

IP Applications Corp.

Interim Consolidated Financial Statements
(Unaudited)

September 30, 2006

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

IP Applications Corp.

Consolidated Balance Sheet

As at September 30, 2006

	2006 September 30 (Unaudited)	2005 December 31 (Audited)
Assets		
Current assets		
Cash	\$ 220,463	\$ 434,690
Restricted cash (note 5)	-	300,000
Accounts receivable	900,646	841,895
Prepaid expenses	96,000	140,423
	<hr/> 1,217,109	<hr/> 1,717,008
Property and equipment (note 6)	1,050,705	1,189,102
Intangible asset (note 7)	787,678	1,323,734
	<hr/> \$ 3,055,492	<hr/> \$ 4,229,844
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	\$ 1,144,546	\$ 1,475,963
Customer deposits	-	33,941
Deferred revenue	-	44,546
Current portion of lease commitment	70,930	83,121
Current portion of leasehold inducement	29,935	29,935
Current portion of obligations under capital lease (note 9)	283,568	336,973
	<hr/> 1,528,979	<hr/> 2,004,479
Leasehold commitment	73,368	126,566
Leasehold inducement	245,716	268,168
Convertible debenture (note 8)	540,298	178,379
Obligations under capital lease (note 9)	68,661	96,224
	<hr/> 2,457,022	<hr/> 2,673,816
Shareholders' Equity		
Capital stock (note 10(b))	8,976,242	8,935,930
Warrants (note 10(c))	851,142	803,526
Contributed surplus (note 11)	1,384,127	906,799
Deficit	(10,613,041)	(9,090,227)
	<hr/> 598,470	<hr/> 1,556,028
	<hr/> \$ 3,055,492	<hr/> \$ 4,229,844
Nature of operations and going concern (note 1)		
Commitments (note 13)		

Approved by the Board of Directors

“John Jacobson” Director

“Kelly Edmison” Director

IP Applications Corp.

Consolidated Statement of Operations and Deficit (Unaudited)

	Nine months ended September 30		Three months ended September 30	
	2006	2005	2006	2005
Revenue	\$ 7,166,308	\$ 5,555,367	\$ 2,409,775	\$ 2,274,439
Direct costs	4,697,468	3,623,812	1,642,543	1,513,875
	<u>2,468,840</u>	<u>1,931,555</u>	<u>767,232</u>	<u>760,564</u>
Operating expenses				
Amortization of intangible asset	536,056	323,536	178,686	161,525
Amortization of property and equipment	411,541	322,553	139,025	100,562
Foreign exchange loss	74,991	39,610	18,725	28,100
General and administration	1,403,930	1,646,302	414,599	691,848
Interest on capital lease obligations	35,961	21,309	11,248	10,117
Accretion of interest on convertible debenture	128,983	-	42,994	-
Marketing and selling	739,699	814,504	192,703	350,334
Stock-based compensation	250,135	163,749	88,167	62,483
Technical and development	410,358	471,118	153,279	191,569
	<u>3,991,654</u>	<u>3,802,681</u>	<u>1,239,426</u>	<u>1,596,538</u>
Loss for the period	(1,522,814)	(1,871,126)	(472,194)	(835,974)
Deficit - Beginning of period	(9,090,227)	(5,638,784)	(10,140,847)	(6,673,936)
Deficit - End of period	<u>\$ (10,613,041)</u>	<u>\$ (7,509,910)</u>	<u>\$ (10,613,041)</u>	<u>\$ (7,509,910)</u>
Loss per share - basic	<u>(0.10)</u>	<u>(0.16)</u>	<u>(0.03)</u>	<u>(0.06)</u>
Weighted average number of common shares used in the calculation of loss per share	<u>15,007,212</u>	<u>11,756,872</u>	<u>15,086,624</u>	<u>14,598,639</u>

IP Applications Corp.

Notes to Consolidated Financial Statements (Unaudited)

For the nine months ended September 30, 2006

	Nine months ended September 30		Three months ended September 30	
	2006	2005	2006	2005
Cash flows from operating activities				
Loss for the period	\$ (1,522,814)	\$ (1,871,126)	\$ (472,194)	\$ (835,974)
Items not affecting cash				
Amortization of intangible asset	536,056	323,536	178,686	161,525
Amortization of property and equipment	411,541	322,553	139,025	100,562
Employee share compensation	-	130,336	-	-
Tenant inducements amortization	(22,451)	-	(7,484)	-
Accretion on convertible debenture	128,983	-	42,994	-
Accrued loss on lease commitment	(65,388)	-	(17,732)	-
Warrants issued	-	29,242	-	29,242
Stock-based compensation	250,135	163,749	88,167	62,483
	(283,938)	(901,710)	(48,538)	(482,162)
Changes in non-cash working capital items				
Accounts Receivable	(58,751)	(123,786)	48,851	(33,822)
Prepaid expenses	44,423	(39,512)	32,493	52,915
Convertible debenture interest	48,986	-	18,986	-
Accounts payable and accrued liabilities	(331,417)	(12,712)	(76,017)	(42,789)
Customer deposits	(33,941)	36,108	(22,432)	35,351
Deferred revenue	(44,546)	(150,804)	-	-
	(659,184)	(1,192,416)	(46,657)	(470,507)
Cash flows from investing activities				
Release of restricted cash	300,000	(300,000)	-	(300,000)
Acquisition intangible asset (note 7)	-	(220,096)	-	-
Acquisition PacificNet (note 4)	-	(310,156)	-	-
Purchase of property and equipment	(96,901)	(110,815)	(23,209)	(52,370)
	203,099	(941,067)	(23,209)	(352,370)
Cash flows from financing activities				
Payments under capital leases	(257,214)	(214,358)	(97,991)	(81,437)
Proceeds from convertible debenture	411,144	-	411,144	-
Proceeds from private placements	100,000	1,700,000	-	-
Capital raising costs	(12,072)	(36,664)	(10,818)	(1,920)
	241,858	1,448,978	302,335	(83,357)
Increase / (Decrease) in cash	(214,227)	(684,505)	232,469	(906,234)
Cash - Beginning of period	434,690	736,295	(12,006)	958,024
Cash - End of period	\$ 220,463	\$ 51,790	\$ 220,463	\$ 51,790

IP Applications Corp.

Notes to Consolidated Financial Statements (Unaudited)

For the nine months ended September 30, 2006

1 Nature of operations and going concern

IP Applications Corp. (the Company) incorporated under the laws of British Columbia, provides outsourced Internet applications and solutions to Internet service providers (ISP), telecommunications companies or other corporate clients either to resell these applications to their customers and end users or for their own internal corporate use.

The accompanying consolidated financial statements are prepared on a going-concern basis, which assumes the realization of assets and the settlement of liabilities in the normal course of business. Certain conditions cast substantial doubt on this assumption. The Company's current level of operations is not sufficient to solely fund operations. The Company has financed its operations principally through equity financing and further external financing may be required in order to fund its future operations and pursue other potential investments.

The ability of the Company to continue as a going concern and meet its commitments and ongoing operating expenses will depend upon raising further funds in the near term either through the issue of equity financing, pursuit of debt financing or generation of profitable operations. There is no assurance that the Company will be successful in achieving any of these goals.

The consolidated financial statements do not include any adjustments, if any, relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the entity not continue as a going concern.

2 Basis of presentation

These consolidated financial statements include the accounts of IP Applications Corp. and its wholly owned subsidiaries, IP Applications (Canada) Corp., IP Applications Soft Tracks Ltd. and IP Applications Remote Services Ltd. All intercompany balances and transactions are eliminated.

It is recommended that these interim financial statements should be read in conjunction with the audited Annual Report for the nine months ended December 31, 2005. The accounting policies applied to the presentation of the interim financial statements are consistent with those applied to the previous financial year end.

IP Applications Corp.

Notes to Consolidated Financial Statements (Unaudited)
For the nine months ended September 30, 2006

3 Significant accounting policies

These interim consolidated financial statements follow the same accounting principles and methods of their application as the December 31, 2005 audited financial statements of the Company except for the following:

a) Property and equipment are now amortized on a straight line basis at the following rates per annum:

Office Equipment	5 years
Computer Equipment	3 years
Computer Software	2 years

b) Loss per share

Loss per share computations are based upon the weighted average number of common shares outstanding during the year. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon the exercise of options and warrants. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. Fully diluted loss per share is not disclosed, as the effect of conversion of outstanding options and warrants is anti-dilutive.

4 Acquisition

On June 7, 2005, the Company acquired the net assets of Dapac L.L.C., dba PacificNet, for cash consideration of \$268,127 plus costs relating to the acquisition of \$42,029, in aggregate \$310,156 plus the undertaking to pay certain liabilities. The acquisition is accounted for by the purchase method whereby the results of operations of PacificNet since the date of acquisition, are included in the consolidated financial statements of the Company.

IP Applications Corp.

Notes to Consolidated Financial Statements (Unaudited)

For the nine months ended September 30, 2006

Details of the net assets acquired at fair values at the acquisition date are as follows:

Current assets	\$ 125,367
Property and equipment	27,436
Customer contracts	760,617
Less: Current liabilities assumed	<u>(603,264)</u>
Consideration - cash	<u>\$ 310,156</u>

5 Restricted Cash

Restricted cash of \$300,000 was pledged as collateral to a chartered bank for certain credit facilities. On February 24, 2006, the Company entered into an agreement with Export Development Canada (“EDC”) whereby in exchange for a one-time fee, EDC provided a performance security guarantee to the chartered bank holding the restricted amounts, thereby allowing the Company full access to the funds.

6 Property and equipment

	September 30 2006		
	Cost	Accumulated amortization	Net
Computer equipment	\$ 1,241,757	\$ 701,467	\$ 540,290
Office equipment	65,499	18,791	46,708
Computer software	144,344	91,796	52,548
Leasehold improvements	431,703	20,544	411,159
	<u>\$ 1,883,303</u>	<u>\$ 832,598</u>	<u>\$ 1,050,705</u>

	December 31 2005		
	Cost	Accumulated amortization	Net
Computer equipment	\$ 1,023,077	\$ 358,409	\$ 664,668
Office equipment	62,565	13,303	49,262
Computer software	114,567	46,334	68,233
Leasehold improvements	409,950	3,011	406,939
	<u>\$ 1,610,159</u>	<u>\$ 421,057</u>	<u>\$ 1,189,102</u>

IP Applications Corp.

Notes to Consolidated Financial Statements (Unaudited)

For the nine months ended September 30, 2006

Included in property and equipment are assets financed by capital leases with a total cost of \$1,055,288 of which \$176,244 are current additions during the period of January to September 2006, and accumulated amortization of \$513,308 (as at December 31, 2005 total cost was \$879,045 and accumulated amortization \$310,080).

7 Intangible asset

	Amount
Balance – December 31, 2005	\$ 1,323,734
Amortization	<u>(536,056)</u>
Balance – September 30, 2006	<u>\$ 787,678</u>

On June 7, 2005, the Company purchased a customer contract from SourceNet Telecom (“SourceNet”). The aggregate purchase price was \$461,246 and was paid through a combination of cash of \$220,096 and 455,000 common shares of the Company with a value of \$241,150. This intangible asset is amortized over a period of 2 years.

8 Convertible Debenture

- a) On December 19, 2005, the Company completed a convertible debt financing for a total proceeds of \$500,000. The convertible debt had a term of 18 months, due May 17, 2007, and was unsecured, bearing interest at an annual rate of 12%, payable quarterly. These debentures were convertible at \$0.40 per unit into units consisting of one common share and one-half common share purchase warrant at the holders' option.

In conjunction with the convertible debenture, the Company also issued 1,250,000 share purchase warrants that had a term of 2 years, expiring November 19, 2007, and an exercise price of \$0.50 for a period of 12 months and \$0.55 for the period of 13-24 months from the date of issue.

The Company had recorded the proceeds of the debenture between debt and equity based on the relative fair values of the debt, conversion option and warrants. The fair value of the debt component was \$178,379 and the fair value of the warrant component was \$85,153.

The fair value of the conversion option was \$236,468; this amount is being accreted on a straight line basis over the term of the debt.

IP Applications Corp.

Notes to Consolidated Financial Statements (Unaudited)

For the nine months ended September 30, 2006

The fair value of the warrants for the convertible debenture was estimated using the Black-Scholes model using the following assumptions:

Expected dividend yield	0%
Stock price volatility	93.0%
Risk-free interest rate	3.69%
Expected life of warrants	2 years

Effective September 18, 2006, the debenture was rolled over into a new convertible debenture, see note 8b).

- b) Effective September 18, 2006, the Company completed the roll-over of the December 19, 2005 convertible debenture, resulting in a new convertible debt financing for total proceeds of \$960,130. The convertible debt has a term of 18 months, due March 18, 2008, and bears interest at an annual rate of 12%, payable quarterly. These debentures are convertible into units consisting of one common share and one-sixth common share purchase warrant at the holders' option; this would result in 640,087 new warrants (assuming a conversion price of \$0.25). The conversion price is at the lesser of a) market price at the time of conversion (not less than \$0.25), b) the price of a Qualifying Financing (not less than \$0.25), or c) \$0.40 [The Qualifying Financing refers to an equity Financing yielding net proceeds in excess of \$500,000 prior to June 30, 2007.]

The 1,250,000 share purchase warrants associated with the November 2005 debenture will remain outstanding, with an expiry of December 19, 2007 and exercisable at \$0.50 per share up to December 18, 2006 and \$0.55 thereafter.

The Company has recorded the proceeds of the debenture between debt and equity based on the relative fair values of the debt and conversion option. The fair value of the debt component was \$183,951.

The fair value of the conversion option was \$227,193; this amount is being accreted on a straight line basis over the term of the debt.

Balance – December 31, 2005	\$ 178,379
Interest expense	48,986
Accretion of interest	128,982
Issue convertible debenture	183,951
	<hr/>
Balance – September 30, 2006	\$ 540,298

IP Applications Corp.

Notes to Consolidated Financial Statements (Unaudited)
For the nine months ended September 30, 2006

9 Obligations under capital lease

	September 30 2006	December 31 2005
Lease payable in semi-annual instalments of \$26,750 including interest at an imputed rate of 0% until August 16, 2006, secured by a charge over equipment	\$ -	\$ 53,395
Lease payable in monthly instalments of \$12,094 including interest at an imputed rate of 6.44% until October 1, 2006, secured by a charge over equipment	91,296	189,308
Lease payable in monthly instalments of \$9,507 including interest at an imputed rate of 12.0% until September 13, 2007, secured by a charge over equipment	118,502	190,494
Lease payable in two instalments of \$3,084 and \$29,834 including interest at an imputed rate of 12.0% by February 16, 2007, secured by a charge over equipment	27,908	-
Lease payable in monthly instalments of \$3,286 including interest at an imputed rate of 16.2% until December 1, 2008, secured by a charge over equipment	83,220	-
Lease payable in monthly instalments of \$1,686 including interest at an imputed rate of 6.0% until March 1, 2008, secured by a charge over equipment	31,303	-
	<u>352,229</u>	<u>433,197</u>
Less: Current portion	<u>(283,568)</u>	<u>(336,973)</u>
	<u>\$ 68,661</u>	<u>\$ 96,224</u>

Future minimum lease payments for the respective period ends based on the fiscal year-end are as follows:

2006	\$ 66,434
2007	256,399
2008	61,949
	<u>384,782</u>
Less: Imputed interest	<u>32,553</u>
	<u>\$ 352,229</u>

IP Applications Corp.

Notes to Consolidated Financial Statements (Unaudited)
For the nine months ended September 30, 2006

10 Capital stock

- a) Authorized
100,030,000 common shares without par value
- b) Issued

	Number of shares	Amount
Balance – December 31, 2005	14,786,624	\$ 8,935,930
Private placement for cash (i)	300,000	52,384
Capital raising costs	-	(12,072)
Balance – September 30, 2006	15,086,624	\$ 8,976,242

- i) On March 9, 2006, the Company completed a non-brokered private placement for 300,000 units at \$0.33 per unit for gross proceeds of \$100,000. Each unit consists of one common share and one warrant. Each warrant entitles the holder to purchase an additional common share at a price of \$0.40 during the 24 month period from closing.

The fair value of the warrants issued was \$47,616 using the Black-Scholes valuation model with the assumptions noted below.

Expected dividend yield	0%
Stock price volatility	92.62%
Risk-free interest rate	4.10%
Expected life of warrants	2 years

IP Applications Corp.

Notes to Consolidated Financial Statements (Unaudited)
For the nine months ended September 30, 2006

10 Capital stock (continued)

c) Warrants

At September 30, 2006, the following share purchase warrants are outstanding:

Number of warrants Outstanding	Exercise price \$	Expiry date	Number of warrants Exercisable
334,850	1.00	December 23, 2006	334,850
2,205,150	0.40	May 2, 2007	2,205,150
999,999	0.50 - 0.55	June 13, 2007	999,999
100,000	0.53 - 0.70	July 14, 2010	100,000
1,250,000	0.50 - 0.55	November 19, 2007	1,250,000
300,000 (10b)(i)	0.40	February 6, 2008	300,000
<u>5,189,999</u>			<u>5,189,999</u>

Amount

Balance – December 31, 2005	\$ 803,526
Private placement (note 10 (b) (i))	<u>47,616</u>
Balance – September 30, 2006	<u>\$ 851,142</u>

d) Stock options

The Company's Stock Option Plan (the "Plan") was amended at the Company's annual general meeting on August 22, 2005. Significant changes included the change of vesting period to 25% of the Option upon the Grant Date and 12 ½ % every quarter thereafter and the change of percentage reservation of issued share capital for options to 18%. The Company's Plan, a fixed stock option plan, allows for 18% of the issued share capital to be reserved for issuance to executive officers and directors, employees and consultants. At the Company's annual general meeting, the Company's shareholders voted to increase the number of shares reserved for issuance under the Company's Stock Option Plan from 1,483,350 to 2,624,935. The board of directors of the Company may terminate the Plan at any time provided that the termination does not alter the terms or conditions of any option or impair any right of any option holder. At September 30, 2006 673,535 options are available for future grant under the Plan.

Stock option transactions for the nine month period ended September 30, 2006 and the year ended December 31, 2005, and the number of stock options outstanding are summarized as follows:

IP Applications Corp.

Notes to Consolidated Financial Statements (Unaudited)

For the nine months ended September 30, 2006

	September 30 2006	Weighted average exercise price	December 31 2005	Weighted average exercise price
Opening balance	1,002,500	\$ 0.56	1,192,720	\$ 0.69
Granted	1,285,600	0.33	658,112	0.54
Exercised	-	-	-	-
Expired	(2,100)	0.55	-	-
Forfeited	(334,600)	0.53	(848,332)	0.74
Closing balance	1,951,400	\$ 0.41	1,002,500	\$ 0.56

The fair values of the options granted during the nine months ended September 30, 2006 have been determined using the Black-Scholes option pricing formulae with the following factors and are being recognized as an expense over the three year vesting period:

	2006
Expected dividend yield	0%
Stock price volatility	93.4 to 94.7%
Risk-free interest rate	4.16 to 4.37%
Expected life of options	3 years
Fair value of the options granted	\$294,355

At September 30, 2006, the following stock options are outstanding:

Number of stock options outstanding	Exercise price	Expiry date	Number of stock options exercisable
1,500	0.55	February 1, 2007	1,500
50,000	0.55	June 16, 2008	50,000
6,000	0.55	September 8, 2008	6,000
16,000	0.55	September 30, 2008	16,000
4,000	0.55	November 15, 2008	3,400
74,000	0.55	February 27, 2009	62,900
164,000	0.55	May 27, 2009	159,800
250,400	0.55	May 2, 2010	130,160
74,000	0.55	May 25, 2010	29,600
66,300	0.55	September 22, 2010	49,725
1,145,200	0.33	February 28, 2011	585,100
75,000	0.34	April 20, 2011	28,125
25,000	0.34	April 20, 2011	25,000
<hr/> 1,951,400			<hr/> 1,147,310

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Notes to Consolidated Financial Statements (Unaudited)
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11 Contributed Surplus

	September 30 2006	December 31 2005
Opening balance	\$ 906,799	\$ 286,759
Stock-based compensation	250,135	383,572
Equity component of convertible debenture	-	236,468
Equity component of issued convertible debenture (note 8(b))	227,193	-
	<hr/>	<hr/>
Closing balance	<u>\$ 1,384,127</u>	<u>\$ 906,799</u>

12 Segmented information

During the nine months ended September 30, 2006, the Company operated within a single operating segment, being the provision of Internet services and solutions. Information with respect to geographic areas is as follows:

	September 30 2006	September 30 2005
Revenue		
Canada	\$1,476,897	\$ 1,619,958
United States	5,689,411	3,935,409
	<hr/>	<hr/>
	<u>\$ 7,166,308</u>	<u>\$ 5,555,367</u>

All of the Company's employees and assets are located in Canada.

13 Commitments

The Company is party to certain operating leases for office premises under which the future minimum lease payments in aggregate based on the fiscal year-end of the Company are approximately as follows:

2006	\$ 111,174
2007	472,480
2008	470,674
2009	355,388
2010	340,920
Subsequent	1,835,917
	<hr/>
	<u>\$ 3,586,553</u>