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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the Quarterly Period Ended March 31, 2008

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-31338

**Wireless Age Communications, Inc.**

(Exact Name of Small Business Issuer as Specified in Its Charter)

**Nevada**

(State or Other Jurisdiction of Incorporation)

**98-0336674**

(I.R.S. Employer Identification No.)

**3565 King Road, Suite 102**  
**King City, Ontario, L7B 1M3, Canada**  
(Address of Principal Executive Offices)

**(905) 833-2753**

(Issuer's Telephone Number, Including Area Code)

**N/A**

(Former Name, Former Address and Former Fiscal Year,  
if Changed Since Last Report)

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

The number of shares of common stock outstanding as of May 15, 2008: 58,694,542

Transitional Small Business Disclosure format (Check one): Yes ☐ No ☒

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# Wireless Age Communications, Inc.

## INDEX

### **PART I Financial Information**

Item 1.	Condensed Financial Statements (unaudited)	
	Condensed Consolidated Balance Sheet	3
	Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)	4
	Condensed Consolidated Statements of Stockholders' Equity	5
	Condensed Consolidated Statements of Cash Flows	7
	Notes to Condensed Consolidated Financial Statements	8
Item 2.	Management's Discussion and Analysis	16
Item 3.	Controls and Procedures	21

### **PART II. Other Information**

Item 1.	Legal Proceedings	22
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	22
Item 3.	Defaults Upon Senior Securities	22
Item 4.	Submission of Matters to a Vote of Security Holders	22
Item 5.	Other Information	22
Item 6.	Exhibits and Reports on Form 8-K	22
	A) Exhibit Schedule	
	B) Reports Filed on Form 8-K	
Signatures		23

## PART I. Financial Information

### Item 1. Condensed Financial Statements

#### Wireless Age Communications, Inc. Condensed Consolidated Balance Sheets

	Unaudited March 31, 2008	December 31, 2007
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 1,028,479	\$ 104,101
Receivables (net of allowance of \$45,000)	3,198,730	3,931,412
Inventory	1,915,669	2,438,571
Marketable securities (Note 4)	2,914,998	2,320,317
Due from related parties (Note 5)	62,379	-
Prepaid expenses	134,961	143,548
	<u>9,255,216</u>	<u>8,937,949</u>
Property, plant and equipment, net of accumulated amortization	728,089	726,341
Intangible assets (Note 6)	395,876	332,116
Goodwill (Note 6)	241,026	241,026
<b>TOTAL ASSETS</b>	<u>\$ 10,620,207</u>	<u>\$ 10,237,432</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Due to parent (Note 7)	\$ -	\$ 190,529
Accounts payable and accrued liabilities	6,981,053	7,207,015
Current portion of deferred revenue and customer deposits	207,268	206,258
Notes payable (Note 8)	286,411	100,880
Current portion of obligations under capital leases (Note 8)	29,432	28,887
Liabilities of discontinued operations (Note 10)	247,426	313,125
Total current liabilities	<u>7,751,590</u>	<u>8,046,694</u>
Deferred revenue and customer deposits	84,749	98,864
Notes payable (Note 8)	140,282	-
Obligations under capital leases (Note 8)	21,504	33,308
Tax obligations	836,181	865,894
Total liabilities	<u>8,834,306</u>	<u>8,046,694</u>
Minority interest	1,283	1,283
Stockholders' equity		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized, Nil shares issued and outstanding	-	-
Common stock, \$0.001 par value, 100,000,000 shares authorized, 58,781,842 shares issued and outstanding at March 31, 2008	58,781	59,473
Additional paid-in capital	17,665,786	17,797,445
Accumulated deficit	(17,117,485)	(17,742,271)
Accumulated other comprehensive income	1,205,097	1,076,742
Treasury stock, 87,300 shares of common stock	(27,561)	-
Total stockholders' equity	<u>1,784,618</u>	<u>1,191,389</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 10,620,207</u>	<u>\$ 10,237,432</u>

See accompanying notes to financial statements.

**Wireless Age Communications, Inc.**  
**Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)**  
**(UNAUDITED)**

	Three Months Ended March 31,	
	2008	2007
Sales – product	\$ 8,564,273	\$ 5,088,675
Commission and residual revenue	1,058,850	852,993
Total sales	9,623,123	5,941,668
Cost of goods sold – product	7,318,062	4,332,050
Margin on products and services (excluding amortization below)	2,305,061	1,609,618
Selling and administrative expenses	1,684,855	1,238,206
Amortization	69,366	63,716
Earnings from operations	550,840	307,696
Other expenses (income)		
Interest	25,725	84,999
Foreign exchange loss (gains)	(99,671)	(5,211)
	(73,946)	79,788
Net income from continuing operations	\$ 624,786	\$ 227,908
Loss from discontinued operations (Note 10)	-	(1,408,732)
Net income (loss)	\$ 624,786	\$ (1,180,824)
Earnings (loss) per share:		
Earnings per share – continuing operations basic	\$ 0.01	\$ 0.007
Earnings per share – continuing operations diluted	0.01	0.006
(Loss) per share – discontinued operations basic	-	(0.044)
Earnings (loss) per share – basic	0.01	(0.037)
Earnings per share – diluted	0.01	-
Weighted average number of common shares outstanding:		
Basic	59,358,092	31,452,918
Diluted	59,358,092	38,608,946
Comprehensive Income (Loss)		
Net income (loss)	\$ 624,786	\$ (1,180,824)
Other comprehensive (loss):		
Unrealized holding gain on marketable securities	234,633	-
Foreign exchange translation (loss)	(106,278)	(32,439)
Comprehensive income (loss)	\$ 753,141	\$ (1,213,263)

See accompanying notes to financial statements.

**Wireless Age Communications, Inc.**  
**Condensed Consolidated Statements of Stockholders' Equity**  
**For the three month period ended March 31, 2007**  
**(UNAUDITED)**

	Common Stock			Preferred Stock			Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Number	Par Value	Additional Paid-in Capital	Number	Par Value	Additional Paid-in Capital			
Balance, December 31, 2006	29,527,918	\$ 29,528	14,075,817	7,142,900	7,143	362,237	(16,818,067)	172,603	(2,170,739)
Conversion of preferred stock to common stock	2,950,000	2,950	149,602	(2,950,000)	(2,950)	(149,602)	-	-	-
Adjustment arising from issuance of warrants	-	-	190,000	-	-	-	-	-	190,000
Foreign currency translation adjustment	-	-	-	-	-	-	-	(32,439)	(32,439)
Net loss for the three month period ended March 31, 2007	-	-	-	-	-	-	(1,180,824)	-	(1,180,824)
Balance, March 31, 2007	<u>32,477,918</u>	<u>\$ 32,478</u>	<u>14,415,419</u>	<u>4,192,900</u>	<u>4,193</u>	<u>212,635</u>	<u>(17,998,891)</u>	<u>140,614</u>	<u>(3,194,002)</u>

See accompanying notes to financial statements.

**Wireless Age Communications, Inc.**  
**Condensed Consolidated Statements of Stockholders' Equity**  
**For the three month period ended March 31, 2008**  
**(UNAUDITED)**

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Accumulated Other Comprehensive Income</u>	<u>Treasury Stock</u>	<u>Total Stockholders' Equity</u>
	<u>Number</u>	<u>Par Value</u>					
Balance, December 31, 2007	59,473,342	\$ 59,473	17,797,445	(17,742,271)	1,076,742	-	1,191,389
Repurchases of common stock	(691,500)	(692)	(131,659)	-	-	-	(132,351)
Repurchased common stock not yet cancelled	-	-	-	-	-	(27,561)	(27,561)
Foreign currency translation adjustment	-	-	-	-	(106,278)	-	(106,278)
Unrealized holding gain on marketable securities	-	-	-	-	234,633	-	234,633
Net earnings for the three month period ended March 31, 2008	-	-	-	624,786	-	-	624,786
Balance, March 31, 2008	<u>58,781,842</u>	<u>\$ 58,781</u>	<u>17,665,786</u>	<u>(17,117,485)</u>	<u>1,205,097</u>	<u>(27,561)</u>	<u>1,784,618</u>

See accompanying notes to financial statements.

**Wireless Age Communications, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
**(UNAUDITED)**

	Three months Ended March 31,	
	2008	2007
<b>Net cash provided by (used in) operations</b>		
Net income from continuing operations	\$ 624,786	\$ 227,908
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Amortization	69,366	63,716
Foreign exchange (gain)	(99,671)	(5,211)
Changes in operating assets and liabilities:		
Accounts receivable	732,682	(159,159)
Inventory	522,902	177,463
Prepaid expenses	(15,767)	27,295
Accounts payable and accrued liabilities	(215,859)	(248,614)
Deferred revenue and customer deposits	(13,105)	(6,755)
Due from related parties	(62,379)	-
Net cash provided by operating activities	1,542,955	76,643
<b>Cash flows from investing activities:</b>		
Purchase of marketable securities	(125,911)	-
Purchase of distribution rights	(24,353)	-
Additions to property, plant and equipment	(37,454)	(27,444)
Net cash used in investing activities:	(187,718)	(27,444)
<b>Cash flows from financing activities:</b>		
Repayment of due to parent	(190,529)	-
Purchases of common stock for cancellation	(159,912)	-
Increase in bank indebtedness	-	9,244
Increase in long-term debt	-	2,072
Repayment of long-term debt	(14,719)	-
Net cash provided by (used in) financing activities:	(365,160)	11,316
Increase in cash from continuing operations:	990,077	60,515
Increase (decrease) in cash from discontinued operations:	(65,699)	715,869
Increase in cash	924,378	776,384
<b>Cash, beginning of period</b>	<b>104,101</b>	<b>285,030</b>
<b>Cash, end of period</b>	<b>\$ 1,028,479</b>	<b>\$ 1,061,414</b>

Non cash financing activities:

During the three month period ended March 31, 2008, the Company:

- Acquired intangible assets, valued at \$97,418, through the issuance of a \$97,418 promissory note.
- Acquired 720,000 common shares of Newlook, by issuing a \$280,565 promissory note.

During the three month period ended March 31, 2007, the Company:

- Issued warrants to purchase 2,000,000 common shares, valued at \$190,000.

During the three month period ended March 31, 2008 and 2007, the Company paid cash interest of \$25,725 and \$84,999, respectively, and did not pay cash taxes in either period

See accompanying notes to financial statements.

## **Wireless Age Communications, Inc.**

### **Notes to Condensed Consolidated Financial Statements March 31, 2008 (Unaudited)**

#### **Note 1 – Basis of Presentation and nature of operations**

The accompanying condensed unaudited consolidated financial statements of Wireless Age Communications, Inc. (referred to herein as “we,” “our” or the “Company”) have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of the management of the Company, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month period ended March 31, 2008, are not necessarily indicative of the results that may be expected for the year ending December 31, 2008. For further information, refer to the financial statements and footnotes thereto included in the Company’s annual report on Form 10-KSB for the year ended December 31, 2007.

The Company, through its 99.7% owned subsidiary, Wireless Age Communications Ltd. (“WACL”) is in the business of operating retail cellular and telecommunications outlets in cities in western Canada. A wholly owned subsidiary, mmwave Technologies Inc. (“mmwave”), as of March 31, 2007 is inactive but prior to certain restructuring steps was a distributor, systems integrator and representative of wireless, microwave and fibre optic components, test systems and subsystems. The Company, through its other wholly owned subsidiary Wireless Source Distribution Ltd. (“Wireless Source”) is in the business of distributing two-way radio products, prepaid phone cards, wireless accessories and various battery and ancillary electronics products in Canada. WACL was acquired on October 8, 2002, mmwave was acquired on March 4, 2005 and Wireless Source was acquired on September 19, 2003.

The Company was incorporated in the State of Nevada on November 17, 2000 as Lennoc Ventures, Inc. On October 20, 2002, the Company changed its name to Wireless Age Communications, Inc.

#### **Discontinued Operations**

The operating results of Knowlton Pass Electronics Inc. (operating as Wireless Works) prior to its disposal on March 1, 2007 have been classified as discontinued operations. The operating results of mmWave Technologies Inc. which was assigned into bankruptcy on June 29, 2007, have also been classified as discontinued operations – Note 10. In addition the assets and liabilities of mmWave Technologies Inc. have been segregated as assets and liabilities held for sale.

#### **Note 2 – Recent developments**

##### **Stock Repurchases**

During the three month period ended March 31, 2008, the Company paid \$159,912 to acquire 778,800 shares of its common stock for cancellation. As at March 31, 2008, 691,500 shares, valued at \$132,351 had been cancelled and 87,300 shares, valued at \$27,561, were held in treasury for cancellation during April 2008.

##### **Callmore Acquisition**

On March 20, 2008, the Company acquired distribution rights from Callmore Communications Inc. for \$97,418 (CAD\$100,000), \$24,355 (CAD\$25,000) paid at closing and \$24,355 to be payable in three consecutive monthly payments beginning April 1, 2008. The Callmore business assets will be utilized within the Commercial operating segment.

##### **Purchases of Newlook Securities**

During the first quarter of fiscal 2008, the Company acquired an additional 1,060,000 common shares of Newlook Industries Corp., the Company’s controlling shareholder, for total consideration of \$406,268 (CAD\$417,050). Of these securities; 1) 720,000 shares were acquired from Eiger Technology Inc. (“Eiger”) (a related party by virtue of common officers and directors) by agreeing to cancel an option to acquire 180,000 shares of Newlook Industries Corp. on each of September 8, 2008, March 8, 2009, September 8, 2009 and March 8, 2010 at an exercise price of CAD\$0.40 per share and convert to an outright purchase for consideration of \$280,565 (CAD\$288,000) under a promissory note payable \$70,141 (CAD\$72,000) on each of September 8, 2008, March 8, 2009, September 8, 2009 and March 8, 2010, 2) 180,000 were acquired from Eiger through the cash exercise of options held of \$70,141 (CAD\$72,000) and 3) 10,000 shares from Eiger for cash consideration of \$974 (CAD\$1,000) and 4) 150,000 shares from a third party for cash consideration of \$54,796 (CAD\$56,250).



## **Note 3 – Summary of Significant Accounting Policies**

### **Interim Financial Information**

The consolidated balance sheet as of March 31, 2008, the consolidated statements of operations for the three months ended March 31, 2008 and March 31, 2007, and the consolidated statements of cash flows for the three months ended March 31, 2008 and March 31, 2007 have been prepared by the Company and are unaudited. The consolidated balance sheet as of December 31, 2007 was derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2007.

Certain information and footnote disclosures normally included in consolidated financial statements have been condensed or omitted. It is the opinion of management that all adjustments (which include normal recurring adjustments) necessary for a fair statement of financial results are reflected in the interim periods presented. Accordingly, these consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2007.

### **Consolidated financial statements**

The consolidated financial statements include the accounts of the Company, its four wholly-owned inactive subsidiaries DB Sim Holdings Ltd. ("DB Sim"), Prime Battery Products Limited ("Prime Battery"), Marlon Distributors Ltd. ("Marlon Distributors") and 1588102 Ontario Inc. ("1588102"), its 99.7% owned subsidiary WACL, and its wholly-owned subsidiaries Prime Wireless and Wireless Source. WACL, DB Sim and Wireless Source are incorporated under the laws of the province of Saskatchewan, Canada. Prime Wireless, Prime Battery and 1588102 are incorporated under the laws of the Province of Ontario, Canada and Marlon Distributors is federally incorporated under the laws of Canada. All inter-company transactions have been eliminated.

### **Property, plant and equipment**

Property, plant and equipment are recorded at cost less accumulated amortization. Amortization is provided over estimated useful life of the assets using the following annual rates:

Computer hardware	30% declining balance
Computer software	2 years straight-line
Equipment under capital lease	10 years straight-line
Leasehold improvements	5 years straight-line (shorter of lease term or 5 years)
Office equipment	10 years straight-line
Vehicles under capital lease	30% declining balance
Rental equipment	30% declining balance
Shop tools and service equipment	10 years straight-line

Property, plant and equipment are reviewed for impairment in accordance with Statement of Financial Accounting Standards ("SFAS") No. 144, "Accounting for the Impairment or Disposal of Long-lived Assets". Under SFAS No. 144, these assets are tested for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. An impairment charge is recognized for the amount, if any, which the carrying value of the asset exceeds the fair value.

### **Acquisitions and Business Combinations**

The Company accounts for acquisitions and business combinations under the purchase method of accounting. The Company includes the results of operations of the acquired business from the acquisition date. Net assets of the companies acquired are recorded at their fair value at the acquisition date. The excess of the purchase price over the fair value of net assets acquired are included in intangible assets and goodwill in the accompanying consolidated balance sheets.

### **Intangibles, goodwill and other assets**

The Company follows SFAS No 142, "Goodwill and Other Intangible Assets". SFAS No. 142 no longer permits the amortization of goodwill and indefinite-lived intangible assets. Instead, these assets must be reviewed annually (or more frequently under prescribed conditions) for impairment in accordance with this statement. If the carrying amount of the reporting unit's goodwill or indefinite-lived intangible assets exceeds the implied fair value, an impairment loss is recognized for an amount equal to that excess. Intangible assets that do not have indefinite lives are amortized over their useful lives.

The Company annually reviews all of its long-lived assets, including goodwill and other intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable based on undiscounted cash flows. Factors the Company considers important that could trigger an impairment review include, but are not limited to, significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the acquired assets or the strategy for the Company's overall business, and significant negative industry or economic trends and the current fair market value if available. When management determines that an impairment review is necessary based upon the existence of one or more of the above indicators of impairment, the Company measures any impairment based on a projected discounted cash flow method using a discount rate commensurate with the risk inherent in our current business model. Significant judgment is required in the development of projected cash flows for these purposes including assumptions regarding the appropriate level of aggregation of cash flows, their term and discount rate as well as the underlying forecasts of expected future revenue and expense. To the extent that events or circumstances cause assumptions to change, charges may be required which could be material.

Residual premiums are amounts paid for future residual revenue of retail cellular and telecommunications subscriber business recorded at cost less accumulated amortization. Amortization is provided for on a straight-line basis over five years. Agency fees are amortized over the term of the related agreement (ten years) on a straight-line basis.

Commercial business segment distribution rights are amortized on a straight-line basis over five years.

### **Basic and Diluted Earnings (Loss) Per Share**

The Company reports basic earnings (loss) per share in accordance with Statement of Financial Accounting Standards No. 128, "Earnings Per Share". Basic earnings (loss) per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share includes the potentially dilutive effect of outstanding common stock options and warrants which are convertible to common shares. Diluted loss per share is not presented if the results would be "anti-dilutive".

### **Comprehensive Income**

The Company has adopted Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income". Comprehensive income is comprised of foreign currency translation adjustments and unrealized gains and losses on available for sale marketable securities.

### **Revenue Recognition**

The Company recognizes revenue from the sale of telecommunications equipment, digital subscriber line equipment, accessories and other electronics products, when the products are delivered and accepted by the customer and collectability reasonably assured. Activation commission fees earned from the telephone companies are recognized at the time of activation by the customer and include the sale of post paid cellular service contracts, high speed internet and television services. Residual commission fees are recognized at the point in time they are earned. The Company receives revenue from rental contracts for radio equipment and recognizes the revenue upon completion of the service. The Company receives co-op advertising revenue from the telephone companies based on the requirement to spend 30-60% of the available co-op advertising allotment. Any amount received under this program is deducted from advertising expense.

### **Discontinued Operations**

The Company has followed Statement of Financial Accounting Standard No. 144 ("SFAS No. 144"), "Accounting for the Impairment or Disposal of Long-Lived Assets". Accordingly, the Company recognized as discontinued operations the results of the Wireless Works division and the mmwave subsidiary (see Note 10).

### **Recent Accounting Pronouncements**

In September 2006, FASB issued FASB Statement No. 157 "Fair Value Measurements" ("SFAS 157"). This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. However, for some entities, the application of this Statement will change current practice. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company adopted SFAS 157 effective January 1, 2008 and it did not have a significant impact on the consolidated financial statements.

In February 2007, the FASB issued FASB Statement NO. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115" ("SFAS 159"). The fair value option established by SFAS 159 permits all entities to choose to measure eligible items at fair value at specified election dates. A business entity will report unrealized gains or losses on items for which the fair value option has been elected in earnings (or another performance indication if the business entity does not report earnings) at each subsequent reporting date. The fair value option: (a) may be applied instrument by instrument, with a few exceptions, such as investments otherwise accounted for by the equity method; (b) is irrevocable (unless a new election date occurs); and (c) is applied only to entire instruments and not to portions of instruments. FASB No. 159 is effective as of the beginning of the fiscal years beginning after November 15, 2007. The Company adopted SFAS 159 effective January 1, 2008 and it did not have a significant impact on the consolidated financial statements.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141 (revised), "Business Combinations". The Statement retains the fundamental requirements in Statement 141 that the acquisition method of accounting be used for business combinations, but broadens the scope of Statement 141 and contains improvements to the application of this method. The Statement requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date. Costs incurred to effect the acquisition are to be recognized separately from the acquisition. Assets and liabilities arising from contractual contingencies must be measured at fair value as of the acquisition date. Contingent consideration must also be measured at fair value as of the acquisition date. The Statement also changes the accounting for negative goodwill arising from a bargain purchase, requiring recognition in earnings instead of allocation to assets acquired. For business combinations achieved in stages (step acquisitions), the assets and liabilities must be recognized at the full amounts of their fair values, while under former guidance the entity was acquired in a series of purchases, with costs and fair values being identified and measured at each step. The Statement applies to business combinations occurring after January 1, 2009.

Also in December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, "Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51". The Statement clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. The Statement establishes a single method of accounting for changes in a parent's ownership interest if the parent retains its controlling interest, deeming these to be equity transactions. Such changes include the parent's purchases and sales of ownership interests in its subsidiary and the subsidiary's acquisition and issuance of its ownership interests. The Statement also requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. It also changes the way the consolidated income statement is presented, requiring consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest, and requires disclosure of these amounts on the face of the consolidated statement of income. The Statement is effective on January 1, 2009. The Company does not expect adoption of the Statement to have a significant effect on its consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, "Disclosure about Derivative Instruments and Hedging Activities, an amendment to FASB Statement No. 133" (SFAS 161). This statement is intended to improve transparency in financial reporting by requiring enhanced disclosures of entity's derivative instruments and hedging activities and their effects on the entity's financial position, financial performance, and the cash flows. SFAS 161 applies to all derivative instruments within the scope of SFAS 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS 133) as well as related hedged items, bifurcated derivatives, and nonderivative instruments that are designated and qualify as hedging instruments. Entity's with instruments subject to SFAS 161 must provide more robust qualitative disclosures and expanded quantitative disclosures. SFAS 161 is effective prospectively for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application permitted. We are currently evaluating the disclosure implications of this statement.

#### **Note 4 – Marketable Securities**

##### **Available for sale securities**

During the year ended December 31, 2007, the Company acquired 2,680,307 common shares and options to acquire a further 900,000 common shares (at CAD \$0.40 per share) of its controlling shareholder Newlook, which is listed on the TSX Venture Exchange under the symbol "NLI", for total cash consideration of \$1,324,618 (CAD \$1,313,063).

During the first quarter of fiscal 2008, the Company acquired an additional 1,060,000 common shares for total consideration of \$406,268 (CAD\$417,050). Of these securities; 1) 720,000 shares were acquired from Eiger Technology Inc. ("Eiger") (a related party by virtue of common officers and directors) by agreeing to cancel an option to acquire 180,000 shares on each of September 8, 2008, March 8, 2009, September 8, 2009 and March 8, 2010 at an exercise price of CAD\$0.40 per share and convert to an outright purchase for consideration of \$280,565 (CAD\$288,000) under a promissory note paid \$70,141 (CAD) \$72,000 on each of September 8, 2008, March 8, 2009, September 8, 2009 and March 8, 2010, 2) 180,000 were acquired from Eiger for through the cash exercise of options held of \$70,141 (CAD\$72,000) and 3) 10,000 shares from Eiger for cash consideration of \$974 (CAD\$1,000) and 4) 150,000 shares from a third party for cash consideration of \$54,796 (CAD\$56,250).

At March 31, 2008 the fair value of the 3,740,307 common shares was \$2,914,998 (CAD \$2,992,246) based on the closing share price of CAD \$0.80. Accordingly the Company recorded a \$1,230,332 unrealized gain on marketable securities within accumulated other comprehensive income.

#### **Note 5 – Due from Related Parties**

Amounts due to or from related parties arise from advances to or provided by entities with common officers and/or directors or cross-ownership. The balances may arise by one party making payment for expenses of the other party or services provided by one party to the other.

As of March 31, 2008, various entities with common officers to the Company, owed \$62,379 for services and shared office space provided by the Company to the related parties. The services provided were primarily for administrative support. Amounts invoiced for these services are due when rendered.

#### **Note 6 – Intangible Assets & Goodwill**

Intangible assets as at March 31, 2008 and December 31, 2007 are as follows:

	Gross Carrying Amount	Accumulated Amortization	Net 2008
As of March 31, 2008			
Intangible assets subject to amortization:			
Retail segment:			
Residual premiums	\$ 1,217,203	\$ (989,860)	\$ 227,343
MTS agency fee	311,727	(240,612)	71,115
Retail intangible assets subject to amortization	1,528,930	(1,230,472)	298,458
Commercial segment:			
Callmore distribution rights	\$ 97,418	\$ -	\$ 97,418
Commercial intangible assets subject to amortization	97,418	-	97,418
Total intangible assets subject to amortization	1,626,348	(1,230,472)	395,876
As of December 31, 2007			
Intangible assets subject to amortization:			
Retail segment:			
Residual premiums	\$ 1,249,344	\$ (998,942)	\$ 250,402
MTS agency fee	322,816	(241,102)	81,714
Retail intangible assets subject to amortization	1,572,160	(1,240,044)	332,116
Total intangible assets subject to amortization	1,572,160	(1,240,044)	332,116

On March 20, 2008, the Company acquired wireless communications distribution rights valued at \$97,418 (CAD\$100,000) from Callmore Communications, Inc. and will be amortized over the 5 year estimated useful life. The assets consist of communications equipment distribution rights and will be utilized within the commercial operating segment.

Aggregate amortization expense for the three month period ended March 31, 2008: \$22,746.

Estimated amortization expense:

For the remainder of the year ended December 31, 2008	\$ 83,139
For the year ended December 31, 2009	\$ 110,853
For the year ended December 31, 2010	\$ 94,471
For the year ended December 31, 2011	\$ 79,036
For the year ended December 31, 2012	\$ 25,516
For the year ended December 31, 2013	\$ 2,861

Goodwill

The changes in the carrying amount of goodwill which is solely in respect of the retail segment for the three month period ended March 31, 2008, are as follows:

	<u>Retail Segment</u>	<u>Commercial Segment</u>	<u>Total</u>
Balance as of January 1, 2008	\$ 241,026	\$ nil	\$ 241,026
Goodwill acquired	-	-	-
Balance as of March 31, 2008	<u>\$ 241,026</u>	<u>\$ nil</u>	<u>\$ 241,026</u>

The retail segment will be tested for impairment in the fourth quarter during the annual budgeting and forecasting process. The fair value of the reporting unit is estimated using the expected present value of future cash flows.

#### **Note 7 – Due to Parent**

On December 13, 2007, the Company amended the terms of its line of credit with its asset based lender. The Company, together with its controlling shareholder Newlook, obtained a new loan facility totaling \$2,435,370 (CAD\$2,500,000). The amended facility includes: 1) a new \$1,461,222 (CAD\$1,500,000), 18% per annum, 3 year term loan and 2) the existing \$1,461,222 (CAD\$1,500,000) loan facility was reduced to \$974,148 (CAD\$1,000,000). The effective annual interest rate on the new facility was reduced from approximately 24.6% to approximately 17.9%. There are no principal repayments required under the term loan until maturity but the Company is obligated to pay interest on a monthly basis. The term loan may be retired 18 months into the term on 90 days notice subject to a \$73,061 (CAD\$75,000) prepayment penalty. The assets of the Company remain as collateral for the amended facilities.

The Company and Newlook agreed that the primary borrower would be Newlook and that Newlook would advance funds to the Company as needed. As of March 31, 2008 \$nil had been loaned by Newlook to Wireless Age under the amended line of credit. As of March 31, 2008 a total of \$2,148,373 (CAD \$2,205,305) had been drawn by Newlook (\$1,461,222 under the term loan and \$687,151 under revolving portion of the facility).

The Company and Newlook each guaranteed the other's indebtedness to the asset based lender. Pursuant to an arrangement between the Company and Newlook, Newlook became the primary borrower with the lender and accordingly the liability to the lender is recorded on the balance sheet of Newlook. Any portion of this indebtedness advanced by Newlook to the Company is recorded as Due to Parent on the Company's balance sheet.

#### **Note 8 – Notes Payable and Obligation under Capital Leases**

##### **Notes Payable**

On November 1, 2007 the Company issued a \$97,415 (CAD\$100,000) promissory note as part of the consideration to acquire the G.L. Enns Electronics Selkirk store. The promissory note is non-interest bearing and will be paid \$24,354 (CAD\$25,000) on each of January 31, 2008, February 29, 2008, March 31, 2008 and April 30, 2008. On March 31, 2008 the Company did not make the scheduled payments as previously agreed and \$73,064 was outstanding under the note. Subsequent to March 31, 2008 a \$23,354 (CAD\$25,000) payment was made on the promissory note.

On March 20, 2008, the Company issued a \$73,064 (CAD\$75,000) non-interest bearing promissory note as partial consideration for the business assets of Callmore Communications Inc. Pursuant to the terms of the note \$24,354 (CAD\$25,000) will be paid in three consecutive monthly payments beginning April 1, 2008.

On March 31, 2008, the Company issued a \$280,565 (CAD\$288,000) non-interest bearing promissory note to Eiger a related party by virtue of common directors and officers, to acquire 720,000 shares of Newlook. The note will be repaid \$70,141 (CAD \$72,000) on each of September 8, 2008, March 8, 2009, September 8, 2009 and March 8, 2010.

#### Obligations under Capital Leases

	March 31, 2008
Capital lease obligations	50,936
Less: current portion:	(29,432)
	<u>\$ 21,504</u>

Capital lease obligations include three leases with monthly payments ranging between \$242 (CAD\$248) and \$1,655 (CAD\$1,699) and including interest at rates ranging between 12.5% and 16.2%. Equipment is pledged as security.

#### Note 9 – Segmented Information

The following table shows revenues, profits or loss, for the three month period ended March 31, and identifiable assets by operating segment:

	2008	2007
Revenues		
Retail – sale of tangible products	\$ 4,120,165	\$ 2,440,118
Retail – activation commissions and residual payments	1,044,011	821,172
Commercial – sale of tangible products	4,444,108	2,648,557
Commercial – activation commissions and residual payments	14,839	31,821
Consolidated revenues	<u>\$ 9,623,123</u>	<u>\$ 5,941,668</u>
Profit or Loss		
Retail	\$ 671,233	\$ 357,022
Commercial	94,111	75,135
Unallocated amounts:		
Corporate costs	(140,558)	(204,249)
Loss from discontinued operations (Note 10)	-	(1,408,732)
Consolidated income (loss)	<u>\$ 624,786</u>	<u>\$ (1,180,824)</u>
Assets		
Retail	\$ 3,469,504	\$ 4,883,548
Commercial	3,086,270	274,333
Intangible assets and goodwill - retail	539,484	417,525
Intangible assets and goodwill - commercial	97,418	-
Unallocated corporate assets	3,427,531	133,393
Assets of discontinued operations held for sale	-	1,181,470
Consolidated assets	<u>\$10,620,207</u>	<u>\$ 6,890,269</u>

## **Note 10 – Discontinued Operations**

During fiscal 2006 the Company began a process of reviewing all non-profitable divisions, sub-categories, lines of business or segments for their long term viability.

### **Knowlton Pass Electronics Inc.**

Through the review process the Company came to the conclusion that the Wireless Works business unit (component of the Commercial operating segment) was non-strategic in the long run, difficult to fund and placed the unit for sale. Effective March 1, 2007 the Company sold the Wireless Works business unit. The operating results of the Wireless Works business unit prior to disposition have been classified as discontinued operations.

The summarized operating results for discontinued operations during the three month period ended March 31, are as follows:

	<u>2008</u>	<u>2007</u>
Revenues	\$ -	\$ 82,101
Costs and expenses	-	87,234
Net loss from operations	\$ -	\$ (5,133)
Gain on disposal	\$ -	\$ 315,800
Net gain	<u>\$ -</u>	<u>\$ 310,667</u>

The Company sold all of the issued and outstanding shares of Knowlton Pass Electronics Inc. to David MacKinnon (a former employee of the Company) in exchange for a \$327,194 (CAD\$377,778) five year promissory note and the forgiveness by David MacKinnon of severance obligations due to him (pursuant to the terms of his termination in September 2006, David MacKinnon was to receive severance agreements totaling approximately \$342,000 over a period of two years and 8 months). The severance was to be satisfied by the entity that was sold.

The gain on disposal of the entity is summarized below:

Proceeds received:	
Note receivable	\$ 327,194
Reserve for doubtful collection	(327,194)
Net proceeds of disposal	\$ -
Less: net asset deficit	\$ (315,800)
Gain on disposal	<u>\$ 315,800</u>

### **mmwave Technologies Inc.**

Substantially all of mmwave's employees were terminated effective February 1, 2007 and all office locations were closed. The operating results of mmwave have been regarded as discontinued effective February 1, 2007. On June 29, 2007, the Company assigned mmwave into bankruptcy.

The summarized operating results for discontinued operations, for the three month period ended March 31, are as follows:

	<u>2008</u>	<u>2007</u>
Revenues	\$ -	\$ 781,016
Costs and expenses	-	2,180,238
Net income (loss)	<u>\$ -</u>	<u>\$ (1,719,399)</u>



The summarized statement of cash flows of discontinued operations for the three month periods ended March 31, 2008 and 2007 are as follows:

	2008	2007
Loss from discontinued operations	\$ -	\$ (1,408,732)
Amortization	-	57,944
Changes in operating assets and liabilities	(65,699)	2,411,327
Net cash used in operating activities	(65,699)	1,060,589
Net cash used in investing activities	-	-
Net cash used in financing activities	-	(344,720)
(Decrease) increase in cash from discontinued operations	\$ (65,699)	\$ 715,869

## **Item 2. Management's Discussion and Analysis or Plan of Operation.**

The following is management's discussion and analysis of the interim financial results, liquidity and capital resources as well as accounting policies and other key items related to our business and performance. Our objective is to provide investors and readers with an understanding of the key variables and other qualitative and quantitative factors that are unique to our business and that management focuses on in evaluating and measuring our financial performance and financial condition. We will discuss and analyze significant known trends, demands, commitments, events and uncertainties that we believe are important to an understanding of our business. This section should be read in conjunction with our Consolidated Financial Statements and related notes in the "Financial Statements" section of our 2007 Annual Report on Form 10-KSB. References to per share amounts reflect fully diluted per share amounts or basic diluted per share amounts where per share amounts would be anti dilutive. Certain prior year amounts included in this section have been reclassified to conform to the current year presentation.

### **Cautionary Note Regarding Forward Looking Statements**

This report includes forward-looking statements relating to revenue, revenue composition, demand and pricing trends, future expense levels, competition in our industry, trends in average selling prices and gross margins, the transfer of certain manufacturing operations to contract manufacturers, product and infrastructure development, market demand and acceptance, the timing of and demand for products, customer relationships, employee relations, plans and predictions for acquired companies and assets, future acquisition plans, restructuring charges, the incurrence of debt, and the level of expected capital and research and development expenditures. Such forward-looking statements are based on the beliefs of, estimates made by, and information currently available to the Company's management and are subject to certain risks, uncertainties and assumptions. Any other statements contained herein (including without limitation statements to the effect that the Company or management "estimates," "expects," "anticipates," "plans," "believes," "projects," "continues," "may," "could," or "would" or statements concerning "potential" or "opportunity" or variations thereof or comparable terminology or the negative thereof) that are not statements of historical fact, reflect our current views with respect to future events and financial performance, and any other statements of a future or forward looking nature are forward looking statements. The actual results of the Company may vary materially from those expected or anticipated in these forward-looking statements.

Because of these and other factors that may affect our operating results, our past performance should not be considered as an indicator of future performance, and investors should not use historical results to anticipate results or trends in future periods. We undertake no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Readers should carefully review the risk factors described in this and other documents that we file from time-to-time with the Securities and Exchange Commission, including subsequent Current Reports on Form 8-K, Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K.



## **Overview**

During the quarter ended March 31, 2008, the Company generated net income of \$624,786 from operations. Management's efforts to reduce costs, sell or eliminate unprofitable business units and improve the financial performance of the Company are reflected in the financial results for the first quarter of fiscal 2008. Continuing operations consists of the retail operating segment and remaining commercial segment businesses, including distribution of prepaid cards, land mobile radios, and accessories.

## **Results of operations**

### **For the three month period ended March 31, 2008 and 2007**

The Company recorded net income from continuing operations of \$624,786 during the three month period ended March 31, 2008 compared to \$227,908 in the comparative period a year ago. During the three month period ended March 31, 2007 the Company recorded certain of its operations as discontinued operations (Note 10). During the comparative period ended March 31, 2007 the Company recorded a loss of \$1,408,732 from discontinued operations.

Revenues for the consolidated entity including product sales, commissions and residual revenue during the three month period ended March 31, 2008 were \$9,623,123 compared to \$5,941,668 during the first quarter of 2007, representing a 62% increase in sales over the comparative period in the prior year. Sales of the retail segment were \$5,164,176, compared to \$3,261,290 in 2007 and sales of the commercial segment were \$4,458,947 compared to \$2,680,378 in 2007.

Sales of the retail segment during the three month period ended March 31, 2008 and 2007 can be broken down into the following subcategories:

	<u>2008</u>	<u>2007</u>
Cellular hardware, radios and accessories	\$ 4,120,165	\$ 2,440,118
Commission and residual revenue	<u>1,044,011</u>	<u>821,172</u>
	<u>\$ 5,164,176</u>	<u>\$ 3,261,290</u>

The sales of the retail segment for the three month period ended March 31, 2008 increased 58.3% over the same three month period of 2007. Sales of hardware increased 68.9% and commission and residual revenue grew 27.1%. A portion of the increase can be attributable to foreign exchange fluctuations, the CAD\$ vis-à-vis the US\$ appreciated 16.1% between the comparative periods. Handset sales are consistently driving the growth within the retail segment and are a direct result of new and improved handsets and accessories entering the market place, the segment's ability to successfully sell existing clientele on new handset features and increasing penetration rates in the mobile telephone industry.

The revenues of the commercial segment represent the sale of prepaid cellular cards, two-way radios, accessories and commissions earned from sale of hardware under supplier representation agreements. Sales of the commercial segment during the current quarter were \$4,458,947 compared to \$2,680,378 during the first quarter of fiscal 2007. Sales of the commercial segment grew by 66.4%, a portion of which can be attributed to foreign exchange fluctuations.

Sales of the commercial segment during the three month period ended March 31, 2008 and 2007 can be broken down into the following subcategories:

	<u>2008</u>	<u>2007</u>
Prepaid cards, two way radios and accessories	\$ 4,444,108	\$ 2,648,557
Commission revenue	<u>14,839</u>	<u>31,821</u>
	<u>\$ 4,458,947</u>	<u>\$ 2,680,378</u>

The growth in revenues within the commercial segment is led by the distribution of prepaid cards. Prepaid cellular airtime is becoming a fast growing choice for the youth and senior cellular market.

Margin from products and services during the three month period ended March 31, 2008 was \$2,305,061 up from \$1,609,618 during the first quarter of fiscal 2007. Margin including commissions and residual revenue (which have no associated cost of sales) as a percentage of total sales was 24.0% during the three month period ended March 31, 2008, compared to 27.1% in the first quarter of fiscal 2007. Margin on product sales, excluding commission and residual revenue, as a percentage of product sales decreased from 14.9% during the three month period ended March 31, 2007 to 14.6% in the current quarter. Gross profit as a percentage of product sales decreased due to sales mix, i.e. incremental revenues were from lower margin business lines.

Selling and administrative expenses from continuing operations increased from \$1,238,206 during the three month period ended March 31, 2007 to \$1,684,855 during the three month period ended March 31, 2008. Selling and administrative expenses expressed as a percentage of total revenue decreased from 20.8% to 17.5% year over year reflecting the cost control philosophy of new management.

Selling and administrative expenses during the three month period ended March 31, 2008 and 2007, included:

	2008	2007
General and administrative costs	254,023	234,893
Professional and consulting fees	133,726	92,667
Rent and occupancy costs	194,946	166,832
Wage and benefit costs	1,102,160	743,814
	<u>\$ 1,684,855</u>	<u>\$ 1,238,206</u>

General and administrative expenses totaled \$234,893 for the three month period ended March 31, 2007 compared to \$254,023 for the comparable period ended March 31, 2008. The increase is the result of incremental operating costs associated with the rising levels of sales activity in the Company.

Professional and consulting fees were \$92,667 during the three month period ended March 31, 2007 compared to \$133,726 during the three month period ended March 31, 2008. Professional and consulting fees include expenses for accounting and legal, directors' fees and other consultants and reflect the rising activity level in the Company.

Rent and occupancy costs were \$166,832 during the three month period ended March 31, 2007 compared to \$194,946 in the comparative period in the current year. The corporate offices have been relocated from shared space with mmwave to a stand alone suite in King City and the retail segment is operating the new Selkirk store during the current period.

Wages and benefits have increased from \$743,814 for the three month period ended March 31, 2007 to \$1,102,160 for the first quarter of 2008. This is a result of increased levels of commissions due to the increased business activity.

Amortization expense during the three month period ended March 31, 2007 was \$63,716 compared to \$69,366 during the comparative period in the current year. The minor rise is attributable to additional property and equipment in new store and corporate locations.

Interest expense decreased from \$84,999 during the three month period ended March 31, 2007 to \$25,725 during the current quarter. The decrease is a result of lower levels of borrowing during the current quarter and the result of the renegotiated lending arrangement with the Company's asset based lender.

During the quarter ended March 31, 2007 the Company incurred a foreign exchange gain of \$5,211 arising from translation of Canadian dollar denominated assets and liabilities translated into the reporting currency. The Company experienced a foreign exchange gain of \$99,671 in the comparative period in 2008. The substantial gain in the current period is a result of marketable securities held in Canadian dollars appreciating as a result of the decline in the US dollar vis-à-vis the CAD dollar.

The overall loss per share for the three month period ended March 31, 2007 was \$0.037 compared to \$0.011 earnings per share during the three month period ended March 31, 2008.

#### **Discontinued Operations (for the three month period ended March 31, 2007 only)**

Revenues of discontinued operations for the three month period ended March 31, 2007 were \$863,117 (\$82,101 from Knowlton Pass Electronics Inc. prior to the sale on March 1, 2007 and \$781,016 from mmwave Technologies Inc. prior to its bankruptcy). Costs and expenses were \$2,267,472 in the prior quarter (\$87,234 from Knowlton Pass Electronics Inc. and

\$2,180,238 from mmwave Technologies Inc. – including a special severance provision for the Company's former CEO and the former President of mmwave Technologies Inc. totaling \$516,411). The Company also recorded a gain of \$315,800 on the disposal of Knowlton Pass Electronics Inc. in the quarter end March 31, 2007. The net loss from discontinued operations was \$1,408,732 during the quarter ended March 31, 2007. Loss per share from discontinued operations was \$0.044 per share in the prior quarter.

### **Critical Accounting Policies and Estimates**

The discussion and analysis of results of operations and financial condition are based upon the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Management evaluates the estimates on an on-going basis, including those related to bad debts, inventories, investments, customer accounts, intangible assets, income taxes, and contingencies and litigation. Management bases its estimates on historical experience and on various other assumptions that they believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Note 3 of the "Notes to Condensed Consolidated Financial Statements" include a summary of the significant accounting policies and methods used in the preparation of the consolidated financial statements. The following is a brief description of the more significant accounting policies and methods the Company uses.

#### **Revenue Recognition**

The Company recognizes revenue from the sale of telecommunications equipment, digital subscriber line equipment, accessories and other electronics products, when the products are delivered and accepted by the customer. Activation commission fees earned from the telephone companies are recognized at the time of activation by the customer and include the sale of post paid cellular service contracts, high speed internet and television services. Residual commission fees are recognized at the point in time they are earned. The Company receives revenue from rental contracts for radio equipment and recognizes the revenue upon completion of the service. The Company receives co-op advertising revenue from the telephone companies based on the requirement to spend 30-60% of the available co-op advertising allotment. Any amount received under this program is deducted from advertising expense.

We believe that revenue recognition is substantially objectively measured and other than collectability which is covered elsewhere, there are no elements of estimates in them. However, in our long term contracts, which at current levels are generally not material, there are estimates of completion on how much is earned and therefore are subject to risks of inexact estimates by management.

#### **Goodwill and Other Intangible Assets**

Residual premiums are amounts paid for future residual revenue of retail cellular and telecommunications subscriber business recorded at cost less accumulated amortization. Amortization is provided for on a straight-line basis over five years. Agency fees are amortized over the term of the related agreement (ten years) on a straight line basis.

The Company follows SFAS No 142, "Goodwill and Other Intangible Assets". SFAS No. 142 no longer permits the amortization of goodwill and indefinite-lived intangible assets. Instead, these assets must be reviewed annually (or more frequently under prescribed conditions) for impairment in accordance with this statement. If the carrying amount of the reporting unit's goodwill or indefinite-lived intangible assets exceeds the implied fair value, an impairment loss is recognized for an amount equal to that excess. Intangible assets that do not have indefinite lives are amortized over their useful lives.

### **Financial Condition**

Since year end, total assets have increased by \$382,775 to \$10,620,207 at March 31, 2008. Current assets have increased by \$317,267 and non current assets have increased by \$65,508.

Current assets increased during the current year by \$317,267 to \$9,255,216 at March 31, 2008. Receivables decreased by approximately \$732,000 primarily due to a reduction in level of sales from the 4th quarter of fiscal 2007. Inventory levels have decreased by approximately \$523,000 also reflecting the slow part of the fiscal year. Prepaid balances also have declined since year end by approximately \$9,000 due to normal business fluctuations. Offsetting these decreases were increases in cash balances of approximately \$924,000, the fair value of marketable securities available for sale increased by approximately \$595,000 to \$2,914,998 and the Company also recorded amounts due from related parties (for shared office space and other administrative services provided) of \$62,379.

Net property, plant and equipment assets have increased since year end by approximately \$2,000 to \$728,089 at March 31, 2008. The net increase is primarily due to additional property and equipment assets acquired in new store locations and the corporate office.

Intangible assets increased since year end by \$63,760 due a commercial segment acquisition offset by normal amortization of certain intangibles. Goodwill did not change during the period.

Total liabilities have decreased since December 31, 2007 by \$210,454 to \$8,834,306 at March 31, 2008. Current liabilities decreased by \$295,104 to \$7,751,590 during the current period. Accounts payable decreased by approximately \$226,000, due to parent lending decreased by approximately \$191,000, and liabilities of discontinued operations decreased by approximately \$66,000 to \$247,426. Offsetting these decreases were increases of approximately \$1,000 in current portion of deferred revenues and deposits, approximately \$186,000 in notes payable and approximately \$500 in current portion of capital lease obligations. Substantially all of the changes in current liabilities are the result of normal business fluctuations. However, the increase in current portion of notes payable is associated with the Company's acquisition of the business assets of Callmore Communications (\$73,064 or CAD\$75,000) and additional Newlook common shares (\$140,283 or CAD\$144,000).

The non-current portion of deferred revenues and customer deposits was \$88,749, tax obligations associated with accounting pronouncements adopted in the prior year were \$836,181, the long term portion of notes payable were \$140,282 and the long term portion of the obligations under capital lease totaled \$21,504 at March 31, 2008.

Minority interest, which represents the amount of net assets owed to the parties holding the remaining 0.3% of Wireless Age Communications Ltd., remained at \$1,283 at March 31, 2008.

Stockholders' equity has increased since year end by \$593,229 to \$1,784,618 at March 31, 2008. The increase is the result of:

1. A decrease in common stock and additional paid in capital arising from repurchase of 691,500 of the Company's common shares, valued at \$132,351,
2. A decrease in additional paid in capital associated with the repurchase for cancellation during the month of April of a further 87,300 shares of the Company's common stock, valued at \$27,561,
3. Foreign exchange loss of \$106,278 recorded within accumulated other comprehensive income,
4. An unrealized holding gain on marketable securities of \$234,633 recorded within accumulated other comprehensive income and
5. A decrease in accumulated deficit representing the \$624,786 net income for the current quarter.

### **Liquidity and Capital Resources**

As March 31, 2008, the Company had current assets of \$9,255,216 and current liabilities of \$7,751,590, indicating working capital of \$1,503,626 compared to \$891,255 at the beginning of the year. The increase in working capital is primarily the result of an increase in the fair value of marketable securities.

Cash provided by continuing operating activities amounted to \$1,542,955 during the three month period ended March 31, 2008, primarily as a result of the net income adjusted for non cash items and various changes in operating assets and liabilities. Cash used in continuing investing activities during the period amounted to \$187,718, primarily consisting of cash used to acquire additional marketable securities, intangible assets and capital assets. Cash used in financing activities during the current period amounted to \$365,160, and primarily represented repayment of debt, amounts due to Newlook (the Company's parent) and used to acquire shares of the Company's stock for cancellation. The cumulative affect of all these changes resulted in a net increase in cash of \$990,077 from continuing operations. Net cash used in discontinued operations totaled \$65,699.

The Company is continuing to generate strong cash flow which management intends to use in acquisition and other short term investments.

### **Off-Balance Sheet Arrangements**

The Company and Newlook (the Company's controlling shareholder) have pledged their assets under a Factoring Agreement with an asset based lender (Note 7). The Company and Newlook are able to borrow up to CAD \$2,500,000, \$1,500,000 under a 3 year term loan and up to \$1,000,000 under a revolving type facility. The Company and Newlook each guaranteed the others indebtedness to the asset based lender. Pursuant to an arrangement between the Company and Newlook, Newlook became the primary borrower with the lender and accordingly the liability to the lender is recorded on the balance sheet of Newlook. Any portion of this indebtedness advanced by Newlook to the Company is recorded as Due to Parent on the Company's balance sheet.

Other than as described above, the Company does not have any material off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

**Item 3. Controls and Procedures.**

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934 (the "Exchange Act"). Based on their evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

There have been no changes in the Company's internal controls over financial reporting during the Company's most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **PART II. Other Information**

### **Item 1. Legal Proceedings.**

To the knowledge of the Company, there are no other materials pending legal proceedings to which the Company is a party or of which any of its property is subject and Company management is not aware of any threatened proceedings by any other person, organization or governmental authority.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None

### **Item 3. Defaults upon Senior Securities.**

None

### **Item 4. Submission of Matters to a Vote of Security Holders.**

None

### **Item 5. Other Information.**

None

### **Item 6. Exhibits and Reports on Form 8-K.**

#### **(a) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 31.1	Rule 13a-14(a) Certification of Chief Executive Officer.
Exhibit 31.2	Rule 13a-14(a) Certification of Chief Financial Executive.
Exhibit 32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

#### **(b) Reports on Form 8-K.**

On January 31, 2008, the Company filed Form 8-K providing details of changes occurring with its certifying accountant.

## SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### WIRELESS AGE COMMUNICATIONS, INC.

May 15, 2008

/s/ John G. Simmonds

\_\_\_\_\_  
Name: John G. Simmonds

Title: Principal Executive Officer

/s/ Gary N. Hokkanen

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Name: Gary N. Hokkanen

Title: Principal Financial Officer and Principal  
Accounting Officer

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**Exhibit 31.1**

**Certification Pursuant to  
Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Amended**

I, John G. Simmonds, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Wireless Age Communications, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: May 15, 2008

By: /s/ John G. Simmonds

Name: John G. Simmonds

Title : President, Chief Financial Officer and  
Director



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**Exhibit 31.2**

**Certification Pursuant to  
Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Amended**

I, Gary Hokkanen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Wireless Age Communications, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: May 15, 2008

By: /s/ Gary Hokkanen

Name: Gary Hokkanen

Title: Chief Financial Officer

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**Exhibit 32.1**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with Quarterly Report of Wireless Age Communications, Inc. (the "Registrant") on Form 10-Q for the period ending March 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, John G. Simmonds, President and Chief Executive Officer of the Registrant, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: May 15, 2008

By: /s/ John G. Simmonds

\_\_\_\_\_  
Name: John G. Simmonds

Title : President, Chief Executive Officer and  
Director

**Exhibit 32.2**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with Quarterly Report of Wireless Age Communications, Inc. (the "Registrant") on Form 10-Q for the period ending March 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Gary Hokkanen, Chief Financial Officer of the Registrant, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: May 15, 2008

By: /s/ Gary Hokkanen

Name : Gary Hokkanen

Title : Chief Financial Officer