iTalk Inc.
Form 10-Q
July 18, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the Quarterly Period Ended May 31, 2014

or

¨ 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: 000-54664

iTALK, INC.
(Exact name of registrant as specified in its charter)

Nevada	N/A
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2400 W. Cypress Creek Road; #111
Fort Lauderdale, Florida 33309
(Address of principal executive offices) (zip code)

(877) 652-3834
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	o	Accelerated filer	o
Non-accelerated filer (Do not check if a smaller reporting company)	o	Smaller reporting company	þ

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

As of July 21, 2014, there were 91,753,531 shares of registrant’s common stock outstanding.

iTALK, INC.

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ITEM 1. FINANCIAL STATEMENTS

iTALK, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	May 31, 2014 (unaudited)	August 31, 2013
ASSETS		
Current assets:		
Cash	$ 15,028	$ 42,370
Prepaid and other expenses	78,136	36,869
Total current assets	93,164	79,239
Property and equipment, net	84,210	109,464
Other assets:		
Customer lists, net	216,000	256,500
Domain rights	99,197	125,400
Total other assets	315,197	381,900
Total assets	$ 492,571	$ 570,603
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses	$ 312,882	$ 131,734
Deferred revenue	104,565	76,304
Settlement payable	348,000	-
Notes payable	5,000	250,000
Convertible note payable, net of debt discount of $274,272	280,728	130,928
Stock based payable	19,725	14,725
Advances payable	50,000	50,000
Advances payable, related party	3,300	3,300
Loans payable, related party	36,965	36,965
Derivative liability	1,548,150	-
Total current liabilities	2,709,315	693,956
STOCKHOLDERS' DEFICIT		
Preferred stock; $0.001 par value; 50,000,000 and -0- shares authorized; 50,000,000 and -0- shares issued and outstanding as of May 31, 2014 and August 31, 2013; respectively		
Series A Preferred Stock, $0.001 par value; 5 and -0- shares designated, 5 and -0- shares issued and outstanding as of May 31, 2014 and August 31, 2013, respectively	-	-
Series B Preferred Stock, $0.001 par value; 49,999,995 and -0- shares designated, 49,999,995 and -0- shares issued; -0- and -0- shares outstanding as of May 31, 2014 and August 31, 2013, respectively	50,000	-
	79,397	46,350

Common stock, $0.001 par value, 500,000,000 shares authorized; 79,397,440 and 46,350,000 shares issued and outstanding as of May 31, 2014 and August 31, 2013, respectively				
Additional paid in capital		1,482,511		579,151
Common stock subscriptions		112,500		-
Common stock subscription receivable		(350,343)		-
Accumulated deficit		(3,590,809)		(748,854)
Total stockholders' deficit		(2,216,744)		(123,353)
Total liabilities and stockholders' deficit	$	492,571	$	570,603

See the accompanying notes to the unaudited condensed consolidated financial statements

iTALK, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three months ended May 31,		Nine months ended May 31,	
	2014	2013	2014	2013
REVENUES:				
Sales	$218,146	$5,720	$564,098	$5,720
Cost of sales	168,822	-	501,673	-
Gross (loss) profit	49,324	5,720	62,425	5,720
OPERATING EXPENSES:				
Selling, general and administrative	293,645	177,398	1,091,407	201,165
Research and development expenses	7,000	9,551	35,000	9,551
Depreciation and amortization	35,068	-	98,065	-
Total operating expenses	335,713	186,949	1,224,472	210,716
Loss from operations	(286,389)	(181,229)	(1,162,047)	(204,996)
Other income (expense):				
Loss on change in fair value of derivatives	(296,271)	-	(141,755)	-
Gain on settlement of debt	3,471	-	3,471	-
Interest expense	(284,249)	(539)	(1,541,624)	(539)
Loss before provision for income taxes	(863,438)	(181,768)	(2,841,955)	(205,535)
Provision for income taxes (benefit)	-	-	-	-
NET LOSS	$(863,438)	$(181,768)	$(2,841,955)	$(205,535)
Net loss per common share, basic and diluted	$(0.01)	$(0.00)	$(0.05)	$(0.00)
Weighted average number of common shares outstanding, basic and diluted	74,672,452	42,554,348	57,263,988	42,518,315

See the accompanying notes to the unaudited condensed consolidated financial statements

iTALK, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
NINE MONTHS ENDED MAY 31, 2014
(unaudited)

	Series A preferred stock		Series B preferred stock		Common stock		Additional Paid In Capital	Common Stock Subscription	Common stock Subscription Receivable	Accumulated Deficit	Tota
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, August 31, 2013	-	$-	-	$-	46,350,000	$46,350	$579,151	$-	$-	$(748,854)	$(12
Series B preferred stock issued to acquire United States Treasury bond	-	-	49,999,995	50,000	-	-	(50,000)	-	-	-	-
Common stock issued in connection with issuance of convertible debt	-	-	-	-	1,000,000	1,000	144,000	-	-	-	14
Series A preferred stock issued for services rendered	5	-	-	-	-	-	183,385	-	-	-	18
Common stock issued as payment of settlement payable	-	-	-	-	1,107,680	1,108	114,414	-	-	-	11
Common stock issued in connection with forbearance agreement	-	-	-	-	500,000	500	42,000	-	-	-	42
	-	-	-	-	500,000	500	(500)	-	-	-	-

Common stock issued for previous common stock subscription											
Common stock issued in connection with subscription agreement	-	-	-	-	25,000,000	25,000	475,000	-	(500,000)	-	-
Common stock issued as collateral in connection with legal proceedings	-	-	-	-	4,939,760	4,939	(4,939)	-	-	-	-
Common stock subscription received									149,657		14
Common stock subscription received	-	-	-	-	-	-	-	112,500	-	-	11
Net loss	-	-	-	-	-	-	-	-	-	(2,841,955)	(2,
Balance, May 31, 2014	5	-	49,999,995	$50,000	79,397,440	$79,397	$1,482,511	$112,500	$(350,343)	$(3,590,809)	$(2,

See the accompanying notes to the unaudited condensed consolidated financial statements

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iTALK, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW
(unaudited)

	Nine months ended May 31,	
	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$(2,841,955)	$(205,535)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	98,065	-
Amortization of debt discount	1,310,064	-
Bad debt expense	80,065	-
Liability for registration rights	155,080	-
Loss on change in derivative liabilities	141,755	-
Stock based compensation	203,839	-
Changes in operating assets and liabilities:		
Accounts receivable	(80,065)	-
Prepaid expenses	(61,721)	-
Advances from stockholders/officers	-	300
Accounts payable and accrued expenses	188,226	26,713
Deferred revenue	28,261	-
Net cash used in operating activities	(778,386)	(178,522)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of equipment	(625)	(13,116)
Acquisition of Rocket VoLp	-	(15,000)
Payment towards acquisition of WQN	(5,488)	(170,000)
Net cash used in investing activities	(6,113)	(198,116)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sale of common stock		-
Proceeds from common stock subscriptions	262,157	124,982
Proceeds from notes payable	155,000	250,000
Proceeds from advances		130,928
(Payments) proceeds from related party loans		(10,000)
Proceeds from convertible note payable	340,000	-
Proceeds from related party loans	-	-
Net cash provided by financing activities	757,157	495,910
Net decrease in cash	(27,342)	119,272
Cash, beginning of period	42,370	1,578
Cash, end of period	$15,028	$120,850
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Interest paid	$-	$-
Income taxes paid	$-	$-

Non cash investing and financing activities:		
Series B preferred stock to acquire United States Treasury bond	$-	$-
Common stock issued in payment of settlement payable	$115,522	$-
Common stock issued in connection with issuance of convertible debt	$145,000	$-
Common stock issued as collateral in connection with legal proceedings	$4,939	$-
Common stock issued in connection with the pending acquisition for Rocket VoIP	$-	$460,000

See the accompanying notes to the unaudited condensed consolidated financial statements

iTALK, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MAY 31, 2014
(unaudited)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying unaudited condensed consolidated financial statements follows:

Business and Basis of Presentation

iTALK, INC. (the "Company") was formed on July 10, 2006 under the laws of the State of Nevada as Sopac Cellular Solutions, Inc. On December 18, 2012, the Company changed its name iTALK, INC. effected by way of a merger with its wholly-owned subsidiary iTalk, Inc which was created solely to facilitate the name change. The Company was formed to sell wireless technology and cell phone service to medium and large corporations, involving a large array of cellular service plans, cell phones, software and accessories.

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, iTalk, Inc. and RocketVoLp, Inc. All significant inter-company transactions and balances have been eliminated in consolidation.

Interim Financial Statements

The following (a) condensed consolidated balance sheet as of August 31, 2013, which has been derived from audited financial statements, and (b) the unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended May 31, 2014 are not necessarily indicative of results that may be expected for the year ended August 31, 2014. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended August 31, 2013 included in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission ("SEC") on December 16, 2013.

Going Concern

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company has reported net losses of $2,841,955 and $205,535 for the nine month periods ended May 31, 2014 and 2013, respectively, accumulated deficit of $3,590,809 and total current liabilities in excess of current assets of $2,616,151 as of May 31, 2014.

The Company has minimal revenues from operations and will be dependent on funds to raise to satisfy its ongoing capital requirements for the next 12 months. The Company will require additional financing in order to execute its operating plan and continue as a going concern. The Company cannot predict whether this additional financing will be in the form of equity or debt, or by in another form. The Company may not be able to obtain the necessary additional capital on a timely basis, or on acceptable terms, or at all. In any of these pressures, any of these circumstances would have a material adverse effect on its business, prospects, financial condition and results of operations.

The unaudited condensed consolidated financial statements do not include any adjustments relating to the recoverability of assets and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

iTALK, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MAY 31, 2014
(unaudited)

Revenue Recognition

The Company follows the guidance in Staff Accounting Bulletin (SAB) No. 104, which provides guidance on the recognition, presentation and disclosure of revenue in financial statements. SAB 104 states that revenue is realized or realizable and earned when all of the following criteria are met: persuasive evidence of an arrangement exists, services have been rendered, the seller's price to the buyer is fixed or determinable, and collectability is reasonably assured.

Revenues are primarily derived from fees charged to terminate voice services over the Company's network and from related monthly recurring charges. Variable revenue is earned based on the number of minutes during a call and is recognized upon completion of a call. Revenue from each customer is calculated from information received through the Company's network switches. The Company tracks the information received from the switch and analyzes the call detail records and applies the respective revenue rate for each call. Fixed revenue is earned from monthly recurring services provided to customers that are fixed and recurring in nature, and are connected for a specified period of time. Revenues are recognized as the services are provided and continue until the expiration of the contract or until cancellation of the service by the customer. Cash fees received prior to call completion are recorded on the Company's consolidated balance sheets as unearned revenue. As of May 31, 2014 and August 31, 2013, the Company recorded unearned revenue of $104,565 and $76,304, respectively.

Use of estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include the useful life of fixed assets and assumptions used in the fair value of stock-based compensation.

Derivative Instrument Liability

The Company accounts for derivative instruments in accordance with ASC 815, which establishes accounting and reporting standards for derivative instruments and hedging activities, including certain derivative instruments embedded in other financial instruments or contracts and requires recognition of all derivatives on the balance sheet at fair value, regardless of hedging relationship designation. Accounting for changes in fair value of the derivative instruments depends on whether the derivatives qualify as hedge relationships and the types of relationships designated are based on the exposures hedged.

In accordance with this authoritative guidance, the Company recognized certain reset conversion features embedded in an issued a settlement agreement, convertible notes payable and registration rights agreement as derivative instruments at fair value.

Accounting for changes in the fair value of the derivative instruments depend on whether the derivative qualifies as hedge relationships and the types of relationships designated are based on the exposures hedged. At May 31, 2014 and August 31, 2013, the Company did not have any derivative instruments that were designated as hedges.

iTALK, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MAY 31, 2014
(unaudited)

Net Income (loss) per Common Share

The Company computes net income (loss) per share under Accounting Standards Codification subtopic 260-10, Earnings Per Share (“ASC 260-10”). Basic net income (loss) per common share is computed by dividing net loss by the weighted average number of shares of common stock. Diluted net income (loss) per share is computed using the weighted average number of common and common stock equivalent shares outstanding during the period. Common stock equivalent shares were comprised of 70,041,958 shares issuable upon conversion of convertible notes payable and settlement obligation as of May 31, 2014. There were no common stock equivalents as of May 31, 2013.

Research and development

In accordance with ASC 730, “Research and Development”, the Company expenses all research and development costs as incurred. The Company had incurred $7,000 and $35,000 for the three and nine months ended May 31, 2014, respectively; and $-0- and $-0- for the three and nine months ended May 31, 2013, respectively. The Company expects the research and development costs to increase in the future as it continues to invest in the infrastructure that is critical to achieve our business goals and objectives.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers all cash on hand, in banks, certificates of deposit and other highly liquid debt instruments with a maturity of three months or less at the date of purchase, to be cash and cash equivalents.

Property and equipment

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is calculated using the straight-line method over the asset's estimated useful life, which is five years for computer assets and software. Expenditures for maintenance and repairs are expensed as incurred.

Intangible Assets

The Company amortized its identifiable intangible assets using the straight-line method over their estimated period of benefit. The estimated useful lives of the customer relationships and domain rights are five years. The Company periodically evaluates the recoverability of intangible assets and takes into account events or circumstances that warrant revised estimates of useful lives or indicate that impairment exists.

Segment Information

Accounting Standards Codification subtopic Segment Reporting 280-10 (“ASC 280-10”) establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. ASC 280-10 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions how to allocate resources and assess

performance. The information disclosed herein materially represents all of the financial information related to the Company’s only principal operating segment.

iTALK, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MAY 31, 2014
(unaudited)

Prepaid Expenses

From time to time, the Company issues shares of its common stock for services to be performed. The fair value of the common stock is determined at the date of the contract for services and is amortized ratably over the term of the contract. As of May 31, 2014 and August 31, 2013, prepaid expenses relating to stock based payments were $15,909 and $36,364, respectively.

Stock-Based Compensation

The Company accounts for our stock based compensation under ASC 718 “Compensation – Stock Compensation” using the fair value based method. Under this method, compensation cost is measured at the grant date based on the value of the award and is recognized over the service period, which is usually the vesting period.

This guidance establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity’s equity instruments or that may be settled by the issuance of those equity instruments.

Compensation expense for restricted stock or options granted to non-employees is determined in accordance with the standard as the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measured.

Determining the appropriate fair value of the stock-based compensation requires the input of subjective assumptions, including the expected life of the stock-based payment and stock price volatility. The Company uses the Black-Scholes option-pricing model to value its stock option awards which incorporate the Company’s stock price as determined by an outside third-party, an average volatility of comparable companies, U.S. risk-free rate, dividend rate, and estimated life.

Income taxes

Income tax provisions or benefits for interim periods are computed based on the Company’s estimated annual effective tax rate. Based on the Company's historical losses and its expectation of continuation of losses for the foreseeable future, the Company has determined that it is more likely than not that deferred tax assets will not be realized and, accordingly, has provided a full valuation allowance. As the Company anticipates or anticipated that its net deferred tax assets at May 31, 2014 and 2013 would be fully offset by a valuation allowance, there is no federal or state income tax benefit for the periods ended May 31, 2014 and 2013 related to losses incurred during such periods.

Fair Value of Financial Instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of May 31, 2014 and August 31, 2013. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash and accounts payable.

Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand.

Recently Issued Accounting Pronouncements

There are various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's consolidated financial position, results of operations or cash flows.

iTALK, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MAY 31, 2014
(unaudited)

NOTE 2 – PROPERTY AND EQUIPMENT

Property and equipment as of May 31, 2014 and August 31, 2013 is summarized as follows:

	May 31, 2014	August 31, 2013
Computer equipment	$ 13,442	$ 12,817
Software	112,950	112,950
Total	126,392	125,767
Less: accumulated depreciation	(42,182)	(16,303)
	$ 84,210	$ 109,464

Depreciation for the three and nine months ended May 31, 2014 was $10,116 and $25,879, respectively. Depreciation of the three and nine months ended May 31, 2013 was $-0- and $-0-, respectively.

NOTE 3 – INTANGIBLE ASSETS

Intangible assets as of May 31, 2014 and August 31, 2013 are summarized as follows:

	May 31, 2014	August 31, 2013
Customer list	$ 270,000	$ 270,000
Domain names and trade-marks	137,488	132,000
Sub total	407,488	402,000
Less, accumulated amortization	(92,291)	(20,100)
Other intangibles, net of accumulated amortization	$ 315,197	$ 381,900

Customer lists, domain names and trade-marks acquired are amortized over their estimated useful lives of 5 years. Amortization for the three and nine months ended May 31, 2014 was $24,952 and $72,186, respectively, and $-0- and $-0- for the three and nine months ended May 31, 2013.

NOTE 4 – SETTLEMENT PAYABLE

On October 18, 2013, the Company entered into a settlement agreement with IBC Funds (“IBC”) in settlement of an aggregate of $418,000 of past-due obligations of the Company comprised of notes payable in aggregate of $380,928 and related accrued interest, which IBC had purchased from certain vendors of the Company pursuant to the terms of separate claim purchase agreements between IBC and each of such vendors, plus fees and costs.

Pursuant to the terms of the settlement agreement, the Company issued 343,808 shares of the Company’s common stock as a settlement fee and agreed to issue, in one or more tranches as necessary, that number of shares equal to $20,000 upon conversion to Common Stock at a conversion rate equal to 65% of the lowest closing bid price of the

Common Stock during the ten trading days prior to the date the conversion is requested by IBC. The Company has identified the embedded derivatives related to the settlement agreement. These embedded derivatives included certain conversion features and reset provisions.

iTALK, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MAY 31, 2014
(unaudited)

On May 27, 2014, the Company issued 4,939,760 shares of its common stock as collateral in connection with the continuing litigation with IBC Funds (see Note 12). The common stock was recorded at par value in the Company's financial statements.

The accounting treatment of derivative financial instruments requires that the Company record fair value of the derivatives as of the inception date of settlement agreement and to fair value as of each subsequent reporting date which at May 31, 2014 was $604,532. At the inception of the settlement agreement, the Company determined the aggregate fair value of $631,220 of the embedded derivatives.

The fair value of the embedded derivatives at inception was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 229.31%, (3) weighted average risk-free interest rate of 0.12% %, (4) expected life of 1.00 year, and (5) estimated fair value of the Company's common stock from $0.1316 per share. The initial fair value of the embedded debt derivative of $631,220 was allocated as a debt discount up to the settlement agreement ($418,000) with the remainder ($213,220) charged to current period operations as interest expense. For the nine months ended May 31, 2014, the Company amortized $418,000, due to the demand nature of the agreement ,to current period operations as interest expense. As of May 31, 2014 the gross balance of the settlement agreement was $348,000.

During the nine months ended May 31, 2014, the Company issued an aggregate of 1,107,680 shares of its common stock as payment of $70,000 of the settlement payable.

At May 31, 2014, the fair value of the embedded derivatives of $604,532 was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 170.47%, (3) weighted average risk-free interest rate of 0.10% , (4) expected life of 1.00 year, and (5) estimated fair value of the Company's common stock from $0.03 per share.

NOTE 5 – NOTE PAYABLE

On March 18, 2014, the Company issued an unsecured promissory note payable in the amount of $5,000 due June 1, 2014. The interest on the promissory note is defined at $5,000 payable in the Company's common stock, due at maturity, based on closing market price at the date of payment if the Company's common stock is quoted on the Over-the-Counter Bulletin Board exchange. If the Company's stock is not quoted on a national exchange, the number of shares issuable is defined at 50% of the lowest closing market price per share during the last twenty days of trading on a national exchange.

NOTE 6 – CONVERTIBLE NOTE PAYABLE

Radican Notes

On September 16, 2013, the Company issued two unsecured notes payable, in the aggregate amount of $150,000, a bearing interest at 12% per annum with both principal and interest due at March 31, 2014. The Company may repay the notes at any time prior to maturity at amount equal to 130% of the outstanding principal redeemed plus accrued interest.

The holders have a right, at maturity or in an event of default (as defined), to convert any outstanding and unpaid principal portion of the notes and accrued interest at a conversion price of 50% of the average of five lowest bid prices of the Company's common stock during the previous fifteen trading days from the conversion date.

On March 31, 2014, at maturity, the Company has identified the embedded derivatives related to the above described notes. These embedded derivatives included certain conversion features and reset provisions.

iTALK, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MAY 31, 2014
(unaudited)

The accounting treatment of derivative financial instruments requires that the Company record fair value of the derivatives as of the maturity date of notes and to fair value as of each subsequent reporting date which at May 31, 2014 was $170,134. At the inception of the settlement agreement, the Company determined the aggregate fair value of $181,588 of the embedded derivatives.

The fair value of the embedded derivatives at inception was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 170.26%, (3) weighted average risk-free interest rate of 0.05% %, (4) expected life of 0.25 year, and (5) estimated fair value of the Company's common stock from $0.0743 per share. The initial fair value of the embedded debt derivative of $181,588 was allocated as a debt discount up to the settlement agreement ($150,000) with the remainder ($31,588) charged to current period operations as interest expense. For the nine months ended May 31, 2014, the Company amortized $150,000, due to the demand nature of the agreement ,to current period operations as interest expense. As of May 31, 2014 the gross balance of the notes were $150,000.

At May 31, 2014, the fair value of the embedded derivatives of $170,134 was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 170.47%, (3) weighted average risk-free interest rate of 0.04% , (4) expected life of 0.25 year, and (5) estimated fair value of the Company's common stock from $0.03 per share.

Dutchess Opportunity Fund II, LP

On October 17, 2013, the Company issued an unsecured convertible note in the principal amount of $300,000 to Dutchess Opportunity Fund, II, LP ("Dutchess"). The Company received proceeds from the Note in the amount of $235,000. The Note does not bear an interest rate, however, the Company is obligated to repay Dutchess $300,000 on or before November 30, 2013. If the Company has not repaid the entire Note by the repayment date, it is obligated to pay Dutchess monthly amortization payments of $20,000 beginning on December 1, 2013. As of May 31, 2014, no payments have been made and the convertible note currently is in default.

The note is immediately convertible into shares of the Company's common stock, par value $.001, (the "Common Stock") at the sole option of Dutchess. At inception date, the conversion price was 90% of the lowest volume weighted average price of the Common Stock during the 20 trading days immediately prior to a conversion notice from Dutchess to the Company. At May 31, 2013, the conversion rate was reduced to 40% due to the associated registration rights agreement (see below).

Since the Dutchess convertible note is in default, Dutchess has the right to secure a portion of the Company's assets as pledged collateral or elect to garnish revenue in order to repay the convertible note. Dutchess can exercise its right to increase the face amount of the convertible note by ten percent (10%) as an initial penalty, and by ten percent (10%) for each subsequent default. In addition, Duthcess may elect to increase the face amount of the convertible note by two and one-half percent (2.5%) per month paid as liquated damages, compounded daily.

The Company has identified the embedded derivatives related to the convertible note. These embedded derivatives included certain conversion features and reset provision.

The accounting treatment of derivative financial instruments requires that the Company record fair value of the derivatives as of the inception date of note and to fair value as of each subsequent reporting date which at May 31, 2014 was $610,962. At the inception of the note, the Company determined the aggregate fair value of $287,868 of the embedded derivatives.

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The fair value of the embedded derivatives at inception was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 229.67%, (3) weighted average risk-free interest rate of 0.33% %, (4) expected life of 2.00 years, and (5) estimated fair value of the Company's common stock from $0.1350 per share. The initial fair value of the embedded debt derivative of $287,868 was allocated as a debt discount up to the net proceeds ($235,000) with the remainder ($52,868) charged to current period operations as interest expense. For the three and nine months ended May 31, 2014, the Company amortized $300,000 (financing costs of $65,000 plus allocated conversion feature of $235,000) of $37,808 and $92,877 to current period operations as interest expense, respectively. As of May 31, 2014 the gross balance of the note payable was $300,000.

At May 31, 2014, the fair value of the embedded derivatives of $610,962 was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 170.47%, (3) weighted average risk-free interest rate of 0..10% %, (4) expected life of 1.47 years, and (5) estimated fair value of the Company's common stock from $0.03 per share.

In addition, as an inducement to enter into the note, the Company issued 1,000,000 shares of common stock to Dutchess. The Fair value of the inducement shares issued of $145,000 were charged to current period operations as interest expense during the nine months ended May 31, 2014.

Registration rights agreement

The Company is obligated to file a registration statement with the Securities and Exchange Commission (the "Commission") for the shares of common stock underlying the conversion feature of the note, including the monthly payments, no later than January 16, 2014 (as extended). If the Company fails to file the registration statement by such date and for each 30 day calendar period thereafter that it has failed to file it, the conversion price will be decreased by 10%. If and when the registration statement is declared effective by the Commission, Dutchess may, at its option, convert the monthly payments into common stock at the conversion price in lieu of cash payments. If the registration statement covering the securities is not timely filed, the Company will pay the holders liquidated damages of two percent (2%) per month of the outstanding principal amount.

As of May 31, 2014, the conversion price of the Dutchess note has been reduced from 90% to 40%. In addition, the Company has accrued $30,000 as liquidated damages.

JSJ Investments, Inc.

On February 27, 2014, the Company issued an unsecured 12% convertible note in the amount of $30,000, a bearing interest at 12% per annum with both principal and interest due on August 27, 2014. The Company has an option, subject to the approval and acceptance of the holder, to pay the note in cash at a redemption premium of 150% of the principal amount.

The note is convertible into the Company's common stock, at any time, at a conversion price of the lower of: i) 50% discount to the average three lowest bids on the ten trading days before the date the note was executed, or ii) 50% of the average of the three lowest bid prices during the ten trading days preceding the delivery of any conversion notice.

The Company has identified the embedded derivatives related to the above described note. These embedded derivatives included certain conversion features and reset provisions.

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The accounting treatment of derivative financial instruments requires that the Company record fair value of the derivatives as of the inception date of note and to fair value as of each subsequent reporting date which at May 31, 2014 was $40,755. At the inception of the note, the Company determined the aggregate fair value of $51,353of the embedded derivatives.

The fair value of the embedded derivatives at inception was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 172.39%, (3) weighted average risk-free interest rate of 0.04% %, (4) expected life of 0.50 year, and (5) estimated fair value of the Company's common stock from $0.062 per share. The initial fair value of the embedded debt derivative of $47,319 was allocated as a debt discount up to the settlement agreement ($30,000) with the remainder ($21,353) charged to current period operations as interest expense. For the nine months ended May 31, 2014, the Company amortized $15,414 to current period operations as interest expense. As of May 31, 2014 the gross balance of the note was $30,000.

At May 31, 2014, the fair value of the embedded derivatives of $40,755 was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 170.47%, (3) weighted average risk-free interest rate of 0.04% , (4) expected life of 0.25 year, and (5) estimated fair value of the Company's common stock from $0.03 per share.

On April 1, 2014, the Company issued an unsecured 12% convertible note in the amount of $50,000, a bearing interest at 12% per annum with both principal and interest due on October 1, 2014. The Company has an option, subject to the approval and acceptance of the holder, to pay the note in cash at a redemption premium of 150% of the principal amount.

The note is convertible into the Company's common stock, at any time, at a conversion price of the lower of: i) 50% discount to the average three lowest bids on the twenty trading days before the date the note was executed, or ii) 50% of the average of the three lowest bid prices during the twenty trading days preceding the delivery of any conversion notice.

The Company has identified the embedded derivatives related to the above described note. These embedded derivatives included certain conversion features and reset provisions.

The accounting treatment of derivative financial instruments requires that the Company record fair value of the derivatives as of the inception date of note and to fair value as of each subsequent reporting date which at May 31, 2014 was $70,600. At the inception of the note, the Company determined the aggregate fair value of $103,412 of the embedded derivatives.

The fair value of the embedded derivatives at inception was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 170.41%, (3) weighted average risk-free interest rate of 0.04%, (4) expected life of 0.50 year, and (5) estimated fair value of the Company's common stock from $0.08 per share. The initial fair value of the embedded debt derivative of $97,634 was allocated as a debt discount up to the settlement agreement ($50,000) with the remainder ($53,412) charged to current period operations as interest expense. For the nine months ended May 31, 2014, the Company amortized $16,393 to current period operations as interest expense. As of May 31, 2014 the gross balance of the note was $50,000.

At May 31, 2014, the fair value of the embedded derivatives of $70,600 was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 170.47%, (3) weighted average risk-free interest rate of 0.04% , (4) expected life of 0.34 year, and (5) estimated fair value of the Company's common stock from $0.03 per share.

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LG Capital Funding, LLC

On March 3, 2014, the Company issued an unsecured 8% convertible redeemable note in the amount of $25,000, a bearing interest at 8% per annum with both principal and interest due on March 31, 2015. The Company has an option, during the first 180 days, to pay the note in cash at a redemption premium of 145% of the principal amount with any accrued interest.

The note is convertible into the Company's common stock, after 180 days, at a conversion price at 45% discount to the lowest bid twenty trading days preceding the delivery of any conversion notice.

The Company has identified the embedded derivatives related to the above described note. These embedded derivatives included certain conversion features and reset provisions.

The accounting treatment of derivative financial instruments requires that the Company record fair value of the derivatives as of the inception date of note and to fair value as of each subsequent reporting date which at May 31, 2014 was $51,166. At the inception of the settlement agreement, the Company determined the aggregate fair value of $41,396 of the embedded derivatives.

The fair value of the embedded derivatives at inception was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 171.22%, (3) weighted average risk-free interest rate of 0.12%, (4) expected life of 1.0 year, and (5) estimated fair value of the Company's common stock from $0.061 per share. The initial fair value of the embedded debt derivative of $41,396 was allocated as a debt discount up to the settlement agreement ($25,000) with the remainder ($16,396) charged to current period operations as interest expense. For the nine months ended May 31, 2014, the Company amortized $6,044 to current period operations as interest expense. As of May 31, 2014 the gross balance of the note was $25,000.

At May 31, 2014, the fair value of the embedded derivatives of $51,166 was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 170.47%, (3) weighted average risk-free interest rate of 0.06% , (4) expected life of 0.76 year, and (5) estimated fair value of the Company's common stock from $0.03 per share.

NOTE 7 — DERIVATIVE LIABILITIES

As described in Notes 4 and 6 above, the Company has identified embedded derivatives in a settlement and note payables. The accounting treatment of derivative financial instruments requires that the Company record fair value of the derivatives as of the inception date and to fair value as of each subsequent reporting date which at May 31, 2014 was aggregate of $1,548,150.

During the nine months ended May 31, 2014, the Company recorded an aggregate of $(141,755) loss on change in fair value of derivative liabilities ($43,084 gain relating to settlement payable and $(184,839) loss relating to convertible note payable).

NOTE 8 – STOCK BASED PAYABLE

In connection with the acquisition of Rocket VoIP, the Company is obligated to issue a remaining 95,000 shares of the Company's common stock. As such, the Company has recorded a stock based payable of $14,725 reflecting the fair value of the 95,000 shares of common stock at the date of the acquisition.

In addition, as described in Note 5 above, the Company is obligated to issue $5,000 in fair value of its common stock as interest in connection an issued note payable. As such, the Company recorded as stock based payable of $5,000 representing the payable as a charge to interest expense for current period operations.

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NOTE 9 – ADVANCES PAYABLE

As of May 31, 2014 and August 31, 2013, the Company has received advances, interest free and is due upon demand.

NOTE 10 – STOCKHOLDERS EQUITY

Preferred stock

As of May 31, 2014 and August 31, 2013, the Company the Company had authorized 50,000,000 shares of preferred stock authorized and outstanding.

Series A Preferred Stock

On October 10 2013, the Company designated 5 shares of its authorized preferred stock as "Series A Preferred Stock" The Series A Preferred Stock has no conversion rights, ranks on parity with the Company's common or any other series of capital stock, except Series B Preferred Stock (see below).

Voting rights. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to 2 times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of any preferred stocks which are issued and outstanding at the time of voting. Each individual share of Series B Preferred Stock will therefore have its proportional vote of the Series B Preferred Stock as described below.

In October 2013, the Company issued 5 shares of Series A Preferred Stock to David Levy, the Company's Chief Executive Officer, for services rendered. Since the Series A Preferred Stock has no conversion rights into common stock, the shares are not trading and lack marketability. Accordingly, the Company charged operations for the issuance of the 5 shares of Series A Preferred Stock totaling $183,385 during the nine months ended May 31, 2014. The fair value was determined based upon an analysis of the Company's common stock less various discount factors, including a lack of marketability. Accordingly, Mr. Levy will exercise control over the Company on matters submitted to the stockholders for approval, including the election of directors, mergers, consolidations, the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control.

Series B Preferred Stock

On October 15, 2013, the Company designated 49,999,995 shares of its authorized preferred stock as "Series B Preferred Stock". The each share of Series B Preferred Stock is convertible into 20 shares of the Company's common stock, at any time with the Company permission, but restricted for a period of a) six months after purchase, if the Company files public reports pursuant to Section 12 or Section 15 of the Securities Exchange Act of 1934; or b) twelve months if the Company does not file such public reports.

Voting rights. Each share of the Series B Preferred Stock share have 20 votes for any election or other vote placed before the shareholders of the Company.

On October 15, 2013, the Company issued 49,999,995 shares of its Series B Preferred Stock to acquire a 30 year 1934 Federal Reserve Gold Series Bearer Bonds ("U.S. government bonds"). Previously, the holder of the US government bonds has attempted to redeem the bonds, including taking legal against the United States in Federal Court in order to redeem or monetize the financial instruments. The Series B Preferred Stock issuance was subject to a condition that the Company would receive no less than $1,000,000 gross proceeds from the U.S. government bond within sixty (60) days from the date of the agreement, which was October 7, 2013. To date, the Company has been unable to receive any proceeds from the receipt of the U.S. government bonds.

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Subsequent to May 31, 2014, the issued 49,999,995 shares of Series B Preferred Stock were returned to the Company, cancelling the above described transaction.

Common stock

As described in Note 6, the Company issued 1,000,000 shares of its common stock as an inducement to enter a convertible note payable

As described in Note 4, the Company issued an aggregate of 1,107,680 shares of its common stock in payment of $70,000 of the a settlement agreement.

On October 31, 2013, the Company issued 500,000 shares of its common stock in settlement of a common stock subscription agreement.

On December 12, 2013, the Company issued 500,000 shares of its common stock to extend the registration rights agreement obligation to January 16, 2014.

On February 28, 2014, the Company issued 25,000,000 shares of its common stock for a common stock subscription at $0.02 per share, aggregate of $500,000.

As described in Note 4 above, on May 27, 2014, the Company issued 4,939,760 shares of its common stock as collateral in connection with the continuing litigation with IBC Funds (see Note 12). The common stock was recorded at par value in the Company's financial statements.

NOTE 11 – RELATED PARTY TRANSACTIONS

From January 1, 2007 to November 30, 2012, the Company paid its sole officer and director at the time, Ezra E. Ezra, $100 per month for use of office space and services. Ezra E. Ezra resigned from the Company on January 16, 2013. As of May 31, 2014 and August 31, 2013 there was an account payable - related party of $3,300 reflecting unpaid rent.

As of May 31, 2014 and August 31, 2013, there was a loan payable due to Ezra E. Ezra for $21,965, which is non-interest bearing with no specific repayment terms and a loan payable due to David F. Levy for $15,000 which is non-interest bearing with no specific repayment terms.

Officer's salaries for the David Levy and Richard Dea, were not paid and accordingly the Company has accrued their salaries due under their employment starting February 1, 2013. The two officers accrued amounts are $95,000 and $42,500 in aggregate as of May 31, 2014 and August 31, 2013, respectively.

On October 14, 2013, the Board of Directors of the Company implemented a bonus plan (the "Bonus Plan") for the Company's Chief Executive Officer, David F. Levy, who also serves as a member of the Board of Directors. For the purposes of clarity, no fees were paid to Mr. Levy under the Bonus Plan with respect to the Dutchess Bridge Financing.

Specifically, the Bonus Plan grants Mr. Levy the following rights:

a cash or equity fee, at Mr. Levy's option, equal to 2% of any non-securitized non-subordinated debt financing (non-subordinated debt is defined as working capital financing, asset based financing, accounts receivable, inventory, equipment, or other fixed asset financing, or a lease financing);

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a cash or equity fee, at Mr. Levy's option, equal to 2% of any non-securitized non-subordinated debt financing (non-subordinated debt is defined as working capital financing, asset based financing, accounts receivable, inventory, equipment, or other fixed asset financing, or a lease financing);

a cash or equity fee, at Mr. Levy's option, equal to 4% of any non-securitized subordinated financing (subordinated debt is defined as non-inventory and non-accounts receivables based financing but excluding any financing with an equity bonus to the lender);

a cash or equity fee, at Mr. Levy's option, equal to 5% of equity or quasi-equity financing;

a fee equal to 5% of consideration (as defined in the Bonus Agreement) paid to the Company in the sale or merger of a significant portion of the Company's business or assets;

a fee equal to 1% of the Company's market capitalization computed on the last day of the calendar year; and

a fee equal to .5% (or 1/2 of 1%) of any increase in the Company market capitalization from the first day of the calendar year to the last day of the calendar year.

At May 31, 2014 and August 31, 2013, the Company has non-related party advances in aggregate of $50,000. The advances are non-interest bearing and are payable upon demand.

NOTE 12 – CONTINGENCIES

Litigation

In connection with a litigation brought by IBC Funds ("IBC") currently pending in the Circuit Court in the Twelfth Judicial Circuit in and for Sarasota County, Florida, Case No.: 2013 CA 7461 NC, on October 18, 2013 the Company entered into a settlement agreement with IBC in settlement of an aggregate of $418,000 of past-due obligations of the Company comprised of notes payable in aggregate of $380,928 and related accrued interest, which IBC had purchased from certain vendors of the Company pursuant to the terms of separate claim purchase agreements between IBC and each of such vendors, plus fees and costs. Pursuant to the terms of the settlement agreement, the Company issued 1,107,680 shares of the Company's common stock as a settlement fee and agreed to issue, in one or more tranches as necessary, that number of shares equal to $348,000 upon conversion to Common Stock at a conversion rate equal to 65% of the lowest closing bid price of the Common Stock during the ten trading days prior to the date the conversion is requested by IBC. The Company has yet to issue all of the shares to IBC under the terms of the settlement agreement.

As described in Note 4 above, on May 27, 2014, the Company issued 4,939,760 shares of its common stock as collateral in connection with the continuing litigation with IBC Funds. The common stock was recorded at par value in the Company's financial statements.

NOTE 13 — FAIR VALUE MEASUREMENT

The Company adopted the provisions of Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10") on January 1, 2008. ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

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ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

All items required to be recorded or measured on a recurring basis are based upon level 3 inputs.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed and is determined based on the lowest level input that is significant to the fair value measurement.

Upon adoption of ASC 825-10, there was no cumulative effect adjustment to beginning retained earnings and no impact on the financial statements.

The carrying value of the Company's cash and cash equivalents, accounts receivable, accounts payable, short-term borrowings (including convertible notes payable), and other current assets and liabilities approximate fair value because of their short-term maturity.

As of May 31, 2014 or August 31, 2013, the Company did not have any items that would be classified as level 1 or 2 disclosures.

The Company recognizes its derivative liabilities as level 3 and values its derivatives using the methods discussed in notes 4 and 5. While the Company believes that its valuation methods are appropriate and consistent with other market participants, it recognizes that the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The primary assumptions that would significantly affect the fair values using the methods discussed in Notes 4 and 6 are that of volatility and market price of the underlying common stock of the Company.

As of May 31, 2014 and August 31, 2013, the Company did not have any derivative instruments that were designated as hedges.

The derivative liability as of May 31, 2014, in the amount of $1,548,150 has a level 3 classification.

The following table provides a summary of changes in fair value of the Company’s Level 3 financial liabilities as of May 31, 2014:

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	Derivative Liability
Balance, August 31, 2013	$ -0-
Initial fair value of derivative relating to settlement agreement	631,220
Initial fair value of derivative relating to convertible notes payable	665,618
Initial fair value of derivative relating to registration rights agreement	155,079
Transfers out of Level 3 upon conversion	(45,522)
Loss on change in fair value of derivatives	141,755
Balance, May 31, 2014	$ 1,548,150

NOTE 14 — SUBSEQUENT EVENTS

On June 1, 2014, the Company issued 4,482,759 shares of its common stock in payment of investment banking advisory fees.

On June 4, 2014, the Company issued 166,666 shares of its common stock in settlement of note payable and related accrued interest.

On June 4, 2014, the Company issued an aggregate of 706,666 shares of its common stock in connection with investment banking services.

On June 16, 2014, the Company issued 7,000,000 shares of common stock in payment of $51,870 of settlement payable.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD LOOKING STATEMENTS

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", expects", "plans", "anticipates", "believes", "estimates", "predicts", potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our unaudited financial statements are stated in United States Dollars (US$) and are prepared in accordance with United States Generally Accepted Accounting Principles. The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this quarterly report.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars. All references to "US$" refer to United States dollars and all references to "common stock" refer to the common shares in our capital stock.

As used in this quarterly report, the terms "we", "us", "our" and "our company" mean iTalk Inc., unless otherwise indicated.

CORPORATE OVERVIEW

Our company was incorporated on July 10, 2006 in the State of Nevada under the name Sopac Cellular Solutions Inc., and was formed to sell wireless technology and cell phone service to medium and large corporations, involving a large array of cellular service plans, cell phones, software and accessories.

On December 18, 2012, we filed Articles of Merger with the Nevada Secretary of State to change our name from "Sopac Cellular Solutions Inc." to "iTalk Inc.", to be effected by way of a merger with our wholly-owned subsidiary iTalk Inc., which was created solely for the name change.

Also on December 18, 2012, we filed a Certificate of Change with the Nevada Secretary of State to give effect to a forward split of our authorized, issued and outstanding shares of common stock on a 25 new for 1 old basis and, consequently, our authorized capital increased from 75,000,000 to 1,875,000,000 shares of common stock and our issued and outstanding shares of common stock increased from 1,700,000 to 42,500,000, all with a par value of $0.001.

These amendments became effective on December 21, 2012 upon approval from the Financial Industry Regulatory Authority and our ticker symbol changed to our new symbol "TALK" to better reflect our company's new name. Our CUSIP number is 465353 100.

On July 10, 2013, the Company’s majority stockholders approved to amend the Articles of Incorporation to reduce the number of authorized shares of common stock from 1,875,000,000 to 500,000,000 shares and to authorize 50,000,000 shares of preferred stock.

PLAN OF OPERATIONS

In December 2012, with the appointment of David F. Levy as president, chief executive officer, secretary and director, and under his leadership, our company changed its business focus and will now move forward with marketing and distributing its iTalk products.

MOBILE BROADBAND

We plan to launch secure nationwide mobile broadband wireless data transmission services primarily under the iData brand. We will offer low cost, no contract, mobile broadband with data plans. Customers will be able to choose the data plan that best meets their particular needs starting at $9.99 monthly. Our low cost broadband plans will give more people the opportunity to experience the benefits of broadband on the go. Our iData service is will be offered primarily through the use of a personal mobile hotspot - the iData MiFi Mobile Hotspot that can connect up to 5 Wi-Fi enabled devices.

COMMUNICATIONS

Our communications products included a domestic & international mobile App and calling service delivered under the brand iTalk and iTalkGlobal.. iTalkGlobal Intends to focus on delivering communications services through the combination of our iTalk hardware Sleeve and our mobile App coupled with convenient features and the delivery of low cost calls for consumers and businesses. iTalk intends to offers customers secure, instant activation and immediate access to the service while eliminating the need to use a PIN or switch long distance carriers. Other features include 24 hour online and over the phone recharge, speed dial, PIN-less dialing and online access to account balance, call history and purchase history.

WIRELESS NETWORK TECHNOLOGIES

We deliver mobile broadband wireless data transmission services primarily under the iData brand to subscribers through our mobile virtual network operator (MVNO) agreement with a sub provider on Sprint's nationwide network that utilizes third generation (3G)& (4G) code division multiple access (CDMA) technologies.

SALES, MARKETING AND CUSTOMER CARE

We intend to focus on the marketing and sales of prepaid and postpaid enhanced mobile broadband and telecommunications services to targeted groups of retail subscribers: individual consumers, businesses, and government.

We intend to use a variety of sales channels to attract new subscribers of enhanced mobile broadband services and telecommunications, including:

* direct telesales through representatives whose efforts focus on marketing and selling to consumers, businesses, and government;
* major distribution network partners, brick and mortar retail stores, local and national non-affiliated dealers, independent contractors, focusing on sales to the consumer market and businesses; and
* subscriber convenient channels, such as web sales, with a focus on commission based programs through affiliate marketing, email marketing, and strategic partnerships.

We intend to be able to provide value driven mobile broadband and telecommunications services via our Mobile Virtual Network Operators agreement and other connections. We will market our mobile broadband prepaid services

under the iData(TM) brand. We offer these prepaid mobile broadband services without a contract or credit check.

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Our Marketing efforts will also involve traditional print and television advertising, as well as web-based strategies such as Search Engine Optimization (SEO), Search Engine Marketing (SEM), Cost Per Mile (CPM) advertising, Pay Per Click (PPC) advertising, paid placements, email marketing, and social media advertising. We will expand and maintain top tier strategic partnerships, reseller and affiliate relationships, public relations, and online marketing efforts to promote our lines of business.

Our customer care professionals intend to provide improved customer experiences, providing quality service with the goal of resolving customer issues and retaining a loyal customer base. We intend to proactively address customers' needs, and we offer live, in-house call center phone support, online chat support, and email support.

Historically, we have been able to raise a limited amount of capital through private placements of our equity stock, but we are uncertain about our continued ability to raise funds privately. Further, we believe that our company may have more difficulties raising capital for our existing operations than for a new business opportunity. We have not entered into any formal written agreements for a business combination or opportunity. If any such agreement is reached, we intend to disclose such an agreement by filing a current report on Form 8-K with the Securities and Exchange Commission. If we are unable to secure adequate capital to continue our business or alternatively, complete a combination or acquisition, our shareholders will lose some or all of their investment and our business will likely fail.

RESULTS OF OPERATIONS

Three months ended May 31, 2014 as compared to three months ended May 31, 2013

Revenue

	Three Months ended May 31,	
Revenue	2014	2013
Network services		
Revenue	$ 218,146	$ 5,720
Gross profit	$ 49,324	$ -
Gross margin %	22.6%	100%

Revenues

Total revenue increased by $212,426 to $218,146 during the three months ended May 31, 2014, as compared to $5,720 for the three months ended May 31, 2013. The overall increase in revenue during 2014 as compared to fiscal 2013 is primarily attributable to revenue generated by acquisitions.

Network service revenue increased $212,426 during the three months ended May 31, 2014 as compared to 2013. The increase is primarily attributable to the acquisition of ITG.

We do anticipate that both new acquisitions and organic growth of existing acquisitions will be a continuing source of revenue in the future.

Deferred Revenue Backlog

At May 31, 2014, we have recorded deferred revenue of $ 104,565 that we expect to recognize throughout the next fiscal year. The majority of the deferred revenues recorded are being carried forward from fiscal 2013, which is a

direct result of unused prepaid services purchased by our customers.

Cost of Services

Cost of revenues consist primarily of direct network services purchased from carriers under preferred bulk purchase agreements., Cost of revenues increased by $168,822 during the three months ended May 31, 2014 as compared to the three months ended May 31, 2013 cost of revenues of $ 0.

We incur costs for software development performed by third party developers. This development is contracted as work-for-hire. Accordingly, copyrights to this development are exclusively the intellectual property of the Company.

Operating expenses

Selling, general and administrative

General and administrative expenses consist primarily of consulting services, stock based compensation, insurance, fees for professional services, general corporate expenses and facility and equipment expenses. General and administrative expenses increased to $293,645 during the three months ended May 31, 2014 as compared to $177,398 for the three months ended May 31, 2013. The increase during 2014 is primarily due to an increase in personnel related expenses and consulting services.

Research and development

During the three months ended May 31, 2014, research and development costs were $7,000 compared to $9,551 for the same period last year. The Company's expenditures for research and development is dependent on available resources and future expenditures are expected to increase with additional financing.

Depreciation and amortization

Depreciation and amortization expenses during the three months ended May 31, 2014 increased to $35,068 as compared to $0 for the same period last year. We acquired certain intangible assets, primarily customers and domain names during the latter part of last fiscal year. We are amortizing the purchase price of $109,464 over its estimated useful life of five years, which attributed to an increase in amortization expense in fiscal 2014.

Other income (expense)

Loss on change in fair value of derivative liabilities.

As of May 31, 2014, we issued a convertible note and entered into a settlement and registration rights agreement with anti-dilutive provisions that had the possibility of exceeding our common shares authorized when considering the number of possible shares that may be issuable to satisfy settlement provisions of these agreements after consideration of all existing instruments that could be settled in shares. As such, we are required to determine the fair value of this derivative and mark to market each reporting period. For the three months ended May 31, 2014, we incurred a $296,271 loss on change in fair value of our derivative liabilities compared to a loss of $-0- the same period last year.

Interest expense

Interest expense was $284,249 in the three month period ended May 31, 2014 compared to interest expense of $539 in the three month period ended in May 31, 2013, an increase of 100%. During the three months ended May 31, 2014, we incurred a non-cash interest expense of $267,084 from the amortization of debt discounts associated with our

issued convertible note, net adjustment for forbearance against liquidated damages relating to a registration rights agreement entered into during the 2014 year.

Net Loss

Net loss for the three months ended May 31, 2014 increased to $(863,438) as compared to a loss of $(181,768) for the same period last year due to the factors described above.

Nine months ended May 31, 2014 as compared to nine months ended May 31, 2013

Revenue

Revenue	Nine Months ended May 31, 2014	Nine Months ended May 31, 2013
Network services		
Revenue	$ 564,098	$ 5,720
Gross margin	$ 62,425	$ 5,720
Gross margin %	11.1%	100%

Revenues

Total revenue increased by $558,378 to $564,098 during the nine months ended May 31, 2014, as compared to $5,720 for the nine months ended May 31, 2013. The overall increase in revenue during 2014 as compared to fiscal 2013 is primarily attributable to revenue generated by acquisitions.

Network service revenue increased $558,378 during the nine months ended May 31, 2014 as compared to 2013. The increase is primarily attributable to the acquisition of ITG.

We do anticipate that both new acquisitions and organic growth of existing acquisitions will be a continuing source of revenue in the future.

Deferred Revenue Backlog

At May 31, 2014, we have recorded deferred revenue of $ 104,565 that we expect to recognize throughout the next fiscal year. The majority of the deferred revenues recorded are being carried forward from fiscal 2013, which is a direct result of unused prepaid services purchased by our customers.

Cost of Services

Cost of revenues consist primarily of direct network services purchased from carriers under preferred bulk purchase agreements., Cost of revenues increased by $501,673 during the nine months ended May 31, 2014 as compared to the nine months ended May 31, 2013 cost of revenues of $ 0.

We incur costs for software development performed by third party developers. This development is contracted as work-for-hire. Accordingly, copyrights to this development are exclusively the intellectual property of the Company.

Operating expenses

Selling, general and administrative

General and administrative expenses consist primarily of consulting services, stock based compensation, insurance, fees for professional services, general corporate expenses and facility and equipment expenses. General and administrative expenses increased to $1,091,407 during the nine months ended May 31, 2014 as compared to $201,165 for the nine months ended May 31, 2013. The increase during 2014 is primarily due to an increase in personnel related expenses and consulting services.

Research and development

During the nine months ended May 31, 2014, research and development costs were $35,000 compared to $9,551 for the same period last year. The Company's expenditures for research and development is dependent on available resources and future expenditures are expected to increase with additional financing.

Depreciation and amortization

Depreciation and amortization expenses during the nine months ended May 31, 2014 increased to $98,065 as compared to $0 for the same period last year. We acquired certain intangible assets, primarily customers and domain names during the latter part of last fiscal year. We are amortizing the purchase price of $109,464 over its estimated useful life of five years, which attributed to an increase in amortization expense in fiscal 2014.

Other income (expense)

Loss on change in fair value of derivative liabilities.

As of May 31, 2014, we issued convertible notes and entered into a settlement and registration rights agreement with anti-dilutive provisions that had the possibility of exceeding our common shares authorized when considering the number of possible shares that may be issuable to satisfy settlement provisions of these agreements after consideration of all existing instruments that could be settled in shares. As such, we are required to determine the fair value of this derivative and mark to market each reporting period. For the nine months ended May 31, 2014, we incurred a $(141,755) loss on change in fair value of our derivative liabilities compared to a loss of $-0- the same period last year.

Interest expense

Interest expense was $1,541,624 in the nine month period ended May 31, 2014 compared to interest expense of $539 in the nine month period ended in May 31, 2013, an increase of 100%. During the nine months ended May 31, 2014, we incurred a non-cash interest expense of $1,310,064 from the set up and amortization of debt discounts associated with our issued convertible notes and settlement agreement. In addition, during the nine months ended May 31, 2014, we incurred $155,080 estimated liquidated damages relating to a registration rights agreement entered into during in current year.

Net Loss

Net loss for the nine months ended May 31, 2014 increased to $(2,841,955) as compared to a loss of $(205,535) for the same period last year due to the factors described above.

Liquidity and Capital Resources

We have financed our operations since inception primarily through private offerings of our equity securities and issuance of convertible notes.

Working Capital

Our working capital deficit increased by $2,001,434 during the nine months ended May 31, 2014 from a working capital deficit (current liabilities in excess of current assets) of $614,717 at August 31, 2013 to a working capital deficit of $2,616,151 at May 31, 2014. The increase in working capital deficit for the nine months ended May 31, 2014 is due to a combination of reasons, of which the significant factors include:

Cash had a net decrease from working capital by $27,342 for the nine months ended May 31, 2014. The most significant uses and proceeds of cash were:

Approximately $778,386 of cash consumed in operating activities;

Proceeds of $262,157 from subscriptions for the Company's Common stock;

Proceeds of $495,000 from issuance of note payables

Total current assets of $93,164 and $79,239 as of May 31, 2014 and August 31, 2013, respectively, cash represented approximately 3% and 7% of the total assets as of May 31, 2014 and August 31, 2013, respectively.

Cash flow analysis

Cash used in operations was $778,386 during the nine month period ended May 31, 2014. During the nine month period ended May 31, 2014, our primary capital needs were for operating expenses, including funds to support our business strategy, which primarily includes working capital necessary to fund operations and reducing our account payables.

Cash used for investing activities for the nine months ended May 31, 2014 was $625 representing purchase of equipment and $5,488 towards acquisition of intangible assets.

Cash provided from financing activities was a total net proceeds of $262,157 from the sale of common stock subscriptions and $495,000 from issuance of notes payable.

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has reported a net loss from operations of $2,841,955 for the nine month period ended May 31, 2014, accumulated deficit of $3,590,809 and total current liabilities in excess of current assets of $2,616,151 as of May 31, 2014.

As of May 31, 2014, the Company had $15,028 in cash and cash equivalents and $78,136 prepaid expenses. Current liabilities at May 31, 2014, including accounts payable, deferred revenue, accrued payroll liabilities, and other accrued expenses totaled $417,447, settlement payable of $348,000, notes payable of 285,728, stock based payable of $19,725, derivative liabilities of $1,548,150 and related party loans and advances of $90,265. At May 31, 2014, current assets were $93,164 and current liabilities $2,709,315.

The Company does not have significant revenues from operations and will be dependent on funds raise to satisfy its ongoing capital requirements for at least the next 12 months. The Company will require additional financing in order to execute its operating plan and continue as a going concern. The Company cannot predict whether this additional financing will be in the form of equity or debt, or be in another form. The Company may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all. In any of these events, the Company may be unable to implement its current plans for expansion or respond to competitive pressures, any of these circumstances would have a material adverse effect on its business, prospects, financial condition and results of operations.

Management expects that global economic conditions will continue to present a challenging operating environment through 2014. To the extent permitted by working capital resources, management intends to continue making targeted investments in strategic operating and growth initiatives. Working capital management will continue to be a high priority for 2015.

While we have been able to manage our working capital needs with the current credit facilities, additional financing is required in order to meet our current and projected cash flow requirements from operations. We cannot predict whether this new financing will be in the form of equity or debt. We may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all. Additional investments are being sought, but we cannot guarantee that we will be able to obtain such investments.

Financing transactions may include the issuance of equity or debt securities, obtaining credit facilities, or other financing mechanisms. However, the trading price of our common stock and the downturn in the U.S. stock and debt markets could make it more difficult to obtain financing through the issuance of equity or debt securities. Even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses, fail to collect significant amounts owed to us, or experience unexpected cash requirements that would force us to seek alternative financing. Further, if we issue additional equity or debt securities, stockholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our common stock. If additional financing is not available or is not available on acceptable terms, we will have to curtail our operations.

Critical Accounting Policies

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported assets, liabilities, revenues, and expenses, and the disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Future events, however, may differ markedly from our current expectations and assumptions. While there are a number of significant accounting policies affecting our consolidated financial statements; we believe the following critical accounting policy involves the most complex, difficult and subjective estimates and judgments.

Revenue Recognition

The Company follows the guidance in Staff Accounting Bulletin (SAB) No. 104, which provides guidance on the recognition, presentation and disclosure of revenue in financial statements. SAB 104 states that revenue is realized or realizable and earned when all of the following criteria are met: persuasive evidence of an arrangement exists, services have been rendered, the seller’s price to the buyer is fixed or determinable, and collectability is reasonably assured.

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Revenues are primarily derived from fees charged to terminate voice services over the Company's network and from related monthly recurring charges. Variable revenue is earned based on the number of minutes during a call and is recognized upon