QUANTUM INTERNATIONAL INCOME CORP
(Formerly E.G. Capital Inc.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX MONTHS ENDED AUGUST 31, 2014

GENERAL

The following Management Discussion and Analysis ("MD&A") should be read in conjunction with unaudited condensed interim consolidated financial statements (the "Financial Statements") and the notes contained therein of Quantum International Income Corp (the "Company" or "Quantum") for the three and six months ended August 31, 2014.

The unaudited condensed interim consolidated financial statements are prepared by management and reported in Canadian dollars, in accordance with International Accounting Standard "IAS" 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB"). The unaudited condensed interim consolidated financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's 2014 audited consolidated financial statements and the notes thereto, and the 2014 MD&A filed with Canadian regulatory agencies. The documents are available at www.sedar.com.

This MD&A was prepared effective October 30, 2014.

FORWARD LOOKING INFORMATION

Certain information in the MD&A, other than statements of historical fact, may include forward-looking information that involves various risks and uncertainties. Forward-looking statements may contain words such as "may", "will", "should", "could", "anticipate", "believe", "expect", "intend", "plan", "potential", "continue", and similar expressions and statements relating to matters that are not historical facts. These may include, without limitation, statements based on current expectations involving a number of risks and uncertainties.

These risks and uncertainties include, but are not limited to, overall economic environment, the success of integrating and realizing the potential of acquisitions, ability to attract and retain key personnel, technological change, demand for services provided by Quantum, and fluctuations in the value of the Canadian dollar relative to the US dollar.

These risks and uncertainties may cause actual results to differ from information contained herein. There can be no assurance that such forward-looking information will prove to be accurate. Actual results and future events could differ materially from those anticipated in such forward-looking information. The forward-looking information is based on the estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. The Company assumes no obligation to update forward-looking information should circumstances or management's estimates or opinions change as a result of new information or future events. Readers should not place undue reliance on forward-looking information.

BUSINESS OVERVIEW

The Company was an inactive corporation listed on the NEX board of the TSX Venture Exchange Inc ("the Exchange"). The business of the Company is to identify, evaluate, acquire and develop businesses or assets with sustainable and growing cash flows across multiple sectors. Various transactions were completed effective August 28, 2014 in connection with a change of business transaction. Reactivation on the TSX Venture Exchange was conditionally approved effective August 28, 2014.

With effect from March 14, 2014, the name of the Company changed from “E.G. Capital Inc.” to “Quantum International Income Corp”.

On August 28, 2014, Quantum completed a subscription for securities in the capital of Multiple Media Entertainment Inc. (“MME”) that carry a voting interest in MME equivalent to two-thirds of the issued and outstanding voting securities. MME is a full service media content and distribution company headquartered in Toronto, Ontario. The consideration paid by Quantum for the controlling interest in MME was $500,000 in the form of a capital contribution to MME. The business combination is being accounted for by applying the acquisition method.

On August 28, 2014, Quantum closed an asset purchase agreement with Roseland Ambulatory Surgery Center, LLC to purchase assets (“Roseland Assets”) including its exclusive ASC license, surgical equipment and supplies on site. The purchase price for the assets was $3,585,080 ($3,300,000 USD).

Quantum, via its wholly owned subsidiary Quantum CSS Holdings Corp, has entered into a limited liability company operating agreement with DGAT Partners (“DGAT”), an affiliate of a medical group (“NYCSA”) practice based in New York, to form Centers for Special Surgery, LLC ("CSS"), a Delaware limited liability company. A wholly-owned subsidiary of CSS, Center for Special Surgery of Essex County, LLC ("CSS-Essex"), a New Jersey limited liability company, ultimately completed the acquisition of the Roseland Assets.

RESULTS

SUMMARY OF OPERATIONS	**Three months ended**		**Six months ended**	
	August 31, 2014	**August 31, 2013**	**August 31, 2014**	**August 31, 2013**
	$	**$**	**$**	**$**
REVENUE	-	-	-	-
Administrative expenses	(1,377,355)	(85,106)	(1,683,741)	(101,271)
Finance income	1,361	-	1,361	-
Finance costs	(971)	(18)	(8,356)	(36)
Loss on foreign exchange	(3,837)	(1,134)	(3,837)	(1,134)
LOSS BEFORE TAXES	(1,380,802)	(86,258)	(1,694,573)	(102,441)
Income taxes				
Current	-	-	-	-
NET LOSS AND COMPREHENSIVE LOSS	(1,380,802)	(86,258)	(1,694,573)	(102,441)
Attributable to:				
Owners	(1,323,383)	(86,258)	(1,637,154)	(102,441)
Non-controlling interest	(57,419)	-	(57,419)	-
	(1,380,802)	(86,258)	(1,694,573)	(102,441)
Loss per share attributable to owners				
Basic and diluted	(0.05)	(0.00)	(0.07)	(0.00)
Weighted average common shares issued and outstanding	26,173,587	19,014,974	23,255,977	19,014,974

Revenue

Revenue was $nil for the three and six month periods ended August, 2014 and 2013.

Administrative expenses

Administrative expenses were $1,377,355 for the three months ended August 31, 2014 as compared to $85,106 for the same period last year. The increase in administrative expenses compared to the prior year is primarily related to the reactivation transaction and acquisitions.

For the three months ended August 31, 2014, administrative expenses included $1,007,734 in professional and advisory expenses, $217,023 in management fees, $32,463 in regulatory related expenses, and $120,135 in general and other administrative expenses. For the three months ended August 31, 2013, the Company incurred $77,101 in professional and advisory expenses, $7,419 in regulatory related expenses and $586 general administrative expenses.

Administrative expenses were $1,683,741 for the six months ended August 31, 2014 as compared to $101,271 for the same period last year. The increase in administrative expenses compared to the prior year is primarily related to the reactivation transaction and acquisitions.

For the six months ended August 31, 2014, administrative expenses included $1,131,035 in professional and advisory expenses, $319,442 in management fees, $59,648 in regulatory related expenses, and $173,616 in general and other administrative expenses. For the six months ended August 31, 2013, the Company incurred $89,101 in professional and advisory expenses, $11,584 in regulatory related expenses and $586 in general administrative expenses.

Finance income and finance costs

Finance income includes $1,361 interest on cash balances received during the three and six months ended August 31, 2014. There was no interest income received in the same periods in the prior year.

The Company incurred interest and bank charges of $971 for the three months ended August 31, 2014 compared to $18 for the same period in the prior year.

The Company incurred interest and bank charges of $8,356 for the six months ended August 31, 2014 as compared to interest expense of $36 for the same period in the prior year. The interest was largely due to accrued interest on outstanding Ontario capital tax which was paid in full as of March 24, 2014.

Net Loss

As a result of the foregoing factors, the loss for the three and six months ended August 31, 2014 was $1,380,802 and $1,694,573, respectively. $57,419 of the net loss for the three and six months ended August 31, 2014 is attributable to the non-controlling interest in the subsidiary that acquired the Roseland Assets.

The net loss for the three and six months ended August 31, 2013 was $86,258 and $102,441, respectively.

CASH FLOW

CASH FLOW FROM (USED IN)	Six months ended August 31, 2014 $	August 31, 2013 $
Operating activities	(858,699)	(73,278)
Investing activities	(3,617,428)	-
Financing activities	7,015,217	-
Increase (decrease) in cash and cash equivalents	2,539,090	(73,278)

Cash flows used in operating activities during the six months ended August 31, 2014 was primarily for payment of expenses related to the reactivation transaction, compared to operating expenses of an inactive company during the same period in the prior year.

Cash flows used in investing activities includes the purchase of the Roseland Assets and the acquisition of MME. The $500,000 investment in MME was a capital contribution in MME resulting in net cash acquired of $29,951. Cash outflows for the purchase of the Roseland Assets and related license transfer costs were $3,648,091.

Cash flows from financing activities includes proceeds from private placements of $7,614,045, net of share issuance costs of $661,078, and proceeds from warrants exercised of $62,250.

Net cash generated during the six months ended August 31, 2014 was $2,539,090 as compared to cash consumed of $73,278 for the same period in the prior year.

LIQUIDITY AND CAPITAL RESOURCES

The Company's objective when managing liquidity and capital resources is to ensure that it has sufficient liquidity to support its financial obligations and fund its operating and strategic objectives.

On completion of the reactivation transaction on the Exchange, the Company intends to continue to acquire and develop businesses with sustainable and growing cash flow across multiple sectors.

Working capital
Working capital as at August 31, 2014 was $1,197,501, compared to negative working capital of $501,873 as at February 28, 2014. The increase in working capital is primarily due to proceeds from private placements and cash and cash equivalents and accounts receivable of the acquired business, partially offset by liabilities relating to the reactivation transaction and acquisitions.

Share capital
On March 14, 2014, the Company completed a one for ten consolidation of its common shares. The 19,014,974 common shares issued and outstanding prior to the consolidation have been consolidated to approximately 1,900,105 common shares.

In March 2014, 23,200,000 Units were sold at a price of $0.05 per Unit for gross cash proceeds of $1,160,000. Each Unit is comprised of one common share in the capital of the Company ("Unit Shares") and one common share purchase warrant ("Warrants"). Each Warrant will entitle the holder thereof to purchase one common share of the Company at a price of $0.10 per common share for a period of 12 months after the date of the issue of the Warrants.

In August 2014, the Company closed a private placement for gross proceeds of $6,454,045 comprising 18,440,128 common shares at $0.35 per share.

QUARTERLY INFORMATION

(Unaudited)	Quarter Ended November, 30, 2012 $	Quarter Ended February 28, 2013 $	Quarter Ended May 31, 2013 $	Quarter Ended August 31, 2013 $	Quarter Ended November, 30, 2013 $	Quarter Ended February 28, 2014 $	Quarter Ended May 31, 2014 $	Quarter Ended August 31, 2014 $
Net loss before special items	(16,401)	(23,566)	(16,183)	(86,258)	(27,971)	(332,434)	(313,771)	(1,380,802)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.02)	(0.02)	(0.05)
Total assets	238,604	229,297	217,113	150,206	102,885	61,111	734,201	6,867,454
Total long term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Dividends	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The Company believes that period to period comparisons is not necessarily meaningful and should not be relied upon as an indicator of future operating performance.

SELECTED ANNUAL INFORMATION

	Year Ended February 28, 2014	**Year Ended February 28, 2013**	**Year Ended February 29, 2012**
Revenues	$nil	$nil	$nil
Net Income (Loss) before			
Special items	$(462,847)	$(93,422)	$(110,806)
Basic	(0.02)	(0.01)	(0.01)
Diluted	(0.02)	(0.01)	(0.01)
Net income (Loss) including			
Special items	$(462,847)	$(93,422)	$(110,806)
Basic	(0.02)	(0.01)	(0.01)
Diluted	(0.02)	(0.01)	(0.01)
Total Assets	$61,111	$229,297	$310,524
Total Long Term liabilities	Nil	Nil	Nil
Dividends	Nil	Nil	Nil

The Company believes that period to period comparisons is not necessarily meaningful and should not be relied upon as an indicator of future operating performance.

OUTSTANDING SHARE DATA

	August 31, 2014	February 28, 2014	August 31, 2013
Common shares outstanding	44,522,733	19,014,974	19,014,974
Warrants outstanding	23,611,494	-	
Share options outstanding	-	-	
Total	**68,134,227**	**19,014,974**	**19,014,974**

As of October 30, 2014, there are 44,522,733 common shares issued and outstanding.

There are 22,577,500 warrants to purchase common shares at a price of $0.10 per common share at any time prior to March 19, 2015, and 1,033,994 warrants to purchase common shares at a price of $0.35 at any time prior to August 11, 2016. The exercise of all outstanding warrants would generate cash flow of approximately $2,619,648.

Authorized share capital: An unlimited number of common shares without nominal or par value.

RELATED PARTY TRANSACTIONS

The Company paid fees to some officers and directors during the three and six months ended August 31, 2014 totalling $nil (six months ended August 31, 2013 - $5,475).

During the three and six months ended August 31, 2014, management fees of $196,146 and $296,146, respectively, were paid to corporations controlled by officers and directors of the Company (three and six months ended August 31, 2013 - $nil). As of August 31, 2014, the Company has accrued management fees payable to corporations controlled by officers and directors of the Company in the amount of $Nil (February 28, 2014 - $54,444). The management fees are included in administrative expenses.

As part of the private placement financing on March 20, 2014, the Company received $100,000 of contribution by corporations controlled by officers and directors of the Company.

Rent paid to a corporation controlled by a director of the Company during the three and six months ended August 31, 2014 in the amount of $24,334 and $44,231, respectively (three and six months ended August 31, 2013 - $nil). The terms of the rental agreement are month to month and pricing is set at arm’s length.

The subsidiary company, MME has advances due from iPowow! Canada Corp., a company indirectly controlled by the minority shareholders, in the amount of $12,145 as at August 31, 2014. The advances are non-interest bearing with no specific terms of repayment and are not expected to be repaid within one year.