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SUITE 101 COM INC  
Form 10QSB  
November 14, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended September 30, 2002; 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: 0-25136

SUITE101.COM INC.

(Exact name of small business issuer as specified in its charter)

DELAWARE

33-0464753

-----  
(State or other jurisdiction of incorporation of organization)

(I.R.S. employer identification no.)

SUITE 210 - 1122 MAINLAND STREET, VANCOUVER, BC, CANADA V6B 5L1

-----  
(Address of principal executive offices, zip code)

604-682-1400

-----  
(Issuer's Telephone Number, Including Area Code)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the proceeding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

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

| Class  | Outstanding at November 1, 2002 |
|--|---------------------------------|
| -----<br>COMMON STOCK, PAR VALUE<br>\$.001 PER SHARE | -----<br>13,751,222             |

Transitional Small Business Disclosure Format

YES  NO

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SUITE101.COM, INC.

QUARTERLY REPORT ON FORM 10-QSB

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ITEM 1. FINANCIAL STATEMENTS

INDEPENDENT ACCOUNTANTS' REPORT

To the Board of Directors and Stockholders of  
SUITE101.COM, INC.  
VANCOUVER, B.C., CANADA

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We have reviewed the accompanying consolidated balance sheet of SUITE101.COM, INC. and subsidiaries as of September 30, 2002, the related consolidated statements of operations for the nine-month and three-month periods then ended, and the related statement of cash flows for the nine-month period then ended. These financial statements are the responsibility of the Corporation's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and of making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to such consolidated financial statements for them to be in conformity with generally accepted accounting principles.

VANCOUVER, B.C.  
October 31, 2002

N.I. Cameron Inc. (signed)  
CHARTERED ACCOUNTANTS

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SUITE101.COM, INC.  
CONSOLIDATED BALANCE SHEETS  
  
(EXPRESSED IN U.S. DOLLARS)

|                                  | ASSETS | SEPTEMBER 30,<br>2002<br>-----<br>(UNAUDITED) |
|----------------------------------|--------|---|
| CURRENT ASSETS                   |        |   |
| Cash                             |        | \$ 3,003,827                                  |
| Accounts receivable              |        | 19,371  |
| Prepaid expenses                 |        | 78,103  |
|                                  |        | -----   |
|                                  |        | 3,101,301                                     |
|                                  |        | -----   |
| INVESTMENTS, AT COST (NOTE 3(C)) |        | 1   |

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|  |                                      |
|--|--------------------------------------|
| PROPERTY, PLANT AND EQUIPMENT, AT COST (NOTE 2)            | -----                                |
| Computer equipment   | 2,520                                |
| Furniture and fixtures                                     | -                                    |
| Leasehold improvements                                     | 8,019                                |
|  | -----                                |
|  | 10,539                               |
| Less: accumulated amortization                             | 4,113                                |
|  | -----                                |
|  | 6,426                                |
|  | -----                                |
| TOTAL ASSETS   | \$ 3,107,728                         |
|  | =====                                |
|  |                                      |
|  | LIABILITIES AND STOCKHOLDERS' EQUITY |
| CURRENT LIABILITIES  |                                      |
| Accounts payable   | \$ 26,739                            |
|  | -----                                |
| CAPITAL STOCK (NOTES 4, 5 AND 8)                           |                                      |
| Authorized:  |                                      |
| 40,000,000 common shares with a par value of \$0.001 each  |                                      |
| 1,000,000 preferred shares with a par value of \$0.01 each |                                      |
| Issued:  |                                      |
| 13,751,222 common shares                                   | 13,752                               |
| DEFERRED COMPENSATION                                      | -                                    |
| ADDITIONAL PAID-IN CAPITAL                                 | 10,526,024                           |
| DEFICIT  | (7,378,246)                          |
| EQUITY ADJUSTMENT FROM FOREIGN                             |                                      |
| CURRENCY TRANSLATION                                       | (80,541)                             |
|  | -----                                |
| TOTAL STOCKHOLDERS' EQUITY                                 | 3,080,989                            |
|  | -----                                |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY                 | \$3,107,728                          |
|  | =====                                |
| COMMITMENTS (NOTE 8)                                       |                                      |

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

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SUITE101.COM, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE NINE-MONTH AND THREE-MONTH PERIODS ENDED  
SEPTEMBER 30, 2002 AND SEPTEMBER 30, 2001  
(UNAUDITED)

(EXPRESSED IN U.S. DOLLARS)

THREE MONTHS ENDED

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|  | SEPTEMBER 30<br>2002 | SEPTEMBER 30<br>2001 | SEPT           |
|--|----------------------|----------------------|----------------|
|  | -----                | -----                | -----          |
| ADMINISTRATIVE EXPENSES                            | \$ 75,044            | \$ 45,111            | \$             |
| LOSS FROM OPERATIONS                               | (75,044)             | (45,111)             | (              |
| OTHER INCOME (EXPENSES)                            |                      |                      |                |
| Loss on disposal of assets                         | (99,887)             | -                    | -              |
| Forfeited deposit                                  | -                    | -                    | -              |
| Other income, net                                  | 12,614               | 38,654               | 38,654         |
|  | (87,273)             | 38,654               | 38,654         |
| NET INCOME (LOSS) FROM CONTINUING OPERATIONS       | (162,317)            | (6,457)              | (6,457)        |
| LOSS FROM DISCONTINUED OPERATIONS (NOTE 10)        | -                    | (366,060)            | (366,060)      |
| NET LOSS   | \$ (162,317)         | \$ (372,517)         | \$ (1,038,577) |
|  | =====                | =====                | =====          |
| INCOME (LOSS) PER SHARE FROM CONTINUING OPERATIONS | \$ (0.01)            | \$ -                 | \$ -           |
|  | =====                | =====                | =====          |
| INCOME (LOSS) PER SHARE                            |                      |                      |                |
| Basic and Diluted                                  | \$ (0.01)            | \$ (0.03)            | \$ (0.03)      |
|  | =====                | =====                | =====          |
| Weighted average common shares outstanding         | 13,697,891           | 13,155,046           | 13,155,046     |
|  | =====                | =====                | =====          |

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

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SUITE101.COM, INC.  
CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE NINE-MONTH PERIOD ENDED  
SEPTEMBER 30, 2002 AND SEPTEMBER 30, 2001  
(UNAUDITED)

(EXPRESSED IN U.S. DOLLARS)

|  | 2002           | 2001           |
|--|----------------|----------------|
|  | -----          | -----          |
| CASH FLOWS PROVIDED BY (USED IN) OPERATING ACTIVITIES                      |                |                |
| Net loss   | \$ (1,144,903) | \$ (1,038,577) |
| Adjustment to reconcile net loss to net cash used in operating activities: |                |                |
| Stock-based compensation   | 14,034         | 99,887         |
| Loss on disposal of assets   | 99,887         | 17,857         |
| Amortization   | 17,857         | 17,857         |

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|   |             |
|---|-------------|
|   | -----       |
|   | (1,013,125) |
| Changes in operating assets and liabilities           |             |
| Accounts receivable                                   | 23,322      |
| Prepaid expenses and deposits                         | (9,196)     |
| Accounts payable and accrued expenses                 | (196,906)   |
|   | -----       |
| Net cash used in operating activities                 | (1,195,905) |
|   | -----       |
| CASH FLOWS USED IN INVESTING ACTIVITIES               |             |
| Proceeds on disposal of property, plant and equipment | 728         |
| Purchase of capital assets                            | (2,360)     |
|   | -----       |
| Net cash used in investing activities                 | (1,632)     |
|   | -----       |
| CASH FLOWS PROVIDED BY FINANCING ACTIVITIES           |             |
| Shares issued   | 149,044     |
|   | -----       |
| Net cash provided by financing activities             | 149,044     |
|   | -----       |
| EFFECT OF EXCHANGE RATES ON CASH                      | 3,690       |
|   | -----       |
| NET DECREASE IN CASH                                  | (1,044,803) |
|   | -----       |
| CASH AT BEGINNING OF PERIOD                           | 4,048,630   |
|   | -----       |
| CASH AT END OF PERIOD                                 | \$3,003,827 |
|   | =====       |

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

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SUITE101.COM, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2002 AND SEPTEMBER 30, 2001  
(UNAUDITED)

(EXPRESSED IN U.S. DOLLARS)

1. THE COMPANY

Suite101.com Inc. (formerly known as Kinetic Ventures Ltd. (the "Company")) was incorporated in the State of California, United States on May 20, 1991, and reincorporated in the State of Delaware, United States on December 31, 1993. By way of a reverse takeover on December 8, 1998 (see Note 2) the Company acquired a wholly-owned subsidiary i5ive communications inc. ("i5ive"). Until operations ceased on May 31, 2002 (Note 10) i5ive was engaged in the creation, operation and maintenance of a World Wide Web based community.

Going Concern

The accompanying consolidated financial statements have been presented assuming the Company will continue as a going concern. Based on the

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current level of expenditures, the Company has sufficient funds to meet expenses for at least one year. At September 30, 2002, the Company had accumulated \$7,378,246 in losses and had no material revenue producing operations. At the date of this report, the Company's ability to continue as a going concern is dependent upon its ability to raise additional capital or merge with a revenue producing venture partner. These matters raise doubt about the Company's ability to continue as a going concern. No adjustments have been made in the accompanying consolidated financial statements to provide for this uncertainty.

### Basis of Presentation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Endovascular, Inc., a California corporation and i5ive communications inc., a Canadian company. All intercompany accounts and transactions have been eliminated in consolidation. As at September 30, 2002, there were no operations in Endovascular, Inc.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgment by management.

The consolidated financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

### (a) Property, Plant and Equipment

Property, plant and equipment are capitalized at original cost and amortized over their estimated useful lives at the following annual bases and rates:

|                        |                       |
|------------------------|-----------------------|
| Computer equipment     | 30% declining balance |
| Furniture and fixtures | 20% declining balance |
| Leasehold improvements | 20% straight-line     |

One-half the normal amortization is taken in the year of acquisition.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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(b) Research and Development

Research and development costs are expensed as incurred.

(c) Foreign Exchange

Unless otherwise stated, all amounts are in United States dollars. The functional currency of i5ive is the Canadian dollar. Hence, all asset and liability accounts have been translated using the exchange rate as at September 30, 2002 and December 31, 2001 and all revenues and expenses have been translated using the average exchange rate for each period. The rates used were as follows:

| (equivalent CDN \$ per U.S.\$) | September 30,<br>2002 | December 31,<br>2001 |
|--------------------------------|-----------------------|----------------------|
| Exchange rate                  | .6300                 | .6278                |

(d) Net Loss Per Common Share

The Company computes its loss per share in accordance with Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings Per Share" ("EPS") issued in February 1997. SFAS No. 128 requires dual presentation of basic EPS and diluted EPS on the face of the income statement for entities with complex capital structures. Basic EPS is computed as net income divided by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur from common shares issuable through stock options, warrants and other convertible securities.

### 3. RELATED PARTY TRANSACTIONS

- (a) The Company has incurred salaries, termination payments and consulting fees of \$218,039 during the nine months ended September 30, 2002 (2001 - \$103,579) to three directors of the Company.
- (b) Management fees of \$104,382 have been paid during the nine months ended September 30, 2002 to a corporation controlled by a director of the Company.
- (c) During the nine months ended September 30, 2002, the Company sold its website assets, as defined in the sales agreement, to a corporation controlled by a director of the Company. In consideration for this sale, the Company received \$100 cash and 15% of the issued shares of the acquiring corporation. In addition, if any of these acquired assets are sold within one year of the closing date (July 17, 2002), the entire proceeds of that sale are payable to the Company. As at October 31, 2002, none of these assets have been sold. As security for this obligation, the acquiring corporation has issued a promissory note in the amount of \$120,000 to the Company payable on July 17, 2003. This note will be forgiven by the Company provided the acquiring corporation has complied with the condition concerning sale of any assets. The Company has recorded its 15% interest in the acquiring corporation at \$1



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because there are no material assets in the acquiring corporation other than those acquired in this transaction.

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SUITE101.COM, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2002 AND SEPTEMBER 30, 2001  
(UNAUDITED)

(EXPRESSED IN U.S. DOLLARS)

#### 4. CAPITAL STOCK

- (a) In April 1999, the Company completed a private placement of 1,000,000 units for \$5,000,000. Each unit was comprised of two common shares and one warrant entitling the holder to purchase an additional common share for \$4.50 on or before February 29, 2000. During the year ended December 31, 2000, all 1,000,000 warrants were exercised to net the Company \$4,500,000. The Company incurred \$163,750 in expenses concerning this share issuance and issued 15,000 warrants entitling the holder to purchase an additional common share for \$5.50 on or before February 29, 2002. None of these 15,000 warrants were exercised prior to their expiry date.
- (b) During the year ended December 31, 2000, the Company issued 625,000 warrants as part of the private placement of Notes payable. Each warrant entitled the holder to purchase one common share at a price of \$5.00 up to July 15, 2002. In the event that at any time prior to July 15, 2002 (a) the shares of common stock issuable on exercise of the warrants have been registered under the Securities Act of 1933, as amended (the "Securities Act"), and (b) the average of the closing bid and asked prices for the Company's common stock as quoted on the OTC Bulletin Board (or such other automated trading system or national securities exchange as is the principal market for the Company's common stock) exceeds (U.S.) \$9.00 per share for a period of ten (10) business days, then the warrants will expire at 5:00 PM, New York City time, on a date sixty (60) days thereafter. During the second quarter of 2002, the exercise price of these warrants was changed to \$0.52 and the expiry date was changed to July 15, 2003. To date, none of these warrants have been exercised.
- (c) During the nine months ended September 30, 2002, the Company issued 596,176 common shares for total proceeds of \$149,044 upon exercise of stock options.

#### 5. STOCK OPTIONS

##### THE COMPANY'S 1998 STOCK INCENTIVE PLAN

In December 1998, the Company adopted the 1998 Stock Incentive Plan (the "Plan"). Under the Plan, as amended, 3,900,000 shares of common stock have been reserved for issuance on exercise of options granted under the Plan.

On the date of the closing of the transaction with i5ive, outstanding options granted under i5ive's 1998 Stock Incentive Plan were assumed by the Company under the Plan and no further option grants will be made

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under i5ive's Plan. The assumed options have substantially the same terms, subject to anti-dilution adjustment, as are in effect for grants made under the Company's Plan.

The Board of Directors of the Company may amend or modify the Plan at any time, subject to any required stockholder approval. The Plan will terminate on the earliest of (i) 10 years after the Plan Effective Date, (ii) the date on which all shares available for issuance under the Plan have been issued as fully-vested shares or (iii) the termination of all outstanding options in connection with certain changes in control or ownership of the Company.

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SUITE101.COM, INC.  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 SEPTEMBER 30, 2002 AND SEPTEMBER 20, 2001  
 (UNAUDITED)

(EXPRESSED IN U.S. DOLLARS)

5. STOCK OPTIONS (CONTINUED)

THE COMPANY'S 1998 STOCK INCENTIVE PLAN (CONTINUED)

The following is a table of stock options under the Plan as at September 30, 2002:

| Option<br>Exercise<br>Price | Expiry<br>Date<br>(mm/dd/yy) | Vesting<br>Date<br>(mm/dd/yy) | Balance<br>December 31,<br>2001 | Granted<br>During<br>the Period | Expires (Exp)<br>Exercised (E)<br>Cancelled (C) |
|-----------------------------|------------------------------|-------------------------------|---------------------------------|---------------------------------|---|
| \$ 1.50                     | 12/04/03                     | 12/04/99                      | 159,037                         | -                               | 25,510 (C)                                      |
| 1.50                        | 12/04/03                     | 12/04/00                      | 27,837                          | -                               | 12,964 (C)                                      |
| 1.50                        | 02/23/09                     | (1/3) 02/23/00                | 50,000                          | -                               | -   |
|                             |                              | (1/3) 02/23/01                |                                 |                                 |   |
|                             |                              | (1/3) 02/23/02                |                                 |                                 |   |
| 1.50                        | 04/27/09                     | (1/3) 04/27/00                | 50,000                          | -                               | -   |
|                             |                              | (1/3) 04/27/01                |                                 |                                 |   |
|                             |                              | (1/3) 04/27/02                |                                 |                                 |   |
| 1.50                        | 06/11/09                     | 06/11/00                      | 10,000                          | -                               | -   |
| 1.50                        | 10/25/05                     | (1/2) 10/25/00                | 100,000                         | -                               | -   |
|                             |                              | (1/2) 10/25/01                |                                 |                                 |   |
| 1.50                        | 11/13/04                     | 11/13/99                      | 137,900                         | -                               | 5,500 (C)                                       |
| 1.50                        | 11/13/04                     | 11/13/00                      | 646,300                         | -                               | 194,700 (C)                                     |
| 3.53                        | 01/31/02                     | (1/2) 01/31/00                | 4,000                           | -                               | 4,000 (Exp)                                     |
|                             |                              | (1/2) 01/31/01                |                                 |                                 |   |
| 1.50                        | 03/21/05                     | 03/21/01                      | 20,000                          | -                               | -   |
| 1.50                        | 01/31/05                     | 16,668 - 01/31/01             | 50,000                          | -                               | 10,000 (C)                                      |
|                             |                              | 16,666 - 01/31/02             |                                 |                                 |   |
|                             |                              | 16,666 - 01/31/03             |                                 |                                 |   |
| 1.50                        | 04/17/05                     | 20,402 - 04/17/00             | 60,067                          | -                               | 10,000 (C)                                      |
|                             |                              | 30,137 - 04/17/01             |                                 |                                 |   |

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|      |          |                    |         |         |  |             |
|------|----------|--------------------|---------|---------|--|-------------|
|      |          | 30,133 - 04/17/02  |         |         |  |             |
|      |          | 30,133 - 04/17/03  |         |         |  |             |
| 1.50 | 07/05/05 | 3,222 - 07/05/00   | 56,443  | -       |  | 10,000 (C)  |
|      |          | 17,740 - 07/05/01  |         |         |  |             |
|      |          | 17,740 - 07/05/02  |         |         |  |             |
|      |          | 17,741 - 07/05/03  |         |         |  |             |
| 0.25 | 12/21/05 | 585,476 - 12/21/00 | 999,236 | -       |  | 429,554 (E) |
|      |          | 420,677 - 12/21/01 |         |         |  | 4,413 (C)   |
| 1.50 | 06/12/10 |                    | 10,000  | -       |  | -           |
| 0.25 | 01/04/06 | 136,073 - 01/04/01 | 484,410 | -       |  | 180,415 (C) |
|      |          | 376,507 - 01/04/02 |         |         |  | 163,995 (E) |
|      |          | 50,000 - 01/04/03  |         |         |  |             |
| 0.25 | 05/10/06 |                    | 4,268   | -       |  |             |
|      |          |                    |         |         |  | 2,627 (E)   |
| 0.17 | 06/04/11 |                    | 10,000  | -       |  | -           |
| 0.25 | 10/03/06 | 2,516 - 10/30/01   | 15,516  | -       |  | -           |
|      |          | 3,000 - 01/04/02   |         |         |  |             |
|      |          | 10,000 - 01/04/03  |         |         |  |             |
| 0.27 | 02/25/12 | 50,001 - 02/25/03  | -       | 150,000 |  | -           |
|      |          | 50,001 - 02/25/04  |         |         |  |             |
|      |          | 49,998 - 02/25/05  |         |         |  |             |
| 0.27 | 02/27/07 | 16,667 - 02/27/03  | -       | 50,000  |  | -           |
|      |          | 16/667 - 02/27/04  |         |         |  |             |
|      |          | 16/666 - 02/27/05  |         |         |  |             |
| 0.50 | 06/11/12 |                    | -       | 20,000  |  | -           |
|      |          |                    |         |         |  |             |

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SUITE101.COM, INC.  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 SEPTEMBER 30, 2002 AND SEPTEMBER 30, 2001  
 (UNAUDITED)

(EXPRESSED IN U.S. DOLLARS)

5. STOCK OPTIONS (CONTINUED)

THE COMPANY'S 1998 STOCK INCENTIVE PLAN (CONTINUED)

As a result of the termination of certain employees and directors, and a directors' resolution made during the period, changes have been made to the expiry dates and vesting dates of the above options as follows:

- i. All options other than the \$0.27 and \$0.50 options became immediately vested.
- ii. Of the remaining \$1.50 options, the expiry dates are as follows:
 

|                  |           |
|------------------|-----------|
| October 16, 2003 | 43,800    |
| June 30, 2003    | 1,065,110 |
- iii. The \$0.25 options will expire on December 31, 2002.
- iv. The \$0.17 options will expire December 31, 2002.

The above options are granted for services provided to the Company. Of the above options, the following options are to non-employees and have been reflected on the financial statements and valued, using the Black-Scholes model with a risk-free rate of 5% and no expected dividends:

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| Number of<br>Options | Exercise<br>Price | Grant Date        | Value     | Volat<br>Assu |
|----------------------|-------------------|-------------------|-----------|---------------|
| 100,000              | 1.50              | October 25, 1999  | \$ 99,750 | 2             |
| 50,000               | 3.56              | January 6, 2000   | 99,635    |               |
| 4,000                | 3.53              | January 31, 2000  | 5,120     |               |
| 100,000              | 7.00              | February 15, 2000 | 203,970   |               |
| 20,000               | 7.88              | March 21, 2000    | 45,922    |               |
| 100,000              | 0.25              | January 4, 2001   | 23,390    | 2             |
| 13,000               | 0.25              | October 3, 2001   | 3,041     | 2             |

The remaining options issued were to officers, directors and employees. As the options were granted at exercise prices based on the market price of the Company's shares at the dates of the grant, no compensation cost is recognized. However, under SFAS 123, the impact on net income and net income per share of the fair value of stock options must be measured and disclosed on a fair value based method on a pro forma basis. The fair value of the employees' purchase rights under SFAS 123 was estimated using the Black-Scholes model with the following assumptions used for options: risk-free rate was 5.0%, expected volatility of 279%, 272% 263% and 257% for the \$1.50 options, 275% for the \$0.25 and \$0.17 options, and 96% for the \$0.27 options, an expected option life of 5 years and no expected dividends.

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SUITE101.COM, INC.  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 SEPTEMBER 30, 2002 AND SEPTEMBER 30, 2001  
 (UNAUDITED)

(EXPRESSED IN U.S. DOLLARS)

5. STOCK OPTIONS (CONTINUED)

THE COMPANY'S 1998 STOCK INCENTIVE PLAN (CONTINUED)

If compensation expense had been determined pursuant to SFAS 123, the Company's net loss and net loss per share for the period ended September 30, 2002 would have been as follows:

|                          |                |
|--------------------------|----------------|
| Net loss                 |                |
| As reported              | \$ (1,144,903) |
| Pro forma                | \$ (1,212,697) |
| Basic net loss per share |                |
| As reported              | \$ (0.09)      |
| Pro forma                | \$ (0.09)      |

6. INCOME TAXES

At September 30, 2002, there were deferred income tax assets resulting

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primarily from operating loss carryforwards for Canadian tax purposes totaling approximately \$2,187,000 less a valuation allowance of \$2,187,000. The valuation allowance on deferred tax assets increased by \$347,000 during the period ended September 30, 2002.

At September 30, 2002, the Company had net operating loss carryforwards for Canadian tax purposes of approximately \$5,438,000. These carryforwards begin to expire in 2003.

At September 30, 2002, there were deferred income tax assets resulting from operating loss carryforwards for U.S. income tax purposes totaling approximately \$656,000 less a valuation allowance of \$656,000. The valuation allowance on deferred tax assets increased by \$91,000 during the period ended September 30, 2002. The Company has approximately \$1,530,000 available in operating loss carryforwards, which may be carried forward and applied against U.S. operating income.

### 7. FINANCIAL INSTRUMENTS AND CONCENTRATIONS OF CREDIT RISK

The Company's financial instruments consist of cash, accounts receivable and accounts payable. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values.

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SUITE101.COM, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2002 AND SEPTEMBER 30, 2001  
(UNAUDITED)

(EXPRESSED IN U.S. DOLLARS)

### 8. COMMITMENTS AND SUBSEQUENT EVENTS

- (a) On March 23, 1999, the Company entered into a twelve-month agreement with a consultant, which provided for fees of \$5,000 per month. In addition, the consultant was issued a one-year warrant to purchase 50,000 shares of common stock at a price of \$3.06 per share. This warrant has been valued at \$33,420 using the Black-Scholes model as described earlier and is reflected as compensation on these financial statements. During the year ended December 31, 2000, this warrant was exercised to net the Company \$153,000. Subsequent to December 31, 1999, this agreement was amended to increase the fees to \$20,900 for the six-month period beginning August 23, 1999, extend the period of services by six-months, and to issue a warrant to purchase 25,440 shares of common stock of the Company at a price of \$5.50 per share expiring February 28, 2002. This warrant has been valued at \$11,750 using the Black-Scholes model and is reflected as compensation on these financial statements. This warrant expired during the current period without being exercised.

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- (b) During the year ended December 31, 2000, the Company entered into a one-year agreement with a consultant. The consultant was issued a warrant to purchase 14,000 shares of common stock of the Company at a price of \$5.50 per share, expiring on February 26, 2002. This warrant has been valued at \$9,562 using the Black-Scholes model as described earlier and is reflected as compensation on these financial statements. This warrant expired during the current period without being exercised.
- (c) The Company has entered into an agreement dated February 17, 2000 for consulting and corporate finance services which provides for the issue of 2-year warrants at the following milestones:

|  |                   |
|--|-------------------|
| Upon execution of consulting agreement   | - 25,000 (issued) |
| On signed letter of intent with target customer  | - 25,000          |
| On signed agreement with target customer   | - 25,000          |
| On signed agency agreement to market similar program to others in same industry in North America | - 25,000          |

In addition, the agreement provides for additional warrants to be issued over 3 years based on 10% of any payout to participants under the plan developed with customer(s) resulting from the agency agreement. The warrants to be issued are based on the average price of the Company's stock for the 10-day period prior to the issuance of the warrants, less a 20% discount.

The initial 25,000 warrants issued had an exercise price of \$4.96 per share and expired February 17, 2002 without being exercised. They have been valued at \$115,060 using the Black-Scholes model as described earlier and have been reflected as compensation on these financial statements.

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SUITE101.COM, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2002 AND SEPTEMBER 30, 2001  
(UNAUDITED)

(EXPRESSED IN U.S. DOLLARS)

### 8. COMMITMENTS AND SUBSEQUENT EVENTS (CONTINUED)

- (d) During the year ended December 31, 2001, the Company entered into an operating lease for its office space. The lease expires March 31, 2003 and provides for monthly payments commencing May 1, 2001 of \$1,903 plus the Company's proportionate share of operating costs and taxes (currently \$1,043 per month). Under the terms of the lease, the Company has an option to renew the lease for a further period of three years.

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(e) The Company is obligated under the terms of an agreement to make monthly payments of \$1,418 until April 2003 for the hosting of its former server.

9. COMPREHENSIVE INCOME (LOSS)

|  | SEPTEMBER 30,<br>2002 |    |
|--|-----------------------|----|
|  | -----                 |    |
| Net lossted                              | \$ (1,144,903)        | \$ |
| Add (deduct)                             |                       |    |
| Foreign currency translation adjustments | 6,531                 |    |
|  | -----                 |    |
| Comprehensive Income (Loss)              | \$ (1,138,372)        | \$ |
|  | =====                 |    |
| Accumulated other comprehensive income   |                       |    |
| Foreign currency translation adjustments |                       |    |
| Balance at beginning of period           | \$ (87,072)           | \$ |
| Change during the period                 | 6,531                 |    |
|  | -----                 |    |
| Balance at end of period                 | \$ (80,541)           | \$ |
|  | =====                 |    |

10. DISCONTINUED OPERATIONS

On May 31, 2002, the Company discontinued its internet-based activities. As at September 30, 2002, the assets and liabilities of this discontinued business were comprised of the following:

|                  |           |
|------------------|-----------|
| Assets           | \$ 0      |
|                  | =====     |
| Liabilities      |           |
| Accounts payable | \$ 16,864 |
|                  | =====     |

Revenues from discontinued operations are as follows:

| Three Months Ended<br>September 30, 2002 | Three Months Ended<br>September 30, 2001 | Nine Months Ended<br>September 30, 2002 |
|--|--|---|
| -----                                    | -----                                    | -----                                   |
| \$ --                                    | \$ 11,781                                | \$ 6,799                                |
| -----                                    | -----                                    | -----                                   |

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

GENERAL

The following discussion and analysis should be read in conjunction with, and is qualified in its entirety by, the more detailed information including our Financial Statements and the Notes thereto included in our Annual Report on Form 10-KSB for the year ended December 31, 2001. This Quarterly Report contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that may cause or contribute to such differences include the Risk Factors set forth below as well as the "Risk Factors" contained in our Annual Report. See "Cautionary Statement for Purposes of the 'Safe Harbor' Provisions of the Private Securities Litigation Reform Act of 1995" herein.

A COMPARISON OF OUR OPERATING RESULTS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2002 AND THE NINE MONTHS ENDED JUNE 30, 2001

Administrative expenses were \$258,202 during the nine months ended September 30, 2002 compared with \$139,858 during the nine months ended September 30, 2001. Administrative expenses were \$75,044 for the three months ended September 30, 2002 compared with administrative expenses of \$45,111 for the three months ended September 30, 2001. Administrative expenses for the three months ended June 30, 2002 were \$75,325. The increase in administrative expenses in 2002 over 2001 was primarily the result of an increase in professional fees and an increase in stockholder reporting costs resulting primarily from our efforts to redirect our operations.

Our Loss From Operations was \$258,202 during the nine-month period ended September 30, 2002 compared with \$139,858 during the nine-month period ended September 30, 2001. The increase in our Loss From Operations during the nine-month periods ended September 30, 2002 compared with the nine-month period ended September 30, 2001 was the result of the increase in our administrative expenses.

Other income was \$83,286 during the nine-month period ended September 30, 2002 compared to \$166,657 during the nine-month period ended September 30, 2001. Included in other income is income attributable to interest earned on bank balances; during the nine-month period ended September 30, 2002, net interest income was \$37,550 compared to \$166,657 during the comparative nine-month period ended September 30, 2001. The decline in the net interest earned results from the decline in bank cash balances carried through these periods. Also included in other income during the nine months ended September 30, 2002 is income from forfeited deposits of \$45,000. Effective March 15, 2002, i5ive communications inc. ("i5ive"), our wholly-owned subsidiary, entered into an option agreement with Double B Holdings, LLC, a privately-owned non-affiliated entity organized for the

purpose of acquiring the option. The option granted Double B the right to purchase the web site assets owned and operated by i5ive. The terms of the option agreement provided that Double B, in consideration of a non-refundable payment of \$15,000, had the right to purchase the assets for a period of thirty days and, in consideration of a further non-refundable payment of an additional



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\$30,000, had the right to purchase the assets for an additional thirty days. Both deposits were paid and the option expired on May 14, 2002 and the option deposits were forfeited.

Included as other expenses during the nine-month period ended September 30, 2002 was a loss on the disposal of assets amounting to \$99,887 with no such loss (or expense) during the nine-month period ended September 30, 2001.

On July 17, 2002, effective June 1, 2002, the Company's wholly-owned subsidiary, i5ive, completed the sale of its web site assets to Creative Marketeam Canada, Ltd which resulted in the loss on the disposal of assets of \$99,887. In consideration for the assets, Marketeam issued to i5ive a 15% equity interest in Marketeam and agreed that in the event the assets are resold by Marketeam within one (1) year, a sum equal to the proceeds of the sale would be paid over to i5ive. The sale of web site assets was a result of the determination of the Board of Directors made in December 2001 to seek to redirect the Company's activities. The i5ive assets sold to Marketeam were the subject of the option agreement entered into in March 2002 with Double B which option agreement expired in May 14, 2002 without having been exercised. The web site assets were not producing any material revenues and were contributing to an outflow of cash. The sale of the i5ive assets to Marketeam was unanimously approved by Messrs. Blumberg, Campbell and Peters constituting all Suite101's directors not having any interest in the transaction.

On May 31, 2002, the Company discontinued its internet-based activities. During the nine months ended September 30, 2002 our revenue from discontinued operations was \$6,799 compared with \$12,043 during the nine months ended September 30, 2001. The revenue during the nine-month periods ended September 30, 2002 and September 30, 2001 were primarily attributable to revenues generated from two service contracts that we entered into with Barnes&Noble.com to provide introductions for a series of e-books and to provide proofreading services for the related digitized books. The net loss during the nine months ended September 30, 2002 from discontinued operations was \$870,100 compared with \$1,304,942 during the nine months ended September 30, 2001. The decrease was primarily the result of a change in our compensation arrangements with our contributing editors and the cessation of all our marketing activities focused at promoting our web site activities.

Our Net Loss was \$1,144,903 during the nine-month period ended September 30, 2002 compared with \$1,278,143 during the nine-month period ended September 30, 2001. The decrease in our Net Loss during this nine-month period ended September 30, 2002 compared with the nine-month period ended September 30, 2001 was the result of the increase in administrative expenditures, from the loss on disposal of assets, a decrease in other income and a decrease in the loss from discontinued operations.

### LIQUIDITY AND CAPITAL RESOURCES

The report of our independent auditors on their audit of our financial statements as of December 31, 2001 contains an explanatory paragraph that describes an uncertainty as to our ability to continue as a going concern due to our recurring losses. At September 30, 2002, our cash balance was \$3,003,827.

The majority of these funds are currently held as U.S funds in our bank accounts earning interest based on the US Base Rate. We believe these cash resources will be sufficient to meet our ongoing financial commitments through December 31, 2002. Currently, we have no source of revenues.

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During the nine months ended September 30, 2002 our cash balances decreased by \$1,044,803 of which approximately \$520,000 represents severance costs paid to our employees and independent contractors upon their termination from the Company and approximately \$200,000 was a reduction in accounts payable. We estimate our ongoing monthly cash outflow will amount to approximately \$20,000.

The terms of the 625,000 outstanding common stock purchase warrants that were issued during the year ended December 31, 2000 as part of a private placement were amended effective May 21, 2002. The purchase price was reduced to \$0.52 from \$5.00 and the expiration date was extended to July 15, 2003 from July 15, 2002. The warrants were issued in a private sale of securities in 2000.

In December 2001, we announced that our Board of Directors was engaged in a review of our activities with a view to the possible redirection of our operations in an effort to enhance and maximize shareholder values. On February 14, 2002, effective January 31, 2002, the Company entered into an agreement with Creative Marketeam Canada Ltd., a corporation wholly owned by Douglas Loblaw, our former Chief Operating Officer and, since February 25, 2002, a Director of our Company, to provide continuing management and operating services, at Marketeam's expense, for the day-to-day operations of the Suite101 web site, known as Suite101.com. Subsequently, on February 25, 2002, Mr. Loblaw was elected a Director of our Company. In consideration of the services performed by Marketeam, we paid Marketeam a fee of \$26,000 per month, plus an amount equal to our receipts from our contracts with Barnes&Noble.com. This management and operating services agreement was terminated on May 31, 2002, subsequent to the expiry of the Option with Double B. On May 31, 2002 the Company discontinued its internet-based activities.

On July 17, 2002, effective June 1, 2002, the Company's wholly-owned subsidiary, i5ive, completed the sale of its web site assets to Creative Marketeam Canada, Ltd. In consideration for the assets, Marketeam issued to i5ive a 15% equity interest in Marketeam and agreed that in the event the assets are resold by Marketeam within one (1) year, a sum equal to the proceeds of the sale would be paid over to i5ive. The sale of web site assets was a result of the determination of the Board of Directors made in December 2001 to seek to redirect the Company's activities. The i5ive assets sold to Marketeam were the subject of the option agreement entered into in March 2002 with Double B which option agreement expired in May 14, 2002 without having been exercised. The web site assets were not producing any material revenues and were contributing to an outflow of cash. The sale of the i5ive assets to Marketeam was unanimously approved by Messrs. Blumberg, Campbell and Peters constituting all Suite101's directors not having any interest in the transaction.

Management of Suite101 is currently seeking to redirect its activities into another area of business and it is expected that this will involve a business combination or other material transaction. Our current plan is to utilize our available cash and other resources, including possibly, shares of our Common Stock, to redirect our business activities. We believe that these activities will be unrelated to the operation of an Internet Web site. As of November 1, 2002, there are no definitive agreements or agreements in principal relating to the acquisition of any other business activities by us and we are unable to state the nature of the business activities that may be undertaken in the future. It is expected that the redirection of our business activities will involve us in a business combination or other material

transaction. Until we complete a transaction resulting in a redirection of our business activities, we expect to continue to incur expenses without any

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material revenues. In addition, we may incur reductions in the carrying value of our fixed assets in connection with our efforts to redirect our activities.

As a result of our limited operating history and our efforts to redirect our activities, we have limited meaningful historical financial data upon which to base planned operating expenses. Accordingly, our anticipated expense levels in the future are based in part on our estimates. We expect that these expense levels will become, to a large extent, fixed. Revenues and operating results generally will depend on our ability to redirect our business activities into revenue-producing operations.

We may seek to raise additional funds in order to fund the acquisition of revenue-producing operations. There can be no assurance that any additional financing will be available on terms favorable to us, or at all. If adequate funds are not available or not available on acceptable terms, we may not be able to fund our efforts to redirect our activities. Any such inability could have a material adverse effect on future success. Additional funds raised through the issuance of equity or convertible debt securities, will result in reducing the percentage ownership of our stockholders and, stockholders may experience additional dilution and such securities may have rights, preferences or privileges senior to those of the rights of our Common Stock.

CAUTIONARY STATEMENT FOR PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

With the exception of historical matters, the matters discussed above and elsewhere in this Quarterly Report are "forward-looking statements" as defined under the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties. We intend that such forward-looking statements be covered by the safe harbor provisions for forward-looking statements contained in that act and we are including this statement for purposes of complying with these safe harbor provisions. The forward-looking statements discussed in this Quarterly Report appear in various places including: "Item 2 - Management's Discussion and Analysis or Plan of Operations, "Liquidity and Capital Resources," as well as in "Risk Factors." We caution readers that the risk factors described in our Annual Report on Form 10-KSB, as well as those described elsewhere in this Quarterly Report, or in our other filings with the Commission, in some cases have affected, and in the future could affect our actual results, could cause our actual results during 2002, 2003 and beyond, to differ materially from those expressed in any forward-looking statements, and could cause our development and the development of our business plans to be different than expressed in those statements. We cannot assure you that our assumptions in this regard or our views as to the viability of our business plans will prove to be accurate. Likewise, we cannot assure you that we will be successful in acquiring any commercial activities. Our ability to realize revenues cannot be assured. If our assumptions are incorrect or if our plans fail to materialize, we may be unsuccessful in developing as a viable business enterprise. Under such circumstance your investment will be in jeopardy. There can be no assurance that our estimates as to our current rates of cash expenditures will prove to be accurate or that other factors may not result in these estimates proving to be incorrect. Our inability to meet our goals and objectives or the consequences to us from adverse developments in general economic or capital market conditions could have a material adverse effect on us. We caution you that various risk factors accompany those forward looking statements and are described, among other places, under the caption "Risk Factors" herein, beginning below. They are

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also described in our Annual Report on Form 10-KSB, and our Current Reports on Form 8-K. These risk factors could cause our operating results, financial condition and ability to fulfill our plans to differ materially from those expressed in any forward-looking statements made in our Annual Report and could adversely affect our financial condition and our ability to pursue our business strategy and plans.

### RISK FACTORS

An investment in shares of our Common Stock involves a high degree of risk. You should consider the following factors, in addition to the other information contained in this quarterly report, in evaluating our business and proposed activities before you purchase any shares of our common stock. You should also see the "Cautionary Statement for Purposes of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1996" regarding risks and uncertainties relating to us and to forward looking statements in this quarterly report.

**No Material Operations or Revenues.** We have no current material operations or source of revenue. We will sustain continuing administrative expenses maintaining our office and carrying out our public reporting requirements, as well as for other possible purposes, at least until the consummation of a business acquisition. This can be expected to result in us incurring ongoing net operating losses and an outflow of our cash that could continue until we can consummate a business acquisition. There can be no assurance that we can identify a suitable business opportunity and consummate a business acquisition or that any transaction we consummate will be on favorable terms or result in profitable operations. We are unable to predict when any such transaction may be completed.

**We May Not Be Successful in Entering Into Agreements In Order to Pursue Our Business Plans.** We have no arrangement, agreement or understanding with respect to engaging in a merger with, joint venture with or acquisition of, a private or public entity or any interest in such an entity. No assurances can be given that we will successfully identify and evaluate a suitable business opportunity or that we will conclude a business acquisition. We cannot guarantee that we will be able to negotiate any business transactions on favorable terms or be successful in redirecting our operations.

**Possible Future Dilution As A Result Of Business Transaction.** Our business plan is based upon effectuating a business acquisition or other transaction. Any such acquisition transaction may result in us issuing securities as part of the transaction. The issuance of previously authorized and un-issued common shares could result in substantial dilution to our existing stockholders which could possibly result in a change in control or management of our company. There can be no assurance that an acquisition can be completed.

**Issuance Of Additional Shares.** Our Certificate of Incorporation currently authorizes our Board of Directors to issue up to 40,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock, of which, as of November 1, 2002, 13,751,222 shares of Common Stock are issued and outstanding and no shares of Preferred Stock are outstanding. At our annual meeting of stockholders held on June 11, 2002 the stockholders approved the increase the number of shares of common stock we are authorized to issue under our Certificate of Incorporation from 40,000,000 to 100,000,000 shares. Subject to the filing with the State of Delaware of the Certificate of Amendment effectuating the increase in our authorized number of shares, the 86,248,778 shares of Common Stock and 1,000,000 shares of Preferred Stock that will be authorized but are not issued or outstanding will be able to be issued by action of our Board of Directors in a

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transaction resulting in the redirection of our activities without any

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requirement of further action being taken by our stockholders to authorize the issuance of the shares or to approve the transaction or the redirected business activities. Any additional issuances of any of our securities will not require the approval of our stockholders and may have the effect of further diluting the equity interest of stockholders.

**Possible Need to Raise Additional Capital.** Any transaction we enter into involving the redirection of our activities may require that we raise additional capital which may also involve the issuance of shares of our Common Stock and be dilutive to our existing stockholders.

**No Requirement of Stockholder Approval.** Any transaction we enter into in redirecting our business activities may be structured on terms whereby the approval of our existing stockholders is not required which would result in our existing stockholders being unable to vote in favor of or against the transaction and the redirection of our business activities.

**Any Business We May Possibly Acquire May Never Become Profitable.** There can be no assurance that we will enter into an acquisition with or acquire an interest in a business having a significant or successful operating history. Any such business may have a history of losses, limited or no potential for earnings, limited assets, negative net worth or other characteristics that are indicative of development stage companies. There can be no assurance that after any acquisition of a business that the business will be operated so as to develop significant revenues and cash flow and become profitable.

**Management May Not Devote a Sufficient Amount of Time to Seeking a Target Business.** While seeking a business acquisition, our officers and Directors will devote only a portion of their time to pursuing these activities. As a result, we may expend a considerable period of time identifying and negotiating with an acquisition candidate. This extended period of time may result in continuing losses to us and an outflow of our cash.

**Dependence On Part-Time Management.** Currently, we have no fulltime employees. Our officers and Directors devote only a portion of their time to our activities. It is our intention to continue to limit our employees until such time as we find a suitable business opportunity or we complete the acquisition of another business. Therefore, the day-to-day operations of any company or business that is acquired by us will have to be performed by outside management or management of the acquired company. We cannot assure investors that we will be able to obtain experienced and able outside management to run any company or business that we may acquire.

**Continued Control by Existing Management.** Our Directors retain significant control over our present and future activities and our stockholders and investors may be unable to meaningfully influence the course of our actions. Our existing management is able to control substantially all matters requiring stockholder approval, including nomination and election of directors and approval or rejection of significant corporate transactions. Any transaction we engage in resulting in a redirection of our business activities may be structured so as to not require the approval of our stockholders and, accordingly, our stockholders may have no opportunity to vote on or influence the redirection of our activities. Although management has no intention of engaging in such activities, there is also a risk that the existing management will be viewed as pursuing an agenda which is beneficial to themselves at the expense of other stockholders.

There Is No Assurance Of An Active Public Market For Our Common Stock And The Price Of Our Common Stock May Be Volatile. Given the relatively minimal public float and trading activity in our securities, there is little likelihood of any active and liquid public trading market developing for our shares. If such a market does develop, the price of the shares may be volatile. Since the shares do not qualify to trade on any exchange or on NASDAQ, if they do actually trade, the only available market will continue to be through the OTC Bulletin Board or in the "pink sheets" or a successor trading market. In the light of our operating history, continuing losses and financial condition, are not necessarily indicative of our value. Such quotations are inter-dealer prices, without retail mark-up, mark-down or commissions and may not necessarily represent actual transactions. It is possible that no active public market with significant liquidity will ever develop. Thus, investors run the risk that investors may never be able to sell their shares.

Possible Government Regulation. Although we are subject to the periodic reporting requirements under the Securities Exchange Act of 1934, as amended, and file annual, quarterly and other reports, management believes it will not be subject to regulation under the Investment Company Act of 1940, as amended (the "Investment Company Act"), since it will not be engaged in the business of investing or trading in securities. If we engage in a business acquisition which results in us holding passive investment interests in a number of entities, we could become subject to regulation under the Investment Company Act. If so, we would be required to register as an investment company and could be expected to incur significant registration and compliance costs. We have obtained no formal determination from the Securities and Exchange Commission (the "SEC" or "Commission") or any opinion of counsel as to our status under the Investment Company Act. A violation of the Act could subject us to material adverse consequences.

Our Shares Are Subject To Penny Stock Reform Act Of 1990. Our securities are subject to certain rules and regulations promulgated by the Commission pursuant to the U.S. Securities Enforcement Remedies and Penny Stock Reform Act of 1990 (the "Penny Stock Rules"). Such rules and regulations impose strict sales practice requirements on broker-dealers who sell such securities to persons other than established customers and certain "accredited investors." For transactions covered by the Penny Stock Rules, a broker-dealer must make a special suitability determination for the purchaser and must have received the purchaser's written consent for the transaction prior to sale. Consequently, such rule may affect the ability of broker-dealers to sell our securities and may affect investors' abilities to sell any shares they acquire.

The Penny Stock Rules generally define a "penny stock" to be any security not listed on an exchange or not authorized for quotation on the Nasdaq Stock Market and has a market price (as defined by the rules) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transactions by broker-dealers involving a penny stock (unless exempt), the rules require delivery, prior to a transaction in a penny stock, of a risk disclosure document relating to the market for penny stocks. Disclosure is also required to be made about compensation payable to both the broker-dealer and the registered representative and current quotations for the securities. Finally, monthly statements are required to be sent disclosing recent price information for the penny stocks.

Control by Directors, Executive Officers, and Principal Stockholders. As of November 1, 2002, our Directors, executive officers, and stockholders who own beneficially 5% or more of our Common Stock, and their respective affiliates, in

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the aggregate, beneficially owned (including shares that the he

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or she has the right to acquire the beneficial ownership within 60 days following November 1, 2002) approximately 3,489,588 shares or 24.02% of our outstanding Common Stock. As a result, these stockholders possess significant influence over us, giving them the ability, among other things, to elect a majority of our Board of Directors and approve significant corporate transactions. Such share ownership and control may also have the effect of delaying or preventing a change in control of us, impeding a merger, consolidation, takeover or other business combination involving us, or discourage a potential acquiror from making a tender offer or otherwise attempting to obtain control of us which could have a material adverse effect on the market price of our Common Stock.

No Active Prior Public Market For Common Stock; Possible Volatility Of Stock Price. Since December 30, 1998, our Common Stock has been quoted on the OTC Bulletin Board. There can be no assurance that an active trading market for our Common Stock will be sustained or that the market price of our Common Stock will not decline based upon market or other conditions. The market price may bear no relationship to our revenues, earnings, assets or potential and may not be indicative of our future business performance. The trading price of our Common Stock has been and can be expected to be subject to wide fluctuations in response to variations in our quarterly results of operations, delays and obstacles we encounter in redirecting our business activities, the gain or loss of significant strategic relationships, unanticipated delays in our development, other matters discussed elsewhere in this annual report and other events or factors, many of which are beyond our control.

In addition, the stock market in general has experienced extreme price and volume fluctuations which have affected the market price for many companies which have been unrelated to the operating performance of these companies. These market fluctuations, as well as general economic, political and market conditions, may have a material adverse effect on the market price of our Common Stock.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been instituted against such companies. Such litigation, if instituted, and irrespective of the outcome of such litigation, could result in substantial costs and a diversion of management's attention and resources and have a material adverse effect on our business, results of operations and financial condition.

### ITEM 3. CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including Mitchell G. Blumberg, our President, and Cara Williams, our Vice President, Finance, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures within 90 days of the filing date of this quarterly report, and, based on their evaluation, Mr. Blumberg and Ms. Williams have concluded that these controls and procedures are effective. There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

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Disclosure controls and procedures are our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed

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by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including Mr. Blumberg and Ms. Williams, as appropriate to allow timely decisions regarding required disclosure.

### PART II -- OTHER INFORMATION

#### ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

99.1 Chief Executive Officer's Certification

99.2 Chief Financial Officer's Certification

(b) Reports on Form 8-K

During the quarter ended September 30, 2002, we filed a Current Reports on Form 8-K for the event dated July 17, 2002 in response to Item 7.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

SUITE101.COM, INC.

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(Registrant)

Date: November 14, 2002

/s/Mitchell G. Blumberg

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Mitchell G. Blumberg  
President and Chief Executive Officer  
(Principal Executive Officer, and Director)

/s/Cara M. Williams

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Cara M. Williams  
(Principal Financial and Accounting Officer)



CERTIFICATIONS

CERTIFICATION OF PRESIDENT

I, Mitchell G. Blumberg, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Suite101.com, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

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Date: November 14, 2002

/s/ Mitchell G. Blumberg  
Mitchell G. Blumberg  
President

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## CERTIFICATION OF VICE PRESIDENT, FINANCE

I, Cara M. Williams, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Suite101.com, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective

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actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

/s/ Cara M. Williams  
Cara M. Williams  
Vice President, Finance