GC-Global Capital Corp.

Management Discussion & Analysis Dated: November 25, 2009

Description of Business

The following information should be read in conjunction with the GC-Global Capital Corp. ("Global Capital" or "the Company") Interim Consolidated Financial Statements dated September 30, 2009, which are prepared in accordance with Canadian generally accepted accounting principles. All figures are expressed in Canadian dollars unless otherwise indicated.

Global Capital is a merchant bank which provides bridge loan services (asset back/collateralized financing), ranging from $300,000 to $3,000,000 to companies across many industries such as oil & gas, mining, real estate, manufacturing, retail, financial services, technology and biotechnology. Global Capital takes a disciplined and systematic approach to investment and is guided by four core principles: Capital Preservation, Shareholder Value, Secure Generation of Income and Risk Management. Global Capital also invests in emerging North American companies across all industries. Global Capital's investments are made through equity financings and Global Capital works with management of operating companies in order to create value for businesses in which Global Capital assumes a position. These services can include additional equity financing, developing mergers and acquisitions, providing operational management support and structuring and negotiating debt and equity placements.

Overall Performance

As at September 30, 2009 Global Capital had net assets totaling $20.4 million or $1.02 per share compared to $19.7 million or $0.98 per share as at December 31, 2008. Included in the change in net assets per share was the $0.025 per share dividend declared and paid during the second quarter of 2009.

For the nine months ended September 30, 2009, Global Capital had net income before taxes of $508,618 or $0.03 per share compared to net income before tax of $1,741,169 or $0.09 per share for the same period in 2008. The above net income per share has been calculated using the weighted average number of multiple and subordinate voting shares during each period. Net income for the nine months ended September 30, 2009 was $508,618 or $0.03 per share as compared to net income of $1,725,492 or $0.08 per share for the same period in 2008. For the quarter ended September 30, 2009, Global Capital had net income before taxes of $842,886 or $0.04 per share as compared to a net loss before tax of $137,308 or $0.01 per share for the same period in 2008. Net income for the quarter was $842,886 or $0.04 per share as compared to net income of $7,689 or $0.00 per share for the same period in 2008.

Total assets as at September 30, 2009 were $21.2 million compared to $20.1 million as at December 31, 2008. Included in total assets are $1.4 million in cash and short term investments (December 31, 2008 - $3.4 million), $12.0 million in notes receivable, bridge loans and convertible debentures (December 31, 2008 - $11.1 million), $3.1 million in portfolio investments (December 31, 2008 - $2.7 million), $2.5 million in investment property (December 31, 2008 - $0.6 million), $1.1 million in other receivables (December 31, 2008 - $1.0 million) and $1.2 million in future income taxes (December 31, 2008 - $1.2 million). The bridge loans were provided to public companies, private companies and individuals in industries such as information technology, real estate, electronic manufacturing services and consumer goods. Trends in the economy are leading to fewer or delayed public financings and the Company will benefit from these trends as more and more companies will need bridge financings.

Summary of Quarterly Results

The following table sets out selected financial information and other data of GC-Global Capital Corp., which should be read in conjunction with the unaudited interim consolidated financial statements for the periods ending September 30, 2009. Certain comparative figures of those previously issued audited and unaudited financial statements have been reclassified to conform to the current year's basis of presentation.

For the quarters ended	Sep 30/09	Jun 30/09	Mar 31/09	Dec 31/08
Total revenue	$ 1,990,217	$ 297,668	$ 377,083	$ (382,412)
Net income (loss) before taxes	842,886	(697,362)	363,094	(6,005,703)
Net income (loss)	842,886	(697,362)	363,094	(5,883,034)
Net income (loss) per share (1)	$ 0.04	$ (0.03)	$ 0.02	$ (0.29)

For the quarters ended	Sep 30/08	Jun 30/08	Mar 31/08	Dec 31/07
Total revenue	$ 160,253	$ 2,040,235	$ 838,792	$ 2,175,752
Net income (loss) before taxes	(137,308)	1,465,586	412,891	1,420,259
Net income	7,689	1,390,619	327,184	1,631,486
Net income per share (1)	$ 0.00	$ 0.07	$ 0.02	$ 0.08

(1) Net income per share has been calculated using the weighted average number of multiple and subordinate voting shares during each year. Diluted income per share were not calculated as they would be anti-dilutive.

Operating Results for Nine Months ended September 30, 2009

Revenues

Total revenue for the nine months ended September 30, 2009 was $2,664,967 compared to $3,039,280 for the same period in 2008.

Interest and dividend income decreased from $1,301,376 to $670,432 in 2009 as a result of having funds deployed into higher yielding bridge loans in the nine month period ended September 30, 2008 as compared to the current period. Structuring fees and bonuses decreased from $1,117,047 to $214,887 in 2009 as a result of the Company advancing a higher number of convertible debentures in the current period. The decrease in structuring fees has been offset by the increased unrealized gains on derivative instruments as result of the fair value over cost of these convertible debentures. The Company charges interest and a structuring fee or a bonus on its bridge loan financings. Bonuses can be in the form of cash, shares in companies, warrants or other compensation.

Sales of investments and securities have resulted in Global Capital recording a realized loss of $341,650 for the period as compared to a realized gain of $1,438,003 for the same period in 2008. The amount includes a loss of $361,388 from held for trading investments and a gain of $19,738 from the sale of available for sale investments (2008 – Gain of $1,411,091 from held for trading investments and $26,912 from available for sale investments). The 2008 gain is largely due to the sale of a portion of Global Capital's shares in Homeland Energy Group Ltd. during the first nine months of 2008. The corresponding in loss in 2009 is due to the sale of the remaining shares.

Changes in the fair value of held for trading financial assets have resulted in an unrealized gain of $2,134,164 for the period as compared to an unrealized loss of $817,145 for the same period in 2008. This gain includes $1,566,668 from the market value above cost of two of the Company's convertible debentures. It also includes the reversal of $505,028 in unrealized losses from 2008 which were realized in the current period.

In the third quarter of 2009, the Company sold an investment property located in Wellington, Florida and recorded a loss of $12,866 on the sale.

Expenses

Total expenses for the period were $2,156,349 as compared to $1,298,111 for the same period in 2008.

The Company provides bridge loans to US and Canadian companies. The Company recorded a foreign exchange loss of $625,178 for the period as compared to a gain of $118,716 for the same period in 2008.

Overhead including office and general expenses and filing and listing fees decreased slightly from 2008 to 2009. Management and consulting fees decreased 28% from 2008 to 2009. Management's long term incentive plan is based on realized profits. The Company recorded decreased management fees and salaries during the first nine months of 2009 due to costs associated with its long term incentive plan during the same period in 2008. Travel and promotion expenses increased slightly from $57,365 to $59,319 as a result of increased promotional activities in the period. Audit and legal fees decreased from $146,704 to $81,948 in the period due to the settlement of contingent liabilities in 2008. Rent increased from $59,765 to $63,359 in 2009 due to additional office space acquired in the second half of 2008. Interest expense increased from $5,036 to $17,037 as a result of a 7% note on a property acquired during the period. The Company also recorded $46,779 (2008 – Nil) in property taxes during the period as a result of property acquired as part of bridge loan settlements.

On August 28, 2009 the Company granted Directors, Officers and Employees incentive stock options to purchase 1,370,000 subordinate voting shares of the Company at an exercise price of $0.50 expiring August 28, 2014. During the nine month period ended September 30, 2009, $373,782 (2008 - $Nil) was recorded as stock-based compensation expense using the Black-Scholes model for pricing options. The Company assumed a risk-free interest rate of 3% and an expected stock volatility of 72% for the 5-year options.

During the period the Company wrote down a portion of one bridge loan in the amount of $33,777 (2008 - $Nil).

Operating Results for Three Months ended September 30, 2009

Revenues

Total revenue for the quarter ended September 30, 2009 was $1,990,217 compared to $160,253 for the same period in 2008.

Interest and dividend income decreased from $495,820 to $224,441 in 2009 as a result of having funds deployed into higher yielding bridge loans in the third quarter of 2008 as compared to the current period. Structuring fees and bonuses decreased from $205,066 to $95,324 in 2009 as a result of the Company advancing a higher number of convertible debentures in the current period. The decrease in structuring fees has been offset by the increased unrealized gains on derivative instruments as result of the fair value over cost of these convertible debentures. The Company charges interest and a structuring fee or a bonus on its bridge loan financings. Bonuses can be in the form of cash, shares in companies, warrants or other compensation.

Sales of investments and securities have resulted in Global Capital recording a realized gain of $14,441 for the quarter as compared to a realized gain of $167 for the same period in 2008. The amount includes a gain of $14,441 from available for sale investments and $Nil from the sale of held for trading investments (2008 – Gain of $167 from available for sale investments and $Nil from held for trading investments).

Changes in the fair value of held for trading financial assets have resulted in an unrealized gain of $1,668,877 for the quarter as compared to an unrealized loss of $540,801 for the same period in 2008. This gain includes $1,641,668 from the market value above cost of two of the Company's convertible debentures.

In the third quarter of 2009, the Company sold an investment property located in Wellington, Florida property and recorded a loss of $12,866 on the sale.

Expenses

Total expenses were $1,147,331 for the quarter as compared to $297,561 for the same period in 2008.

The Company provides bridge loans to US and Canadian companies. The Company recorded a foreign exchange loss of $346,992 for the quarter as compared to a gain of $51,390 for the same period in 2008.

Overhead including rent, office and general expenses and filing and listing fees increased 5% from the corresponding quarter of 2008. Management and consulting fees increased 8% from 2008 to 2009 as a result of a new employee hired during the period. Travel and promotion expenses totaled $22,904 for the quarter as compared to $22,373 in 2008. Audit and legal fees also remained constant totaling $30,114 for the period (2008 - $30,714) Interest expense increased from $2,956 to $6,055 as a result of a 7% note on a property acquired in the first quarter of 2009. The Company also recorded $19,119 (2008 – Nil) in property taxes during the quarter as a result of property acquired as part of bridge loan settlements.

On August 28, 2009 the Company granted Directors, Officers and Employees incentive stock options to purchase 1,370,000 subordinate voting shares of the Company at an exercise price of $0.50 expiring August 28, 2014. During the nine month period ended September 30, 2009, $373,782 (2008 - $Nil) was recorded as stock-based compensation expense using the Black-Scholes model for pricing options. The Company assumed a risk-free interest rate of 3% and an expected stock volatility of 72% for the 5-year options.

During the period the Company wrote down a portion of one bridge loan in the amount of $33,777 (2008 - $Nil).

Liquidity

As at September 30, 2009, Global Capital had $1,356,102 in cash in cash and short-term investments. The Company had $6,182,821 in bridge loans, convertible debentures and notes receivable due within one year. The Company does not have any bank indebtedness.

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet the Company's short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's business. However, the Company assumes short-term debt from time to time to fund its loan operations.

Capital Resources

Management is not aware of any significant commitments or expected fluctuations with respect to its Capital Resources at the date of its quarterly financial statements.

Subsequent Events

As at the date of these financial statements there were no subsequent events that would have a material impact on the operations of the Company.

Off-balance Sheet Arrangements

In the second quarter of 2009, the Company began a forward contract hedging program with a Canadian banking institution. The Company uses short-term forward contracts to hedge some of its capital invested in its United States based currency transactions.

Proposed Transactions

There were no proposed transactions as at the date of the Company's interim financial statements for the quarter ended September 30, 2009.

Critical Accounting Estimates

The preparation of the Company's consolidated financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the period. Financial statement items subject to significant management judgment include revenue recognition; loan losses; the valuation of accounts receivable, loans and notes receivable, debentures and investment properties; the valuation of portfolio investments; the fair value of non-cash fees received; the completeness of accounts payable and accrued liabilities; customer advances and deferred revenue; the valuation of share compensation expense and warrants; and, future income tax assets. While management believes that the estimates and assumptions are reasonable, actual results may differ.

Changes in Accounting Policies

a) *Recently adopted pronouncements*

Goodwill and intangible assets

In January 2008, the CICA issued Handbook Section 3064, *Goodwill and Intangible Assets*, which will replace Section 3062, *Goodwill and Other Intangible Assets.* The standard provides guidance on the recognition of intangible assets in accordance with the definition of an asset and the criteria for asset recognition as well as clarifying the application of the concept of matching revenues and expenses, whether these assets are separately acquired or internally developed. This standard applies to the Company's interim and annual consolidated financial statements beginning January 1, 2009. The adoption of this standard will not have a material impact on the financial position and results of operations of the Company.

b) Future accounting pronouncements

International Financial Reporting Standards

In February 2008, the Canadian Accounting Standards Board confirmed that International Financial Reporting Standards ("IFRS") will replace Canadian Generally Accepted Accounting Principles in 2011 for Canadian publicly-listed companies. The Company will be required to report its results in accordance with IFRS beginning in 2011. The adoption of IFRS on January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing and reviewing the impact of IFRS, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

Transition to International Financial Reporting Standards

The Company has completed an initial assessment of the differences between Canadian GAAP and IFRS relevant to the operations of the Company and is in the process of finalizing a more detailed assessment. The initial assessment identified that changes were required to accounting policies, accounting systems and internal controls over financial reporting mainly related to financial instruments. Other issues identified are the first time adoption of IFRS and accounting policies related to property, plant and equipment, stock-based compensation and accounting for income taxes. Training and development are ongoing for 2009 and 2010.

Financial Instruments

Under CICA Handbook Section 3855, financial assets must be classified into one of four categories: held-for-trading, held-to-maturity, loans and receivables and available for sale; financial liabilities must be classified into one of two categories: held-for-trading and other financial liabilities. All derivative instruments, including those that are embedded in, but not closely related to, another contract must be classified as held-for-trading with changes in their fair value reported in net income for the period. All financial instruments, including derivatives, are measured at fair value except for loans and receivables, held-to-maturity investments and other financial liabilities, which are measured at amortized cost, using the effective interest method where applicable. Subsequent measurement and changes in fair value will depend on their initial classification, as follows: held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net income; available for sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the investment is derecognized or impaired at which time the amounts would be recorded in net income.

Short-term investments are designated as held-for-trading. Accounts receivable, letters of credit, bridge loans and notes receivable are designated as loans and receivables which are measured at amortized cost, subject to impairment reviews, and accounts payable and accrued liabilities are designated as other financial liabilities which are measured at amortized cost. Fees received for originating the Company's loans are netted against the corresponding costs of the loans and are recognized in net earnings using the effective interest rate method. Portfolio investments in publicly traded companies have been designated as available for sale and are recorded in the consolidated balance sheets at fair value. Fair value is determined directly by reference to quoted market prices in active markets. Portfolio investments in private companies have been designated as available for sale and as quoted market prices in an active market do not exist, these investments are measured at cost, absent evidence of impairment. The Company's derivative investments comprise warrants, which are included in portfolio investments, and the convertible portion of convertible debentures which must be classified as held-for-trading.

Transactions with Related Parties

The Company often receives the right to nominate a member to the board of directors of companies to which it provides a bridge loan. The nominees may be an employee, officer or director of the Company, and accordingly, the borrower may become related to the Company. Notes receivable, bridge loans and convertible debentures include balances due from companies having a current or former director or officer in common with the Company, with a carrying value of $2,559,661 (December 31, 2008 - $4,312,844). Notes receivable, bridge loans and convertible debentures include a note to a director of the Company for US$500,000 (December 31, 2008 – US$500,000). The note relates to certain real estate property that was sold to the director. These amounts are all due within one year. Portfolio investments include $612,501 (December 31, 2008 - $475,797) of shares of companies and partnerships having a current director or officer in common with the Company. Accounts receivable includes balances due from companies having a current director or officer in common with the Company in the amount of $371,523 (December 31, 2008 - $402,356). These amounts are subject to normal creditor terms.

Interest and dividend revenue includes interest earned on loans to entities with current directors and officers in common with the Company in the amount of $95,077 (2008 - $774,748). Interest and dividend revenue includes interest earned on loans with a former director in common with the Company in the amount of $140,101 (2008 - $Nil). Interest receivable includes interest earned on loans to entities with current and former directors and officers in common with the Company, in the amount of $365,067 (December 31, 2008 - $319,236). These amounts are subject to normal creditor terms.Structuring fees revenue includes $45,000 (2008 - $832,317) received from companies with current and former directors and officers in common with the Company. Management and consulting fees and travel and promotion expenses include $278,464 (2008 - $278,390) paid to companies controlled by current directors and officers of the Company.

Risks and Uncertainties

<u>Risk Management</u>
The success of Global Capital is dependent upon its ability to assess and manage all forms of risk that affect its operations. Like other financial institutions, Global Capital is exposed to many factors that could adversely affect its business, financial conditions or operating results. Developing policies and procedures to identify risk and the implementation of appropriate risk management policies and procedures is the responsibility of senior management and the Board of Directors. The Board directly, or through its committees, reviews and approves these policies and procedures, and monitors their compliance with them through ongoing reporting requirements. A description of the Company's most prominent risks follows.

<u>Credit Risk</u>
Concentration of credit risk may arise from exposures to a single debtor or to a group of debtors having similar characteristics such that their ability to meet their current obligations is expected to be affected similarly by changes in economic or other conditions. Senior management is committed to several processes to ensure that this risk is appropriately mitigated. These include:

- the investigation of the creditworthiness of all borrowers;

• the engagement of qualified independent consultants such as lawyers and real estate appraisers, dedicated to protecting the Company's interests;
• the segregation of duties to ensure that qualified staff are satisfied with all due diligence requirements prior to funding; and
• the prompt initiation of recovery procedures on overdue loans.

In addition, the Board of Directors meets on a quarterly basis, to review and assess the risk profile of the loan portfolio. The Board of Directors is required to approve all loans above $500,000. The Board has delegated approval authority for all loans less than $500,000 to senior management. The Company reviews its policies regarding its lending limits on an on-going basis. The amount of the Company's loans generally does not exceed 75% of the collateral value.

Market Risk
The Company is exposed to certain market risk that the value of a financial instrument will fluctuate due to changes in market prices whether those changes are caused by factors specific to an individual security or its issuer or factors affecting all securities traded in the market. The Board monitors changes in the market on an ongoing basis and adjusts the Company's lending practices and policies when necessary to reduce the impact of the above risks.

Liquidity Risk
Liquidity risk is the risk that the Company will not have sufficient cash to meet its obligations as they become due. This risk arises from fluctuations in cash flows from making loan advances and receiving loan repayments. The goal of liquidity management is to ensure that adequate cash is available to honour all future loan commitments. As well, effective liquidity management involves determining the timing of such commitments to ensure cash resources are optimally utilized. Global Capital manages its liquidity risk by monitoring loan advances and repayments.

As at September 30, 2009, Global Capital had $1,356,102 in cash and short-term investments. The Company had $6,182,821 in bridge loans and notes receivable due within one year. The Company does not have any bank indebtedness. In managements' opinion, the Company has sufficient resources to meet its current cash flow requirements.

Currency Risk
The Company is exposed to certain currency risks that the value of certain financial instruments will fluctuate due to changes in foreign exchange rates. From time to time the Company takes advantage of foreign exchange contracts to manage the risk of currency fluctuations. As at September 30, 2009 the Company had purchased for settlement from its banker US$500,000 at $1.109 maturing November 30, 2009, US$250,000 at $1.085 maturing December 2, 2009, US$250,000 at $1.093 maturing December 7, 2009, US$500,000 at $1.072 maturing December 15, 2009, and US$250,000 at $1.081 maturing December 20, 2009. Gains and losses on foreign exchange contracts are included in income in the corresponding reporting period.

Other Data

Additional information related to the Company is available for viewing on SEDAR at www.sedar.com or on its website at www.gcglobalcapital.ca.

Share Data

Outstanding Shares

Subordinate Voting Shares	18,936,860
Multiple Voting Shares	1,053,572
	19,990,432

Outstanding Options and Warrants

Type	Amount Outstanding	Exercise Price	Expiry Date
Stock option	150,000	$0.87	November 24, 2009
Stock option	20,000	$0.87	February 7, 2011
Stock option	120,000	$1.15	September 11, 2012
Stock option	1,370,000	$0.50	August 28, 2014

Disclosure Controls and Procedures

Management of the Corporation, consisting of the Chief Executive Officer and the Chief Financial Officer, have evaluated the effectiveness of the Corporation's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, they have concluded that, as of the end of the period covered by this Management's Discussion and Analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Corporation's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

Internal Control Risks

The Chief Executive Officer and Chief Financial Officer ("CFO") are responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with Canadian GAAP. The design of the Company's internal control over financial reporting was assessed as of the date of this Management Discussion and Analysis.

Based on this assessment, it was determined that certain weaknesses existed in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of these weaknesses is to be compensated for by senior management monitoring, which exists. The officers will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company's financial viability, management has chosen to disclose the potential risk in its filings and proceed with increased staffing only when the budgets and work load will enable the action. The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by the CFO of the financial reports, the integrity and reputation of senior accounting personnel, and candid discussion of those risks with the audit committee.

Forward-Looking Information

These materials include certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Other than statement of historical fact, all statements in this material, including, without limitation, statements regarding fair values of marketable securities, investments, bridge loans, convertible debentures, and future plans and objectives of the Company, are forward–looking statements that involve various known and unknown risks, uncertainties and other factors. There can be no assurance that such statements will prove accurate. Actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date of these materials. Important factors that could cause actual results to differ materially from the Company's expectations include, without limitation, the level of bridge loans completed, the nature and credit quality of the collateral security, as well as those factors discussed in the Company's documents filed from time to time with the TSX Venture Exchange, Canadian securities regulators and other regulatory authorities. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this notice.

GLOBAL CAPITAL CORP.

Consolidated Financial Statements

September 30, 2009 & 2008

Management's Responsibility for Financial Reporting

The accompanying consolidated interim financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles. These consolidated interim financial statements contain estimates based on management's judgement. Management maintains an appropriate system of internal controls to provide reasonable assurance that transactions are authorized, assets safeguarded, and proper records maintained.

The Audit Committee of the Board of Directors, which is composed of a majority of independent Directors, reviews the results of the consolidated interim financial statements prior to submitting the consolidated interim financial statements to the Board for approval.

"signed Jason Ewart"	"signed Chris Carmichael"
Jason Ewart	Chris Carmichael
Chief Executive Officer	Chief Financial Officer

November 25, 2009
Toronto, Ontario

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 consolidated 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 consolidated 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 consolidated interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of consolidated interim financial statements by an entity's auditor.

"signed Jason Ewart"	"signed Chris Carmichael"
Jason Ewart	Chris Carmichael
Chief Executive Officer	Chief Financial Officer

November 25, 2009
Toronto, Ontario

GC-Global Capital Corp.
Consolidated Balance Sheets

		September 30 2009 (unaudited)		December 31 2008 (audited)
Assets				
Cash	$	1,056,102	$	3,387,855
Short-term investments (note 5)		300,000		-
Accounts receivable and sundry assets (note 14 and 16)		620,711		590,001
Prepaid expenses		13,412		11,733
Interest and dividends receivable (note 16)		416,044		361,344
Bridge loans, notes receivable and letter of credit (notes 6 & 16)		8,788,031		10,070,167
Convertible debentures (notes 6 & 16)		3,141,668		1,075,000
Portfolio investments (notes 5 & 16)		3,095,777		2,683,374
Investment properties (note 7)		2,500,033		631,088
Property and equipment (note 8)		43,688		50,696
Future income taxes (note 15)		1,245,700		1,245,700
	$	21,221,166	$	20,106,958
Liabilities				
Accounts payable and accrued liabilities	$	216,739	$	334,184
Customer advances and deferred revenue		264,130		76,845
Note payable (note 9)		315,601		-
		796,470		411,029
Shareholders' equity				
Share capital (notes 10 & 11)		17,978,236		18,124,420
Contributed surplus (notes 10, 11 & 12)		3,726,026		3,282,851
Accumulated other comprehensive loss		(37,426)		(463,468)
Deficit		(1,242,140)		(1,247,874)
		20,424,696		19,695,929
	$	21,221,166	$	20,106,958

On Behalf of the Board

“signed Gordon Ewart”, Director

“signed Jason Ewart”, Director

The accompanying notes are an integral part of these consolidated financial statements.

GC-Global Capital Corp.
Consolidated Statements of Retained Earnings (Deficit)
For the periods ended September 30
(Unaudited)

	Three months		Nine months	
	2009	**2008**	**2009**	**2008**
Retained earnings (deficit) - beginning of period	$ (2,085,025)	$ 4,624,382	$ (1,247,874)	$ 4,130,988
Dividends (note 17)	-	-	(502,883)	(1,224,410)
Net income for the period	842,886	7,689	508,618	1,725,492
Retained earnings (deficit) - end of period	$ (1,242,140)	$ 4,632,071	$ (1,242,140)	$ 4,632,071

The accompanying notes are an integral part of these consolidated financial statements.

GC-Global Capital Corp.
Consolidated Statements of Income
For the periods ended September 30
(Unaudited)

	Three months		Nine months	
	2009	**2008**	**2009**	**2008**
Revenue				
Structuring fees and bonuses (note 16)	$ 95,324	$ 205,066	$ 214,887	$ 1,117,047
Interest and dividend income (note 16)	224,441	495,820	670,432	1,301,376
Gain (loss) on sale of portfolio investments held-for-trading	-	-	(361,388)	1,411,091
Gain on sale of portfolio investments available for sale	14,441	167	19,738	26,912
Loss on sale of investment property (note 7)	(12,866)	-	(12,866)	-
Unrealized gain (loss) on derivative investments	1,668,877	(540,801)	2,134,164	(817,145)
	1,990,217	160,253	2,664,967	3,039,280
Expenses				
Management and consulting fees (note 16)	259,475	240,575	752,879	1,044,543
Filing and listing fees	9,296	10,272	31,133	34,806
Audit and legal fees	30,114	30,714	81,948	146,704
Interest	6,055	2,956	17,037	5,036
Office and general	20,503	18,170	59,257	60,950
Travel and promotion (note 16)	22,904	22,373	59,919	57,365
Rent	21,493	20,253	63,359	59,765
Property taxes	19,119	-	46,779	-
Stock- based compensation	373,782	-	373,782	-
Amortization	3,821	3,638	11,301	7,658
Foreign exchange loss (gain)	346,992	(51,390)	625,178	(118,716)
Write-down on bridge loans	33,777	-	33,777	-
	1,147,331	297,561	2,156,349	1,298,111
Income (loss) before income taxes	842,886	(137,308)	508,618	1,741,169
Income taxes (recovered)				
Current	-		-	79,843
Future	-	(144,997)	-	(64,166)
	-	(144,997)	-	15,677
Net income for the period	$ 842,886	$ 7,689	$ 508,618	$ 1,725,492
Net income per share (note 13)	$ 0.04	$ 0.00	$ 0.03	$ 0.08
Weighted average number of shares outstanding	20,035,780	20,355,332	20,092,195	20,361,460

The accompanying notes are an integral part of these consolidated financial statements.

GC-Global Capital Corp.
Consolidated Statement of Comprehensive Income
For the periods ended September 30
(Unaudited)

	Three months		Nine months	
	2009	**2008**	**2009**	**2008**
Net income for the period	$ 842,886	**$** 7,689	**$** 508,618	**$** 1,725,492
Other comprehensive income (loss)				
Unrealized gains (losses) on available-for-sale financial assets (note 5)	675,333	(1,291,136)	426,042	(2,315,120)
Comprehensive income (loss) for the period	$ 1,518,219	$ (1,283,447)	$ 934,660	$ (589,628)
Accumulated other comprehensive loss-beginning of period	$ (712,759)	$ (1,637,265)	$ (463,468)	$ (613,281)
Adoption of financial instruments standard	-	-	-	-
Other comprehensive income (loss)	675,333	(1,291,136)	426,042	(2,315,120)
Accumulated other comprehensive loss-end of period	$ (37,426)	$ (2,928,401)	$ (37,426)	$ (2,928,401)

The accompanying notes are an integral part of these consolidated financial statements.

GC-Global Capital Corp.
Consolidated Statements of Cash Flows
For the periods ended September 30
(Unaudited)

	Three months		Nine months	
	2009	**2008**	**2009**	**2008**
Operating activities				
Net income for the period	$ 842,886	$ 7,689	$ 508,618	$ 1,725,492
Items not affecting cash:				
Gain (loss) on sale of portfolio investments held-for-trading	-	(167)	361,388	(1,411,091)
Gain on sale of portfolio investments available for sale	(14,441)	-	(19,738)	(26,912)
Loss on sale of investment property	12,866	-	12,866	-
Unrealized gain (loss) on held-for-trading investments	(1,668,877)	540,801	(2,134,164)	817,145
Non-cash structuring fees and bonuses	(46,830)	-	(166,396)	(291,600)
Discount on letter of credit	(22,178)	-	(66,533)	-
Amortization	3,821	3,638	11,301	7,658
Write-down on bridge loans	33,777	-	33,777	-
Stock- based compensation	373,782	-	373,782	-
Future income taxes	-	(144,997)	-	(64,165)
	(485,194)	406,963	(1,085,099)	756,527
Net changes in non-cash working capital balances (note 14)	352,261	1,635,137	(17,248)	758,368
	(132,933)	2,042,100	(1,102,347)	1,514,895
Investing activities				
Issuance of notes receivable, bridge loans and convertible debentures	(955,349)	(473,854)	(1,840,309)	(1,709,226)
Proceeds from notes receivable, bridge loans and convertible debentures	421,499	394,023	836,993	1,708,146
Purchase of portfolio investments	-	-	(623,691)	(3,753,546)
Purchase of short-term investments	(300,000)	(550,249)	(300,000)	(550,249)
Proceeds from sale of investments	502,978	167	1,221,507	3,101,437
Proceeds from sale of investment property	337,004	-	337,004	-
Purchase of investment property (note 14)	(1,373)	(322,288)	(276,944)	(322,288)
Additions to property, plant and equipment	-	(21,138)	(4,293)	(24,565)
	4,759	(973,339)	(649,733)	(1,550,291)
Financing activities				
Purchase of treasury shares	(33,875)	-	(76,790)	(43,682)
Dividends paid	-	-	(502,883)	(1,224,410)
	(33,875)	-	(579,673)	(1,268,092)
Increase (decrease) in cash	(162,049)	1,068,761	(2,331,753)	(1,303,489)
Cash, beginning of period	1,218,151	1,062,276	3,387,855	3,434,526
Cash, end of period	$ 1,056,102	$ 2,131,037	$ 1,056,102	$ 2,131,037

Supplemental cash flow information (note 14)

The accompanying notes are an integral part of these consolidated financial statements.

1. Nature of Business

GC-Global Capital Corp. (the "Company") is incorporated under the Canadian Business Corporations Act and was formed via articles of amalgamation on December 31, 2005. The Company provides a range of merchant banking services to small and mid-size cap companies in North America in both the public and private markets. The Company provides bridge loan services (asset backed/collateralized financing) ranging from $300,000 to $3,000,000 to companies across many industries such as oil and gas, mining, real estate, manufacturing, retail, financial services, technology and biotechnology. The Company also has a diversified investment division engaged in investing in emerging growth companies.

2. Basis of Presentation

The accompanying financial information does not include all disclosure required under generally accepted accounting principles for annual financial statements. The accompanying financial information reflects all adjustments, consisting primarily of normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of results for the interim periods. These consolidated financial statements should be read in conjunction with the Company's 2008 audited annual financial statements and notes.

3. Summary of Significant Accounting Policies

These interim consolidated financial statements follow the same accounting policies and methods of application as the Company's annual financial statements, except as noted below. These interim consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles and include the Company's accounts and those of its wholly-owned subsidiaries, Newborn Realty Corp., Newborn Ranch LLC, Laurel Development Corporation, and Foothills Development Corp.

4. Change in Accounting Policies

a) Recently adopted pronouncements

Goodwill and intangible assets

In January 2008, the CICA issued Handbook Section 3064, *Goodwill and Intangible Assets*, which will replace Section 3062, *Goodwill and Other Intangible Assets.* The standard provides guidance on the recognition of intangible assets in accordance with the definition of an asset and the criteria for asset recognition as well as clarifying the application of the concept of matching revenues and expenses, whether these assets are separately acquired or internally developed. This standard applies to the Company's interim and annual consolidated financial statements beginning January 1, 2009. The adoption of this standard will not have a material impact on the financial position and results of operations of the Company.

b) Future accounting pronouncements

International Financial Reporting Standards

In February 2008, the Canadian Accounting Standards Board confirmed that International Financial Reporting Standards ("IFRS") will replace Canadian generally accepted accounting principles in 2011 for Canadian publicly-listed companies. The Company will be required to report its results in accordance with IFRS beginning in 2011. The adoption of IFRS on January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing and reviewing the impact of IFRS, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

5. Financial Instruments

	September 30 2009 Carrying Value	September 30 2009 Fair Value	December 31 2008 Carrying Value	December 31 2008 Fair Value
Short-term investments	$ 300,000	$ 300,000	$ -	$ -
Portfolio investments in publicly traded companies – available for sale (a)	$ 1,406,272	$ 1,406,272	$ 990,451	$ 990,451
Portfolio investments in private companies – available for sale (a)	1,650,084	1,650,084	1,661,745	1,661,745
Portfolio investments in share purchase warrants of a publicly traded company – held for trading (b)	39,421	39,421	31,178	31,178
Portfolio investments	$ 3,095,777	$ 3,095,777	$ 2,683,374	$ 2,683,374

(a) Portfolio investments represent shares in publicly traded companies and partnerships and private companies. For publicly traded companies and partnerships, fair value represents the quoted trading price of the shares held at September 30, 2009 and December 31, 2008. Private companies which are measured as cost, absent evidence of impairment.

(b) Included in portfolio investments is the fair value of the Company's investments in share purchase warrants of other corporations. Where the value of these warrants is not publicly quoted in active markets, the Company employs the Black-Scholes pricing model to determine fair value, with volatility and risk free rates taken directly from the most recent audited financial statements of the corresponding companies. As these warrants are derivative instruments, the change in their fair value resulted in an increase in net income, due to an increase in their fair value, of $8,424 for the nine month period ended September 30, 2009 (2008 – decrease in net income of $19,232).

(c) The Company invests extensively in emerging growth companies that are in the development stage or in companies which primarily hold investments in such companies. Certain investments are in companies which have not yet established commercial viability for their business activities and have not yet earned significant revenue. Therefore, the quoted market values of their shares are not necessarily indicative of the fair value of these investments and the recoverability of invested amounts is dependent upon the eventual commercial success of these entities. Lack of positive developments, or adverse developments, could result in future write-downs of the carrying values of these investments.

6. Notes receivable, bridge loans and convertible debentures

Maturity Date	Interest Rate		September 30 2009 Carrying Value		September 30 2009 Fair Value		December 31 2008 Carrying value		December 31 2008 Fair Value
Notes Receivable									
Due on demand (a)	NIL	$	535,350	$	535,350	$	609,000	$	609,000
Due within 13 to 24 months	NIL		535,350		535,350		609,000		609,000
Due December 2013	7%		1,354,262		1,354,262		1,522,500		1,522,500
		$	2,424,962	$	2,424,962	$	2,740,500	$	2,740,500
Bridge Loans									
Due on demand	12%	$	224,310	$	224,310	$	255,169	$	255,169
Due within one year	10%		1,691,706		1,691,706		-		-
Due within one year	12%-15%		2,981,455		2,981,455		5,876,219		5,876,219
Due within one year	24%		-		-		130,977		130,977
Due within 13 to 24 months	10%		500,000		500,000		-		-
		$	5,397,471	$	5,397,471	$	6,262,365	$	6,262,365
Letter of Credit									
Due December, 2011 (a)	NIL	$	1,165,598	$	1,165,598	$	1,267,302	$	1,267,302
Total notes receivable, bridge loans and letter of credit		$	8,988,031	$	8,988,031	$	10,270,167	$	10,270,167
Less: general provision for impaired bridge loans		$	(200,000)	$	(200,000)	$	(200,000)	$	(200,000)
		$	8,788,031	$	8,788,031	$	10,070,167	$	10,070,167

The fair values of notes receivable and bridge loans are estimated to be approximately equivalent to carrying value due to the market interest rates being charged. Shares, real estate, and borrower, corporate or personal guarantees generally have been pledged as security.

(a) The carrying value of the non-interest bearing letter of credit has been adjusted to its fair value based on an interest rate of 7% applied to the face value of this receivable. As the non-interest bearing note receivable is due on demand, no discount rate has been applied.

6. Notes receivable, bridge loans and convertible debentures – continued

Maturity Date	Interest Rate	September 30 2009 Carrying Value	September 30 2009 Fair Value	December 31 2008 Carrying value	December 31 2008 Fair Value
Convertible Debentures					
Due within one year	12%	$ 750,000	$ 750,000	$ 1,075,000	$ 1,075,000
Due within 13 to 24 months	10% - 12%	2,391,668	2,391,668	-	-
		$ 3,141,668	$ 3,141,668	$ 1,075,000	$ 1,075,000

As the conversion features of the convertible debentures are derivate instruments, the change in their fair value resulted in an increase in net income, due to an increase in their fair value of $1,566,668 for the nine month period ended September 30, 2009 (2008 – decrease in net income of $1,093,724). Included in the value of convertible debentures is $1,641,668 (December 31, 2008 - $75,000) which is the fair value of the conversion feature at September 30, 2009.

Shares, personal and corporate guarantees generally have been pledged as security for the notes receivable, bridge loans and convertible debentures.

7. Investment Properties

The company owns investment properties which are recorded at cost.

	September 30 2009	**December 31 2008**
Wellington, Florida	$ -	$ 331,088
Asheville, North Carolina	827,887	-
Canyon Ridge, New Mexico	888,769	-
White Plains, Georgia (3 properties)	606,626	300,000
Maysville, Kentucky	176,751	-
	$ 2,500,033	$ 631,088

In the first quarter of 2009, the Company received the Asheville, North Carolina property, a property from White Plains, Georgia and the Maysville, Kentucky property as a settlement on two of its bridge loans.

In the third quarter of 2009, the Company sold the Wellington, Florida property and recorded a loss of $12,866 on the sale.

8. Property and Equipment

	Cost	Accumulated Amortization	**September 30 2009 Net Book Value**
Computer equipment	$ 29,944	$ 24,562	$ 5,382
Leasehold improvements	33,836	10,716	23,120
Furniture	21,121	10,057	11,064
Equipment	14,006	9,884	4,122
	$ 98,907	$ 55,219	$ 43,688

	Cost	Accumulated Amortization	**December 31 2008 Net Book Value**
Computer equipment	$ 29,944	$ 22,999	$ 6,945
Leasehold improvements	31,684	4,004	27,680
Furniture	18,980	8,228	10,752
Equipment	14,006	8,687	5,319
	$ 94,614	$ 43,918	$ 50,696

9. Note Payable

At September 30, 2009 the outstanding principal on the note payable was US$294,761 (December 31, 2008 - $Nil). The note bears interest at 7% compounded annually and is secured by the Canyon Ridge property in New Mexico. Interest and principal are due March 13, 2011. The accrued interest at September 30, 2009 was US$11,578.

10. Share Capital

a) Authorized:
Unlimited multiple voting shares
Unlimited subordinate voting shares
Unlimited preferred shares

b) Shares issued and outstanding

	September 30 2009	December 31 2008
Issued and outstanding:		
1,053,572 (Dec. 31, 2008 - 1,053,572) multiple voting	$ 1,921,076	$ 1,921,076
18,936,860 (Dec. 31, 2008 - 19,109,260) subordinate voting	16,057,160	16,203,344
	$ 17,978,236	$ 18,124,420

	Number of Shares	Amount
Multiple voting shares		
Balance, December 31, 2008 and September 30, 2009	1,053,572	$ 1,921,076
Subordinate voting shares		
Balance, December 31, 2008	19,109,260	$ 16,203,344
Shares cancelled	(172,400)	(146,183)
Balance, September 30, 2009	18,936,860	$ 16,057,160

The Company completed treasury purchases for cancellation under a normal course issuer bid of 74,500 (2008 - Nil) subordinate voting shares with a stated capital of $63,171 (2008 - $Nil) for $33,875 (2008 - $Nil) resulting in an increase in contributed surplus of $29,296 (2008 - $Nil) for the quarter ended September 30, 2009 and 172,400 (2008 - 51,500) subordinate voting shares with a stated capital of $146,183 (2008 - $43,665) for $76,790 (2008 - $43,683) resulting in an increase in contributed surplus of $69,393 (2008 – decrease of $18) year-to-date.

10. Share Capital (continued)

c) Stock options outstanding

	Number of options	Average Exercise price per share	Expiry dates
Subordinate voting share options			
Balance, December 31, 2008	1,130,000	$0.90	May 5, 2009 to Sep. 11, 2012
Expired during the period	(840,000)	$0.87	May 5, 2009
Issued during the period (i)	1,370,000	$0.50	August 28, 2014
Balance, September 30, 2009	1,660,000	$0.58	Nov. 24, 2009 to Aug. 28, 2014

(i) On August 28, 2009 the Company granted Directors, Officers and Employees incentive stock options to purchase 1,370,000 subordinate voting shares of the Company at an exercise price of $0.50 expiring August 28, 2014.

11. Stock-based Compensation Plan

The Company has a stock option plan (the “Plan”) which was approved by the Board of Directors of the Company. The total amount of shares reserved for issuance under the Plan is equal to 10% of the outstanding Subordinate Voting Shares.

The Plan is for the benefit of the employees, officers and directors and certain consultants of the Company and its subsidiaries. The Plan is administered by the Compensation Committee of the Board of Directors of the Company. The Compensation Committee may from time to time designate individuals to whom options to purchase shares of the capital stock of the Company may be granted and the number of shares to be optioned to each. The option price per share which is the subject of any option shall be fixed by the Board of Directors when such option is granted. The option price can be discounted according to the rules of the Exchange at the time the option is granted. The period during which an option is exercisable shall not exceed five years from the date the option is granted. The options may not be assigned, transferred or pledged. Subject to any grace period allowed under the policies of the Exchange, the options will expire upon the termination of the employment or office with the Company or any of its subsidiaries or death of an individual. The total number of shares to be optioned to any one individual cannot exceed five percent of the total of the issued and outstanding shares.

As at September 30, 2009, the Company had outstanding 1,660,000 stock options. These include 170,000 options with an exercise price of $0.87 expiring between November 24, 2009 and February 7, 2011, 120,000 options with an exercise price of $1.15 expiring September 11, 2012 and an additional 1,370,000 options with an exercise price or $0.50 expiring August 28, 2014.

During the nine month period ended September 30, 2009, $373,782 (2008 - $Nil) was recorded as stock-based compensation expense using the Black-Scholes model for pricing options. The Company assumed a risk-free interest rate of 3% and an expected stock volatility of 72% for the 5-year options.

12. Contributed Surplus

Balance December 31, 2008	$	3,282,851
Cancellation of shares under normal course issuer bid		69,393
Stock-based compensation (see note 11)		373,782
Balance September 30, 2009	$	3,726,026

13. Net Income per Share

Net income per share has been calculated using the weighted average number of multiple and subordinate voting shares outstanding during the period. Diluted income per share is calculated in a similar manner, except that the weighted average number of multiple and subordinate voting shares outstanding is increased to include potentially issuable subordinate voting shares from the assumed exercise of stock options, if dilutive. The potential effect of the exercise of stock options and warrants was anti dilutive for the nine months ended September 30, 2008 and 2009.

14. Supplementary Cash Flow Information

	Three months		Nine months	
	2009	**2008**	**2009**	**2008**
Net change in non-cash working capital balances				
Accounts receivable and sundry assets	$ 162,683	$ 1,198,202	$ (30,707)	$ 843,872
Prepaid expenses	668	-	(1,678)	-
Interest and dividends receivable	189	386,467	(54,702)	(127,759)
Accounts payable and accrued liabilities	82,059	129,075	(117,447)	387,302
Customer advances and deferred revenue	106,662	(60,607)	187,286	(345,046)
	$ 352,261	$ 1,635,137	$ (17,248)	$ 758,368
Interest received	$ 224,631	$ 864,287	$ 615,731	$ 1,173,617
Interest paid	$ 1,101	$ 2,958	$ 4,641	$ 5,037
Income taxes paid	$ -	$ (61,465)	$ -	$ (61,465)
Portfolio investments				
Structuring fees and bonuses received as shares	$ 46,830	$ -	$ 166,396	$ 291,600
Notes receivable				
Discount on letter of credit	$ 22,178	$ -	$ 66,533	$ -
Investment property				
Loan repayments received as investment property	$ -	$ -	$ 1,311,263	$ -

15. Income Taxes

The Company has utilized tax losses in certain of its entities to reduce its taxable income. The Company has recognized a future tax a sset to the extent that the amount is more likely than not to be realized from future earnings.

	Three months		Nine months	
	2009	**2008**	**2009**	**2008**
Current	$ -	$ -	$ -	$ 79,843
Future income taxes	-	(144,997)	-	(64,166)
Total provision for income taxes	$ -	$ (144,997)	$ -	$ 15,677

16. Related Party Transactions

The Company often receives the right to nominate a member to the board of directors of companies to which it provides a bridge loan. The nominees may be an employee, officer or director of the Company, and accordingly, the borrower may become related to the Company.

a) Notes receivable, bridge loans and convertible debentures include balances due from companies having a current or former director or officer in common with the Company, with a carrying value of $2,559,661 (December 31, 2008 - $4,312,844). Notes receivable, bridge loans and convertible debentures include a note to a director of the Company for US$500,000 (December 31, 2008 – US$500,000). The note relates to certain real estate property that was sold to the director. These amounts are all due within one year.

b) Portfolio investments include $612,501 (December 31, 2008 - $475,797) of shares of companies and partnerships having a current director or officer in common with the Company.

c) Accounts receivable includes balances due from companies having a current director or officer in common with the Company in the amount of $371,523 (December 31, 2008 - $402,356). These amounts are subject to normal creditor terms.

d) Interest and dividend revenue includes interest earned on loans to entities with current directors and officers in common with the Company in the amount of $95,077 (2008 - $774,748). Interest and dividend revenue includes interest earned on loans with a former director in common with the Company in the amount of $140,101 (2008 - $Nil). Interest receivable includes interest earned on loans to entities with current and former directors and officers in common with the Company, in the amount of $365,067 (December 31, 2008 - $319,236). These amounts are subject to normal creditor terms.

e) Structuring fees revenue includes $45,000 (2008 - $832,317) received from companies with current and former directors and officers in common with the Company.

f) Management and consulting fees and travel and promotion expenses include $278,464 (2008 - $278,390) paid to companies controlled by current directors and officers of the Company.

Related party transactions are in the normal course of operations and are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

17. Dividends Paid

On April 30, 2009, the Company declared a cash dividend of $502,883 or $0.025 per share payable to shareholders of the Company's subordinate voting and multiple voting shares. The dividend was paid on June 15, 2009, to shareholders on record on May 15, 2009.

18. Sensitivity Analysis

The Company's portfolio investments, classified as available for sale, consist mainly of equity investments in publicly-listed entities. Changes in the fair value of investments, other than permanent impairments of these investments, are reported in other comprehensive income. For the remainder of 2009, a 10% increase or decrease in the market value of these investments would affect comprehensive income by $309,578.

The Company's notes receivable, bridge loans and convertible debentures all carry a fixed interest rate. A 1% increase or decrease in the interest rate would affect net income by approximately $100,000.

Notes receivable and bridge loans denominated in US dollars amounts to $5,113,292 as at September 30, 2009. A 10% increase or decrease in the exchange rate would affect net lincome by approximately $511,329.

19. Risk Management

The primary goals of the Company's risk management are to ensure that the outcomes of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, and to maintain an appropriate risk/reward balance while protecting the Company's financial operations from events that have the potential to materially impair its financial strength. Balancing risk and reward is achieved through aligning risk tolerance with the Company's business strategy, diversifying risk, pricing appropriately for risk, mitigating risk through preventative controls and transferring risk to third parties.

Capital Management

The Company considers the items included in shareholders' equity as capital. The Company's capital management objectives are to maintain a strong and efficient capital structure to provide liquidity to support continued asset growth. A strong capital position also provides flexibility in considering accretive growth opportunities. It is the intention of the Company to pay out a portion of its future annual earnings to shareholders in the form of dividends.

Financial Instruments

Effective January 1, 2008, the Company adopted the CICA Handbook Section 3862, "Financial Instruments – Disclosures". As permitted by the standard, the disclosures required under this section can be found in the Company's MD&A section "risks and uncertainties". The following table provides a cross referencing of those disclosures from the MD&A.

<table>
<tr><th>Description</th><th>Section</th></tr>
<tr><td rowspan="5">For each type of risk arising from financial instruments, an entity shall disclose: the exposure to risk and how they arise; objectives, policies and processes used for managing the risks; methods used to measure the risk; and description of collateral</td><td>Risk management</td></tr>
<tr><td>Credit risk management</td></tr>
<tr><td>Market risk</td></tr>
<tr><td>Liquidity risk</td></tr>
<tr><td>Currency risk</td></tr>
<tr><td>Credit risk- gross exposure to credit risk, credit quality and concentration of exposures</td><td>Credit risk management</td></tr>
<tr><td>Market risk- value-at-risk, interest rate risk and equity risk</td><td>Market risk</td></tr>
<tr><td>Liquidity risk- liquid assets, maturity of financial liabilities and credit and liquidity commitments</td><td>Liquidity risk</td></tr>
<tr><td>Currency risk- exchange rate risk</td><td>Currency risk</td></tr>
</table>

20. Commitments

The Company has entered into an operating lease for office premises expiring in 2013. Minimum annual lease payments, exclusive of taxes and other operating costs, for each the next five years are approximately:

2009	$	11,574
2010	$	47,365
2011	$	49,501
2012	$	51,638
2013	$	26,353

21. Contingencies

a) In March 2004, the Company and a director were named in an action of which the plaintiff has claimed $130,000, or in the alternative, the return of shares. The Company and the Director have defended and counterclaimed rescission of the agreement by which the Company agreed to purchase shares from the plaintiff. Affidavits of Documents have yet to be exchanged and the plaintiff has taken no steps to move the action forward. Management is of the opinion that this claim is without merit. Accordingly, no provision has been made for this claim in the accompanying consolidated financial statements.

The outcome of these claims are not determinable at the time of issue of these consolidated financial statements and the costs, if any, will be charged to income in the period(s) in which they are reasonably determinable.

b) In 1997, the Company's wholly-owned subsidiary, Global Benefit Plan Consultants Inc. ("GBPC"), had two divisions. The Company sold the assets of one of the divisions ("GBPC Division") to companies controlled by the then current management of that specific division (the "Former Management"). Pursuant to the sale agreement, the Company received an indemnity from the Former Management in respect of any reassessments by Revenue Canada for taxes related to the GBPC Division.

During fiscal 2006, Revenue Canada reassessed the tax returns for GBPC for the tax years 1996 and 1997. The reassessment concluded that the GBPC reported false travel and promotion expenses for two former members of GBPC's management in the amounts of $206,814 and $19,641. The reassessment further concluded that GBPC made false ITC claims in the amounts of $14,083 and $1,370 attributed to the false travel and promotion expenses. Total taxes payable on the reassessment amounted to $101,409 plus interest and penalties of approximately $215,000.

Since 2005, the Company paid $143,054 of the total liability of $316,409, in relation to the contingency. The Company expects to recover this amount, which is included in accounts receivable and sundry assets.

22. Subsequent Events

As at the date of these financial statements there were no subsequent events that would have a material impact on the operations of the Company.