



Financial Statements

3rd Quarter, 2005

Global (GMPC) Holdings Inc.

Management Discussion & Analysis

Dated: Nov 8, 2005

Description of Business

Global (GMPC) Holdings Inc. ("Global" or "the Company") is a merchant bank which provides bridge loan services (asset back/collateralized financing), ranging from \$100,000 to \$2,000,000 to companies across many industries such as oil & gas, mining, real estate, manufacturing, retail, financial services, technology and biotechnology. Global 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.

Overall Performance

As at September 30, 2005 Global had net assets totaling \$14.1 million compared to \$13.2 million as at September 30, 2004 or \$0.323 (2004 - \$0.030) per share plus another \$0.030 (2004 - \$0.008) in unrealized gains on Global's portfolio investments, which includes convertible securities and warrants. The increase per outstanding share including unrealized gains on Global's portfolio investments is 14.6% over last year.

For the quarter ended September 30, 2005, Global had net income before taxes of \$218,579 or \$0.004 per share compared to an income before taxes of \$300,126 or \$0.007 per share for 2004. Global overhead was consistent in both periods, while Global's income from structuring fees increased 90% to \$175,216 as compared to the corresponding period in 2004. The above net income per share has been calculated using the weighted average number of multiple and subordinate voting shares during each year.

Total assets as at September 30, 2005 were \$14.3 million compared to \$13.7 million as at December 31, 2004. Included in total assets are \$0.2 million in net cash and short term investments (Dec 31, 2004 - \$1.1 million), \$8.4 million in notes receivable, bridge loans and convertible debentures (Dec 31, 2004 - \$5.4 million), \$5.1 million in portfolio investments (Dec 31, 2004 - \$6.8 million) with a fair value of \$6.3 million (Dec 31, 2004 - \$7.3 million) and \$0.5 million in other receivables (Dec 31, 2004 - \$0.3 million).

Summary of Quarterly Results

The following table sets out selected financial information and other data of Global (GMPC) Holdings Inc., which should be read in conjunction with the unaudited interim financial statements for the quarter ending September 30, 2005.

For the periods ended September 30	Three months		Nine months	
	2005	2004	2005	2004
Total revenue	\$ 400,295	\$ 508,358	\$ 1,785,379	\$ 1,867,769
Net income before taxes for the period	218,579	300,126	1,162,092	1,239,749
Net income for the period	159,836	301,361	1,055,053	1,261,028
Net income per share ⁽¹⁾	\$ 0.004	\$ 0.007	\$ 0.024	\$ 0.021

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

Third Quarter of 2005 Operating Results

During the third quarter of 2005, Global provided \$1.6 million in bridge loans to public and private companies. The companies were in industries such as consumer products and real estate development. As at September 30, 2005, there were no loans that were in default.

Total revenue for the third quarter of 2005 was \$400,295 compared to \$508,358 for the corresponding period in 2004. Interest income was \$245,657, an increase of 40% from the same period in 2004. Dividend income was \$138,490, which was down \$11,174 from the same period in 2004. Losses on sale of investments were \$27,386 for the quarter compared to a gain of \$119,748 in 2004. Structuring fees increased from \$92,200 to \$175,216 during the quarter. Global incurred a foreign exchange loss of \$131,682 during the quarter due to the fluctuations in the US dollar. Subsequent to the quarter, Global has hedged the principal of its US based loans.

Global's expenses for the third quarter of 2005 were \$181,716, which was down \$26,517 from the same period in 2004

Net income before taxes for the third quarter of 2005 was \$218,579 or \$0.004 per share compared to a net income before taxes of \$300,126 or \$0.007 per share in 2004. Global's income taxes for the third quarter of 2005 were \$58,744 compared to a refund of \$1,236 in the same period during 2004.

First nine months of 2005 Operating Results

During the first nine months of 2005, Global provided \$8.2 million in bridge loans to public companies, private companies and individuals. The companies were in industries such as information technology, software, consumer products and real estate development.

Total revenue for the nine months ended September 30, 2005 was \$1,785,379 compared to \$1,867,769 for the corresponding period in 2004. Interest income was \$586,485 compared to \$469,613 in the same period in 2004. Dividend income decreased from \$488,836 to \$426,002 due to a decrease in the ownership of dividend paying investments. Gains on sale of investments were \$552,533 for the period compared to \$838,705 in 2004. Structuring fees increased from \$106,498 to \$395,608 for the period. Global incurred a foreign exchange loss of \$175,270 due to the fluctuations in the US dollar.

Global's expenses for the first nine months of 2005 were \$623,286, which was down \$4,734 from the same period in 2004

Net income before taxes for the first nine months of 2005 was \$1,162,092 or \$0.024 per share compared to a net income before taxes of \$1,239,749 or \$0.021 per share in 2004. Global's income taxes for the period were \$107,040 compared to a refund of \$21,279 in the same period during 2004.

Liquidity

As at September 30, 2005, Global had \$0.2 million in net cash and short-term investments, \$0.1 million in interest and dividends receivable, \$8.4 million in bridge loans and notes receivable and \$5.1 million in portfolio investments. The Corporation had no debt.

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.

Bridge loans and convertible debentures include a balance due from a company having a current Director in common with the company, with a cost of \$1,080,000 (Dec 31, 2004 \$500,000).

Portfolio investments include shares of companies and partnerships having current Executive Officers and Directors in common with the company, with a cost of \$3,821,702 (Dec 31, 2004 \$4,285,594) and a fair value of \$4,614,595 (Dec 31, 2004 \$4,775,528).

Interest and dividend income include interest earnings on loans with current Executive Officers and Directors of the company in the amount of \$32,666 (2004 \$2,548) for the third quarter and \$95,957 (2004 \$9,182) year-to-date. Dividend includes dividends from investments in shares in a company and a partnership that have current Executive Officers and a Director in common with the company in the amount of \$137,397 (2004 \$128,022) for the third quarter and \$407,535 (2004 \$213,152) year-to-date.

Management fees and salaries include \$41,195 (2004 \$41,587) for the third quarter and \$160,693 (2004 \$135,246) year-to-date paid to companies controlled by current Executive Officers and Directors of the company.

Amalgamation

On October 25, 2005, the Company announced that it has signed a Memorandum of Understanding to complete an amalgamation with E & E Capital Funding Inc., subject to regulatory and shareholder approval.

The amalgamated company will continue to operate as a merchant bank which provides bridge loan services (asset-back/collateralized financing), to companies across many industries such as oil and gas, mining, real estate, manufacturing, retail, financial services, technology and biotechnology. The amalgamated company will also have an investment arm.

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, estimated asset retirement obligations, 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, the sufficiency of cost estimates for remaining reclamation obligations 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 (GMPC) Holdings Inc.
Balance Sheets

	September 30	December 31
	2005	2004
	(Unaudited)	(Audited)
Assets		
Cash	\$ 205,713	\$ 1,063,972
Short term investments	-	38,561
Accounts receivable and sundry assets	395,487	174,696
Prepaid expenses	896	-
Interest and dividends receivable	148,304	137,037
Notes receivable, bridge loans and convertible debentures (notes 3 & 5)	8,428,397	5,432,268
Portfolio investments (notes 3 & 5)	5,118,810	6,813,829
Property, plant and equipment	5,121	3,437
	<hr/>	<hr/>
	\$ 14,302,729	\$ 13,663,800
Liabilities		
Accounts payable	\$ 103,118	\$ 56,259
Taxes payable	93,241	-
	<hr/>	<hr/>
	196,359	56,259
Shareholders' Equity		
Share capital (note 4)	13,874,481	13,997,425
Contributed surplus (note 4)	965,084	956,728
Deficit	(733,195)	(1,346,612)
	<hr/>	<hr/>
	14,106,370	13,607,541
	<hr/>	<hr/>
	\$ 14,302,729	\$ 13,663,800

Global (GMPC) Holdings Inc.
Statements of Income and Deficit
(Unaudited)

For the periods ended September 30	Three Months		Nine Months	
	2005	2004	2005	2004
Revenue				
Interest income (note 2 & 5)	\$ 245,657	\$ 175,394	\$ 586,485	\$ 469,613
Dividend income (note 2 & 5)	138,490	149,664	426,002	488,836
Gain on sale of investments (note 2)	(27,386)	119,748	552,553	838,705
Structuring fees	175,216	92,200	395,608	106,498
Foreign exchange loss	(131,682)	(28,648)	(175,270)	(35,882)
	<u>400,295</u>	<u>508,358</u>	<u>1,785,379</u>	<u>1,867,769</u>
Expenses				
Management fees and salaries (note 5)	128,821	140,344	472,333	441,870
Audit and legal fees	23,907	21,963	52,836	48,865
Office and general	11,807	13,427	38,876	64,008
Travel and promotion	7,978	21,756	19,635	35,167
Filing and listing fees	3,693	1,937	17,217	11,288
Rent	5,199	8,494	21,455	25,888
Amortization	312	312	935	935
	<u>181,716</u>	<u>208,233</u>	<u>623,286</u>	<u>628,020</u>
Income before income taxes	<u>218,579</u>	<u>300,126</u>	<u>1,162,092</u>	<u>1,239,749</u>
Income taxes (recovered)	<u>58,744</u>	<u>(1,236)</u>	<u>107,040</u>	<u>(21,279)</u>
Net income for the period	<u>159,836</u>	<u>301,361</u>	<u>1,055,053</u>	<u>1,261,028</u>
Deficit, beginning of period	<u>(893,030)</u>	<u>(1,469,340)</u>	<u>(1,346,612)</u>	<u>(2,429,007)</u>
Dividends	-	-	441,636	-
Deficit, end of period	<u>\$ (733,195)</u>	<u>\$ (1,167,978)</u>	<u>\$ (733,195)</u>	<u>\$ (1,167,978)</u>
Basic earnings per share	<u>\$ 0.004</u>	<u>\$ 0.007</u>	<u>\$ 0.024</u>	<u>\$ 0.021</u>

Global (GMPC) Holdings Inc.
Statements of Cash Flows
(Unaudited)

For the periods ended September 30	Three Months		Nine Months	
	2005	2004	2005	2004
Operating activities				
Net income for the period	\$ 159,836	\$ 301,361	\$ 1,055,053	\$ 1,261,028
Items not affecting cash				
Gain on sale of investments	27,386	(119,748)	(552,553)	(838,705)
Amortization	312	312	935	935
	187,533	181,925	503,435	423,258
Changes in non-cash working capital balances	(122,681)	24,985	(92,854)	(60,898)
Cash flow used by operating activities	64,853	206,910	410,581	362,360
Investing activities				
Purchase of portfolio investments	(639,370)	(86,600)	(2,873,007)	(6,051,959)
Proceeds from sale of investments	1,646,128	405,382	5,120,579	8,801,235
Increase in bridge loans and convertible debentures	(1,158,759)	539,924	(3,078,524)	(2,201,106)
Decrease (increase) in notes receivable	-	147,540	82,394	90,000
Additions to property, plant & equipment	-	(500)	(2,619)	(797)
Cash flow used by investing activities	(152,001)	1,005,747	(751,177)	637,373
Cash flows from financing activities				
Purchase of treasury shares	(109,300)	(275,959)	(122,944)	(652,941)
Increase in contributed surplus	6,437	87,858	8,356	159,040
Dividends paid	-	-	(441,636)	-
Cash flow used by financing activities	(102,863)	(188,101)	(556,224)	(493,901)
Increase (decrease in cash)	(190,012)	1,024,555	(896,819)	505,833
Cash, beginning of period	395,725	910,351	1,102,533	1,429,073
Cash, end of period	\$ 205,713	\$ 1,934,906	\$ 205,713	\$ 1,934,906
Cash consists of:				
Cash	\$ 205,713	\$ 1,760,704	\$ 205,713	\$ 1,760,704
Short term investments	-	174,202	-	174,202
	\$ 205,713	\$ 1,934,906	\$ 205,713	\$ 1,934,906

Global (GMPC) Holdings Inc.
Notes to Financial Statements
(Unaudited)
September 30, 2005

1. Nature of Business

Global (GMPC) Holdings Inc. ("the Company") is incorporated under the Canada Business Corporations Act and provides a range of merchant banking services to small and mid-cap companies in North America in both the public and private markets. Global provides bridge loan services (asset backed/collateralized financing), ranging from \$100,000 to \$2,000,000 to companies across many industries such as oil & gas, mining, real estate, manufacturing, retail, financial services, technology and biotechnology.

2. Significant Accounting Policies

These interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles on a basis consistent with those used and described in the most recent annual audited financial statements. The disclosures contained in these interim financial statements do not include all requirements of Canadian generally accepted accounting principles for annual financial statements. These interim financial statements should be read in conjunction with the most recent annual financial statements.

Accounting for Distributions – the company records income (from certain investments) on an interim basis by using the cash basis of accounting for amounts received as distributions since information relating to the actual allocation of income and profits is not available at the time of the preparation of these interim financial statements. This income will be reallocated upon complete information being made available to the company.

3. Financial Instruments

The carrying value of cash, accounts receivable, interest and dividends receivable and accounts payable approximate their fair values due to the short-term nature of these instruments.

The carrying values and fair values of the company's short term investments, notes receivable, bridge loans and convertible debenture and portfolio investments are as follows:

	September 30		December 31	
	2005 Carrying Value	2005 Fair Value	2004 Carrying Value	2004 Fair Value
Short term investments	\$ -	\$ -	\$ 38,561	\$ 38,561
Notes receivable	25,000	25,000	107,394	107,394
Bridge loans and convertible debentures	8,403,397	8,583,397	5,324,874	5,324,874
Portfolio investments				
- Publicly traded companies and partnerships	5,118,810	6,260,623	6,596,326	7,083,007
- Preferred shares	-	-	200,000	200,000
- Interest in oil and gas properties	-	-	17,502	17,502
	\$ 13,547,207	\$ 14,869,020	\$ 12,284,657	\$ 12,771,338

Global (GMPC) Holdings Inc.
Notes to Financial Statements
(Unaudited)
September 30, 2005

4. Share Capital

For the nine-month period ending September 30, 2005, the company completed treasury purchases for cancellation under a normal course issuer bid of 419,000 subordinate voting shares with a stated capital of \$122,944 for \$114,588, resulting in an increase in contributed surplus of \$8,356.

5. 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) Bridge loans and convertible debentures include a balance due from a company having a current Director in common with the company, with a cost of \$1,080,000 (December 31, 2004 \$500,000).
- b) Portfolio investments include shares of companies and partnerships having current Executive Officers and Directors in common with the company, with a cost of \$3,821,702 (December 31, 2004 \$4,285,594) and a fair value of \$4,614,595 (December 31, 2004 \$4,775,528).
- c) Interest income includes interest earnings on loans with current Executive Officers and Directors of the company in the amount of \$32,666 (2004 \$2,548) for the third quarter and \$95,957 (2004 \$9,182) year-to-date. Dividend income includes investments in shares in a company and partnership that have current Executive Officers and a Director in common with the company in the amount of \$137,397 (2004 \$128,022) for the third quarter and \$407,535 (2004 \$213,152) year-to-date.
- d) Management fees and salaries include \$41,195 (2004 \$41,587) for the third quarter and \$160,693 (2004 \$135,246) year-to-date paid to companies controlled by current Executive Officers and Directors of the company.

6. Subsequent Events

Amalgamation

On October 25, 2005, the Company announced that it has signed a Memorandum of Understanding to complete an amalgamation with E & E Capital Funding Inc., subject to regulatory and shareholder approval.

The amalgamated company will continue to operate as a merchant bank which provides bridge loan services (asset back/collateralized financing), to companies across many industries such as oil & gas, mining, real estate, manufacturing, retail, financial services, technology and biotechnology. The amalgamated company will also have an investment arm.

Global (GMPC) Holdings Inc.
Notes to Financial Statements
(Unaudited)
September 30, 2005

7. Contingent Liabilities

- a) In 1998, the company and other parties were named as defendants in a lawsuit filed in the Supreme Court of Newfoundland alleging that the common shares which they hold in the company were sold to them without their knowledge. In 2001, the company was named in a second action against the company, by the same plaintiffs, alleging that the company failed to comply with the applicable provisions of the Canada Business Corporations Act giving Shareholders the right of dissent with respect to certain transactions and to be paid the fair market value for these shares. Management has filed statements of defence for each action. No provision has been made for these claims in the financial statements.

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

- 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.

Revenue Canada recently 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 \$101,409.19 plus interest and penalty of approximately \$215,000.

The Company will take all legal steps necessary to ensure the taxes are paid by the indemnifying parties.

In 2003, the Company sold GBPC and provided an indemnity to the purchaser for claims related to the previous years.