

A copy of this preliminary prospectus has been filed with the securities regulatory authorities in Ontario, but has not yet become final. Information contained in this preliminary prospectus may not be complete and may have to be amended.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus does not constitute a public offering of securities.

PROSPECTUS

Non-Offering Prospectus

Date: April 8, 2015



RIWI CORP.

100 College Street, Suite 311
Toronto, Ontario, M5G 1L5

No securities are being offered pursuant to this Prospectus

This prospectus (the “**Prospectus**”) is being filed with the Ontario Securities Commission to enable RIWI Corp. (the “**Company**”) to become a reporting issuer pursuant to applicable securities legislation in Ontario, notwithstanding that no sale of its securities is contemplated herein.

Since no securities are being offered pursuant to this Prospectus, no proceeds will be issued and all expenses in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

There is currently no market in Canada through which the common shares in the capital of the Company may be sold and shareholders may not be able to resell the shares of the Company owned by them. This may affect the pricing of the shares in the secondary market, the transparency and availability of trading prices, the liquidity of the shares and the extent of issuer regulation. See “Prospectus Summary – Risk Factors” on page 5 of the Prospectus and “Risk Factors” on page 47 of the Prospectus.

The Company has made application to the Canadian Securities Exchange (“**CSE**”) for the listing of the common shares of the Company on the CSE. The CSE has not conditionally approved the listing of the common shares. Listing is subject to the Company fulfilling all the requirements of the CSE, including meeting all minimum listing requirements.

An investment in the securities of the Company is speculative and involves a high degree of risk. In reviewing this non-offering Prospectus you should carefully consider the matters described under the heading “Prospectus Summary – Risk Factors” on page 5 of this Prospectus and under the heading “Risk Factors” on page 47 of this Prospectus.

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of its contents.

Unless otherwise noted, all currency amounts in this Prospectus are stated in Canadian dollars.

In this Prospectus, “we”, “us”, “our”, “RIWI” and the “Company” refers to RIWI Corp., a corporation incorporated pursuant to the *Canada Business Corporations Act*.

TABLE OF CONTENTS

PROSPECTUS SUMMARY	4
SHARE INFORMATION	8
SELECTED FINANCIAL INFORMATION	8
SELECTED BALANCE SHEET DATA:	8
SELECTED INCOME STATEMENT DATA:.....	8
FORWARD-LOOKING INFORMATION	8
CORPORATE ORGANIZATION	11
NAME AND INCORPORATION	11
RECENT DEVELOPMENTS	11
DESCRIPTION OF THE BUSINESS	12
OVERVIEW	12
OUR INDUSTRY.....	13
OUR DIGITAL SURVEY PLATFORM	14
RDIT PATENTED, PEER-REVIEWED AND PROVEN METHODOLOGY	14
BENEFITS OF RDIT.....	16
LIMITATIONS OF RDIT	17
COMPLETED PROJECTS	18
OUR STRATEGY	19
CUSTOMERS	21
TECHNOLOGY AND INFRASTRUCTURE	21
COMPETITION	22
SAMPLE METHODOLOGY AND PRIVACY	23
GOVERNMENT REGULATION	23
USE OF AVAILABLE FUNDS.....	24
PROCEEDS	24
FUNDS AVAILABLE.....	24
SIGNIFICANT EVENTS, MILESTONES OR OBJECTIVES.....	24
DIVIDEND POLICY	25
MANAGEMENT DISCUSSION AND ANALYSIS.....	25
INTRODUCTION.....	25
PRESENTATION OF FINANCIAL INFORMATION	25
OVERALL PERFORMANCE.....	25
SELECTED FINANCIAL INFORMATION	26
DISCUSSION OF OPERATIONS.....	26
SUMMARY OF QUARTERLY RESULTS.....	28
CAPITAL RESOURCES	29
FINANCIAL INSTRUMENTS AND OFF-BALANCE SHEET ARRANGEMENTS.....	29
TRANSACTIONS BETWEEN RELATED PARTIES	29
FOURTH QUARTER	29
PROPOSED TRANSACTIONS.....	29
CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION	29
FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS	29
DESCRIPTION OF THE SECURITIES DISTRIBUTED.....	30
COMMON SHARES	30
OPTIONS	30

WARRANTS	30
CONSOLIDATED CAPITALIZATION	30
OPTIONS TO PURCHASE SECURITIES	31
STOCK OPTION PLAN.....	31
PRIOR SALES	31
TRADING PRICE AND VOLUME	31
ESCROWED SECURITIES.....	31
PRINCIPAL SHAREHOLDERS.....	32
DIRECTORS AND OFFICERS	32
NAME, ADDRESS, OCCUPATION, AND SECURITY HOLDING	32
AGGREGATE OWNERSHIP OF SECURITIES	38
CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES.....	38
PENALTIES OR SANCTIONS	38
PERSONAL BANKRUPTCIES.....	38
CONFLICTS OF INTEREST	38
EXECUTIVE COMPENSATION	38
COMPENSATION DISCUSSION AND ANALYSIS.....	38
OPTION-BASED AWARDS	39
COMPENSATION GOVERNANCE	39
COMPENSATION OF NAMED EXECUTIVE OFFICERS	40
SUMMARY COMPENSATION TABLE	40
OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS.....	41
INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED	41
PENSION PLANS BENEFITS.....	42
TERMINATION AND CHANGE OF CONTROL BENEFITS.....	42
DIRECTORS’ COMPENSATION	42
DIRECTORS COMPENSATION TABLE	42
PROPOSED COMPENSATION TO BE PAID TO EXECUTIVE OFFICERS.....	42
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS.....	43
AUDIT COMMITTEE AND CORPORATE GOVERNANCE.....	43
AUDIT COMMITTEE CHARTER	46
COMPOSITION OF THE AUDIT COMMITTEE	46
PRE-APPROVAL POLICIES AND PROCEDURES	47
EXTERNAL AUDITOR SERVICE FEES.....	47
EXEMPTION	47
PLAN OF DISTRIBUTION	47
RISK FACTORS.....	47
RISKS RELATED TO OUR BUSINESS AND OUR TECHNOLOGIES	47
RISKS RELATING TO COMPETITION	50
RISKS RELATED TO THE SECURITIES MARKET AND OWNERSHIP OF OUR COMMON SHARES	58
PROMOTERS	60
LEGAL PROCEEDINGS AND REGULATORY ACTIONS.....	60
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	60
AUDITORS, TRANSFER AGENTS AND REGISTRARS.....	60
AUDITORS	60
TRANSFER AGENT AND REGISTRAR	61

MATERIAL CONTRACTS	61
INSPECTION OF MATERIAL CONTRACTS AND REPORTS	61
EXPERTS	61
OTHER MATERIAL FACTS	61
EXEMPTIONS	61
FINANCIAL STATEMENTS	62
INTERIM FINANCIAL STATEMENTS	62
AUDITED ANNUAL FINANCIAL STATEMENTS	62
UNAUDITED ANNUAL FINANCIAL STATEMENTS.....	62

RIWI CORP.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

The Company	We were incorporated under the laws of Canada pursuant to the <i>Canada Business Corporations Act</i> on August 17, 2009. Our head office is located at 100 College Street, Suite 311, Toronto, Ontario, M5G 1L5 and registered and records office is located at Suite 4400, 181 Bay Street, Toronto, Ontario, M5J 2T3.
Our Business	We provide digital intelligence information services to our customers using our proprietary digital data capture (“survey”) technology platform. Our digital survey platform is able to generate intelligence that is of importance to our customers through the conduct of digital surveys that are targeted at random Web users located throughout the world through our patented RDIT technology, and our surveys can be completed on virtually any Web-enabled device. We work with our customers to develop focused surveys that are designed to obtain specific attitudinal data and we deploy these surveys in a manner that targets the geographic locations that are of relevance to our customers, at a multi-country and/or city level. The information generated from these digital surveys enables our customers to make better-informed business decisions and implement more effective business strategies. We believe our products and solutions offer our customers a unique stream of intelligence information since our surveys generate (a) self-reported opinion data that provide our customers with insights into Web users’ attitudes from virtually everywhere in the world; (b) self-reported data from individuals who do not typically, or ever, answer surveys of any kind; and (c) randomized self-reported data that constitute a natural random ‘near probability sample’ of the Web population, in contradistinction to all other non-patented survey modalities, opt-in panels or technologies in existence. Our digital survey platform has been designed to offer the following competitive advantages: • we are able to capture attitudinal data from a randomly intercepted sample of Web users in targeted geographical locations across virtually all Web-enabled devices; • we are able to geo-locate the responses from survey participants to any country, and, in most countries, to a city or sub-city level; • we are able to obtain responses from a large proportion of 18-34 year old men, an otherwise extremely difficult and costly sub-population to access via all other technology platforms, modalities or panels; • we are able to obtain a population of survey respondents that is comprised of a majority of non-frequent, non-habitual survey takers (as defined by respondents who have not taken a survey of any kind in the past month or longer); • we endeavour to protect the anonymity and security of respondents to the surveys; and, • we are able to generate a population of random survey respondents. As a result of this combination of factors, we are able to offer our customers a customizable, highly scalable digital intelligence solution that is differentiated from all other industry-accepted survey data streams offered by our competitors. Our digital survey platform is comprised of proprietary databases and a computational infrastructure that measures, analyzes and reports on Web users’ changing attitudes using RIWI digital surveys. Our customers use the results of our surveys for a broad range of purposes that are relevant to their businesses and organizations, including: • obtaining intelligence on competitors,

	• initiating or stopping to initiate a program or activity, • assessing perceptions of global or local political and security threats, • tracking macro-economic indicators, such as joblessness, housing bubbles, confidence in local banks, underemployment and personal indebtedness, • evaluating and testing advertising awareness, recall and media reach, • tracking brand recognition, • assessing consumer usage and attitudes, • evaluation of new business and product concepts, • evaluating global real-time Web penetration, and • assessing online purchase trends in virtually all UN-recognized geographies. We generate revenues through short- and long-term contractual arrangements with our customers through which we develop and deploy digital surveys to a targeted audience of relevance to our customers using our proprietary digital survey platform. We further generate revenues through integration with other survey technology providers, which pay us to expose their surveys to new geographies and new potential respondents. Other revenue streams include lead generation, especially for online products and services, and our proprietary recruit-to-panel methodology for global panel supply companies that require our unique, mostly non-habitual survey takers.
Listing	We have applied to have our common shares listed on the CSE. The CSE has not conditionally approved the listing of our common shares. Listing is subject to the Company fulfilling all of the requirements of the CSE.
Use of Available Funds	As of September 30, 2014, the most recent quarter end prior to filing this Prospectus, the Company had total assets of \$1,117,431 and a working capital surplus of \$1,036,115. For a more detailed discussion on the Company's available funds, see "Use of Available Funds" on page 24 of this Prospectus and "Management's Discussion and Analysis" on page 25 of this Prospectus.
Directors	Neil L. Seeman Robert P. Pirooz Robert L. Seeman Annette Cusworth Donald Shumka Kevin Mahoney See "Directors and Officers" on page 32 of this Prospectus.
Officers and Senior Management	Neil L. Seeman – President and Chief Executive Officer Dan Kriznic – Chief Financial Officer Eric H. Meerkamper – President, Global Operations and Chief of Staff Amber Schaefer – Corporate Secretary See "Directors and Officers" on page 32 of this Prospectus.
Risk Factors	Investment in the Company involves a substantial degree of risk and should be regarded as speculative. As a result, the purchase of our securities should be considered only by those persons who can afford a loss of their entire investment. Prospective investors should carefully consider, in addition to matters set forth elsewhere in this Prospectus, the risks described under "Risk Factors", which are summarized below: • We may not be able to maintain a RDIT (i.e., a Random Domain Intercept Technology) sample (i.e., specialized sample to support RIWI's virtually all-device, virtually all-country survey technology of mostly non-habitual survey takers) of sufficient quality,

	size and scope that our customers demand or we may experience increased expenses of obtaining such RDIT samples from our ecosystem of sample partners. • Our financial results may fail to meet or exceed expectations of securities analysts or investors. • The market for our attitudinal data products or survey technology platform may not develop at expected levels. • We are an early-stage business in a rapidly evolving market with limited operating history and significant historical losses. • Our data collection and analysis systems may contain material defects or we may otherwise deliver inaccurate information. • We may deliver, or be perceived to deliver, inaccurate information to our customers. • We may experience customer dissatisfaction or loss from changes to our methodologies or scope of information we collect. • Geo-location of respondents may become more difficult as the Web evolves. • We may provide poor service or our products may not comply with our customer agreements. • We may not be able to compete successfully against our current and future competitors which would harm our ability to retain and acquire customers. • Any actual or perceived violations of privacy laws or perceived misuse of data could cause public relations problems and could impair our ability to obtain user responses of sufficient size and scope. • Any unauthorized disclosure or theft of private information we may gather could harm our business. • We may encounter difficulties managing our growth. • We may fail to successfully market and develop our brand. • We may fail to effectively expand our sales and marketing capabilities through our direct sales force. • We may charge prices that are unacceptable to our customers as a result of our limited experience with our pricing model resulting in customer dissatisfaction. • We may fail to achieve revenue growth through the sale of additional products to our existing customers or attracting new customers. • We may fail to obtain sufficient RDIT sample at a reasonable price from our third-party suppliers and partners. • We may experience system failures or delays in operation of our computer and communication systems. • We may experience interruptions or delays in services we receive from third-party service providers, or from our own facilities, to host and deliver our products. • We have limited experience in international expansion and may be unsuccessful in our efforts. • We may fail to respond to technological developments. • We may fail to protect and enforce our intellectual property rights. • We may be subjected to costly and time-consuming litigation or expensive licenses
--	---

	from assertions of intellectual property infringement from third parties. • Laws, regulations or enforcement actions may limit our ability to collect and use information from Web users or restrict or prohibit our product offerings. • We are dependent on the continued growth of the Web as a medium for widespread commerce, content, advertising and communications. • We may experience an inability to attract or retain qualified personnel. • We may be unsuccessful in our expansion through investments in, acquisitions of, or development of new products, or such effort may divert our management's attention. • Changes in, or interpretations of, accounting methods or policies may require us to reclassify, restate, or otherwise change or revise our financial statements. • We may have inadequate internal control over financial reporting or significant existing or potential deficiencies or material weaknesses in such controls that we are not currently aware of. • We may require additional capital to support business growth, and this capital may not be available on acceptable terms or at all. • A market may not continue to develop or exist for our common shares. • Our common share trading price may be subject to significant fluctuations and volatility. • We may lack coverage by securities or industry analysts who publish research or reports about our business or such analysts may issue adverse or misleading opinions concerning us. • Our insiders have substantial control over us, which could limit other shareholders' influence on the outcome of key transactions. • Our management has broad discretion over use of proceeds. • We may issue additional shares in an equity financing that may have the effect of diluting the interest of our shareholders. • We have incurred and will continue to incur increased costs and demands upon management as a result of becoming a public company. • We do not anticipate paying dividends to common shareholders in the foreseeable future. This information is presented as of the date of this Prospectus and is subject to change, completion, or amendment without notice. See "Risk Factors" on page 47 of this Prospectus.
--	--

SHARE INFORMATION

All warrant, option, share, and per share information in this Prospectus gives retroactive effect to the 14-to-1 stock split that was effected by the Company by way of a stock dividend on February 11, 2015.

SELECTED FINANCIAL INFORMATION

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements for the year ended December 31, 2013 and the unaudited interim financial statements for the nine months ended September 30, 2014 and notes thereto included in this Prospectus, and should be read in conjunction with such financial statements and the related notes thereto, along with the “Management Discussion and Analysis” included on page 25 of this Prospectus. All financial statements of the Company are prepared in accordance with International Financial Reporting Standards.

Selected Balance Sheet Data:

	As at September 30, 2014	As at December 31, 2013
Cash	\$1,067,192	\$1,422,384
Working Capital	\$1,036,115	\$1,487,684
Total Assets	\$1,117,431	\$1,563,215
Total Liabilities	\$49,182	\$50,067
Total Common Shares	14,827,148	14,827,148

Selected Income Statement Data:

	Nine Months Ended September 30, 2014	Year Ended December 31, 2013
Revenues	\$315,219	\$264,071
Net Loss	\$519,355	\$517,789

FORWARD-LOOKING INFORMATION

This Prospectus contains forward-looking information, future oriented financial information, or financial outlooks (collectively, “**forward-looking information**”), which includes disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action. Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “intends”, “anticipates”, “projects”, “budgets”, “forecasts” or “does not anticipate”, or “believes”, or variations of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Examples of such forward-looking information in this Prospectus includes disclosure relating to the following:

- the Company’s business and operations;
- the Company’s anticipated revenues and cash flows from operations and consequent funding requirements;
- the funds available to the Company and the principal purposes of those funds;
- the Company’s ability to secure and complete anticipated contracts;

- the Company's business objectives and discussion of trends affecting the business of the Company;
- the anticipated revenues to be realized by the Company from future contracts;
- the Company's anticipated operating expenses.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking information contained in this Prospectus. The forward-looking information in this Prospectus is based on a number of assumptions that may prove to be incorrect, including, but not limited to the following:

- general economic conditions;
- the Company's customers will enter into anticipated contracts with the Company;
- the ability of the Company to accurately assess and anticipate trends in its industry;
- the Company's customers' ability to perform under its customer contracts;
- the ability of the Company to realize its business objectives and manage its cash flow;
- the Company's ability to protect its intellectual property and maintain competitive position;
- the ability of the Company to obtain any necessary financing; and
- the ability of the Company to maintain current operating expenses.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Some of these risks, include, but are not limited to the following:

- We may not be able to maintain a RDIT sample of sufficient quality, size and scope that our customers demand or we may experience increased expenses of obtaining such RDIT samples from our ecosystem of sample partners.
- Our financial results may fail to meet or exceed expectations of securities analysts or investors.
- The market for our attitudinal data products or survey technology platform may not develop at expected levels.
- We are an early-stage business in a rapidly evolving market with limited operating history and significant historical losses.
- Our data collection and analysis systems may contain material defects or we may otherwise deliver inaccurate information.
- We may deliver, or be perceived to deliver, inaccurate information to our customers.
- We may experience customer dissatisfaction or loss from changes to our methodologies or scope of information we collect.
- Geo-location of respondents may become more difficult as the Web evolves.
- We may provide poor service or our products may not comply with our customer agreements.
- We may not be able to compete successfully against our current and future competitors that would harm our ability to retain and acquire customers.
- Any actual or perceived violations of privacy laws or perceived misuse of data could cause public relations problems and could impair our ability to obtain user responses of sufficient size and scope.
- Any unauthorized disclosure or theft of private information we may gather could harm our business.
- We may suffer a technology malfunction caused by various means including natural disaster, cyber attack or human error.
- We may encounter difficulties managing our growth.

- We may fail to successfully market and develop our brand.
- We may fail to effectively expand our sales and marketing capabilities through our direct sales force.
- We may charge prices that are unacceptable to our customers as a result of our limited experience with our pricing model resulting in customer dissatisfaction.
- We may fail to achieve revenue growth through the sale of additional products to our existing customers or attracting new customers.
- We may fail to obtain sufficient RDIT sample at a reasonable price from our third-party suppliers and partners.
- We may experience system failures or delays in operation of our computer and communication systems.
- We may experience interruptions or delays in services we receive from third-party service providers, or from our own facilities, to host and deliver our products.
- We have limited experience in international expansion and may be unsuccessful in our efforts.
- We may fail to respond to technological or privacy requirement or expectation developments.
- We may fail to protect and enforce our intellectual property rights.
- We may be subjected to costly and time-consuming litigation or expensive licenses from assertions of intellectual property infringement from third parties.
- Laws, regulations or enforcement actions may limit our ability to collect and use information from Web users or restrict or prohibit our product offerings.
- We are dependent on the continued growth of the Web as a medium for widespread commerce, content, advertising and communications.
- We may experience an inability to attract or retain qualified personnel.
- We may be unsuccessful in our expansion through investments in, acquisitions of, or development of new products, or such effort may divert our management's attention.
- We may be unsuccessful in our expansion through integration with customers, channel partners and other technology providers.
- Changes in, or interpretations of, accounting methods or policies may require us to reclassify, restate, or otherwise change or revise our financial statements.
- We may have inadequate internal control over financial reporting or significant existing or potential deficiencies or material weaknesses in such controls that we are not currently aware of.
- We may require additional capital to support business growth, and this capital may not be available on acceptable terms or at all.
- A market may not continue to develop or exist for our common shares.
- Our common share trading price may be subject to significant fluctuations and volatility.
- We may lack coverage by securities or industry analysts who publish research or reports about our business or such analysts may issue adverse or misleading opinions concerning us.
- Our insiders have substantial control over us, which could limit other shareholders' influence on the outcome of key transactions.
- Our management has broad discretion over use of proceeds.
- We may issue additional shares in an equity financing that may have the effect of diluting the interest of our shareholders.

- We have incurred and will continue to incur increased costs and demands upon management as a result of becoming a public company.

The factors identified above are not intended to represent a complete list of the factors that could affect the Company. Additional risk factors are noted under the heading “Risk Factors” on page 47.

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

CORPORATE ORGANIZATION

Name and Incorporation

RIWI Corp. was incorporated pursuant to the Canada Business Corporations Act on August 17, 2009.

The Company’s head office is located at 100 College Street, Suite 311, Toronto, Ontario, M5G 1L5 and registered and records office is located at Suite 4400, 181 Bay Street, Toronto, Ontario, M5J 2T3.

The Company has no subsidiaries.

Recent Developments

Key developments in our business since our inception are summarized as follows:

- In 2009, we completed our initial financing.
- In June 2011, the patent for RDIT, held by us, was issued by the US Patent and Trademark Office.
- In April 2012, we completed our second round of financing.
- In July 2012, we entered into employment and confidentiality agreements with our key employees Neil Seeman and Eric Meerkamper.
- In November 2012, we completed our third round of financing.
- In October 2013, we completed our fourth round of financing.
- In 2013, we came in first place at the IIE X Disruptive Data Awards, awarded by leading methodologists and executives in the global data industry. We also placed in the Top 50 most innovative market research companies in the world as judged by our peers, in an award given out by Greenbook Inc., a major publisher of reports for the global data sector. We were advised in March 2015 by Greenbook Inc. that RIWI will place within the Top 15 most innovative research companies in the world for 2014, out of a total of more than 700 unique global data companies, said ranking to be announced in April 2015.
- In 2014, our President and CEO, Neil Seeman, was the winner of the 2014 Next Gen Market Research (NGMR) Data Disruptor Award, and was voted one of “20 Global Researchers to Watch” by Survey Magazine. In February 2015 Survey Magazine advised us that our President and CEO, Neil Seeman, has been selected as one of the Technology Visionary recipients for 2015, with this reward officially announced in the March 2015 edition of Survey Magazine.
- In September 2014, we filed a second U.S. patent which covers, among other things, techniques for collecting Web user attitudinal data more reliably by asking fewer questions and inferential and predictive analytics. This patent was published on March 12, 2015 and was assigned the patent application number 14/483639 and is entitled: “Systems and Methods of Inferential Demographic Analytics on Potential Survey Respondents when using Online Intercept Polls”.

DESCRIPTION OF THE BUSINESS

Overview

We are a corporation that has developed and owns a proprietary macro-risk and virtually all-country and all-device survey platform and markets this platform to enable its customers to gather distinctively diverse attitudinal opinion for situational or long-term market intelligence. We provide digital intelligence information services to our customers using our proprietary survey technology platform. Our digital survey platform is able to generate intelligence that is of importance to our customers through the conduct of digital surveys that are targeted at random Web users located throughout the world who ‘stumble upon’ our ‘brief encounter’ or ‘ephemeral’ survey – i.e., it can only be answered once from one Internet Protocol (“IP”) address and disappears when a new survey appears or when the domains resolve to non-survey landing pages – as a result of our patented RDIT technology, and our surveys can be completed on virtually any Web-enabled device. We work with our customers to develop focused surveys that are designed to obtain specific attitudinal data and we deploy these surveys in a manner that targets the geographic locations that are of relevance to our customers, at a multi-country and/or city level. The information generated from these digital surveys enables our customers to make better-informed business decisions and implement more effective business strategies. We believe our products and solutions offer our customers a unique stream of intelligence information since our surveys generate (a) self-reported opinion data that provide our customers with insights into Web users’ attitudes from virtually everywhere in the world; (b) self-reported data from individuals who do not typically, or ever, answer surveys of any kind; and (c) randomized self-reported data that constitute a natural random ‘near probability sample’ of the Web population, in contradistinction to all other non-patented survey modalities, opt-in panels or technologies in existence. We believe the global data marketplace has evaluated us to be, and we will further cement this perception, as meaningfully different (our points of superiority are important to customers and based on real and perceived presumptions of superiority); clearly different (customers are aware of the difference); and sustainably different. Our customers receive the intelligence of the non-habitual, non-panelized and non-incentivized online respondents whom only the RIWI platform engages, resulting in a vastly broader spectrum of situational awareness, interest and opinion among respondents.

Our digital survey platform has been designed to offer the following competitive advantages:

- we are able to capture attitudinal data from a randomly intercepted sample of Web users in targeted geographical locations across virtually all Web-enabled devices;
- we are able to geo-locate the responses from survey participants to any country, and, in most countries, to a city or sub-city level;
- we are able to obtain responses from a large proportion of 18-34 year-old men, an otherwise extremely difficult and costly sub-population to access via all other technology platforms, modalities or panels;
- we are able to obtain a population of survey respondents that is comprised of a majority of non-frequent, non-habitual survey takers (as defined by respondents who have not taken a survey of any kind in the past month or longer);
- we are growing our sample access in tandem with the rise of Top Level Domains (“TLDs”), which is the legal organization that routes, controls and manages ownership of the domains in its realm, for example, “.com” and the rise of IP version 6 (“IPv6”), which was developed by the Internet Engineering Task Force to deal with the long-anticipated problem of IP version 4 address exhaustion and to replace such version;
- we are able to generate a ‘cookie-less’ or ‘cookie-based’ surveys based on client needs;
- we deploy our surveys with responsive design to amplify random survey response rates;
- we have an ephemeral survey structure such that individuals are only able to answer once from one IP address and the surveys revert to other surveys or pre-existing non-survey landing pages on a regular basis;
- we are able to modularize, or ‘chunk up’ 60+ question surveys into ‘bite-sized’ surveys that replicate rigorous long surveys conducted historically over decades;
- we do not collect personally identifiable information (PII), such as email addresses or zip codes or postal codes or Web histories, and, as such, do not sell any PII to third parties, and do not distribute surveys via emailed Uniform Resource Locator (“URL”) links to potential respondents, thereby better protecting the

anonymity and security of respondents and obviating the possibility of a cyber-security hack or attack respecting any respondents' email address;

- we are able to deliver our anonymized data in encrypted form through secure email;
- we are able to comply and take advantage of best practices in cyber-security that are now evolving to suggest manually typing in Web addresses an individual knows as opposed to clicking on links in emails (e.g. and, thus, being subject to a 'spear phishing' attack) or clicking on links in search engines when one is unsure if the destination link or ad served up by the search engine is safe; and,
- we are able to generate a population of random survey respondents.

As a result of this combination of factors, we are able to offer our customers a customizable, highly scalable digital intelligence solution that is differentiated from all other industry-accepted survey data streams offered by our competitors.

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

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

We generate revenues through short- and long-term contractual arrangements with our customers through which we develop and deploy digital surveys to a targeted audience of relevance to our customers using our proprietary digital survey platform. We further generate revenues through integration with other survey technology providers, which pay us to expose their surveys to new geographies and new potential respondents. Other revenue streams include lead generation of our unique stream of respondents, by which 'qualified' respondents (based on question response) for different services can be routed to third party companies, and we can be paid on a 'pay-per-click' or 'pay-for-enrolment' model through a revenue-share agreement with the third party. This process is an approved patented claim embedded in our RDIT™ patent of June 2011. This patented method has been proven for online products and services, and has been monetized for our proprietary recruit-to-panel methodology for global panel supply companies that require our large supply of mostly non-habitual survey takers.

Our Industry

Businesses and other organizations have a continued and sustained demand for accurate, relevant and objective attitudinal data to develop and validate key strategies and improve performance. As the online population continues to grow, the Web has become an increasingly dominant tool to generate the information intelligence using research, survey data capture and analysis.

We have designed and built our global digital survey system and data acquisition platform in order to enable business and other organizations with the ability to collect better quality and more focused intelligence information so that they can make better informed decisions relating to their business and operations. We seek to provide our services to those companies that seek new streams of data to increase customer value.

We compete in three identifiable sectors of technology, media and telecommunications (“**TMT**”) industry:

- global online market research, which includes competitors such as comScore Inc.;
- ‘Big Data Analytics’, which includes competitors such as IBM Corp. and Palantir Technologies Inc., and
- new ancillary market research platforms to enable new data streams, which includes competitors such as Qualtrics Inc., for the purposes of analyzing and distributing digital content.

Our Digital Survey Platform

The foundation of our platform is our patented Random Domain Intercept technology (“**RDIT**”), which provides a technology solution capable of randomly intercepting online survey respondents in almost every Web-enabled country and territory in the world. The RDIT technology can be used to deploy surveys and collect data from respondents across the world in a geographically focused manner. Accordingly, the RDIT technology can be used to generate surveys used for a wide variety of purposes across the globe, such as: tracking election turnout and opinion in almost any country, identifying and monitoring global risks such as avian (bird) flu, geopolitical risk and monitoring trends in economic indicators and consumer purchase intent.

By randomly intercepting online survey respondents and generating privacy-compliant survey data from random respondents, our RDIT provides survey information that is free of many biases of traditional online survey techniques, notably online coverage bias, and coverage bias generally. Online coverage bias is a source of bias that occurs when the population sampling frame is not exhaustive. As a result, we believe that survey data collected using the RDIT technology provides, for many purposes, attitudinal data that is better reflective of the attitudes of a diverse population of survey respondents every day. RDIT is distinct from other survey methodologies that may be more reflective of the attitudes of a limited population who sign up for paid panels for rewards or those who post text online, as opposed to the attitudes of RIWI’s random, geo-targeted audience. RDIT gathers survey response data from mostly first-time respondents in an extensive range of geographies generating a varied sample of non-frequent survey takers. RDIT can reach respondents on an extensive variety of Web-enabled devices, from smartphones to desktops to tablets – across all browsers and operating systems. Using our RDIT modality, we are able to provide our customers with comparatively rapid survey results in otherwise hard-to-reach countries, in contrast to traditional panel-based survey companies or social media survey or Do-it-Yourself (“**DIY**”) survey platforms that may have a limited geographical reach and highly limited respondent pool. For example, we have been able to deploy our RDIT technology to obtain attitudinal data in Nigeria, as well as in other countries all across Africa, the European Union, the Mideast and Asia. We also provide these countrywide data congruently, with roughly equal frequency 24 hours a day, without needing to rely on country-specific field agencies. We can collect population-centric data in nations where risk organizations would otherwise need to deploy intelligence personnel in country to obtain reliable ‘situational intelligence’ data for population-centric opinion using expensive house-to-house surveys. Further, our experience is that our survey results are generally not overly skewed to an urban population, in comparison to conventional panel data, except to the extent that urban centers that may (varying by country), but not always, be more populated by individuals who use the Web more frequently.

Our technology solution also offers a proprietary solution for accessing ‘fresh’ (i.e. non-habitual) survey respondent sample supply to the panel industry, an industry, which, in turn, services global research and global consulting firms.

We are able to deliver the short- or long-term intelligence generated using our digital survey platform to our customers, upon agreement, in encrypted format, delivered by secure email, using our partner, e-courier.ca, to mitigate the possibility of email data breach, with no personal identifiers of any kind, and/or our data may be delivered by agreement in the data file format requested by the customer for the purposes of their internal analytical or visualization needs using our data.

Our technology allows us to deploy surveys immediately using many smaller Web servers (faster, and disposable in the event that they become compromised) instead of one Web server. Our smaller distributed Web servers reduce load on central servers, and also help to keep central servers hidden. We can also apply a ‘cookie-less’ optional scenario.

RDIT Patented, Peer-Reviewed and Proven Methodology

When users navigate the Web by typing an Internet domain name, whether it is a gTLD (e.g. www.anyURLtyped.org), a TLD of any kind (e.g. www.anyURLtyped.xyz), a ccTLD (e.g. www.anyURLtyped.co),

or an internationalized domain name (“IDN”), into the URL (“address”) bar, they may type in a domain or sub-domain (e.g. www.anyURLtyped/example.com) that takes them to an unintended IP destination. That is, the intended IP destination either does not exist or is inaccurate — such that the user randomly encounters a RIWI survey on that page, which RIWI controls at that given time. RDIT access the dynamic and highly scalable flow of online users around the world every day.. Approximately 30 percent of Web access globally on any day is through direct URL manual input. When mistakes on non-trademarked URLs/IP addresses occur on any device in any country, such as input errors on URLs (technically, a ‘masked domain’ that is resolved to an IP address) or other errors during manual URL input (i.e., people go to registered domains other than the ones they intend to visit), users commonly are shown ‘land on’ sites/IP addresses that deliver ads, vacant domains, parked domains, expired offers for coupons or non-existent full-page sites or web-browser page displays (e.g. ‘this page does not exist error’), interstitial displays or domains that may be in escrow prior to the transfer of the domain from the domain owner or registry to the future owner. The vast scale of RDIT sample that we have access to as a result of our intellectual property and sample ecosystem consists of individuals interacting with devices coming in from a web browser. Thus the response back to the user going to any location or clicking on any link or button can go anywhere and be processed in any way before presenting a RIWI survey back to the user. Thus RDIT has the current capability to access a highly scalable global flow of global sample from non-trademarked non-malware and ‘bot-free’ domains on tens of millions of unique survey exposures per month, and filters this randomized data stream through the privacy-compliant RIWI engine. This scale is able to deliver well above thirty million survey exposures per day in 2015 should we have immediate customer demand for such needs.

We deploy the RDIT technology to deliver digital surveys on virtually any Web-enabled device, including smartphones and tablets (proportionate to usage of these devices), with speed, creating a positive user experience resultant from a responsive design. A responsive single-click design improves response rates versus survey technology competitors that rely on clicks on insecure email links prior to survey completion. The surveys are delivered in full-screen format and with mobile-friendly all-device responsive design, allowing for maximum readability on smartphones and tablets. For data quality reasons, including the need to mitigate ‘survey fatigue’ from non-incented respondents, the surveys generally comprise fewer than 14 questions, designed with simple and concise questions. The digital surveys are designed to provide the positive user experience and be privacy compliant, ephemeral in nature (i.e., they do not remain online any longer than the project requires) and to offer high data quality. From a data quality perspective, privacy compliance is also critical to survey technology. Many web users admit they provide false personal data when signing up for online services. These false data include e-mail addresses, telephone numbers and even names. For these reasons, RIWI techniques assist us to achieve higher response and completion rates in a non-incented privacy-compliant environment. Longer RIWI surveys (e.g., 15 or more questions per user) are possible but are not recommended to clients due to data quality reasons (notably, survey fatigue). We can therefore modularize, or ‘stitch’, long surveys into concurrently running shorter surveys.

The RDIT technology is able to:

- Check and clean for ‘bots’ or malware
- Gather real-time Web penetration data per region studied on device, operating system and comparative Web usage
- Recognize the device type, browser and operating system of each respondent
- Acquire the country code and IP location of each respondent
- Use proprietary software developed since April 2009 and proprietary mathematical latitudinal and longitudinal approaches to increase the probability that the respondent is responding from the targeted geography. Self-reported questions relating to location can add further certainty as to geo-location.
- Choose an applicable language and deliver the appropriate survey in a privacy-compliant manner on any device including smartphones and tablets, with exceptional speed. The surveys are delivered in full-screen format, allowing for maximum readability on all devices.
- Feed the geo-located anonymized data (that are assigned unique identifiers) to a secure, hosted database with multiple back-ups from which the data are ported into CSV, SAS, SPSS or any other file formats in common usage, and then shipped, upon agreement of the client, via secure email to the client.

- Remove duplicate responses from the same IP address, if any, during post-processing using a raking algorithm. A raking algorithm means auto-adjusting the sample weights in a RIWI survey so that the adjusted weights add up to known population totals for the post-stratified classifications when only the marginal population totals are known. The resulting adjusted sample weights provide a closer match between the sample and the population across these post-strata than the original sample. We use post-stratification so that demographics are corrected in post-processing using raking weighting.
- Direct, through its patented process, completed survey respondents to panel company web sites with the opportunity to opt-in to such companies and participate in their future surveys in all regions where such companies have panels.

The patent for RDIT, held by RIWI, was issued by the US Patent and Trademark Office in June 2011. The title of the patent is “Method of Obtaining a Representative Online Polling Sample” (USPTO No. US8069078 B2). RDIT repurposes the URL (or domain address, which is a name, such as example.com, ‘resolved’ to an IP address) bar on any browser on any Web-enabled device to create an entirely new random contact point for a non-incented respondent. As Web users input addresses into their URL bar they can miss-type to arrive at a non-trademarked URL/domain or sub-domain (e.g. example.com/test), go to a properly inputted registered domain/IP that is no longer active with relevant content to the user, miss-guess (e.g. put in a vacant domain/IP which they imagine, incorrectly, to exist) or simply have a big fingers on a small device error. In sum, by making random data input errors, Web users land on a domain they did not intend to, and this non-intended action, then, enables the random possibility to encounter the option of answering, or not answering, a RIWI survey. The USPTO patent is the only patent or patent application that we hold on RDIT. On March 12, 2015 the USPTO published and assigned the application number 14/483639 on a new RIWI filing, entitled: “Systems and Methods of Inferential Demographic Analytics on Potential Survey Respondents when using Online Intercept Polls.”

In one third-party published study disseminated to the global research community (GRIT Consumer Participation in Research, 2013), more than 1.5 million Web users around the world – from July 1, 2013 to August 18, 2013 – were exposed to questions through this patented and peer-reviewed approach, which RIWI regularly undertakes with organizations such as The World Bank in countries around the world, currently 63 countries with just this one client.

To acquire RDIT sample for these short surveys (i.e. full-page surveys that render elegantly on any Web-enabled device), RIWI has access, through partnerships and via proprietary software code and algorithms, to a vast number of appropriate URLs/IPs from a large number of registered domains, rotating in real-time and thereby randomizing question sets. RIWI uses multiple geo-location software algorithms, to reduce the chance, for example, that respondents are using a proxy server in a location from other than where they appear to respond. Respondents are only able to respond to any question from one IP address once through a ‘cookie’ that collects no personally identifiable information. We also offer a ‘cookie-less’ mode. Respondents are invited to, and can easily ‘exit’ should they wish to, the survey at any time.

The novel RIWI process creates a ‘statistical randomizer’ of highly randomized representative online Web users in every country and in every micro-region of the world. Proprietary code increases the probability that exposures are randomized, ‘bot’-free, smart-phone and tablet-optimal, geo-representative and quality-controlled. It enables 24/7 real-time data capture, simultaneously captured in almost all geographies, and it leverages snap short surveys (unless modularized from longer surveys) for data purity and mitigation of online coverage bias.

Benefits of RDIT

Randomization

RDIT provides randomization; the random act of a Web user making a URL/IP input error and landing on a webpage that delivers a RIWI survey introduces random selection into online data collection. Conversely, panels, river sampling, and online communities rely on a very small percentage of the population who are eager to participate in data collection for rewards or other incentives.

Fresh Sample

RIWI offers a patented means of reaching a very wide, non-incented, and random sample of global respondents. Approximately eighty percent of respondents have not answered a survey of any kind in the past week or longer (which is the market research industry’s common understanding of ‘fresh’). Approximately seven out of ten RIWI respondents have not answered a survey of any kind in one month or longer. This result is consistent across the

RIWI surveys that we have analyzed. Of that seventy percent, sixty percent report to have never answered survey questions. RIWI engages the unengaged, or ‘completes the data picture’, enabling high-data sensitivity clients to evaluate concordance or discordance between the RIWI data feed and other data feeds, such as the social media data feed, to assess, for example, whether an issue potentially meriting spending money to address company crisis management as reported in the mainstream news or social media, does, in fact, exist within the RIWI online population respondent set.

Rapid Global Reach

RIWI captures respondent data in almost every country in the world, and RIWI’s penetration directly correlates with the continuous growth of Web access, particularly with the rapid expansion of mobile device accessibility in developed and developing countries. Otherwise hard-to-reach populations such as Nigeria are now accessible through RDIT. For example, a RIWI-published study was able to generate 7,000 responses in over 200 cities in China over 20 hours.

Superior Quality

RDIT surpasses panels by reaching new citizen third-party voices online. Its unique capabilities allow RIWI to provide partners and clients with high quality and reliable data collection.

Objective third-party resource for intelligence

We are an independent company not affiliated with our clients, allowing us to be an objective third party. We rarely independently craft the survey questions or interpret them, and rarely work with field-agencies in any countries to influence their usage of the data. Because businesses use our data to make important business decisions, it is important that we provide unbiased data, marketing intelligence, reports and analyses. We deploy advanced statistical methodologies in various programming languages, such as Python; building and maintaining the quality of the RIWI sample; and we use proven data capture, and computational practices in collecting, statistically projecting, aggregating, weighting and analyzing information. We believe that our approach delivers insights that are as objective as possible and allows us to deliver data products and data services that are of value to our customers in their key business decision-making. We believe that the market research industry views us as a highly recognized and credible resource for digital marketing intelligence. For example, in 2013 RIWI was recognized at ITeX as the most disruptive online data company. Our President and CEO, Neil Seeman, was the winner of the 2014 Next Gen Market Research (NGMR) Data Disruptor Award, and, in 2014, was voted one of “20 Global Researchers to Watch” by Survey Magazine. Further, in February 2015 Survey Magazine advised us that our President and CEO, Neil Seeman, has been selected as one of the Technology Visionary recipients for 2015, with the recognition being officially announced in the March 2015 edition of Survey Magazine.

Scalable technology infrastructure

We developed our databases and computational infrastructure to support the growth in online activity globally, and the increase of IP addresses (e.g. IPv6 to accommodate the need for new IP addresses) and new domain extensions, such as .xyz or .hotel or .guru (TLDs) and IDNs (internationalized domain names). The design of our technology infrastructure is based on all-country distributed processing and data capture environments that allow for the collection and organization of vast amounts of data. We believe that our efficient and highly scalable technology infrastructure allows us to operate and expand our data collection infrastructure on a cost-effective basis.

Ease of use and functionality

RDIT is designed to be easy to use by anonymous Web respondents using intuitive low-latency (i.e., near real-time) ‘single click technology’. RDIT uses a standard Web browser. The surveys do not require the hosting of the survey or a plug-in on a potential respondent’s browser.

Limitations of RDIT

Web Only

RIWI captures only data from Web users and not the general population. This limitation is common to over 75 percent of all data collection for insights techniques. This limitation introduces bias, common to all online data capture modalities, including a Web user population that is younger than the general population. Also, the relative intensity of Web usage varies among countries. Both of these limitations can be mitigated via respondent population re-weighting to Census data and through large samples of all age categories exposed to the RIWI questions. In some

cases, this is not a RIWI limitation, but rather a benefit, if the population parameter the client needs to better understand is the behavioural perceptions of the general online public, or of the young 18-34 year old male population in developed and emerging markets, who are otherwise very hard to reach through all other survey modalities.

Language

RIWI can deliver its surveys in the local language of the Web user. However, for some studies, for simplification, the preferred language used is English, since the English bias of domains reveals itself on the Web in that they are written in ASCII script (that is, the Roman alphabet and numbers), with limited but growing numbers of IDNs (to which RIWI also has RDIT sample access). This English-language bias is common to all online data collection modalities. In some browser technology, auto-translate options enable the user to translate the page if he or she so chooses. One client rationale for an English-only approach is to ensure methodological consistency across countries. There are roughly 42 countries/regions in the world where, according to Census data, over 70 percent or more of the population speaks English comfortably.

Geo-Location

To increase the probability that a respondent comes from a particular country of origin, RIWI, like many data collection companies, employs multiple IP-mapping software tools (some of which tools which we may use include: explain Inc., IP2Location Inc., Quova Inc., Digital Envoy Inc., NetGeo Inc., Cyscape Inc., CountryHawk Inc., Digital Element Inc., and IPLigence Inc.), including the popular MaxMind Inc., the latter used by Google Inc. and other Web companies. Using the suite of aforementioned multiple software mapping tools enables RIWI to provide strong geo-location, identifying respondents' locations (down to the state/province/region level) by their IP addresses.

The more granular the data required, for example, within a city, the harder it is to be consistent; and city-based data quality can vary from country to country, especially in developing countries where the ISP may be routed through a large city such that most IP addresses appear to come from that city. The RIWI solution to provide city-based data reliably for large numbers of respondents resides in RIWI-published and patent-pending mathematical algorithms (USPTO application number 14/483639) that triangulate the IP-mapping data from the above-noted software, to increase the probability, for example, that people responding from Chicago reside within a 25KM or 50KM radius of the city centre. The two methods used congruently, and a patent-pending RIWI application, are the Haversine Formula and the Equirectangular formula mapped to RIWI data. Another method for verifying city location is to ask the respondent to confirm his or her city location in the survey itself. Domain analytics on the vast numbers of domains used by RIWI also easily ensures historical reference to the proportion of domains that tend to register as 'unknown,' or uncertain to be part of the geography(ies) of interest to client.

Completed Projects

Global business travelers are in search of opportunity and safety. On behalf of a client that provides services for global business travelers, RIWI conducted an eight-question survey from May 2013 to June 2013. The survey was conducted in relevant local languages. RIWI obtained more than 50,000 global respondents in 31 countries. 35 major cities were rated with an average of 630 respondents per city. Automated country and city level geo-location was performed.

RIWI has also collected data on how everyday consumers from almost every country around the world – that is, average, non-incented Web users, not just members of a panel or a recruited online community or a social media site – feel about the experience of being surveyed. RIWI has asked how frequently RIWI respondents answer surveys. We have learned from what kind of device – desktop or mobile – these respondents prefer to answer from and what browsers and operating systems they use. We have compared over 200 countries and regions of the world on these metrics from which we project norms, which can then be re-analyzed on a regular basis.

Since 2009 RIWI has conducted hundreds of thousands of health and social policy related survey questions for government and some of the largest global organizations in the world.

RDIT has proven effective in measuring the etiology of outbreaks like the 2013 outbreak of H7N9 in China.

RDIT has been used to measure citizen confidence and other issues related to the Ebola outbreak. The data were shared with the World Health Organization, Médecins Sans Frontières and the Centers for Disease Control and Prevention. RIWI data on fear of the outbreak were published in Forbes online. RIWI has been referenced in

hundreds of online and print media around the world in just two years, including Russian media, US media, Middle East media and media across the European Union.

RDIT's random measure of a Web population is the only online data capture technique in the marketplace to reach beyond the tiny panelized, non-incented population and to engage the unengaged online using the RIWI approach, which has significant implications in many areas, including health- and risk-related research. RIWI offers what has been referred to as 'new-generation research,' that is, data from an otherwise untapped reserve of opt-in respondents that thereby captures the voices of people not otherwise heard through all other survey modalities or through social media channels.

RDIT's virtually all-device, all-country reach, randomization and ability to engage the unengaged opens up many possibilities to the consumer-packaged goods researcher. RIWI provides the access to online customers and potential customers worldwide who are willing to share their brand perceptions and ideas. Product managers, in many cases, increase their risk when relying on the conditioned responses of the narrow range of people who are willing to join panels and participate in lengthy research for incentives. Visuals and video are all effectively displayed on the RIWI platform in all countries of reach, in order, for example to conduct projects in media measurement, media reach and ad recall.

High profile RIWI projects have included:

- World Bank Open Government Partnership: Using RDIT, RIWI surveyed over 65,000 people in 63 countries in their native languages to learn more about what people want from their governments.
- Greenpeace Arctic Sanctuary: 30,000 people in 30 countries were surveyed to measure public opinion of a proposed Arctic sanctuary.
- Global Criminal Justice Index for the International Association of Prosecutors: RIWI engaged 400,000 Web users in 190 countries and asked questions related to their trust level in the criminal justice system in their country.

RIWI has also been used to collect data for many purposes including macro-finance indicators such as:

- Counter-indicators leveraging RIWI multi-country tracker technology;
- Early indicators (employment rates, underemployment rates, confidence in local banks, people seeking jobs and those 'giving up');
- Flights to currency (perceptions of U.S. dollar vs. gold in multiple markets);
- Tracking online/ tablet trends (intent to replace a gadget); and,
- 'Talk' in real estate – perceptions of a bubble about to burst – in multiple markets as 'talk' spreads through the general population.

RIWI finance clients have included Asia-based banks and hedge funds.

Our Strategy

Our objective is to be the leading provider of macro all-country Web user intelligence with the capability to provide the full data picture to our customers in order that they no longer need to rely on highly limited user groups online to provide attitudinal data. We plan to pursue our objective through internal initiatives and, potentially, through acquisitions and other investments. The principal elements of our strategy include pursuing most or all of the below:

- deepen relationships with current customers for recurring revenues;
- expand sales and marketing initiatives globally;
- launch new products to improve inferential and predictive analytics;
- improve audience segmentation analytics;
- integrate existing tools with more data providers in all countries;
- grow our customer base;

- create more strategic alliances and data licensing platforms;
- improve our geo-location capacity to the sub-city level globally through additional data science and proprietary algorithms;
- build a data taxonomy based on historical RDIT domain audience demographics, thus minimizing the extent to which additional demographic data collection is required through custom surveys;
- create DIY and scalable Application Programming Interface (“API”) platforms for companies globally to integrate ongoing trackers or ‘situational awareness barometers’ and special event-driven question posting into the RIWI system. APIs are digital interfaces that allow clients and partners to digitally integrate with the RIWI technology stack; and elements of our DIY may include a global client platform to plan, measure and manage digital media campaign efficacy;
- expand our intelligence platform; this may include a downloadable standard dashboard tool for all clients to display real-time results and analytics; a norms database (e.g. of real-time all-device/ all-country penetration, or real-time self-reported economic indicators, such as employment, under-employment or accessibility to bank loans) accessible and analyzable automatically to clients that pay super-added fees; a collaboration centre where approved vendors in every region in the world are managed; an open source data collaboration space for NGOs, scholars, citizen-researchers and students to find and contribute to open-access studies done in every country; a special secure portal for partners wishing to design risk analytics studies in any desired geography, without any manual labour interface with our personnel;
- extend technology thought leadership in targeted media and at conferences; and
- subject to evolving privacy compliance rules, create a global digital media reach platform that passively measures the distribution of cookies in a digital media market and defines campaign reach. Third parties may wish to read the cookies on their independent systems.

Deepen relationships with current customers

We intend to work closely with our customers to enable them to continuously enhance the value they obtain from RDIT. Some of our customers are Fortune 500 companies that deploy multiple data and branding initiatives, and we believe many of our customers would benefit from more extensive use of our product offerings to gain additional insights. We will work to develop and expand our customer relationships to increase our customers’ use of RDIT. To facilitate this, we will formalize strategic frameworks with customers needing our services on a recurring process.

Grow our customer base

We intend to invest in sales, marketing and account management initiatives in an effort to expand our customer base. We intend to offer both general and industry-specific products that deliver value to a wide range of potential customers in current and new industry verticals.

Expand our product offerings

We expect to continue to increase our product offerings. We believe that companies will require new information and insights to measure, understand and evaluate attitudes. We intend to develop new applications to be able to provide the most timely and relevant information to our customers.

Extend technology

We believe that the scalability and functionality of our database and computational infrastructure provide us with a competitive advantage. Accordingly, we intend to continue to invest in research and development to extend our technology. We intend to continue to enhance our technology platform to improve scalability, performance and cost effectiveness and to expand our product offerings. Offerings include: improving our geo-location capacity to the sub-city level globally through additional data science and proprietary algorithms to evaluate the authenticity and integrity of IP addresses; building a data taxonomy based on historical RDIT domain audience demographics, thus minimizing the extent to which additional demographic data collection is required via custom surveys; creating DIY and scalable API platforms for companies to integrate ongoing trackers or barometers and customized event-driven question posting into the RIWI system; and, subject to evolving privacy compliance rules, creating a global digital

media reach platform that passively measures the distribution of cookies in a digital media market and defines campaign reach.

Build brand awareness through media exposure

Our digital media, commerce and marketing information is cited online, in academic journals, and by major media outlets. We believe that niche and global media coverage, as well as further third-party reviews, endorsements and co-authored reports, increases awareness and credibility of the RIWI brand and thereby supplements our marketing efforts. We intend to continue to work with targeted media outlets, including news distributors such as television, newspapers, magazines, and online publishers, to increase their use of RIWI data.

Grow internationally

While we are currently in the early stages of providing customers with international services, we believe that a significant opportunity exists to provide our product offerings to multi-national and international customers.

Customers

As of Dec. 31, 2014, we had 40 customers, including 10 Fortune 500 customers. Our customers include:

- 2 of the top 15 global market research firms by 2013 revenue;
- 1 of the top 3 global consumer packaged goods companies in the world by 2013 revenues; and,
- 5 of the top 10 global online panel companies by 2013 revenues.

Selling and Marketing

We sell the majority of our products through a direct sales force. Sales to new clients are managed by sales representatives assigned to new business development. We also rely on commissioned sales agents. Account managers within our sales organization are assigned to manage, renew and increase sales to existing customers.

Our marketing communications staff is primarily focused on leveraging the use of RIWI data and insights by the media and maximizing the number of times that RIWI is cited as a source of high quality information by reputable sources. The use of our data by general and industry-specific media outlets increases recognition of the RIWI brand name and serves to help validate the value of the analyses and the products that we provide. In order to accomplish this goal, we seek to maintain relationships with key news distributors, publications, online and other media outlets.

Technology and Infrastructure

Research and Development

Our research and development efforts focus on the enhancement of our existing products and the development of new products to meet our customers' needs across a broad range of industries and applications.

Intellectual Property

We rely on a combination of patent, trademark, copyright and trade secret laws in the United States and other jurisdictions together with confidentiality procedures and contractual provisions to protect our proprietary technology and our brand. We seek patent protection on inventions that we consider important to the development of our business. We control access to our proprietary technology and enter into confidentiality and invention assignment agreements with our employees and consultants and confidentiality agreements with other third parties.

Our success depends in part on our ability to develop patentable products and obtain, maintain and enforce patent and trade secret protection for our products, including successfully defending these patents against any third-party challenges. We may be able to protect our technologies from unauthorized use by third parties to the extent that we own or have licensed valid and enforceable patents or trade secrets that cover them. However, the degree of future protection of our proprietary rights is uncertain because legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep our competitive advantage.

Currently, we own one U.S. patent. A second U.S. patent was filed in September 2014 and covers, among other things, techniques for collecting Web user attitudinal data more reliably by asking fewer questions and relying on inferential and predictive analytics. On March 12, 2015 the USPTO published and assigned the application number

14/483639 on the said RIWI filing, entitled: “Systems and Methods of Inferential Demographic Analytics on Potential Survey Respondents when using Online Intercept Polls.” Various circumstances may shorten the duration of any of these patents, such as a change in U.S. law or a need or decision on our part to terminally disclaim a portion of the statutory term of any of this patent.

Patents may not be issued for any pending or future pending patent applications owned by us, and claims allowed under any issued patent or future issued patent owned us may not be valid or sufficiently broad to protect our technologies. Any issued patents owned by us now or in the future may be challenged, invalidated, held unenforceable or circumvented, and the rights under such patents may not provide us with the expected benefits. In addition, competitors may design around our technology or develop competing technologies. Intellectual property rights may also be unavailable or limited in some foreign countries, which could make it easier for competitors to capture or increase their market share with respect to related technologies. Although we are not currently involved in any legal proceedings related to intellectual property, we could incur substantial costs to defend ourselves in suits brought against us or in suits in which we may assert our patent rights against others. An unfavourable outcome in any such litigation could have a material adverse effect on our business and results of operations.

In addition to patent and trade secret protection, we also rely on several trademarks to protect our intellectual property assets. We are the owner of trademarks and may apply for registration of our trademarks in the United States and in certain other countries to establish and protect our brand names as part of our intellectual property strategy.

Our intellectual property policy is to protect our products, technology and processes by asserting our intellectual property rights where we believe it is appropriate and prudent. Any pending or future pending patent applications owned by or licensed to us (in the United States or abroad) may not be allowed or may in the future be challenged, invalidated, held unenforceable or circumvented, and the rights under such patents may not provide us with competitive advantages. Any significant impairment of our intellectual property rights could harm our business or our ability to compete. Protecting our intellectual property rights is costly and time consuming. Any increase in the unauthorized use of our intellectual property could make it more expensive to do business and harm our operating results.

There is always the risk that third parties may claim that we are infringing upon their intellectual property rights and, if successful in proving such claims, we could be prevented from selling our products.

For additional, important information related to our intellectual property, please review the information set forth in “Risk Factors — Risks Related to Our Business and Our Technologies.”

Competition

The market for attitudinal data is competitive and evolving rapidly. We compete primarily with providers of intelligence and related analytical products and services. We also compete with survey providers, as well as with internal solutions developed by customers and potential customers. Our principal competitors include:

- large and small companies that provide data and analysis of user opinion, including GeoPoll Corp., Jana Corp, Google Inc., Qualtrics Inc., SurveyMonkey Inc., Westat Corp., Vision Critical, comScore Inc. and IBM Corp.;
- full-service market research firms, panel companies and survey providers including Ipsos S.A., Gallup Inc., Nielsen Inc., GfK Inc., Research Now, Inc., YouGov Inc., CivicScience Inc., MacroMill, Inc., TNS Global Inc., CINT Inc., Federated Sample, LLC, Toluna LLC, Kantar Group Ltd. (part of WPP LLC and, in January 2015, announcing a partnership with comScore Inc.), and Lightspeed LLC; and survey marketplaces (Fulcrum Research Group LLC); and,
- specialty information providers for certain industries that we serve, including IMS Health Incorporated (healthcare), Oracle Corp. (signal detection to identify behavioral trends, through its 2014 purchase of Bleak Inc.), Cloudera, Inc. (data analytics), and Palantir Technologies Inc. (security).

As our digital surveys generate opt-in survey data leveraged off our RDIT platform, we are not a direct competitor to the much more numerous open source or social media analysis, ‘scraping’ companies such as Splunk Inc., or Sysomos Inc., that collect and amass large quantities of ‘latent data’ pre-existent on Web sites, social media feeds, blogs, forums, apps, servers, networks, sensors and mobile devices; the latter category of companies often partners

with social media management companies, such as Hootsuite Media Inc. (which has partnered with social media analysis firm, Brandwatch Technologies Inc.).

Most of our competitors have longer operating histories, relationships with more customers and substantially greater resources than we do. These competitors may be able to devote more resources to marketing and promotional campaigns, obtaining user data and development techniques or technology and systems development than we can. In addition, some of our competitors may be able to adopt more aggressive pricing policies. Furthermore, large software companies, Web portals and database management companies may enter the market or enhance their current offerings, either by developing competing services or by acquiring our competitors, and could leverage their significant resources and pre-existing relationships with our current and potential customers.

The principal competitive factors in our markets include the following:

- the ability to provide actual and perceived high-quality, accurate and reliable attitudinal data in a timely manner, including the ability to obtain a large and statistically representative number of respondents;
- the ability to adapt product offerings to emerging digital media technologies and standards;
- the breadth and depth of products and their flexibility and ease of use;
- the ability of products to collect little or no PII now, historically, or ever;
- the ability to offer products that meet the changing needs of customers and provide high-quality service; and,
- the ability to compete favourably at the prices that are charged for products based on the perceived value delivered.

On the basis of these factors, we believe that we compete favourably with our competitors. However, if we are unable to compete successfully against our current and future competitors, we may not be able to acquire and retain customers, and we may consequently experience a decline in revenues, reduced operating margins, loss of market share and diminished value from our products.

Sample Methodology and Privacy

Since the founding of our company, we have endeavored to undertake data collection and analysis responsibly and only with specific user action or permission. One of our clients has been the International Association of Prosecutors. Participation in our surveys is voluntary. Each user is given a prominent one-click option to choose not to participate. We do not collect personal identifying information on our users. We only collect and store user IP addresses for various reasons such as to prevent surveys from being completed more than once and also for geo-location. The IP addresses are not connected to any individuals and we maintain the IP addresses confidentially.

Government Regulation

Our business operations are subject to compliance with existing and future laws and government regulations. Changes in laws and regulations could adversely impact us. Specifically, our business could be affected by different interpretations or applications of existing laws or regulations, future laws or regulations, or actions by domestic or foreign regulatory agencies. For example, privacy concerns could lead to legislative, judicial and regulatory limitations on our ability to collect, maintain and use information about Web users in Canada, the United States and abroad. Various state legislatures have enacted legislation designed to protect Web users' privacy. In recent years, similar legislation has been proposed in other states and at the federal level and has been enacted in foreign countries, most notably by the European Union, which adopted a privacy directive regulating the collection of personally identifiable information online. In addition, our ability to conduct business in certain foreign jurisdictions, including China, is restricted by the laws, regulations and agency actions of those jurisdictions. The costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may prevent us from selling our products or increase the costs associated with selling our products, and may affect our ability to invest in or jointly develop products in Canada, the United States and in foreign jurisdictions. In addition, failure to comply with these and other laws and regulations may result in, among other things, administrative enforcement actions and fines, class action lawsuits and civil and criminal liability. State attorneys general, Canadian federal and provincial government and nongovernmental entities and private persons may bring legal actions asserting that our methods of collecting and using data are illegal or improper, which could require us to spend significant time and

resources defending these claims. For example, some companies that collect, use and distribute Web site visitor information have been the subject of governmental investigations and class-action lawsuits. Any such regulatory or civil action that is brought against us, even if unsuccessful, may distract our management's attention, divert our resources, negatively affect our public image or reputation among our users and customers and harm our business. The impact of any of these current or future laws or regulations could make it more difficult or expensive to obtain RDIT sample, particularly in affected jurisdictions, and could adversely affect our business and results of operations.

USE OF AVAILABLE FUNDS

Proceeds

This is a non-offering prospectus. The Company is not raising any funds in conjunction with this Prospectus and accordingly, there are no proceeds.

Funds Available

We have working capital of approximately \$625,000 as of February 28, 2015. The working capital is comprised primarily of net proceeds received from prior sales of common shares of the Company. Our funds will be used to fund our business operations to the extent that our revenues from our operations are insufficient to cover our operating expenses. We anticipate that our expenses for the next 12 months to be in the approximate amount of \$1,150,000 as summarized in the table below; these expenses do not take into account our revenues earned during that period. We anticipate that revenues derived from our operations will be sufficient to cover our expenses during 2015 and over the next twelve months. If such revenues do not exceed our anticipated expenses for the next 12 months, we expect our working capital position to cover such shortfall without any additional debt or equity financing being required.

Item	Amount
Technology costs	\$270,000
Sales and marketing	\$60,000
General and administrative	\$770,000
Prospectus and CSE listing costs	\$50,000
Total	\$1,150,000

The Company will continue to assess the necessity for debt or equity financing as it proceeds with the development of its business. The Company may, from time to time, determine to develop additional new products or services or to expand its operations beyond the scope that is presently contemplated. Such determinations could result in the Company requiring or determining to seek new financing in order to finance such undertakings.

Significant Events, Milestones or Objectives

We have completed the key milestones in the development of our RDIT technology and are in the commercial phase of operations. We have achieved our initial revenue objectives. Our objectives through 2015 and beyond are to continue to commercialize our technology through the completion of contracts that we enter into with our customers. Our goal is generally to increase the number of contracts with our existing customers, to increase the number of contracts that we enter into with new customers and to increase the amount of average revenues that we derive from each sales contract into which we enter. We do not have any specific number of contracts as a target or milestone, however our overall objective for 2015 is to reach the state where we are continually generating positive cash flow from operations. Based on contracts that we have secured to date for 2015 and others for which we are currently in negotiations, we anticipate that we will meet this objective. To the extent that we may fall short of this objective during 2015, we anticipate that our existing working capital will be sufficient to cover any cash used in operations during 2015 and that we will not require any additional debt or equity financing over the next twelve-month period. Our projections are based on committed or contracted 2015 revenues, our being able to complete an increased

number of contracts during 2015 in contrast to 2014 without a significant increase in expenses based on our cost base structure being sufficient to cover an increased number of contracts without having to hire a significant number of employees or otherwise increase our costs. These projections are in part due to a large number of “loss leader” contracts and in-kind marketing and promotion entered into during previous years and development costs incurred during previous years.

DIVIDEND POLICY

To date the Company has not paid any dividends on its common shares, and the Board does not expect to declare or pay any dividends on the common shares in the foreseeable future. Payment of any dividends will be dependent upon the Company’s future earnings, if any; its financial condition; and other factors the Board determines are relevant.

MANAGEMENT DISCUSSION AND ANALYSIS

Introduction

The following Management’s Discussion and Analysis (“MD&A”) of the financial performance and condition of the Company should be read in conjunction with the unaudited interim financial statements and the notes thereto of the Company for the nine months ended September 30, 2014, the audited financial statements and the notes thereto of the Company for the year ended December 31, 2013 and the unaudited financial statements and the notes thereto of RIWI for the years ended December 31, 2012 and December 31, 2011, all as attached hereto.

This MD&A is prepared as of March 16, 2015.

Presentation of Financial Information

Our audited financial statements have been prepared in accordance with International Financial Reporting Standards. All dollar amounts herein are expressed in Canadian Dollars unless stated otherwise.

Certain information contained in this MD&A constitutes forward-looking statements. These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward looking statements. See “Forward-Looking Statements” and “Risk Factors”.

Our financial condition and the results of operations discussed below will not necessarily be indicative of our future performance, as they reflect the nature of our activities to date. We expect that our general and administrative expenses as a public company will be higher than those reflected in the financial statements included in this Prospectus and in the following discussion and analysis. The historical financial information in this Prospectus does not reflect the added costs we expect to incur as a public entity.

Overall Performance

Since 2011, we have undergone significant growth as we have expanded our RDI digital survey business, achieving our initial revenues in 2012 and then increasing our revenues by 82.7% in 2013 from 2012. During this period, we have seen our customer base and the number of contracts that we have executed grow significantly.

We have financed our operations during the initial growth phase of our business development through multiple equity financings that we have secured through the private placement of our shares. We completed issuances of common shares in the amount of \$786,260 in 2012 and in the amount of \$1,464,086 in 2013. The equity financings have strengthened our working capital position, which has grown from \$9,033 in 2011 to \$444,890 in 2012 and \$1,487,684 in 2013. While our revenues have grown, our net loss has grown from \$88,283 in 2011 to \$426,815 in 2012, and \$517,789 in 2013, as expenses associated with our operations have increased consistent with our expanded revenues, and we have experienced negative cash flow from operations during this period. Going forward we have budgeted a significant increase in revenue based on sales from an increased number of contracts that we have entered into and are currently negotiating for 2015. Based on our anticipated expenses for 2015, which we anticipate will be in line with expenses for 2014, and revenues from these contracts in 2015, we expect to have positive cash flow from operations for the year ended December 31, 2015.

Selected Financial Information

The following table sets forth summary financial information of the Company for the periods shown.

Description	Nine months ended		Year Ended		
	September 30, 2014 (Unaudited)	September 30, 2013 (Unaudited)	December 31, 2013 (Audited)	December 31, 2012 (Unaudited)	December 31, 2011 (Unaudited)
Total Revenues	\$315,219	\$123,153	\$264,071	\$141,933	\$15
Total Expenses	\$834,574	\$470,547	\$781,860	\$568,748	\$88,298
Net Loss	(\$519,355)	(\$347,394)	(\$517,789)	(\$426,815)	(\$88,283)
Net Loss (per share basic)	(\$0.04)	(\$0.03)	(\$0.04)	(\$0.04)	(\$0.01)
Net Loss (per share diluted)	(\$0.04)	(\$0.03)	(\$0.04)	(\$0.04)	(\$0.01)
Total Assets	\$1,117,431	\$1,631,641	\$1,563,215	\$509,776	\$31,717
Total Liabilities	\$49,182	\$13,629	\$50,067	\$42,269	nil
Working Capital	\$1,036,115	\$1,592,548	\$1,487,684	\$444,890	\$9,033

Any factors other than growth in the ordinary course that have caused period to period variations in our operating results are discussed below under “Discussion of Operations”.

Discussion of Operations

Discussion of Operations for the Nine Months Ended September 30, 2014 and 2013

The following discussion compares operations for the nine months ended September 30, 2014 (“**Q3 of 2014**”) with the nine months ended September 30, 2013 (“**Q3 of 2013**”).

Revenue

Our revenues are comprised of fees that we charge to our customers for providing digital surveys.

Our revenues increased to \$315,219 for Q3 of 2014, up from \$123,153 for Q3 of 2013, an increase of \$192,066, or 156.0%. The primary reason relates to continued success of customer acceptance of our digital survey technology and a corresponding growth in our customer base and the number of contracts that we have completed.

Total Expenses

Total expenses increased to \$834,574 for Q3 of 2014, from \$470,547 for Q3 of 2013, an increase of \$364,027, or 77.4%. This increase in total expenses is primarily due to the expenses associated with our increased business activity and expanded operations during this period.

Key expenses are summarized as follows:

- **Technology Costs:** Technology costs incurred to perform surveys increased in Q3 of 2014 over Q3 of 2013. This increase reflects our shift from more research based activities as we prepared to launch our surveys, to an increased focus on executing on contracts with customers, as well as more proof-of-viability marketing pilots and initiatives.
- **Sales and marketing:** Amounts paid for sales and marketing increased to \$50,915 during Q3 of 2014, from \$10,494 during Q3 of 2013.
- **General and administrative:** Amounts paid for general and administrative increased to \$535,963 during Q3 of 2014, from \$290,746 during Q3 of 2013. This increase is primarily due to the increase in salaries and benefits as we continue to expand the operations.

Net Loss

We incurred a net loss of \$519,355 for Q3 of 2014, compared to a net loss of \$347,394 for Q3 of 2013. The major reason for the increased net loss was the increased total expenses, offset in part by increased revenues.

Working Capital

Our working capital decreased to \$1,036,115 as at September 30, 2014, compared to a working capital of \$1,592,548 as at September 30, 2013, a decrease of \$556,433 or 34.9%. This decrease in working capital is primarily due to cash flow used in our operations.

Discussion of Operations for Year Ended December 31, 2013 and 2012

The following discussion compares operations for the fiscal year ended December 31, 2013, with the fiscal year ended December 31, 2012.

Revenue

Our revenues increased to \$264,071 in 2013, up from \$141,933 in 2012, an increase of \$122,138, or 86.1%. The primary reason relates to continued success of our increased customer base.

Total Expenses

Total expenses increased to \$781,860 in 2013, from \$568,748 in 2012, an increase of \$213,112, or 37.5%. This increase in total expenses is primarily due to the expenses associated with general and administrative.

Key expenses are summarized as follows:

- **Technology Costs:** Technology costs incurred to perform surveys increased in 2013 from 2012. This increase reflects our shift from more research-based activities as we prepared to launch our surveys, to an increased focus on executing on contracts with customers. This increase reflects our shift from more research based activities as we prepared to launch our surveys, to an increased focus on executing on contracts with customers, as well as more proof-of-viability marketing pilots and initiatives.
- **Sales and marketing:** Amounts paid for sales and marketing increased to \$12,998 during 2013, from \$12,365 in 2012.
- **General and administrative:** Amounts paid for general and administrative increased to \$491,561 during 2013, from \$298,861 during 2012. This increase is primarily due to the increase in salaries and benefits as we continued to expand the operations.

Net Loss

We incurred a net loss of \$517,789 in 2013, compared to a net loss of \$426,815 in 2012. The major reason for the increased net loss was the increase in total expenses of \$213,112 offset in part by the increase in revenue of \$122,138.

Working Capital

Our working capital increased to \$1,487,684 as at December 31, 2013, compared to a working capital of \$444,890 as at December 31, 2012, an increase of \$1,042,794 or 234.4%. This increase in working capital is primarily due to the increase in cash as a result of raising capital during the period.

Discussion of Operations for Year Ended December 31, 2012 and 2011

The following discussion compares operations for the fiscal year ended December 31, 2012, with the fiscal year ended December 31, 2011.

Revenue

Our revenues increased to \$141,933 in 2012, up from \$15 in 2011, an increase of \$141,918. The primary reason relates to continued success of our increased customer base.

Total Expenses

Total expenses increased to \$568,748 in 2012, from \$88,283 in 2011, an increase of \$480,465, or 544.1%. This increase in total expenses is primarily due to the expenses associated with technology costs and salaries and benefits.

Key expenses are summarized as follows:

- **Technology Costs:** Technology costs incurred to perform surveys increased over three times in 2012 from 2011. This increase reflects our shift from more research based activities as we prepared to launch our surveys commercially, to an increased focus on executing on contracts with customers.
- **Sales and marketing:** Amounts paid for sales and marketing increased to \$12,365 during 2012, from \$4,568 in 2011. This increase reflects the increase in revenue.
- **General and administrative:** Amounts paid for general and administrative increased to \$298,861 during 2012, from \$8,819 during 2011. This increase reflects the increase in operations including hiring staff to perform the necessary functions to drive revenue.

Net Loss

We generated a net loss of \$426,815 in 2012, compared to a net loss of \$88,283 in 2011. The major reason for the increased net loss was the increase of expenses of \$480,450 offset in part by the increase in revenue of \$141,918.

Working Capital

Our working capital increased to \$444,890 as at December 31, 2012, compared to a working capital of \$9,033 as at December 31, 2011, an increase of \$435,857. This increase in working capital is primarily due to the increase in cash as a result of raising capital during the period.

Summary of Quarterly Results

The Company has not prepared financial statement for the eight quarters prior to the date of this Prospectus.

Liquidity

As at September 30, 2014, we had \$1,067,192 in cash and \$1,036,115 in working capital.

We expect to have positive cash flow from operations for the year ended December 31, 2015. This is based on our current forecasts of revenues and expenses and we believe is consistent with our prior period financial performance and the growth in our business during these prior periods. Based on these projections and our current working capital position, we believe that we have sufficient capital and access to sources of liquidity to sustain and grow our operations for at least the next 12 months. However, if our revenues are less than anticipated or if our expenses are greater than anticipated, the amount of cash required to fund our operations may be greater than anticipated. In this event, we have enough working capital available to sustain operations for a minimum of twelve months. We do not have any arrangements in place for any future equity financings and there is no assurance that we would be able to complete such equity financings if and when required.

Cash Flows from Operations

We had a negative cash flow from operations of \$507,876 in 2013 compared to a negative cash flow from operations of \$323,634 in 2012 and a negative cash flow from operations of \$91,128 in 2011. The fluctuations between 2011 to 2012 and 2012 to 2013 in cash flow from operations were primarily caused by the increase in operating expenses as the Company continues to grow.

Cash Flows Used in Financing Activities

In 2013, we generated cash flow from financing activities of \$1,464,086 net of share issuance costs mainly due to proceeds from the private placement of 2,590,000 Shares at a price of \$0.5714 per share in October 2013 for \$1,480,000.

In 2012, we generated positive cash flow from financing activities of \$786,260 mainly due to proceeds from the exercise of 1,400,000 warrants previously issued by the Company in a private placement at an exercise price of \$0.0714 per share, the private placement of 1,575,000 shares at a price of \$0.1429 per share in April 2012 for \$225,000 and the private placement of 1,614,410 shares at a price of \$0.2857 per share in November 2012 for \$461,260.

The 2011, we generated cash flow from financing activities of \$50,017 mainly due to proceeds from the exercise of 700,000 warrants previously issued by the Company in a private placement at an exercise price of \$0.0714 per

warrant for \$50,000 in March 2011 and the allotment exercise of 233,338 stock options at a price of \$.0000714 per share for \$17 in January 2011.

Cash Flows Used in Investment Activities

In 2013, we had negative cash flow from investing activities of \$2,847 mainly due to the purchase of computer equipment.

In 2012, we had negative cash flow from investing activities of \$nil.

In 2011, we had negative cash flow from investing activities of \$2,684 mainly due to the acquisition of intangible assets.

Capital Resources

Commitments for Capital Expenditures

The Company does not have any current commitments for capital expenditures.

Sources of Financing

As of the date of this Prospectus, we have no arrangements in place for any debt or equity financing. Although we may determine to pursue an equity financing in the future, we provide no assurance that we will be able to secure such financing on acceptable terms.

Financial Instruments and Off-Balance Sheet Arrangements

As at September 30, 2014, the Company has not entered into any derivative or other off-balance sheet arrangements.

Transactions between Related Parties

As at September 30, 2014, there were no amounts owing to or from related parties. The remuneration of directors and other members of key management personnel are as follows:

	Nine Months Ended		Year Ended		
	September 30, 2014	September 30, 2013	December 31, 2013	December 31, 2012	December 31, 2011
Salaries	\$367,480	\$214,605	\$312,277	\$162,107	NIL
Share based compensation	\$74,456	\$35,510	\$99,344	\$76,137	NIL
Total	\$436,007	\$250,115	\$411,621	\$238,244	NIL

Fourth Quarter

The Company has not prepared financial statements for the quarter ended December 31, 2014 prior to the date of this Prospectus.

Proposed Transactions

There are no proposed transactions relating to proposed asset or business acquisitions or disposition.

Changes in Accounting Policies including Initial Adoption

There are no changes in accounting policies.

Financial Instruments and Other Instruments

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

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The authorized capital of the Company consists of an unlimited number of common shares without par value.

As of the date of this Prospectus, 14,827,148 common shares were issued and outstanding as fully paid and non-assessable. Holders of common shares are entitled to one vote per share upon all matters on which they have the right to vote. The common shares do not have pre-emptive rights, conversion rights or exchange rights and are not subject to redemption, retraction, purchase for cancellation or surrender provisions. The Company may, if authorized by the directors, purchase or otherwise acquire any of its common shares at a price and upon the terms determined by the directors. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital. Holders of the common shares are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available therefore. In the event of dissolution or winding up of the affairs of the Company, holders of the common shares are entitled to share rateably in all assets of the Company remaining after payment of all amounts due to creditors.

Options

Effective as of July 1, 2012, a Stock Option Plan was approved by the Company's directors, designed for selected employees, officers, directors, consultants and contractors to the Company and its subsidiaries, to incentivize such individuals to contribute toward the long term goals of the Company, and to encourage such individuals to acquire common shares of the Company as long-term investments. The stock option plan is administered by the Board of Directors, and authorizes the issuance of stock options not to exceed a total of 20% of the number of common shares of the Company issued and outstanding from time to time. The terms of any awards under the plan are determined by the Board of Directors, provided that no options may be granted at less than the fair market value of the stock as of the date of the grant. As of the date of this Prospectus, 2,283,400 options are outstanding under the plan. See "Options to Purchase Securities".

Warrants

We issued warrants to purchase 700,000 common shares at a price of \$0.8571 per share effective February 12, 2015. The warrants are exercisable for a term of five years.

CONSOLIDATED CAPITALIZATION

The following table sets forth the share capital of the Company as at the dates below. The table should be read in conjunction with and is qualified in its entirety by the Company's audited financial statements for the fiscal year ended December 31, 2013 and unaudited financial statements for the nine months ended September 30, 2014.

	Authorized Capital	Outstanding as of the Date of this Prospectus	Outstanding as of September 30, 2014⁽²⁾	Outstanding as of December 31, 2013⁽²⁾
Common Shares	Unlimited	14,827,148	14,827,148	14,827,148
Stock Options	N/A ⁽¹⁾	2,283,400	1,534,400	1,534,400
Warrants	N/A	700,000	Nil	Nil
Total Fully Diluted	Unlimited	17,810,548	16,361,548	16,361,548

Note:

- (1) Stock Option Plan which provides that the aggregate number of securities reserved for issuance will be 20% of the number of common shares of the Company issued and outstanding, such aggregate number being 2,965,429 common shares as at the date of this Prospectus. See "Options to Purchase Securities"

- (2) Warrant, option, and share information gives retroactive effect to the 14-to-1 stock split that was effected by the Company by way of a stock dividend on February 11, 2015.

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

A Stock Option Plan was approved by the Company's directors effective as of July 1, 2012, and will be submitted to the Company shareholders for approval, at the Company's next general meeting of shareholders. The purpose of the Stock Option Plan is to assist the Corporation in attracting, retaining and motivating directors, officers, employees, consultants and contractors (together "service providers") of the Company and of its affiliates and to closely align the personal interests of such service providers with the interests of the Company and its shareholders.

The Stock Option Plan provides that the aggregate number of securities reserved for issuance will be 20% of the number of common shares of the Company issued and outstanding from time to time.

The Stock Option Plan will be administered by the Board of Directors of the Corporation, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such service providers of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise prices shall be determined by the Board of Directors, but shall, in no event, be less than the closing market price of common shares on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

As of the date of this Prospectus, options to purchase up to 1,411,312 common shares of the Company have been granted to the Company directors and officers, as set forth below.

Optionee	Grant Date	Number of Common Shares Optioned	Exercise Price	Expiry Date
Eric Meerkamper	July 1, 2012	590,156	\$0.2143	July 1, 2017
Neil Seeman	July 1, 2012	236,054	\$0.2143	July 1, 2017
Neil Seeman	November 19, 2013	354,102	\$0.5714	November 19, 2018
Dan Kriznic	January 5, 2015	196,000	\$0.8571	January 5, 2020
Amber Schaefer	February 6, 2015	35,000	\$0.8571	February 6, 2020

Prior Sales

There were no sales of common shares within 12 months of the date of this Prospectus.

Trading Price and Volume

The Company's common shares were not previously traded on any market or exchange.

Escrowed Securities

None of the Company's issued shares are held in escrow.

PRINCIPAL SHAREHOLDERS

To the knowledge of the Company's directors and senior officers, the following are the only persons who beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying more than 10% of all voting rights attached to all outstanding shares of the Company as of the date of this Prospectus:

Name	Type of Ownership	Shares (and % of Outstanding Shares)⁽³⁾ Owned, Controlled or Directed
RIWI Hold Inc. ⁽¹⁾	Registered	5,775,000 (38.9%)
BP Capital Ltd. ⁽²⁾	Registered	2,787,000 (18.8%)
Total:		8,562,000 (57.7%)

Note:

- (1) RIWI Hold Inc. owns 5,775,000 (38.9%) of our common shares and is a private corporation all the voting shares of which are owned by a discretionary family trust with Ms. Nicola Mahaffy as the sole trustee. Ms. Mahaffy is the spouse of Mr. Robert Seeman, one of our directors, and is the sister-in-law of Mr. Neil Seeman, our President and Chief Executive Officer and Chairman. Mr. Neil Seeman is the holder of certain non-voting preferred shares of RIWI Hold Inc.
- (2) BP Capital Ltd. is a private company, all of the common shares are owned by director, Robert Pirooz, and Ross Beaty.
- (3) Percentage is based on 14,827,148 common shares issued and outstanding as of the date of this Prospectus.

DIRECTORS AND OFFICERS

Name, Address, Occupation, and Security Holding

The following table sets forth particulars regarding the current directors and officers of the Company:

Name, Position with the Company and State and Country of Residence	Principal Occupation For Past Five Years	Number of Securities Beneficially Owned or Controlled Directly or Indirectly, as of the Date of this Prospectus⁽²⁾	Term of Office
Neil L. Seeman <i>President, CEO and Director Toronto, Ontario</i>	Chief Executive Officer of RIWI Corp. since November 2011; Executive Director of the Innovation Cell at Massey College in the University of Toronto from August 2008 to November 2011.	⁽³⁾	Director since November 2009 and CEO since November 2011
Eric H. Meerkamper <i>President, Global Operations and Chief of Staff Toronto, Ontario</i>	President, Global Operations and Chief of Staff of RIWI Corp. from April 2012 to present; President of Decode Inc. from February 1999 to January 2012.	175,000 (1.2%) (Directly)	President, Global Operations and Chief of Staff since April 2012

Name, Position with the Company and State and Country of Residence	Principal Occupation For Past Five Years	Number of Securities Beneficially Owned or Controlled Directly or Indirectly, as of the Date of this Prospectus ⁽²⁾	Term of Office
Dan Kriznic <i>Chief Financial Officer</i> <i>Vancouver, British Columbia</i>	Chief Financial Officer of RIWI Corp. from December 2014 to present; Chief Executive Officer of Invictus MD Strategies Corp. from December 2014 to present; Chief Financial Officer of PrimaCorp Ventures Inc. from January 2009 to December 2014.	Nil	Chief Financial Officer since December 2014
Amber Schaefer <i>Corporate Secretary</i> <i>North Vancouver, British Columbia</i>	Paralegal of Pan American Silver Corp. from January 2003 to present; Corporate Secretary of Rio Cristal Resources Corporation since February 2015; Paralegal of Lumina Copper Corp. from May 2008 to August 2014 and Corporate Secretary from February 2012 to August 2014; Paralegal of Anfield Nickel Corp. from April 2009 to July 2014 and Corporate Secretary from April 2014 to July 2014; Paralegal and Corporate Secretary of Lumina Royalty Corp. from June 2011 to November 2011.	100 (<0.1%)	Corporate Secretary since February 2015
Robert P. Pirooz⁽¹⁾ <i>Director</i> <i>Vancouver, British Columbia</i>	Director of Pan American Silver Corp. from January 2003 to present; Executive Chairman of Network Media Group Inc. from July 2014 to present; Director of Rio Cristal Resources Corporation since February 2015; General Counsel of Pan American Silver Corp. from January 2003 to March 2015; Director of Augusta Resource Corp. from November 2012 to July 2014; Director of Anfield Nickel Corp. from April 2009 to April 2014; Director of Lumina Copper Corp. from May 2008 to August 2014; Director of Ventana Gold Corp. from June 2009 to March 2011.	⁽⁴⁾	Director since November 2009
Robert L. Seeman <i>Director</i> <i>Vancouver, British Columbia</i>	CEO of Clera Inc. from December 2001 to present.	⁽³⁾	Director since August 2009

Name, Position with the Company and State and Country of Residence	Principal Occupation For Past Five Years	Number of Securities Beneficially Owned or Controlled Directly or Indirectly, as of the Date of this Prospectus ⁽²⁾	Term of Office
Annette Cusworth ⁽¹⁾ <i>Director Delta, British Columbia</i>	Finance & Taxation Director of Kestrel Holdings Ltd. from April 2014 to present; Corporate Controller of Sauder Industries Ltd. from May 2013 to April 2014; Finance & Taxation Director of Kestrel Holding Ltd. from August 2011 to May 2013; Chief Financial Officer of Magma Energy Corp. from June 2010 to July 2011; Consultant to Uranium Energy Corp. from January 2010 to May 2010	100 (<0.1%)	Director since March 2015
Donald Shumka ⁽¹⁾ <i>Director Vancouver, British Columbia</i>	Director of Eldorado Gold Corp. from May 2005 to present; Director of Paladin Energy Ltd. from July 2007 to present; Director of Alterra Power Corp. from March 2008 to present; Director of Odin Metals Ltd. from July 2014 to present; Director of Lumina Copper Corp. from January 2009 to August 2014; Director of Anfield Nickel Ltd. from April 2009 to June 2014; President of Walden Management Ltd., a management company, since 2004.	Nil	Director since March 2015

Name, Position with the Company and State and Country of Residence	Principal Occupation For Past Five Years	Number of Securities Beneficially Owned or Controlled Directly or Indirectly, as of the Date of this Prospectus ⁽²⁾	Term of Office
Kevin Mahoney <i>Director North Vancouver, British Columbia</i>	Chairman of Delta Hotels Limited from January 2008 to present; Chairman of InTransit British Columbia GP Ltd. from December 2005 to present; Chairman of BC Transit Corporation from May 2009 to present; Director of Universal Rail Systems Inc. from July 2014 to present; Chairman of SilverBirch Management Ltd. from January 2008 to July 2014; President and CEO of British Columbia Railway Company from June 2004 to April 2010.	100 (<0.1%)	Director since March 2015

Notes:

- (1) Member of the Audit Committee.
- (2) Percentage is based on 14,827,148 common shares issued and outstanding as of the date of this Prospectus.
- (3) RIWI Hold Inc. owns 5,775,000 (38.9%) of our common shares and is a private corporation all the voting shares of which are owned by a discretionary family trust with Ms. Nicola Mahaffy as the sole trustee. Ms. Mahaffy is the spouse of Mr. Robert Seeman, one of our directors, and is the sister-in-law of Mr. Neil Seeman, our President and Chief Executive Officer and Chairman. Mr. Neil Seeman is the holder of certain non-voting preferred shares of RIWI Hold Inc.
- (4) BP Capital Ltd. is a private company, all of the common shares are owned by director, Robert Pirooz, and Ross Beaty.

The terms of the foregoing director and officer appointments shall expire at the next annual shareholders meeting.

A description of the principal occupation for the past five years and summary of the experience of the directors and officers of the Company is as follows:

Neil L. Seeman, BA (Queen's), JD (Toronto), MPH (Harvard) – President, Chief Executive Officer, Director

Mr. Neil Seeman, age 44, is the Chief Executive Officer of RIWI since November 2011. He leads RIWI's work in developing new global data capture and prediction innovations that uses the architecture of the Web, notably, domain names. He leads RIWI's data work in international security, global macro-economic finance, and global healthcare monitoring.

Mr. Seeman's work in global data has involved research leadership positions at The Fraser Institute (May 2001 to October 2003) and the University of Toronto Faculty of Medicine (October 2003 to May 2006). Mr. Seeman joined IBM in October 2006, where he led research and consulting in social Web technologies in healthcare until November 2008. Mr. Seeman was the founder of the Innovation Cell at Massey College in the University of Toronto from November 2008 to December 2011, where he was elected to the academic appointment of Senior Fellow in 2014. From August 2008 to November 2011, Mr. Seeman was Primary Investigator and Executive Director of the Innovation Cell at Massey College in the University of Toronto. Mr. Seeman has authored over 800 essays, editorials, and over 25 peer-reviewed journal articles. He is co-author of five academic books. His work has been profiled in The Economist, VentureBeat, the Washington Post, Business Week, CNBC, Forbes, the Wall Street Journal and other major media around the world. He has been adjunct faculty at Ryerson University since 2003,

teaches “knowledge transfer in the Age of the Web” at the University of Toronto and is Adjunct Faculty in Public Health and Health Policy & Evaluation. Mr. Seeman, a non-practicing lawyer, is a member of the Law Society of Upper Canada.

Mr. Seeman is a party to an employment and confidentiality agreement with the Company dated July 1, 2012. It is expected that Mr. Seeman will devote approximately 100% of his time to the business of the Company to effectively fulfill his duties as President, Chief Executive Officer and Director.

Eric Meerkamper, BA (Univ. of Western Ontario), MBA (Ivey) – President, Global Operations and Chief of Staff

Mr. Meerkamper, age 46, brings experience in building data capture relationships with corporations, governments, thought leaders and NGOs around the world, and has led RIWI’s global expansion through establishing projects and servicing clients. In addition to building global strategic relationships, such as with the World Bank on Open Government, Mr. Meerkamper leads RIWI’s initiatives in capturing data in especially hard to reach markets for the International Foundation for Electoral Systems, the Munk School for Global Affairs, PS+B, and others.

Mr. Meerkamper was a co-owner of DECODE Inc., a pioneering firm in online research methodologies that conducted more than 500 insight projects for many of the world’s largest companies, and was the President of DECODE Inc. from April 1999 to January 2012. Mr. Meerkamper is co-founder of the Centre for Social Innovation which manages over 100,000 square feet of co-location space in Toronto and Manhattan and was the Chair of the Centre for Social Innovation from January 2004 to October 2014, and past Chair of the Daily Bread Food Bank.

Mr. Meerkamper is a party to an employment and confidentiality agreement with the Company dated July 1, 2012. It is expected that Mr. Meerkamper will devote approximately 100% of his time to the business of the Company to effectively fulfill his duties as President, Global Operations and Chief of Staff.

Dan Kriznic, CPA, CA – Chief Financial Officer

Mr. Dan Kriznic, CPA/CA, age 36, is the Chief Financial Officer of RIWI since December 2014. He is also the Chief Executive Officer of CSE-listed Invictus MD Strategies Corp. since December 2014. Mr. Kriznic was, from January 2009 to December 2014, the Executive Vice President and Chief Financial Officer of PrimaCorp Ventures Inc., an investment company that holds various businesses in education, commercial real estate, senior care homes and public storage. Prior to this, Mr. Kriznic was a Senior Manager at Deloitte & Touche LLP from July 1999 to January 2009 where he served in leadership roles in its Assurance and Advisory group, advising public and privately held companies for a period of 10 years. He has served on the boards of public, private and non-profit organizations in the education, mining and oil and gas sector. In 2003 he was admitted as a member of the Institute of Chartered Accountants of British Columbia. Mr. Kriznic has received numerous awards including the Governors General Medal and has been recognized as one of Business in Vancouver’s Top 40 under 40.

Mr. Kriznic is a party to an employment and confidentiality agreement with the Company dated December 15, 2014. It is expected that Mr. Kriznic will devote approximately one-third of his time to the business of the Company to effectively fulfill his duties as Chief Financial Officer.

Amber Schaefer – Corporate Secretary

Ms. Amber Schaefer, age 40, is the Corporate Secretary of RIWI since February 2015. She is also Corporate Secretary of Rio Cristal Resources Corporation since February 2015 and the Paralegal of Pan American Silver Corp. since January 2003. Ms. Schaefer was previously the Paralegal of Lumina Copper Corp. from May 2008 to August 2014 and Corporate Secretary from February 2012 to August 2014, the Paralegal of Anfield Nickel Corp. from April 2009 to July 2014 and Corporate Secretary from April 2014 to July 2014, the Paralegal and Corporate Secretary of Lumina Royalty Corp. from June 2011 to November 2011, the Paralegal of Global Copper Corp. from May 2005 to August 2008, the Paralegal of Northern Peru Copper Corp. from May 2005 to January 2008 and the Paralegal of Lumina Resources Corp from May 2005 to January 2008.

Ms. Schaefer is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that Ms. Schaefer will devote approximately 5% of her time to the business of the Company to effectively fulfill her duties as Corporate Secretary.

Robert P. Pirooz, QC, JD (University of British Columbia) – Director

Called to the Bar in 1990, Mr. Robert Pirooz, age 51, is Director of Pan American Silver Corp. since January 2003 and Executive Chairman of Network Media Group Inc. since July 2014. Mr. Pirooz is also a Director of Rio Cristal

Resources Corporation since February 2015. Mr. Pirooz was previously General Counsel of Pan American Silver Corp. from January 2003 to March 2015, Director of Augusta Resource Corp. from November 2012 to July 2014, director of Anfield Nickel Corp. from April 2009 to April 2014, Director of Lumina Copper Corp. from May 2008 to August 2014, Director of Ventana Gold Corp. from June 2009 to March 2011 and Director of Rodinia Minerals Inc. from June 2005 to July 2009. Mr. Pirooz is also a founding shareholder in Alterra Energy, an alternative energy company and Aegis Medical Innovations, a health technology company.

Mr. Pirooz practiced corporate and commercial law with two of Vancouver's largest firms and later as general counsel with a local transportation company and mining company. Mr. Pirooz has been involved in the development, operation and, in six cases sale, of over 11 different companies, one of which is now among the world's largest primary silver producers (Pan American Silver Corp.) and has over 5,000 employees.

In December of 2012 Mr. Pirooz was appointed Queen's Counsel.

Mr. Pirooz is not a party to any employment, non-competition or confidentiality agreement with the Company.

Annette Cusworth, CA, B. Comm (University of Calgary) -- Director and Chair of Audit Committee

Ms. Annette Cusworth, age 48, is the Director of Finance & Taxation of Kestrel Holdings Ltd. since April 2014. She was the Corporate Controller of Sauder Industries Ltd. from May 2013 to April 2014 and Finance & Taxation Director of Kestrel Holding Ltd. from August 2011 to May 2013. Prior to that, Ms. Cusworth was Chief Financial Officer of Magma Energy Corp. from June 2010 to July 2011 and Consultant to Uranium Energy Corp. from January 2010 to May 2010. Ms. Cusworth was previously employed at CHC Helicopter Corp. (from November 2004 to November 2009) as Vice President and CAO.

Ms. Cusworth is not a party to any employment, non-competition or confidentiality agreement with the Company.

Robert L. Seeman, B.A.Sc. with Honours in Elec. Eng. (Toronto), J.D. (UBC), MBA (EDHEC) -- Director

Mr. Robert Seeman, age 51, is the founder and CEO of Clera Inc., a drug development company established in 2001 and has been CEO of Clera Inc., a pharmaceutical drug development Company, since December 2001 to present. He holds a Bachelor of Applied Science in electrical engineering with Honours from the University of Toronto, a Master of Business Administration from EDHEC University in France, and a Juris Doctor from the University of British Columbia.

Mr. R. Seeman is not a party to any employment, non-competition or confidentiality agreement with the Company.

Donald Shumka, BA (University of British Columbia), MBA (Harvard) -- Director

Mr. Donald Shumka, age 72, is a Vancouver-based Corporate Director with more than 40 years' experience in financial roles. Since 2004 he was President and Managing Director of Walden Management. From 1989 to 2004, he was Managing Director, Investment Banking with CIBC World Markets and Raymond James Ltd. Prior to 1989, Mr. Shumka was Vice President, Finance and Chief Financial Officer of West Fraser Timber Co. Ltd., one of Canada's largest forest products companies. Mr. Shumka is also a director of Eldorado Gold Corp. (since May 2005), Paladin Energy Ltd. (since July 2007), Alterra Power Corp. (since March 2008) and Odin Mining and Exploration Ltd. (since July 2014).

Mr. Shumka was also previously on the Boards of Lumina Copper Corp. (from January 2009 to August 2014), and Anfield Nickel Ltd. (from April 2009 to June 2014)

Mr. Shumka is not a party to any employment, non-competition or confidentiality agreement with the Company.

Kevin Mahoney, Director

Mr. Kevin Mahoney, age 58, is Chairman of Delta Hotels Limited since January 2008, Chairman of InTransit British Columbia GP Ltd. since December 2005, Chairman of BC Transit Corporation since May 2009 and director of Universal Rail Systems Inc. since July 2014. Mr. Mahoney was previously the Chairman of SilverBirch Management Ltd. from January 2008 to July 2014 and President and CEO of British Columbia Railway Company from June 2004 to April 2010.

Mr. Mahoney is not a party to any employment, non-competition or confidentiality agreement with the Company.

Aggregate Ownership of Securities

As of the date of this prospectus, the directors, officers, and promoters of the Company, as a group, directly or indirectly beneficially own 8,737,000 common shares, representing approximately 58.9% of the issued and outstanding common shares on an undiluted basis.

Corporate Cease Trade Orders or Bankruptcies

Except as set out below, no director, officer, promoter or other member of management of the Company has, within the past ten years, been a director, officer or promoter of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days; or
- (b) was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Mr. Pirooz was formerly a director of Pacific Ballet British Columbia Society (the “**Ballet**”). On December 23, 2008, within a year following Mr. Pirooz’s resignation from the Board of Directors of the Ballet, the Ballet filed a Notice of Intention to Make a Proposal under subsection 50.4(1) of the *Bankruptcy and Insolvency Act*. Subsequently, on January 9, 2009, the proposal was unanimously accepted by the creditors of the Ballet.

Penalties or Sanctions

No director or executive officer of the Company has, within the past ten years, been subject to any penalties or sanctions imposed by a court or by a securities regulatory authority relating to securities legislation or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

No current or proposed director, officer, or promoter of the Company has, within the past ten years, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold the assets of that individual.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Company holding positions as directors or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies under the *Canada Business Corporations Act*.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board, with the CEO reporting to the Board on the rationale for said compensation, taking into consideration, among other things, industry standards and the Company’s financial situation.

As of the date of this Prospectus, the Company’s directors have not established any benchmark or performance goals to be achieved or met by the Named Executive Officers (“**NEOs**”), however, such NEOs are expected to carry out

their duties in an effective and efficient manner so as to advance the business objectives of the Company. The satisfactory discharge of such duties is subject to ongoing monitoring by the Company's directors.

Payments are made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Effective July 1, 2012, the Company entered into an employment agreement with Neil Seeman, President and Chief Executive Officer of the Company. Under the terms of this agreement, the Company pays an annual salary of \$84,000, renegotiable every six months. Effective as of May 2013, this salary was increased to \$144,000 and was approved by the Board of Directors. Mr. Seeman is also entitled to receive stock options and was granted 236,054 stock options to purchase common shares in the Company at \$0.2143 per common share for a period of five years at the time of execution of the employment agreement. On November 19, 2013, Mr. Seeman was granted an additional 354,102 stock options to purchase common shares in the Company at \$0.5714 per common shares for a period of five years. If the employment agreement is terminated by the Company without cause, Mr. Seeman will be entitled to a severance payment equal to one month pro-rata per year of service, or part thereof, up to a maximum total of 12 months.

Effective July 1, 2012, the Company entered into an employment agreement with Eric Meerkamper, President, Global Operations and Chief of Staff of the Company. Under the terms of this agreement, the Company pays an annual salary of \$84,000, renegotiable every six months. Effective as of May 2013, this salary was increased to \$144,000 and was approved by the CEO. Mr. Meerkamper is also entitled to receive stock options and was granted 590,156 stock options to purchase common shares in the Company at \$0.2143 per common share for a period of five years at the time of execution of the employment agreement. If the employment agreement is terminated by the Company without cause, Mr. Meerkamper will be entitled to a severance payment equal to one month pro-rata per year of service, or part thereof, up to a maximum total of 12 months.

Option-Based Awards

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company.

Compensation Governance

For the financial year ended December 31, 2014, management had direct involvement in and knowledge of the business goals, strategies, experiences and performance of the Company. As a result, management played an important role in the compensation decision-making process. The CEO may also provide a self-assessment of his own individual performance objectives and/or results achieved, if requested by the Board.

Performance Assessment

Rather than strictly applying formulas and weightings to forward-looking performance objectives, which may lead to unintended consequences for compensation purposes, the Board exercises its discretion and uses sound judgment in making compensation determinations. For this reason, the Board does not measure performance using any pre-set formulas in determining compensation awards for NEOs. The Board's assessment of the overall business performance of the Company, including corporate performance against both quantitative and qualitative objectives and, where appropriate, relative performance against peers, provides the context for individual executive officer evaluations for all direct compensation awards.

Corporate Performance

In the future, it is the intention that the Board will approve annual corporate objectives in line with the Company's key longer-term strategies for growth and value creation. These quantitative and qualitative objectives will then be used by the Board as a reference when making compensation decisions. It is the intention of the Board to review the results achieved by the Company and discuss them with management on an annual basis. For the purposes of determining total compensation, the Board will then determine an overall rating for actual corporate performance relative to an expected level of performance.

This overall corporate performance rating will provide general context for the Board's review of individual performance by the NEOs.

Individual Performance

As with the corporate objectives, individual executive officer's performance objectives may include a combination of quantitative and qualitative measures with no pre-determined weightings. During the most recent financial year ended December 31, 2014, Neil Seeman, the Chief Executive Officer was paid a salary of \$144,000 and no bonus or group insurance benefits (e.g. health, pension, dental or life insurance), while Eric Meerkamper, the President, Global Operations and Chief of Staff was paid a salary of \$144,000 and no bonus or group insurance benefits (e.g. health, pension, dental or life insurance).

Compensation Committee

The Company currently does not have a compensation committee in place and the Board intends to approve all compensation decisions in the near future, provided that directors who are also officers are exempt from participating in such compensation discussions. The Company may establish a compensation committee in the future to assist the Board in fulfilling its responsibility to shareholders, potential shareholders and the investment community by reviewing and providing recommendations to the Board regarding executive compensation, succession plans for executive officers, and the Company's overall compensation and benefits policies, plans and programs.

Compensation Consultant

At no time since the Company's most recently completed financial year has the Company retained a compensation consultant or advisor to assist the Board in determining compensation for any of the Company's directors or executive officers.

Compensation of Named Executive Officers

During the financial year ended December 31, 2014, the Company had three NEOs (as described in National Instrument 51-102 *Continuous Disclosure Obligations*), namely Neil Seeman, President and Chief Executive Officer, Eric Meerkamper, the President, Global Operations and Chief of Staff, and Dan Kriznic, Chief Financial Officer.

Summary Compensation Table

The following table sets forth the compensation of the Named Executive Officers for the period indicated:

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Neil Seeman, Chief Executive Officer	December 31, 2013	133,000	Nil	156,732	Nil	Nil	Nil	Nil	289,732
	December 31 2014	144,000	Nil	Nil	Nil	Nil	Nil	Nil	144,000
Eric Meerkamper, President, Global Operations and Chief of Staff	December 31, 2013	126,000	Nil	Nil	Nil	Nil	Nil	Nil	126,000
	December	144,000	Nil	Nil	Nil	Nil	Nil	Nil	144,000

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
	31 2014								
Dan Kriznic, Chief Financial Officer ⁽¹⁾	December 31 2014	2,500	Nil	Nil	Nil	Nil	Nil	Nil	2,500

⁽¹⁾Dan Kriznic was appointed Chief Financial Officer on December 15, 2014. Prior to this the Company did not have a Chief Financial Officer.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out the details of all grants of options to the Named Executive Officers during the most recently completed financial year ended December 31, 2014.

	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or common shares of shares that have not vested (#)	Market or payout value of share based awards that have not vested (\$)
Neil Seeman, Chief Executive Officer	Nil	N/A	N/A	Nil	Nil	Nil
Eric Meerkamper, President, Global Operations and Chief of Staff	Nil	N/A	N/A	Nil	Nil	Nil
Dan Kriznic, Chief Financial Officer	Nil	N/A	N/A	Nil	Nil	Nil

Incentive Plan Awards – Value Vested or Earned

The following table sets forth details of the value vested during the financial year ended December 31, 2014 for each of the Named Executive Officers for option-based awards, share based awards and non-equity incentive plan compensation:

Name	Option-based Awards - Value Vested During the Year (\$)	Share-based Awards - Value Vested During the year (\$)	Non-equity Incentive Plan Compensation - Value Earned During the Year (\$)
Neil Seeman, Chief Executive Officer	Nil	N/A	N/A
Eric Meerkamper, President, Global Operations and Chief of Staff	Nil	N/A	N/A
Dan Kriznic, Chief Financial Officer	Nil	N/A	N/A

Pension Plans Benefits

There are currently no pension plans in place.

Termination and Change of Control Benefits

The Company has entered into an employment agreement with Neil Seeman pursuant to which the Company may terminate Neil Seeman's employment for any reason at any time by providing him only with such notice or payment in lieu thereof as equal to one month pro-rata per year of service, or part thereof, from July 1, 2012 to a maximum total of 12 months.

Further, the Company has entered into an employment agreement with Eric Meerkamper pursuant to which the Company may terminate Eric Meerkamper's employment for any reason at any time by providing him only with such notice or payment in lieu thereof as equal to one month pro-rata per year of service from July 1, 2012 to a maximum total of 12 months.

Directors' Compensation

The only arrangements that the Company has pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, are by the issuance of incentive stock options pursuant to the Company's Stock Option Plan. The purpose of granting such options is to assist the Company in compensating, attracting, retaining, and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

Directors Compensation Table

The following table sets forth the value of all compensation provided to directors, not including those directors who are also Named Executive Officers, for the Company's most recently completed financial year:

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
None	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Proposed Compensation to be paid to Executive Officers

The following table sets out information concerning the expected compensation to be paid by us to the Named Executive Officers for the fiscal year ending December 31, 2015 effective as of the date of this Prospectus:

Name and Principal position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Neil Seeman, President and Chief Executive Officer	December 31, 2015	144,000	Nil	Nil	Nil	Nil	Nil	Nil	144,000
Eric Meerkamper, President, Global Operations and Chief of Staff	December 31, 2015	144,000	Nil	Nil	Nil	Nil	Nil	Nil	144,000
Dan Kriznic, Chief Financial Officer	December 31 2015	60,000	Nil	139,447	Nil	Nil	Nil	Nil	199,447

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer or employee of the Company or their respective associates or affiliates is indebted to the Company as at the date of this Prospectus or at any time during the most recently completed financial year of the Company.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are in the interest of its shareholders and contribute to effective and efficient decision making.

National Policy 58-201 Corporate Governance Guidelines establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. For example, the Company considers the following guidelines to be more appropriate when the Company has more resources at its disposal, considering that the guidelines are not intended to be prescriptive and issuers are only encouraged to consider the guidelines in developing their own corporate governance practices:

- 1) Pursuant to Section 3.4 of National Policy 58-201, the Board of Directors should adopt a written mandate explicitly acknowledging responsibility for the stewardship of the Company, including responsibility for succession planning, developing the Company's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Company, and measures for receiving feedback from stakeholders;

- 2) Pursuant to Section 3.7 of National Policy 58-201, the Board of Directors should provide continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Company's business remains current;
- 3) Pursuant to Section 3.10 of National Policy 58-201, the Board of Directors should appoint a nominating committee composed entirely of independent directors;
- 4) Pursuant to Section 3.18 of National Policy 58-201, the Board of Directors, its committees and each individual director should be regularly assessed regarding his, her or its effectiveness and contribution.

The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations. National Instrument 58-101 Disclosure of Corporate Governance Practices mandates disclosure of corporate governance practices in Form 58- 101 F2, which disclosure is set out below.

1. Board of Directors

The mandate of the Board is to supervise the management of the Company and to act in the best interests of the Company. The Board acts in accordance with:

- (a) the *Canada Business Corporations Act* and its rules and regulations;
- (b) the Company's constituting documents; and
- (c) other applicable laws and company policies.

The Board approves all significant decisions that affect the Company before they are implemented. The Board supervises their implementation and reviews the results.

The Board is actively involved in the Company's strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management. The Board is responsible for reviewing and approving the strategic plan. Management must seek the Board's approval for any transaction that would have a significant impact on the strategic plan.

The Board periodically reviews the Company's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Company's internal control and management information systems. The Board also monitors the Company's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution.

The Board is responsible for choosing the Chief Executive Officer and President, in addition to appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management's responsibilities and the corporate objectives to be met by the management.

The Board is responsible for determining whether or not each director is an independent director. Directors who also act as officers of the Company are not considered independent. Directors who do not also act as officers of the Company, do not work in the day-to-day operations of the Company, are not party to any material contracts with the Company, or receive any fees from the Company except as disclosed in this Prospectus, are considered independent.

The Corporation's Board of Directors is comprised of six (6) directors, of whom each of Robert P. Pirooz, Annette Cusworth, Donald Shumka and Kevin Mahoney are independent for the purposes of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. Neil Seeman is a member of the Company's management and is not independent as he serves as President and Chief Executive Officer of the Company. Robert Seeman is brother of President and CEO, Neil Seeman, and is therefore not an independent member of the Corporation's Board of Directors.

2. Directorships

The following table sets out the directors of the Company who are presently directors of other issuers that are reporting issuers in any Canadian jurisdiction or a foreign jurisdiction.

Name	Name of Reporting Issuer	Exchange or Market	Position	From	To
Robert P. Pirooz	Pan American Silver Corp.	TSX & NASDAQ	Director	January 2003	Present
	Rio Cristal Resources Corporation	TSX Venture	Director	February 2015	Present
Donald Shumka	Eldorado Gold Corp.	TSX & NYSE	Director	May 2005	Present
	Paladin Energy Ltd.	TSX & ASX	Director	July 2007	Present
	Odin Mining and Exploration Ltd.	TSX	Director	July 2014	Present
	Alterra Power Corp.	TSX	Director	March 2008	Present
Annette Cusworth	Northair Silver Corp.	TSX	Director	December 2014	Present

3. Orientation and Continuing Education

The Board has not adopted formal steps to orient new board members. The Board's continuing education is typically derived from correspondence with the Company's legal counsel to remain up to date with developments in relevant corporate and securities law matters. It is not anticipated that the Board will adopt formal steps in the 12 months following the date of this Prospectus.

4. Ethical Business Conduct

The Board has not adopted formal guidelines to encourage and promote a culture of ethical business conduct but does promote ethical business conduct by nominating board members it considers ethical, by avoiding or minimizing conflicts of interest and by having a sufficient number of its board members independent of corporate matters. It is not anticipated that the board of the Company will adopt formal guidelines in the 12 months following the date of this Prospectus.

5. Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

6. Compensation

The Board of Directors determines the compensation for the directors and the officers of the Company. In doing so, the Board of Directors considers such factors as comparable compensation within the industry and time required to perform the associated duties and responsibilities.

7. Other Board Committees

The Board currently does not have any standing committees other than the Audit Committee

8. Assessments

The Board monitors the adequacy of information given to Directors, communication between the Board and management and the strategic direction and processes of the Board and its committees.

Due to the minimal size of the Corporation's Board of Directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees. However, the Company believes that its corporate governance practices are appropriate and effective given the Company's developmental stage.

9. Audit Committee

Audit Committee Charter

The Audit Committee Charter of the Corporation is attached hereto as Schedule "A".

Composition of the Audit Committee

The audit committee (the "Audit Committee") is comprised of Robert Pirooz, Annette Cusworth and Donald Shumka. The following chart sets out the assessment of each of the proposed Audit Committee member's independence, financial literacy and relevant educational background and experience supporting such financial literacy.

Name, Province and Country of Residence	Independent	Financially Literate	Relevant Education and Experience
Robert P. Pirooz	Yes	Yes	Mr. Pirooz serves as Director for Pan American Silver Corp., Executive Chairman of Network Media Group Inc. and Director of Rio Cristal Resources Corporation. He was General Counsel for Pan American Silver Corp. from January 2003 to March 2015, a Director of Augusta Resource Corp. from November 2012 to July 2014, Director of Anfield Nickel Corp. from April 2009 to April 2014, Director of Lumina Copper Corp. from May 2008 to August 2014 and Director of Ventana Gold Corp. from June 2009 to March 2011.
Annette Cusworth	Yes	Yes	Chartered Accountant; Director of Northair Silver Corp.; Finance & Taxation Director of Kestrel Holdings Ltd. from April 2014 to present; Corporate Controller of Sauder Industries Ltd. from May 2013 to April 2014; Finance & Taxation Director of Kestrel Holding Ltd. from August 2011 to May 2013; Chief Financial Officer of Magma Energy Corp. from June 2010 to July 2011; Consultant to Uranium Energy Corp. from January 2010 to May 2010
Donald Shumka	Yes	Yes	From 2004 to present, President and Managing Director of Walden Management. From 1989 to 2004, Managing Director, Investment Banking with CIBC World Markets and Raymond James Ltd. Prior to 1989, Donald was Vice President, Finance and Chief Financial Officer of West Fraser Timber Co. Ltd. Director of Eldorado Gold Corp. (since May 2005), Paladin Energy Ltd. (since July 2007), Alterra Power Corp. (since March 2008) and Odin Mining and Exploration Ltd (since July 2014).

Each of the members of the Audit Committee is considered "financially literate" and is considered "independent" within the meaning of NI 52-110.

The Company believes that each of the members of the Audit Committee possesses: (a) an understanding of the accounting principles used by the Company to prepare its financial statements; (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can

reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (d) an understanding of internal controls and procedures for financial reporting.

Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The aggregate fees billed by the Company's external auditors for the financial years completed December 31, 2012 and December 31, 2013 for the following fees are:

Financial Year Ending	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
December 31, 2012	N/A	N/A	N/A	N/A
December 31, 2013	\$15,000	Nil	Nil	Nil

Exemption

The Company is a "venture issuer" as defined in NI 52-110 and is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110.

PLAN OF DISTRIBUTION

This is a non-offering prospectus. No securities are offered pursuant to this Prospectus. The Company is not a reporting issuer in any province or territory of Canada.

RISK FACTORS

An investment in our common shares involves a substantial risk of loss. You should carefully consider these risk factors, together with all of the other information included in this prospectus, before you decide to purchase shares of our common shares. The occurrence of any of the following risks could materially adversely affect our business, financial condition or operating results. In that case, the trading price of our common shares could decline, and you may lose part or all of your investment. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations. There may be other risks and uncertainties that are not known to the Company or that the Company currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the common shares could decline substantially, and investors may lose all or part of the value of the common shares held by them.

An investment in securities of the Company should only be made by persons who can afford a significant or total loss of their investment.

Risks Related to Our Business and Our Technologies

If we are not able to generate samples of sufficient quality, size and scope using our RDIT technology, or if the costs of generating samples using our RDIT technology materially increase, our business margins would be harmed.

We believe that the quality, size and scope of samples generated by our RDIT technology are critical to our business. There can be no certainty, however, that we will be able to generate samples using our RDIT technology of sufficient size and scope to provide the quality of intelligence that our customers demand. If we fail to maintain a RDIT sample of sufficient size and scope, customers might decline to purchase our products, our reputation could be damaged and our business could be materially and adversely affected. Our RDIT technology costs may increase and may comprise a greater portion of our cost of revenues in the future. The costs associated with maintaining and improving the quality, size and scope of our RDIT samples are dependent on many factors, many of which are beyond our control, including the participation rate of Web users internationally, and growth trends in Web sites, IP

addresses and domain name extensions continuing at the current pace. To the extent that additional expenses are not accompanied by increased revenues, our operating margins would be reduced and our financial results would be adversely affected.

Our quarterly results of operations may fluctuate in the future. As a result, we may fail to meet or exceed the expectations of securities analysts or investors, which could cause our stock price to decline.

Our quarterly results of operations may fluctuate as a result of a variety of factors, many of which are outside of our control. If our quarterly revenues or results of operations do not meet or exceed the expectations of securities analysts or investors, the price of our common shares could decline substantially. In addition to the other risk factors set forth in this “Risk Factors” section, factors that may cause fluctuations in our quarterly revenues or results of operations include:

- our failure to increase sales to existing customers and attract new customers;
- our failure to accurately estimate or control costs;
- our revenue recognition policies related to the timing of contract renewals, delivery of products and duration of contracts and the corresponding timing of revenue recognition;
- the impact on our contract renewal rates caused by our customers’ budgetary constraints, competition, customer dissatisfaction or our customers’ actual or perceived lack of need for our products;
- the potential loss of significant customers;
- the effect of revenues generated from significant one-time projects;
- the amount and timing of capital expenditures and operating costs related to the maintenance and expansion of our operations and infrastructure;
- the timing and success of new product introductions by us or our competitors;
- variations in the demand for our products and the implementation cycles of our products by our customers;
- changes in our pricing and discounting policies or those of our competitors;
- Web service outages, other technical difficulties or security breaches;
- limitations relating to the capacity of our networks, systems and processes;
- maintenance of appropriate staffing levels and capabilities relative to projected growth;
- adverse judgments or settlements in legal disputes;
- the timing of costs related to the development or acquisition of technologies, services or businesses to support our existing customer base and potential growth opportunities; and,
- general economic, industry and market conditions and those conditions specific to Web usage and online businesses.

We believe that our quarterly revenues and results of operations on a year-over-year and sequential quarter-over-quarter basis may vary significantly in the future and that period-to-period comparisons of our operating results may not be meaningful. You should not rely on the results of prior quarters, and annual growth, as an indication of future performance.

The global market for our novel stream of attitudinal data is at an early stage of development, and if it does not develop at an increased growth rate every year, or develops more slowly than expected, our business will be harmed.

The market for our attitudinal data products is at a relatively early stage of development, and it is uncertain whether these products will achieve high levels of demand and increased market acceptance. Our success will depend to a substantial extent on the willingness of companies to increase their use of such products. Factors that may affect market acceptance include:

- the reliability of attitudinal data products generally;

- public concern regarding privacy and data security, despite the fact that we collect no personally identifiable information;
- decisions of our customers and potential customers to develop attitudinal data capabilities internally rather than purchasing such products from third-party suppliers like RIWI; and,
- the ability to maintain high levels of customer satisfaction.

The market for our products may not develop dramatically, or may develop more slowly than we expect, either of which could adversely affect our business and operating results.

We have a limited operating history and may not be able to achieve financial or operational success.

We were incorporated in August 2009 but started accelerating the growth of the business in February 2012. Accordingly, we are still in the early stages of development and have only a limited operating history upon which our business can be evaluated. You should evaluate our likelihood of financial and operational success in light of the risks, uncertainties, expenses, delays and difficulties associated with an early-stage business in an evolving market, some of which may be beyond our control, including:

- our ability to successfully manage any growth we may achieve in the future;
- our ability to operate a business in international markets; and,
- our ability to successfully integrate acquired businesses, technologies or services.

We anticipate that it may be a few years to achieve consistent positive cash flow from operations. There is no assurance that it will be successful in achieving a return on shareholders' investment.

We have a history of significant net losses, may incur significant net losses in the future and may not achieve profitability and accordingly, we cannot assure you that we will achieve profitability in the future. As of February 28, 2015, we had working capital of approximately \$625,000. Because a large portion of our costs are fixed, we may not be able to reduce or maintain our expenses in response to any decrease in our revenues, which would adversely affect our operating results. In addition, we expect operating expenses to increase as we implement certain growth initiatives, which include, among other things, the development of new products, data integration efforts with global companies, expansion of our infrastructure, international expansion and general and administrative expenses associated with being a public company. If our revenues do not increase to offset these expected increases in costs and operating expenses, our operating results would be materially and adversely affected. You should not consider our revenue growth in recent periods as indicative of our future performance, as our operating results for future periods are subject to numerous uncertainties.

Material defects or errors in our data collection and analysis systems could damage our reputation, result in significant costs to us and impair our ability to sell our products.

Our data collection and analysis systems are complex and may contain material defects or errors. In addition, the large amount of data that we collect may cause errors in our data collection and analysis systems. Any defect in our data collection software, network systems, statistical analysis or other methodologies could result in:

- loss of customers;
- damage to our brand;
- lost or delayed market acceptance and sales of our products;
- interruptions in the availability of our products;
- incurrence of substantial costs to correct any material defect or error;
- sales credits, refunds or liability to our customers;
- diversion of development resources; and,
- increased warranty and insurance costs.

Any material defect or error in our data collection systems could adversely affect our reputation and operating results.

Our business may be harmed if we deliver, or are perceived to deliver, inaccurate information to our customers.

If the information that we provide to our customers is inaccurate, or perceived to be inaccurate, our brand may be harmed. The information that we collect or that is included in our databases and the statistical projections that we provide to our customers may contain real or perceived inaccuracies. Any dissatisfaction by our customers or the media with our digital marketing intelligence, measurement or data collection and statistical projection methodologies could have an adverse effect on our ability to retain existing customers and attract new customers and could harm our brand. Additionally, we could be contractually required to pay damages, which could be substantial, to certain of our customers if the information we provide to them is found to be negligent in its generation or delivery, and the customers rely on said negligence to make decisions that harm them. Any liability that we incur or any harm to our brand that we suffer because of actual or perceived irregularities or inaccuracies in the data we deliver to our customers could harm our business.

Our business may be harmed if we change our methodologies or the scope of information we collect.

We have in the past and may in the future change our methodologies or the scope of information we collect. Such changes may result from identified deficiencies in current methodologies, development of more advanced methodologies, changes in our business plans or expressed or perceived needs of our customers or potential customers. Any such changes or perceived changes, or our inability to accurately or adequately communicate to our customers and the media such changes and the potential implications of such changes on the data we have published or will publish in the future, may result in customer dissatisfaction, particularly if certain information is no longer collected or information collected in future periods is not comparable with information collected in prior periods. Future changes to our methodologies or the information we collect may cause similar customer dissatisfaction and result in loss of customers.

Geo-location may become more difficult.

We use various aforementioned technologies to increase the probability of being able to accurately identify the location of a very high percentage of respondents to our surveys. However, Web-based technology or the use of the Web may change which makes it more difficult to geo-locate respondents.

We may lose customers or be liable to certain customers if we provide poor service or if our products do not comply with our customer agreements.

Errors in our systems resulting from the large amount of data that we collect, store and manage could cause the information that we collect to be incomplete or to contain inaccuracies that our customers regard as significant. The failure or inability of our systems, networks and processes to adequately handle the data in a high quality and consistent manner could result in the loss of customers. In addition, we may be liable to certain of our customers for damages they may incur resulting from these events, such as loss of business, loss of future revenues, breach of contract or loss of goodwill to their business.

Our insurance may not cover any claim against us for loss of data, inaccuracies in data or other indirect or consequential damages and defending a lawsuit, regardless of its merit, could be costly and divert management's attention. Adequate insurance coverage may not be available in the future on acceptable terms, or at all. Any such developments could adversely affect our business and results of operations.

Risks Relating to Competition

The market for different types, or signals, of attitudinal data is competitive with new entrants in the marketplace, and if we cannot compete effectively, our revenues will decline and our business will be harmed.

The market for attitudinal data is evolving rapidly. We compete primarily with providers of intelligence and related analytical products and services. We also compete with full-service survey providers and with internal solutions developed by customers and potential customers. Our principal competitors include:

- large and small companies that provide data and analysis of user opinion, including GeoPoll Corp., Jana Corp, Google Inc., Qualtrics Inc., SurveyMonkey Inc., Westat Corp., Vision Critical, comScore Inc. and IBM Corp.;
- full-service market research firms, panel companies and survey providers including Ipsos S.A., Gallup Inc., Nielsen Inc., GfK Inc., Research Now, Inc., YouGov Inc., CivicScience Inc., MacroMill, Inc., TNS Global Inc., CINT Inc., Federated Sample, LLC, Toluna LLC, Kantar Group Ltd. (part of WPP LLC, now in

strategic partnership with comScore Inc.), and Lightspeed LLC; and survey marketplaces (Fulcrum Research Group LLC); and,

- specialty information providers for certain industries that we serve, including IMS Health Incorporated (healthcare), Oracle Corp. (signal detection to identify behavioural trends, through its 2014 purchase of Bleak Inc.), Cloudera, Inc. (data analytics), and Palantir Technologies Inc. (security).

It is important to recognize that, since our data are opt-in survey data leveraged off our RDIT platform, we are not direct competitors with the much more numerous open source or social media analysis, ‘scraping’ companies such as Splunk Inc., or Sysomos Inc., that collect and harness large quantities of ‘latent data’ pre-existent on Websites, social media feeds, blogs, forums, apps, servers, networks, sensors and mobile devices; the latter category of companies often partner with social media management companies, such as Hootsuite Media Inc. (which has partnered with social media analysis firm, Brandwatch Technologies Inc.).

Some of our competitors have longer operating histories, access to larger customer bases and substantially greater resources than we do. As a result, these competitors may be able to devote greater resources to marketing and promotional campaigns, or development of systems and technologies than we can. In addition, some of our competitors may adopt more aggressive pricing policies. Furthermore, large software companies, Web portals, database management or other companies may enter our market or enhance their current offerings, either by developing competing services or by acquiring our competitors, and could leverage their significant resources and pre-existing relationships with our current and potential customers.

If we are unable to compete successfully against our current and future competitors, we may not be able to retain and acquire customers, and we may consequently experience a decline in revenues, reduced operating margins, loss of market share and diminished value from our products.

Concern over spyware and privacy, including any actual or perceived violations of privacy laws or perceived misuse of personal information, could cause public relations problems and could impair our ability to obtain user responses of sufficient size and scope, which, in turn could adversely affect our ability to provide our products.

Any perception of our practices as an invasion of privacy, whether legal or illegal, may subject us to public criticism. Existing and future privacy laws and increasing sensitivity of consumers to unauthorized disclosures and use of personal information may create negative public reaction related to our business practices. Any resulting reputational harm, potential claims asserted against us or decrease in user response could reduce the demand for our products, increase the cost of obtaining user responses, our own need for public relations and communications, and adversely affect our ability to provide our products to our customers. Any of these effects could harm our business.

Any unauthorized disclosure or theft of private information we may gather could harm our business.

Unauthorized disclosure of personally identifiable information regarding users, whether through breach of our secure network by an unauthorized party, employee theft or misuse, or otherwise, could harm our business. If there were an inadvertent disclosure of personally identifiable information that we may gather, or, if a third party were to gain unauthorized access to the personally identifiable information we may possess, our operations could be seriously disrupted and we could be subject to claims or litigation arising from damages suffered by Web users or pursuant to the agreements with our customers. In addition, we could incur significant costs in complying with the multitude of provincial, U.S. state, federal and international laws regarding the unauthorized disclosure of personal information. Finally, any perceived or actual unauthorized disclosure of the information we collect could harm our reputation and have an adverse impact on our business.

We may encounter difficulties managing our growth, which could adversely affect our results of operations.

We have experienced growth in recent periods. We have expanded our overall business, customer base, headcount, data collection and processing infrastructure and operating procedures as our business has grown. We increased our total number of full time employees from 4 employees as of January 1, 2012 to 7 employees as of December 31, 2014, and we expect to continue to expand our workforce to meet our strategic objectives. In addition, during this same period, we made substantial investments in our network infrastructure operations as a result of our growth. We believe that we will need to continue to effectively manage and expand our organization, operations and facilities in order to accommodate our expected future growth. If we continue to grow, our current systems and facilities may not be adequate. Our need to effectively manage our operations and growth requires that we continue to assess and improve our operational, financial and management controls, reporting systems and procedures. If we are not able to efficiently and effectively manage our growth, our business may be impaired.

Our growth depends upon our ability to retain existing large customers and add new large customers; however, to the extent we are not successful in doing so, our ability to maintain profitability and positive cash flow may be impaired.

Our success depends in part on our ability to sell our products to large customers. For each of the years ended December 31, 2013 and 2014, we derived approximately over 10% of our total revenues from our top 3 customers. The loss of any one or more of those customers could decrease our revenues and harm our current and future operating results. The addition of new large customers or increases in sales to existing large customers may require particularly long implementation, contractual periods and other costs, which may adversely affect our profitability. To compete effectively, we have in the past been, and may in the future be, forced to offer significant discounts to maintain existing customers or acquire other large customers. In addition, we may be forced to reduce or withdraw from our relationships with certain existing customers or refrain from acquiring certain new customers in order to acquire or maintain relationships with important large customers with longer-duration projects. As a result, new large customers or increased usage of our products by large customers may cause our profits to decline and our ability to sell our products to other customers could be adversely affected.

If we fail to develop our brand, our business may suffer.

We believe that building and maintaining awareness of RIWI and our portfolio of products in a cost-effective manner is important to achieving widespread acceptance of our current and future products and is an important element in attracting new customers, especially in a DIY environment. We rely on our relationships with the media, awards and endorsements from international thought leaders and the exposure we receive from citations of our data by media and academic outlets to build brand awareness and credibility among our customers and the marketplace. Furthermore, we believe that brand recognition will become more important for us as competition in our market increases. Our brand's success will depend on the effectiveness of our marketing efforts and on our ability to provide reliable and valuable products to our customers at competitive prices. Our brand marketing activities may not yield increased revenues, and even if they do, any increased revenues may not offset the expenses we incur in attempting to build our brand. If we fail to successfully market our brand, we may fail to attract new customers, retain existing customers or attract media coverage to the extent necessary to realize a sufficient return on our brand-building efforts, and our business and results of operations could suffer.

Failure to effectively expand our sales and marketing capabilities could harm our ability to increase our customer base and achieve broader market acceptance of our products.

Increasing our customer base and achieving broader market acceptance of our products will depend to a significant extent on our ability to expand our sales and marketing operations. We expect to continue to rely on our direct sales force to obtain new customers. We plan to continue to expand our direct sales force. We believe that there is significant competition for direct sales personnel with the sales skills and technical knowledge that we require. Our ability to achieve significant growth in revenues in the future will depend, in large part, on our success in recruiting, training and retaining sufficient numbers of direct sales personnel. In general, new hires require significant training and substantial experience before becoming productive. Our recent hires and planned hires may not become as productive as we require, and we may be unable to hire or retain sufficient numbers of qualified individuals in the future in the markets where we currently operate or where we seek to conduct business. Our business will be seriously harmed if the efforts to expand our sales and marketing capabilities are not successful or if they do not generate a sufficient increase in revenues.

We have limited experience with respect to our pricing model, and if the prices we charge for our products are unacceptable to our customers, our revenues and operating results will be harmed.

We have limited experience in determining the prices for our products that our existing and potential customers will find acceptable. As the market for our products matures, or as new competitors introduce new products or services that compete with ours, we may be unable to renew our agreements with existing customers or attract new customers at the prices we have historically charged. As a result, it is possible that future competitive dynamics in our market may require us to reduce our prices, which could have an adverse effect on our revenues, profitability and operating results.

If we are unable to sell additional products to our existing customers or attract new customers, our revenue growth will be adversely affected.

To increase our revenues, we believe we must sell additional products to existing customers and regularly add new customers. If our existing and prospective customers do not perceive our products to be of sufficient value and quality, we may not be able to increase sales to existing customers and attract new customers, and our operating results will be adversely affected.

We depend considerably on third parties for RIWI RDIT sample that is critical to our business, and our business could suffer if we cannot continue to obtain sufficient RDIT sample at a reasonable price from these suppliers and/or the number of such suppliers does not grow.

The availability of RDIT sample is important to the continuation and development of our products. If these established specialty supplier agreements are not available to us at commercially reasonable terms, or in limited supply, it would significantly harm our reputation, business margins and financial performance.

System failures or delays in the operation of our computer and communications systems may harm our business.

Our success depends on the efficient and uninterrupted operation of our computer and communications systems and the third-party data centers we use. Our ability to collect and report accurate data may be interrupted by a number of factors, including our inability to access the Web, the failure of our network or software systems, computer viruses, security breaches or variability in user volume on customer Websites. A failure of our network or data gathering procedures could impede the processing of data, cause the corruption or loss of data or prevent the timely delivery of our products.

In the future, we may need to expand our network and systems at a more rapid pace than we have in the past. Our network or systems may not be capable of meeting the demand for increased capacity, or we may incur additional unanticipated expenses to accommodate these capacity demands. In addition, we may lose valuable data, be unable to obtain or provide data on a timely basis or our network may temporarily shut down if we fail to adequately expand or maintain our network capabilities to meet future requirements. Any lapse in our ability to collect or transmit data may decrease the value of our products and prevent us from providing the data requested by our customers. Any disruption in our network processing or loss of Web user data may damage our reputation and result in the loss of customers, and our business and results of operations could be adversely affected.

We rely on a small number of third-party service providers, as well as our own facilities, including our internal technology to host and deliver our products, and any interruptions or delays in services from these third parties could impair the delivery of our products and harm our business.

The RIWI technology stack is carefully partitioned so it can run with a lightweight footprint. We deploy on portable Virtual Private Servers without the need for long-term contracts or agreements. This affords us the flexibility to scale our costs on demand. We host our products and serve all of our customers from multiple third-party data center facilities. While we operate our equipment inside these facilities, we do not control the operation of these facilities, and, depending on service level requirements, we may not continue to operate or maintain redundant data center facilities for all of our products or for all of our data, which could increase our vulnerability. These facilities, as well as our own facilities, including our internal technology, are vulnerable to damage or interruption from earthquakes, hurricanes, floods, fires, power loss, telecommunications failures and similar events. All these facilities are also subject to cyber attacks, break-ins, computer viruses, sabotage, intentional acts of vandalism and other misconduct. A natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems could result in lengthy interruptions in availability of our products. We may also encounter capacity limitations at our third-party data centers. Although we are not substantially dependent on one data center facility because of planned redundancies, and although we currently are able to migrate to alternative data centers, such a migration may result in an interruption or delay in service. If we are unable to renew our agreements with the owners of the facilities on commercially reasonable terms, or if we migrate to a new data center, we may experience delays in delivering our products until an agreement with another data center facility can be arranged or the migration to a new facility is completed.

Further, we depend on access to the Web through third-party bandwidth providers to operate our business. If we lose the services of one or more of our bandwidth providers for any reason, we could experience disruption in the delivery of our products or be required to retain the services of a replacement bandwidth provider. It may be difficult for us to replace any lost bandwidth on commercially reasonable terms, or at all, due to the large amount of bandwidth our operations require.

Our operations also rely heavily on the availability of electrical power and cooling capacity, which are also supplied by third-party providers. If we or the third-party data center operators that we use to deliver our products were to experience a major power outage or if the cost of electrical power increases significantly, our operations and profitability would be harmed. If we or the third-party data centers that we use were to experience a major power outage, we would have to rely on back-up generators, which may not function properly, and their supply may be inadequate. Such a power outage could result in the disruption of our business. Additionally, if our current facilities fail to have sufficient cooling capacity or availability of electrical power, we would need to find alternative facilities.

Any errors, defects, disruptions or other performance problems with our products caused by third parties, or ourselves, could harm our reputation and may damage our business. Interruptions in the availability of our products may reduce our revenues due to increased turnaround time to complete projects, cause us to issue credits to customers, cause customers to terminate their subscription and project agreements or adversely affect our renewal rates. Our business would be harmed if our customers or potential customers believe our products are unreliable.

Because our long-term success depends, in part, on our ability to expand the sales of our products to customers internationally, our business will become increasingly susceptible to risks associated with international operations.

We have very limited experience operating in markets outside of Canada, United States and Europe. Our inexperience may increase the risk that the international expansion efforts we have begun to undertake will not be successful. In addition, conducting international operations subjects us to new risks that we have generally not faced to date. These risks include:

- different customer needs and buying behaviour than we are accustomed to;
- difficulties and expenses associated with tailoring our products to local markets, including their translation into foreign languages;
- difficulties in staffing and managing international operations;
- longer accounts receivable payment cycles and difficulties in collecting accounts receivable;
- potentially adverse tax consequences, including the complexities of foreign value-added taxes and restrictions on the repatriation of earnings;
- reduced or varied protection for intellectual property rights in some countries;
- the burdens of complying with a wide variety of foreign laws and regulations;
- fluctuations in currency exchange rates;
- increased accounting and reporting burdens and complexities; and,
- political, social and economic instability abroad, terrorist attacks and security concerns.

Additionally, operating in international markets requires significant management attention, management travel and financial resources. We cannot be certain that the investments and additional resources required to establish and maintain operations in other countries will hold their value or produce desired levels of revenues or profitability. In addition, governmental authorities in various countries have different views regarding regulatory oversight of the Web. For example, certain governments restrict Web usage and RDIT may, as a result, be limited. We have experienced interference with the operation of RDIT in one country which may have been the result of censorship attempts by the government of such country. As a result of new methods, we have subsequently conducted several projects in that country without interference.

The impact of any one or more of these risks could negatively affect or delay our plans to expand our international business and, consequently, our future operating results.

If we fail to respond to technological developments, our products may become less competitive.

Our future success will depend in part on our ability to modify or enhance our products to meet customer needs, to add functionality and to address technological advancements. Also, technological advances in the handheld device industry may lead to changes in our customers' requirements. For example, if certain 'app' devices become the primary mode of receiving content and conducting transactions on the Web, and we are unable to continue to adapt

RDIT to collect information from such devices, our business would be negatively impacted. To remain competitive, we will need to continue to develop new products that address these evolving technologies and standards. However, we may be unsuccessful in identifying new product opportunities or in developing or marketing new products in a timely or cost-effective manner. In addition, our product innovations may not achieve the market penetration or price levels necessary for profitability. If we are unable to develop enhancements to, and new features for, our existing products or if we are unable to develop new products that keep pace with rapid technological developments or changing industry standards, our products may become obsolete, less marketable and less competitive, and our business will be harmed.

The success of our business depends in large part on our ability to protect and enforce our intellectual property rights.

We rely on a combination of patent, copyright, trademark and trade secret laws, as well as confidentiality procedures and contractual restrictions, to establish and protect our proprietary rights, all of which provide only limited protection. While we have filed one September 2014 patent application on inferential and predictive analytics (published March 12, 2015, USPTO application 14/483639) and also own one issued and approved in the United States in June 2011, we cannot assure you that any additional patents will be issued with respect to any of our pending or future patent applications, nor can we assure you that any patent issued to us will provide adequate protection, or that any patents issued to us will not be challenged, invalidated, circumvented, or held to be unenforceable in actions against alleged infringers. Also, we cannot assure you that any future trademark registrations will be issued with respect to pending or future applications or that any of our trademarks and service marks will be enforceable or provide adequate protection of our proprietary rights. Furthermore, adequate (or any) patent, trademark, copyright and trade secret protection may not be available in every country in which our services are available.

We endeavor to enter into agreements with our employees and contractors and with parties with whom we do business in order to limit access to and disclosure of our proprietary information. We cannot be certain that the steps we have taken will prevent unauthorized use of our technology or the reverse engineering of our technology. Moreover, third parties might independently develop technologies that are competitive to ours or that infringe upon our intellectual property. In addition, the legal standards relating to the validity, enforceability and scope of protection of intellectual property rights in Web-related industries are uncertain and still evolving, both in the United States and in other countries. The protection of our intellectual property rights may depend on our legal actions against any infringers being successful. We cannot be sure any such actions will be successful.

An assertion from a third party that we are infringing its intellectual property, whether such assertions are valid or not, could subject us to costly and time-consuming litigation or expensive licenses.

The Web, software and technology industries are characterized by the existence of a large number of patents, copyrights, trademarks and trade secrets and by frequent litigation based on allegations of infringement or other violations of intellectual property rights, domestically or internationally. As we grow and face increasing competitors in the data acquisition sector, the probability that one or more third parties will make intellectual property rights claims against us increases. In such cases, our technologies may be found to infringe on the intellectual property rights of others. For example, for the RIWI sample, we do not knowingly use domains that infringe trademarks and require under agreements with third-party sample providers that they not provide domains that infringe trademarks. However, a third-party provider of RIWI sample may, contrary to the agreement with us, use domains that allegedly infringe a trademark. Additionally, many of our customer agreements may require us to indemnify our customers for third-party intellectual property infringement claims, which would increase our costs if we have to defend such claims and may require that we pay damages and provide alternative services if there were an adverse ruling in any such claims. Intellectual property claims could harm our relationships with our customers, deter future customers from subscribing to our products or expose us to litigation. Even if we are not a party to any litigation between a customer and a third party, an adverse outcome in any such litigation could make it more difficult for us to defend against intellectual property claims by the third party in any subsequent litigation in which we are a named party. Any of these results could adversely affect our brand, business and results of operations.

With respect to any intellectual property rights claim against us or our customers, we may have to pay damages or stop using technology found to be in violation of a third party's rights. We may have to seek a license for the technology, which may not be available on reasonable terms or at all, may significantly increase our operating expenses or may significantly restrict our business activities in one or more respects. We may also be required to

develop alternative non-infringing technology, which could require significant effort and expense. Any of these outcomes could adversely affect our business and results of operations.

Domestic or foreign laws, regulations or enforcement actions may limit our ability to collect and use information from Web users or restrict or prohibit our product offerings, causing a decrease in the value of our products and an adverse impact on the sales of our products.

Our business could be adversely impacted by existing or future laws or regulations of, or actions by, domestic or foreign regulatory agencies. For example, privacy concerns could lead to legislative, judicial and regulatory limitations on our ability to collect, maintain and use information collected from Web users in the United States and abroad. Various state legislatures have enacted legislation designed to protect Web users' privacy. In recent years, similar legislation has been proposed in other states and at the federal level and has been enacted in foreign countries, most notably by the European Union, which adopted a privacy directive regulating the collection of personally identifiable information online. In addition, our ability to conduct business in certain foreign jurisdictions, including China, is restricted by the laws, regulations and agency actions of those jurisdictions. The costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may prevent us from selling our products or increase the costs associated with selling our products, and may affect our ability to invest in or jointly develop products in the United States and in foreign jurisdictions.

In addition, failure to comply with these and other laws and regulations may result in, among other things, administrative enforcement actions and fines, class action lawsuits and civil and criminal liability. State attorneys general, governmental and non-governmental entities and private persons may bring legal actions asserting that our methods of collecting, using and distributing user information are illegal or improper, which could require us to spend significant time and resources defending these claims. Any such regulatory or civil action that is brought against us, even if unsuccessful, may distract our management's attention, divert our resources, negatively affect our public image or reputation among users and customers and harm our business.

The impact of any of these current or future laws or regulations could make it more difficult or expensive to obtain user responses, particularly in affected jurisdictions, and could adversely affect our business and results of operations.

The success of our business depends on the continued growth of the Web as a medium for commerce, content, advertising and communications.

Expansion in the sales of our products depends on the continued acceptance of the Web as a growing platform for commerce, content, advertising and communications. The use of the Web as a medium for commerce, content, advertising and communications could be adversely impacted by delays in the development or adoption of new standards and protocols to handle increased demands of Web activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service. The performance of the Web and its acceptance as a medium for commerce, content commerce, content, advertising and communications has been harmed by viruses, worms, and similar malicious programs, and the Web has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason the Web does not remain a medium for widespread commerce, content, advertising and communications, the demand for our products would be significantly reduced, which would harm our business.

We rely on our management team and need additional personnel to grow our business, and the loss of one or more key employees, human error, or the inability to attract and retain qualified personnel could harm our business.

Our success and future growth depends, to a significant degree, on the skills and continued services of our management team, including our President, CEO and founder, Neil Seeman. Our future success also depends on our ability to retain, attract and motivate highly skilled technical, managerial, statistical, analytical, marketing and customer service personnel, including members of our management team. We plan to hire additional personnel in all areas of our business, particularly for our sales, marketing and technology development areas, both domestically and internationally, which will likely increase our recruiting and hiring costs. Competition for these types of personnel is intense, particularly in the Web and software industries. As a result, we may be unable to successfully attract or retain qualified personnel. Our inability to retain and attract the necessary personnel could adversely affect our business. Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants and advisors, even when those efforts are successful, people are fallible and human error and mistakes could result in significant losses to our business.

We may expand through investments in, acquisitions of, or the development of new products with assistance from other companies, any of which may not be successful and may divert our management's attention.

Our business strategy may include acquiring complementary products, technologies or businesses. We also may enter into relationships with other businesses in order to expand our product offerings, which could involve preferred or exclusive licenses, discount pricing or investments in other companies.

Negotiating any such transactions could be time-consuming, difficult and expensive, and our ability to close these transactions may be subject to regulatory or other approvals and other conditions which are beyond our control. Consequently, we can make no assurances that any such transactions, if undertaken and announced, would be completed.

An acquisition, investment or business relationship may result in unforeseen operating difficulties and expenditures. In particular, we may encounter difficulties assimilating or integrating the businesses, technologies, products, personnel or operations of the acquired companies, particularly if the key personnel of the acquired company choose not to be employed by us, and we may have difficulty retaining the customers of any acquired business due to changes in management and ownership. Acquisitions may also disrupt our ongoing business, divert our resources and require significant management attention that would otherwise be available for ongoing development of our business. Moreover, we cannot assure you that the anticipated benefits of any acquisition, investment or business relationship would be realized or that we would not be exposed to unknown liabilities. In connection with any such transaction, we may:

- encounter difficulties retaining key employees of the acquired company or integrating diverse business cultures;
- issue additional equity securities that would dilute the common shares held by existing shareholders;
- incur large charges or substantial liabilities;
- become subject to adverse tax consequences, substantial depreciation or deferred compensation charges;
- use cash that we may need in the future to operate our business; and
- incur debt on terms unfavorable to us or that we are unable to repay.

The impact of any one or more of these factors could adversely affect our business or results of operations or cause the price of our common shares to decline substantially.

Changes in, or interpretations of, accounting rules and regulations, including recent rules and regulations regarding expensing of stock options, could result in unfavorable accounting charges or cause us to change our compensation policies.

Accounting methods and policies, including policies governing revenue recognition, expenses and accounting for stock options are continually subject to review, interpretation, and guidance from relevant accounting authorities, including the Financial Accounting Standards Board, or FASB, and securities commissions. Changes to, or interpretations of, accounting methods or policies in the future may require us to reclassify, restate or otherwise change or revise our financial statements, including those contained in this prospectus.

Investors could lose confidence in our financial reports, and our business and stock price may be adversely affected, if our internal control over financial reporting is found by management or by our independent registered public accounting firm to not be adequate or if we disclose significant existing or potential deficiencies or material weaknesses in those controls.

During the course of our ongoing evaluation of our internal controls, we have in the past identified, and may in the future identify, areas requiring improvement, and may have to design enhanced processes and controls to address issues identified through this review. Remedying any significant deficiencies or material weaknesses that we or our independent registered public accounting firm may identify could require us to incur significant costs and expend significant time and management resources. We cannot assure you that any of the measures we may implement to remedy any such deficiencies will effectively mitigate or remedy such deficiencies. In addition, we cannot assure you that we will be able to complete the work necessary for our management to issue its management report in a timely manner, or that we will be able to complete any work required for our management to be able to conclude that our internal control over financial reporting is operating effectively. If our internal control over financial

reporting is found by management or by our independent registered public accountant to not be adequate or if we disclose significant existing or potential deficiencies or material weaknesses in those controls, investors could lose confidence in our financial reports, we could be subject to sanctions or investigations by regulatory authorities and our stock price could be adversely affected.

A determination that there is a significant deficiency or material weakness in the effectiveness of our internal control over financial reporting could also reduce our ability to obtain financing or could increase the cost of any financing we obtain and require additional expenditures to comply with applicable requirements.

We may require additional capital to support business growth, and this capital may not be available on acceptable terms or at all.

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new products or enhance our existing products, enhance our operating infrastructure and acquire complementary businesses and technologies.

Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through further issuances of equity or convertible debt securities, our existing shareholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common shares. Any debt financing secured by us in the future could include restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, we may not be able to obtain additional financing on terms favorable to us or at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly limited. In addition, the terms of any additional equity or debt issuances may adversely affect the value and price of our common shares.

Risks Related to the Securities Market and Ownership of our Common Shares

We cannot assure you that a market will continue to develop or exist for our common shares or what the market price of our common shares will be.

Prior to our listing, there was no public trading market for our common shares, and we cannot assure you that one will continue to develop or be sustained. If a market does not continue to develop or is not sustained, it may be difficult for you to sell your shares of common shares at an attractive price or at all. We cannot predict the prices at which our common shares will trade.

The trading price of our common shares may be subject to significant fluctuations and volatility, and our new shareholders may be unable to resell their shares at a profit.

The stock markets, in general, and the markets for technology stocks in particular, have experienced high levels of volatility. The market for technology stocks has been extremely volatile and frequently reaches levels that bear no relationship to the past or present operating performance of those companies. These broad market fluctuations may adversely affect the trading price of our common shares. In addition, the trading price of our common shares has been subject to significant fluctuations and may continue to fluctuate or decline.

The price of our common shares that will prevail in the market may be higher or lower than the price you pay, depending on many factors, some of which are beyond our control and may not be related to our operating performance. It is possible that, in future quarters, our operating results may be below the expectations of analysts or investors. As a result of these and other factors, the price of our common shares may decline, possibly materially. These fluctuations could cause you to lose all or part of your investment in our common shares. Factors that could cause fluctuations in the trading price of our common shares include the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the market price and trading volume of technology companies and of companies in our industry;
- actual or anticipated changes or fluctuations in our operating results;
- actual or anticipated changes in expectations regarding our performance by investors or securities analysts;

- the failure of securities analysts to cover our common shares after an offering or changes in financial estimates by analysts;
- actual or anticipated developments in our competitors' businesses or the competitive landscape;
- actual or perceived inaccuracies in information we provide to our customers or the media;
- litigation involving us, our industry or both;
- regulatory developments;
- privacy and security concerns, including public perception of our practices as an invasion of privacy;
- general economic conditions and trends;
- major catastrophic events;
- sales of large blocks of our stock;
- the timing and success of new product introductions or upgrades by us or our competitors;
- changes in our pricing policies or payment terms or those of our competitors;
- concerns relating to the security of our network and systems;
- our ability to expand our operations, domestically and internationally, and the amount and timing of expenditures related to this expansion; and,
- departures of key personnel.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has been brought against that company. If our stock price is volatile, we may become the target of securities litigation, which could result in substantial costs and divert our management's attention and resources from our business. In addition, volatility, lack of positive performance in our stock price or changes to our overall compensation program, including our equity incentive program, may adversely affect our ability to retain key employees.

If securities or industry analysts do not publish research or reports about our business, or if they issue an adverse or misleading opinion regarding our stock, our stock price and trading volume could decline.

The trading market for our common shares will be influenced by the research and reports that industry or securities analysts publish about us or our business. If any of the analysts who cover us issue an adverse or misleading opinion regarding our stock, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Insiders will continue to have substantial control over us, which could limit your ability to influence the outcome of key transactions, including a change of control.

Our directors, executive officers and each of our shareholders who own greater than 5% of our outstanding common shares and their affiliates, in the aggregate, together beneficially own a majority of the outstanding shares of our common shares. As a result, these shareholders, if acting together, would be able to influence or control matters requiring approval by our shareholders, including the election of directors and the approval of mergers, acquisitions or other extraordinary transactions. They may have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. This concentration of ownership may have the effect of delaying, preventing or deterring a change of control of our company, could deprive our shareholders of an opportunity to receive a premium for their common shares as part of a sale of our company and might affect the market price of our common shares.

Our management will have broad discretion over the use of the proceeds from an offering and may not apply the proceeds of the offering in ways that increase the value of your investment.

Our management will have broad discretion to use the net proceeds we receive from an offering, and you will be relying on its judgment regarding the application of these proceeds. We expect to use the net proceeds from an offering for general corporate purposes, which may include working capital, capital expenditures, other corporate

expenses and potential acquisitions of complementary products, technologies or businesses. Management may not apply the net proceeds of an offering in ways that increase the value of your investment.

If you purchase shares of our common shares in an offering, you will experience substantial and immediate dilution.

If you purchase shares of our common shares in an offering, you will experience substantial and immediate dilution, because the price that you pay will be substantially greater than the net tangible book value per share of the common shares that you acquire. This dilution is due in large part to the fact that our earlier investors will have paid substantially less than a public offering price when they purchased their shares of our capital stock. You may experience additional dilution upon the exercise of options to purchase common shares under our equity incentive plans, if we issue restricted stock to our employees under these plans or if we otherwise issue additional shares of our common shares.

We have incurred and will continue to incur increased costs and demands upon management as a result of complying with the laws and regulations affecting a public company, which could adversely affect our operating results.

As a public company, we have incurred and will continue to incur significant legal, accounting and other expenses that we did not incur as a private company. In addition, regulatory rules require certain corporate governance practices for public companies. Our management and other personnel will be required to devote a substantial amount of time to public reporting requirements and corporate governance. These rules and regulations have significantly increased our legal and financial compliance costs and made some activities more time-consuming and costly. We also have incurred additional costs associated with our public company reporting requirements. If these costs do not continue to be offset by increased revenues and improved financial performance and lower cost of capital as a result of being a publicly listed company, our operating results would be adversely affected. These rules and regulations also make it more difficult and more expensive for us to obtain director and officer liability insurance. The Company does not currently have directors and officers insurance however we are planning that it will be obtained during the second or third quarter of 2015, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage if these costs continue to rise. As a result, it may be more difficult for us to attract and retain qualified people to serve on our Board of Directors or as executive officers.

The Company does not anticipate paying dividends to common shareholders in the foreseeable future, which makes investment in the Company's stock speculative and risky.

We have not paid dividends on our common shares and do not anticipate paying dividends on our common shares in the foreseeable future. Our Board of Directors has sole authority to declare dividends payable to our shareholders. The fact that we have not and do not plan to pay dividends indicates that we use our funds generated by operations for reinvestment in our operating activities. Investors also must evaluate an investment in our company solely on the basis of anticipated capital gains.

PROMOTERS

None.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

None.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed above, no Insider, director or executive officer of the Company and no associate or affiliate of any director, executive officer or Insider has any material interest, direct or indirect, in any transaction within the three years before the date of the Prospectus that has materially affected or is reasonably expected to materially affect the Company. See "Executive Compensation".

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Company's auditor is MNP LLP, of Vancouver, British Columbia.

Transfer Agent and Registrar

The Registrar and Transfer Agent for the Company is Computershare Trust Company of Canada of Vancouver, British Columbia.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the Company has no material contracts which the Company has entered into in the two years prior to the date of this Prospectus.

Inspection of Material Contracts and Reports

Copies of all the material contracts and reports referred to in this Prospectus may be inspected at the registered office of the Company at Suite 4400, 181 Bay Street, Toronto, Ontario, M5J 2T3, during normal business hours during the distribution of the securities offered hereunder, and for a period of 30 days thereafter, as well as on the SEDAR website at www.sedar.com upon the Effective Date of this Prospectus.

EXPERTS

The consolidated balance sheets of RIWI Corp. as of December 31, 2013, and the related consolidated statements of operations, shareholders' deficit, and cash flows for the year ended December 31, 2013 have been audited by MNP LLP, independent registered public accounting firm, as stated in their reports which are incorporated herein.

MNP LLP have advised that they have complied with the Canadian Institute of Chartered Accountant's rules on auditor independence.

No person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a part of this Prospectus, or prepared or certified a report or valuation described or included in this Prospectus, has received or shall receive or holds a direct or indirect interest in any securities or property of the Company or any associates or affiliates of the Company.

OTHER MATERIAL FACTS

There are no other material facts about the Company which are not otherwise disclosed in this Prospectus.

EXEMPTIONS

Not applicable.

FINANCIAL STATEMENTS

The following financial statements are attached to this Prospectus:

Interim Financial Statements

- Condensed Consolidated Balance Sheets as of September 30, 2014 (unaudited) and December 31, 2013
- Condensed Consolidated Statements of Operations for the nine months ended September 30, 2014 and September 30, 2013 (unaudited)
- Condensed Consolidated Statement of Shareholders' Deficit for the nine months ended September 30, 2013 (unaudited)
- Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2014 and September 30, 2013 (unaudited)
- Notes to the Condensed Consolidated Financial Statements

Audited Annual Financial Statements

- Report of Independent Registered Public Accounting Firm for the year ended December 31, 2013
- Consolidated Balance Sheet as of December 31, 2013
- Consolidated Statement of Operations for the year ended December 31, 2013
- Consolidated Statement of Shareholders' Deficit for the year ended December 31, 2013
- Consolidated Statement of Cash Flows for the year ended December 31, 2013
- Notes to the Consolidated Financial Statements

Unaudited Annual Financial Statements

- Consolidated Balance Sheets as of December 31, 2012 and 2011 (unaudited)
- Consolidated Statements of Operations for the years ended December 31, 2012 and 2011 (unaudited)
- Consolidated Statements of Shareholders' Deficit for the years ended December 31, 2012 and 2011 (unaudited)
- Consolidated Statements of Cash Flows for the years ended December 31, 2012 and 2011 (unaudited)
- Notes to the Consolidated Financial Statements

RIWI CORP.

FINANCIAL STATEMENTS

**As at September 30, 2014 and for the Nine Month Period then ended
(in Canadian dollars)**

RIWI CORP.

Management's Report

To the Shareholders of RIWI Corp.:

The financial statements have been prepared by management, on behalf of the Board, in accordance with the accounting policies disclosed in the notes to the financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the date of the statements of financial position. In the opinion of management, the financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards appropriate in the circumstances.

Management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures and has concluded that such disclosure controls and procedures are effective. Management maintains appropriate systems of internal controls. Policies and procedures are designed to give reasonable assurance that transactions are properly authorised, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements. An independent firm of Chartered Accountants will be auditing the financial statements for the year ended December 31, 2014 and will examine the financial statements in accordance with International Financial Reporting Standards and provide an independent professional opinion.

"Neil Seeman." (Signed)

Neil Seeman
Chief Executive Officer

"Robert Pirooz" (Signed)

Robert Pirooz
Director

Toronto, Ontario
March 15, 2015

RIWI CORP.

Interim Condensed Statement of Financial Position

(unaudited)

	September 30, 2014	December 31, 2013
Assets		
Current		
Cash	\$ 1,067,192	\$ 1,422,384
Accounts receivable	18,105	115,367
	1,085,297	1,537,751
Property, plant and equipment	6,711	2,847
Intangible assets	25,423	22,617
	\$ 1,117,431	\$ 1,563,215
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 49,182	\$ 50,067
Unearned revenue	-	-
	49,182	50,067
Shareholder equity		
Capital stock (note 4)	2,390,553	2,390,553
Contributed surplus (note 5)	249,937	175,481
Deficit	(1,572,241)	(1,052,886)
	1,068,249	1,513,148
	\$ 1,117,431	\$ 1,563,215

Subsequent events (note 9)

Approved on behalf of the board of directors

Neil Seeman

Robert Pirooz

See accompanying notes to the unaudited interim condensed financial statements

RIWI CORP.

Interim Condensed Statement of Loss and Comprehensive loss

(unaudited)

	Three months ended September 30, 2014	Three months ended September 30, 2013	Nine months ended September 30, 2014	Nine months ended September 30, 2013
Sales	\$ 103,493	\$ 32,480	\$ 310,617	\$ 121,676
Costs and expense				
Technology costs	99,787	74,983	247,696	169,307
Sales and marketing	14,097	4,544	50,915	10,494
General and administrative	174,532	101,162	535,963	290,746
Total costs and expenses	288,416	180,689	834,574	470,547
Results from operating activities	\$ (184,923)	(148,209)	(523,957)	(348,871)
Interest income	159	640	4,602	1,477
Net loss and comprehensive loss for the period	\$ (184,764)	\$ (147,569)	\$ (519,355)	\$ (347,394)
Net loss per share				
Basic and fully diluted	\$ (0.01)	\$ (0.01)	\$ (0.04)	\$ (0.03)
Weighted average number of common shares outstanding - basic and diluted				
Basic and fully diluted	14,827,148	13,417,446	14,827,148	12,237,148

See accompanying notes to the unaudited interim condensed financial statements

RIWI CORP.

Interim Condensed Statement of Cash flows

(unaudited)

	Nine months ended September 30, 2014	Nine months ended September 30, 2013
Operating activities		
Net loss for the year	\$ (519,355)	\$ (347,394)
Items not involving cash		
Stock based compensation	74,456	35,510
Amortization of intangible assets	3,421	-
	(441,478)	(311,884)
Changes in non-cash operating working capital		
Accounts receivable	97,263	(25,362)
Accounts payable and accrued liabilities	(885)	(11,337)
Unearned revenue	-	(19,000)
	(345,101)	(367,583)
Investing activity		
Intangible assets	(2,806)	-
Purchase property, plant and equipment	(7,285)	(2,847)
	(10,091)	(2,847)
Financing activities		
Proceeds from issuance of share capital, net of costs	-	1,464,086
Change in cash during the period	(355,192)	1,093,656
Cash at beginning of the period	1,422,384	469,021
Cash at end of the period	\$ 1,067,192	\$ 1,562,677

See accompanying notes to the unaudited interim condensed financial statements

RIWI CORP.

Interim Condensed Statement of Changes in Equity

(unaudited)

	Share Capital		Contributed		Total Equity
	Number	Amount	Surplus	Deficit	
Balance at December 31, 2012	12,237,148	926,467	76,137	(535,097)	467,507
Private placements	2,590,000	1,480,000	-	-	1,480,000
Stock based compensation	-	-	35,510	-	35,510
Share issuance costs	-	(15,914)	-	-	(15,914)
Net loss and comprehensive loss for the period	-	-	-	(347,394)	(347,394)
Balance at September 30, 2013	14,827,148	2,390,553	111,647	(882,491)	1,619,709
Balance at December 31, 2013	14,827,148	2,390,553	175,481	(1,052,886)	1,513,148
Private placements	-	-	-	-	-
Stock based compensation	-	-	74,456	-	74,456
Share issuance costs	-	-	-	-	-
Net loss and comprehensive loss for the period	-	-	-	(519,355)	(519,355)
Balance at September 30, 2014	14,827,148	2,390,553	249,937	(1,572,241)	1,068,249

See accompanying notes to the unaudited interim condensed financial statements

RIWI Corp.

Notes to unaudited condensed interim financial statements

For the period ended September 30, 2014

(amounts in Canadian dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

RIWI Corp. (the "Company" or "RIWI") is a private company incorporated August 17, 2009 and domiciled in Ontario, Canada with the registered office located at 100 College Street, Suite 311, Toronto, Ontario, M5G 1L5.

The Company's principal business is to provide intelligence using a proprietary digital survey platform called Random Domain Intercept Technology ("RDIT"). The RDIT platform is able to generate intelligence that is of importance to customer through the conduct of digital surveys that are targeted at Web users located throughout the world. The information generated from these surveys enables the customers to make better informed business decisions and implement more effective business strategies.

These unaudited condensed interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The unaudited condensed interim financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

2. BASIS OF PRESENTATION AND GOING CONCERN

a) Statement of compliance

These unaudited condensed interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB and interpretations issued by IFRIC.

The policies applied in these unaudited condensed interim financial statements are based on IFRS issued and outstanding as of [date], the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2013, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ended December 31, 2014 could result in restatement of these unaudited condensed interim financial statements.

b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for amounts that are measured at fair values.

c) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

RIWI Corp.

Notes to unaudited condensed interim financial statements

For the period ended September 30, 2014

(amounts in Canadian dollars)

2. BASIS OF PRESENTATION AND GOING CONCERN (continued)

d) Use of estimates and judgments

The preparation of the interim condensed financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies regarding certain types of assets, liabilities, revenues and expenses in the preparation of the interim condensed financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. Information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts are as follows:

- **Going Concern**

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

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

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

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

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

- **Measurement of share-based compensation**

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

RIWI Corp.

Notes to unaudited condensed interim financial statements

For the period ended September 30, 2014

(amounts in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES

The accounting policies adopted in these Interim Condensed Financial Statements are consistent with those followed in the preparation of the Company's 2013 Annual Financial Statements.

a) Recent accounting pronouncements

The following accounting pronouncements became effective for the Company as at January 1, 2014:

(a) IAS 32, Financial Instruments: Presentation

IAS 32 is effective for annual periods beginning on or after January 1, 2014, is amended to provide guidance on the offsetting of financial assets and financial liabilities. Adoption of this standard had no effect on the interim condensed financial statements.

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and is assessing the impact of these new standards and amendments but they are not expected to have a material impact on the Company:

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

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

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

In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers. IFRS 15 is effective for periods beginning on or after January 1, 2017 and is to be applied retrospectively. IFRS 15 clarifies the principles for recognizing revenue from contracts with customers. IFRS 15 will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (i.e. service revenue and contract modifications) and improve guidance for multiple-element arrangements. The Company intends to adopt IFRS 15 in its financial statements for the annual period beginning October 1, 2018, and may consider earlier adoption. The extent of the impact of adoption of IFRS 15 has not yet been determined.

RIWI Corp.

Notes to unaudited condensed interim financial statements

For the period ended September 30, 2014

(amounts in Canadian dollars)

4. CAPITAL STOCK AND CONTRIBUTED SURPLUS

- a) Authorized capital stock: Unlimited number of common shares.
- b) Common shares issued and outstanding: September 30, 2014 – 14,827,148 (December 31, 2013 – 14,827,148). During the nine month period ended September 30, 2014 no common shares were issued.

Subsequent to September 30, 2014 the Company completed a stock dividend issuing 13 common shares for each common share outstanding. All per share calculations have been retroactively restated to give effect to this issuance.

5. STOCK OPTIONS

a) Stock options

The Company has a stock option plan under which it is authorized to grant options to directors, employees and consultants enabling them to acquire in aggregate up to 20% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price, minimum price, or a discounted price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of 5 years and are subject to vesting provisions as determined by the board of directors of the Company.

There were 1,534,400 stock options outstanding at September 30, 2014 (December 31, 2013 – 1,534,400). No stock options were granted, exercised, expired or forfeited during the nine month period ended September 30, 2014 or 2013. The weighted average remaining contractual life of stock options outstanding as at September 30, 2014 was 3.05 years (December 31, 2013 – 3.8 years).

During the period ended September 30, 2014 the Company recorded compensation expense, with a corresponding credit to contributed surplus of \$74,456 (September 30, 2013 - \$35,510) relating to the vesting of previously granted options.

RIWI Corp.

Notes to unaudited condensed interim financial statements

For the period ended September 30, 2014

(amounts in Canadian dollars)

6. EXPENSES BY NATURE

The Company has chosen to present its Statements of Comprehensive Loss based on the functions of the entity. The Statements of Comprehensive Loss include the following expenses by nature:

(a) Employee costs:

September 30	2014	2013
Short-term wages and benefits	\$ 475,258	\$ 214,605
Share based payments	74,456	35,510
Balance as at September 30	\$ 549,714	\$ 250,115
<i>Included in:</i>		
September 30	2014	2013
General and administrative	\$ 549,714	\$ 250,115

7. RELATED PARTY TRANSACTIONS

(a) Related Party Transactions

Included in Technology Costs are consulting fees to the Company's CTO in the amount of \$108,000 (2013 - \$81,750).

Included in Technology Costs are fees of \$6,300 (2013 - \$6,300) paid to a director of the Company for technology services.

(b) Key Management Compensation

The Company's key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company and consist of the Company's Board of Directors and the Company's Executive Leadership Team. The Executive Leadership Team consists of the CEO, President, and CTO.

Total compensation expense for key management personnel and the composition thereof, is:

September 30	2014	2013
Short-term wages and benefits	\$ 216,000	\$ 187,000
Share based payments	74,456	35,510
Balance as at September 30	\$ 290,456	\$ 222,510

RIWI Corp.

Notes to unaudited condensed interim financial statements

For the period ended September 30, 2014

(amounts in Canadian dollars)

8. SEGMENTED INFORMATION AND CONCENTRATIONS

The Company operates in one segment, to provide intelligence using a proprietary digital survey platform called Random Domain Intercept Technology.

During the period ended September 30, 2014, four customers accounted for 77% of total revenue (2013 – four customers accounted for 50% of total revenue). As at September 30, 2014, four customers accounted for 98% of accounts receivable (December 31, 2013 – 5 customers accounted for 78% of accounts receivable).

9. SUBSEQUENT EVENTS

Subsequent to the period end the Company granted options to purchase 476,000 common shares at an exercise price of \$0.857 per common share.

Subsequent to the period end the Company approved a dividend \$1, to be paid by the allotment of 13,768,066 common shares (the "Stock Dividend"), being 13 common shares in respect of each common share outstanding prior to the Stock Dividend.

RIWI CORP.

FINANCIAL STATEMENTS

**As at December 31, 2013, December 31, 2012, and 2011 and for the
years ended December 31, 2013, 2012 and 2011
(in Canadian dollars)**

RIWI CORP.

Management's Report

To the Shareholders of RIWI Corp.:

The financial statements have been prepared by management, on behalf of the Board, in accordance with the accounting policies disclosed in the notes to the financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the date of the statements of financial position. In the opinion of management, the financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards appropriate in the circumstances.

Management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures and has concluded that such disclosure controls and procedures are effective. Management maintains appropriate systems of internal controls. Policies and procedures are designed to give reasonable assurance that transactions are properly authorised, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements. An independent firm of Chartered Accountants will be auditing the financial statements for the year ended December 31, 2013 and will examine the financial statements in accordance with International Financial Reporting Standards and provide an independent professional opinion.

"Neil Seeman." (Signed)

Neil Seeman
Chief Executive Officer

"Robert Pirooz" (Signed)

Robert Pirooz
Director

Toronto, Ontario
February 17, 2015

Independent Auditors' Report

To the Shareholders of RIWI Corp.:

We have audited the accompanying financial statements of RIWI Corp. which comprise the statement of financial position as at December 31, 2013, and the statements of loss and other comprehensive loss, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of RIWI Corp. as at December 31, 2013, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Other Matter

We have not audited, reviewed, or compiled comparative information for the years ended December 31, 2012 or 2011 included in the financial statements and we assume no responsibility for them.



Vancouver, BC
February 17, 2015

Chartered Accountants

RIWI CORP.

Statement of financial position December 31

		(Unaudited)	(Unaudited)
	2013	2012	2011
Assets			
Current			
Cash	\$ 1,422,384	\$ 469,021	\$ 6,188
Accounts receivable (Note 5)	115,367	18,138	2,845
	1,537,751	487,159	9,033
Property, plant and equipment (note 6)	2,847	-	-
Intangible assets (note 7)	22,617	22,617	22,684
	\$ 1,563,215	\$ 509,776	\$ 31,717
Liabilities			
Current			
Accounts payable and accrued liabilities	\$ 50,067	\$ 23,269	\$ -
Unearned revenue	-	19,000	-
	50,067	42,269	-
Shareholder equity			
Capital stock (note 8)	2,390,553	926,467	140,000
Contributed surplus (note 8)	175,481	76,137	-
Deficit	(1,052,886)	(535,097)	(108,283)
	1,513,148	467,507	31,717
	\$ 1,563,215	\$ 509,776	\$ 31,717
Commitments	Note 14		
Subsequent events	Note 16		

Approved on behalf of the board of directors

Neil Seeman

Robert Pirooz

See accompanying notes to the financial statements

Statement of loss and comprehensive loss
Year ended December 31

	2013	(Unaudited) 2012	(Unaudited) 2011
Sales	255,315	139,767	-
Costs and expense			
Technology costs	277,301	257,522	74,911
Sales and marketing	12,998	12,365	4,568
General and administrative	491,561	298,861	8,819
Total costs and expenses	781,860	568,748	88,298
Results from operating activities	(526,545)	(428,981)	(88,298)
Interest income	8,756	2,166	15
Loss from operations before income taxes	(517,789)	(426,815)	(88,283)
Deferred income tax provision	-	-	-
Net loss and comprehensive loss for the year	\$ (517,789)	\$ (426,815)	\$ (88,283)
Net loss per share			
Basic and fully diluted	\$ (0.04)	\$ (0.04)	\$ (0.01)
Weighted average number of common shares outstanding - basic and diluted			
Basic	12,740,956	10,077,113	7,647,738
Fully diluted	12,740,956	10,077,113	7,647,738

See accompanying notes to the financial statements

RIWI CORP.

Statement of cash flows

For the year ended December 31

	2013	(Unaudited) 2012	(Unaudited) 2011
Operating activities			
Net loss for the year	\$ (517,789)	\$ (426,815)	\$ (88,283)
Items not involving cash			
Stock based compensation	99,344	76,137	
Amortization of intangible assets	-	67	
	(418,445)	(350,610)	(88,283)
Changes in non-cash operating working capital			
Accounts receivable	(97,229)	(15,293)	(2,845)
Accounts payable and accrued liabilities	26,798	23,269	-
Unearned revenue	(19,000)	19,000	-
	(507,876)	(323,634)	(91,128)
Investing activity			
Purchase property, plant and equipment	(2,847)	-	(2,684)
Financing activities			
Proceeds from issuance of share capital, net of costs	1,464,086	786,467	100,000
Change in cash during the year	953,363	462,833	6,188
Cash at beginning of the year	469,021	6,188	-
Cash at end of the year	\$ 1,422,384	\$ 469,021	\$ 6,188

See accompanying notes to the financial statements

RIWI CORP.

Statement of changes in equity

	Share Capital		Contributed		Total Equity
	Number (Note 8)	Amount (Note 8)	Surplus	Deficit	
Balance at December 31, 2010 (unaudited)	6,714,400	\$ 90,190	\$ -	\$ (20,000)	\$ 70,190
Private placements	933,338	50,017	-	-	50,017
Net loss and comprehensive loss for the year	-	-	-	(88,283)	(88,283)
Balance at December 31, 2011 (unaudited)	7,647,738	140,207	-	(108,283)	31,924
Private placements	4,589,410	786,260	-	-	786,260
Stock based compensation	-	-	76,137	-	76,137
Net loss and comprehensive loss for the year	-	-	-	(426,815)	(426,815)
Balance at December 31, 2012 (unaudited)	12,237,148	926,467	76,137	(535,098)	467,507
Private placements	2,590,000	1,480,000	-	-	1,480,000
Stock based compensation	-	-	99,344	-	99,344
Share issuance costs	-	(15,914)	-	-	(15,914)
Net loss and comprehensive loss for the year	-	-	-	(517,789)	(517,789)
Balance at December 31, 2013	14,827,148	2,390,553	175,481	(1,052,886)	1,513,148

See accompanying notes to the financial statements

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

RIWI Corp. (the "Company" or "RIWI") is a private company incorporated August 17, 2009 and domiciled in Ontario, Canada with the registered office located at 100 College Street, Suite 311, Toronto, Ontario, M5G 1L5.

The Company's principal business is to provide intelligence using a proprietary digital survey platform called Random Domain Intercept Technology ("RDIT"). The RDIT platform is able to generate intelligence that is of importance to customer through the conduct of digital surveys that are targeted at Web users located throughout the world. The information generated from these surveys enables the customers to make better informed business decisions and implement more effective business strategies.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

2. BASIS OF PRESENTATION AND GOING CONCERN

The accompanying financial statements represent the first annual financial statements of the Company prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). As a result of initial adoption in this period IFRS 1 (First-time adoption of International Financial Reporting Standards) has been applied. The first date at which IFRS was applied was the date of incorporation on August 17, 2009.

a) Statement of compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards and related IFRS Interpretations Committee ("IFRIC's") as issued by the International Accounting Standards Board. These financial statements were authorized for issue by the Board of Directors on February 17, 2015.

b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for amounts that are measured at fair values as discussed in Note 4.

c) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

d) Use of estimates and judgments

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies regarding certain types of assets, liabilities, revenues and expenses in the preparation of the consolidated financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected. Information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts are as follows:

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

2. BASIS OF PRESENTATION AND GOING CONCERN (continued)

e) Use of estimates and judgments (continued)

- Going Concern

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

- Assets' carrying values and impairment charges

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

- Income taxes and recoverability of potential deferred tax assets

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

- Measurement of share-based compensation

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

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES

a) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. Upon initial recognition all financial instruments, including derivatives, are recognized on the balance sheet at fair value. Subsequent measurement is then based on the financial instruments being classified into one of the following categories: fair value through profit and loss, held-to-maturity, loans and receivables, available-for-sale and other liabilities. The Company has designated its financial instruments into the following categories applying the indicated measurement methods:

Financial Instruments	Category	Measurement Method
Cash and cash equivalents	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Other liabilities	Amortized cost

The Company will assess at each reporting period whether any financial assets are impaired. An impairment loss, if any is recorded on the Statement of Comprehensive Loss.

b) Cash

Cash consists of cash held on deposit in bank accounts. Cash equivalents are classified as short-term investments have maturity dates of six months or less from the date of purchase, or they are redeemable prior to maturity. As at December 31, 2013 and 2012 the Company had no cash equivalents on hand.

c) Equipment

Equipment is recorded at cost less accumulated amortization and impairment losses. Amortization is recorded on a declining balance basis at a rate of 30%.

d) Intangible assets

The costs of acquiring intangible assets, consisting patents, are capitalized. Costs are amortized over the estimated useful life of the intangible asset.

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

e) Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

f) Revenue

Revenue generated from surveys are recognized when the survey is complete and has been delivered to the customer through electronic form and collection is reasonably assured. Customers typically pay an up-front deposit for a portion of the total expected fees which is reported as unearned revenue and is recognized as revenue when the project is complete.

g) Stock-based compensation

The Company grants stock options to directors, officers, employees and consultants. The fair value of stock options is measured on the grant date, using the Black-Scholes option pricing model and is recognized over the vesting period of the related options. Consideration paid for the shares on the exercise of stock options is credited to capital stock.

h) Foreign currency translation

Transactions in foreign currencies are translated to the entities functional currency at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated to the entities functional currency at the period end exchange rate. Non-monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the date of the transaction. Foreign currency differences arising on translation are recognized in net loss.

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

g) Income taxes

Income tax expense represents the sum of current tax expense and deferred tax expense. Current tax expense is based on the taxable profits for the year. Income tax is recognized in the statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized based on differences in the financial statement carrying amount for assets and liabilities and the associated tax balance.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that neither affect accounting nor taxable loss and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

Deferred tax assets are generally recognized for all deductible temporary differences, unused tax credits carried forward and unused tax losses to the extent that it is probable that there will be taxable profits against which deductible temporary differences can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities, when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current tax assets and liabilities on a net basis.

h) Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

i) Recent accounting pronouncements

The following accounting pronouncements became effective for the Company during the year ended December 31, 2013 and were adopted as at January 1, 2013:

(a) IFRS 7, Financial Instruments, Disclosures:

The amendments to disclosure requirements in IFRS 7 emphasize the interaction between quantitative and qualitative disclosures and the nature and extent of risks and amends credit risk disclosures. Adoption of this standard had no impact on the Company's consolidated financial statements.

(b) IFRS 10, Consolidated Financial Statements:

IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 Consolidation-Special Purpose Entities and parts of IAS 27 Consolidated and Separate Financial Statements. Adoption of this standard had no impact on the Company's consolidated financial statements.

(c) IAS 19, Employee Benefits:

In June 2011, the IASB issued an amended IAS 19. The Standard requires recognition of changes in the net defined benefit liability (asset) including immediate recognition of defined benefit cost, disaggregation of defined benefit cost into components, recognition of re-measurements in other comprehensive income, plan amendments, curtailments and settlements. In addition there are modifications in accounting for termination benefits, including distinguishing benefits provided in exchange for service and benefits provided in exchange for the termination of employment and affect the recognition and measurement of termination benefits. The Company does not anticipate a significant impact on its financial statements Adoption of this standard had no impact on the Company's consolidated financial statements.

(d) IAS 28, Investments in Associates:

IAS 28 was amended to include joint ventures in its scope and to address the changes in IFRS 10 to IFRS 12. This amendment is effective for annual periods beginning on or after January 1, 2013. Earlier adoption is permitted. The Company does not anticipate the application of IAS 28 to have a significant impact on its financial statements.

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

(e) IFRS 11, Joint Arrangements:

In May 2011, the IASB issued IFRS 11, Joint Arrangements, which supersedes IAS 31, Interests in Joint Ventures and SIC 13, Jointly Controlled Entities – Non-Monetary Contributions by Venturers. The standard requires the Company to classify its interest in a joint arrangement as a joint venture or joint operation. This standard will eliminate the use of proportionate consolidation when accounting for joint ventures, as they will be accounted for using the equity method, whereas joint operations will be accounted for by recognizing the venturer's share of the assets, liabilities, revenue and expenses. Management has adopted this standard in the Company's financial statements for the period beginning January 1, 2013. The Company does not anticipate the application of IFRS 11 to have a significant impact on its financial statements.

(f) IFRS 12, Disclosure of Interests in Other Entities:

The IASB has issued IFRS 12 Disclosure of Interest in Other Entities, which includes disclosure requirements about subsidiaries, joint ventures, and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements. This standard will become effective for annual periods beginning on or after July 1, 2013. Earlier adoption is permitted. Management has adopted this standard in the Company's financial statements for the period beginning January 1, 2013. The Company does not anticipate the application of IFRS 12 to have a significant impact on its financial statements.

(g) IFRS 13, Fair Value Measurement:

IFRS 13, Fair Value Measurement: effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, sets out in a single IFRS a framework for measuring fair value and new required disclosures about fair value measurements. Management has adopted this standard in the Company's financial statements for the period beginning January 1, 2013. The Company does not anticipate the application of IFRS 13 to have a significant impact on its financial statements.

(h) IAS 32, Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities:

In December 2011, the IASB issued an amendment to IAS 32. The amendment clarifies the meaning of "currently has a legally enforceable right to set-off". The amendments also clarify the application of the IAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The Company does not anticipate a significant impact to its consolidated financial statements.

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and is assessing the impact of these new standards and amendments but they are not expected to have a material impact on the Company:

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

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

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

In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers. IFRS 15 is effective for periods beginning on or after January 1, 2017 and is to be applied retrospectively. IFRS 15 clarifies the principles for recognizing revenue from contracts with customers. IFRS 15 will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (i.e. service revenue and contract modifications) and improve guidance for multiple-element arrangements. The Company intends to adopt IFRS 15 in its financial statements for the annual period beginning October 1, 2018, and may consider earlier adoption. The extent of the impact of adoption of IFRS 15 has not yet been determined.

(c) IAS 32, Financial Instruments: Presentation

IAS 32 is effective for annual periods beginning on or after January 1, 2014, is amended to provide guidance on the offsetting of financial assets and financial liabilities.

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

4. DETERMINATION OF FAIR VALUES

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The categories of the fair value hierarchy that reflect the significance of inputs used in making fair value measurements are as follows:

Level 1 – quoted prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data.

At December 31, 2013, there were no financial assets and liabilities measured and recognized at fair value on a recurring basis.

The Company's policy for determining when a transfer occurs between levels in the fair value hierarchy is to assess the impact at the date of the event or the change in circumstances that could result in a transfer. There were no transfers between Level 1, Level 2 and Level 3 during the year ended December 31, 2013. At December 31, 2013, there were no financial assets or liabilities measured and recognized on the Consolidated Statement of Financial Position at fair value that would be categorized as Level 2 or Level 3 in the fair value hierarchy (December 31, 2012 - \$Nil; January 1, 2012 - \$Nil).

a) Cash and cash equivalents, trade and other receivables and trade and other payables

The fair value of cash and cash equivalents, trade and other receivables and trade and other payables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. At December 31, 2013 and 2012, the fair value of these balances approximated their carrying amount due to their short term to maturity.

b) Stock Options

The fair value of stock options are measured using a Black-Scholes pricing model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected forfeiture rate (based on historic forfeitures), expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). The Black-Scholes pricing model is based on the

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

following significant assumptions:

	December 31, 2013	December 31, 2012
Risk-free interest rate	1.5%	1.5%
Expected forfeitures	10.0%	10.0%
Expected volatility	207.9%	116.3%
Expected life	2.0 years	2.0 years
Dividends	nil	nil

5. RECEIVABLES

The Company's receivables are as follows:

	December 31, 2013	December 31, 2012	December 31, 2011
Input tax credits	\$ 8,905	13,877	2,845
Trade receivables	106,462	4,261	-
	\$ 115,367	18,138	2,845

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

6. PROPERTY AND EQUIPMENT

	Office furniture and equipment		Total
Asset cost			
Balance December 31, 2011	\$	-	\$ -
Additions		-	-
Balance December 31, 2012		-	-
Additions		2,847	-
Balance December 31, 2013	\$	2,847	\$ 2,847

	Office furniture and equipment		Total
Accumulated depreciation			
Balance December 31, 2011	\$	-	\$ -
Additions		-	-
Balance December 31, 2012		-	-
Additions		-	-
Balance December 31, 2013	\$	-	\$ -

	Office furniture and equipment		Total
Carrying amounts			
Balance December 31, 2011	\$	-	\$ -
Balance December 31, 2012	\$	-	\$ -
Balance December 31, 2013	\$	2,847	\$ 2,847

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

7. INTANGIBLE ASSETS

		Other	Patent	Total
Asset cost				
Balance December 31, 2011	\$	2,617	20,000	22,617
Additions		-	-	-
Balance December 31, 2012		2,617	20,000	22,617
Additions		-	-	-
Balance December 31, 2013	\$	2,617	20,000	22,617
		Other	Patent	Total
Accumulated amortization				
Balance December 31, 2011	\$	-	-	-
Additions		-	-	-
Balance December 31, 2012		-	-	-
Additions		-	-	-
Balance December 31, 2013	\$	-	-	-
		Other	Patent	Total
Carrying amounts				
Balance December 31, 2011	\$	2,617	20,000	22,617
Balance December 31, 2012	\$	2,617	20,000	22,617
Balance December 31, 2013	\$	2,617	20,000	22,617

The Company acquired the rights to US Patent #8,069,078 (the "Patent") from the CEO of the Company during the year ended December 31, 2009 in exchange for 2,800,000 common shares of the Company. The Patent relates to a method of obtaining a representative online polling sample that is intended to substantially eliminate coverage bias from the sample. The Patent was filed in 2007 and expires in 2027.

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

8. CAPITAL STOCK AND CONTRIBUTED SURPLUS

- a) Authorized capital stock: Unlimited number of common shares.
- b) Common shares issued and outstanding: 14,827,148 (2012 – 12,237,148) During the year ended December 31, 2013 the Company had the following transactions:
 - (i) On October 21, 2013, the Company completed a non-brokered private placement for 2,590,000 shares at a price of \$0.571 per share for gross proceeds of \$1,480,000. In connection with the private placement, the Company paid legal expenses of \$15,914.

During the year ended December 31, 2012 the Company had the following transactions:

- (i) On March 1, 2012, 1,400,000 warrants were exercised in exchange for 1,400,000 common shares at a price of \$0.071 per share for gross proceeds of \$100,000.
- (ii) On April 13, 2012, the Company completed a non-brokered private placement for 1,575,000 shares at a price of \$0.143 per share for gross proceeds of \$225,000.
- (iii) On November 30, 2012, the Company completed a non-brokered private placement for 1,614,410 shares at a price of \$0.286 per share for gross proceeds of \$461,260.

During the year ended December 31, 2011 the Company had the following transactions:

- (i) The Company issued 233,338 common shares at \$0.001 per common share for gross proceeds of \$17.
- (ii) The Company issued 700,000 common shares at \$0.071 per common share for gross proceeds of \$50,000.

Subsequent to December 31, 2013 the Company completed a stock dividend issuing 13 common shares for each common share outstanding. All per share calculations have been retroactively restated to give effect to this issuance.

9. STOCK OPTIONS

a) Stock options

The Company has a stock option plan under which it is authorized to grant options to directors, employees and consultants enabling them to acquire in aggregate up to 20% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price, minimum price, or a discounted price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of 5 years and are subject to vesting provisions as determined by the board of directors of the Company.

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

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

	2013		2012	
	Number	Weighted average price	Number	Weighted average price
Outstanding, beginning of year	1,180,298	\$0.214	-	-
Granted	354,102	\$0.571	1,180,298	\$0.214
Outstanding, end of year	1,534,400	\$0.296	1,180,298	\$0.214
Exercisable, end of year	383,600	\$0.296	295,078	\$0.214
Options reserved for issuance under stock option plan	2,965,430		2,447,430	

The weighted average remaining contractual life of options outstanding at December 31, 2013 is 3.8 years (2012 – 4.5 years).

During the year the Company recorded compensation expense, with a corresponding credit to contributed surplus of \$99,344 (2012 - \$76,137, 2011 - \$Nil). Total fair value of the 354,102 (2012 – 1,180,298, 2011 - Nil) stock options granted during the year was \$170,025 (2012 - \$160,271, 2011 - \$Nil).

10. FINANCIAL RISK MANAGEMENT

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's accounts receivable are due from customers and the Government of Canada for input tax credits and are subject to normal credit risk.

The following table provides information regarding the aged trade receivables as at December 31, 2013:

Current	31-60 days	61-90 days	91 days +
23%	11%	8%	33%

The following table provides information regarding the aged trade receivables as at December 31, 2012:

Current	31-60 days	61-90 days	91 days +
100%	0%	0%	0%

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

Allowance for Doubtful Accounts

At each period end, the Company reviews the collectability of outstanding receivables. The specific accounts are only written off once all the collection avenues have been explored or when legal bankruptcy has occurred. The following is a reconciliation of the allowance account.

Reconciliation of the allowance for doubtful accounts		
December 31	2013	2012
Balance, beginning of the year	\$ -	\$ -
Change in provision	8,884	-
Balance as at December 31	\$ 8,884	\$ -

The following table identifies the percentage of trade accounts receivable from individual customers comprising 10% or more of the Company's trade receivables:

	2013	2012
Customer A	21%	0%
Customer B	16%	0%
Customer C	16%	0%
Customer D	12%	0%
Customer E	12%	0%
Customer E	0%	100%

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company's approach to managing liquidity is to ensure it will have sufficient liquidity to meet its liabilities when due. The Company's ongoing liquidity is impacted by various external events and conditions.

The Company's financial liabilities consists of accounts payable and accrued liabilities and consists of invoices payable to trade suppliers for internet traffic, general and administrative and are paid within one year.

The Company expects to fund these liabilities through the use of existing cash resources and funds raised through equity financings.

c) Market risk

Market risk is the risk that changes in market prices, such as commodity prices, interest rates and foreign exchange rates will affect the Company's net earnings or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

(i) *Interest rate risk*

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As of December 31, 2013, the Company did not have any investments in investment-grade short-term deposit certificates.

(ii) *Foreign currency risk*

The Company's activities are conducted in foreign jurisdictions and a portion of the Company's cash is denominated in US dollars (USD). The Company has not entered into foreign exchange rate contracts to mitigate this risk.

	USD Balance	CDN \$ equivalent
Cash	56,504	60,021

The estimated impact on net earnings at December 31, 2013 with a +/- 10% change in foreign exchange rates is \$5,600 (December 31, 2012 - \$320,424)

d) *Capital management*

The Company's capital is defined to be shareholders' equity. The Company's objective in managing capital is to ensure it has adequate working capital to meet day to day needs and access to sources of capital sufficient to finance its operations and to make planned capital expenditures or capital acquisitions as opportunities present themselves. The Company manages its capital structure and makes changes to it in light of changes in economic conditions, anticipated or planned capital expenditures, opportunities for acquisitions and the risk characteristics of the underlying investments.

The Company is not subject to any externally imposed capital requirements.

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

11. INCOME TAXES

The following table reconciles the expected income tax expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statements of operations and comprehensive loss for the years ended December 30, 2013 and 2012:

	December 31, 2013	December 31, 2012	December 31, 2011
Income (Loss) for the year	\$ (517,789)	\$ (426,815)	\$ (88,283)
Statutory income tax rate	15.50%	15.50%	15.50%
Expected income tax (recovery)	(80,257)	(66,156)	(13,684)
Non-deductible items	15,679	12,160	-
Change in estimates	-	901	13,684
Change in tax rates	(47,580)	(38,321)	-
Share issuance costs	(2,467)	-	-
Change in deferred tax asset not recognized	114,625	91,416	-
Total income tax expense (recovery)	\$ -	\$ -	\$ -

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Deferred tax assets (liabilities) at December 30, 2013 and 2012 are comprised of the following:

	December 31, 2013	December 31, 2012	December 31, 2011
Non-capital loss carry forwards	\$ 172,671	\$ 82,573	\$ -
Intangible assets	29,929	8,840	8,840
Donation	66	-	-
Financing costs	3,374	-	-
	206,041	91,416	8,840
Deferred tax asset not recognized	206,041	91,416	8,840
Net Deferred tax asset (liability)	\$ -	\$ -	\$ -

The Company has non capital loss carryforwards of approximately \$651,591 (2012: \$311,609) which may be carried forward to apply against future year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

2032	\$ 311,609
2033	339,982
	\$ 651,591

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

12. EXPENSES BY NATURE

The Company has chosen to present its Statements of Comprehensive Loss based on the functions of the entity. The Statements of Comprehensive Loss include the following expenses by nature:

(a) Employee costs:

December 31		2013		2012		2011
Short-term wages and benefits	\$	312,277	\$	162,107	\$	-
Share based payments		99,344		76,137		-
Balance as at December 31	\$	411,621	\$	238,244	\$	-
<i>Included in:</i>						
December 31		2013		2012		2011
General and administrative	\$	411,621	\$	238,244	\$	-

13. RELATED PARTY TRANSACTIONS

(a) Related Party Transactions

Included in Technology Costs are consulting fees to the Company's CTO in the amount of \$109,000 (2012 - \$63,000).

Included in Technology Costs are fees of \$9,942 (2012 - \$9,942) paid to a director of the Company for technology services.

(b) Key Management Compensation

The Company's key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company and consist of the Company's Board of Directors and the Company's Executive Leadership Team. The Executive Leadership Team consists of the CEO, President, and CTO.

Total compensation expense for key management personnel and the composition thereof, is:

December 31		2013		2012		2011
Short-term wages and benefits	\$	259,000	\$	155,000	\$	-
Share based payments		99,344		76,137		-
Balance as at December 31	\$	358,344	\$	231,137	\$	-

RIWI Corp.

Notes to financial statements

For the years ended December 31, 2013, 2012 and 2011

(amounts in Canadian dollars)

14. COMMITMENTS

The Company currently leases its office space at \$3,697 per month including Harmonized Sales Tax at 13%. The lease expires on July 14, 2015.

15. SEGMENTED INFORMATION AND CONCENTRATIONS

The Company operates in one segment, to provide intelligence using a proprietary digital survey platform called Random Domain Intercept Technology.

During the year ended December 31, 2013, four customers accounted for 50% of total revenue (2012 – four customers accounted for 67% of total revenue, 2011 - nil).

Information regarding revenue earned from major customers by geographic segments, based on the location of the customer, is as follows:

	For the year ended	
	Dec. 31, 2013	Dec. 31, 2012
Revenue:		
Asia	5%	35%
Canada	56%	26%
Europe	0%	16%
United States	39%	22%
	100%	100%

16. SUBSEQUENT EVENTS

Subsequent to the year end the Company granted options to purchase 476,000 common shares at an exercise price of \$0.857 per common share.

Subsequent to the year end the Company approved a dividend \$1, to be paid by the allotment of 13,768,066 common shares (the "Stock Dividend"), being 13 common shares in respect of each common share outstanding prior to the Stock Dividend.

CERTIFICATE OF THE COMPANY

Dated: April 8, 2015

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of Ontario.

“Neil L. Seeman”

Neil L. Seeman

President, Chief Executive Officer and Director

“Dan Kriznic”

Dan Kriznic

Chief Financial Officer

On behalf of the Board of Directors

“Robert P. Pirooz”

Robert P. Pirooz

Director

“Robert L. Seeman”

Robert Seeman

Director

SCHEDULE A

CHARTER OF THE AUDIT COMMITTEE OF RIWI CORP.

RIWI CORP.
CHARTER OF THE AUDIT COMMITTEE

1. PURPOSE AND PRIMARY RESPONSIBILITY

1.1 This charter sets out the Audit Committee's purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board of Directors (the "**Board**") of RIWI Corp. (the "**Company**"), annual evaluation and compliance with this charter.

1.2 The primary responsibility of the Audit Committee is that of oversight of the financial reporting process on behalf of the Board. This includes oversight responsibility for financial reporting and continuous disclosure, oversight of external audit activities, oversight of financial risk and financial management control, and oversight responsibility for compliance with tax and securities laws and regulations as well as whistle blowing procedures. The Audit Committee is also responsible for the other matters as set out in this charter and/or such other matters as may be directed by the Board from time to time. The Audit Committee should exercise continuous oversight of developments in these areas.

2. MEMBERSHIP

2.1 The majority of the members of the Audit Committee must be an independent director of the Company as defined in sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), provided that should the Company become listed on a more senior exchange, each member of the Audit Committee will also satisfy the independence requirements of such exchange.

2.2 The Audit Committee will consist of at least two members, all of whom shall be financially literate, provided that an Audit Committee member who is not financially literate may be appointed to the Audit Committee if such member becomes financially literate within a reasonable period of time following his or her appointment. Upon graduating to a more senior stock exchange, if required under the rules or policies of such exchange, the Audit Committee will consist of at least three members, all of whom shall meet the experience and financial literacy requirements of such exchange and of NI 52-110.

2.3 The members of the Audit Committee will be appointed annually (and from time to time thereafter to fill vacancies on the Audit Committee) by the Board. An Audit Committee member may be removed or replaced at any time at the discretion of the Board and will cease to be a member of the Audit Committee on ceasing to be an independent director.

2.4 The Chair of the Audit Committee will be appointed by the Board.

3. AUTHORITY

3.1 In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

- (a) engage, set and pay the compensation for independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities, and any such consultants or professional advisors so retained by the Audit Committee will report directly to the Audit Committee;
- (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and

(c) incur ordinary administrative expenses that are necessary or appropriate in carrying out its duties, which expenses will be paid for by the Company.

4. DUTIES AND RESPONSIBILITIES

4.1 The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board the external auditor to be nominated by the Board;
- (b) recommending to the Board the compensation of the external auditor to be paid by the Company in connection with (i) preparing and issuing the audit report on the Company's financial statements, and (ii) performing other audit, review or attestation services;
- (c) reviewing the external auditor's annual audit plan, fee schedule and any related services proposals (including meeting with the external auditor to discuss any deviations from or changes to the original audit plan, as well as to ensure that no management restrictions have been placed on the scope and extent of the audit examinations by the external auditor or the reporting of their findings to the Audit Committee);
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is independent by receiving a report annually from the external auditors with respect to their independence, such report to include disclosure of all engagements (and fees related thereto) for non-audit services provided to Company;
- (f) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board by receiving, at least annually, a report by the external auditor on the audit firm's internal quality control processes and procedures, such report to include any material issues raised by the most recent internal quality control review, or peer review, of the firm, or any governmental or professional authorities of the firm within the preceding five years, and any steps taken to deal with such issues;
- (g) ensuring that the external auditor meets the rotation requirements for partners and staff assigned to the Company's annual audit by receiving a report annually from the external auditors setting out the status of each professional with respect to the appropriate regulatory rotation requirements and plans to transition new partners and staff onto the audit engagement as various audit team members' rotation periods expire;
- (h) reviewing and discussing with management and the external auditor the annual audited and quarterly unaudited financial statements and related Management Discussion and Analysis ("MD&A"), including the appropriateness of the Company's accounting policies, disclosures (including material transactions with related parties), reserves, key estimates and judgements (including changes or variations thereto) and obtaining reasonable assurance that the financial statements are presented fairly in accordance with IFRS and the MD&A is in compliance with appropriate regulatory requirements;
- (i) reviewing and discussing with management and the external auditor major issues regarding accounting principles and financial statement presentation including any significant changes in the selection or application of accounting principles to be observed in the preparation of the financial statements of the Company and its subsidiaries;
- (j) reviewing and discussing with management and the external auditor the external auditor's written communications to the Audit Committee in accordance with generally accepted auditing

standards and other applicable regulatory requirements arising from the annual audit and quarterly review engagements;

(k) reviewing and discussing with management and the external auditor all earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies prior to such information being disclosed;

(l) reviewing the external auditor's report to the shareholders on the Company's annual financial statements;

(m) reporting on and recommending to the Board the approval of the annual financial statements and the external auditor's report on those financial statements, the quarterly unaudited financial statements, and the related MD&A and press releases for such financial statements, prior to the dissemination of these documents to shareholders, regulators, analysts and the public;

(n) satisfying itself on a regular basis through reports from management and related reports, if any, from the external auditors, that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements that such information is fairly presented;

(o) overseeing the adequacy of the Company's system of internal accounting controls and obtaining from management and the external auditor summaries and recommendations for improvement of such internal controls and processes, together with reviewing management's remediation of identified weaknesses;

(p) reviewing with management and the external auditors the integrity of disclosure controls and internal controls over financial reporting;

(q) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company and assessing, as part of its internal controls responsibility, the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board;

(r) satisfying itself that management has developed and implemented a system to ensure that the Company meets its continuous disclosure obligations through the receipt of regular reports from management and the Company's legal advisors on the functioning of the disclosure compliance system, (including any significant instances of non-compliance with such system) in order to satisfy itself that such system may be reasonably relied upon;

(s) resolving disputes between management and the external auditor regarding financial reporting;

(t) establishing procedures for:

(i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practises relating thereto; and

(ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

(u) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;

- (v) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
- (w) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities;
- (x) establishing procedures for:
 - (i) reviewing the adequacy of the Company's insurance coverage, including the Directors' and Officers' insurance coverage;
 - (ii) reviewing activities, organizational structure, and qualifications of the Chief Financial Officer ("CFO") and the staff in the financial reporting area and ensuring that matters related to succession planning within the Company are raised for consideration at the Board;
 - (iii) obtaining reasonable assurance as to the integrity of the Chief Executive Officer ("CEO") and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Company;
 - (iv) reviewing fraud prevention policies and programs, and monitoring their implementation;
 - (v) reviewing regular reports from management and others (e.g., external auditors, legal counsel) with respect to the Company's compliance with laws and regulations having a material impact on the financial statements including:
 - (A) Tax and financial reporting laws and regulations;
 - (B) Legal withholding requirements;
 - (C) Environmental protection laws and regulations;
 - (D) Other laws and regulations which expose directors to liability; and

4.2 A regular part of Audit Committee meetings involves the appropriate orientation of new members as well as the continuous education of all members. Items to be discussed include specific business issues as well as new accounting and securities legislation that may impact the organization. The Chair of the Audit Committee will regularly canvass the Audit Committee members for continuous education needs and in conjunction with the Board education program, arrange for such education to be provided to the Audit Committee on a timely basis.

4.3 On an annual basis the Audit Committee shall review and assess the adequacy of this charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Company has a reporting relationship and, if appropriate, recommend changes to the Audit Committee charter to the Board for its approval.

5. MEETINGS

5.1 The quorum for a meeting of the Audit Committee is a majority of the members of the Audit Committee.

5.2 The Chair of the Audit Committee shall be responsible for leadership of the Audit Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. The Chair of the Audit Committee will also maintain regular liaison with the CEO, CFO, and the lead external audit partner.

5.3 The Audit Committee will meet in camera separately with each of the CEO and the CFO of the Company at least annually to review the financial affairs of the Company.

5.4 The Audit Committee will meet with the external auditor of the Company in camera at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.5 The external auditor must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Audit Committee.

5.6 Each of the Chair of the Audit Committee, members of the Audit Committee, Chair of the Board, external auditor, CEO, CFO or secretary shall be entitled to request that the Chair of the Audit Committee call a meeting which shall be held within 48 hours of receipt of such request to consider any matter that such individual believes should be brought to the attention of the Board or the shareholders.

6. REPORTS

6.1 The Audit Committee will report, at least annually, to the Board regarding the Audit Committee's examinations and recommendations.

6.2 The Audit Committee will report its activities to the Board to be incorporated as a part of the minutes of the Board meeting at which those activities are reported.

7. MINUTES

7.1 The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

8. ANNUAL PERFORMANCE EVALUATION

8.1 The Board will conduct an annual performance evaluation of the Audit Committee, taking into account the Charter, to determine the effectiveness of the Committee.