

CONSOLIDATED STATEMENT OF EARNINGS
(unaudited)

	<u>Three months</u> <u>ended</u>		<u>Nine months</u> <u>ended</u>	
	Sept. 30 2008	Sept. 30 2007	Sept. 30 2008	Sept. 30 2007
	\$	\$	\$	\$
Revenues				
Advertising and content	962 392	1 048 375	3 141 333	3 281 070
Other	44 624	4 500	81 033	14 750
	<u>1 007 016</u>	<u>1 052 875</u>	<u>3 222 366</u>	<u>3 295 820</u>
Cost of sales	<u>390 486</u>	<u>475 284</u>	<u>1 341 406</u>	<u>1 533 928</u>
Gross profit	616 530	577 591	1 880 959	1 761 892
Operating expenses (Notes 2 and 5)	<u>673 702</u>	<u>549 979</u>	<u>1 995 254</u>	<u>1 442 759</u>
Net income before non controlling interest	<u>(57 172)</u>	<u>27 612</u>	<u>(114 295)</u>	<u>319 133</u>
Non controlling interest	(795)	(1 084)	(31 853)	(2 106)
Net earnings (Net loss)	<u>(56 377)</u>	<u>28 696</u>	<u>(82 442)</u>	<u>321 239</u>
Basic and diluted earnings per share	<u>(0,00)</u>	<u>0,00</u>	<u>(0,00)</u>	<u>0,01</u>
Weighted average number of common shares outstanding	<u>30 361 015</u>	<u>29 375 117</u>	<u>30 005 541</u>	<u>29 357 901</u>
Number of issued and outstanding shares	<u>30 361 015</u>	<u>29 375 117</u>	<u>30 361 015</u>	<u>29 375 117</u>

The accompanying notes are an integral part of these financial statements

CONSOLIDATED STATEMENT OF RETAINED EARNINGS AND CONTRIBUTED SURPLUS

(unaudited)

	<u>Three months</u> <u>ended</u>		<u>Nine months</u> <u>ended</u>	
	Sept. 30 2008	Sept. 30 2007	Sept. 30 2008	Sept. 30 2007
	\$	\$	\$	\$
Retained earnings (deficit) of period	<u>546 990</u>	<u>516 051</u>	<u>573 055</u>	<u>223 508</u>
Net earnings (Net loss)	(56 377)	28 696	(82 442)	321 239
Reduction of deficit	-	-	-	-
Retained earnings, end of period	<u>490 613</u>	<u>544 747</u>	<u>490 613</u>	<u>544 747</u>
Contributed surplus, beginning of period	<u>147 280</u>	<u>44 180</u>	<u>74 941</u>	<u>23 402</u>
Stock options	<u>11 563</u>	<u>15 574</u>	<u>83 902</u>	<u>36 352</u>
Contributed surplus, end of period	<u>158 843</u>	<u>59 754</u>	<u>158 843</u>	<u>59 754</u>

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BRANCHEZ-VOUS! inc.CONSOLIDATED BALANCE SHEETS
(unaudited)**Financial Report - Third quarter ended September 30, 2008**

	Sept. 30 2008	December 31 2007
	\$	\$
Assets		
Current		
Cash and cash equivalents	185 941	-
Short-term investments (note 2)	150 000	700 000
Accounts receivable	1 222 123	1 259 863
Prepaid expenses and other	108 213	31 140
	<u>1 666 277</u>	<u>1 991 003</u>
Long-term investment (Note 2)	227 000	600 000
Fixed assets	93 243	76 010
Intangible assets	<u>1 021 272</u>	<u>110 755</u>
	<u><u>3 007 792</u></u>	<u><u>2 777 768</u></u>
Liabilities		
Current liabilities		
Bank Indebtedness	-	53 463
Accounts payable and accrued liabilities	759 462	810 582
Non-controlling interest	<u>7 160</u>	<u>39 012</u>
	<u>766 621</u>	<u>903 057</u>
Shareholders' equity		
Capital stock	1 591 715	1 226 715
Contributed surplus	158 843	74 941
Retained earnings	490 613	573 055
	<u>2 241 171</u>	<u>1 874 711</u>
	<u><u>3 007 792</u></u>	<u><u>2 777 768</u></u>

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CONSOLIDATED STATEMENT OF CASH FLOWS
(unaudited)

	<u>Three months</u> <u>ended</u>		<u>Nine months</u> <u>ended</u>	
	Sept. 30 2007	Sept. 30 2007	Sept. 30 2008	Sept. 30 2007
	\$	\$	\$	\$
Operating activities				
Net earnings (Net loss)	(56 377)	28 696	(82 442)	321 239
Items not affecting cash				
Amortization of capital assets	8 961	4 517	25 497	13 791
Amortization of intangible assets	36 445	5 671	92 822	13 331
Impairment loss	-	-	56 130	-
Stock options	11 563	15 574	47 277	39 002
Non controlling interest	(795)	(1 084)	(31 853)	(2 106)
	<u>(204)</u>	<u>53 374</u>	<u>107 431</u>	<u>385 257</u>
Net change in non-cash working capital items	54 200	380 758	(89 877)	273 728
Cash flows relating to operating activities	<u>53 996</u>	<u>434 132</u>	<u>17 554</u>	<u>658 985</u>
Financing activities				
Issuance of common shares	-	-	36 625	(9 050)
Cash flows relating to financing activities	<u>-</u>	<u>-</u>	<u>36 625</u>	<u>(9 050)</u>
Investing activities				
Disposal (Acquisition) of short-term investments	(150 000)	-	550 000	-
Disposal (Acquisition) of long-term investments	150 000	-	373 000	-
Acquisition of long-term investments	-	(300 000)	-	(400 000)
Acquisition of fixed assets	(3 999)	-	(42 730)	(14 042)
Acquisition of intangible assets (net of issuance of shares)	(11 500)	(4 365)	(695 045)	(17 064)
Acquisition cost of a subsidiary	-	-	-	(50 000)
Cash flows relating to investing activities	<u>(15 499)</u>	<u>(304 365)</u>	<u>185 225</u>	<u>(481 106)</u>
Net change in cash and cash equivalents	38 497	129 767	239 404	168 829
Cash and cash equivalents, beginning of period	<u>147 444</u>	<u>149 720</u>	<u>(53 463)</u>	<u>110 658</u>
Cash and cash equivalents, end of period	<u><u>185 941</u></u>	<u><u>279 487</u></u>	<u><u>185 941</u></u>	<u><u>279 487</u></u>

The accompanying notes are an integral part of these financial statements

CORPORATE INFORMATION

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Phone : 514-842-3838 Fax: 514-842-6218
Internet: www.branchez-vous.com/inc/english

Register and Transfer Agent:

Computershare
Stock Exchange:
TSX Venture Exchange
Symbol: BZV
Share variation
High: \$0,32
Low / closing: \$0,11



BRANCHEZ-VOUS! inc.

Interim Management Report

Review of the three month period ending **September 30, 2008**

This discussion should be read in conjunction with the information contained in the corporation's financial statements and the related notes to the financial statements. Figures are rounded into thousand \$.

Overview

BRANCHEZ-VOUS! is a new media company, incorporated in 2000 but whose current operations, thanks to mergers, began in 1995. It derives most of its revenues from advertising, sold in text, graphics or video format on search engines and content web sites and in e-mail bulletins. Some of the sites it markets – including BRANCHEZ-VOUS.com and Showbizz.net - belong to the Corporation; the majority of the sites it markets belong to other Canadian and foreign publishers, who contract out to the Corporation all or part of their advertising sales in Canada. Its headquarters are in Montreal, Québec.

General performance

The quarter ended September 30, 2008 ("Q3 2008") showed disappointing results. Compared to the quarter ended September 30, 2007 ("Q3 2007"), revenues decreased somewhat but gross profit increased. EBITDA decreased because of an increase in content and sales-related expenses. The corporation registered a net loss and negative EBITDA. Barely positive adjusted EBITDA demonstrates that, even in a difficult economic context, our operations are self-sustainable on a cash flow basis.

On October 31, 2008, the Corporation completed the acquisition of NetWorldMedia, which previously was its main competitor in the Internet advertising representation business.

Results

Horizontal analysis

Change in main items of the consolidated statement of earnings and deficit.

Figures in thousand \$ except for earnings per share, in \$.

	Q3 2008	Change / Q3 2007	Change / Q2 2008	1st nine months of 2007	Change / 1 st nine months of 2007
	\$	%	%	\$	%
Revenues	1,007	-4 %	-21%	3,222	-2%
Cost of sales	390	-18 %	-26%	1,341	-13%
Gross profit	617	+7%	-18%	1,881	+7%
Operating expenses	674	+22%	-15%	1,995	+38%
Net earnings	(56)	-	-	(82)	-
EBITDA*	(11)	-	-	68	-80%
Adjusted EBITDA*	1	-99%	-99%	116	-70%
Earnings per share	(0.00)	-	-	(0.00)	-

* Adjusted EBITDA is defined as earnings before interest, income taxes, depreciation and amortization, to which the corporation adds stock-based compensation, as this expense does not result in any use of operating cash flows by the Corporation. Adjusted EBITDA is provided as a

supplementary earnings measure to assist readers in determining the ability of BRANCHEZ-VOUS! to generate cash from operations and to cover financial charges. It is also widely used for business valuation purposes. This measure does not have a standardized meaning prescribed by Canadian generally accepted accounting principles and may not be comparable to similar measures presented by other companies.

Vertical analysis

Share of main items in the statement of earnings and deficit, as a proportion of revenues

	Q3 2008	Q3 2007	Q2 2008	1st nine months of 2008	1 st nine months of 2007
Revenues	100%	100%	100%	100%	100%
Cost of sales	39%	45%	41%	42%	47%
Gross profit	61%	55%	59%	58%	53%
Operating expenses	67%	52%	62%	62%	44%
Net earnings	-6%	3%	-1%	-3%	10%
EBITDA	-1%	4%	5%	2%	11%
Adjusted EBITDA	0%	5%	6%	4%	12%

Revenues

The slight decrease in revenues from Q3 2007 to Q3 2008 and from the first nine months of 2007 to the first nine months of 2008 is mostly due to the absence, in 2008, of advertising sales registered in 2007 on Astral Media web sites. The Corporation represented these sites until August 31, 2007. It has mostly, but not fully, compensated these lost sales by signing representation agreements with other sites.

The decrease from Q2 to Q3 2008 is due to decreased advertising sales, mostly due to a traditional slowdown of Internet advertising during the summer period.

Cost of sales

Cost of sales consist of royalties paid to other publishers' sites represented by the Corporation.

The decrease in cost of sales from Q3 2007 to Q3 2008, from Q2 2008 to Q3 2008 and from the first nine months of 2007 to the first nine months of 2008 is due partly to a decrease in revenues and partly to an increased proportion of sales on sites owned by the Corporation, including sites purchased between March and May 2008. (The Corporation pays no royalties for sales on its own sites.)

Gross profit

The increase in gross profit from Q3 2007 to Q3 2008 and from the first nine months of 2007 to the first nine months of 2008 is due to a decrease in cost of sales.

The decrease from Q2 2008 to Q3 2008 is due to a decrease in revenues.

Operating expenses

The increases in operating expenses from Q3 2007 to Q3 2008 and from the first nine months of 2007 to the first nine months of 2008 are mostly due to an increase in salaries caused by the enlargement of our content and sales teams.

The decrease in operating expenses from Q2 2008 to Q3 2008 is due to the absence, in Q3 2008, of the depreciation of intangible assets registered in Q2 2008 - including a depreciation of the TonClip.com inc. subsidiary – as well as to a lower amount of professional fees in Q3 2008 than in Q2 2008.

Earnings and loss

The net loss in Q3 2008 compared to a net profit in Q3 2007, as well as the net loss in the first nine months of 2008 compared to a net profit in the first nine months of 2007, are due to increased operating expenses.

The increased net loss in Q3 2008 compared to Q2 2008 is due to a decrease in gross profit.

Quarterly information

Figures in thousand \$ except for earnings per share, in \$.

	2008			2007			2006	
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Revenues	1,007	1,281	953	1,033	1,053	1,370	875	1,042
Gross profit	617	751	527	561	578	699	487	606
Net earnings (loss)	(56)	(18)	(8)	28	29	235	58	207
EBITDA	(11)	64	10	49	39	243	66	213
Adjusted EBITDA	1	82	27	67	55	256	78	237
Basic and fully diluted earnings per share	(0.00)	(0.00)	(0.00)	0.00	0.00	0.01	0.00	0.01

Sales and earnings vary significantly from one quarter to another, because the vast majority of the sales of the Corporation come from advertising campaigns which last a few weeks and are not booked on a regular basis. However, sales are usually higher during the second and fourth quarters.

Reconciliation of adjusted EBITDA

Figures in thousand \$.

	2008			2007			2006	
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Net earnings (loss)	(56)	(18)	(8)	28	29	235	58	207
Amortization	45	50	17	21	10	9	8	7
Depreciation	-	33	-	-	-	-	-	-
EBITDA	(11)	64	10	49	39	243	66	213
Stock-based compensation	12	18	17	17	16	12	12	23
Adjusted EBITDA	1	82	27	67	55	256	78	237

Liquidity and financial resources

Cash flows

Figures in thousand \$, except for earnings per share, in \$.

	Q3 2008	Q3 2007	Change / Q3 2007	1 st nine months of 2008	1 st nine months of 2007	Change / 1 st nine months of 2007
	\$	\$	%	\$	\$	%
Cash flows from:						
Operating activities	54	434	-88%	18	659	(97)%
Financing activities	-	0	-	37	(9)	-
Investment activities	(15)	(304)	+95%	185	(481)	-

In Q3 2008,

- cash flows relating to operating activities were positive at \$ 54,000, due to a decrease in accounts receivables between June 30 and September 30, 2008, which had a positive impact of \$ 236,000. This amount was offset by \$ 90,000 of prepaid expenses for the acquisition of NetWorldMedia and by a \$ 92,000 decrease in accounts payables between June 30 and September 30, 2008; and
- net cash flows relating to investment activities were mostly used for web site development.

Financial resources

As at September 30, 2008:

- BRANCHEZ-VOUS! held \$ 186,000 in **cash and cash equivalents**, while the Corporation had no cash or cash equivalents as at December 31, 2007; and
- BRANCHEZ-VOUS! held \$ 150,000 in **short-term investments** while the Corporation had \$ 700,000 in short-term investments as at December 31, 2007.

As at September 30, 2008, BRANCHEZ-VOUS! had no debt and held \$ 200,000 in bank deposit certificates registered as long-term investments. The Corporation had a \$ 200,000 credit margin, guaranteed by these bank deposit certificates.

Management estimates that the combination of cash and cash equivalents, short-term investments and existing credit margin is sufficient for ongoing operations. The Corporation is currently negotiating an additional credit margin, to be guaranteed by accounts receivables, in order to gain additional flexibility.

Contractual obligations

Contractual obligations until and including 2010 totalled \$ 582,000 as at September 30, 2008. These obligations were mostly for various technical and representation services agreements. From this total, \$ 145,000 were obligations for 2008, \$ 397,000 for 2009 and \$ 39,000 for 2010.

Subsequent event

On October 31, 2008, BRANCHEZ-VOUS! completed the acquisition of 4306112 Canada Inc., which owns 100% of NetWorldMedia inc. and minority stakes in several Quebec-based web sites. NetWorldMedia inc. is a Montreal-based Internet advertising network, which represents over 200 French-language websites and over 100 English-language websites. The acquisition has been paid by the issuance of 30 million common shares of BRANCHEZ-VOUS! to the shareholders of 4306112 Canada. (In an ancillary transaction, a maximum of 300,000 additional common shares of BRANCHEZ-VOUS! may be issued over the next three years). Based on the 10 day closing average price of \$0.156 per share prior to the announcement of the transaction, the price of the acquisition is \$ 4,680,000. BRANCHEZ-VOUS! is currently merging its own advertising network and sales team with NetWorldMedia's. A Business Acquisition Report was published on SEDAR (www.sedar.com) to explain the business combination.

Business update

- The Corporation stopped representing Telus sites as at October 31, 2008.
- In November 2008, BRANCHEZ-VOUS! announced new representation agreements with RNC MEDIA and Genex Communications for various sites, including PlaneteJazz.ca, RadioX.com and SummumMag.com.

Information to shareholders

Shareholders' equity

Shareholders' equity was \$ 2,241,171 as at September 30, 2008, compared to \$ 1,875,000 as at December 31, 2007. The increase is mostly due to the issuance of common shares related to the, Showbizz.net, Matin.qc.ca and HumourQuebec.com web sites acquisition.

Number of shares

As at September 30, 2008, the Corporation had 30,361,015 issued and outstanding common shares.

Risks and uncertainties

In addition to the risks and uncertainties described in the Corporation's 2007 Annual report, the Corporation face the following risks:

Tight liquidity

The transaction costs related to the acquisition of NetWorldMedia, and costs related to integrating NetWorldMedia's operations, will put pressure on the Corporation's liquidity. The Corporation may not obtain an additional credit margin and, in such case, may have to tightly manage cash in the coming months.

Post-acquisition and integration issues

The integration of acquired ad network, sales team and web sites will incur integration costs and might suffer of integration delays. The web sites and ad network acquired by the Corporation may end up generating less revenue and/or being less profitable than previously expected. The value of intangible assets related to these sites may risk to be impaired in the future.

Content-related legal responsibilities

The Corporation produces in-house or buys from content providers and free lancers most of the content published on its own web sites. The Corporation also allows users, on various sites, to post comments or publish their own blogs. These activities might result in claims against the Corporation. As a protection of such claims, the Corporation subscribed to an errors and omissions insurance policy on September 25, 2008.

Outlook

As interim financial statements for the three months ending December 31, 2008 will be consolidated statements including two months of results from NetWorldMedia, these interim statements will show an approximate two-fold increase in revenues and significantly increased expenses, including expenses related to the integration of NetWorldMedia's operations. Despite the currently difficult economic context, management expects positive adjusted EBITDA in the next quarters, excluding one-time costs which may be related to or caused by the acquisition of NetWorldMedia.

Internal control over financial reporting

Internal control over financial reporting ("ICFR") is designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and its compliance with Canadian GAAP in its financial statements. The President and Chief Executive Officer and the Chief Financial Officer of the Corporation have evaluated whether there were changes to its ICFR during the three-month and the nine-month periods ended September 30, 2008 that have materially affected, or are reasonably likely to materially affect, the ICFR. No such changes were identified through their evaluation.

Additional information on the Corporation can be obtained on SEDAR (www.sedar.com).

Forward looking statement

Some statements made in this quarterly report, particularly with respect to the Company's expectations, constitute forward-looking statements. Forward-looking statements are subject to known and unknown risks and uncertainties related to the Internet business model, competition, financial markets, access to capital, and changes in the general and sectoral economic development.

November 26, 2008

(signed)

Patrick Pierra

Co-president and Chief Executive Officer

(signed)

Ramzy Metwalli

Chief Financial Officer