to seasonal fluctuations that can significantly impact quarter-to-quarter operating results. As a result, one quarter's operating results are not necessarily indicative of what a subsequent quarter's operating results will be. In particular, as one of our major sources of revenue is advertising, operating results are dependant on general advertising and retail cycles associated with consumer spending activity.

LIQUIDITY, SOLVENCY AND CASH FLOW

At June 30, 2012 we had a cash balance of $5,069,754. During the year ended June 30, 2012, we had cash inflow of $2,575,715 from operating activities compared to a cash outflow of $735,439 for the previous year. Cash used for investing activities was $9,087,826 for the year compared to $1,951,934 in the previous year. During the year ended June 30, 2012 cash generated from financing activities was $12,161,509 compared to a cash outflow from financing activities of $1,361,663. On June 27, 2012, we discharged First National Financials security interest on the 64 Jefferson Avenue property and as a substitute, we pledged their interest in the restricted cash and investments of $6,420,758. We purchased these securities by securing a $7,000,000 mortgage on the 64 Jefferson property with the Royal Bank of Canada which is payable over 25 years at an interest rate of 6.297% with an initial term of 3 years.

Concurrent with the mortgage with the Royal Bank of Canada we amended our $10 million credit facility with the Royal Bank. The amended facility now consists of a $3 million revolving line of credit and a $7 million term loan payable over 25 years at an interest rate of 6.297% with an initial term of 3 years.

At June 30, 2012, excluding current deferred revenue, we had working capital of $2,612,172 compared to negative working capital of $3,391,579 at June 30, 2011.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they fall due. We manage liquidity risk through the management of our capital structure. We also manage liquidity risk by monitoring actual and projected cash flows, taking into account our revenues and receipts and matching the maturity profile of financial assets and liabilities. The Board of Directors reviews and approves the Company's annual operating and capital budgets, as well as any material transactions out of the ordinary course of business, including proposals on acquisitions and other major investments.

We have expended and will continue to expend cash to integrate our recently acquired television businesses, complete the renovations of new office facilities, invest in new programming and increase subscribers to the magazine. We have experienced net losses for the current fiscal year, fiscal 2011 and 2010 periods and have an accumulated deficit of $30,144,000 as at June 30, 2012.

While some of our costs are variable based on the revenue generated, a significant portion of our costs, including programming and interest costs, are fixed and some cannot be reduced quickly. Some of these factors are beyond our control and may impact the future cash flows from operating activities.

Our current cash flow projections reflect positive cash flow from operations for the next twelve months and then improving significantly in the subsequent two years. Over the remainder of fiscal 2013, there are major cash requirements for the capital improvements to 64 Jefferson Avenue.

The following table reflects the contractual maturity of our undiscounted cash flows for our financial liabilities at June 30, 2012:

	1 year	2-3 years	4-5 years	Beyond 5 years	Total
Trade and other payables	$ 7,375,350	$ -	$ -	$ -	$ 7,375,350
Long-term debt - principal	1,953,457	4,156,459	4,760,594	24,486,656	35,357,166
Long-term debt - interest	2,268,700	4,286,681	3,601,130	13,576,745	23,733,256
Other liabilities	6,747,779	471,936	-	-	7,219,715
Provisions	619,310	331,254	72,286	-	1,022,850
	$ 18,964,596	$ 9,246,330	$ 8,434,010	$ 38,063,401	$ 74,708,337

As part of the CRTC approval of business acquisitions involving the transfer of the ownership of television broadcast licences, we have committed to spend 10% of the value of the transaction, as determined by the CRTC, on activities that are intended to benefit the Canadian broadcasting system As part of the decision relating to the VTV acquisition we have committed to spend $3,315,557 over 7 years on programming and other activities. At June 30, 2012 $653,817 had been spent leaving a remaining commitment of $2,661,740. Approximately $1,090,720 of the remaining commitment must be spent by August 31, 2013.

Credit risk

Credit risk is the risk of financial loss to us if a customer or counterparty to a financial instrument fails to meet its contractual obligation. Our credit risk is attributable to cash and short term deposits and accounts receivable. Cash and short term deposits consist of deposits with major commercial banks and accordingly credit risk is minimal. With respect to accounts receivable, we perform periodic credit evaluations of the financial condition of our customers and we typically do not require collateral from them. We assess the need for allowances for the potential credit losses by considering the credit risk of specific customers, historical trends and other information.

Trade and other outstanding receivables are impaired when there is evidence that collection is unlikely. The factors that are considered in determining if collection is unlikely include the aging of the balance owing, the customer's financial condition and history of collections, whether the customer is in bankruptcy, under administration or the payments are in dispute, and general business conditions. At June 30, 2012, we had accounts receivable of $13,876,209 (June 30, 2011 - $13,189,703; July 1, 2010 - $10,121,263) net of an allowance for doubtful accounts of $950,724 (June 30, 2011 - $1,049,370; July 1, 2010 - $641,309), which adequately reflects our credit risk. The aging of accounts receivable past due is as follows:

	June 30, 2012	June 30, 2011	July 1, 2010
Trade accounts receivable			
Current	$ 4,572,343	$ 3,273,253	$ 2,383,580
30 - 90 days past due date	3,685,576	5,226,011	3,172,070
Over 90 days past due date	2,823,730	3,317,958	1,503,595
	$ 11,081,649	11,817,222	7,059,245
Other receivables	3,745,284	2,421,851	3,703,327
	$ 14,826,933	14,239,073	10,762,572
Less: Allowance for doubtful accounts	(950,724)	(1,049,370)	(641,309)
	$ 13,876,209	$ 13,189,703	$ 10,121,263

We believe that our allowance for doubtful accounts is sufficient to reflect the related credit risk based on the history of collections. The activity of the allowance for doubtful accounts for the period is as follows:

	June 30, 2012	June 30, 2011	July 1, 2010
Allowance for doubtful accounts - beginning of year	$ (1,049,370)	$ (641,309)	$ (72,178)
Provision for doubtful accounts	(873,676)	(851,953)	15,794
Write-off of bad debts	972,322	443,892	22,757
Provision for doubtful accounts - acquired		-	(607,682)
Allowance for doubtful accounts - end of year	$ (950,724)	$ (1,049,370)	$ (641,309)

Market and price risk

Market Risk

All of the Company's operations take place within Canada serving the Canadian market. Market risk concerns the potential loss associated with a general market decline in which the Company operates. Market risk is driven by changes in demand, price and costs of the advertising market. The Company is responsible for developing and marketing its brand names in the Canadian market and is impacted by changes in price and demand; therefore the Company is exposed to market risk.

Price risk

There is limited exposure to foreign currency denominated assets or liabilities. Other price risk is that the interest rate that the future cash of a financial instrument will fluctuate because of changes in market interest rates. The Company's short-term and long-term liabilities have fixed interest rates, thereby minimizing the exposure to cash flow interest rate risk.

Contractual Obligations

Future minimum lease payments under operating leases for premises (excluding our proportionate share of building operating costs) and equipment over the next five fiscal years and in aggregate are as follows:

2013	$ 2,095,568
2014	252,033
2015	149,509
2016	67,495
2017	33,747
Thereafter	-
	$ 2,598,352

In May 2012 we assigned our interests under a property lease to a third party. In the event that the third party does not fulfill its obligations, we will be liable for the remaining payments due under the lease. Our continuing obligation under the lease is secured by a general security agreement covering our assets excluding the property located at 64 Jefferson Avenue and the assets of the Radio business segment. At June 30, 2012 the remaining future minimum payments due under the lease is $3,483,480. The lease expires in April 2021.

RELATED PARTY TRANSACTIONS

ZoomerMedia is controlled by Olympus Management Limited ("OML"), which owns 64.3% of ZoomerMedia's shares. The President and Chief Executive Officer of ZoomerMedia controls OML and is the ultimate controlling party of ZoomerMedia. Fairfax Financial Holdings Limited ("Fairfax"), through its subsidiary Northbridge Financial Corporation, holds 26.9% of ZoomerMedia's shares. The remaining 9% of ZoomerMedia's shares are widely held.

Our material related party transactions are summarized below. These transactions are in the normal course of operations.

a) Transactions with a related special purpose entity

We publish a magazine called ZOOMER (formerly called "CARP, the magazine") which is directed to adults 45 years of age and up and whose subscribers are primarily members of CARP. Our majority shareholder, who is also the President and Chief Executive Officer and a director of the Company, is also the President of CARP. CARP is a not-for-profit organization that is focused on providing support for adults 45 years of age and up in Canada. During the year ended June 30, 2012, we paid royalties and subsidies of $1,036,001 (June 30, 2011 – $1,121,768). As we receive royalties from affinity programs and other programs that benefit from increasing membership in CARP, we benefit from supporting CARP. We received from CARP computer maintenance services fees of $39,600 (June 30, 2011 - $39,600) and accounting services fees of $42,000 (June 30, 2011 - $42,000). ZoomerMedia and CARP have an agreement with a third party that provides magazine subscriber and membership management services including the cash collection and processing of subscriptions and CARP memberships. Funds collected on our behalf for subscriptions as well as CARP membership funds are forwarded to CARP at which point CARP forwards the subscription funds onto us. Included in accounts receivable is a receivable from CARP as at June 30, 2012 of $369,555 and a payable related to cash received by the Company on behalf of CARP of $124,750 (June 30, 2011 net receivable of $205,735; July 1, 2010 net receivable of $147,420). These balances are unsecured, non-interest bearing, with no fixed terms of repayment.

b) Transactions with the parent company

During the year ended June 30, 2012, we paid management fees of $1,200,000 (June 30, 2011 - $1,200,000) and fees for ancillary services of $184,942 (June 30, 2011 – $74,063) to OML, the majority shareholder of the Company, for the provision of executive management, home office costs, contractor services and talent fees. We charged computer maintenance service fees of $6,480 (June 30, 2011 - $6,480) to OML. Included in accounts receivable is a receivable from OML as at June 30, 2012 of $19,800 and included in accounts payable and accrued liabilities is a payable to OML as at June 30, 2012 of $445,809 (June 30, 2011 net payable - $197,076; July 1, 2010 net payable of - $85,384). These balances are unsecured, non-interest bearing, with no fixed terms of payment.

c) Transactions with entities controlled by a principal shareholder

During the nine months ended June 30, 2012 we received royalty revenues from Northbridge Financial Corporation ("Northbridge" formerly Lombard Canada Limited), a wholly owned subsidiary of Fairfax who is a principal shareholder of the Company, of $2,092,041 (June 30, 2011- $1,999,689) and advertising revenues of $269,838 (June 30, 2011 – $297,492)**.** We also received advertising revenues of $374,670 (2011 - $273,325) from The McLennan Insurance Group Inc. a wholly-owned subsidiary of Northbridge. Included in accounts receivable is a receivable from these companies of $310,993 (June 30, 2011 - $316,347; July 1, 2010 - $10,181).

In 2011 we also recognized production and advertising revenue from Fairfax totaling $66,855. There was no such revenue during 2012.

A director of the Company is employed by a subsidiary of Fairfax.

CONTINGENT OFF-BALANCE SHEET ARRANGEMENTS

We do not have off-balance sheet financial commitments and do not anticipate entering into any contracts of such nature, other than the addition of such operating leases for equipment as may be required in the normal course of business.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Our significant accounting policies are described in Note 3 to the consolidated financial statements. The preparation of financial statements in conformity with IFRS requires us to make estimates, assumptions and judgements that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Items requiring significant estimates and subject to measurement uncertainty include provision for allowance for doubtful accounts receivable, the carrying values of intangible assets, useful lives and valuation of program rights, carrying value of goodwill, long-term debt, future income taxes and the valuation of stock options. Actual results could differ from those estimates.

The key judgements, estimates and assumptions made in applying accounting policies which have the most significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows:

Cash Generating Units (CGU's)

The determination of the CGU's involves significant judgement. We have identified several non-goodwill CGUs which include Vision TV, ONE, JOY 10, JOY 11, Zoomer Magazine, AM Radio, FM Radio, Royalty, Website and Shows and Conferences. Goodwill recorded in the consolidated financial statements relates to the Television group of CGU and Radio group of CGU.

Impairment of goodwill and indefinite life intangible assets

The values associated with indefinite life intangible assets and goodwill involve significant estimates and assumptions made by us with respect to future cash flows, growth rates and discount rates. These significant estimates and judgments could affect future results if the current estimates of future performance and fair values change.

We review goodwill and indefinite life intangible assets at least annually for impairment. The impairment test is carried out by allocating these assets to the relevant CGUs and comparing the aggregate recoverable amount of the assets included in the CGUs to their respective carrying amounts. Recoverable amount has been determined based on the fair value less costs to sell of the CGUs using discounted cash flows models that require assumptions about future cash flows, margins and discount rates.

Estimated period of use of program rights

We amortize program rights over the estimated period of use. The amount of amortization recognized for any period is affected by our estimated period of use. These significant estimates are reviewed at least annually and are updated if expectations change as a result of changes in the broadcast schedules of our television stations. It is possible that changes in the broadcast schedules of the television stations may cause significant changes in the estimated period of use of the program rights. When there is a change in the intended use of the program rights' the useful life will be revised and an additional amortization will be recorded.

Estimated useful lives

We estimate the useful lives of non-financial assets with definite useful lives, such as property and equipment and intangible assets with definite useful lives, based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for the depreciation and amortization on these assets are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence of other limits of use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of these assets in the future.

Income taxes

Income tax liabilities must be estimated by us, including an assessment of temporary differences. Any temporary differences will generally result in the recognition of deferred tax assets and liabilities in the financial statements. Significant judgement is required regarding our future profitability to be able to realize deferred taxes. Changes in market conditions, changes in tax legislation and other factors could adversely affect the ongoing value of deferred taxes.

TRANSITION TO IFRS

Our basis of presentation describing the adoption of IFRS and our accounting policies are described in Note 2 and 3 of our consolidated financial statements.

We prepare our financial statements in accordance with Canadian generally accepted accounting principles ("GAAP") as set out in the Handbook of The Canadian Institute of Chartered Accountants ("CICA" Handbook"). In 2010, the CICA Handbook was revised to incorporate International Financial Reporting Standards ("IFRS"), and requires publicly accountable enterprises to apply such standards effective for years on or after January 1, 2011. Accordingly, effective July 1, 2011, we have ceased to prepare our consolidated financial statements in accordance with Canadian GAAP as set out in Part V of the CICA Handbook. On July 1, 2011 we started to apply IFRS as published by the International Accounting Standards Board.

Our consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of financial statements, including International Accounting Standard ("IAS") 34 and IFRS 1. Subject to certain transition elections disclosed in Note 4 of our consolidated financial statements, we have consistently applied the same accounting policies in our opening IFRS balance sheet as at July 1, 2010 and throughout all periods presented, as if these policies have always been in effect.

We have also identified several accounting policies as critical to our business operations and essential for an understanding of our results of operations. The application of these and other accounting policies are described in Note 3 of our June 30, 2012 consolidated financial statements. The policies applied in the consolidated financial statements are based on IFRS issued as of October 22, 2012, the date the Board of Directors approved the consolidated financial statements.

MATERIAL CONTRACTS

We have the right to implement CARP affinity programs, as well as control over certain other rights to license the use of the CARP logo, and to control the use of the CARP name and other intellectual property in certain media as follows:

a) <u>Agency Agreement</u>

An assignment of the agency agreement dated May 1, 2001, pursuant to which we have the right to act as the exclusive representative and agent with regard to contracts, dealings and endeavours of any type by virtue of which CARP could receive certain remuneration. The agreement has terms which continue until December 31, 2099 subject to cancellation by us on three years' notice. Our rights under this agreement include the following rights:

(i) to publish articles, newsletters, tabloids, newspapers, magazines and other periodicals in any form of media featuring, using or exploiting CARP's name and/or any one or more of CARP's tradenames, trademarks or other like intellectual property;

(ii) to publish books featuring, using or exploiting CARP's name and/or any one or more of CARP's tradenames, trademarks or other like intellectual property;

(iii) to produce and distribute radio programs, television programs, and programs in any other media using or exploiting CARP's name and/or any one or more of CARP's tradenames, trademarks or other like intellectual property;

(iv) to produce and distribute motion pictures in film, video and any other media using or exploiting CARP's name and/or any one or more of CARP's tradenames, trademarks or other like intellectual property;

(v) to affix any one or more of CARP's tradenames, trademarks or other like intellectual property to products, packaging, sales or promotional materials, except those soliciting membership in CARP;

(vi) to mark products and/or their packaging as having been approved by CARP, or as having been manufactured under license from CARP, or as having been produced for members of CARP;

(vii) to hold out products or services as having been approved by CARP or as having been designed or formulated for members of CARP, including without limitation offering products or services at prices which purportedly for members of CARP afford a discount from the regular prices thereof;

(viii) to promote and market goods and services to the members of CARP, including, but without limiting the generality of the foregoing, newspapers; publications other than newspapers; residences; nursing care facilities; medical facilities; communication equipment and services; appliances; vehicles (rental, lease and sale); transportation facilities and services; vacations; travel accommodation and services; financial services; insurance services, policies and programs; educations services; and entertainment;

(ix) to establish and maintain any one or more remotely accessible information or communication sites (including but without limitation any one or more sites on the worldwide web) which are targeted to members of CARP, under any contractual format or regime which is contemplated to generate revenues; and

(x) to use CARP's membership list subject to and in compliance with applicable legislation.

We are entitled to utilize such rights at our own discretion and to remunerate CARP as we may determine at our own discretion. Subject to certain terms and conditions including the obligation to ensure that no published material is obscene, lewd or lascivious, or promotes or could incite hatred or intolerance of, or discrimination against, any persons because of their race, colour, religion or national origin, sex, sexual orientation, handicap or family status.

The royalty revenues earned under the agency agreement will be offset by certain deferred payment obligations to Megadak Enterprises Inc. which were incurred in order to acquire the royalty rights. These deferred payment obligations may be summarized as follows:

		Payment to Megadak
1 year	$	600,000
2 years		600,000
3 years		600,000
4 years		600,000
5 years		600,000
Beyond 5 years		50,000
Total	**$**	**3,050,000**

b) Publishing Contract

An assignment of a publishing contract dated May 1, 2001, pursuant to which we have been given the sole and exclusive right, license and authority to publish magazines, newspapers, newsletters, tabloids and other periodicals, as well as books, pamphlets, catalogues and other publications, intended principally for members of CARP, in any form of media now known or which hereafter comes into existence (including without limitation, in print form or in any electronic form, which expression includes the worldwide web) under, featuring, using or exploiting any one or more of CARP's tradenames, trademarks and other intellectual property.

c) Northbridge Financial Corporation (formerly Lombard Canada Ltd.) Royalty Agreement

An assignment of a royalty agreement dated August 1, 2007 pursuant to which Northbridge agreed to pay us a royalty calculated on the amount of direct premiums for insurance coverage payable until August 1, 2022 under policies of insurance insuring any member of CARP and issued or placed by Northbridge or its affiliates. The royalty payment agreement permits an annual offset of $720,765 which totals $10,811,475 over the term of the agreement. In addition, during the first three years of the royalty agreement, Northbridge received $316,045 for licensing revenues associated with financial products and services. Pursuant to this agreement, Northbridge is required to spend a minimum of $250,000 in advertising with ZOOMER magazine, increased annually by the Consumer Price Index for a period of 15 years, except that for every 10% reduction in the subscription levels for ZOOMER magazine during a contract year from a threshold level of 90% of the paid subscribers as at August 1, 2007 (approximately 190,000 paid subscribers), such minimum advertising commitment may be reduced by 10%. Northbridge may elect to cease making advertising expenditures where the ZOOMER magazine subscription level falls to less than 60% of such threshold and there is a failure to raise the ZOOMER magazine subscription level to greater than 60% of such threshold upon 60 days' notice.

RECONCILIATION AND DEFINITION OF NON-IFRS MEASURES

Earnings before Interest, Taxes, Depreciation and Amortization ("EBITDA") is a non-GAAP measure used by management to provide additional insight into our performance and financial condition. We believe that these non-GAAP measures are an important part of the financial reporting process and are useful in communicating information that complements and supplements the consolidated financial statements. Accordingly, we are presenting EBITDA in this MD&A to enhance the usefulness of our MD&A. We have provided a reconciliation of EBITDA to the most directly comparable IFRS number, disclosure of the purpose of the non-GAAP measure, and how the non-IFRS measure is used in managing the business.

We report EBITDA because it is a key measure used by management to evaluate performance of our business segments and the Company. EBITDA is a measure commonly reported and widely used by investors as an indicator of a company's operating performance and ability to service debt, and as a valuation metric. The Company believes

EBITDA assists investors in comparing a company's performance on a consistent basis without regard to depreciation and amortization, which are non-cash in nature and can vary significantly depending on accounting methods or non-operating factors such as historical cost.

EBITDA is not a calculation based on IFRS and should not be considered an alternative to net income (loss) in measuring the Company's performance, nor should it be used as an exclusive measure of cash flow, because it does not consider the impact of movements in working capital (including liabilities relating to program rights), capital expenditures, debt principal reductions and other sources and uses of cash which are disclosed in the consolidated statements of cash flows. Investors should carefully consider the specific items included in our computation of EBITDA.

The following is a reconciliation of EBITDA with net income (loss) for the years ended June 30:

	Years ended June 30,	
($000's)	**2012**	**2011**
Net loss and comprehensive loss	$ (1,633,455)	$ (6,560,624)
Depreciation	3,446,938	2,142,572
Amortization of other intangible assets	1,010,787	1,122,180
Impairment of goodwill and broadcast licenses	2,812,267	-
Interest income	(2,183)	-
Interest expense	2,179,649	2,393,808
Income tax expense	(758,832)	76,529
EBITDA	$ 7,055,171	$ (825,535)

LEGAL PROCEEDINGS

In the normal course of business, we become involved in various claims and legal proceedings. While the final outcome with respect to claims and legal proceedings pending as at June 30, 2012 cannot be predicted with certainty, these matters are not expected to have a material adverse effect on our financial position.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), on a timely basis so that appropriate decisions can be made regarding public disclosure. As at June 30, 2012, the CEO and CFO have evaluated the effectiveness of the our disclosure controls and procedures as defined in Multilateral Instrument 52-109 (Certification of Disclosure in Issuers' Annual and Interim Filings) of the Canadian Securities Administrators and has concluded that such controls and procedures are effective.

INTERNAL CONTROL OVER FINANCIAL REPORTING and DISCLOSURE CONTROLS AND PROCEDURES

In accordance with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") file Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements and accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification includes a "Note to Reader" stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI52-109.

As part of our corporate governance practices, internal controls over financial reporting ("ICFR") and disclosure controls and procedures ("DC&P") have been designed. There has been no formal evaluation of the operation of these controls. We have designed our ICFR to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with Canadian GAAP. Management works to mitigate the risk of a material misstatement in financial reporting; however a control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Our CD&P has been designed to ensure that the information required to be disclosed by ZoomerMedia is accumulated and communicated to the Company's management as appropriate to allow timely decisions regarding required disclosure. It should be noted that while the Company's CEO and CFO believe that our DC&P provide reasonable assurance that they are effective, they do not expect that the DC&P and ICFR will prevent all errors or fraud. There has been no material changes in the internal controls of the Company in the year ended June 30. 2012.

DISCLOSURE OF OUTSTANDING SHARE DATA

ZoomerMedia Limited common shares trade on the TSX Venture Exchange under the symbol "ZUM". The Company is authorized to issue an unlimited number of preference shares in one or more series and an unlimited number of common shares without par value. On October 25, 2012, there were 267,284,963 common shares issued and outstanding, 387,879,129 preference shares issued and outstanding and 23,946,410 stock options outstanding with a weighted average exercise price of $0.16 expiring between 2012 and 2016.