ID Watchdog, Inc.
Management's Discussion and Analysis
For the year ended December 31, 2013

Introduction

The following discussion and analysis provides information that management believes is relevant to an assessment and understanding of ID Watchdog, Inc.'s (the "Company's" or the "Company") consolidated results of operations and financial position. This "Management's Discussion and Analysis" ("MD&A") should be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended December 31, 2013 and the notes thereto. These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are presented in US dollars as all of the Company's revenues and expenses are recorded in US dollars. Additional information on the Company, including the Company's audited financial statements for the year ended December 31, 2013, can be obtained from SEDAR at www.sedar.com as well as from the Company's website at www.idwatchdog.com in the "Company Overview" section. Information contained in this report is qualified by reference to the discussion concerning forward-looking information and statements on page 20 of this MD&A.

International Financial Reporting Standards ("IFRS")

The Company's audited consolidated financial statements and the financial information included in this MD&A have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") that are effective as of December 31, 2013.

Except as otherwise noted, this MD&A is presented in United States dollars, which is the Company's functional currency.

Definitions Relative to Understanding our Results

Income from Operations before Depreciation and Amortization and Stock-Based Compensation ("EBITDA")

We report on our EBITDA (operating income before depreciation and amortization and stock-based compensation) and use this metric to measure the performance of our business. EBITDA is not a performance measure defined under IFRS and is not considered an alternative to income (loss) from operations or net earnings (loss) in the context of measuring the Company's performance. EBITDA does not have a standardized meaning and is therefore not likely to be comparable with similar measures used by other publically traded companies. EBITDA should not be used as an exclusive measure of cash flow since it does not account for the impact of working capital changes, taxes, interest payments, capital expenditures, debt principal reductions and other sources and uses of cash, which are disclosed on pages 12, 13 and 14 of this MD&A.

Background and Description of Business

Through the distribution channels described below in the section, "Marketing of Services", the Company provides a variety of identity theft detection, protection and resolution services primarily to individuals and families on a subscription basis, through its wholly owned subsidiary, Identity Rehab Corporation, which was founded in 2005.

Identity theft occurs when someone fraudulently uses personal identifying information (e.g. name, birth date, social security number, credit card number) to obtain goods or services under the identity theft victim's name. The FBI has described identity theft as one of the fastest growing crimes in the United States.

We have developed comprehensive solutions that incorporate elements from six distinct categories designed to work together to detect, diagnose, and resolve consumer identity theft and other consumer data issues as follows:

- **Identity Monitoring:** ID Watchdog's identity monitoring service will scan public and private consumer databases generating client alerts of suspicious activity associated with name, address, phone number, date of birth, and social security number.

- **Cyber Monitoring**: Our service will scan known malicious chat rooms, blogs, and underground websites for client name, credit card information, and social security number that can be bought and sold for fraudulent usage.

- **Non-Credit Loan Monitoring**: This service will monitor data feeds from non-credit loan outlets which may provide applicants a loan of up to $1,000 while requiring only an address and proof of employment.

- **Credit Reports and Credit Scores:** We provide on-line access to credit reports and credit scores from Experian, TransUnion and Equifax to check the validity and accuracy of client account information.

- **Credit Monitoring**: We will monitor daily for changes to the customer's credit reports from Experian, Equifax, and TransUnion. There are twenty-six different alert types that can detect potential fraudulent activity.

- **Resolution Services:** In cases where identity theft is detected, our resolution service will find it, stop it, and fix it before any real damage occurs. Identity theft cases are assigned to a dedicated in-house staff of identity theft resolution experts.

Marketing of Services

We utilize strategic partner distribution channels to assist us in selling our identity theft protection services to our partners' customer bases. Our primary distribution channels are as follows:

- **Employee Benefit Channel:** A significant portion of our existing customers were acquired through relationships with entities that focus on designing and negotiating customized employee benefit programs for their employer clients ("Benefit Brokers"). In this channel, our Benefit Broker partners promote our services to their employer clients who then offer our services as a voluntary benefit as part of their employee benefit program (the "Employee Benefit Channel"). We are seeking to expand this sales channel and ultimately our customer base by significantly expanding the number of these Benefit Broker relationships. We commenced these expansion efforts in the second quarter of 2012 and we are in the early stages of building a nationwide network of Benefits Brokers.

- **Tech Support Channel:** In this channel our partners, who provide personal computer performance enhancement services, sell our services as an add-on product offering directly to their customers (the "Tech Support Channel").

- **Consumer Marketing Channel:** In the past the Company utilized direct consumer advertising, telemarketing and on-line affiliate marketing programs to sell its services (the "Consumer Marketing Channel"). While these marketing tactics generated significant new customer growth, we determined that high customer acquisition costs, in addition to consuming cash resources, delayed the break-even point to unacceptably long periods. While the Company no longer utilized these strategies to sell its services, we still provide services to a significant number of subscribers that were sold through the Consumer Marketing Channel.

(Expressed in U.S. Dollars)

Balance Sheet Data

	As of December 31,		
	2013	**2012**	**2011**
Cash and cash equivalents and available-for sale securities	$ 552,694	$ 319,073	$ 1,589,688
Total Assets	932,265	690,835	1,990,838
Total long term liabilities	4,813,103	3,126,659	2,979,360
Total liabilities	5,987,670	3,928,423	3,675,199
Total Shareholders' deficit	(5,055,405)	(3,237,588)	(1,684,361)

Results of Operations

The financial information set out below is based on and derived from our audited consolidated statements of operations for the years ended December 31, 2013, 2012, and 2011.

	Years Ended December 31,		
	2013	**2012**	**2011**
Revenue	$ 2,358,275	$ 1,808,522	$ 2,020,063
Cost of services	684,310	1,119,859	940,796
Gross profit	1,673,965	688,663	1,079,267
Operating expense	2,449,433	2,628,786	3,446,710
Operating loss	(775,468)	(1,940,123)	(2,367,443)
EBITDA	(313,689)	(1,329,503)	(1,421,969)
Net loss and comprehensive loss applicable to ordinary shares	(2,274,353)	(2,151,004)	(2,613,541)
Net loss and comprehensive loss applicable to ordinary shares	$ (2,274,353)	$ (2,151,004)	$ (2,613,541)
Basic and diluted net loss per share	$ (0.02)	$ (0.02)	$ (0.03)

Summary of Quarterly Results
(Amounts presented in U.S. Dollars)

	December 31, 2013	September 30, 2013	June 30, 2013	March 31, 2013
Revenue …………………..	$ 678,911	$ 596,680	$ 528,196	$ 554,488
Operating loss…………..…	(248,141)	(136,399)	(207,671)	(183,251)
EBITDA……………………	15,356	(83,754)	(141,238)	(104,047)
Net loss …………………....	(1,078,740)	(320,143)	(385,278)	(490,192)
Net loss applicable to ordinary shares…………	(1,078,740)	(320,143)	(385,278)	(490,192)
Basic and diluted net loss per share ……………….	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.00)

	December 31, 2012	September 30, 2012	June 30, 2012	March 31, 2012
Revenue ………………..….	$ 460,093	$ 434,052	$ 470,320	$ 444,057
Operating loss……………..	(346,382)	(466,127)	(512,045)	(615,569)
EBITDA……………………	(250,493)	(340,466)	(378,242)	(360,302)
Net loss ……………….…...	(390,311)	(646,990)	(499,884)	(613,819)
Net loss applicable to ordinary shares………....	(390,311)	(646,990)	(499,884)	(613,819)
Basic and diluted net loss per share …………….....	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.01)

The above quarterly information has been prepared by management in accordance with IFRS.

Revenues fluctuated moderately throughout the quarters, as the revenues associated with our Consumer Marketing Channel continued to decline, and were only partially offset by an increase in revenue generated from customers through our Employee Benefit and Tech Support. Except for a modest sequential decline in the second quarter of 2013, revenues increased significantly beginning in the first quarter of 2013, as a result of the addition of the iSekurity customers as well as increased revenue from our Employee Benefit and Tech Support Channels.

Operating loss and EBITDA loss have generally improved quarter to quarter as we have benefited from improving gross margins and reduced operating expenses.

Our net income (loss) changed significantly from quarter to quarter primary due to the recognition of gain (loss) on warrant liabilities and from declining operating losses.

Results of Operations

Comparison of the year ended December 31, 2013 to the year ended December 31, 2012

Revenues

Revenue increased $549,753, or 30.4%, from $1,808,522 for the year ended December 31, 2012 to $2,358,275 for the year ended December 31, 2013. Revenue from our Employee Benefits and Tech Support channels, increased by 39.4% and contributed $417,576 to the total increase in revenues, while revenues of the ISekurity customers and our anti-virus customers contributed $276,396 and $100,173, respectively, to the total increase in revenues. These increases were partially offset by a $244,395 decrease in revenues from our Consumer Marketing Channel.

On February 12, 2013, IDR Processing, LLC ("IDR"), an indirect subsidiary of ID Watchdog, entered into a services agreement with iSekurity, Inc ("iSekurity"), a Michigan based company in order to provide identity theft protection and resolution services to iSekurity's customers until the earlier of the closing of the purchase of the Customer Assets (as defined below) or February 28, 2014. On March 4, 2013, IDR entered into a definitive agreement to acquire approximately 1,800 identity theft protection customers and related assets (the "Customer Assets") from iSekurity. The acquisition of the Customer Assets closed on May 8, 2013 (the "Closing Date").

While the new customers from our Employee Benefit and Tech Support channels generate a lower net revenue per customer as compared to the rates we receive from our Consumer Marketing Channel, these new customers are acquired at a much lower cost per customer and we believe they will also subscribe to our services for longer periods as compared to the Consumer Marketing Channel customers.

Cost of Revenue

Cost of revenue consists primarily of the following:

- Fees paid to a credit bureau and for other data providers;
- Cost of personnel and other related costs incurred for customer identity monitoring and resolution; and
- Costs for credit card processing.

Cost of revenue for the year ended December 31, 2013 was $684,310, resulting in a gross profit of $1,673,965, while our cost of revenue for the year ended December 31, 2012, was $1,119,859, resulting in a gross profit of $688,663. Gross margin for the year ended December 31, 2013 was 71.0% as compared to a gross margin of 38.1% for the year ended December 31, 2012.

The decrease in cost of revenue is primarily the result of a $315,075 decrease data services expenses and a $135,120 decrease in personnel related expenses due to a reduction in the number of personnel supporting these activities.

The Company entered in to a new data agreement, which was effective January 1, 2013, and significantly reduced the minimum monthly fee the Company is required to pay for these services, as compared to the minimum fee in the prior data agreement with this provider. The reduced fees paid to this provider generated substantially all of the data cost savings described above.

General and Administrative Expense

General and administrative expense consists primarily of the following:

- All salaries and related benefits (excluding marketing salaries, related benefits and stock – based compensation);
- Professional services expenses including legal fees, accounting fees and other professional services;
- Office rent and other office related costs; and
- Other administrative expenses.

General and administrative expense decreased $71,395, or 4.8%, from $1,478,623 for the year ended December 31, 2012 to $1,407,228 for the year ended December 31, 2013. The significant items contributing to the decrease are as follows:

- A $112,354 decrease in personnel related expenses resulting from a reduction in the number of personnel and a reduction in recruiting fees; and
- A $74,829 decrease in professional services expenses, primarily legal and accounting fees

These decreases were partially offset by $84,498 of expenses incurred to manage the iSekurity customers under the services agreement with iSekurity.

Marketing Expense

Marketing expense consists primarily of the following:

- Salaries, commissions and benefits of sales and marketing personnel;
- Third party sales commissions;
- Marketing and promotional materials; and
- Other marketing expenses

Sales and Marketing expense for the year ended December 31, 2013 totaled $580,426 as compared to $539,543 for the similar period in 2012, an increase of $40,833, or 7.6%. This increase was primarily the result of a $107,439 increase in sales commissions due to an increase in revenues, including commissions paid on iSekurity customer revenues, which was partially offset by a $80,696 decrease in salaries, commissions and benefits expense due to a reduction in sales and management personnel.

EBITDA

For the year ended December 31, 2013, EBITDA improved by $1,015,814 to $(313,689) as compared with $(1,329,503) for the similar period in 2012. The improvement in EBITDA is due to a $985,302 improvement in gross margin as described above and a $30,512 decrease in total operating expenses (excluding depreciation and amortization and stock-based compensation).

Stock-based Compensation

Stock-based compensation expense for the year ended December 31, 2013 totaled $376,536 as compared to $519,971 for the similar period in 2012, a decrease of $143,435, or 27.6%.

The Company follows IFRS 2 "Stock based compensation and other stock-based payments", which established standards for the recognition, measurement and disclosure of stock-based compensation. The Company accounts for share-based payments as equity settled transactions where the fair value of options granted is charged to expense over the option vesting period, with the offsetting amount recognized in contributed surplus. For awards with graded vesting, each tranche of an award is considered a separate grant with a different vesting date and fair value. The fair value of each tranche is recognized over its respective vesting period. The fair value of each tranche is estimated at the date of grant using the Black-Scholes option pricing model incorporating assumptions regarding risk-free interest rates, dividend yield, expected volatility of the Company's ordinary shares, and a weighted average expected life of options. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest. For each reporting period, the Company reassesses its estimates of the number of awards that are expected to vest and recognizes the impact of any revision in the consolidated statement of operations with a corresponding adjustment to share capital.

Stock compensation expense will vary from year to year based on the number and timing of stock option grants, the fair value of the stock options granted and the vesting terms of the stock option grants, among other factors.

During 2013, the Company granted 3,617,000 stock options, net of options forfeitures, as compared to 3,687,000 stock options, net of option forfeitures, granted in 2012. The weighted average fair value of the options granted in 2013 and 2012 was $0.046 per option and $0.020 per option, respectively. The decrease in of stock-based compensation expense in 2013 as compared to 2012, is due to a larger number of options vesting in 2012 at higher fair values as compared to the number vesting in 2013.

Interest Expense

Interest expense includes dividends on the Series C Preferred shares, which accrue at 8% per annum, amortization of the liquidation preferences on the Series C Preferred shares, amortization of the offering costs incurred in the offering of the Series C Preferred shares, amortization of Credit Facility costs and interest on the Company's Credit Facility and on its financing leases.

(Expressed in U.S. Dollars)

Interest expense for the years ended December 31, 2013 and 2012 consisted of the following:

	Years Ended December 31,	
	2013	2012
Accrued dividends on Series C Preferred	$ 245,878	$ 248,217
Amortization of Series C Preferred liquidation preference	172,048	173,603
Amortization of fair value of Series C Preferred detachable warrants	188,347	190,049
Amortization of offering costs	114,910	115,949
Interest expense on Credit Facility and financing leases	55,494	12,970
Amortization of deferred financing fees	23,660	—
Total	$ 800,337	$ 740,788

Gain (Loss) on Warrant Liabilities

Certain of our warrants contain anti-dilution provisions, which if triggered by the issuance by the Company of equity securities below certain levels as defined in the individual warrant agreement, may result in a reduction of the exercise price of the warrants. We have recorded these warrants as warrant liability at fair value in the accompanying consolidated statements of financial position. The warrant liability is measured at estimated fair value with subsequent changes in fair value recorded as a gain or loss in the consolidated statements of operations until such time as the warrants are exercised, expire or are permitted to be classified in shareholders' equity.

During the years ended December 31, 2013 and 2012, we recognized a non-cash gain (loss) from the change in the fair value of these warrants of $(698,805) and $524,772, respectively.

These gains (losses) are the result of decreases (increases) in the fair value of these warrants driven primarily by changes in the share price of the Company's Ordinary Shares, shortening of the remaining terms of the warrants and other factors.

Comparison of the quarter ended December 31, 2013 to the quarter ended December 31, 2012

Revenues

Revenue increased $218,818, or 47.6%, from $460,093 for the fourth quarter of 2012 to $678,911 for the fourth quarter of 2013. During the fourth quarter of 2013, revenue from our Employee Benefits and Tech Support Channels, increased by 51.7% and contributed $153,879 to the total increase in revenues, while revenues from the ISekurity customers and our anti-virus customers contributed $82,391 and $31,147, respectively, to the total increase in revenues. These increases were partially offset by a $48,603 decrease in revenues from our Consumer Marketing Channel.

Cost of Revenue

Cost of revenue for the fourth quarter of 2013 was $164,501, resulting in a gross profit of $514,410, while our cost of revenue for the fourth quarter of 2012, was $272,547, resulting in a gross profit of $187,546. The gross margin for the fourth quarter of 2013 was 75.8% as compared to a gross margin of 40.8% for the fourth quarter of 2012.

The decrease in cost of revenue is primarily the result of an $83,884 decrease data services expenses and a $33,165 decrease in personnel related expenses to provide our identity theft protection services.

General and Administrative Expense

General and administrative expense increased $24,134, or 8.0%, from $301,657 during the fourth quarter of 2012 to $325,791 during the fourth quarter of 2013. The increase includes:

- A $10,712 increase in travel expenses; and
- A $6,830 increase in professional service expenses including accounting and consulting fees

Marketing Expense

Sales and Marketing expense for the fourth quarter of 2013 totaled $173,269 as compared to $136,382 for the similar period in 2012, an increase of $36,887, or 27.0%. This increase was primarily the result of a $26,667 increase in third party sales commissions due to increased sales.

EBITDA

For the fourth quarter of 2013, EBITDA improved by $266,843 to $$15,350 as compared with $(346,382) for the similar period in 2012. The improvement in EBITDA is due primarily to a $326,864 improvement in gross margin as described above.

Stock-based Compensation

Stock-based compensation expense for the fourth quarter of 2013 totaled $246,315 as compared to $74,075 for the similar period in 2012, an increase of $172,440, or 232.5%. This increase was primarily the result of the recognition of additional stock-based compensation expense to reflect the actual number of options which were forfeited as compared to the estimated number of options forfeited based on a 5% forfeiture rate.

(Expressed in U.S. Dollars)

Interest Expense

Interest expense for the three months ended December 31, 2013 and 2012 consisted of the following:

	Three Months Ended December 31,	
	2013	2012
Accrued dividends on Series C Preferred	$ 61,974	$ 61,974
Amortization of Series C Preferred liquidation preference	43,365	43,366
Amortization of fair value of Series C Preferred detachable warrants	47,474	47,473
Amortization of offering costs	28,964	28,964
Interest expense on Credit Facility and financing leases	21,133	2,890
Amortization of deferred financing fees	8,901	—
Total	$ 211,811	$ 184,667

Gain (Loss) on Warrant Liabilities

Certain of our warrants contain anti-dilution provisions, which if triggered by the issuance by the Company of equity securities below certain levels as defined in the individual warrant agreement, may result in a reduction of the exercise price of the warrants. We have recorded these warrants as warrant liability at fair value in the accompanying consolidated statements of financial position. The warrant liability is measured at estimated fair value with subsequent changes in fair value recorded as a gain or loss in the consolidated statements of operations until such time as the warrants are exercised, expire or are permitted to be classified in shareholders' equity.

During the three months ended December 31, 2013 and 2012, we recognized a non-cash loss from the change in the fair value of these warrants of $(618,942) and $140,614, respectively. These gains are the result of a decrease in the fair value of these warrants driven primarily by a decrease in the share price of the Company's Ordinary Shares.

These gains (losses) are the result of decreases (increases) in the fair value of these warrants driven primarily by changes in the share price of the Company's Ordinary Shares, shortening of the remaining terms of the warrants and other factors.

(Expressed in U.S. Dollars)

Liquidity and Capital Resources

	As of December 31,	
	2013	**2012**
Current Assets		
Cash	$ 552,694	$ 319,073
Available-for-sale securities	-	-
Accounts Receivable	173,042	144,561
Prepaid Expenses	97,177	73,466
	822,913	537,100
Current Liabilities		
Accounts payable and accrued liabilities	$ 472,289	$ 521,134
Deferred Revenue	568,224	267,056
Current portion of long-term debt	134,054	13,574
	1,174,567	801,764
Net Working Capital	**$ (351,654)**	**$ (264,664)**

As of December 31, 2013, cash and cash equivalents and available-for-sale securities totalled $552,694 compared to $319,073 as of December 31, 2012. Net working capital at December 31, 2013 was $(351,654) compared to $(264,664) at December 31, 2012, or a decrease of $86,990 in net working capital. The working capital used during the year ended December 31, 2013, was primarily to fund operating cash flow deficits.

For the years ended December 31, 2013 and 2012, we had cash outflows from operations of $(255,701) and $(1,248,518), respectively. The decrease in cash used in operating activities, when comparing the two periods, was primarily the result of a $1,015,814 improvement in EBITDA.

For the years ended December 31, 2013 and 2012, cash flows provided by (used in) investing activities totalled $(7,353) and $729,274, respectively. Cash flows provided by investing activities in 2012 were primarily the result of the sale of $735,000 of available-for-sale securities, which provided substantially all of the cash flows from investing activities in 2012.

Cash flows from financing activities totalled $466,675 and $(16,371), respectively for the years ended December 31, 2013 and 2012, respectively, and are as follows:

	Years Ended December 31,	
	2013	**2012**
Borrowing, Credit Facility………………………….	$ 500,000	$ —
Deferred Financing Costs	(19,751)	—
Issuance costs related to conversion of debt and trade payables into ordinary shares	—	(771)
Repayment of finance lease obligations	(13,574)	(15,600)
Net cash provided by (used in) financing activities..	$ 466,675	$ (16,371)

Commitments

On March 1, 2011, the Company entered into a three year data services agreement, which rate terms were effective on July 1, 2011 and were a supplement to an existing data services agreement with the same provider (the "Data Agreements"). The agreement required the Company to pay the greater of actual data fees incurred or $50,000 per month.

On November 19, 2012, the Company entered into a new two year agreement with this data provider, which became effective on January 1, 2013, requires the Company to pay a monthly fee equal to the greater of actual data usage priced at the contractual rates or $10,000 and terminates the Data Agreements effective December 31, 2012.

In July 2011, the Company entered into an agreement to lease office space in Denver, Colorado. The lease commenced on September 1, 2011, has a 38 month term with an option to extend the lease for an additional two years. The Company's minimum lease payments for 2014 are $66,666. The minimum lease payments are subject to changes based contractual payment adjustments to accommodate additional employees in the office space and annual lease payment adjustments. In addition, the Company agreed to pay the lessor monthly payments of $2,468 for leasehold improvements paid for by the lessor. The scheduled finance lease payments for 2014 are $24,685.

The Company entered into a two year agreement with a data provider which was effective on April 1, 2014, requires the Company to pay a monthly fee based on the greater of actual data usage priced at contractual rates or $3,000 beginning on May 1, 2014.

Capital Resources

The Company will seek to grow its customer base primarily through the Employee Benefits and Tech Support Channels. The Company continues to make progress in building its Employee Benefit Channel by expanding its network of employee benefit brokers who market our services to their employer clients for inclusion in the clients' employee benefit plans as a voluntary employee benefit.

The Company began to develop the anti-virus channel in early 2011 and, to date, this channel has not generated a meaningful number of customers or revenues. Therefore, we are not anticipating any meaningful revenue growth in the short-term and there can be no assurance that the Company will be successful over the long-term in generating any significant revenue from the Anti-Virus channel.

As of December 31, 2013 our cash balances totaled $552,694, and we had no additional borrowing capacity under our Credit Facility (as defined below). We are dependent upon our existing cash balances, along with our cash flow generated from gross profits, and additional debt or equity financing, if available, to fund our operating activities, debt service, expansion plans and other working capital needs.

Based on our current forecast of revenue growth, the Company anticipates that it will generate positive operating income, before depreciation, amortization and stock-based compensation ("EBITDA"), for the year ended December 31, 2014. Given the Company's existing cash balances and decreasing operating losses, the Company believes it will have sufficient liquidity to fund its operating activities and working capital needs for at least twelve months from December 31, 2014.

To further improve our financial flexibility, on February 8, 2013, ID Rehab entered into a $500,000 secured credit facility (the "Credit Facility") with Costella Kirsch, a California based lender (the "Lender"). ID Rehab borrowed $250,000 on the Credit Facility at closing and borrowed an additional $250,000 (the "Second Draw") on July 31, 2013. As of December 31, 2013, no additional borrowings were available under this Credit Facility.

Outstanding Share Data

We are authorized to issue up to 450,000,000 Ordinary Shares and up to 450,000,000 preferred shares. As of April 18, 2014, we have the following equity securities outstanding:

Ordinary Shares

- 121,834,997 Ordinary Shares outstanding;
- 53,210,841 warrants, each of which is exercisable for one Ordinary Share at prices ranging from $0.10 to $0.29;
- 13,820,000 stock options, each of which is exercisable for one Ordinary Share at prices ranging from $0.10 to $0.56 per share; and
- 300,000 stock options, each of which is exercisable for one Ordinary Share at CDN$0.60 per Ordinary Share.

The warrants outstanding are denominated in U.S. dollars and contain cashless exercise provisions, which, upon certain conditions, permit the holder to exercise their warrants on a net cash exercise basis and receive Ordinary Shares without payment of any cash consideration. It is unlikely that we will receive any cash proceeds from the exercise of these warrants if they are exercised due to the aforementioned cashless exercise provisions.

Certain of the warrant agreements contain anti-dilution provisions that require a reduction in the exercise price of the warrant in the event the Company issues or sells its Ordinary Shares for an effective price that is less than the then existing exercise price of the warrant. During 2011, the sale of the Series C Preferred shares and the Units Offering trigged these anti-dilution provisions in certain of our warrant agreements.

Also, it is unlikely that we will receive any of the cash proceeds from the exercise of the stock options, if they are exercised, since the stock options contain a cashless exercise provision, which, upon certain conditions, permit the holder to exercise their stock options on a net cash exercise basis and receive Ordinary Shares without payment of any cash consideration.

Series C Preferred Stock

On February 24, 2011 the Company issued 3,123.481 shares of its Series C Preferred. In June 2012, 50 shares of the Series C Preferred were converted to Ordinary Shares. As of December 31, 2013, the Company had outstanding 3,073,481 shares of its Series C Preferred. The holders of the Series C Preferred have the right to convert each share of their Series C Preferred into 10,000 Ordinary Shares of the Company, or 30,734,810 Ordinary Shares. The

Company has reserved 30,734,810 of its Ordinary Shares to effect the conversion of Series C Preferred. The Series C Preferred is considered to be mandatory redeemable shares and is classified as a liability on the Company's consolidated statement of financial position as of December 31, 2013 and 2012.

The Series C Preferred has voting rights and powers equal to the voting rights of Ordinary Shares on an "as if" converted to ordinary shares basis.

In the event the Company issues or sells its Ordinary Shares for an effective price (the "New Issuance Price") that is less than the then existing conversion price of the Series C Preferred in effect immediately prior to such issue or sale, then immediately after such issuance the conversion price then in effect shall be reduced to the New Issuance Price, but not less than $0.15 per Ordinary Share.

Off-balance Sheet Arrangements

Other than the office lease commitment described in Note 12 of the Company's December 31, 2013 audited consolidated financial statements and under the "Commitments " section above, the Company did not have any off-balance sheet arrangements as of December 31, 2013 or December 31, 2012.

Transactions with Related Parties

None.

Contingencies

As of the date of this report, the Company is not involved in any litigation, threatened litigation or other claims.

Significant Accounting Judgement and Estimates

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities as of the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

The key sources of estimation uncertainly that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are:

(1) Judgments

The key judgments made in applying accounting policies that have the most significant effect on the amount recognized in these consolidated condensed financial statements are as follows:

(i) Commitments and contingencies

Management has applied judgment in determining whether various contingencies and commitments require disclosure in the financial statements and also the amounts of the commitments and contingencies.

(2) Use of Estimates

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to these consolidated condensed financial statements are as follows:

(i) Compound instruments

The Company estimated the fair value of the liability component of the Series C Preferred, including the related warrants, by discounting the redemption amount at a market rate for a similar liability that does not have an associated equity component. Warrants were issued with the Series C Preferred and their fair value was estimated using the Black Scholes options pricing model. Further, as the Series C Preferred is convertible, a portion of the proceeds were allocated to the conversion feature embedded in the Series C Preferred. Also, see Note 5 (a).

(ii) Warrants and Options

The Company uses the Black-Scholes option pricing model to value warrants and stock options. The Black-Scholes model requires the use of a number of assumptions, including expected share price volatility, risk-free interest rates, expected term, and in the case of options, the forfeiture rate. Prior to the Company's adoption of IFRS 13, in certain cases the Company also applied a discount to the quoted stock price in the Black-Scholes calculation. The expected term of stock options represents the period of time that the stock options granted are expected to be outstanding. The estimated forfeiture rate is based upon a combination of industry data and the Company's historical experience. The estimated expected share price volatility is based on the combination of the Company's historical share price volatility and the expected volatility of a similar entity with publicly-traded securities. The risk-free interest rate is based on the U.S. Treasury bill rate for the expected term of the related warrants and stock options. As the Company does not pay dividends, the dividend rate variable in the Black-Scholes model is zero.

(iii) Accounts receivable and allowance for doubtful accounts

Accounts receivable are recorded at the estimated recoverable amount which requires management to estimate uncollectable accounts. Management analyses changes in customer payment history as well as other factors when making a judgment to evaluate the adequacy of the allowance for doubtful accounts receivable. When the expectation is different from the original estimate, such difference will impact the carrying value of accounts receivable.

(iv) Property and equipment

Management estimates the useful lives of property and equipment based on the period during which the assets are expected to be available for use. The estimates are reviewed at least annually and are updated if expectations changes as a result of physical wear and tear, technical or commercial obsolescence, and legal or other limits to use. The amounts and timing of recorded expenses for depreciation or amortization of property and equipment for any period would be affected by changes in these factors and circumstances. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's property and equipment in the future.

New Accounting Policies

On January 1, 2013, the company adopted the following new standards and amendments which became effective for annual period on or after January 1, 2013:

IFRS 7 Financial Instruments

IFRS 7 provides additional information about offsetting of financial assets and liabilities. Additional disclosures are required to enable users of financial statements to evaluate the effect or potential effect of netting arrangements on the entity's financial position. The adoption of this standard had no impact on the Company's consolidated financial statements.

IFRS 10 Consolidated Financial Statements

IFRS 10 replaces the guidance in IAS 27 Consolidated and Separate Financial Statements and SIC-12 Consolidation – Special Purpose Entities, and provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC-12. The adoption of this standard had no impact on the Company's consolidated financial statements.

IFRS 11 Joint Arrangements

IFRS 11 replaces the guidance in IAS 31 Interest in Joint Ventures, and essentially carves out of previous jointly controlled entities, those arrangements which although structured through a separate vehicle, such separation is ineffective and the parties to the arrangement have rights to the assets and obligations for the liabilities and are accounted for a joint operations in a fashion consistent with jointly controlled assets/operations under IAS 31. In addition, under IFRS 11 joint ventures must now use the equity method of accounting. The standard is effective for annual periods beginning on or after January 1, 2013. The adoption of this standard had no impact on the Company's consolidated financial statements.

IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 provides the disclosure requirements for interest held in other entities including joint arrangements, associates, special purpose entities and other off balance sheet vehicles. The standard requires an entity to disclose information regarding the nature and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows. The adoption of this standard had no impact on the Company's consolidated financial statements.

IFRS 13 Fair Value Measurement

IFRS 13 replaces the fair value measurement guidance contained in individual IFRSs with a single source of fair value measurement guidance. The new requirements will result in additional disclosures about all assets and liabilities measured at fair value on the financial statements upon adoption. The adoption of this standard did not have a significant impact on the Company's consolidated financial statements.

IAS 27 Separate Financial Statements

IAS 27 prescribes the accounting and disclosure requirements for investments in subsidiaries, joint ventures, and associates when the entity prepares separate financial statements. IAS 27 requires an entity preparing separate financial statements to account for those investment at cost or in accordance with IFRS 9, Financial Instruments.

IAS 1 Presentation of Financial Statements-Amendments to Standard

IAS 1 requires an entity present separately the items of other comprehensive income that may be reclassified to profit or loss in the future from those that would never be reclassified to profit or loss. As the amendments only require changes in the presentation of items in other comprehensive income, the adoption of these amendments did not have a significant impact on the Company's consolidated financial statements.

Future Accounting Pronouncements

The company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have any impact on the Company.

For annual period beginning on or after January 1, 2014, the Company will be required to adopt each of these standards:

IFRS 9 Financial Instruments

IFRS 9 replaces the guidance in IAS 39 Financial Instruments: Recognition and Measurement, on the classification and measurement of financial assets and liabilities.

The IASB has removed the effective date for this IFRS as they finalize and complete their comprehensive project on financial statements. The Company will be required to adopt IFRS 9 in the future and has not fully assessed the impact of adopting IFRS 9.

IAS 36 Impairment of Assets (amended)

IAS 36 which modifies certain disclosure requirements about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal. The amendments apply retrospectively for annual period beginning on or after January 1, 2014. The Company plans to adopt the amendments in its consolidated financial statements for the annual period beginning on January 1, 2014. The adoption of this standard will impact the Company's disclosures in the notes to the consolidated financial statements in periods where an impairment loss or impairment reversal is recorded.

Various Amendments

In December 2013, the IASB issued narrow-scope amendments to a total of nine standards as part of its annual improvement process. The improvement process is designed to make non-urgent but necessary amendments to IFRS. Some of the amendments made to the existing standards include: clarifying the definition of "vesting conditions" in IFRS 2, "Share-based payment"; defining the classification and measurement of contingent consideration; scope exclusion for the formation of joint arrangements in IFRS 3; "Business Combinations", and modifying the definition of a "related party" in IAS 24, "Related Party Disclosures". The Company intends to adopt these amendments in its consolidated financial statements for the annual period beginning on January 1, 2014. The adoption of these standards is not expected to have a material impact on the consolidated financial statements.

Financial Instruments and Other Instruments

On February 24, 2011, the Company issued 3,123,481 shares of its Series C Preferred and five-year warrants to purchase 15,617,405 of its Ordinary Shares at an exercise price of $0.12 per share and received gross proceeds of $3,123,481. In addition, the Company issued to the underwriters of this offering five-year warrants to purchase 4,348,481 of its Ordinary Shares at an exercise price of $0.12 per share. The Series C Preferred is considered to be mandatory redeemable shares and is classified as a liability on the Company's statement of financial position.

In accordance with IAS 32, the Company estimated the fair value of the liability component of the Series C Preferred Stock to be $2,978,009, including the related warrants, by discounting the redemption amount at a market rate for a similar liability that does not have an associated equity component. The warrants were issued with the Series C Preferred and their fair value, using the Black Scholes options pricing model, is estimated to be $814,105, resulting in a fair value of $2,165,904 for the liability portion of the Series C Preferred stock. Further, as the Series C Preferred is convertible, a portion of the proceeds were allocated to the conversion feature embedded in the Series C Preferred. The residual amount reflecting the conversion feature of $145,472 was recorded as the equity component. The Series C Preferred and the related warrants are classified as a liability, and the discount will be amortized over the period from issuance to February 2016 (the redemption date) as a charge to interest expense.

Forward-looking Information and Statements

Certain statements contained in this report constitute forward looking information within the meaning of securities laws. Implicit in this information, particularly in respect of the Company's future operating results and economic performance are assumptions regarding projected revenues and expenses. These assumptions, although considered reasonable by the Company at the time of preparation, may prove to be incorrect. Readers are cautioned that the Company's actual future operating results and economic performance are subject to a number of risks and uncertainties, including general economic, market and business conditions, and could differ materially from what is currently expected. Forward-looking information contained in this report is based on management's current estimates, expectations and projections, which management believes are reasonable as of the current date. The reader should not place undue reliance on forward-looking statements and should not rely upon this information as of any other date. In addition to presenting an analysis of results for the three and twelve month period ended December 31, 2013 and 2012, this report also discusses certain important events that occurred between the end of the period and April 18, 2014.

Forward-looking information included or incorporated by reference in this document includes statements with respect to the Company's:

- Efforts and plans to expand its employee benefits distribution channel, the number of benefits brokers and our customer base-- See Marketing of Services;
- Position that it is unable to provide assurance that it will be successful in generating any significant revenue from its Anti-Virus Channel--See Capital Resources;
- Belief that it will likely generate positive operating income, before depreciation, amortization and stock-based compensation, for the year ended December 31, 2014--See Capital Resources;
- Belief that it will have sufficient liquidity to fund its operating activities and working capital needs through December 31, 2014—See Capital Resources.

Business Risks

In the normal course of business the Company's operations are influenced by a number of internal and external factors and are exposed to risks and uncertainties that can affect its business, financial condition and operating results. The activities of the Company are subject to ongoing operational risks including the performance of key data and service suppliers, product acceptance, competition, ability to retain customers and government and other industry regulations, all of which may affect the ability of the Company to meet its obligations.

The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks actually occurs, our business, financial condition, results of operations, and future prospects could be materially and adversely affected.

Risk management is supervised by the Chief Executive Officer and the Chief Financial Officer under guidance from the Board of Directors. The Chief Executive Officer and the Chief Financial Officer department identifies and evaluates financial risks in cooperation with other management personnel. The finance department is charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated to acceptable levels.

Ability to Retain Distribution Partners, Employers and Customers

We have derived a significant portion of our revenue from customers who subscribe to our consumer services through one of our distribution partners, including benefit brokers, benefit platforms, employers and tech support partners. Many of our key distribution relationship are governed by agreements that may be terminated without cause and without penalty and upon a short notice period. In order for us to grow our revenue, we must maintain and expand our relationships with these partners. The loss of certain of these distribution partners may have a material adverse effect on our business, financial condition, and results of operation (see Note 15 to financial statements).

Data Suppliers

Our services depend extensively upon continued access to and receipt of data from external sources. Our data providers could stop providing data, provide untimely data, or increase the costs for their data for a variety of reasons, including for competitive reasons. This would adversely affect our business, operating results, and financial condition.

Further, we may not be successful in maintaining our relationships with these data providers and may not be able to continue to obtain data from them on acceptable terms or at all. Furthermore, we cannot provide assurance that we will be able to obtain data from alternative or additional sources if our current sources become unavailable.

Ability to Manage Future Growth

Future growth, if any, may cause a significant strain on the Company's management and its operational, financial, human and other resources. The Company's ability to manage growth effectively will require it to implement and improve operational, financial, and management information systems and to hire, train, manage employees. These demands may require the addition of management and other personnel and the development of additional expertise. There can be no assurance that the Company will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth, if any.

Competition

We operate in a highly competitive business environment and most of our competitors have substantially greater financial technical, marketing, distribution and other resources than we possess which affords them competitive advantages. In addition, some of our competitors may have access to data that we do not have or cannot obtain without difficulty, or at all. Any of these factors could reduce our growth, revenue, access to valuable data, or market share.

Security of Confidential Information

Our services require us to collect, store, use, and transmit significant amounts of confidential information including personally identifiable information, credit card information, and other critical data. We employ a range of information technology solutions, controls, procedures, and processes designed to protect the confidentiality, integrity, and availability of our critical assets, including our data and information technology systems. While we engage in a number of measures aimed to protect against security breaches and to minimize problems if a data breach were to occur, our information technology systems and infrastructure may be vulnerable to damage, compromise, disruption, and shutdown due to attacks or breaches by hackers or due to other circumstances, such as employee error or malfeasance or technology malfunction. The occurrence of any of these events, as well as a failure to promptly remedy these events should they occur, could compromise our systems, and the information stored in our systems could be accessed, publicly disclosed, lost, stolen, or damaged. Any such circumstance could adversely affect our ability to attract and maintain customers as well as strategic partners, cause us to suffer negative publicity, and subject us to legal claims and liabilities or regulatory penalties.

Government Regulation

Our business and the information we use in our business is subject to a wide variety of federal, state, and local laws and regulations, including the FCRA, the Gramm-Leach-Bliley Act, the FTC Act and comparable state laws that are patterned after the FTC Act, and similar laws. We incur significant costs to operate our business and monitor our compliance with these laws and regulations. Any changes to the existing applicable laws or regulations, or any determination that other laws or regulations are applicable to us, could increase our costs or impede our ability to provide our services to our customers, which could have a material adverse effect on our business, operating results, financial condition, and prospects. In addition, any of these laws or regulations is subject to revision, and we cannot predict the impact of such changes on our business. Further, any determination that we have violated any of these laws and regulations may result in liability for fines, damages, or other penalties, which could have a material adverse effect on our business, operating results, financial condition, and prospects.

We also are subject to federal and state laws regarding privacy and the protection of data. Any failure by us to adequately protect our customers' privacy and data could result in a loss of customer confidence in our services and ultimately in a loss of customers, which could adversely affect our business.

Credit, Liquidity and Interest Risks

The Company is exposed to credit, liquidity and interest rate risks in the normal course of the Company's operations. These risks are mitigated by the Company's financial management policies and practices described below.

(Expressed in U.S. Dollars)

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's accounts receivable from customers.

(i) Trade and other receivables

The Company is exposed to credit risk from its customers. The Company does not perform credit checks on its customers in advance of providing service to the customers and therefore does not have specific knowledge regarding the credit quality of its customers. However, the Company has a significant number of customers, which minimizes concentration of credit risk, reviews its account receivable aging frequently and follows up on any accounts that are past due.

As of December 31, 2013, accounts receivable that are considered past due (over 30 days past due from the date of the invoice) totalled $37,139, none of which the Company considered to be impaired. The accounts receivable at December 31, 2013 and 2012, was $173,980 and $144,561, respectively. For the years ended December 31, 2013 and 2012, the Company recorded bad debt expense of $2,234 and $3,195, respectively

(ii) Cash and Cash Equivalents

The Company limits its exposure to credit risk by making deposits with and investing only in liquid securities with established financial institutions. Management does not expect any counterparty to fail to meet its obligations.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk by continuously monitoring actual and projected cash flows, taking into account projected sales, receipts, expenditures and by managing the maturity profile of its financial liabilities. The Company currently finances its operations through internally generated cash flows and available cash balances. The table below is a summary of the Company's debt maturities as of December 31, 2013:

	Debt Maturity			
Obligation	**2014**	**2015**	**2016**	**Total**
Credit Facility…………………………..	$ 180,853	$ 205,817	$ 113,330	$ 500,000
Finance leases………………………	14,068	15,931	14,860	44,859
Series C Preferred……………...…….	—	—	5,164,257	5,164,257
Total……………………………..…….	$ 194,921	$ 221,748	$ 5,292,447	$ 5,709,116

Interest Rate Risk

The Company is currently not exposed to interest rate risk as all of its debt has fixed interest rates.