ID Watchdog, Inc.
Management's Discussion and Analysis
For the Three and Nine Months ended September 30, 2012

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 unaudited consolidated interim financial statements for the three and nine months ended September 30, 2012 and the audited annual consolidated financial statements of the Company for the year ended December 31, 2011, 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, 2011, 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 17 of this MD&A.

Adoption of International Financial Reporting Standards ("IFRS")

The Company's unaudited 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 November 28, 2012.

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

Background and Description of Business

The Company provides a variety of identity theft detection, protection and resolution services primarily to individual customers 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 patent pending 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

Historically, the Company has used direct consumer advertising, telemarketing and on-line affiliate marketing programs to sell its services. 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. In order to grow our customer base, reduce our customer acquisition costs and improve our customer retention rates, the Company explored a number of solutions and, in doing so, identified a movement among certain software service providers toward providing consumers with a comprehensive desktop and mobile phone security application suite that incorporates device protection, identity protection, and on-line transactional security.

To capitalize on the emerging trend of comprehensive personal computer and mobile phone security solutions to increase our customer base, while at the same time seeking to reduce our customer acquisition costs, the Company has partnered with certain anti-virus and other desk-top software providers to provide its identity theft protection services as a complimentary add-on product offering directly to the partners' end-users through their customers' desktops (the "Desktop Partnering Strategy"). The Company is offering "free alerts", which are comprised of personal alerts based upon changes to the individual's credit report, as well as generic informational alerts. These "free alerts" we believe, over the long-term, will form a foundation upon which the Company will seek to upgrade users from "free alerts" to a premium identity theft protection product. While the Company will not be paying for access to market to our partners' customers, we will be sharing in the revenue from each sale with our partners.

In early 2011, the Company began to implement the Desktop Partnering Strategy. As of the date of this report, the Company has negotiated partnering agreements with five anti-virus or other desktop software companies. In June and July the Company integrated its services with two of its partners and has now launched its services with all of its five partners.

(Expressed in U.S. Dollars)

As a complement to the Desktop Partnering Strategy and to generate additional sales of our identity theft protection services, the Company has also begun to establish distribution relationships with companies that provide personal computer performance enhancement services.

Also, 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 clients ("Benefits Brokers"). We are seeking to expand this sales channel and ultimately our customer base by significantly expanding the number of these relationships. We commenced these expansion efforts in the second quarter of 2012 and we are in the early stages of building a network of Benefits Brokers. We do not believe we will generate significant revenue from these Benefits Brokers until early 2013.

Results of Operations

The financial information set out below is based on and derived from our unaudited consolidated statements of operations for the three and nine month periods ended September 30, 2012 and 2011.

	For the Three Months ended September 30,	
	2012	**2011**
	(unaudited)	(unaudited)
Revenue	$ 434,052	$ 446,817
Gross profit	172,469	144,699
Gross profit margin	39.7%	32.4%
Operating expenses		
General and Administrative	277,087	415,569
Marketing expense	235,847	195,148
Stock – based compensation expense	103,725	242,647
Depreciation and amortization expense	21,937	68,381
Net income (loss) and comprehensive loss applicable to ordinary shares	$ (646,990)	$ 709,174
Basic net income (loss) per share applicable to ordinary shares	$ (0.01)	$ 0.01
Diluted net income (loss) per share applicable to ordinary shares	$ (0.01)	$ 0.00

(Expressed in U.S. Dollars)

	For the Nine Months ended September 30,	
	2012	**2011**
	(unaudited)	(unaudited)
Revenue	$ 1,348,429	$ 1,542,511
Gross profit	501,117	891,074
Gross profit margin……………………………..	37.2%	57.8%
Operating expenses		
General and Administrative …….	1,131,101	1,637,136
Marketing expense	449,026	454,827
Stock – based compensation expense	445,896	612,445
Depreciation and amortization expense	68,835	143,521
Net loss and comprehensive loss applicable to ordinary shares	$ (1,760,693)	$ (3,097,741)
Basic net loss per share applicable to ordinary shares	$ (0.01)	$ (0.03)
Diluted net loss per share applicable to ordinary shares………………..	$ (0.01)	$ (0.03)

Revenues

Revenue decreased $12,765, or 2.9%, from $446,817 for the third quarter of 2011 to $434,052 for the third quarter of 2012. While we increased the average number of customers by 10.9% during the third quarter of 2012 and compared to the third quarter of 2011, we realized lower average rates from our new customers resulting in a slight decrease in revenues.

Revenue decreased $194,082, or 12.6%, from $1,542,511 for the nine months ended September 30, 2011 to $1,348,429 for the nine months ended September 30, 2012. This decrease in revenue is the primarily the result of a decrease in the average rates paid by our customers as well as a 5.4% decline in the average number of customers subscribing to our services as a during the nine months ended September 30, 2012 as compared to the similar period in the prior year.

Our average revenue per customer decreased during the three and nine months periods ended September 30, 2012, as compared to the similar periods in the prior year. We anticipate that this trend will continue over the next several quarters as we generate substantially all of our new customers from the employee benefits and the anti-virus/tech support channels, which generate lower net revenue per customer as compared to the rates we generate from the balance of our customer base. Specifically, the new customers we added through our anti-virus/tech support channel generate a lower level of net revenue per customer as compared to our employee benefits channel customers as the agreements with our anti-virus and tech support partners require that we share a portion of our revenues with these partners.

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 third quarter of 2012 was $261,583, resulting in a gross profit of $172,469, while our cost of revenue for the third quarter of 2011, was $302,118, resulting in a gross profit of $144,699. Gross margin for the third quarter of 2012 was 39.7% as compared to a gross margin of 32.4% for the third quarter of 2011. The decrease in cost of revenue is primarily a result of a $15,045 decrease in personnel and related costs in support of our identity monitoring, a $5,158 decrease in costs for credit card processing as a resulting from decreased revenue and a $36,900 write-off of certain software licenses in the third quarter of 2011. These decreases in cost of revenue were partially offset by an increase in data costs incurred to provide enhanced services to certain customers.

Cost of revenue for the nine months ended September 30, 2012 was $847,312, resulting in a gross profit of $501,117, while our cost of revenue for the nine months ended September 30, 2011, was $651,437, resulting in a gross profit of $891,074. Gross margin for the nine months ended September 30, 2012 was 37.2% as compared to a gross margin of 57.8% for the nine months ended September 30, 2011. The increase in cost of revenue is primarily a result of a $284,846 increase in data service expenses, which were partially offset by a $19,814 decrease in costs for credit card processing as a result of a decrease in revenue during the period and a $36,900 write-off of certain software licenses during the nine months ended September 30, 2011. Data service expenses increased due to a data service fee increase that took effect in July 2011.

On March 1, 2011, the Company entered into a three year data services agreement, which rate terms are effective on July 1, 2011 and are a supplement to an existing data services agreement with the same provider (the "Data Agreements"). The agreement requires 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 becomes 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.

Had this new data agreement been in place at the beginning of 2012, our gross profit margins would have been 67.4% and 63.9% for the three and nine month periods ended September 30, 2012, respectively.

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 $138,482, or 33.3%, from $415,569 during the third quarter of 2011 to $277,087 during the third quarter of 2012. The significant items contributing to the decrease are as follows:

- A $62,594 decrease in legal fees. During the third quarter of 2011, the Company incurred legal fees to research and advice on certain securities related projects and other general corporate matters. No similar expenses were incurred during in the third quarter of 2012.
- A $29,589 decrease in accounting fees. During the third quarter of 2011, the Company incurred accounting fees to assist in the adoption IFRS and with other accounting related matters.

General and administrative expense decreased $506,035, or 30.9%, from $1,637,136 for the nine months ended September 30, 2011 to $1,131,101 for the nine months ended September 30, 2012. The significant items contributing to the decrease are as follows:

- A $190,721 decrease in legal fees. During the nine months ended September 30, 2011, the Company incurred legal fees to research and advice on certain securities related projects, and to advise on the resolution of two contractual disputes. No similar expenses were incurred during in the first nine months of 2012.
- A $97,500 decrease in consulting fees paid to Mr. Yurek our former CEO
- A $62,512 decrease in travel and entertainment expenses as management of the Company made fewer trips to Europe to meet with certain of its anti-virus partners during the nine months ended September 30, 2012, as compared to the similar period in 2011.
- A decrease in bad debt expense of $43,471. No similar expense was incurred during the nine months ended September 30, 2012.

Sales and Marketing Expense

Marketing expense consists primarily of the following:

- Salaries, commissions and benefits of sales and marketing personnel;
- Marketing agents' commissions;
- Marketing and promotional materials;
- Public relations expenses; and
- Other marketing expenses

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Sales and Marketing expense for the third quarter of 2012 totaled $235,487 as compared to $195,148 for the similar period in 2011, an increase of $40,699, or 20.9%. This increase was primarily the result of a $61,955 increase in salaries, commissions and benefits due to the addition of sales and account management personnel, which was partially offset by a $29,493 decrease in public relations expenses, an $11,078 decrease in travel expenses and a $9,903 decrease in telecommunications expenses.

Sales and Marketing expense for the nine months ended September 30, 2012 totaled $449,026 as compared to $454,827 for the similar period in 2011, a decrease of $5,801, or 1.3%. This decrease was primarily the result of a $46,700 decrease in public relations expenses, a $45,943 decrease in telecommunications and facilities expenses and a decrease in travel expenses of $34,420. These decreases were partially offset by a $112,190 increase in salaries, commissions, benefits and recruiting expenses due to the addition of sales and account management personnel.

Stock-based Compensation

Stock-based compensation expense for the third quarter of 2012 totaled $103,725 as compared to $242,647 for the similar period in 2011, a decrease of $138,922, or 57.3%.

Stock-based compensation expense for the nine months ended September 30, 2012 totaled $445,896 as compared to $612,445 for the similar period in 2011, a decrease of $166,549, or 27.2%.

The Company uses graded vesting to amortize the estimated fair value of individual option grants over the vesting period, which results in the recognition of a higher level of stock compensation expense in the first year of an option grant. In June 2011, the Company granted options to acquire 8,110,000, which resulted in a higher amount of expense being recorded during the three and nine months ended September 30, 2011 as compared to the similar period in the current year.

Related Party Expense

From the Company's inception through March 11, 2011, Daryl Yurek was the Chief Executive Officer and Chairman of the Board of Directors of the Company. On March 11, 2011, Mr. Yurek resigned as CEO and as Chairman of the Board of the Company. Subsequent to that date, the Company no longer considers transactions with Mr. Yurek, or his affiliates, including Veracity Credit Consultants, LLC ("VCC"), to be related party transactions. While transactions with Mr. Yurek and his affiliates are no longer considered related party transactions subsequent to March 11, 2011, certain of these transactions continued subsequent to the date he resigned from the Company.

During the third quarter of 2011, the Company gave written notice to VCC that it was terminating its verbal office rent, equipment and supplies agreement effective September 21, 2011. Also, during the third quarter of 2011, the Company received notice from Mr. Yurek that he had ceased providing certain consulting services to the Company under a month to month verbal consulting agreement. As a result, effective August 31, 2011, the Company is no longer receiving or paying for these month to month consulting services.

Following are services provided by Mr. Yurek, or his affiliates including VCC, which were considered related party expense for the period January 1 to March 11, 2011. The expenses disclosed below only include transactions with Mr. Yurek or VCC through and including March 11, 2011.

a) Marketing Expenses

During 2011, the Company was provided facilities and call center services by VCC under a month to month service agreement. For the period January 1 through March 11, 2011, the Company incurred call center marketing expenses of $10,800.

(b) Office Rent, Equipment and Supplies

During 2011, the Company shared office space with VCC and was allocated certain costs (based on head count) for office space rent, office equipment, supplies and other office related items. This sharing arrangement was a month to month cost sharing agreement with VCC. For the period January 1 through March 11, 2011, the Company incurred $18,093 of expenses under this arrangement.

(c) Consulting Fees to Daryl Yurek

During 2011, the Company paid consulting fees to Daryl Yurek, or entities he controlled, under a month to month consulting agreement. For the period January 1 through March 11, the Company recognized $30,277 of consulting fees under this arrangement.

(d) Note Receivable

In February 2010, the Company agreed to loan VCC $67,220 with an advance of $50,000 and a transfer of a previous prepayment for VCC to provide call center facilities and services as described above. The note receivable accrued interest at a rate of 10% per annum and was due on January 31, 2011. The note maturity was extended by one year in February 2011. At September 30, 2012, the note receivable balance, including accrued interest totaled $46,907 and is reflected in the consolidated statement of financial position as a current asset. The note receivable and all accrued interest has been fully reserved as the Company believes it is unlikely the note receivable and accrued interest will be collected. The Company recognized interest income of $0 and $1,106 for three months ended September 30, 2012 and 2011, respectfully. For the nine months ended September 30, 2012 and 2011, the Company recognized interest income of $1,151 and $3,204, respectively.

Interest expense

Interest expense includes dividends of 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 and interest on the Company's capitalized lease obligations.

Interest expense during the three and nine months ended September 30, 2012 and 2011 consisted of the following:

(Expressed in U.S. Dollars)

	For the three Months Ended September 30, 2012	2011
Accrued dividends on Series C Preferred	$ 61,975	$ 62,983
Amortization of Series C Preferred liquidation preference	43,365	42,452
Amortization of fair value of Series C Preferred detachable warrants	47,474	47,835
Amortization of offering costs	28,963	29,349
Interest expense on finance leases and debt	3,125	294
Total Interest Expense	$ 184,902	$ 182,913

	For the nine Months Ended September 30, 2012	2011
Accrued dividends on Series C Preferred	$ 186,243	$ 149,242
Amortization of Series C Preferred liquidation preference	130,237	106,130
Amortization of fair value of Series C Preferred detachable warrants	142,576	113,947
Amortization of offering costs	86,985	69,276
Interest expense on finance leases and debt	10,080	69,818
Total Interest Expense	$ 556,121	$ 508,413

Gain (Loss) on Warrant Liabilities

Certain of our warrant agreements contain anti-dilution provisions, which if triggered, would result in a reduction of the exercise price of the warrants. We have recorded these warrants in our statements of financial position at as a warrant liability at their estimated fair value. At the end of each reporting period we adjust the estimated fair value of these warrants through a charge or credit to earnings until such time as the instruments are exercised, expire or are permitted to be classified in shareholders' equity. During the third quarter ended September 30, 2012 and 2011, we recognized non-cash gains of $3,639 and $1,668,000, respectively, which was a result of decrease in fair value of these warrants. For the nine month periods ended September 30, 2012 and 2011, we recognized non-cash gains (losses) of $384,158 and $(636,000), respectively, which related to the change in fair value of these warrants.

A number of factors affect the estimated fair value of the warrant liability including our stock price, the discount applied to the quoted stock price, share price volatility of our stock, the exercise price of the warrant, the remaining term of the warrant and the risk free interest rate. Because our share price volatility is high, we may experience significant changes in the estimated fair value of the warrant liability and the resulting gain or loss we record in our statements of operations.

Summary of Quarterly Results

	September 30, 2012	June 30, 2012	March 31, 2012	December 31, 2011
	(IFRS*) (unaudited)	(IFRS*) (unaudited)	(IFRS*) (unaudited)	(IFRS*) (unaudited)
Revenue	$ 434,052	$ 470,320	$ 444,057	$ 477,552
Net income (loss)	$ (646,990)	$ (499,884)	$ (613,819)	$ 484,200
Net income (loss) applicable to ordinary shares................................	$ (646,990)	$ (499,884)	$ (613,819)	$ 484,200
Basic net income (loss) per share	$ (0.01)	$ 0.00	$ (0.01)	$ 0.01
Diluted income (loss) per share……………………	$ (0.01)	$ 0.00	$ (0.01)	$ 0.00

	September 30, 2011	June 30, 2011	March 31, 2011	December 31, 2010
	(IFRS*) (unaudited)	(IFRS*) (unaudited)	(IFRS*) (unaudited)	(IFRS*) (unaudited)
Revenue	$ 446,817	$ 523,051	$ 572,643	$ 552,795
Net income (loss)	$ 709,174	$(2,661,611)	$ (1,145,304)	$(1,107,603)
Net income (loss) applicable to ordinary shares................................	$ 709,174	$(2,661,611)	$ (1,145,304)	$(1,107,603)
Basic net income (loss) per share	$ 0.01	$ (0.03)	$ (0.01)	$ (0.02)
Diluted income (loss) per share………………………	$ 0.00	$ (0.03)	$ (0.01)	$ (0.02)

* Prepared in accordance with International Financial Reporting Standards ("IFRS") and reported in US dollars.

Over the eight calendar quarters ended September 30, 2012, the Company's revenues have decreased from the prior year quarter to the current year quarter as it has transitioned its sales and distribution efforts from consumer advertising, tele-marketing, and on-line affiliate marketing programs to its Desktop Partnering Strategy and employee benefits focused revenue generating strategies.

Net income (loss) applicable to ordinary shares has changed significantly from quarter to quarter due to significant changes in the gain (loss) on warrant liabilities. See gain (loss) on warrant liabilities above and Note 11 to unaudited interim consolidated financial statements for the three and nine months ended September 30, 2012 and 2011.

Liquidity and Capital Resources

Recapitalization of the Company and Issuance of Series C Convertible Preferred Shares

The Company has incurred significant losses from operations and has funded these losses primarily through funds raised in its 2008 Initial Public Offering ("IPO") and from private placements of debt and equity securities.

On February 24, 2011, the Company completed a recapitalization of the Company (the Recapitalization"), in which it raised $2,816,897 in net proceeds from the sale of preferred stock, retired $2,932,780 of debt in exchange for ordinary shares in the Company (the "Ordinary Shares") and repaid $814,445 of trade payables in exchange for Ordinary Shares. The details of the Recapitalization activities are as follows:

- The sale of 3,123.481 shares of Series C Preferred at a price of $1,000 per unit, with each unit consisting of one (1) Series C Convertible Preferred share of no par value (the "Series C Preferred") and 5,000 warrants to purchase Ordinary Shares (the "Recap Warrants") (each one share of Series C Preferred and 5,000 warrants a "Recap Unit" and collectively the "Recap Units"). The gross proceeds from the sale of the Recap Units were $3,123,481. Each Series C Preferred Share is convertible into 10,000 Ordinary Shares in the capital of the Company at a conversion price of $0.10 per share at any time before February 24, 2016. The Series C Preferred Shares mature on February 24, 2016 and may be repaid in cash or through the issuance of a 90-day promissory note on the maturity date. Each Recap Warrant is exercisable into one Ordinary Share in the capital of the Company at a price of $0.12 at any time before February 24, 2016. The Recap Warrants are, at the option of the holder, exercisable on a cashless basis whereby the holder of the warrant will be entitled to receive that number of Ordinary Shares equivalent to the "in-the-money" value of the warrant divided by a minimum exercise price of $0.12 per Ordinary Share.

- The issuance of 30,288,769 Ordinary Shares, for repayment of $2,932,780 face amount of outstanding convertible notes. The convertible notes consisted of $1,703,000 of notes issued in October and November of 2009 maturing in September 2010 (the "2009 Notes") and $1,500,000 of convertible notes (the "2010 Notes") outstanding with an extended maturity to February 2011. During the second quarter of 2011, a consent offer was made to the holders of the 2009 Notes and the 2010 Notes to exchange their notes for cash and Ordinary Shares. For each $1,000 original face amount of 2009 Note and the 2010 Notes, the holders received $200 in cash and that number of shares of our Ordinary Shares which is equal to the sum of $1,000 plus applicable accrued interest thereon as of the closing of the offer, divided by $0.10. Holders of $271,100 face amount of the 2009 Notes and the 2010 Notes chose not to participate in the exchange and were repaid in cash. As of February 24, 2011, all of the 2009 and 2010 Notes had been repaid.

- The Company repaid $814,345 of certain trade payables through the issuance of 8,143,450 Ordinary Shares (the "Vendor Ordinary Shares") at an issuance price of $0.10 per Ordinary Share.

- The Company paid the placement agent and other financial advisors $412,186 and issued 4,373,481 of warrants exercisable into one Ordinary Share in the capital of the

(Expressed in U.S. Dollars)

Company at a price of $.12 per warrant. The warrants can be exercised at any time before February 24, 2016. In addition, the Company incurred $118,020 of inducement fees and expenses to assist with the convertibles notes and trade payables exchanges described above.

On November 8, 2011, the Company closed a private placement offering of units (the "Units"). The company sold 8,333,333 Units at a price of $0.24 per Unit for aggregate gross proceeds of U.S. $2,000,000 (the "Units Offering"). Net proceeds from the Units Offering were $1,808,646. Each Unit consists of two Ordinary Shares in the capital of the Company and two ordinary share purchase warrants (each, a "Warrant"). The second Warrant entitles the holder to purchase one additional Ordinary Share at a price of U.S. $0.15 at any time prior to 5:00 p.m. on November 8, 2016. The second Warrant entitles the holder to purchase one additional Ordinary Share at a price of U.S. $0.25 at any time prior to 5:00 p.m. on November 8, 2016.

The net proceeds from the Offering will be used to fund operating deficits, to hire and compensate additional personnel and for general working capital purposes. Below is a summary of the actual use of proceeds from the Units Offering.

Proceeds from Offering

Gross Proceeds from Units Offering	$2,000,000
Less: Offering Costs	(191,354)
Net Proceeds from Units Offering	$1,808,646

Use of Proceeds from Offering

Operating Deficit for the period November 8, 2011 to September 30, 2012 (1)	$1,069,862
Expense for additional personnel for the period November 8, 2011 to September 30, 2012	124,192
Total Actual Use of Proceeds	$1,194,054
Net Proceeds of Units Offering available to fund future operating deficits, compensation for additional personnel and for general working capital purposes	$ 614,592

'(1) Operating deficit is the operating loss plus depreciation and amortization and stock based compensation and expense for additional personnel.

(Expressed in U.S. Dollars)

Liquidity

	September 30, 2012		December 31, 2011	
Current Assets				
Cash	$	685,781	$	854,688
Available-for-sale securities		-		735,000
Accounts Receivable		90,320		109,591
Prepaid Expenses		39,973		52,901
		816,074		1,752,180
Current Liabilities				
Accounts payable and accrued liabilities	$	527,315	$	465,039
Deferred Revenue		282,087		215,200
Current portion of long-term debt		14,014		15,600
		823,416		695,839
Net Working Capital	**$**	**(7,342)**	**$**	**1,056,341**

As of September 30, 2012, cash and cash equivalents and available-for-sale securities totalled $685,781 compared to $1,589,688 as of December 31, 2011. Net working capital at September 30, 2012 was $(7,342) with a current ratio of .99, compared to $1,056,341 at December 31, 2011, with a current ratio of 2.52, or a decrease of $1,063,683 of net working capital. The working capital used during the nine months ended September 30, 2012, was primarily to fund operating cash flow deficits.

During the nine months ended September 30, 2012 and 2011, we had cash outflows from operations of $(885,502) and $(1,968,294), respectively. The decrease in cash used in operating activities, when comparing the two periods, was primarily the result of the repayment of $814,345 of vendor payables during the nine months ended September 30, 2011, as part of the Company's February 24, 2011 refinancing, and a net increase in deferred revenues of $191,252.

Cash flows used in investing activities increased to $729,274 for the nine months ended September 30, 2012 from $10,955 for the nine months ended September 30, 2011 as a result of the sale of $735,000 of available-for-sale securities during the nine months ended September 30, 2012 for which there were no similar sales in the prior year period.

Cash flows from financing activities totalled $(12,679) and $2,143,416, respectively for the nine months periods ended September 30, 2012 and 2011, respectively, and are as follows:

(Expressed in U.S. Dollars)

	Nine Months Ended September 30,	
	2012	**2011**
Proceeds from issuance of Series C Preferred Stock and warrants issued, net of issuance costs	$ —	$ 2,685,776
Repayment of Debt	—	(271,000)
Issuance costs related to conversion of debt and trade payables into ordinary shares	(771)	(267,796)
Repayment of finance lease obligations	(11,908)	(3,464)
Net cash provided by (used in) financing activities	$ (12,679)	$ 2,143,416

Commitments

On March 1, 2011, the Company entered into a three year data services agreement, which rate terms are effective on July 1, 2011 and are a supplement to an existing data services agreement with the same provider (the "Data Agreements"). The agreement requires 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 becomes 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 has a three year term with an option to extend the lease for an additional two years. The Company's minimum lease payments for the fourth quarter 2012, 2013 and 2014 are $18,750, $75,000 and $62,500, respectively. The minimum lease payments are subject to changes based contracted payment adjustments to accommodate additional employees in the office space. In addition, the Company will pay to the lessor $2,425 per month for leasehold improvements paid for by the lessor. These payments for 2012, 2013 and 2014 are $33,950, $29,100 and $24,250 respectively.

Capital Resources

The Company has partnered with certain anti-virus and other desk-top software providers to provide our identity theft protection services as a complimentary add-on product offering directly to the partners' end-users through their customers' desktops (the "Desktop Partnering Strategy"). The Company began to implement the Desktop Partnering Strategy in early 2011 and, to date; we have not generated a meaningful number of customers or revenues from the Desktop Partnering Strategy. Further, the early results from the July 2012 launch of a significant anti-virus software provider have been substantially below our expectations.

The Company believes that it will require several additional quarters in working closely with each desktop software partner to effectively integrate our service offerings with their software products and to reach a sufficient portion of our partners' end-users before we begin to generate a meaningful level customer registrations and potentially new paying customers. However, the Company continues to experience lengthy delays in the deployment and integration of changes and optimization features and is receiving limited access to our partners' end-users and therefore there can be no assurance that the Company will be successful over the long-term in generating any significant revenue from its Desktop Partnering Strategy.

The Company continues to make solid progress in expanding its network of employee Benefit Brokers who market our services to their employer clients for inclusion in the client's employee benefit plans as a voluntary employee benefit. However, we do not believe we will generate significant revenues from these sources until early 2013.

Our cash balances and as of September 30, 2012 were $685,781. We are dependent upon our existing cash balances, along with our cash flow generated from gross profits and/ or additional debt or equity financing to fund our operating activities, our expansion plans and other working capital needs.

The Company believes that it will likely achieve positive operating income in the second quarter of 2013. We anticipate modest sequential revenue growth beginning in the fourth quarter of 2012 and continuing through 2013, driven by growth from both our employee benefits channel and our anti-virus/tech support channel.

On November 19, 2012, the Company entered into a new two year agreement with one of its data provider, which becomes 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 with this provider effective December 31, 2012. This new data agreement reduces our minimum payment for these data services by $40,000 per month beginning January 1, 2013. As a result, our gross margins are projected to improve from 39.7% in the third quarter of 2012 to a range of 65% to 70% beginning in the first quarter of 2013.

We further reduced our operating costs in the fourth quarter of 2012, primarily by reducing personnel and adjusting the compensation levels of certain employees. To further improve our financial flexibility we are actively seeking a secured credit facility and we are in the early stages of discussions with potential lenders for this facility. While we believe we will likely be successful in these efforts, there can be no assurance we will be successful in securing a credit facility or on terms that would be acceptable to the Company.

Should the Company fall short of its projected revenue forecast and be unable to secure a credit facility or other financing in a timely fashion, we will likely need to take additional measures to reduce our operating costs and improve our working capital position. While we believe we can reduce costs to achieve positive operating cash flow in the short-term, given our current level of revenue, further cost reductions may limit our ability to grow our revenue, both in the short and long-term.

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 November 28, 2012, we have the following equity securities outstanding:

Ordinary Shares

- 118,834,997 Ordinary Shares outstanding;
- 57,337,090 warrants, each of which is exercisable for one Ordinary Share at prices ranging from $0.10 to $0.48;
- 13,277,000 stock options, each of which is exercisable for one ordinary share at prices ranging from $0.10 to $0.60 per share; and
- 900,000 stock options, each of which is exercisable for one ordinary share at CDN$0.60 per 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 September 30, 2012, 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 September 30, 2012 and December 31, 2011.

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 $.15 per Ordinary Share.

Off-balance Sheet Arrangements

Other than the office lease commitment described in Note 12 of the Company's December 31, 2011 audited consolidated financial statements, the Company did not have any off-balance sheet arrangements as of September 30, 2012 or December 31, 2011.

Transactions with Related Parties

See Related Party Expense in the Results of Operations section of this report and in Note 5 of the Company's September 30, 2012 unaudited consolidated financial statements for a description of transactions with related parties.

Contingencies

The Company is involved in various claims in the ordinary course of its business. In the opinion of management, the ultimate disposition of all of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

Recently Adopted Accounting Pronouncements

The IASB issued a number of new and revised Internal Accounting Standards, International Financial Reporting Standards, amendments and related interpretations which are effective for the Company's financial year beginning on or after January 1, 2012, For the purpose of preparing and presenting the financial information for the relevant periods, the Company has consistently adopted all these new standards for the relevant reporting periods.

At the date of authorization of these consolidated financial statements, the IASB and IFRIC has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods:

- IFRS 9, Financial Instruments, addresses the classification and measurement of financial assets;
- IFRS 10, Consolidated Financial Statements, builds on existing principles and standards and identifies the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company;
- IFRS 11, Joint Arrangements, establishes the principles for financial reporting by entities when they have an interest in arrangements that are jointly controlled;
- IFRS 12, Disclosure of Interest in Other Entities, provides the disclosure requirements for interest held in other entities including joint arrangements, associates, special purpose entities and other off balance sheet entities;
- IFRS 13, Fair Value Measurement, defines fair value, requires disclosure about fair value measurements and provide a framework for measuring fair value when it is required, or;
- IAS 27, Separate Financial Statements, revised the existing standard which addresses

the presentation of parent company financial statements that are not consolidated financial statements; and

- IAS 28, Investments in Associates and Joint Ventures, revised the existing standard and prescribes the accounting for investments and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures.

- IAS 32, Financial Instruments: Presentation, amendments to IAS 32 provide specific guidance for when an entity can offset financial assets and liabilities by clarifying when a legally enforceable right to do so exists, and when an entity meets the criterion for the intent to settle on a net basis. These amendments are effective for annual periods beginning after January 1, 2014.

Only IFRS 9, IFRS 10 and IFRS 13 are applicable to the Company, and will become mandatory for the Company on January 1, 2013. The Company has not yet assessed the impact of the standards or determined whether it will adopt any of the standards early.

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 nine months ended September 30, 2012 and 2011, this report also discusses certain important events that occurred between the end of the period and November 28, 2012.

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

- Efforts to upgrade users from "free alerts" to a premium identity theft protection product--See Marketing Strategy;
- Efforts to establish distribution relationships with companies that provide personal computer performance enhancement services in order to generate additional sales--See Marketing Strategy;
- Efforts and plans to expand its employee benefits distribution channel and customer base-- See Marketing Strategy;
- Expectation that it will not generate any meaningful revenue from these Benefits Brokers until 2013--See Marketing Strategy;
- Estimate that it will require several additional quarters in working closely with each desktop software partner to effectively integrate our service offerings--See Capital Resources;
- Position that it is unable to provide assurance that our anti-virus and desktop publishing partners will continue to make programming resources available --See Capital Resources;
- Position that it is unable to provide assurance that it will be successful in generating any significant revenue from its Desktop Partnering Strategy--See Capital Resources;
- Belief that it will not generate significant revenues from certain sources until early 2013--See Capital Resources;
- Belief that it will achieve positive operating income in the second quarter of 2013--See Capital Resources;
- Projection of the timeframe in which is it projecting to achieve positive operating income, the efforts required to do so and the need for additional capital if its efforts to achieve positive operating income fall short--See Capital Resources; and
- Opinion that the disposition of certain contingencies will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows-See Contingencies.

Material Risk Factor and Assumptions

The following table outlines material forward-looking information included in the MD&A:

Forward-looking Information	**Key Assumptions**	**Most Relevant Risk Factors**
Certain beliefs surrounding the future revenue generating potential of the Desktop Partnering Strategy.	Significant uncertainly surrounding the number of paying customers the Company may be able to attract through the Desktop Partnering Strategy.	The Company may not be successful in generating a meaningful number of paying customers due to product pricing or other offering terms, ineffective or insufficient marketing support and a lack of customer education about our products. We may not have our product exposed to a sufficient number of potential customers through our existing desktop software partners to enable us to generate a meaningful number of paying customers. In addition, the Company may not be able to enter into agreements with any additional desktop software providers. Also, see the following two risk factors.
Our efforts to upgrade users from "free alerts" to a premium identity theft protection product	A meaningful percentage of registered users who receive free alerts over the long-term will likely upgrade to a premium identity theft protection product.	Registered user may not be compelled to purchase a premium identity theft protection product from receiving "free alerts".
The time required to effectively integrate our identity theft service offering with our desktop publishing software partner's software to generate meaningful revenue.	Over several additional quarters we will be successful in integrating our service offerings with our desktop publishing software partners and we believe these efforts will result in a meaningful increase in our customer base.	Our anti-virus partners commit meaningful resources to these integration efforts and facilitate expanding our access to their end-users.
Incremental revenue generated in early 2013.	Our relationships with tech support companies and Benefits Brokers are new and evolving, the Company has limited experience with these entities and a significant portion of the Benefits Brokers business is generated in early in each calendar year.	The Benefits Broker's the Company has engaged to promote its product offering to employers are not successful in convincing employers to include our product offering in their employee benefits offerings and an insufficient number of employees chose to purchase our products.
The belief that the Company will achieve positive operating income in the second quarter of 2013.	The Company will be successful in generating significant incremental revenue and/or significantly reducing costs in the near-term to achieve positive operating income in the second quarter of 2013.	Ability to generate sufficient incremental revenue (see above risk factor) and/or significantly reduce costs in the near-term.