ROUTE1 INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTH ENDED MARCH 31, 2015

As at May 5, 2015

The following discussion and analysis of the financial condition and results of operations (this "**MD&A**") of Route1 Inc. (also referred to as "**we**", "**us**", "**our**", "**Route1**", or the "**Company**"), should be read in conjunction with the Company's interim condensed consolidated financial statements and related notes as at and for the quarter ended March 31, 2015. The interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB") and accounting policies the Company adopted in accordance with International Financial Reporting Standards ("IFRS").

This Management Discussion & Analysis ("MD&A") has been reviewed and approved by the Company's Board of Directors prior to filing.

The information in this MD&A is current to May 5, 2015, unless otherwise noted.

FORWARD-LOOKING STATEMENTS

The following discussion may contain forward-looking statements about matters that involve risk and uncertainties, such as statements of Route1's plans, objectives, expectations and intentions, as well as financial trends. The discussion also includes cautionary statements about these matters. You should read the cautionary statements made below as being applicable to all forward-looking statements wherever they appear in this document. In drawing a conclusion or making a forecast or projection set out in the forward-looking information, the Company takes into account the following material factors and assumptions in addition to the above factors: the Company's ability to execute on its business plan; the acceptance of the Company's devices and services by its customers; the timing of execution of outstanding or potential customer orders by the Company; the sales opportunities available to the Company; the Company's subjective assessment of the likelihood of success of a sales lead or opportunity; the Company's historic ability to generate sales leads or opportunities; and that sales will be completed at or above the Company's estimated margins. This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information.

Factors that could cause Route1's actual results to differ materially from the forward-looking statements are contained herein and include, but are not limited to, overall economic conditions, competitive pressures and unexpected technology changes. Additional information concerning risks and uncertainties affecting Route1's business and other factors that could cause financial results to fluctuate is set forth later in this document, as well as elsewhere herein, and is contained in Route1's filing with Canadian securities regulatory authorities, available on the SEDAR website (www.sedar.com) under Route1 Inc. and on the Company's website (www.route1.com).

This MD&A includes additional disclosures on the critical accounting policies and estimates, additional disclosure on the quarterly selected financial information, additional discussion and analysis on the factors affecting the Company's financial performance, additional disclosure on future liquidity and capital needs including the addition of a tabular presentation of contractual obligations, additional disclosure on the last eight quarters, and details of related party transactions. The Company does not believe that any of the additional information provided, and that has not been otherwise disclosed in other filings, is material in nature.

INTELLECTUAL PROPERTY NOTICES

The DEFIMNET and MobiNET platforms, and the MobiKEY, MobiKEY Classic, MobiKEY Classic 2 and MobiKEY Fusion devices are protected by copyright, international treaties, and various patents, including Route1's U.S. Patents 7,814,216 and 7,739,726, Canadian Patent 2,578,053, and other patents pending. The MobiKEY Classic 2 is also protected by U.S. Patents 6,748,541 and 6,763,399, and European Patent 1001329 of Aladdin Knowledge Systems Ltd. and used under license. Other patents are registered or pending in various countries around the world.

OVERVIEW

Route1 delivers industry-leading security and identity management solutions to corporations and government agencies that need universal, secure access to all digital resources and sensitive data. These customers depend on The Power of MobiNET - Route1's communications and service delivery platform. MobiNET provides identity assurance and individualized access to networks and data. Route1's patented solutions simplify the process of meeting increasingly stringent regulatory requirements for privacy and security.

HIGHLIGHTS

- On February 2, 2015, the Company provided an update on certain business development initiatives including:

  U.S. Department of the Interior (DOI):
  Working with a lead component of the DOI, Route1 has agreed to build and provide for use by DOI a DEFIMNET platform. Route1 is in the process of building the DEFIMNET and expects it to be installed and accredited for use in the second quarter of 2015.

  U.S. Department of Homeland Security (DHS):
  Over the past few months Route1 has been working with a component of DHS to deliver secure remote scanning capabilities as a feature addition to Route1's flagship technology, MobiKEY.

  McMaster University:
  As part of a growing collaboration between Route1 and McMaster University, Route1's technology will be the basis of mini-hubs in the PEDAL (Public Economics Data Analysis Laboratory) facility. The university is a leader in applying big data to address local and global socio-economic challenges. Their

vision is to provide local and visiting researchers and members of academia a place to securely access, analyze and interpret data.

U.S. Department of Defense (DOD):
As previously announced in the Company's third quarter 2014 financial results report, Route1 has continued to leverage U.S. government reciprocity rules and the installed accredited infrastructure to grow the number of proof of concepts and pilots within the DOD. During the third quarter of 2014, Route1 received and fulfilled device orders from a component of the DOD for approximately 720 MobiKEY Fusion devices.

- On April 7, 2015, the Company announced that a total of 15,750,000 stock options at an exercise price of $0.055 per share were granted to certain members of the Company's executive team and board of directors. The options will expire on April 6, 2020 and will vest thirty percent on the first anniversary, thirty percent on the second anniversary and the remainder on the third anniversary.

NON-IFRS FINANCIAL MEASURE: Adjusted EBITDA

Within this MD&A we use the term Adjusted EBITDA (earnings before interest, income taxes, depreciation and amortization, stock-based compensation, restructuring and other costs). Adjusted EBITDA does not have any standardized meaning prescribed under IFRS and is therefore unlikely to be comparable to similar measures presented by other companies.

We use Adjusted EBITDA, among other measures, to assess the operating performance of our ongoing businesses without the effect of amortization expense and stock-based compensation because it is largely dependent on the accounting methods and assumptions we use.

Adjusted EBITDA allows us to compare our operating performance over time on a consistent basis. We believe that certain investors and analysts use Adjusted EBITDA to measure a company's ability to service debt and to meet other payment obligations, or as a common valuation measurement in the technology industry.

The table below reconciles Adjusted EBITDA to Operating profit before stock-based compensation for the quarters presented.

In thousands of Canadian dollars	**Mar 31 2015**	Dec 31 2014	Sept 30 2014	June 30 2014	Mar 31 2014
Adjusted EBITDA	**$404**	$107	$110	$120	$564
Depreciation and amortization	**90**	87	89	94	95
Operating profit before stock-based compensation	**$314**	$20	$21	$26	$469

SELECTED FINANCIAL INFORMATION

The following table outlines selected unaudited financial information of the Company on a consolidated basis for the three months ended March 31, 2015 and 2014.

(in thousands of Canadian dollars, except per share amounts)	**For the Three Months Ended**	
	Mar 31	Mar 31
	2015	2014
STATEMENT OF OPERATIONS		
Revenue		
Devices and appliances	**$55**	$461
Services	**1,461**	1,281
Other	**22**	14
Total revenue	**1,538**	1,756
Cost of revenue	**266**	350
Gross profit	**1,272**	1,406
Operating expenses		
General administration	**677**	646
Research and development	**126**	94
Selling and marketing	**155**	197
Total operating expenses	**958**	937
Operating profit before stock-based compensation	**314**	469
Stock-based compensation	**(30)**	(36)
Operating profit after stock-based compensation	**284**	433
Foreign exchange translation	**48**	6
Total comprehensive gain for the period before income tax	**$332**	$439
Income tax recovery	**262**	-
Total comprehensive gain for the period after income tax	**594**	439
Earnings per share	**$0.00**	$0.00
CASH FLOW INFORMATION		
Operating activities	**$140**	$(351)
Investing activities	**(367)**	(17)
Financing activities	**(29)**	-
Net cash outflow	**(256)**	(368)
Cash, beginning of period	**1,533**	700
Cash, end of period	**$1,277**	$332
Working capital	**$377**	$429
Total assets	**$4,631**	$3,778
Shareholders' equity	**$1,539**	$1,008

COMPARISON FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014

Revenue

Revenue for the three months ended March 31, 2015 was $1,537,617, representing a decrease of $218,357, from $1,755,974, for the same period in 2014. The comparison, discussed by segment, is as follows:

Devices and Appliances

Revenue from our MobiKEY devices (MobiKEY Classic 2 device, MobiKEY Classic device and the MobiKEY Fusion devices) and appliances (the DEFIMNET platform and the MobiNET Aggregation Gateway) for the three months ended March 31, 2015 was $55,217, representing a decrease of $405,727, from $460,944 for the same period in 2014. The decrease during the quarter ended March 31, 2015 is primarily the result of a purchase of 2,000 MobiKEY Fusion devices, by a component of the U.S. Department of Homeland Security during the same quarter in the prior year.

Devices and appliances revenue as a percentage of total revenue represents 3.6% of total revenue for the current period as compared to 26.2% for the prior year period.

Services

Revenue from our services segment (MobiKEY application software, and the DEFIMNET platform and other appliance licensing or yearly maintenance) for the three months ended March 31, 2015, was $1,461,007, representing an increase of $179,586 from $1,281,421, for the same period in 2014. The increase is largely a result of an increase in the number of paid, active MobiKEY application software users with the U.S. Navy and improved exchange rates.

Services revenue, as a percentage of total revenue, represented 95% for the current period as compared to 73% for the prior year period.

Services revenue by quarters *(in thousands of Canadian dollars)*	**Mar 31 2015**	Dec 31 2014	Sept 30 2014	June 30 2014	Mar 31 2014
MobiKEY application software revenue	**$1,252**	$1,221	$1,211	$1,185	$1,108
Other services revenue	**209**	194	188	189	173
Total	**$1,461**	$1,415	$1,399	$1,374	$1,281

The table below provides information on the number of and revenue amount for the MobiKEY application software subscribers during each of the last five quarters.

MobiKEY Subscribers *(in thousands of Canadian dollars for Revenue)*	**Mar 31 2015**	Dec31 2014	Sept 30 2014	June 30 2014	Mar 31 2014
Closing Number	**15,012**	14,792	14,645	14,461	14,240
Average Number (1)	**14,983**	14,631	14,588	14,401	14,198
Revenue per Subscriber(2)	**$334**	$334	$332	$329	$312
Revenue	**$1,252**	$1,221	$1,211	$1,185	$1,108

(1) Calculated by taking the average of the closing MobiKEY subscriber number at the end of the month for each of the three months during the quarter.
(2) Calculated by dividing the MobiKEY revenue during the quarter by the average number of users and multiplying by four.

Gross Profit

Gross profit is equivalent to revenue minus the cost of revenue. The cost of revenue primarily includes the cost of our devices and appliances sold to clients, as well as the cost of their shipping and packaging, plus the cost to operate and maintain the Route1 MobiNET platform.

The cost of revenue for the three months ended March 31, 2015 was $265,794, representing a decrease of $84,286 from $350,080 for the same period in 2014. A large portion of the decrease in cost of revenue for the three months ended March 31, 2015 is the result of decreased device and appliance sales compared to the same period in the prior year.

Gross profit for the three months ended March 31, 2015 was $1,271,823 or 82.7% of gross revenue, representing a decrease of $134,071 from a gross profit of $1,405,894 or 80% of gross revenue for the same period in 2014.

Expenses

Operating expenses consist of general administration, research and development, and selling and marketing. Operating expenses for the three months ended March 31, 2015 were $957,424, representing an increase of $20,238, from $937,186 for the same period in 2014.

General administration

General administration expenses consist primarily of salaries and benefits for administrative staff, professional fees, rent, telephone, computer related expenses, directors’ fees, insurance, bad debts, public company regulatory costs, depreciation and amortization and other indirect costs.

General administration expenses for the three months ended March 31, 2015 were $676,950, representing an increase of $31,362, from $645,588 for the same period in 2014. The majority of the change can be summarized as follows:

- Legal fees increased by approximately $22,000 for the three months ended March 31, 2015 as compared to the same period in 2014. The increase was the result of fees incurred to apply for new patents and to maintain existing patents.
- Rent expense increased by approximately $11,000 for the three months ended March 31, 2015 as compared to the same period in 2014, as a result of opening a new Florida research and development office.

Research and development

Research and development expenses consist of salaries and benefits for the research and development department, and other professional fees associated with development work.

Research and development expenses for the three months ended March 31, 2015 were $125,776, representing an increase of $31,315 from $94,461, for the same period in 2014 and the majority of the change can be summarized as follows:

- Salaries and benefits expenses increased for the three months ended March 31, 2015 as compared to the same period in 2014 as a result of an increase in head count.

- The Scientific Research and Experimental Development (SR&ED) credit of $183,505 was included in the financial statements during the three months ended March 31, 2015. In the same period in the prior year, $195,670 of SR&ED credit was recorded.

Selling and marketing

Selling and marketing expenses consist primarily of salaries and commissions, agent fees, marketing and trade shows, and travel and entertainment.

Selling and marketing expenses for the three months ended March 31, 2015 were $154,698, representing a decrease of $42,439, from $197,137 for the same period in 2014. The majority of the change can be summarized as follows:

- Marketing costs, including travel expenses, brand building and tradeshow fees, decreased by approximately $42,000 as compared to the same period in 2014, as the Company refocused its marketing efforts.

Other Items

Stock-based compensation

Stock-based compensation was $30,039 for the three months ended March 31, 2015, a decrease of $6,052 from $36,091 for the same period in 2014. The contributing factor to the decrease was the reduction of options vesting during the three months ended March 31, 2015 as compared to the same period in 2014.

Foreign exchange translation

The gain attributable to foreign exchange translation on balance sheet items such as Accounts Receivable, Accounts Payable and foreign bank accounts was $47,588 for the three months ended March 31, 2015, an increase of $41,029 from a gain of $6,559 for the same period in 2014. There was volatility and fluctuation of the Canadian dollar against the U.S. dollar during the first quarter of the current year.

Income tax recovery - Income tax expense and deferred tax recovery

For the three months ended March 31, 2015 the Company recognized an income tax expense of $120,572, an increase of $120,572 from $nil for the same period in 2014.

For the three months ended March 31, 2015, the Company also recognized a deferred tax asset of $382,341 (March 31, 2014 - $nil). The recognized deferred tax asset relates to unused tax losses that are considered to be offset against the Company's taxable profits expected to arise in future fiscal years. Management has based their assessment on the operating budget previously approved, the Company's ability to meet this budget and its operating forecast moving forward.

Comprehensive Income After Taxes

Comprehensive income for the three months ended March 31, 2015 was $593,717 or $0.00 per share, representing an increase of $154,541 from a comprehensive income of $439,176 or $0.00 per share for the same period in 2014.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited financial information of the Company on a consolidated basis for the last eight quarters. The information has been derived from the Company's quarterly unaudited condensed interim consolidated financial statements that, in management's opinion, have been prepared on a basis consistent with the consolidated annual financial statements and are reviewed and approved by the Company's Board of Directors. The Company's quarterly operating results have varied substantially in the past and may vary substantially in the future. Accordingly, the information below is not necessarily indicative of results for any future quarter.

As at and for the three month period ended
(in thousands of Canadian dollars, except per share data)

	Mar 31 2015	Dec 31 2014	Sept 30 2014	June 30 2014	Mar 31 2014	Dec 31 2013	Sept 30 2013	June 30 2013
STATEMENT OF OPERATIONS								
Revenue								
Devices and appliances	**$55**	$12	$33	$30	$461	$213	$172	$33
Services	**1,461**	1,415	1,399	1,374	1,281	1,274	1,313	1,333
Other	**22**	58	-	-	14	38	-	-
Total revenue	**1,538**	1,485	1,432	1,404	1,756	1,525	1,485	1,366
Cost of revenue	**266**	242	322	230	350	343	379	223
Gross margin	**1,272**	1,243	1,110	1,174	1,406	1,182	1,106	1,143
Operating expenses								
General administration	**677**	776	636	698	646	702	666	710
Research and development	**126**	285	281	254	94	316	314	334
Selling and marketing	**155**	162	172	196	197	186	173	178
Total operating expenses	**958**	1,223	1,089	1,148	937	1,204	1,153	1,222
Operating profit (loss) before stock-based compensation	**314**	20	21	26	469	(22)	(47)	(79)
Stock-based compensation	**(30)**	(32)	(30)	(26)	(36)	(52)	(11)	(70)
Operating profit (loss) after stock-based compensation	**284**	(12)	(9)	(0)	433	(74)	(58)	(149)
Foreign exchange translation	**48**	33	131	(112)	6	13	(5)	76
Comprehensive (loss) income for the period before income tax expense	**$332**	$21	$122	$(112)	$439	$(61)	$(63)	$(73)
Income tax expense	**121**	32	64	189	-	-	-	-
Deferred tax recovery	**(383)**	(32)	(152)	(267)	-	-	-	-
Comprehensive (loss) income for the period after income tax expense	**$594**	$21	$210	$(34)	$439	$(61)	$(63)	$(73)
Earnings (loss) per share	**$0.00**	$0.00	$0.00	$(0.00)	$0.00	$(0.00)	$(0.00)	$(0.00)
Adjusted EBITDA	**404**	107	110	120	564	48	22	(7)
CASH FLOW INFORMATION								
Operating activities	**$140**	$(734)	$(879)	$3,277	$(351)	$(683)	$(1,115)	$1,110
Investing activities	**(367)**	(71)	(29)	(14)	(17)	(45)	(39)	(354)
Financing activities	**(29)**	(263)	(86)	-	-	-	-	-
Net cash inflow (outflow)	**(256)**	(1,068)	(994)	3,263	(368)	(728)	(1,154)	756
Cash, beginning of period	**1,533**	2,601	3,595	332	700	1,428	2,582	1,826
Cash, end of period	**$1,277**	$1,533	$2,601	$3,595	$332	$700	$1,428	$2,582

BALANCE SHEET INFORMATION								
Working capital (deficiency)	**$377**	$319	$479	$375	$429	$(127)	$(147)	$(123)
Total assets	**$4,631**	$2,976	$4,095	$5,085	$3,778	$2,387	$3,365	$4,587
Shareholders' equity	**$1,539**	$945	$1,155	$1,000	$1,008	$533	$541	$593

The Company's revenue and financial results are difficult to forecast and have historically fluctuated on a quarterly basis, and it is expected that quarterly revenue and financial results will continue to fluctuate in the future as the Company continues growing. Fluctuations in results are related to the growth of the Company's revenue, the timing of revenue being recognized and sales to customers, who may place large single orders in any one quarter, and the timing of staffing and infrastructure additions to support growth.

LIQUIDITY AND CAPITAL RESOURCES

Management continually assesses liquidity in terms of the ability to generate sufficient cash flow to fund the business. Net cash flow is affected by the following items: i) operating activities, including the level of accounts receivable, inventory, prepaid expenses, accounts payable and deferred revenue; ii) investing activities, including the purchase of capital assets; and iii) financing activities, including the issuance of capital stock.

Cash flow used in operating activities

Cash generated by operating activities for the three months ended March 31, 2015 was $451,745, compared to cash generated of $570,659 in the same period in 2014, representing a decrease of $118,914. Non-cash working capital activities used $312,044 for the three months ended March 31, 2015 compared to $921,308 used in the same period a year earlier. Therefore net cash generated in the day–to-day operations for the three months March 31, 2015 was $139,701 compared to a use of $350,649 in the same period in 2014, representing an increase of $490,350.

The increase in cash generated from operating activities for the three months ended March 31, 2015 compared to the prior year was mainly due to the profit realized during the quarter, the recognition of a deferred tax asset and the timing of accounts receivable and payable.

Cash flow used in investing activities

Cash used in investing activities for the three months ended March 31, 2015 was $366,580 compared to cash used of $17,007 in the same period in 2014, representing an increase in the outflow of cash of $349,573. The increase investment is largely the result of a previously announced agreement with the U.S Department of the Interior (DOI) to build and provide for use a DEFIMNET platform; the Company anticipates the DEFIMNET platform to be installed and accredited for use in the second quarter of 2015.

Cash flow provided by financing activities

Cash used in financing activities for the three months ended March 31, 2015 was $28,951 compared to cash generated or used of $nil for the same period in 2014. The increase in cash outflow is the result of the Company repurchasing its common shares for cancellation. For additional information see **"SHARE REPURCHASE PROGRAM"** of this MD&A.

The Company's current business plan and sales forecast projects revenue growth in 2015 and beyond. The

Company believes that its success in securing sales contract vehicles and/or growing sales with the U.S. government will lead to growth within the U.S. government and future opportunities abroad with other governments.

The Company's need for capital is limited to such items as computer hardware and software, expenditures to support sales, marketing and general administration activities and working capital. Since inception, the Company has financed its cash and/or capital requirements through operating cash flow, the issuance of equity from private placements, and through the issuance of obligations under capital leases.

On October 4, 2011, the Company first entered into a $550,000 credit facility with a banking and financial services organization consisting of a $500,000 revolving demand operating facility and a $50,000 VISA facility. Most recently, on September 29, 2014 the credit facility was renewed. The revolving demand credit facility carries an interest rate equal to the lender's prime rate of interest plus 1.80%. The credit facility is secured by the assets of the Company. There is no minimum collateral asset value to access the first $100,000; accessing an amount in excess of $100,000 shall be based on the balance and term of the Company's trade accounts receivables outstanding plus the amount of SR&ED tax credits filed and refundable. The Company had not drawn on the facility as of March 31, 2015.

The following table discloses future payments as at March 31, 2015 committed by the Company over the next five (5) years and thereafter. It includes both principal and interest obligations required under capital lease agreements.

Contractual Obligations	Total	No later than 1 year	Later than one year and not later than five years	Later than five years
Operating leases	$853,011	$110,799	$603,713	$138,499

DEVICES AND APPLIANCES HELD FOR SALE

On a quarterly basis or when necessary management reviews the carrying value of inventory. Under IFRS, inventory must be recognized at, the lower of cost and their net realizable value, which is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. During the quarters ended March 31, 2015 and 2014, management reviewed the sales mix of its MobiKEY Classic 2 device, MobiKEY Classic device and the MobiKEY Fusion device. In so doing, the Company forecast a selling price above cost for the Company's devices.

RELATED PARTY TRANSACTIONS

The Company has directors and officers who are considered related parties. The Company had the following transactions and/or outstanding amounts with related parties for the quarter ended March 31, 2015 and 2014 respectively. All transactions are recorded at their exchange amounts.

The Company made payments (including HST) to 1220764 Ontario Inc. for management services provided by Mr. Tony P. Busseri, a director and the CEO of the Company in the amount of $101,700 for the quarter ended March 31, 2015 (March 31, 2014 - $101,700).

The Company incurred expenses (including CPP) payable to and on behalf of the independent members of the Board of Directors of $79,418 for the quarter ended March 31, 2015 (March 31, 2014 - $85,148). These transactions are in the normal course of operations and are paid or payable for directorship services. As at March 31, 2015, accounts payable included $79,418 owing to directors (March 31, 2014 - $85,148).

The Company made payments to or incurred expenses for key management (President, Chief Technology Officer, and the Chief Financial Officer) in the quarter ended March 31, 2015 as follows, with 2014 comparatives.

	Three months ended March 31, 2015	Three months ended March 31, 2014
Short-term employee benefits	$167,396	$152,500
Stock option expense	12,869	22,494
	$180,265	$174,994

PROPOSED TRANSACTIONS

The Company has not entered into any asset or business acquisition or disposition transactions.

CRITICAL ACCOUNTING ESTIMATES

The consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS"). Management makes certain estimates and relies on certain assumptions relating to reporting the Company's assets and liabilities as well as operating results in order to prepare the audited financial statements in conformity with IFRS. On an on-going basis, the Company evaluates its estimates and assumptions including those related to revenue, the valuation of accounts receivable, the estimation of useful lives of the various classes of capital assets, stock-based compensation expense, and the measurement of income tax valuation allowances. Actual results could differ from those estimates, which are as follows:

- The Company's revenue is derived from hardware (i.e. MC2 device, the MobiKEY Classic device and the MobiKEY Fusion device) sales and subscription services (i.e. MobiKEY application software). The Company recognizes revenue in accordance with IAS 18, "Revenue".
- In the determination of the valuation of accounts receivable, including the allowance for doubtful accounts, the Company relies on current customer information, payment history and trends as well as future business and economic conditions.
- The determination of inventory obsolescence allowance.
- The determination of fair value of investments (if any) is based on a discounted cash flow model.
- The estimation of useful lives of the various classes of capital assets is based upon history and experience of similar assets within each class.
- The fair value of stock options is based on certain estimates applied to the Black-Scholes option-pricing model as disclosed in the Company's financial statements.
- The measurement of the income tax valuation allowance is based upon estimates of future taxable income and the expected timing of reversals of temporary differences.

FUTURE ACCOUNTING POLICY CHANGES

Fair Value Measurement

IFRS 9, "Financial Instruments" (IFRS 9), was issued by the IASB in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measure at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IA S39. Requirements relating to Hedge Accounting, representing a new hedge accounting model, have been added to IFRS 9 in November 2013. The new model represents a substantial overhaul of hedge accounting which will allow entities to better reflect their risk management activities in the financial statements. The most significant improvements apply to those that hedge non-financial risk, and so these improvements are expected to be of particular interest to non-financial institutions. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. Management is studying the impact of adopting IFRS 9 on the consolidated financial statements.

Revenue from Contracts with Customers

IFRS 15, "Revenue from Contracts with Customers" (IFRS 15), was issued by the IASB in May 2014 and will supersede current revenue recognition guidance, which is currently found across several standards and interpretations including IAS 11, Construction Contracts and IAS 18, Revenue. IFRS 15 provides a framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The standard is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. The International Accounting Standards Board has tentatively decided to defer the effective date of IFRS 15, "Revenue from Contracts with Customers" to January 1, 2018. The Company is in the process of assessing the impact of this standard on its consolidated financial statements.

FINANCIAL INSTRUMENTS

Establishing fair value

The carrying amount of financial instruments including cash and cash equivalents, accounts receivable and accounts payable and other liabilities approximates fair value because of the short-term nature of these instruments.

The following table sets out the classification, carrying amount, and fair value of the Company's financial assets and liabilities as at March 31, 2015 and December 31, 2014:

	March 31, 2015		December 31, 2014	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
FINANCIAL ASSETS				
Loans and receivables				
Cash and cash equivalents (i)	**$1,277,072**	**$1,277,072**	$1,532,902	$1,532,902
Accounts receivable (i)	**$1,593,177**	**$1,593,177**	$181,183	$181,183
FINANCIAL LIABILITIES				
Other liabilities				
Accounts payable and other liabilities (i)	**$350,022**	**$350,022**	$329,017	$329,017

(i) The fair value of these financial instruments is their carrying amount due to their short-term nature.

FINANCIAL INSTRUMENTS - RISK MANAGEMENT

The Company has exposure to credit risk, liquidity risk and market risk associated with its financial assets and liabilities. The Board has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has established the Audit Committee which is responsible for monitoring the Company's compliance with risk management policies. The Audit Committee regularly reports to the Board on its activities.

The Company's risk management program seeks to minimize potential adverse effects on the Company's financial performance and ultimately shareholder value. The Company manages its risks and risk exposures through a system of internal controls and sound business practices.

The Company's financial instruments and the nature of the risks to which they may be subject are set out in the following table:

	Credit	Liquidity	Foreign Exchange	Interest Rate
Cash and cash equivalents	Yes		Yes	Yes
Accounts receivable	Yes		Yes	
Accounts payable and other liabilities		Yes	Yes	

Credit risk

Credit risk arises from cash held with banks and credit exposure to customers, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value (net of allowances) of the financial assets. The objective of managing credit risk is to prevent losses on financial assets. The Company assesses the credit quality of counterparties, taking into account their financial position, past experience and other factors. During the quarter ended March 31, 2015, the largest single customer represented approximately $646,167 of revenue (March 31, 2014 - $568,039).

Cash and cash equivalents

Cash and cash equivalents consist of bank balances. Credit risk associated with cash is minimized substantially by ensuring that these financial assets are held in highly rated financial institutions. At March 31, 2015, the Company had cash consisting of cash on hand and deposits with banks of $1,277,072 (December 31, 2014 - $1,532,902).

Accounts receivable

Accounts receivable consist primarily of accounts receivable from invoicing of devices and services. The Company's credit risk arises from the possibility that a customer which owes the Company money is unable or unwilling to meet its obligations in accordance with the terms and conditions in the contracts with the Company, which would result in a financial loss for the Company. This risk is mitigated through established credit management techniques, including monitoring customer's creditworthiness, setting exposure limits and monitoring exposure against these customer credit limits.

The carrying amount of accounts receivable is reduced through the use of an allowance for doubtful accounts and the amount of the loss is recognized in the statement of comprehensive income. When a receivable balance is considered uncollectible, it is written off against the allowance for accounts receivable. Subsequent recoveries of amounts previously written off reduce other expenses in the statement of comprehensive income. As at March 31, 2015, the largest single customer's accounts receivable represented $1,265,333 (March 31, 2014 – $1,711,314) of the total accounts receivable. All receivable as of March 31, 2015 were subsequently collected after the quarter.

The following table outlines the details of the aging of the Company's receivables as at March 31, 2015 and December 31, 2014:

	March 31, 2015	December 31, 2014
Current	**$1,593,177**	$181,183
Past due		
1 – 60 days	**-**	-
Greater than 60 days	**-**	-
Less: Allowance for doubtful accounts	**-**	-
Total accounts receivable, net	**$1,593,177**	$181,183

For the quarter ended March 31, 2015 and year ended December 31, 2014, there was a $nil balance for the allowance for doubtful accounts.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. In order to meet its financial liabilities, the Company has relied on collecting its accounts receivable, which by nature, are due predominately from government agencies with a high level of certainty of collection.

The Company's ability to manage its liquidity risk going forward will require some or all of the following: the ability to generate positive cash flows from operations and secure capital and/or credit facilities on reasonable terms in the current market place Accounts payable of $350,022 (December 2014 - $329,017) were outstanding as of March 31, 2015.

The following table details the Company's contractual maturities for its financial liabilities, including interest payments and operating lease commitments, as at March 31, 2015:

	2015	**2016**	**2017 and Beyond**	**Total**
Accounts payable and other liabilities	$350,022	$-	$-	$350,022
Operating lease commitments	83,099	114,587	655,325	853,011
	$433,121	$114,587	$655,325	$1,203,033

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the fair value of recognized assets and liabilities or future cash flows or the Company's results of operation.

Foreign exchange

The functional currency of the parent company is Canadian dollars and the reporting currency is Canadian dollars. As at March 31, 2015, the Company had non-Canadian dollar net monetary assets of approximately

US$2,029,361 (December 31, 2014 - approximately US$513,749). An increase or decrease in the U.S. to Canadian dollar exchange rate by 5% as at March 31, 2015 would have resulted in a gain in the amount of $128,519 or a loss of $128,519 (December 31, 2014 – gain or loss of $30,785). Any gain or loss would have been included in the determination of net income.

Interest rate

The Company has cash balances which maybe exposed to interest rate fluctuations. At March 31, 2015, cash totalled $1,277,072 (December 31, 2014 - $1,532,902).

SHARE REPURCHASE PROGRAM

On September 5, 2014, the Company announced with approval from the TSX Venture Exchange its intention to make a Normal Course Issuer Bid ("NCIB"). The NCIB permits the Company to purchase for cancellation up to 10% of the common shares in the public float. The maximum number of shares allowed for repurchase is 38,200,991. Purchases under the NCIB commenced September 11, 2014 and will end September 10, 2015, or the date upon which the maximum number of common shares have been purchased by the Company.

For the quarter ended March 31, 2015, the Company repurchased for cancellation 740,000 of its common shares for total consideration of $28,850, at an approximate average price of $0.04 per share under the NCIB. The Company also incurred costs of $101 to complete the repurchases during the quarter. As of March 31, 2015 the Company has purchased a total of 9,976,000 common shares under the NCIB.

SHARE CAPITAL, WARRANTS AND CONTRIBUTED SURPLUS

The Company's authorized share capital consists of the following:

- Unlimited number of common shares with voting rights and no par value.
- Unlimited number of non-cumulative, non-voting first preferred shares with no fixed dividend rate, issuable in series.
- Unlimited number of non-cumulative, non-voting second preferred shares with no fixed dividend rate, issuable in series.
- Unlimited number of non-cumulative, non-voting Series A first preferred shares with no fixed dividend rate, issuable in series and convertible into common shares at the option of the holder on a one-for-one basis at any time after October 31, 2000.

As of March 31, 2015, the following was outstanding:

	Number of Common Shares	**$**
Balance, January 1, 2015	372,773,914	$23,349,991
Shares issued/repurchased for cancellation	(740,000)	(28,951)
Balance, March 31, 2015	372,033,914	$23,321,040

- 18,564,000 common share purchase options ("Options") exercisable into 18,564,000 common shares.

RISK FACTORS AND UNCERTAINTY

Although management has a positive outlook for the Company and continually improves and adapts the Company's risk mitigation strategies, operating in the technology industry inherently involves a certain level of risk and uncertainty. In management's opinion, the following risk factors, among others, should be considered when evaluating the Company's business and its results of future operations:

- Management's ability to secure additional financing, if needed, on reasonable terms. Access to such financing at acceptable commercial terms will be dependent on the timing of recognition and receipt of cash from our current receivables and contracts, on our ability to demonstrate execution of our business strategy and the general condition of the credit and/or equity markets. Such additional financing may be dilutive in nature to existing shareholders.
- The Company's access to credit or capital could be restricted based on a global financial crisis which would restrict credit availability worldwide and could also impact its ability to continue operations.
- The Company's projected revenue in the short-term is tied to approximately US$4.5 million in renewals from MobiKEY application software subscriptions and a DEFIMNET platform maintenance agreement, with one or more US Government ("USG") accounts. If one or more USG accounts were to discontinue their relationship with the Company, such events may have a material adverse impact on the Company's financial results.
- The Company's ability to collect payment on a timely basis for services delivered may have a material adverse impact on the Company's liquidity position.
- There is no assurance that any forward-looking statement will materialize. Unless otherwise indicated, forward-looking statements describe expectations as of the date of this document.
- Route1 disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.
- Route1 had working capital at March 31, 2015 of $377,440 which may not be sufficient to support current operating levels and growth objectives for the current fiscal year;
- Third-party claims for infringement of intellectual property rights by Route1, and the outcome of any litigation with respect thereto, may harm the Company's competitive advantage in the secure remote access industry;
- Route1's ability to successfully obtain patent or other proprietary or statutory protection for its technologies and products, may harm the Company's competitive advantage in the secure remote access industry;
- Route1's ability to obtain rights to use certain software or components which are supplied by third parties, may not be sufficient to support future sales volumes;
- The ability to run efficient and uninterrupted operation of Route1's MobiNET platform, which could impact on the credibility of the Company's product and services;
- Route1's ability to establish new, and to build on its existing customer base, could also slow the Company's continued growth;
- The occurrence of a breach or perception of a breach of Route1's secure product and service offering, may impact on the credibility of the Company's product and services;
- The inappropriate disclosure of confidential information of the Company may have an impact on the credibility of the Company's product and services;
- Competition, both with existing providers as well as with any future providers entering the marketplace, within the secure remote access industry may hamper future sales growth;
- Route1's reliance on its suppliers and the risk that suppliers will not be able to deliver required components on a timely basis, which may slow future sales growth;

- Any future government(s) regulation of the secure remote access industry, including but not limited to restrictions on encryption of the MobiKEY device and the MobiNET platform may hamper future growth;
- Any significant economic downturn, in geographic areas where Route1 engages in business activities, that may cause those government agencies to reduce discretionary budget spending in areas such as secure identity solutions.
- Any delays in the budget approval process by the U.S. government may delay the procurement and spending in areas such as digital security solutions.

The Company records transactions in Canadian dollars and conducts business both in Canada and internationally. The volatility of the Canadian dollar against currencies such as the U.S. dollar and the Euro can impact financial results negatively should the Canadian dollar appreciate significantly.

Audit Committee

The three members of the Audit Committee are independent and all meet the qualifications of a financial expert and all are financially literate as such term is defined in National Instrument 52-110 – Audit Committees.

Legal proceedings

In the normal course of operations, the Company may be subject to litigation claims from customers, suppliers, patent holders, resellers and former employees. A provision is recognized when the probability that the event will occur is greater than the probability that it will not. The Company regularly reviews any outstanding claims to see if they meet the criteria. A provision is calculated based on management's best estimate of probable outflow of economic resources.

REVENUE INFORMATION

The Company is organized and managed as a single reportable business entity with two distinct revenue streams, being devices and appliances, and services. The Company considers revenue realized or realizable and earned when the Company has transferred to the buyer the significant risks and rewards of ownership of the goods, the Company does not retain any managerial involvement, it is probable that the economic benefits associated with the transaction will flow to the company, the amount of revenue can be measured reliably. For sale of devices, revenue is recognized at the time of shipment of the device which constitutes transfer of ownership of the device. Revenue for the services component is reported as deferred revenue on the statement of financial position and is recognized as earned revenue in the period which the service is provided. At March 31, 2015, the Company had $2,674,741 (December 31, 2014 - $1,635,265) in deferred revenue.

The following table provides a component presentation of the Company's revenue streams for the quarter ended March 31, 2015 and 2014:

	2015		2014	
	Revenue	**% of Total**	Revenue	% of Total
Devices and appliances	**$56,044**	**3.6**	$460,944	26.2
Services	**1,461,007**	**95.0**	1,281,421	73.0
Other	**20,566**	**1.4**	13,609	0.8
	$1,537,617	**100.0**	$1,755,974	100.0

The following table provides a geographical presentation of the Company's revenue streams for the quarter ended March 31, 2015 and 2014:

	2015		2014	
	Revenue	**% of Total**	Revenue	% of Total
USA	**$1,476,158**	**96.0**	$1,667,036	94.9
Canada	**61,459**	**4.0**	88,938	5.1
	$1,537,617	**100.0**	$1,755,974	100.0

ADDITIONAL INFORMATION

Additional information about Route1 is available from Route1's website at www.route1.com, the SEDAR website at www.sedar.com, or by request from Route1's head office at 8 King Street East, Suite 600, Toronto, Ontario, Canada M5C 1B5 (telephone 416-848-8391).