UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE QUARTERLY PERIOD ENDED March 31, 2023.

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE TRANSITION PERIOD FROM __________________ TO __________________

Commission File No. **333-141875**

IGEN Networks Corp.

(Exact name of registrant as specified in its charter)

Nevada	**20-5879021**
(State or Other Jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

28375 Rostrata Ave. Lake Elsinore, CA 92532
(Address of principal executive offices) (Zip Code)

1-855-912-5378
(Registrant's telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer:	☐	Accelerated filer:	☐
Non-accelerated filer:	☒	Smaller reporting company:	☒
(Do not check if a smaller reporting company)		Emerging growth company:	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The number of shares of the registrant's common stock issued and outstanding as of June 5, 2023 is 2,222,437,202.

TABLE OF CONTENTS

Part I
FINANCIAL INFORMATION

Item 1. Financial Statements

The Company’s unaudited condensed consolidated interim financial statements for the three-month period ended March 31, 2023 are included herewith.

IGEN NETWORKS CORP.

Condensed Consolidated Interim Financial Statements
For the Three Months Ended March 31, 2023
(Unaudited - Expressed in U.S. Dollars)

IGEN NETWORKS CORP.
Condensed Consolidated Interim Balance Sheets
(Expressed in U.S. dollars)

	March 31, 2023 (unaudited)	December 31, 2022
Assets		
Current Assets		
Cash	$ -	$ -
Accounts and other receivables, net	632	21,902
Inventory	33,866	30,141
Total Current Assets	34,498	52,043
Operating lease asset, net	46,826	53,017
Security deposits	5,722	5,722
Goodwill	505,508	505,508
Total Assets	$ 592,554	$ 616,290
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts payable and accrued liabilities	$ 359,826	$ 360,227
Current portion of deferred revenue, net of contract assets	77,495	81,066
Notes payable, current portion	635,230	596,746
Convertible debentures	37,000	37,000
Derivative liabilities	88,462	111,010
Total Current Liabilities	1,198,013	1,186,049
Notes payable, net of current portion	162,142	160,736
Operating lease liability, net of current portion	19,250	27,098
Deferred revenue, net of current portion and contract assets	66,143	81,632
Total Liabilities	1,445,548	1,455,515
Commitment and contingencies		
Redeemable convertible preferred stock - Series A: Authorized – 1,250,000 shares with $0.001 par value, 194,500 shares and 214,500 shares issued and outstanding as of March 31, 2023 and December 31, 2022, respectively, net of discount of $79,179 and $59,954, respectively, aggregate liquidation preference of $199,741 and $218,222 as of March 31, 2023 and December 31, 2022, respectively	103,059	138,429
Stockholders' Deficit		
Series B preferred stock: Authorized - 5,000,000 shares with $0.001 par value issued and outstanding – 3,750,000, as of March 31, 2023 and December 31, 2022	3,750	3,750
Common stock: Authorized – 2,900,000,000 shares with $0.001 par value issued and outstanding – 2,034,481,764 and 1,890,261,047 shares, as of March 31, 2023 and December 31, 2022, respectively	2,034,483	1,890,262
Additional paid-in capital	17,348,124	17,298,474
Accumulated deficit	(20,342,410)	(20,170,140)
Total Stockholders' Deficit	(956,053)	(977,654)
Total Liabilities and Stockholders' Deficit	$ 592,554	$ 616,290

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Table of Contents

IGEN NETWORKS CORP.
Condensed Consolidated Interim Statements of Operations
(Unaudited - Expressed in U.S. dollars)

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
Revenues:		
Sales, services	$ 47,216	$ 46,260
Sales, other	-	-
Total Revenues	47,216	46,260
Cost of goods sold	27,250	14,495
Gross Profit	19,966	31,765
Expenses:		
Selling, general and administrative	86,300	38,214
Management and consulting fees	13,250	67,796
Payroll and related	35,037	109,799
Stock-based director expense	-	-
Total Expenses	134,587	215,809
Loss Before Other Income (Expense)	(114,621)	(184,044)
Other Income (Expense):		
Accretion of discounts on convertible debentures	-	(25,410)
Change in fair value of derivative liabilities	44,488	39,574
Interest expense	(46,676)	(16,227)
Total Other Income (Expense), net	(2,188)	(2,063)
Net loss before provision for income taxes	(116,809)	(186,107)
Provision for income taxes	-	-
Net Loss	(116,809)	(186,107)
Deemed dividend on preferred stock	(55,461)	(96,330)
Net loss attributable to common stockholders	$ (172,270)	$ (282,437)
Basic and Diluted Loss per Common Share	$ (0.00)	(0.00)
Weighted Average Number of Common Shares Outstanding	1,933,729,474	1,500,021,665

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

IGEN NETWORKS CORP.
Condensed Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders' Deficit
(Unaudited - Expressed in U.S. dollars)

	Redeemable Series A Convertible Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid In Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, December 31, 2022	214,500	$ 138,429	3,750,000	$ 3,750	1,890,261,047	$ 1,890,262	$ 17,298,474	$ (20,170,140)	$ (977,654)
Shares of Series A preferred stock for cash, net of costs and discounts	59,125	-	-	-	-	-	-	(11,706)	(11,706)
Conversion of Series A preferred shares to common stock	(79,125)	(62,977)	-	-	88,156,667	88,157	35,129	(16,148)	107,138
Accrued dividends on Series A preferred stock	-	27,607	-	-	-	-	-	(27,607)	(27,607)
Shares of common stock issued for cash	-	-	-	-	34,064,050	34,064	(2,079)	-	31,985
Shares of common stock issued for services	-	-	-	-	22,000,000	22,000	16,600	-	38,600
Net loss	-	-	-	-	-	-	-	(116,809)	(116,809)
Balance, March 31, 2023	194,500	$ 103,059	3,750,000	$ 3,750	2,034,481,764	$ 2,034,483	$ 17,348,124	$ (20,342,410)	$ (956,053)

	Redeemable Series A Convertible Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid In Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount			
Ba-lance, December 31, 2021	199,375	$ 84,022	5,000,000	$ 5,000	1,476,869,532	$ 1,476,870	$ 16,900,962	$ (19,076,522)	$ (693,690)
Shares of Series A preferred stock issued for cash, net of costs and discounts	118,250	50,282	-	-		-	-	-	-
Conversion of Series A preferred stock to common stock	(118,250)	(59,844)	-	-	37,377,063	37,377	130,750	(58,406)	109,721
Accrued dividends on Series A preferred stock	-	37,924	-	-		-	-	(37,924)	(37,924)
Shares of common stock for cashless exercise of warrants	-	-	-	-	19,560,705	19,561	(19,561)	-	-
Shares of common stock issued for services	-	-	-	-	3,113,005	3,113	10,500	-	13,613
Net loss	-	-	-	-		-	-	(186,107)	(186,107)
Balance, March 31, 2022	199,375	$ 112,384	5,000,000	$ 5,000	1,536,920,305	$ 1,536,921	$ 17,022,651	$ (19,358,959)	$ (794,387)

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Table of Contents

IGEN NETWORKS CORP.
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited - Expressed in U.S. dollars)

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022
Cash Flows from Operating Activities		
Net loss	$ (116,809)	$ (186,107)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accretion of discounts on convertible debentures	-	25,410
Change in fair value of derivative liabilities	(44,488)	(39,574)
Amortization of right of use asset	6,191	5,551
Accrued interest for convertible debt	39,890	5,648
Stock-based compensation	38,600	13,613
Changes in operating assets and liabilities:		
Accounts and other receivables	21,270	9,068
Inventory	(3,725)	(117,812)
Accounts payable and accrued liabilities	(371)	(15,394)
Deferred revenue	(19,060)	(3,769)
Operating lease liability	(7,848)	-
Net Cash Used in Operating Activities	(86,350)	(303,366)
Cash Flows from Financing Activities		
Repayment of notes payable and convertible debentures	-	(26,601)
Repayment of lease liability – operating lease	-	(6,582)
Proceeds from issuance of common stock	31,985	-
Proceeds from notes payable and convertible debentures, net	-	200,000
Proceeds from issuance of preferred stock, net	54,365	107,500
Net Cash Provided by Financing Activities	86,350	274,317
Change in Cash	-	(29,049)
Cash, Beginning of Period	-	64,429
Cash, End of Period	$ -	$ 35,380
Non-cash Investing and Financing Activities:		
Conversion of preferred stock		
Fair value of common shares issued	$ 123,286	$ 168,127
Derecognition of preferred stock	$ (82,290)	$ (112,529)
Derecognition of unamortized discount	$ 19,313	$ 63,136
Derecognition of derivative liabilities	$ (44,161)	$ (49,876)
Deemed dividend	$ (27,607)	$ (68,857)
Discount related to issuance of preferred stock	$ 54,395	$ 57,218
Deemed dividends on preferred stock (excluding conversions)	$ 11,706	$ 27,473

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

IGEN NETWORKS CORP.
Notes to the Condensed Consolidated Interim Financial Statements
March 31, 2023
(Unaudited - Expressed in U.S. dollars)

1. Organization and Description of Business

IGEN Networks Corp. ("IGEN", the "Company", "we", "our") was incorporated in the State of Nevada on November 14, 2006, under the name of Nurse Solutions Inc. On September 19, 2008, the Company changed its name to Sync2 Entertainment Corporation and traded under the symbol SYTO. On September 15, 2008, the Company became a reporting issuer in British Columbia, Canada. On May 26, 2009, the Company changed its name to IGEN Networks Corp. On March 25, 2015, the Company was listed on the Canadian Securities Exchange (CSE) under the trading symbol IGN and the Company became a reporting Venture Issuer in British Columbia and Ontario, Canada.

The Company's principal business is the development and marketing of software solutions for the consumer automotive, fleet and asset management industries. The consumer solutions are marketed through credit unions and financial institutions to mitigate risk and provide peace-of-mind for family driven vehicles. The commercial brands offer robust and patent-protected solutions for managing light-to-heavy duty commercial fleets along with asset management solutions for improving productivity within supply-chain organizations.

Going Concern

The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has experienced recurring losses from operations, has negative operating cash flows since inception, has a working capital deficit of $1,163,515 and an accumulated deficit of $20,342,410 as of March 31, 2023, and is dependent on its ability to raise capital from stockholders or other sources to sustain operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. Ultimately, the Company plans to achieve profitable operations through the increase in revenue base and successfully grow its operations organically or through acquisitions. The condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

2. Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

These consolidated financial statements and related notes include the records of the Company and the Company's wholly-owned subsidiary, Nimbo Tracking LLC which is formed in the USA.

The condensed consolidated balance sheet as of December 31, 2022, which has been derived from audited consolidated financial statements, and these unaudited condensed consolidated financial statements have been prepared by management in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"), and include all assets, liabilities, revenues and expenses of the Company and its wholly-owned subsidiary. All material intercompany transactions and balances have been eliminated. These interim unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2022. Certain information required by U.S. GAAP has been condensed or omitted in accordance with the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). The results for the three-month period ended March 31, 2023 are not necessarily indicative of the results to be expected for the entire fiscal year ending December 31, 2023, or for any future period.

Use of Estimates

The preparation of these condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to allowance for doubtful accounts, valuation of inventory, the useful life and recoverability of equipment, impairment of goodwill, valuation of notes payable and convertible debentures, fair value of stock-based compensation and derivative liabilities, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with an original maturity of three months or less at the time of acquisition to be cash equivalents.

Accounts Receivable

Accounts receivable are recognized and carried at the original invoice amount less an allowance for expected uncollectible amounts. Inherent in the assessment of the allowance for doubtful accounts are certain judgments and estimates including, among others, the customer's willingness or ability to pay, the Company's compliance with customer invoicing requirements, the effect of general economic conditions and the ongoing relationship with the customer. Accounts with outstanding balances longer than the payment terms are considered past due. We do not charge interest on past due balances. The Company writes off trade receivables when all reasonable collection efforts have been exhausted. Bad debt expense is reflected as a component of general and administrative expenses in the consolidated statements of operations. As of March 31, 2023 and December 31, 2022, the allowance for doubtful accounts was approximately $36,000 and $16,000, respectively.

Inventory

Inventory consists of vehicle tracking and recovery devices and is comprised entirely of finished goods that can be resold. Inventory is stated at the lower of cost or net realizable value. Cost is determined on a first-in, first-out (FIFO) basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling costs. There was no provision for inventory impairment recorded as of March 31, 2022 and December 31, 2021.

Equipment

Office equipment, computer equipment, and software are recorded at cost. Depreciation is provided annually at rates and methods over their estimated useful lives. Management reviews the estimates of useful lives of the assets every year and adjusts them on prospective basis, if needed. All equipment was fully depreciated as of December 31, 2022. For purposes of computing depreciation, the method of depreciating equipment is as follows:

Computer equipment	3 years straight-line
Office equipment	5 years straight-line
Software	3 years straight-line

Goodwill

Goodwill represents the excess of the acquisition price over the fair value of identifiable net assets acquired. Goodwill is allocated at the date of the business combination. Goodwill is not amortized, but is tested for impairment annually on December 31 of each year or more frequently if events or changes in circumstances indicate the asset may be impaired. These events and circumstances may include a significant change in legal factors or in the business climate, a significant decline in the Company's share price, an adverse action of assessment by a regulator, unanticipated competition, a loss of key personnel, significant disposal activity and the testing of recoverability for a significant asset group.

Goodwill impairment is measured as the amount by which a reporting unit's carrying value exceeds its fair value.

The Company has only one reporting unit. Therefore, all of the Company's goodwill relates to that reporting unit, and as of March 31, 2023 and December 31, 2022, the carrying value for that reporting unit is negative.

Impairment of Long-lived Assets

The Company reviews long-lived assets, such as equipment, for impairment whenever events or changes in the circumstances indicate that the carrying value may not be recoverable. If the total of the estimated undiscounted future cash flows is less than the carrying value of the asset, an impairment loss is recognized for the excess of the carrying value over the fair value of the asset during the year the impairment occurs.

Financial Instruments

In accordance with Financial Accounting Standard Board ("FASB") Accounting Standards Codification ("ASC") 820, "Fair Value Measurements and Disclosures," the Company is to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

See Note 4 for fair value measurement information related to the Company's derivative liabilities.

The fair values of cash and cash equivalents, accounts and other receivables, restricted cash, and accounts payable and accrued liabilities, approximate their carrying values due to the immediate or short-term maturity of these financial instruments. Foreign currency transactions are primarily undertaken in Canadian dollars. The fair value of cash and cash equivalents is determined based on "Level 1" inputs and the fair value of derivative liabilities is determined based on "Level 3" inputs. The recorded values of notes payable, approximate their current fair values because of their nature and respective maturity dates or durations. The financial risk is the risk to the Company's operations that arise from fluctuations in foreign exchange rates and the degree of volatility to these rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk. Financial instruments that potentially subject the Company to concentrations of credit risk consists of cash. The Company places its cash and cash equivalents in what it believes to be credit-worthy financial institutions.

Revenue Recognition and Deferred Revenue

We recognize revenue in accordance with ASC 606, "Revenue from Contracts with Customers", using the five-step model, including (1) identify the contract with the customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue in accordance with U.S. GAAP. Title and risk of loss generally pass to our customers upon delivery, as we have insurance for lost shipments. In limited circumstances where either title or risk of loss pass upon destination or acceptance or when collection is not reasonably assured, we defer revenue recognition until such events occur. We derive substantially all our revenues from the sale of products and services combined into one performance obligation. Product revenue includes the shipment of product according to the agreement with our customers. Service revenue include vehicle tracking services and customer support (technical support), installations and consulting. A contract usually includes both product and services. For these contracts, the Company accounts for individual performance obligations separately if they are distinct. Performance obligations include, but are not limited to, pass-thru harnesses and vehicle tracking services. Almost all of our revenues are derived from customers located in United States of America in the auto industry. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. Standalone selling prices are typically estimated based on observable transactions when these services are not sold on a standalone basis. At contract inception, an assessment of the goods and services promised in the contracts with customers is performed and a performance obligation is identified for each distinct promise to transfer to the customer a good or service (or bundle of goods or services). To identify the performance obligations, the Company considers all of the goods or services promised in the contract regardless of whether they are explicitly stated or are implied by customary business practices. Revenue is recognized when our performance obligation has been met. The Company considers control to have transferred upon delivery because the Company has a present right to payment at that time, the Company has transferred use of the asset, and the customer is able to direct the use of, and obtain substantially all of the remaining benefits from, the asset. For arrangements under which the Company provides vehicle tracking services, the Company satisfies its performance obligations as those services are performed whereby the customer simultaneously receives and consumes the benefits of such services under the agreement. Revenues are recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities.

The Company provides product warranties with varying lengths of time and terms. The product warranties are considered to be assurance-type in nature and do not cover anything beyond ensuring that the product is functioning as intended. Based on the guidance in ASC 606, assurance-type warranties do not represent separate performance obligations. The Company has historically experienced a low rate of product returns under the warranty program.

Financing Costs and Debt Discount

Financing costs and debt discounts are recorded as reductions to the carrying value of notes payable and convertible debentures. Amortization of financing costs and the debt discounts is calculated using the effective interest method over the term of the debt and is recorded as interest expense in the consolidated statement of operations.

Income Taxes

Deferred income taxes are provided on the asset and liability method whereby deferred income tax assets are recognized for deductible temporary differences and operating loss and tax credit carry-forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred income tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred income tax assets will not be realized. Deferred income tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Stock-based Compensation

The Company accounts for stock-based payments in accordance with stock-based payment accounting guidance which requires all stock-based payments to be recognized based upon their fair values. The fair value of stock-based awards is estimated at the grant date using the Black-Scholes Option Pricing Model and the portion that is ultimately expected to vest is recognized as compensation cost over the requisite service period. The determination of fair value using the Black-Scholes Option Pricing Model is affected by the Company’s stock price as well as assumptions regarding a number of complex and subjective variables, including expected stock price volatility, risk-free interest rate, expected dividends and projected employee stock option exercise behaviors. The Company accounts for forfeitures of unvested awards as they occur.

Derivative Financial Instruments

The Company classifies as equity any contracts that require physical settlement or net-share settlement or provide us a choice of net cash settlement or settlement in our own shares (physical settlement or net-share settlement) provided that such contracts are indexed to our own stock as defined in ASC Topic 815-40 “Contracts in Entity’s Own Equity.” The Company classifies as assets or liabilities any contracts that require net-cash settlement including a requirement to net cash settle the contract if an event occurs and if that event is outside our control or give the counterparty a choice of net-cash settlement or settlement in shares. The Company assesses classification of its free-standing derivatives at each reporting date to determine whether a change in classification between assets and liabilities is required.

Loss Per Share

Basic earnings (loss) per share are computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted earnings per share give effect to all dilutive potential common shares outstanding during the period including stock options and warrants, using the treasury stock method, and convertible debentures, using the if-converted method. In computing diluted earnings (loss) per share, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted earnings (loss) per share exclude all potentially issuable shares if their effect is anti-dilutive. Because the effect of conversion of the Company's dilutive securities is anti-dilutive, diluted loss per share is the same as basic loss per share for the periods presented. As of March 31, 2023 and 2022, the Company has 483,181,298 and 442,441,431 potentially dilutive shares outstanding, respectively.

Recent Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06, *"Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815 - 40)"* ("ASU 2020-06"). ASU 2020-06 simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The ASU is part of the FASB's simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. The ASU's amendments are effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. The Company is currently evaluating the impact ASU 2020-06 will have on its financial statements.

3. Convertible Debentures and Notes Payable

On May 17, 2019, the Company entered into a Convertible Promissory Note ("Promissory Note") with Crown Bridge Partners, LLC (the "Holder") for a total principal amount of up to $150,000 with cash proceeds of up to $124,500, resulting in an original issue discount of up to $25,500. The Promissory Note bears interest at 7% per annum (with the understanding that the first 12 months of interest of each tranche will be guaranteed). The maturity date is 18 months from the effective date of each payment.

The Conversion Price, as defined in the agreement, is the lesser of (i) the lowest Trading Price (as defined below) during the previous 25 trading day period ending on the latest complete trading day prior to the date of this Promissory Note or (ii) the Variable Conversion Price (as defined below). The Variable Conversion Price means the lowest one Trading Price (as defined below) for the common stock during the 25 Trading Day period ending on the last complete Trading Day prior to the Conversion Date. Trading Price means, for any security as of any date, the lesser of the (i) lowest traded price and (ii) lowest closing bid price. Based on the Company's examination of the conversion feature and the relative accounting guidance, the Company has determined that the conversion feature should be treated as a derivative liability for accounting purposes.

Additionally, if at any time while the Promissory Note is outstanding, the Conversion Price is equal to or lower than $0.025, then an additional $10,000 will be automatically added to the principal balance of each tranche funded under the Note. During the quarter ended June 30, 2019, $10,000 was added to the principal balance for the first tranche.

In connection with the Promissory Note, the Company also entered into a Securities Purchase Agreement with the Holder which states that the Company will also issue to the Holder a warrant to purchase an amount of shares of its common stock equal to 50% of the face value of each respective tranche divided by $0.10 (for illustrative purposes, the first tranche face value is equal to $50,000, which resulted in the issuance of a warrant to purchase 250,000 shares of the Company's common stock).

Per the terms of the Common Stock Purchase Warrant agreement, on May 17, 2019, the Company issued a warrant to purchase 250,000 shares of common stock with an Exercise Price of $0.10 subject to adjustment (standard anti-dilution features). The agreement contains a down-round provision that automatically resets the exercise price of the warrant to a new exercise price that is equal to the per share price of common stock subsequently issued (including conversions of debt and preferred stock). Upon the lowing of the exercise price, the number of warrants will be increased such that the total proceeds upon exercise is the same amount (see Note 7). If the Market Price of one shares of common stock is greater than the Exercise Price, the Holder may elect to receive Warrant Shares pursuant to cashless exercise, in lieu of cash exercise, per a defined formula in the agreement.

On June 19, 2020, the Company received $19,250 in net cash proceeds from a note holder under the same terms as the Promissory Note. The related principal amount due for the convertible debt instrument was $25,000. Using the Binomial Lattice Model, the Company computed the estimated fair value of the embedded conversion feature to be approximately $142,000 and recorded a related derivative liability for that amount and a charge to interest expense of approximately $122,000. Related to the derivative liability, the shares issued, the bonus interest, and the direct financing costs, the Company recorded a debt discount totaling $25,000 for the note, which is being amortized to interest expense over the term of the note using the effective interest method.

On July 10, 2020, the Company received $19,250 in net cash proceeds from a note holder under the same terms as the Promissory Note. The related principal amount due for the convertible debt instrument was $25,000. Using the Binomial Lattice Model, the Company computed the estimated fair value of the embedded conversion feature to be approximately $61,000 and recorded a related derivative liability for that amount and a charge to interest expense of approximately $42,000. Related to the derivative liability, the shares issued, the bonus interest, and the direct financing costs, the Company recorded a debt discount totaling $25,000 for the note, which is being amortized to interest expense over the term of the note using the effective interest method.

On May 4, 2020, the Company entered into a Paycheck Protection Program (“PPP”) Loan with a principal amount of $59,949 through a financial institution under the PPP administered by the SBA and established as part of the CARES Act. The PPP Loan bears interest at 1.0% per annum and matures on May 4, 2022 with the first six months of interest and principal payments deferred. The amount borrowed under the PPP Loan is guaranteed by the U.S. Small Business Administration (“SBA”) and is eligible for forgiveness in an amount equal to the sum of the eligible costs, including payroll, benefits, rent and utilities, incurred by the Company during the 24-week period beginning on the date the Company received the proceeds. The PPP Loan contains customary events of default, and the occurrence of an event of default may result in a claim for the immediate repayment of all amounts outstanding under the PPP Loan. As of March 31, 2023, the balance of the PPP Loan, including accrued interest was $61,697.

On July 7, 2020, the Company entered into a secured disaster loan with the SBA with a principal amount of $150,000. The SBA loan bears interest at 3.75% per annum and matures in July 2050. The Company is required to make monthly principal and interest payments of $731 beginning in July 2021. As of March 31, 2023, the balance on the SBA loan, including interest was $165,469.

On November 2, 2020, the Company received $146,500 in net cash proceeds from a note holder under an Inventory Financing Promissory Note. The related principal amount due for the convertible debt instrument was $168,000. The note bears interest at 12% per annum and matures on May 2, 2022. Principal and accrued interest are convertible into common stock at a variable conversion price, which is 80% of the average two lowest traded prices for common stock during a 10-day trading period prior to conversion. Using the Binomial Lattice Model, the Company computed the estimated fair value of the embedded conversion feature to be approximately $99,000 and recorded a related derivative liability for that amount. The Company also issued 2,000,000 shares of common stock to the note holder as additional compensation. The value of the shares, $14,800. Related to the derivative liability, the shares issued, the bonus interest, and the direct financing costs, the Company recorded a debt discount totaling approximately $135,000 for the note, which is being amortized to interest expense over the term of the note using the effective interest method. During the nine months ended September 30, 2022, the Company received forgiveness of the note totaling $45,148 and the Company paid down the remaining balance and accrued interest. As of September 30, 2022, the balance on the note is $0.

On December 13, 2021, the Company received $50,000 in net cash proceeds from a note holder under a short-term bridge note. As of March 31, 2023, the balance on the note was $160,111.

During the nine months ended September 30, 2022, the Company entered into four separate notes with an investor for total principal of $400,000, and they bear interest between 6% and 12% per annum. As of March 31, 2023, the principal and interest owed on these notes totaled $410,093.

As of March 31, 2023 long-term debt matures as follows

Year Ending	Notes Payable	Convertible Notes	Total
2023 (months remaining)	$ 635,228	$ 37,000	$ 672,228
2024	3,454	-	3,454
2025	3,586	-	3,586
2026	3,718	-	3,718
2027	3,900	-	3,900
Thereafter	147,484	-	147,484
	$ 797,370	$ 37,000	$ 83,437

4. Derivative Liabilities

During the three months ended March 31, 2023 and during the year ended December 31, 2022, the Company had outstanding convertible debentures with variable exercise prices based on market rates (see Note 3). During the three months ended March 31, 2023 and during year ended December 31, 2022, the Company also issued series A preferred stock with variable exercise prices based on market rates (see Note 6). The Company records the fair value of the conversion features with variable exercise prices based on future market rates in accordance with ASC 815. The fair value of the derivative liabilities is revalued on each balance sheet date with corresponding gains and losses recorded in the consolidated statements of operations. The Company uses a multi-nominal lattice model to fair value the derivative liabilities. The following inputs and assumptions were used to value the conversion features outstanding during the three months ended March 31, 2023, assuming no expected dividends:

	March 31, 2023
Expected volatility	135 - 275%
Risk free interest rate	0.05 – 0.15%
Expected life (in years)	0 - 1.50

The following table presents the Company's embedded conversion features of its convertible debt and preferred stock measured at fair value on a recurring basis as of March 31, 2023.

		Level 3 Carrying Value as of March 31, 2023
Derivative liabilities:		
Embedded conversion feature - convertible debt	$	-
Embedded conversion feature - preferred stock		88,462
	$	88,462

The following table provides a reconciliation of the beginning and ending balances for the Company's derivative liabilities measured at fair value using Level 3 inputs:

		For The Three Months Ended March 31, 2023
Embedded Conversion Features - Convertible Debt		
Balances, as of the beginning of the year	$	-
Derivative liabilities recorded upon issuance of convertible debt		-
Derivative liabilities derecognized upon debt conversion		-
Net changes in fair value included in net loss		-
Ending balance	$	-
Embedded Conversion Features - Preferred Stock		
Balances, as of the beginning of the year	$	111,010
Derivative liabilities recorded upon issuance of preferred stock		66,101
Derivative liabilities derecognized upon preferred stock conversion		(44,161)
Net changes in fair value included in net loss		(44,488)
Ending balance	$	88,462
Total ending balance	$	88,462

5. Related Party Transactions

(a) During the three months ended March 31, 2023 and 2022, the Company incurred approximately $49,000 and $43,000, respectively, in management and consulting fees with an officer and an entity controlled by him. As of March 31, 2023 and December 31, 2022, the Company owed approximately $5,000 to directors and officers and a company controlled by a director, which is included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing, and due on demand.

6. Redeemable Preferred Stock and Stockholders' Deficit

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of $0.001 per share. The Company has designated 1,250,000 of these shares as Series A Convertible Preferred Stock and 5,000,000 of these shares as Series B Super Voting Preferred Stock.

On February 1, 2023, the Company issued 59,125 shares of Series A preferred stock for cash proceeds of $54,365.

Rights and Privileges of the Series A Preferred Stock

- ☐ **Voting** - Series A Preferred Stockholders have no voting rights
- ☐ **Dividends** - 8% cumulative dividend, compounded daily, payable solely upon redemption, liquidation, or conversion. (increases to 22% for an event of default)
- ☐ **Redemption** - Company has the right to redeem the shares from the issuance date through 270 days following the issuance date using the table noted in the Certificate of Designations, Preferences, Rights and Limitations of Series A Convertible Preferred Stock agreement. After 270 days, except for the Mandatory Redemption, the Company does not have the right to redeem the shares.
- ☐ **Mandatory Redemption** - 18 months after the Issuance Date or upon the occurrence of an Event of Default, the Company is required to redeem all of the shares of Series A Preferred Stock of the Holder. The Company shall make a cash payment in an amount equal to the total number of shares of Series A Preferred Stock held by the Holder multiplied by the then current Stated Value as adjusted (including but not limited to the addition of any accrued unpaid dividends and the Default Adjustment
- ☐ **Conversion** - At any time after 6 months following the Issuance Date, the Holder may convert all or any part of the outstanding Series A Preferred Stock into shares of Common Stock. The Variable Conversion Price is defined as 75% of the the Market Price. The Market Price is defined as the average of the 3 lowest Trading Prices for the Common Stock during the 15 day Trading Period ending on the last complete Trading Day prior to the Conversion Date.
- ☐ **Default Adjustments** - Upon the occurrence of any Event of Default, the Stated Value will be increased between 150% and 200%, depending on the Event of Default.

Based on the terms of the conversion feature, the Company could be required to issue an infinite number of shares of common stock. As such, the Company has determined the conversion feature to be a derivative liability under relevant accounting guidance. The Company estimated the fair value of the conversion feature using the Binomial Lattice Model on the date of issuance, on the date of each conversion notice, and remeasures the fair value at each reporting period. During the three months ended March 31, 2023, the Company issued 59,125 shares of series A preferred stock for proceeds of $54,365. Related to these issuances, the Company recorded derivative liabilities of $66,101 and discounts to the preferred stock of $54,395, which is being amortized to deemed dividends over the redemption period.

During the three months ended March 31, 2023, the holder of the series A preferred stock converted 79,125 shares of series A preferred stock and accrued dividends into 88,156,667 shares of common stock. Related to these conversions during the three months ended March 31, 2023, the Company recorded a reduction of the associated derivative liability for the conversion features of $44,161 and a reduction of the preferred stock discount of $19,313 and $16,148 of deemed dividend.

Rights and Privileges of the Series B Preferred Stock

In February 2021, the Company issued 500,000 shares, respectively of its Series B Super Voting Preferred Stock. Each share of Series B preferred stock has voting rights equal to 500 shares of common stock, is not entitled to receive dividends, is not convertible into shares of common stock. If the holder of the Series B preferred stock ceases to be a Board Member, the Company will repurchase any Series B preferred stock from the holder for a price of $0.001 per share. If the holder of the Series B preferred stock proposes to transfer any shares of Series B preferred stock, the Company will have 90 days to repurchase the shares for a price of $0.001 per share. The grant date fair value of the Series B preferred stock issued during the three months ended March 31, 2021 was $278,447, and was recorded to stock-based director compensation expense in the accompanying condensed consolidated statements of operations.

Common Stock

2023

During the three months ended March 31, 2023, the Company issued 22,000,000 shares of common stock for employee compensation.

During the three months ended March 31, 2023, the Company issued 34,064,050 shares of common stock for cash proceeds of $31,985.

2022

During the three months ended March 31, 2022, the Company issued 3,113,005 shares of common stock for services provided by a vendor.

During the three months ended March 31, 2022, the Company issued 19,560,705 shares of common stock for the exercise of a warrant on a cashless basis.

During the three months ended March 31, 2022, the Company issued 37,377,063 shares of common stock for the conversion of Series A preferred stock and accrued dividends.

7. Share Purchase Warrants

The following table summarizes the continuity schedule of the Company's share purchase warrants:

	Number of warrants	Weighted average exercise price
Balance, December 31, 2022	145,079,363	-
Issued	-	-
Adjusted for triggered down-round provisions	-	-
Exercised	-	-
Expired	-	-
Balance, March 31, 2023	145,079,363	$ -

As of March 31, 2022, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price		Expiration date
2,222,222	$	0.03	December 2, 2024
142,857,141	$	0.00	September 23, 2024
145,079,363			

8. Stock Options

The following table summarizes the Company's stock options:

	Number of options	Weighted average exercise price		Aggregate intrinsic value	
Balance, December 31, 2022	1,500,000	$	0.04		
Granted	-		-		
Exercised	-		-		
Cancelled / forfeited	-		-		
Balance, March 31, 2023	1,500,000	$	0.04	$	-

	Outstanding				Exercisable		
Range of exercise prices	Number of shares	Weighted average remaining contractual life (years)	Weighted average exercise price		Number of shares	Weighted average exercise price	
$ 0.04	1,500,000	1.1		0.04	1,500,000		0.04
	1,500,000	1.1	$	0.04	1,500,000	$	0.04

During the three months ended March 31, 2023, the Company did not issue any options to employees. During the three months ended March 31, 2023 and 2022, the Company recorded $0 of stock-based compensation expense related to stock option grants. As of March 31, 2023, the Company had no unrecognized compensation expense.

9. Segments

The Company has one reportable segment: vehicle tracking and recovery solutions. The Company allocates resources to and assesses the performance of each reportable segment using information about its revenue and operating income (loss). The Company does not evaluate operating segments using discrete asset information.

Segmentation by geographical location is not presented as all revenues are earned in U.S. Total assets by segment are not presented as that information is not used to allocate resources or assess performance at the segment level and is not reviewed by the Chief Operating Decision Maker of the Company.

10. Risks & Uncertainties

The Company extends credit to customers on an unsecured basis in the normal course of business. The Company’s policy is to perform an analysis of the recoverability of its receivables at the end of each reporting period and to establish allowances where appropriate. The Company analyzes historical bad debts and contract losses, customer concentrations, and customer credit-worthiness when evaluating the adequacy of the allowances.

During the three months ended March 31, 2023 and 2022, the Company had three and two customers which accounted for 75% and 89%, respectively, of total invoiced amounts, which are recorded as deferred revenues and amortized over the related service period to revenues.

As of March 31, 2023 and December 31, 2022, the Company had two and three customers, respectively, which accounted for 37% and 99%, respectively, of the net accounts receivable balance.

11. Commitments and Contingencies

Indemnities and Guarantees

We have made certain indemnities and guarantees, under which we may be required to make payments to a guaranteed or indemnified party, in relation to certain transactions. We indemnify our officers and directors to the maximum extent permitted under the laws of the State of Nevada. The duration of these indemnities and guarantees varies and, in certain cases, is indefinite. These indemnities and guarantees do not provide for any limitation of the maximum potential future payments we could be obligated to make. Historically, we have not been obligated to make any payments for these obligations and no liabilities have been recorded for these indemnities and guarantees in the accompanying condensed consolidated balance sheets.

Legal Matters

In the ordinary course of business, we may face various claims brought by third parties and may, from time to time, make claims or take legal actions to assert our rights, including intellectual property disputes, contractual disputes and other commercial disputes. Any of these claims could subject us to litigation. Management believes there are currently no claims that are likely to have a material effect on our consolidated financial position and results of operations.

12. Subsequent Events

Through June 8, 2023, the Company issued 104,622,105 shares of common stock related to the conversion of 54,125 shares of Series A preferred stock.

On May 31, 2023, the Company issued a total of 83,333,333 shares of common stock to directors.

The Company evaluates subsequent events and transactions that occur after the balance sheet date up to the date that the consolidated financial statements are available to be issued. Any material events that occur between the balance sheet date and the date that the consolidated financial statements were available for issuance are disclosed as subsequent events, while the consolidated financial statements are adjusted to reflect any conditions that existed at the balance sheet date. Based upon this review, except as disclosed within the footnotes or as discussed below, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the consolidated financial statements.

[Table of Contents](#)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") provides information for the three month period ended March 31, 2023. This MD&A should be read together with our unaudited condensed consolidated interim financial statements and the accompanying notes for the three month period ended March 31, 2023 (the "consolidated financial statements"). The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). Except where otherwise specifically indicated, all amounts in this MD&A are expressed in United States dollars.

Certain statements in this MD&A constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws. You should carefully read the cautionary note in this MD&A regarding forward-looking statements and should not place undue reliance on any such forward-looking statements. See "Cautionary Note Regarding Forward-Looking Statements".

Additional information about the Company, including our most recent consolidated financial statements and our Annual Information Form, is available on our website at www.igen-networks.com, or on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

Cautionary Note Regarding Forward-looking Statements

Certain statements and information in this MD&A may not be based on historical facts and may constitute forward-looking statements or forward-looking information within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Canadian securities laws ("forward-looking statements"), including our business outlook for the short and longer term and our strategy, plans and future operating performance. Forward-looking statements are provided to help you understand our views of our short and longer term prospects. We caution you that forward-looking statements may not be appropriate for other purposes. We will not update or revise any forward-looking statements unless we are required to do so by securities laws. Forward-looking statements:

☐ Typically include words and phrases about the future such as "outlook", "may", "estimates", "intends", "believes", "plans", "anticipates" and "expects";

☐ Are not promises or guarantees of future performance. They represent our current views and may change significantly;

☐ Are based on a number of assumptions, including those listed below, which could prove to be significantly incorrect:

- Our ability to find viable companies in which to invest
- Our ability successfully manage companies in which we invest
- Our ability to successfully raise capital
- Our ability to successfully expand and leverage the distribution channels of our portfolio companies;
- Our ability to develop new distribution partnerships and channels
- Expected tax rates and foreign exchange rates.

☐ Are subject to substantial known and unknown material risks and uncertainties. Many factors could cause our actual results, achievements and developments in our business to differ significantly from those expressed or implied by our forward-looking statements. Actual revenues and growth projections of the Company or companies in which we are invested may be lower than we expect for any reason, including, without limitation:

- the continuing uncertain economic conditions
- price and product competition
- changing product mixes,
- the loss of any significant customers,
- competition from new or established companies,
- higher than expected product, service, or operating costs,
- inability to leverage intellectual property rights,
- delayed product or service introductions

Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results.

Overview

During the three-month period ended March 31, 2023, the Company completed its integration of commercial fleet and asset management platforms. In conjunction with its technology partner Prolog, the Company has developed industry-leading solutions for Counties, State Governments, and Supply-chain organizations. Upon completion of the first deployments to New York State Counties, the Company will leverage its County Executives of America (“CEA”) endorsement to secure additional deployments across the CEA membership. In addition, the Company’s partnership agreements with certified Credit Union organizations, namely the Association of Credit Union Executives of Puerto Rico (“ASEC”) and Michigan Credit Union League Service Corporation (“MCULSC”) have completed their initial deployments in preparation for larger-scale deployments within their respective regions. Both ASEC and MCULSC represent approximately 170 Credit Unions with over 2M active members. The Company has also completed its first phase of due diligence for protecting its patent rights against insurers using driver scores as actuarial metrics for customer billing.

Financial Condition and Results of Operations

Capital Resources and Liquidity

Current Assets and Liabilities, Working Capital

As of March 31, 2023, the Company had total current assets of 34,498, an 34% decrease from December 31, 2022. This decrease was mostly due to a $21,270 decrease in accounts receivable.

The Company’s current liabilities as of March 31, 2023 were $1,198,013, a 1% increase over those reported as of December 31, 2022. However, $77,495 (or 6%) of the Company’s current liabilities were deferred revenues, net to be recognized in future periods. The increase in current liabilities was mostly due to a $38,484 increase in the current portion of the notes payable.

As of March 31, 2023, IGEN had negative working capital of $1,163,515. Adequate working capital remains a core requirement for growth and profitability and to facilitate further acquisitions, and the Company continues to work at improving its working capital position through ongoing equity and debt financing and actively managing the Company’s growth to achieve sustainable positive cash flow.

During the three months ended March 31, 2023, the Company raised approximately $86,000 in financings and converted approximately $74,000 of preferred stock into shares of common stock. These transactions are further disclosed in notes to the consolidated financial statements.

Total Assets and Liabilities, Net Assets

As of March 31, 2023, the Company’s total assets were $592,554, a 4% decrease over December 31, 2022, due primarily to the decrease in current assets previously discussed. The majority of the Company’s assets remain $505,508 in goodwill associated with the acquisition of Nimbo LLC in 2014.

As of March 31, 2023, the Company’s total liabilities were $1,445,548, which reflects $66,143 in long-term deferred revenue, net in addition to the $1,198,013 in current liabilities previously discussed. This long-term deferred revenue is the portion of service contracts signed in previous years for which service, and the associated revenue recognition, occurs beyond March 31, 2024. Total liabilities decreased by 1% over the previous year, however 10%, or $143,638 of the Company’s year-end total liabilities was deferred revenue, net, compared with $162,698 of deferred revenue, net reported as of December 31, 2022.

The above resulted in net assets as of March 31, 2023 being $(852,994) and an accumulated deficit of $(20,342,410).

The Company is continuing its efforts to increase its asset base, raise funds and improve cashflow to improve its working capital position. As of the date these financial statements were issued, the Company believes it has adequate working capital and projected net revenues and cash flows to maintain existing operations for approximately six months without requiring additional funding. The Company’s business plan is predicated on raising further capital for the purpose of further investment and acquisition of targeted technologies and companies, to fund growth in these technologies and companies, and to expand sales and distribution channels for companies it currently owns or is invested. It is anticipated the Company will continue to raise additional capital through private placements or other means in the both the near and medium term.

The reader is cautioned that the Company’s belief in the adequacy of its working capital, the continuation and growth of future revenue, the ability of the Company to operate any stated period without additional funding, and the ability to successfully raise capital are forward looking statements for which actual results may vary, to the extent that the company may need capital earlier than anticipated and/or may not be able to raise additional capital.

Results of Operations

Revenues and Net Loss for the Three Months Ended March 31, 2023

Revenues

For the three months ended March 31, 2023, the Company had revenues of $47,216, a 2% increase over the revenues reported for same period in 2022.

Costs of goods sold for the three months ended March 31, 2023 were $27,250, representing an increase of 88% compared to the same period in 2022. These costs are primarily mobile hardware and cellular carrier costs.

The resulting gross profit percentage was 42% for the three months ended March 31, 2023 compared to 69% for the three months ended March 31, 2022, representing a decrease of 27% period on period.

Expenses

Expenses for the three months ended March 31, 2023, totaled $134,587, a decrease of $81,222, or 38%, from total expenses reported for the same period in 2022. Due to limited operations, we terminated employees to limit our payroll expenses.

For the three months ended March 31, 2023, the Company had a net loss of $116,809 (or $(0.00) per basic and diluted share) compared with a net loss of $186,107 (or $(0.00) per basic and diluted share) for the same period in 2022.

The Company will continue to invest in personnel, channels, and product development in order to drive revenue growth and increase gross profits sufficient to enable the Company to achieve profitability.

Cash Flows and Cash Position

For the three months ended March 31, 2023, the Company saw a net decrease in cash of $0. Cash used in operating activities was $86,350, a decrease of 72% from the $303,366 net cash used for the same period in 2022. This was offset by net financings of $86,350 raised via private placements. Cash as of March 31, 2023 was $0.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As a smaller reporting company, the Company is not required to provide the information required by this item.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

The Company carried out an evaluation, with the participation of all the Company's officers, of the effectiveness of the Company's disclosure controls and procedures as of March 31, 2023. The conclusions of the Company's principal officers was that the controls and procedures in place were not effective such that, the information required to be disclosed in our exchange and commission reports was a) recorded, processed, summarized and reported within the time periods specified in the appropriate exchange and commission rules and forms, and b) accumulated and communicated to our management, including our chief executive offer and chief operating officer, as appropriate to allow timely decisions regarding required disclosure.

Internal Control over Financial Reporting

As of March 31, 2023, management assessed the effectiveness of our internal control over financial reporting. The Company's management is responsible for establishing and maintain adequate internal control over financial reporting for the Company. Internal control over financial reporting is a set of processes designed by or under the supervision of the Company's CEO, COO and CFO (or executives performing equivalent functions) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and dispositions of our assets;
- provide reasonable assurance our transactions are recorded as necessary to permit preparation of our financial statements in accordance with GAAP, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors;
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives. In evaluating the effectiveness of our internal control over financial reporting, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control – Integrated Framework* (2013). Based on that evaluation, they concluded that during the period covered by this report, though there are weaknesses in the Company's internal controls, given the current size of the organization, such internal controls and procedures as were in place were adequately effective to detect the inappropriate application of US GAAP. We did not identify any material weaknesses.

Part II
OTHER INFORMATION

Item 1. Legal Proceedings

No items noted.

Item 1A. Risk Factors.

As a smaller reporting company, the Company is not required to provide the information required by this item, however for a discussion of risk factors affecting the Company please refer to the *Cautionary Note Regarding Forward-looking Statements* included in Part I Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the three months ended March 31, 2023, the Company issued 22,000,000 shares of common stock for employee compensation.

During the three months ended March 31, 2023, the Company issued 34,064,050 shares of common stock for cash proceeds of $31,985.

On February 1, 2023, the Company issued 59,125 shares of Series A preferred stock for proceeds of $54,365.

Item 3. Defaults Upon Senior Securities.

There has been no material default in the payment of any element of indebtedness of the Company. The Company has no preferred stock for which dividends are paid, hence no related arrearage or delinquencies in payments of dividends.

Item 4. Mine Safety Disclosures.

The Company is not an operator, nor has a subsidiary that is an operator, of a coal or other mine.

Item 5. Other Information.

During the period covered by this report there was no information, required to be disclosed in a report on Form 8-K, that was not reported.

During the period covered by this report there were no material changes to the procedures by which security holders may recommend nominees to the registrant's board of directors.

Item 6. Exhibits.

Exhibit	Index
31.1	Certification - Rule 13(a)-14(a)/15d-14(a) - CEO
32.1	Certification - Section 1350 - CEO
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IGEN Networks Corp

June 9, 2023

By: */s/ Neil Chan*
Neil Chan
Chief Executive Officer and Director
(Principal Executive Officer, Principal Financing Officer and Principal Accounting Officer)

EXHIBIT 31.1

Certification of CEO and CFO Pursuant to
Section 302 of the Sarbanes Oxley Act of 2002

I, Neil Chan, certify that:

1. I have reviewed this Form 10-Q of IGEN Networks Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a 15(e) and 15d 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a 15(f) and 15d 15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant s internal control over financial reporting that occurred during the registrant s most recent fiscal quarter (the registrant s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant s internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrants auditors and the audit committee of the registrant s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant s ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant s internal control over financial reporting.

June 9, 2023

/s/ Neil Chan

Neil Chan,
Chief Executive Officer and Director
(Principal Executive Officer, Principal Financial
Officer and Principal Accounting Officer)

EXHIBIT 32.1

Certification
Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)

I, Neil Chan, certify that pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350), the 10-Q report for IGEN Networks Corp. for the three month period ended March 31, 2023 as filed with the Securities Exchange Commission fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act and that the information contained therein fairly presents, in all material respects, the financial condition and results of operations of the IGEN Networks.

June 9, 2023

/s/ Neil Chan

Neil Chan,
Chief Executive Officer and Director
(Principal Executive Officer, Principal Financial
Officer and Principal Accounting Officer)