



Management's Discussion & Analysis
For the quarter and year ended December 31,
2015

Containing information up to and including April 19, 2016

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MANAGEMENT'S DISCUSSION AND ANALYSIS

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This management's discussion and analysis ("MD&A") details RIWI Corp.'s ("RIWI" or the "Company") operating results and financial condition for the year ended December 31, 2015, and is prepared as at April 19, 2016. This MD&A should be read in conjunction with the Company's audited annual financial statements for the year ended December 31, 2015 and December 31, 2014, and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS") (collectively referred to as the "Financial Statements"), which are available on www.sedar.com. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS. The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these Financial Statements together with the other financial information included in these filings fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented in these filings.

The Board of Directors approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking information, future oriented financial information, or financial outlooks (collectively, "forward-looking information"), which includes disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates", "projects", "budgets", "forecasts" or "does not anticipate", or "believes", or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. The examples of such forward-looking information has not changed from the previous quarterly filing.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this MD&A. These risk factors should be carefully considered and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this MD&A. All subsequent forward-looking information attributable to the Company herein is expressly qualified in its entirety by the cautionary statements contained in or referred to herein. The Company does not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this MD&A or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

ADDITIONAL INFORMATION

Additional information relating to the Company is available from the SEDAR website at www.sedar.com, under the Company's profile.

OVERVIEW

History

RIWI is a public company and its shares are listed on the Canadian Securities Exchange (CSE-RIW). The Company was originally incorporated under the laws of Canada pursuant to the Canada Business Corporations Act on August 17, 2009. The head office is located at 459 Bloor Street West, Suite 200, Toronto, Ontario, M5S 1X9 and registered and records office is located at 200 Burrard Street, Unit 200, Vancouver, BC, Canada, V7X 1T2.

RIWI provides digital intelligence information services to customers using a proprietary digital data capture (“survey”) technology platform. Core to our product offering is the superlative quality of our data to enable customers to make better decisions and test hypotheses about the current and future needs of consumers and citizens in all markets in the world. The digital survey platform is able to generate intelligence that is of importance to customers through the conduct of digital surveys that are targeted at random Web users located throughout the world through the patented RDIT™ technology owned by RIWI. RIWI works with its customers to develop focused surveys, and curate geographically-specific audiences for surveys, that are designed to obtain specific attitudinal data in a manner that targets the geographic locations that are of relevance to the customers, at a multi-country and/or city level. The information generated from these digital surveys enables the customers to make better-informed business decisions, measure the impact of campaigns, and implement more effective business strategies. In distinction to social media monitoring or online panels or other methods of collecting survey data, RIWI offers accurate information and factual circumstances of average everyday people from every region of the globe. RIWI’s survey technology operates efficiently, effectively and reliably over any time period its customers’ desire.

The RIWI digital survey platform is comprised of proprietary databases and a computational infrastructure that measures, analyzes and reports on Web users’ changing attitudes using RIWI digital surveys. The customers use the results of the surveys for a broad range of purposes that are relevant to their businesses and organizations, including:

- obtaining intelligence on competitors,
- initiating or stopping a program or activity,
- assessing perceptions of global or local political and real or emergent security threats,
- tracking macro-economic indicators, such as joblessness, housing bubbles, confidence in local banks, underemployment and personal indebtedness,
- evaluating and testing advertising awareness, recall and media reach,
- tracking brand recognition,
- assessing consumer usage and attitudes,
- evaluation of new business and product concepts,
- evaluating global real-time Web penetration, and
- assessing online purchase trends in virtually all UN-recognized geographies.

Revenues are generated through short and long-term contractual arrangements with customers through which digital surveys are developed and deployed to a targeted audience of relevance demographically or geographically or both. Revenues are also generated through integration with other survey technology providers (such as global market research companies with access to large panels, or panel companies), which pay RIWI to expose their surveys to new geographies and new potential respondents unique to the RIWI platform. Global organizations value RIWI’s unique ability to access global populations, especially in hard-to-reach countries otherwise deemed impossible, too expensive or too dangerous. Clients increasingly recognize the inherent bias in the populations that online panels reach, and our clients value the representativeness and diversity of RIWI’s respondents.

Operational Highlights

During the year ended 2015, the company continued to develop and execute on its sales strategies. Sales values for the year ended December 31, 2015 reached \$755,765. This represented an increase of 120% over the prior year.

Some key achievements made by the Company during the current year and subsequently include the following:

- In July 2015, we were publicly recognized by two Irish academics in a public Discussion Paper published by a Geneva-based NGO (ILGA) as having predicted the Irish same-sex referendum and as a “game-changer” for public opinion research globally.
- In July 2015, we were advised by Procter & Gamble that we may publicly disclose that we have completed multi-country data capture projects with Procter & Gamble. We were identified and tested by the global leadership innovation team of Procter & Gamble. Our focus for this work was to gather market intelligence in 11 different countries in the IMEA (India/Middle East/Africa) region. The purpose of the study was to understand how changing economic conditions affected the affordability of goods in the region and to understand how people are adopting online purchasing in the region.
- On August 27, 2015, the Company went public on the Canadian Securities Exchange using a non-offering prospectus with no new monies raised in the process of going public. The share price at April 19, 2016 is \$2.26 and there are 15,295,004 Common Shares issued and outstanding, with an additional 2,965,930 Common Shares reserved for issuance.
- Management continues to receive inbound invite-only invitations to speak on its innovative survey technology at the leading data conferences in the world. In September and October 2015, these included the main ESOMAR conference (in co-presentation with clients) in Dublin (separate presentations September 29th and 30th, 2015), the RADAR ESOMAR conference on data innovation in New York City (October 26, 2015), and at the World Bank Group in Washington, DC (October 21, 2015). The Company has also secured a speaking position to demonstrate our technology and findings related to the fear surrounding the Zika virus and behavioral response trends across Latin America.
- In October 2015, RIWI’s CEO, CTO and colleagues at the University of Toronto published “World Survey of Mental Illness Stigma” in the peer-reviewed *Journal of Affective Disorders*. The study’s objective was to obtain rapid and reproducible opinions that address mental illness stigma around the world. To test for reproducibility, 21 repeats of the same questions were asked monthly in India for 21 months. Each time, certain respondents endorsed the statement that persons who suffer from mental illness are more violent than others, indicating strong reproducibility of response. The paper and findings won public acclaim in the public domain by prominent individuals, including the Executive Director of Healthy Minds Canada (formerly the Canadian Psychiatric Research Foundation) and the Chief Operating Officer of AYTAM, one of the top five leaders in do-it-yourself (DIY) customer surveys. This paper continues to generate in-bound interest and acclaim from scientific and data thought leaders, and from clients.
- In the ten days prior to the elections in Turkey, Turkish in-market polling companies were prohibited from publishing their poll results. RIWI’s virtual survey continued and published its data in the *Georgetown Journal of International Affairs* on October 28, 2015. This showed increasing support for the Justice and Development Party (“AKP”), which was reflected in the final vote, as opposed to the consensus of in-market pollsters which had predicted that the AKP would be reduced to minority status.
- On November 25, 2015, RIWI jointly announced a business partnership with Japan Cross Marketing Inc. (“Cross Marketing”) (Tokyo: 3675). Cross Marketing is a leading market research agency, with over 1.8 million high quality online panels which are the largest proprietary panels in Japan. The organizations expertise attracts the world’s leading research agencies for over 10,000 online and offline surveys run annually. Cross Marketing group’s branch extends across Asia through offices in Tokyo, Osaka, Shanghai, Singapore, Bangalore. In 2016, Cross Marketing began to test and sell RIWI’s data solutions to large media,

advertising and technology clients based in Japan. RIWI expects the size and duration of our paid client work with Cross Marketing and its global clients to grow considerably in 2016 and beyond.

- On December 10, 2015 Freedom House released a report profiling RIWI data that measured the trust of Kenyan citizens in local human rights group. The President of Freedom House issued a global press release attesting to the importance of the findings.
- On December 16, 2015 RIWI publicly announced that its global survey technology was profiled in *Nature*, the leading scientific and technical journal in the world. The December 17, 2015 *Nature* article summarized the findings of a RIWI survey of attitudes towards mental illness expressed by more than 1 million people in 229 countries and territories. The article describes how the RIWI technology has the unique ability to measure what the world thinks about vital issues or reports as fact.
- In January, 2016 IRIS (International Research Institutes), the largest scientific association of independent research agencies in the world, released the RIWI global millennials' study. IRIS asked millennials living in 23 countries for their outlook on the economy, their health and life in general. In the methodology (<http://irismillennials.com/articles/methodology/>), IRIS calls the RIWI signal a "truly random sample".
- RIWI continued to receive high profile global media and third-party endorsements of the sophistication and innovation of its technology in the first quarter of 2016. These included expert-written and produced analyses in the *Washington Post* (March 4, 2016), in The World Bank's *Guide to Evaluating Citizen Engagement* (March 1, 2016), *The Guardian* (February 9, 2016), *The Toronto Star* (February 22, 2016), and "Ponto à Ponto"/ Point to Point on BandTV in Brazil (February 28, 2016).

OUTLOOK

Our objective is to be the leading provider of macro all-country and all-city Web user intelligence with the capability to provide the full data picture to our customers. Our customers no longer need to rely on highly limited user groups online to provide highly limited attitudinal or public opinion sentiment data. The principal elements of our strategy, and the expected timing and costs of these business objectives, are outlined below.

Deepen relationships with current customers

We intend to work closely with our customers to enable them to continuously enhance the value they obtain from RDIT™. Some of our customers are Fortune 500 companies that deploy multiple data and branding initiatives, and we believe many of our customers would benefit from more extensive use of our product offerings to gain additional insights. We plan to work to develop and expand our customer relationships to increase our customers' use of RDIT™. To facilitate this, we plan to formalize strategic frameworks with customers needing our services on a recurring process, as described further below. We believe that a significant opportunity exists to extend our product offerings to multi-national and international customers.

Grow our customer base

We intend to continually invest in sales, marketing and account management initiatives, focused on core verticals (e.g. healthcare and finance) in an effort to expand our customer base. Our digital media, commerce and marketing information is frequently cited online, in academic journals, and by major media outlets and NGO reports. We believe that more and more niche and global media coverage, as well as further third-party reviews, endorsements and co-authored reports, increases awareness and credibility of the RIWI brand and thereby supplements our marketing efforts. We intend to continue to work with targeted media outlets, including news distributors such as television, newspapers, magazines, and online publishers, to increase their use of RIWI data.

We have adopted a sales agency and introducer structure under which our sales agents receive a contractually agreed percentage of new revenues received from contracts resulting from introductions made by the sales agents. Our sales agents currently operate out of Luxembourg, Washington, DC, Miami, Philadelphia, Jerusalem, and Minneapolis. We expect to grow the amount of consulting and introduction efforts out of Washington, DC this year. This commissioned reseller strategy currently offers us on-the-ground sales reach into the United Kingdom, the United States, Latin America, the Middle East and across the European Union. We are increasingly working with resellers and sales agents with expertise in particular verticals in particular regions (e.g. market research insights in Latin America) seeking to connect us for sales with direct clients and with agencies. We also work with agencies in different markets that recommend their clients to us or build us into the agencies' offerings. Various technology companies (e.g., panel companies) with well-established marketplaces regularly approach us to provide RIWI sample to improve their global access and respondent diversity (e.g. male Millennials).

Our up-front expense associated with this marketing and reseller structure is minimal as we only pay for up-front marketing kits for our sales agents and resellers. We also increasingly offer our sales agents pilot data at no or minimal cost to us as a way to showcase the potential data offerings we can introduce to clients. We plan to leverage our existing relationships to distribute reports and publications that we generate using our RDIT™ data without additional external expense to us in order to broaden our exposure to potential customers.

Develop new products

We generally plan to increase our product offerings as we advance our business. We believe that companies will require new information and insights to measure, understand and evaluate attitudes and our objective will be to develop new applications to be able to provide the most timely and relevant information to our customers. Our overall objective will be to offer both general and industry-specific products that deliver value to a wide range of potential customers in current and new industry verticals. We believe that the scalability and functionality of our database and computational infrastructure provide us with a competitive advantage. Accordingly, we intend to continually invest in research and development to extend our technology and our product offerings. For example, we are working with Oxfam to support “engagement at scale” projects, whereby individuals who are not usually engaged through digital advertising or other means receive educational or engagement messages in hard-to-reach geographies. This offering runs off our core IP and is unique to our platform. We are also exploring the monetization and sales benefits of publishing licenses for longitudinal testable finance data sets that the Company has collected in a systematic manner for more than two years. Other proven product offerings include global pulse, or all-country data collection initiatives, modularized surveys – where long surveys of 100 or more questions are broken down into short constructs of 3-4 questions – and ‘diaries,’ where RIWI’s non-panel random respondent pool offers clients the otherwise unavailable benefit of collecting survey data in all regions throughout the day as a function of how frequently people use the Internet.

Our longitudinal data sets, historic predictive work and proven global trackers have driven us to focus on predictive work in the finance, healthcare and consumer packaged goods sectors. As opposed to our competitors, which focus on reaction-outcome modeling, our predictive modeling is ongoing and enables us to examine testable hypotheses, such as whether retail spending in one market will affect purchase habits elsewhere over time.

Select specific objectives

- For 2016, we plan to continue to develop new products and services that offer improved inferential and predictive analytics with the objective of generating additional revenues using technology solutions that are based on substantial programming and automation and patent filings that we completed in 2014. These product offerings will be based on internal historic meta-data and real-time machine learning about how respondents in our population parameter in virtually all countries of the world answer questions from our sample sources and thereby give us the ability to provide insights from this historic work to project how future respondents to new questions may feel about similar topical issues, segmented by inferred categories using analytics, such as education level, gender and age group. This development work will include building a data taxonomy based on historical RDIT™ domain audience demographics, thus

minimizing the extent to which additional demographic data collection is required via custom surveys. This work is often referred to as 'soft' artificial intelligence, and is globally differentiating.

- We plan to work continually to upgrade our RDIT™ solutions in order to improve the audience segmentation analytics that can be provided to our customers. Examples of improved audience segmentation analytics include: (i) improved targeting of survey respondents by city and sub-city areas, and (ii) categorization of respondents based on a radius point from a city center or other geographical location. We continue to invest time in automated algorithms for statistical prediction leveraging our proprietary data sets, as well as programs to detect respondent device usage with greater precision.
- For 2016, we plan on expanding our intelligence platform; this may include, subject to demonstrable client demand, refinement of our downloadable standard dashboard tool for all clients to display real-time results and analytics; a norms database, including economic indicators, such as employment, under-employment or accessibility to bank loans, that are accessible and analyzable automatically to clients that pay added fees; a collaboration centre where approved vendors in every region in the world are managed; an open source data collaboration space for NGOs, scholars, citizen-researchers and students to find and contribute to open-access studies done in every country; a special secure portal for partners wishing to design risk analytics studies in any desired geography, without any manual labour interface with our personnel.
- For 2016, we plan to introduce the monetization and sales and marketing benefits of publishing licenses for longitudinal testable data sets that the Company has collected in a systematic manner for almost two years. Other proven product offerings include modularized surveys where long surveys of 100 or more questions are broken down into short constructs of 3-4 questions and 'diaries,' where RIWI's non-panel random respondent pool offers clients the otherwise unavailable benefit of collecting survey data in all regions throughout the day as a function of how frequently people use the Internet.
- For 2016, we plan to roll out our unique global all-country trackers into packaged offerings with specific needs tailored to the needs of different verticals. The functionality and sales opportunities of these trackers will be informed by our market intelligence and technical functionality and expressed customer needs as learned through our two historic years of producing the 'RIWI Global Index'.
- Research and development advances and successes in late 2015 and the first quarter of 2016 include: new distributed architecture for faster surveys and more rapid deployment of surveys globally; improved coding algorithms to accurately predict time-to-completion of all projects in all geographies; multi-select responsive-design enhancements to all surveys in all languages and regions of the world; customized as-needed data manipulation interfaces for clients for data collected in any region; and cookie-less surveys.

Integrate existing tools with more data providers in all countries

We plan to undertake more pilot and other 'calibration projects' with other companies and existing clients, such as SurveyMonkey Inc., Gallup, Inc., TNS, Japan Cross Marketing, Environics Research Group, CINT, YouGov, and Vision Critical, wherein we offer our data services as a complementary data 'sample' or stand-alone global or multi-country 'button' for the clients of these parties. Our objective in participating in these projects will be to substantially increase revenues, potential customer awareness of our RDIT™ services and our brand.

Enter into strategic alliances and create data licensing platforms

Since early 2014, we have been approached by data companies globally seeking to form strategic alliances for go-to-market solutions to increase joint revenues. Our strategy is to be responsive and to carefully review each opportunity. To facilitate potential strategic alliances, we have already completed the legal work in 2014 of creating suitable strategic alignment agreement documentation that is protective of RIWI's legal interests. These alliances are not intended to be joint ventures, but rather strategic alliances, such that both parties adhere to the legally agreed process of contracting, pricing and services provision.

We have entered into a strategic alliance arrangement whereby we have become the data provision hub of the “IRIS Network”, a network of 30 leading research firms in 30 countries. Under this arrangement, our data are collected for a fee for all member firms. To date, 23 member firms have signed on to support and disseminate RIWI data to their clients under this arrangement. Data collected under these arrangements will be highlighted at international conferences, such as ESOMAR. IRIS Network offers RIWI a strategic opportunity for increased client work arising from all member companies. Our plan for the next twelve months will involve improving the visibility of our work to these member firms in tandem with our Canadian client and IRIS representative firm, the Environics Research Group.

SUBSEQUENT EVENTS

In January 2016, 60,000 warrants were exercised for gross proceeds of \$51,426. In February 2016, 2,000 warrants were exercised for gross proceeds of \$1,714.

On March 2, 2016 the Company completed a non-brokered private placement and issued 403,356 common shares at \$2.78 per share for gross proceeds of \$1,121,329.

On March 3, 2016 the Company granted 150,000 stock options to a consultant and officer of the Company at an exercise price of \$2.51 per share expiring on March 3, 2021.

FINANCIAL RESULTS

The following is a discussion of the results of operations of the Company for the three and twelve months ended December 31, 2015 and 2014. They should be read in conjunction with the Financial Statements for the years ended December 31, 2015 and 2014 and related notes.

Three and Twelve months ended December 31, 2015

In Canadian Dollars (\$)	Three months ended December 31, 2015	Three months ended December 31, 2014	Twelve months ended December 31, 2015	Twelve months ended December 31, 2014
Revenues	193,510	33,227	755,765	343,844
Technology costs	204,551	90,809	504,440	338,505
Sales and marketing	21,683	9,676	47,259	60,591
General and administrative	151,703	210,691	973,342	746,654
Public listing application	-	-	83,141	-
Interest income	394	3,388	1,929	7,990
Comprehensive loss for the period	184,033	274,561	850,488	793,916
Loss per share (basic and diluted)	0.01	0.02	0.06	0.05

Revenues

Revenues are comprised of fees that are charged to customers for providing digital surveys. Revenue increased by \$160,283 to \$193,510 during the quarter ended December 31, 2015 compared with \$33,227 for the same quarter

in 2014. Total revenue increased by \$411,921 to \$755,765 during the year ended December 31, 2015 compared with \$343,844 for the same period last year. The primary reason for the increase in revenue for the quarter and the year compared to the same period in prior year is an increased client base, recurring revenues and increased sales relationships with large data companies to help distribute data globally or to target markets.

Total Expenses

Total expenses increased by \$66,761 to \$377,937 during the quarter ended December 31, 2015 compared with \$311,176 for the same period in 2014. Total expenses increased by \$379,291 to \$1,525,041 during the year ended December 31, 2015 compared with \$1,145,750 for the same period last year. This increase in total expenses is primarily due to the expenses associated with our increased stock based compensation, business activity and expanded operations.

Key expenses are summarized as follows:

- **Technology Costs** increased by \$113,742 to \$204,551 during the quarter ended December 31, 2015 compared with \$90,809 for the same period in 2014. Technology costs increased by \$165,935 to \$504,440 during the year ended December 31, 2015 compared with \$338,505 for the same period last year. This increase is primarily attributable to the increase in revenue and reflects our shift from more research based activities as we prepared to launch our surveys, to an increased focus on executing on contracts with customers, as well as more proof-of-viability marketing pilots and initiatives. This increase also resulted from the finalization of an updated version of our all-device friendly survey interface, which enjoys very low latency, and thus quicker respondent response.
- **Sales and marketing** increased by \$12,007 to \$21,683 during the quarter ended December 31, 2015 compared with \$9,676 for the same period in 2014. Sales and marketing costs decreased by \$13,332 to \$47,259 during the year ended December 31, 2015 compared with \$60,591 for the same period last year. Management is reviewing its current sales strategy and has increased the Company's sales force during the second quarter of 2015.
- **General and administrative** decreased by \$58,988 to \$151,703 during the quarter ended December 31, 2015 compared with \$210,691 for the same period in 2014. General and administrative costs increased by \$226,688 to \$973,342 during the year ended December 31, 2015 compared with \$746,654 for the same period last year. This increase is primarily due to the increase in salaries and benefits as we continued to expand our operations. Included in general and administrative expenses for the year ended December 31, 2015 was non-cash related stock based compensation for \$263,512 compared with \$99,274 for the same period in 2014. This increase was a result of options granted to management and directors of the Company.

Public listing application

Public listing application fees were \$83,141 during the year ended December 31, 2015 compared with \$nil for the same period in 2014. These fees represent a one-time cost related to listing the company on the Canadian Securities Exchange in 2015.

Interest Income

Interest income decreased by \$2,994 to \$394 during the quarter ended December 31, 2015 compared with \$3,388 for the same period in 2014. Interest income decreased by \$6,061 to \$1,929 during the year ended December 31, 2015 compared with \$7,990 for the same period last year. The decrease is a result of utilizing cash generated from proceeds on issuance of common shares in operations.

Net Loss

Net loss decreased by \$90,528 to \$184,033 during the quarter ended December 31, 2015 compared with \$274,561 for the same period in 2014. The major reason for the decrease in net loss during the quarter compared to the same quarter in 2014 is the increased revenues. Net loss increased by \$56,572 to \$850,488 during the year ended December 31, 2015 compared with \$793,916 for the same period last year. The major reason for the increased net

loss was our increased total expenses including non-cash stock based compensation and a one-time public listing application fee.

Working Capital

Our cash balance decreased to \$210,063 and our working capital decreased to \$239,189 as at December 31, 2015, compared to our cash balance of \$814,347 and working capital of \$788,478 as at December 31, 2014. This decrease in working capital is primarily due to cash flow used in our operations as new projects are initiated.

SELECTED FINANCIAL INFORMATION

Selected Quarterly Results

The following is a selected summary of quarterly results for the four most recently completed quarters to December 31, 2015. The following information was prepared in accordance with international Financial Reporting Standards. All amounts are shown in Canadian Dollars.

The Company's operations are not significantly impacted by seasonality.

In Canadian Dollars (\$)	2015			
	Q4	Q3	Q2	Q1
Revenues	193,510	207,787	74,604	279,864
Technology costs	204,551	106,760	90,348	102,781
Sales and marketing	21,683	2,502	15,896	7,178
General and administrative	151,703	230,462	222,066	369,111
Interest income	394	147	569	819
Public listing application	-	83,141	-	-
Comprehensive loss for the period	184,033	214,931	253,137	198,387
Loss per share (basic and diluted)	0.01	0.01	0.02	0.01
Total assets	364,095	799,779	612,366	844,087
Long term financial liabilities	-	-	-	-
Cash dividends per share	-	-	-	-

Annual Performance Summary

Results of Operations

In Canadian Dollars (\$)	Year ended December 31, 2015	Year ended December 31, 2014	Year ended December 31, 2013
Total revenues	755,765	343,844	255,315
Technology costs	504,440	338,505	277,301
Sales and marketing	47,259	60,591	12,998
General and administrative	973,342	746,654	491,561
Public listing application	83,141	-	-
Interest income	1,929	7,990	8,756
Comprehensive loss for the period	850,488	793,916	517,789
Loss per share (basic and diluted)	0.06	0.05	0.04
Cash dividends per share	-	-	-

The above information was prepared using International Financial Reporting Standards ("IFRS"). All amounts shown are in Canadian dollars.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2015, the Company had working capital of \$239,189, compared to working capital of \$788,478 as at December 31, 2014. The reduction came from increased operating losses during the year ended December 31, 2015.

We obtained an unsecured loan in the amount of \$280,000 from Hemisphere Holdings Ltd., a private company controlled by Mr. Robert Pirooz, in August 2015. The funds were advanced on August 6, 2015 and were used to fund our working capital requirements. The loan, plus accrued interest, was repaid on November 9, 2015.

We will continue to assess the necessity for debt or equity financing as we proceed with the development of our business. We may, from time to time, develop additional new products or services or to expand our operations beyond the scope that is presently contemplated. This could result in a requirement to seek new financing in order to finance such undertakings. There is no assurance that we will be able to achieve such financings if and when required.

If our revenues are less than anticipated, we will curtail our business operations to manage our cash position within our available working capital.

	As at	
	December 31, 2015	December 31, 2014
Current Assets	340,205	861,959
Current Liabilities	101,016	73,481
Working Capital	239,189	788,478

CAPITAL STRUCTURE

Common Shares

As of April 19, 2016, the Company has 15,295,004 issued and outstanding common shares and no outstanding preferred shares. On February 11, 2015, the Company completed a stock dividend issuing 13 common shares for each common share outstanding. The Company's share price at April 19, 2016 was \$2.26 per share.

Stock Options

The Company has a stock option plan under which it is authorized to grant options to directors, employees and consultants enabling them to acquire in aggregate up to 20% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price, minimum price, or a discounted price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of 10 years and are subject to vesting provisions as determined by the board of directors of the Company.

Stock option transactions and the number of stock options outstanding are summarized as follows:

	December 31, 2015		December 31, 2014	
	Number	Weighted average price	Number	Weighted average price
Outstanding, beginning of period	1,534,400	\$0.296	1,534,400	\$0.296
Granted	819,000	\$0.857	-	-
Outstanding, end of period	2,353,400	\$0.491	1,534,400	\$0.296
Exercisable, end of period	1,697,131	\$0.67	1,091,776	\$0.296
Options reserved for issuance under stock option plan	2,965,930		2,965,430	

The weighted average remaining contractual life of options outstanding at December 31, 2015 is 2.6 years (December 31, 2014 – 2.8 years).

The following assumptions were used for the Black-Scholes valuation of the share options granted during the year ended December 31, 2015 and 2014:

	December 31, 2015	December 31, 2014
Risk free interest rate	0.58%	N/A
Expected life	2.5 – 5 years	N/A
Annualized volatility	60%	N/A
Dividend rate	-	N/A
Forfeiture rate	10%	N/A

For the twelve months ended December 31, 2015, the Company recorded stock based compensation expense, with a corresponding credit to contributed surplus of \$263,512 (December 31, 2014 \$99,274). The total fair value of the stock options granted during the twelve months ended December 31, 2015 was \$235,037 (December 31, 2014 - \$Nil).

Share Purchase Warrants

On March 18, 2015, the Company issued 70,000 share purchase warrants (“warrants”) for financial advisory services. Each warrant is exercisable to purchase one common share of the Company until March 18, 2020 at \$0.8571 per share. The warrants have a fair value, calculated using the Black-Scholes option pricing model, of \$19,941 assuming an expected life of 2.5 years, a risk-free interest rate of 0.58%, an expected dividend rate of 0.0%, and an expected annual volatility of 60%. 2,500 of these warrants were exercised in October 2015, 60,000 of these warrants were exercised in January 2016 and 2,000 of these warrants were exercised in February 2016.

Off-Balance Sheet Arrangements

As of December 31, 2015, the Company had no off-balance sheet arrangements.

Financial Instruments and Other Instruments

We do not engage in any hedging activities or use any financial instruments for our business.

RELATED PARTY TRANSACTIONS

Related parties include the directors and officers of the Company, a company under common control and a company controlled by a director.

Included in technology costs are consulting fees to the Company’s CTO in the amount of \$144,000 (December 31, 2014 - \$144,000). Included in accounts payable and accrued liabilities at December 31, 2015 is \$13,560 (Dec. 31, 2014 - \$13,560) due to related parties for consulting fees.

Included in technology costs are consulting fees to a company controlled by a Director of the Company in the amount of \$28,100 (December 31, 2014 - \$NIL).

During the year ended December 31, 2015 a company controlled by a Director of the Company loaned \$280,000 to the Company in exchange for a convertible debenture bearing interest at 3.5% per annum, maturing August 7, 2016. The convertible debenture was repaid in November, 2015.

In Canadian Dollars (\$)	Twelve months ended December 31, 2015	Twelve months ended December 31, 2014
Executive salaries and shorter term benefits	333,544	288,000
Share based compensation	170,013	99,274
Total key management personnel compensation	503,557	387,274

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires Management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. These estimates and judgments are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known. Significant estimates and judgments made by the Company that have the most significant risk of causing material misstatement to the carrying amounts of assets and liabilities are discussed below.

- **Going Concern**

The Company has incurred losses to date and the Company's ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances.

- **Assets' carrying values and impairment charges**

In the determination of carrying values and impairment charges, Management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

- **Income taxes and recoverability of potential deferred tax assets**

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

- **Measurement of share-based compensation**

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based non-vested share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance.

CONVERTIBLE DEBENTURE

On August 7, 2015 the Company issued a convertible debenture to a Director of the Company in exchange for proceeds of \$280,000. The convertible debenture was bearing interest at 3.5% per annum and was convertible into common shares at a conversion price of \$0.50 per common share at the option of the Company.

Upon issuance of the convertible debenture, the liability component of the convertible debenture was recognized initially at the fair value of a similar liability that does not have an equity conversion feature. The fair value of the conversion feature was determined at the time of issuance as the difference between the principal value of the convertible debenture and the present value of the note using an interest rate of 15% based on the estimated rate for debt with similar terms but having no conversion features at the issue date.

The difference between the original principal value of the convertible debenture of \$280,000 and the fair value of \$245,000, calculated using an interest rate of 15%, was recorded as equity. The discount on the convertible debenture of \$35,000 is accreted over the term of the convertible debenture such that the liability portion of the convertible debenture at maturity will equal the face value of the convertible debenture.

In November 2015 the convertible debenture was repaid in full. The Company recorded \$9,464 in interest expense from issuance to repayment using an interest rate of 15%. On repayment, the fair value of the note payable approximated its carrying value. The difference between the principal value repaid and the fair value of \$254,464 on repayment, was recorded as a reduction to the initial equity portion.

RECENT ACCOUNTING PRONOUNCEMENTS

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods after the date of this MD&A.

(a) IFRS 9, Financial Instruments ("IFRS 9")

IFRS 9 replaces the guidance in IAS 39 Financial Instruments: Recognition and Measurement, on the classification and measurement of financial assets. The Standard eliminates the existing IAS 39 categories of held to maturity, available-for-sale and loans and receivable. Financial assets will be classified into one of two categories on initial recognition, financial assets measured at amortized cost or financial assets measured at fair value. Gains and losses on re-measurement of financial assets measured at fair value will be recognized in the Statement of Loss and Comprehensive Loss, except that for an investment in an equity instrument which is not held-for-trading, IFRS 9 provides, on initial recognition, an irrevocable election to present all fair value changes from the investment in other comprehensive income (OCI). IFRS 9 is effective for periods beginning on or after January 1, 2019. The Company is evaluating the potential impacts of IFRS 9 on the Company's financial statements.

(b) IFRS 15, Revenue from Contracts with Customers ("IFRS 15")

In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers. IFRS 15 is effective for periods beginning on or after January 1, 2018 and is to be applied retrospectively. IFRS 15 clarifies the principles for recognizing revenue from contracts with customers. IFRS 15 will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (i.e. service revenue and contract modifications) and improve guidance for multiple-element arrangements. The Company intends to adopt IFRS 15 in its financial statements for the annual period beginning January 1, 2018, and may consider earlier adoption. The extent of the impact of adoption of IFRS 15 has not yet been determined.

(c) IFRS 16, Leases (“IFRS 16)

In January 2016, the IASB issued IFRS 16, Leases. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of a low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The mandatory effective date of IFRS 16 is for annual periods beginning on or after January 1, 2019. The Company is currently evaluating the impact of IFRS 16 on its consolidated financial statements.