



April 17, 2017

Canadian Securities Exchange  
220 Bay Street, 9th Floor  
Toronto, Ontario, M5J 2W4

**Annual Update to Listing Statement for IGEN Networks Corp (IGN)**

The attached is the Company's December 31, 2016 SEC Form 10-K which is being posted as the Company's updated Listing Statement in compliance with Section 13(f) of the CSE's Policy 5, *Timely Disclosure, Trading Halts and Posting Requirements*.

A handwritten signature in black ink, appearing to read 'R. Freeman', with a long horizontal flourish extending to the right.

Richard Freeman  
Chief Operating Officer

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

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**FORM 10-K**

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☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2016.

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_.

Commission File No. 333-141875

**IGEN Networks Corp.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or Other Jurisdiction of  
incorporation or organization)

20-5879021  
(I.R.S. Employer  
Identification No.)

1025 – 1185 West Georgia Street, Vancouver, BC, V6E 4E6  
(Address of principal executive offices) (Zip Code)

1-888-244-3650  
(Registrant's telephone number including area code)

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:

**Common Stock**  
Title of Class

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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

Large accelerated filer: ☐

Accelerated filer: ☐

Non-accelerated filer: ☐

Smaller reporting company: ☒

(Do not check if a smaller reporting company)

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

The aggregate market value of the Common Stock of IGEN Networks Corp. held by non-affiliates as of June 30, 2016 was \$4,213,328 based on the closing price of the common stock of \$0.16

The number of shares of the registrant's common stock outstanding as of April 14, 2017 was 34,667,807.

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## Part I

### Item 1. Business

#### Description of Business

IGEN Networks Corp. (“IGEN”, the “Company”, “we”, “our”) was incorporated in the State of Nevada on November 14, 2006 under the name of Nurse Solutions Inc. On September 19, 2008 the Company changed its name to Sync2 Entertainment Corporation and traded under the symbol SYTO. On September 15, 2008 the Company became a reporting issuer in British Columbia, Canada. On May 26, 2009, the Company changed its name to IGEN Networks Corp., the Company’s common stock was assigned 45172B 10 2 as its new CUSIP number, and the Company’s trading symbol was changed to IGEN effective June 30, 2009. On November 4, 2011, IGEN Business Solutions Inc., a wholly owned Canadian subsidiary of IGEN Networks Corp., was incorporated. On March 25, 2015, the Company was listed on the Canadian Securities Exchange (CSE) under the trading symbol IGN and the Company became a reporting Venture Issuer in British Columbia and Ontario, Canada.

The Company’s principal business is investing in or acquiring operating high tech companies and playing an active role in the management of these companies to mitigate risk and maximize their revenue growth. The Company defines itself as an “invasive” business accelerator. Through ownership of IGEN shares, the general public has an opportunity to participate in the financial growth and any liquidity events of these privately-held and IGEN-managed technology companies. The Company has primarily targeted companies with technologies or solutions in three specific areas: Machine to Machine (M2M) applications and technologies, Cloud-based software-as-a-service (SaaS) business applications, and specialized wireless broadband communications infrastructure. A secondary part of IGEN’s business is negotiating distribution agreements with organizations, typically in the above industries, and selling their products and services through the distribution channels of our portfolio companies, or newly developed global IGEN sales channels.

As of December 31, 2016 the Company had:

- i) Equity positions and distribution agreements with two Canadian privately held companies: Gogiro Internet Group, and Machlink Inc., in which it has 30.44% and 2.15% equity positions respectively;
- ii) A 100% equity position in Nimbo LLC, a privately held US company acquired in 2014;
- iii) A global distribution agreement with Star Solutions Inc., a privately held Canadian company; and
- iv) A software license and hardware supply agreement with GPS Holdings Ltd (GHD), a privately held US Company.

The Company’s head office is located at Suite 1025, 1185 Georgia Street, Vancouver BC, Canada, V6E 4E6. The Company’s phone number is 1-888-244-3650.

The Company itself currently owns no patents. The Company is in the process of securing trademarks and distribution licenses through increased ownership of privately held technology companies.

The Company is not aware of any government approval or regulations, other than those governing the normal course of business, which will affect its own business. However, the Company is invested in and foresees future investment in, or possible joint ventures with, companies for which local, regional or national regulatory approvals, particularly those pertaining to wireless networks or GPS-based applications, may apply.

The Company is not aware of any significant costs or effects of compliance with environmental laws.

The Company currently has no full-time employees. All head-office executive management activities are undertaken by Directors of the Company on a contract basis and the Company also relies on subcontractors for a number of professional services. On a consolidated basis, including the Company’s wholly owned subsidiaries, the Company has 8 full time employees.

**Item 1A. Risk Factors**

For a discussion of risk factors affecting the Company please refer to the *Cautionary Note Regarding Forward-looking Statements* included in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Item 1B. Unresolved Staff Comments**

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

**Item 2. Properties**

The Company owns no plants, mines and other materially important physical properties. The Company's office locations are specified in Item 1 of this document.

**Item 3. Legal Proceedings**

The Company is not party to any legal proceedings.

**Item 4. Mine Safety Disclosures**

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

## Part II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

#### Market Information

##### Principal Markets

The Company's common shares currently trade on the both the OTC market in the United States and are quoted on the OTCQB under the symbol IGEN, and the Canadian Securities Exchange (CSE) in Canada under the trading symbol IGN.

##### High and Low Sales Prices

| Quarter Ended      | High |      | Low |      |
|--------------------|------|------|-----|------|
| 2015               |      |      |     |      |
| March 31, 2015     | \$   | 0.23 | \$  | 0.17 |
| June 30, 2015      | \$   | 0.26 | \$  | 0.21 |
| September 30, 2015 | \$   | 0.26 | \$  | 0.18 |
| December 31, 2015  | \$   | 0.25 | \$  | 0.14 |
| 2016               |      |      |     |      |
| March 31, 2016     | \$   | 0.19 | \$  | 0.16 |
| June 30, 2016      | \$   | 0.19 | \$  | 0.14 |
| September 30, 2016 | \$   | 0.17 | \$  | 0.08 |
| December 31, 2016  | \$   | 0.13 | \$  | 0.05 |

##### Holders

As of December 31, 2016, there were 357 registered shareholders of common shares, not including objecting beneficial owners.

##### Dividends

The Company has paid no cash dividends in the past and as of yet has had no retained earnings from which to do so.

##### Securities authorized for issuance under equity compensation plans

The following table summarizes information about stock options outstanding and exercisable at December 31, 2016:

| Range of exercise prices \$ | Outstanding      |   |                                    | Exercisable      |                                    |  |
|-----------------------------|------------------|---|------------------------------------|------------------|------------------------------------|--|
|                             | Number of shares | Weighted average remaining contractual life (years) | Weighted average exercise price \$ | Number of shares | Weighted average exercise price \$ |  |
| 0.07                        | 75,000           | 1.3   | 0.07                               | 75,000           | 1.25                               |  |
| 0.09                        | 960,000          | 1.3   | 0.09                               | 960,000          | 0.09                               |  |
| 0.10                        | 250,000          | 4.8   | 0.10                               | 50,000           | 0.10                               |  |
| 0.16                        | 225,000          | 4.1   | 0.16                               | 75,000           | 0.16                               |  |
| 0.19                        | 2,370,000        | 3.7   | 0.19                               | 2,345,000        | 0.19                               |  |
| Cdn\$0.25                   | 120,000          | 3.7   | Cdn\$0.25                          | 70,000           | Cdn\$0.25                          |  |
|                             | 4,000,000        | 3.2   | 0.16                               | 3,575,000        | 0.16                               |  |

*\*Number of options exercisable as December 31, 2016 was 3,575,000.*

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On March 25, 2013 via Board of Directors Consent Resolution, the Company ratified and adopted a Stock Option Plan, created an option pool of 4,000,000 options. As of December 31, 2014, 2,585,000 options had been granted, leaving 1,415,000 options remaining for future grants.

On August 31, 2015 via Board of Director's Consent Resolution, the Company depleted the 2013 option pool and replenished the option pool to 5,000,000 options, representing 18% of outstanding shares at that time.

During the year ended December 31, 2015 2,540,000 options of the option pool were granted, leaving 3,875,000 options available for future grants.

During the year ended December 31, 2016, 675,000 options of the option pool were granted, leaving 3,150,000 options remaining for future grants.

### **Performance Graph**

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

### **Recent sales of unregistered securities**

#### **2015**

During the year ended December 31, 2015, the Company issued the following shares/units pursuant to non-brokerage private placements:

On April 22, 2015, The Company closed two non-brokered private placements of a total of 596,839 shares for gross proceeds of \$98,796. The first private placement was for 133,333 units ("Unit X") at a subscription price of \$0.15 per unit for total proceeds of \$20,000. Each Unit X consists of one common share and a half share purchase warrant, each whole warrant exercisable into one common share at \$0.35 for a period of two years from the closing date. The second private placement was for 463,506 common shares at a subscription price of \$0.17 per share for total proceeds of \$78,796.

On May 15, 2015, The Company closed a non-brokered private placements of a total of 600,000 units ("Unit Y") for gross proceeds of \$100,367. Each Unit Y consists of one common share and one share purchase warrant. Each warrant is exercisable into one common share at \$0.28 Cdn\$0.35 for a period of two years from the issuance. These warrants are also subject at the Company's option, to an acceleration of their expiry if the weighted average closing price of the Company's common shares on Canadian Stock Exchange is greater than Cdn\$0.60 for twenty consecutive trading days.

On December 11, 2015, the Company issued 294,118 units ("Unit Z") for \$50,000. Each Unit Z includes one common share and one share purchase warrant, enabling the holder to purchase one additional common share of the Company at a price of \$0.35 for a period expiring two years from their date of issuance. These warrants are also subject at the Company's option, to an acceleration of their expiry if the weighted average closing price of the Company's common shares on Canadian Stock Exchange is greater than \$0.50 for ten consecutive trading days.

During the year ended December 31, 2015, the Company also issued the following common shares:

On April 22, 2015, The Company issued 100,000 common shares for option exercise and received proceeds of \$9,000.

During the year ended December 31, 2015, the Company issued 498,801 common shares for services of \$53,374 and prepaid services yet to be rendered of \$54,570 (totaling \$107,944).

During the year ended December 31, 2015, the Company issued 310,318 common shares for the settlement of debt of \$50,644. There is no gain or loss in connection with this debt settlement.

## 2016

During the year ended December 31, 2016, the Company issued the following shares/units pursuant to non-brokerage private placements:

On March 29, 2016, the Company issued 588,240 units for cash proceeds of \$76,029 (Cdn\$100,000). Each unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share at \$0.25 (Cdn\$0.34) per share before March 29, 2018.

On May 4, 2016, the Company issued 250,000 units for cash proceeds of \$22,770 (Cdn\$30,000). Each unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share at \$0.15 per share before May 4, 2018.

On June 9, 2016, the Company issued 312,500 units for cash proceeds of \$39,283 (Cdn\$50,000). Each unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share at \$0.20 per share before June 9, 2017.

On October 12, 2016, the Company issued 357,143 units for cash proceeds of \$37,659 (Cdn\$50,000). Each unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share at \$0.18 per share before October 12, 2017. There were \$3,542 (Cdn\$4,000) in finder's fees paid to a non-related party and recorded as share issuance costs in relation to this financing.

On December 5, 2016, the Company issued 980,392 units for cash proceeds of \$100,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share at \$0.15 per share before December 5, 2017.

On December 13, 2016, the Company issued 588,235 units for cash proceeds of \$50,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share at \$0.15 per share before December 13, 2017.

During the year ended December 31, 2016, the Company also issued the following common shares:

On January 7, 2016, the Company issued 55,556 common shares for exercise of options at \$0.09 per share for total proceeds of \$5,000.

On October 12, 2016, the Company issued 50,000 common shares with a fair value of \$7,500 for the settlement of debt of \$6,000. The Company recorded a loss on settlement of debt of \$1,500 in connection with this debt settlement.

On October 12, 2016, the Company issued 512,880 common shares for the conversion of two convertible debentures totaling \$79,065 (Cdn\$73,855) including interest.

During the year ended December 31, 2016, the Company issued 479,290 common shares with the fair value of \$60,480 in exchange for consulting services rendered by external consultants.

As at December 31, 2016 and 2015, the Company received subscriptions proceeds of \$25,000 for issuance of units at \$0.17 per unit. Each unit consists of one common share and one share purchase warrant exercisable at \$0.35 per share for a period expiring two years from their date of issuance. As of the date of this report, the Company has not issued the units for this subscription.

### Item 6. Selected Financial Data

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



## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") provides information for the year ended December 31, 2016. This MD&A should be read together with our audited consolidated financial statements and the accompanying notes for the year ended December 31, 2016 (the "consolidated financial statements"). The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). Except where otherwise specifically indicated, all amounts in this MD&A are expressed in United States dollars.

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

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

### Cautionary Note Regarding Forward-looking Statements

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

- *Typically include words and phrases about the future such as "outlook", "may", "estimates", "intends", "believes", "plans", "anticipates" and "expects";*
- *Are not promises or guarantees of future performance. They represent our current views and may change significantly;*
- *Are based on a number of assumptions, including those listed below, which could prove to be significantly incorrect:*
  - *Our ability to find viable companies in which to invest*
  - *Our ability successfully manage companies in which we invest*
  - *Our ability to successfully raise capital*
  - *Our ability to successfully expand and leverage the distribution channels of our portfolio companies;*
  - *Our ability to develop new distribution partnerships and channels*
  - *Expected tax rates and foreign exchange rates.*
- *Are subject to substantial known and unknown material risks and uncertainties. Many factors could cause our actual results, achievements and developments in our business to differ significantly from those expressed or implied by our forward-looking statements. Actual revenues and growth projections of the Company or companies in which we are invested may be lower than we expect for any reason, including, without limitation:*
  - *the continuing uncertain economic conditions*
  - *price and product competition*
  - *changing product mixes,*
  - *the loss of any significant customers,*
  - *competition from new or established companies,*
  - *higher than expected product, service, or operating costs,*
  - *inability to leverage intellectual property rights,*
  - *delayed product or service introductions*

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

## Overview

In 2016, the Company continued to focus its efforts on generating more revenues, increasing shareholder value through increased investment or acquisition in portfolio companies, and managing growth of our invested companies. Highlights for the year include:

- On January 5, 2016, after successful completion of a previously announced field trial, the Company announced receipt of its largest single order to date for Nimbo Tracking solutions to be deployed across several large automotive dealerships in Southern California throughout 2016.
- On March 8, 2016, the Company announced the signing of a master purchase order for the provision of up to 12,000 activations for BHPH and SVR solutions.
- On June 21, 2016, the Company announced its first order for pre-loaded solutions for automotive dealerships and their customers. This order represented the Company's largest revenue order to date, supporting multiple automotive OEM brands, where all vehicles pre-installed and service activated.
- On August 8, 2016, the Company announced a new record of over 3,000 activations per month achieved in fulfilling its previously announced orders.
- On October 28, 2016, the Company announced launch of new and upgraded products, which it demonstrated at SEMA show in Las Vegas, including new fleet analytics solutions for its automotive dealership channels.
- On November 14, 2016, the Company announced a record third quarter that included record 3 and 9-month revenues and gross profits, its lowest quarterly loss since 2014, and positive cash flow from operations (which included deferred revenues and therefore on a non-GAAP basis).
- Continued streamlining of marketing and distribution channels to leverage key distributor and market partner strengths, including market access to over 12,000 automotive dealerships and nationwide installation networks of more than 900 installers across the United States.
- Continued investment in product platform and resources to support growth and provide scalability, improved functionality, stability, and performance.
- Record recognized revenues of \$1,143,117
- Record gross profits of \$394,739
- Total annual sales growth of 33%
- New service sales growth of 163%
- Increased gross margins from 31% to 35%
- Significant reduction in annual net losses (from -\$1,613,130 to -\$836,758)
- Improved funds flow<sup>1</sup> from operations (from -\$484,495 to -\$394,596)

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<sup>1</sup>See non-GAAP Measures discussion on page 12

## **Financial Condition and Results of Operations**

### **Capital Resources and Liquidity**

#### ***Current Assets and Liabilities, Working Capital***

As of December 31, 2016, the Company had total current assets of \$253,489, a 110% increase from the end of 2015. This increase was mostly due to a \$98,982 increase in trade accounts receivables, consisting primarily of monies owed by customers to Nimbo for products and services sold. These receivables were all subsequently paid within net 30 day terms.

The Company's current liabilities as of December 31, 2016 were \$1,089,972, a 46% increase over those reported at the end of the 2015. However \$239,168 (or 22%) of the Company's current liabilities, were deferred revenues for sales made in 2016 which will eventually convert to revenue in 2017. The current portion of the Company's deferred revenue liabilities increased by \$182,368 (or 321%) over the previous year, due to a significant increase in one and three-year service contracts sold in 2016. The Company saw a 42% increase in trade accounts payables, due primarily to increasing payables owed by Nimbo Tracking for cellular carrier services and device hardware, reflective of Nimbo's sales growth. Nimbo's payables represent 64% of the Company's payables. The remaining payables are made up of contractor fees, legal fees, auditing fees, filing fees, and accounting fees, the majority being \$132,053 in management and consulting fees owed to the Company's executive officers.

IGEN ended 2016 with negative working capital of (\$836,483), though \$371,221 or 44% of this is comprised of \$239,168 in current deferred revenue and \$132,053 in fees owed to executive officers. Adequate working capital remains a core requirement for growth and profitability and to facilitate further acquisitions, and the Company continues to work at improving its working capital position through ongoing equity and debt financing and actively managing the Company's growth to achieve sustainable positive cash flow.

The Company monitors its net debt<sup>2</sup> to ensure that its capital structure is maintained by a strong balance sheet to fund its future growth. Net debt is used in this document in the context of liquidity and is calculated as the total of the Company's current liabilities, less deferred revenue and derivative liabilities, less current assets. There is no U.S. GAAP measure that is reasonably comparable to net debt. The Company's net debt as at December 31, 2016 was \$569,385, a 7% increase of \$34,752 over the year.

In 2016, the Company raised an additional \$325,742 in equity financing and converted \$54,087 of convertible debentures into shares. These transactions are further disclosed in convertible debentures note 9 and common stock note 12 of the consolidated financial statements.

#### ***Total Assets and Liabilities, Net Assets***

As of December 31, 2016, the Company's total assets were \$766,382, a 19% increase over the prior year, due primarily to the increase in current assets previously discussed. The majority of the Company's assets remain \$505,508 in goodwill associated with the acquisition of Nimbo in 2014.

As of December 31, 2016, the Company's total liabilities were \$1,163,957, which reflects the sole addition of \$73,985 in long-term deferred revenue to the \$1,089,972 in current liabilities previously discussed. This long-term deferred revenue is the portion of service contracts signed in 2016 for which service, and the associated revenue recognition, occurs beyond 2017. Total liabilities increased by 56% over the previous year, however 27%, or \$313,153 of the Company's year-end total liabilities was deferred revenue, compared with only \$56,800 of deferred revenue reported at the end of 2015.

The above resulted in net assets as of December 31, 2016 being (\$397,575), and an accumulated deficit of \$8,512,310.

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

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

<sup>2</sup>See non-GAAP Measures discussion on page 12

## Results of Operations

### *Revenues and Net Income (Loss)*

#### Revenues

For the year period ended December 31, 2016, the Company had revenues of \$1,143,117, a record for the Company, and a 10% increase over the revenue reported for same period in 2015. However, this is not reflective of the actual total sales growth of the Company, as \$313,153 of the Company's 2016 revenue was deferred (compared with only \$56,800 in 2015). Including new deferred revenues the Company saw total sales growth year on year of 33%.

Service-only revenues increased by 81% to \$236,882 and hardware-only and hardware/software bundled sales remained flat at \$906,235. However the service-only revenues reported do not include the \$313,153 in deferred revenues, and do not reflect the actual growth in service sales. Total new service sales in 2016 (net deferred revenues reported in 2015) were \$493,235, an increase of 163% over total service sales of \$187,483 in 2015.

Increased revenue deferrals for services contracts in 2016 are due to the Company implementing a pricing model based on initial lower margin sales of services and hardware that is pre-loaded in automotive dealership lots, with follow-on high margin service revenues generated by subsequent sell-through to end customers. Delivery of the initial sales under this model were completed in Q3 2016 and continued through Q4 2016 and into 2017. High-margin sell through of services began to materialize in Q3 2016, leading to increased invoicing and cash flow, but also increased deferred revenues. The Company anticipates this pricing, margin, and revenue recognition model will continue to grow through 2017.

Costs of goods sold for 2016 were \$748,378, a marginal 4% increase over 2015. These costs are primarily mobile hardware and cellular carrier costs.

The resulting annual gross profit was \$394,739, a record for the Company, representing growth of 24% year on year. Gross margin percentage for the year improved from 31% to 35%.

Though the Company was able to increase revenues, gross profit, and gross margins year on year, we continue to review hardware vendor, inventory, and order fulfillment strategies as well as product and service pricing models to continually improve overall margins.

#### Expenses

Expenses for the year ended December 31, 2016 totaled \$1,197,478, a reduction of \$441,037, or 27%, from total expenses reported for 2015. However, the expenses reported in 2015 included a total of \$684,775 in non-cash debt write-downs, stock based compensation and depreciation, for which the Company only reported \$65,104 in 2016. The Company did see a total increase of 26% in management fees, salaries, and consulting fees of \$163,821 in 2016, commensurate with the Company's further investment in sales, operations, management, and investor relations.

#### Net Income (Loss)

For the year ended December 31, 2016 the Company had a net loss of \$836,758 (or -\$0.03 per basic and diluted share) compared with a net loss of \$1,613,130 (or -\$0.06 per basic and diluted share) in 2015.

The Company believes the requirement to defer a significant portion of its revenue results in the reported net income/(loss) not adequately reflect actual sales growth or cash flow. When cash received from deferred revenue sales is included, and therefore on a non-GAAP basis, the Company's funds flow from operations was (\$394,596)<sup>3</sup>.

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

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<sup>3</sup>See non-GAAP Measures discussion on page 12

### Cash Flows

For the year ended December 31, 2016, the Company saw a net increase in cash of \$6,433. Cash used in operating activities was \$305,353, a reduction of 7% from the \$327,647 net cash used in 2015. This was offset by net financings of \$330,918 raised via private placements and debt conversion. Cash at the end of the year was \$40,023.

### Non-GAAP Measures

This document contains the terms “funds flow from operations”, and “net debt” which are not recognized measures under U.S. GAAP and may not be comparable to similar measures presented by other companies.

- a) The Company considers funds flow from operations to be a key measure that indicates the Company’s ability to generate the funds necessary to support future growth through capital investment and to repay any debt. Funds flow from operations is a measure that represents cash generated by operating activities, including deferred revenue generated in the period, before changes in non-cash working capital, and may not be comparable to measures used by other companies. Funds flow from operations per share is calculated using the same weighted-average number of shares outstanding, as in the case of the earnings per share calculation for the period.

A reconciliation of funds flow from operations to cash provided by operating activities is presented as follows:

|   | Three Months Ended |                 | Year Ended       |                  |
|---|--------------------|-----------------|------------------|------------------|
|   | Dec 31, 2016       | Dec 31, 2015    | Dec 31, 2016     | Dec 31, 2015     |
| <b>FUNDS FLOW FROM OPERATIONS</b>         |                    |                 |                  |                  |
| Cash provided by operating activities     | \$ (115,504)       | \$ (121,137)    | \$ (305,353)     | \$ (327,647)     |
| Less: Change in non-cash working capital* | (77,048)           | (77,163)        | (345,596)        | (293,103)        |
| Add back: Deferred Revenue                | 90,098             | 125,247         | 256,353          | 136,255          |
| <b>Funds Flow from Operations</b>         | <b>(102,454)</b>   | <b>(73,053)</b> | <b>(394,596)</b> | <b>(484,495)</b> |
| Per share, basic and diluted              | \$ (0.00)          | \$ (0.00)       | \$ (0.01)        | \$ (0.02)        |

- b) Net debt (working capital) is closely monitored by the Company to ensure that its capital structure is maintained by a strong balance sheet to fund its future growth. Net debt is used in this document in the context of liquidity and is calculated as the total of the Company’s current liabilities, less deferred revenue and derivative liabilities, less current assets. There is no U.S. GAAP measure that is reasonably comparable to net debt.

The following table outlines the Company calculation of net debt:

|                                 | Dec 31, 2016     | Dec 31, 2015     |
|---------------------------------|------------------|------------------|
| <b>NET DEBT</b>                 |                  |                  |
| Current Assets                  | \$ 253,489       | \$ 120,974       |
| Current Liabilities*            | (1,089,972)      | (746,389)        |
| Adjust current deferred revenue | 239,168          | 56,800           |
| Adjust current derivatives      | 27,930           | 33,982           |
| <b>NET DEBT</b>                 | <b>(569,385)</b> | <b>(534,633)</b> |

\*Includes deferred revenue

### Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

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

**Item 8. Financial Statements and Supplementary Data.**

The Company's consolidated financial statements for the years ended December 31, 2016 and 2015 are included herewith.



**IGEN NETWORKS CORP.**

Consolidated Financial Statements  
For the Years Ended December 31, 2016 and 2015



1066 West Hastings Street, Suite 1250  
Vancouver, BC Canada V6E 3X1

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of IGEN Networks Corp.

We have audited the accompanying consolidated balance sheet of IGEN Networks Corp. (the “Company”) as of December 31, 2016, and the related consolidated statements of operations and comprehensive loss, stockholders’ equity (deficit), and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2016 and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States.

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has a working capital deficit and has incurred operating losses since inception. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in regard to these matters are also discussed in Note 1 to the consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ SATURNA GROUP CHARTERED PROFESSIONAL ACCOUNTANTS LLP  
Vancouver, Canada

April 14, 2017



A CHAN AND  
COMPANY LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS

UNIT 114B (2nd Floor) – 8988 FRASERTON COURT  
BURNABY, BC V5J 5H8

T: 604.239.0868  
F: 604.239.0866

#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To: the Board of Directors and Stockholders of  
IGEN Networks Corp.

We have audited the accompanying consolidated balance sheet of IGEN Networks Corp. (the “Company”) as of December 31, 2015 and the related consolidated statements of operations, stockholders’ equity (deficit), and cash flows for the year ended December 31, 2015. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of IGEN Networks Corp. as of December 31, 2015 and the results of its operations and its cash flows for the year ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has incurred losses in developing its business, and further losses are anticipated. The Company requires additional funds to meet its obligations and the costs of its operations. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in this regard are described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**“A Chan & Company LLP”**  
Chartered Professional Accountants

Burnaby, British Columbia  
April 14, 2016



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

|   | <b>Note</b> | <b>December 31,<br/>2016<br/>\$</b> | <b>December 31,<br/>2015<br/>\$</b> |
|---|-------------|-------------------------------------|-------------------------------------|
| <b>Assets</b>   |             |                                     |                                     |
| <b>Current Assets</b>   |             |                                     |                                     |
| Cash  |             | 40,023                              | 33,590                              |
| Accounts and other receivables  | 4           | 162,429                             | 50,843                              |
| Inventory   |             | 17,226                              | 29,643                              |
| Prepaid expenses and deposits   |             | 18,811                              | 6,898                               |
| Restricted cash   |             | 15,000                              | -                                   |
| Total Current Assets  |             | 253,489                             | 120,974                             |
| Equipment   | 5           | 7,385                               | 17,643                              |
| Goodwill  | 6           | 505,508                             | 505,508                             |
| Total Assets  |             | 766,382                             | 644,125                             |
| <b>Liabilities and Shareholders' Deficit</b>                            |             |                                     |                                     |
| <b>Current Liabilities</b>  |             |                                     |                                     |
| Accounts payable and accrued liabilities                                | 7           | 742,876                             | 539,369                             |
| Current portion of deferred revenue                                     |             | 239,168                             | 56,800                              |
| Notes payable   | 8           | 79,998                              | 116,238                             |
| Derivative liabilities  | 10          | 27,930                              | 33,982                              |
| Total Current Liabilities   |             | 1,089,972                           | 746,389                             |
| Deferred revenue  |             | 73,985                              | -                                   |
| Total Liabilities   |             | 1,163,957                           | 746,389                             |
| <b>Nature and Continuation of Operations (Note 1)</b>                   |             |                                     |                                     |
| <b>Commitment (Note 18)</b>   |             |                                     |                                     |
| <b>Subsequent Events (Note 19)</b>                                      |             |                                     |                                     |
| <b>Stockholders' Deficit</b>  |             |                                     |                                     |
| Common stock:   |             |                                     |                                     |
| Authorized - 375,000,000 shares with \$0.001 par value                  |             |                                     |                                     |
| Issued and outstanding - 32,389,585 and 28,215,349 shares, respectively |             | 32,390                              | 28,215                              |
| Share subscriptions received  | 12(k)       | 25,000                              | 25,000                              |
| Additional paid-in capital  |             | 8,109,286                           | 7,586,514                           |
| Deferred compensation   | 12(q)       | (19,592)                            | (54,570)                            |
| Accumulated other comprehensive loss                                    |             | (32,349)                            | (11,871)                            |
| Deficit   |             | (8,512,310)                         | (7,675,552)                         |
| Total Stockholders' Deficit   |             | (397,575)                           | (102,264)                           |
| Total Liabilities and Stockholders' Deficit                             |             | 766,382                             | 644,125                             |

Approved on Behalf of the Board:

"Neil Chan" Director

"Richard Freeman" Director

(The accompanying notes are an integral part of these consolidated financial statements)

**IGEN NETWORKS CORP.**

Consolidated Statements of Operations and Comprehensive Loss  
(Expressed in U.S. dollars)

|  |      | Year ended December 31,<br>2016 | 2015        |
|--|------|---------------------------------|-------------|
|  | Note | \$                              | \$          |
| Revenue  |      |                                 |             |
| Sales, hardware                                      |      | 906,235                         | 905,137     |
| Sales, services                                      |      | 236,882                         | 130,683     |
| Total Revenue  |      | 1,143,117                       | 1,035,820   |
| Cost of goods sold                                   |      | 748,378                         | 716,911     |
| Gross Profit   |      | 394,739                         | 318,909     |
| Expenses   |      |                                 |             |
| Advertising and selling expenses                     |      | 37,700                          | 39,535      |
| Bad debts  |      | 2,123                           | 186,190     |
| Consulting and business development fees             | 11   | 151,225                         | 110,083     |
| Depreciation   |      | 10,279                          | 18,407      |
| Foreign exchange loss (gain)                         |      | (15,837)                        | 491         |
| General and administrative                           |      | 185,245                         | 156,795     |
| Management fees                                      | 11   | 250,234                         | 184,797     |
| Professional fees                                    |      | 44,068                          | 45,969      |
| Salaries   |      | 388,625                         | 331,383     |
| Stock-based compensation                             | 14   | 52,702                          | 480,178     |
| Transfer agent and filing fees                       |      | 35,529                          | 48,062      |
| Travel and accommodation                             |      | 55,585                          | 36,625      |
| Total Expenses                                       |      | 1,197,478                       | 1,638,515   |
| Loss Before Other Income (Expense)                   |      | (802,739)                       | (1,319,606) |
| Other Income (Expense)                               |      |                                 |             |
| Accretion of discount on notes payable               |      | (34,064)                        | (6,824)     |
| Change in fair value of derivative liabilities       |      | 10,317                          | (28,267)    |
| Gain (loss) on settlement of debt                    |      | (1,500)                         | 10,577      |
| Impairment of investment in equity investee          | 3    | -                               | (227,957)   |
| Interest expense                                     |      | (8,772)                         | (43,495)    |
| Other income   |      | -                               | 1,560       |
| Share of income from investment in an associate      | 3    | -                               | 882         |
| Total Other Income (Expense)                         |      | (34,019)                        | (293,524)   |
| Net Loss for the Year                                |      | (836,758)                       | (1,613,130) |
| Other Comprehensive Income (Loss)                    |      |                                 |             |
| Foreign currency translation gain (loss)             |      | (20,478)                        | 5,753       |
| Comprehensive Loss for the Year                      |      | (857,236)                       | (1,607,377) |
| Net Loss per Share, Basic and Diluted                |      | (0.03)                          | (0.06)      |
| Weighted Average Number of Common Shares Outstanding |      | 31,120,930                      | 26,957,166  |

(The accompanying notes are an integral part of these consolidated financial statements)

**IGEN NETWORKS CORP.**

Consolidated Statements of Stockholders' Equity (Deficit)

(Expressed in U.S. dollars)

|   | <b>Common Stock</b> |               | <b>Share</b>         | <b>Additional</b> | <b>Deferred</b>     | <b>Accumulated</b>   |                | <b>Total</b>         |
|---|---------------------|---------------|----------------------|-------------------|---------------------|----------------------|----------------|----------------------|
|   | <b>Shares</b>       | <b>Amount</b> | <b>Subscriptions</b> | <b>Paid-in</b>    | <b>Compensation</b> | <b>Other</b>         | <b>Deficit</b> | <b>Stockholders'</b> |
|   | <b>#</b>            | <b>\$</b>     | <b>Received</b>      | <b>Capital</b>    | <b>\$</b>           | <b>Comprehensive</b> | <b>\$</b>      | <b>Equity</b>        |
|   |                     |               | <b>\$</b>            | <b>\$</b>         |                     | <b>Loss</b>          |                | <b>(Deficit)</b>     |
|   |                     |               |                      |                   |                     | <b>\$</b>            | <b>\$</b>      | <b>\$</b>            |
| Balance, December 31, 2014                  | 25,815,273          | 25,815        | -                    | 6,697,680         | -                   | (17,624)             | (6,062,422)    | 643,449              |
| Subscriptions received                      | -                   | -             | 25,000               | -                 | -                   | -                    | -              | 25,000               |
| Stock-based compensation                    | -                   | -             | -                    | 474,463           | -                   | -                    | -              | 474,463              |
| Shares issued for cash                      | 1,590,957           | 1,591         | -                    | 256,572           | -                   | -                    | -              | 258,163              |
| Shares issued for services                  | 498,801             | 499           | -                    | 107,445           | (70,300)            | -                    | -              | 37,644               |
| Share issued for debt settlement            | 310,318             | 310           | -                    | 50,354            | -                   | -                    | -              | 50,664               |
| Deferred compensation charged to operations | -                   | -             | -                    | -                 | 15,730              | -                    | -              | 15,730               |
| Foreign currency translation gain           | -                   | -             | -                    | -                 | -                   | 5,753                | -              | 5,753                |
| Net loss for the year                       | -                   | -             | -                    | -                 | -                   | -                    | (1,613,130)    | (1,613,130)          |
| Balance, December 31, 2015                  | 28,215,349          | 28,215        | 25,000               | 7,586,514         | (54,570)            | (11,871)             | (7,675,552)    | (102,264)            |
| Stock-based compensation                    | -                   | -             | -                    | 52,702            | -                   | -                    | -              | 52,702               |
| Shares issued for cash                      | 3,076,510           | 3,077         | -                    | 322,665           | -                   | -                    | -              | 325,742              |
| Shares issued for services                  | 479,290             | 479           | -                    | 60,001            | -                   | -                    | -              | 60,480               |
| Shares issued for exercise of options       | 55,556              | 56            | -                    | 4,944             | -                   | -                    | -              | 5,000                |
| Shares issued for debt settlement           | 50,000              | 50            | -                    | 7,450             | -                   | -                    | -              | 7,500                |
| Shares issued for debenture conversion      | 512,880             | 513           | -                    | 78,552            | -                   | -                    | -              | 79,065               |
| Shares issuance cost                        | -                   | -             | -                    | (3,542)           | -                   | -                    | -              | (3,542)              |
| Deferred compensation charged to operations | -                   | -             | -                    | -                 | 34,978              | -                    | -              | 34,978               |
| Foreign currency translation loss           | -                   | -             | -                    | -                 | -                   | (20,478)             | -              | (20,478)             |
| Net loss for the year                       | -                   | -             | -                    | -                 | -                   | -                    | (836,758)      | (836,758)            |
| Balance, December 31, 2016                  | 32,389,585          | 32,390        | 25,000               | 8,109,286         | (19,592)            | (32,349)             | (8,512,310)    | (397,575)            |

(The accompanying notes are an integral part of these consolidated financial statements)

**IGEN NETWORKS CORP.**

Consolidated Statements of Cash Flows  
(Expressed in U.S. dollars)

|   | <b>Year ended December 31,</b> |             |
|---|--------------------------------|-------------|
|   | <b>2016</b>                    | <b>2015</b> |
|   | <b>\$</b>                      | <b>\$</b>   |
| Cash Flows from Operating Activities  |                                |             |
| Net loss for the year   | (836,758)                      | (1,613,130) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                                |             |
| Accretion of discount on notes payable                                      | 34,064                         | 6,824       |
| Bad debts   | 2,123                          | 186,190     |
| Change in fair value of derivative liabilities                              | (10,317)                       | 28,267      |
| Depreciation  | 10,279                         | 18,407      |
| Impairment of investment in equity investee                                 | -                              | 227,957     |
| Interest expense  | -                              | 2,822       |
| Loss (gain) on settlement of debt   | 1,500                          | (10,577)    |
| Share of income from investment in an associate                             | -                              | (882)       |
| Share issued for services   | 95,458                         | 53,194      |
| Stock-based compensation  | 52,702                         | 480,178     |
| Changes in operating assets and liabilities:                                |                                |             |
| Accounts and other receivables  | (113,709)                      | 110,422     |
| Inventory   | 12,417                         | (15,541)    |
| Prepaid expenses and deposits   | (11,913)                       | 3,714       |
| Restricted cash   | (15,000)                       | -           |
| Accounts payable and accrued liabilities                                    | 217,448                        | 58,253      |
| Deferred revenue  | 256,353                        | 136,255     |
| Net Cash Used in Operating Activities                                       | (305,353)                      | (327,647)   |
| Cash Flows from Investing Activities  |                                |             |
| Acquisition of equipment  | -                              | (2,763)     |
| Due from investee   | -                              | (10,434)    |
| Net Cash Used in Investing Activities                                       | -                              | (13,197)    |
| Cash Flows from Financing Activities  |                                |             |
| Proceeds from notes payable   | -                              | 29,000      |
| Repayment of notes payable  | (45,369)                       | -           |
| Proceeds from convertible debentures  | 54,087                         | -           |
| Proceeds from issuance of common stock                                      | 325,742                        | 258,163     |
| Share issuance costs  | (3,542)                        | -           |
| Proceeds from share subscriptions received                                  | -                              | 25,000      |
| Net Cash Provided by Financing Activities                                   | 330,918                        | 312,163     |
| Effect of Foreign Exchange Rate Changes on Cash                             | (19,132)                       | 5,924       |
| Change in Cash  | 6,433                          | (22,757)    |
| Cash, Beginning of Year   | 33,590                         | 56,347      |
| Cash, End of Year   | 40,023                         | 33,590      |
| Non-cash Investing and Financing Activities:                                |                                |             |
| Shares issued for debt settlement   | 7,500                          | 50,664      |
| Shares issued for services rendered   | 60,480                         | 107,944     |
| Shares issued for debenture conversion                                      | 79,065                         | -           |
| Shares issued for options exercise included in accounts payable             | 5,000                          | -           |
| Supplemental Disclosures:   |                                |             |
| Interest paid   | -                              | -           |
| Income taxes paid   | -                              | -           |

(The accompanying notes are an integral part of these consolidated financial statements)

**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. dollars)

**1. Nature and Continuance of Operations**

IGEN Networks Corp. (“IGEN”, or the “Company”) was incorporated in the State of Nevada on November 14, 2006. IGEN has three lines of businesses: (i) investing in and managing private high-tech companies that offer products and services in the domains of wireless broadband and machine-to-machine communications and applications; (ii) negotiating distribution agreements with relevant organizations and selling their products and services through the distribution channels of IGEN; and (iii) commencing May 5, 2014, providing lot inventory management, asset tracking, and stolen vehicle recovery solutions to the automotive dealership industry and its customers after the acquisition of Nimbo, LLC.

These consolidated financial statements have been prepared on a going concern basis, which imply the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, on the ability of the Company to grow its revenue base, on its ability to successfully grow the companies in which it is invested, and on the ability of the Company to obtain necessary equity financing to both support the latter objectives and to invest in and grow new companies. The Company has recurring losses since inception, and incurred a net loss of \$836,758 during the year ended December 31, 2016, and had accumulated losses of \$8,512,310 and a working capital deficit of \$836,483 as at December 31, 2016. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. Although there are no assurances that management’s plans will be realized, management believes that the Company will be able to continue operations into the future. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

**2. Summary of Significant Accounting Policies**

(a) Basic of Presentation and Consolidation

These consolidated financial statements and related notes include the records of the Company and the following wholly-owned subsidiaries:

IGEN Business Solutions Inc.  
Nimbo, LLC

Incorporated in Canada  
Incorporated in USA

All inter-company transactions and balances have been eliminated. These consolidated financial statements are presented in accordance with accounting principles generally accepted in the United States, are expressed in U.S. dollars, and, in management’s opinion, have been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below.

(b) Use of Estimates

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

(c) Cash and Cash Equivalents

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

**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. dollars)

**2. Summary of Significant Accounting Policies****(d) Accounts Receivable**

The Company recognizes allowances for doubtful accounts to ensure accounts receivable are not overstated due to the inability or unwillingness of its customers to make required payments. The allowance is based on the business environment, historical bad debt expense, the age of receivables, and the specific identification of receivables the Company considers at risk. The Company reviews the adequacy of its allowance for doubtful accounts on a regular basis.

**(e) Inventory**

Inventory consists of vehicle tracking and recovery devices and is comprised entirely of finished goods that can be resold. Inventory is stated at the lower of cost or net realizable value. Cost is determined on a first-in, first-out (FIFO) basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling costs. There was no provision for inventory recorded during the years ended December 31, 2016 and 2015.

**(f) Equipment**

Office equipment, computer equipment, and software are recorded at cost. Amortization is provided annually at rates and methods over their estimated useful lives. Management reviews the estimates of useful lives of the assets every year and adjusts them on prospective basis, if needed.

|                    |                       |
|--------------------|-----------------------|
| Computer equipment | 55% declining balance |
| Office equipment   | 20% declining balance |
| Software           | 3 years straight-line |

**(g) Goodwill**

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

The impairment testing is carried out in two steps. In the first step, the carrying amount of the reporting unit including goodwill is compared with its fair value. When the carrying amount of a reporting unit exceeds its fair value, goodwill of the reporting unit is considered to be impaired and the second step is necessary.

If the total of the expected undiscounted future cash flows is less than the carrying amount of the goodwill, a loss is recognized for the excess of the carrying amount over the fair value of the goodwill. Establishing an implied fair value of goodwill requires the Company to make estimates for key inputs into complex valuation models and to apply significant judgment in the selection of estimates, assumptions and methodologies required to complete the analysis. Areas of judgment include, but are not limited to, development of multi-year business cash flow forecasts, the selection of discount rates, and the identification and valuation of unrecorded assets.

**(h) Impairment of Long-lived Assets**

The Company reviews long-lived assets, such as equipment, for impairment whenever events or changes in the circumstances indicate that the carrying value may not be recoverable. If the total of the estimated undiscounted future cash flows is less than the carrying value of the asset, an impairment loss is recognized for the excess of the carrying value over the fair value of the asset during the year the impairment occurs. Subsequent expenditure relating to an item of office equipment is capitalized when it is probable that future economic benefits from the use of the assets will be increased.

**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

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(Expressed in U.S. dollars)

**2. Summary of Significant Accounting Policies (continued)**

(i) Financial Instruments

ASC 820, "Fair Value Measurements and Disclosures" requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

*Level 1*

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

*Level 2*

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

*Level 3*

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

The fair values of cash, accounts and other receivables, restricted cash, and accounts payable and accrued liabilities, approximate their carrying values due to the immediate or short-term maturity of these financial instruments. Foreign currency transactions are primarily undertaken in Canadian dollars. The fair value of cash is determined based on "Level 1" inputs and the fair value of derivative liabilities is determined based on "Level 2" inputs. The recorded values of notes payable, approximate their current fair values because of their nature and respective maturity dates or durations. The financial risk is the risk to the Company's operations that arise from fluctuations in foreign exchange rates and the degree of volatility to these rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk. Financial instruments that potentially subject the Company to concentrations of credit risk consists of cash. The Company places its cash in what it believes to be credit-worthy financial institutions.

(j) Revenue Recognition

The Company derives revenue from the sale of devices and services provided in relation to vehicle tracking and recovery. In accordance with ASC 605, "Revenue Recognition", revenue is recognized when, specifically when all the following conditions are met:

- There is clear evidence that an arrangement exists;
- Services are provided or products are delivered to customers;
- Amounts are fixed or can be determined;
- The ability to collect is reasonably assured;
- There is no significant obligation for future performance; and
- The amount of future returns can be reasonably estimated.

Management assesses the business environment, customers' financial condition, historical collection experience, accounts receivable aging, and customer disputes to determine whether collectability is reasonably assured. If collectability is not considered reasonably assured at the time of sale, the Company does not recognize revenue until collection occurs.

(k) Deferred Revenue

As at December 31, 2016 and 2015, the Company had deferred revenues relating to annual service renewal fees on its vehicle tracking and recovery services. Annual service renewal fees are recorded as a component of deferred revenue in the consolidated balance sheets at the inception of the contract and are recognized as revenue evenly over the contract period.

**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

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(Expressed in U.S. dollars)

**2. Summary of Significant Accounting Policies (continued)**

(l) Income Taxes

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

The Company has not recorded any amounts pertaining to uncertain tax positions.

(m) Foreign Currency Translation

The Company's reporting currency is the U.S. dollar. The consolidated financial statements of the Company are translated to U.S. dollars in accordance with ASC 830, "*Foreign Currency Translation Matters*". Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets, liabilities and items recorded in income arising from transactions denominated in foreign currencies are translated at rates of exchange in effect at the date of the transaction. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income.

Assets and liabilities of the Company's Canadian subsidiary are translated into U.S. dollars at the year-end exchange rates, and revenue and expenses are translated at the average exchange rates during the period. Exchange differences arising on translation are disclosed as a separate component of stockholders' equity.

(n) Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718, "*Compensation – Stock Compensation*", using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

The Company uses the Black-Scholes option pricing model to calculate the fair value of stock-based awards. This model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to, the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the consolidated statement of operations over the requisite service period.

(o) Loss Per Share

Basic earnings (loss) per share are computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted earnings per share give effect to all dilutive potential common shares outstanding during the period including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method. In computing diluted earnings (loss) per share, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted earnings (loss) per share exclude all potentially issuable shares if their effect is anti-dilutive. Because the effect of conversion of the Company's dilutive securities is anti-dilutive, diluted loss per share is the same as basic loss per share for the periods presented. As at December 31, 2016, the Company has 8,055,294 (2015 – 5,206,399) potentially dilutive shares outstanding.

(p) Comprehensive Income (Loss)

ASC 220, "*Comprehensive Income*" establishes standards for the reporting and display of comprehensive income and its components in the consolidated financial statements. For the years ended December 31, 2016, and 2015, comprehensive income (loss) consists of foreign currency translation gains and losses.



**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. dollars)

**2. Summary of Significant Accounting Policies (continued)**
**(q) Reclassifications**

Certain reclassifications have been made to the prior year's consolidated financial statements to conform to the current year's presentation.

**(r) Recent Accounting Pronouncements**

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2016, and have not been applied in preparing these consolidated financial statements.

In January 2017, the FASB issued Accounting Standards Update ("ASU") 2017-04, *Intangibles – Goodwill and Other* (Topic 350). ASU 2017-04 simplifies the subsequent measurement of goodwill by removing the second step of the two-step impairment test. The amendment requires an entity to perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value but the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The amendment should be applied on a prospective basis and is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years.

In November 2016, the FASB issued ASU No. 2016-18, *Statement of Cash Flows* (Topic 230), which update the guidance as to how restricted cash should be presented and classified. The updates are intended to reduce diversity in practice. The amendments are effective for fiscal years beginning after December 15, 2017, including interim periods within those annual periods, with early adoption permitted.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (Topic 606), which updated the guidance in ASC Topic 606, *Revenue Recognition*. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should identify the contract(s) with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when (or as) the entity satisfies a performance obligation. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers* (Topic 606): *Deferral of the Effective Date*. The amendments in this update deferred the effective date for implementation of ASU 2014-09 by one year and is now effective for annual reporting periods beginning after December 15, 2017. Early application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that period. In April 2016, FASB issued ASU 2016-10, *Revenue from Contracts with Customers* (Topic 606): *Identifying Performance Obligations and Licensing*, and in May 2016, ASU 2016-12, *Revenues from Contracts with Customers* (Topic 606): *Narrow-Scope Improvements and Practical Expedients* both of which provide supplemental adoption guidance and clarification to ASU 2014-09. ASU 2016-10 and ASU 2016-12 must be adopted concurrently with the adoption of ASU 2014-09.

The Company has not adopted new accounting policies since its most recent year ended December 31, 2015. The Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**3. Investment in an Associate**

The Company had a 30.37% interest in Gogiro Internet Group ("Gogiro") which was acquired in 2013. As at December 31, 2015, the Company reviewed the recoverability of the investment in Gogiro and concluded that the investment was fully impaired. As a result, the Company recorded impairment charges of \$227,957 for the year ended December 31, 2015. Changes in carrying value of the Company's investment in Gogiro are as follows:

|  | Number of Gogiro<br>shares owned | Amount<br>\$ |
|--|----------------------------------|--------------|
| Balance, December 31, 2014                   | 2,478,080                        | 227,075      |
| Share of Gogiro's net income during the year | -                                | 882          |
| Impairment of investment in equity investee  | -                                | (227,957)    |
| Balance, December 31, 2015 and 2016          | 2,478,080                        | -            |

**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. dollars)

**4. Accounts and Other Receivables**

|                                 | December 31, 2016 | December 31, 2015 |
|---------------------------------|-------------------|-------------------|
|                                 | \$                | \$                |
| Trade accounts receivable       | 149,825           | 50,843            |
| GST and other receivable        | 14,222            | 19,181            |
| Allowance for doubtful accounts | (1,618)           | (19,181)          |
|                                 | <u>162,429</u>    | <u>50,843</u>     |

**5. Equipment**

|                    | Cost          | Accumulated Amortization | Foreign Currency Translation Adjustment | Net Carrying Value |                   |
|--------------------|---------------|--------------------------|---|--------------------|-------------------|
|                    | \$            | \$                       | \$                                      | December 31, 2016  | December 31, 2015 |
|                    | \$            | \$                       | \$                                      | \$                 | \$                |
| Computer equipment | 51,375        | 45,867                   | 928                                     | 6,436              | 14,626            |
| Office equipment   | 1,603         | 1,029                    | -                                       | 574                | 638               |
| Software           | 6,012         | 5,637                    | -                                       | 375                | 2,379             |
| Total              | <u>58,990</u> | <u>52,533</u>            | <u>928</u>                              | <u>7,385</u>       | <u>17,643</u>     |

**6. Goodwill**

As at December 31, 2016, the Company had goodwill of \$505,508 (2015 - \$505,508) relating to the acquisition of Nimbo, LLC.

**7. Accounts Payable and Accrued Liabilities**

|                                 | December 31, 2016 | December 31, 2015 |
|---------------------------------|-------------------|-------------------|
|                                 | \$                | \$                |
| Trade accounts payable          | 652,537           | 461,029           |
| Accrued liabilities             | 39,035            | 47,604            |
| Accrued interest payable        | 12,862            | 6,390             |
| Payroll and commissions payable | 32,063            | 23,965            |
| Taxes payable                   | 6,379             | 381               |
|                                 | <u>742,876</u>    | <u>539,369</u>    |

**8. Notes Payable**

- (a) On September 30, 2014, the Company issued a note payable with principal of \$95,000 in exchange for settlement of accounts payable of the same amount. The note payable is unsecured, bears interest at 5% per annum, and is due on demand. The note payable was accounted for at amortized cost using the effective interest rate method with the effective interest rate of 14% per annum. The Company recorded a debt discount of \$16,163 to the note payable, which is amortized over the term of the note, and a corresponding amount to additional paid-in capital at issuance. During the year ended December 31, 2016, the Company had amortized \$7,762 (2015 - \$6,824) of the debt discount to interest expense. As at December 31, 2016, the carrying value of the note payable is \$65,000 (2015 - \$87,238) and the Company recorded accrued interest of \$10,711 (2015 - \$5,938), which has been included in accounts payable and accrued liabilities.
- (b) As at December 31, 2014, the Company had a note payable of \$45,496 (Cdn\$61,083), which is unsecured, bears interest at 14% per annum, and due on demand. During the year ended December 31, 2015, the Company issued 310,318 common shares to settled the note payable and accrued interest totaling \$50,664 (Cdn\$65,667).
- (c) As at December 31, 2016, the Company had a note payable of \$14,998 (Cdn\$20,000) (2015 - \$29,000 (Cdn\$40,000)) owed to a director, which is unsecured, bears interest at 5% per annum, and is due on October 30, 2017. As at December 31, 2016, the Company recorded accrued interest of \$2,151 (Cdn\$2,373) (2015 - \$452 (Cdn\$625)), which has been included in accounts payable and accrued liabilities.

**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

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(Expressed in U.S. dollars)

**9. Convertible Debentures**

On June 1, 2016, the Company issued two convertible debentures in the principal amounts of \$37,577 (Cdn\$50,000) and \$15,031 (Cdn\$20,000), respectively. Under the terms of the debentures, the amounts are unsecured, bear interest at 15% per annum, payable monthly or at term, and are due on the four month anniversary of the closing date of June 8, 2016 (i.e. October 8, 2016). Subject to the approval of the holder of the convertible debentures, the Company may convert any of all of the principal and/or interest at any time following the four month anniversary of the issuance date of the convertible debentures into common shares of the Company at a price per share equal to a 20% discount to the fair market value of the Company's common stock.

The Company analyzed the conversion option under ASC 815, "Accounting for Derivative Instruments and Hedging Activities" ("ASC 815"), and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. In accordance with ASC 815, the Company recognized the intrinsic value of the embedded beneficial conversion feature of \$26,306. During the year ended December 31, 2016, the Company had amortized \$26,306 (2015 - \$nil) of the debt discount to accretion of discount on notes payable. As at December 31, 2016, the carrying value of the debenture was \$4,982 (2015 - \$nil) and the fair value of the derivative liability was \$822,336 (2015 - \$nil).

The Company analyzed the conversion option under ASC 815, "Accounting for Derivative Instruments and Hedging Activities" ("ASC 815"), and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. In accordance with ASC 815, the Company recognized the intrinsic value of the embedded beneficial conversion feature of \$26,306. On October 8, 2016, the note became convertible resulting in the Company recording a derivative liability of \$26,306 with a corresponding adjustment to loss on change in fair value of derivative liabilities. During the year ended December 31, 2016, the Company had amortized \$26,306 (2015 - \$nil) of the debt discount to accretion of discount on notes payable expense. On October 13, 2016, the Company issued 512,880 common shares for the full conversion of \$54,087 (Cdn\$70,000) of these debentures and \$2,941 (Cdn\$3,855) of accrued interest. Refer to Note 12(g).

**10. Derivative Liabilities**

During the year ended December 31, 2016, the Company issued share purchase warrants as part of private placements with exercise prices denominated in Canadian dollars, which differs from the Company's functional currency of U.S. dollars (Note 12) and cannot be considered to be indexed to the Company's own stock. The Company records the fair value of its share purchase warrants with a Cdn\$ exercise price in accordance with ASC 815, "*Derivatives and Hedging*". The fair value of the derivative liabilities is revalued on each balance sheet date with corresponding gains and losses recorded in the consolidated statement of operations. As at December 31, 2016, the Company had a derivative liability of \$27,930 (2015 - \$33,982) relating to the share purchase warrants. The Company uses a multi-nominal lattice model to fair value the derivative liabilities. The following inputs and assumptions were used to value the share purchase warrants denominated in Canadian dollars during the year ended December 31, 2016, assuming no expected dividends:

|                          | 2016          | 2015          |
|--------------------------|---------------|---------------|
| Expected volatility      | 148% - 233%   | 103% - 177%   |
| Risk free interest rate  | 0.44% - 0.85% | 0.86% - 1.54% |
| Expected life (in years) | 0.4 - 1.2     | 1.4 - 5.0     |

During the year ended December 31, 2016, the Company issued convertible debentures with variable exercise prices based on market rates (Note 9). The Company records the fair value of its convertible debentures with variable exercise prices based on future market rates in accordance with ASC 815, "*Derivatives and Hedging*". The fair value of the derivative liabilities is revalued on each balance sheet date with corresponding gains and losses recorded in the consolidated statement of operations. The Company uses a multi-nominal lattice model to fair value the derivative liabilities. The following inputs and assumptions were used to value the convertible debentures outstanding during the year ended December 31, 2016, assuming no expected dividends:

|                          | 2016       | 2015 |
|--------------------------|------------|------|
| Expected volatility      | 175 - 233% | -    |
| Risk free interest rate  | 0.26%      | -    |
| Expected life (in years) | 0.1        | -    |

**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

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(Expressed in U.S. dollars)

**10. Derivative Liabilities (continued)**

During the year ended December 31, 2016, the Company recorded a gain on fair value of derivatives of \$10,317 (2015 – loss of \$28,267).

**11. Related Party Transactions**

- (a) During the year ended December 31, 2016, the Company incurred \$250,200 (2015 - \$184,797) in management and consulting fees to two officers and a Company controlled by a director.
- (b) As at December 31, 2016, the Company was owed \$179,505 (Cdn\$241,003) (2015 - \$174,125 (Cdn\$241,003)) from Gogiro, a company of which the Company has significant influence (Note 3) for cash advances. Of this amount, \$30,165 (Cdn\$40,500) (2015 - \$29,265 (Cdn\$40,500)) is unsecured, bears interest at 5% per annum, and is due on demand. The remaining amounts due are unsecured, non-interest bearing, and due on demand. During the year ended December 31, 2015, the Company recorded an allowance of \$186,190 (Cdn\$241,003) against the outstanding balance.
- (c) As at December 31, 2016, the Company owed \$132,053 (2015 - \$77,564) to directors and officers and a company controlled by a director, which is included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing, and due on demand.

**12. Common Stock**

Share transactions for the year ended December 31, 2016:

- (a) On January 7, 2016, the Company issued 55,556 common shares for proceeds of \$5,000 pursuant to the exercise of options.
- (b) On March 29, 2016, the Company issued 588,240 units for proceeds of \$76,029 (Cdn\$100,000). Each unit consisted of one common share and one share purchase warrant exercisable at \$0.25 (Cdn\$0.34) per share until March 29, 2018.
- (c) On May 4, 2016, the Company issued 250,000 units for proceeds of \$22,770 (Cdn\$30,000). Each unit consisted of one common share and one share purchase warrant exercisable at \$0.15 per share until May 4, 2018.
- (d) On June 9, 2016, the Company issued 312,500 units for proceeds of \$39,283 (Cdn\$50,000). Each unit consisted of one common share and one share purchase warrant exercisable at \$0.20 per share until June 9, 2017.
- (e) On October 12, 2016, the Company issued 357,143 units for proceeds of \$37,659 (Cdn\$50,000). Each unit consisted of one common share and one share purchase warrant exercisable at \$0.18 per share until October 12, 2017. In relation to this financing, the Company paid finder's fees of \$3,542, which was recorded as share issuance costs.
- (f) On October 12, 2016, the Company issued 50,000 common shares with a fair value of \$7,500 for the settlement of debt of \$6,000. There Company recorded a loss on settlement of debt of \$1,500 in connection with this debt settlement. The fair value of the common stock was determined based on the closing price of the Company's common stock.
- (g) On October 12, 2016, the Company issued 512,880 common shares upon the conversion of two convertible debentures and accrued interest totaling \$79,065.
- (h) On December 5, 2016, the Company issued 980,392 units for proceeds of \$100,000. Each unit consisted of one common share and one share purchase warrant exercisable at \$0.15 per share until December 5, 2017.
- (i) On December 13, 2016, the Company issued 588,235 units for proceeds of \$50,000. Each unit consisted of one common share and one share purchase warrant exercisable at \$0.12 per share until December 13, 2017.
- (j) During the year ended December 31, 2016, the Company issued 479,290 common shares with the fair value of \$60,480 for consulting services rendered by external consultants. The fair value of the common stock was determined based on the closing price of the Company's common stock.

**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

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(Expressed in U.S. dollars)

**12. Common Stock (continued)**

- (k) As at December 31, 2016 and 2015, the Company received subscriptions proceeds of \$25,000 for issuance of units at \$0.17 per unit. Each unit consists of one common share and one share purchase warrant exercisable at \$0.35 per share for a period expiring two years from their date of issuance. As of the date of this report, the Company has not issued the units for this subscription.

Share transactions for the year ended December 31, 2015:

- (l) On April 22, 2015, the Company issued 133,333 units at \$0.15 per unit for proceeds of \$20,000. Each unit consisted of one common share and a half of a share purchase warrant, with each whole warrant exercisable into one common share at \$0.35 per share until April 22, 2017.
- (m) On April 22, 2015, the Company issued 463,506 common shares at \$0.17 per share for proceeds of \$78,796.
- (n) On April 22, 2015, the Company issued 100,000 common shares for proceeds of \$9,000 pursuant to the exercise of options.
- (o) On May 15, 2015, the Company issued 600,000 units for proceeds of \$100,367. Each unit consisted of one common share and one share purchase warrant exercisable at \$0.25 (Cdn\$0.35) per share until May 15, 2017. These warrants are also subject at the Company's option, to an acceleration of their expiry if the weighted average closing price of the Company's common shares on the Canadian Stock Exchange is greater than Cdn\$0.60 for twenty consecutive trading days.
- (p) On December 11, 2015, the Company issued 294,118 units for proceeds of \$50,000. Each unit consisted of one common share and one share purchase warrant exercisable at \$0.35 per share until December 11, 2017. These warrants are also subject at the Company's option, to an acceleration of their expiry if the weighted average closing price of the Company's common shares on the Canadian Stock Exchange is greater than \$0.50 for ten consecutive trading days.
- (q) During the year ended December 31, 2015, the Company issued 498,801 common shares with a fair value of \$107,944 for services. Of this amount, \$70,300 relates to services to be rendered, which was recorded as deferred compensation. The fair value of the common stock was determined based on the closing price of the Company's common stock. During the year ended December 31, 2016, the Company expensed \$34,978 (2015 - \$15,730) of the deferred compensation as consulting fees, which reflects the pro-rata portion of the services provided to December 31, 2016.
- (r) During the year ended December 31, 2015, the Company issued 310,318 common shares with a fair value of \$50,664 for the settlement of debt of \$50,644. There is no gain or loss in connection with this debt settlement. The fair value of the common stock was determined based on the closing price of the Company's common stock.

**13. Share Purchase Warrants**

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

|                            | Number of<br>warrants | Weighted average<br>exercise price<br>\$ |
|----------------------------|-----------------------|--|
| Balance, December 31, 2014 | 1,375,425             | 0.24                                     |
| Issued                     | 978,784               | 0.29                                     |
| Expired                    | (1,228,366)           | 0.22                                     |
| Balance, December 31, 2015 | 1,125,843             | 0.30                                     |
| Issued                     | 3,076,510             | 0.17                                     |
| Expired                    | (147,059)             | 0.40                                     |
| Balance, December 31, 2016 | 4,055,294             | 0.20                                     |

**IGEN NETWORKS CORP.**

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**13. Share Purchase Warrants (continued)**

As at December 31, 2016, the following share purchase warrants were outstanding:

| Number of warrants outstanding | Exercise price \$ | Expiry date       |
|--------------------------------|-------------------|-------------------|
| 66,666                         | 0.35              | April 22, 2017    |
| 600,000                        | Cdn\$0.35         | May 14, 2017      |
| 312,500                        | 0.20              | June 9, 2017      |
| 18,000                         | Cdn\$0.35         | August 13, 2017   |
| 357,143                        | 0.14              | October 12, 2017  |
| 980,392                        | 0.15              | December 2, 2017  |
| 294,118                        | 0.35              | December 11, 2017 |
| 588,235                        | 0.15              | December 13, 2017 |
| 588,240                        | Cdn\$0.34         | March 29, 2018    |
| 250,000                        | 0.15              | May 4, 2018       |
| <b>4,055,294</b>               |                   |                   |

**14. Stock Options**

The following table summarizes the continuity schedule of the Company's stock options:

|                            | Number of options | Weighted average exercise price \$ | Aggregate intrinsic value \$ |
|----------------------------|-------------------|------------------------------------|------------------------------|
| Balance, December 31, 2014 | 1,640,556         | 0.12                               |                              |
| Granted                    | 2,540,000         | 0.19                               |                              |
| Exercised                  | (100,000)         | 0.09                               |                              |
| Balance, December 31, 2015 | 4,080,556         | 0.12                               | 99,650                       |
| Granted                    | 675,000           | 0.13                               |                              |
| Exercised                  | (55,556)          | 0.09                               |                              |
| Cancelled / forfeited      | (700,000)         | 0.18                               |                              |
| Balance, December 31, 2016 | <b>4,000,000</b>  | <b>0.16</b>                        | <b>-</b>                     |

| Range of exercise prices \$ | Outstanding      |   |                                    | Exercisable      |                                    |
|-----------------------------|------------------|---|------------------------------------|------------------|------------------------------------|
|                             | Number of shares | Weighted average remaining contractual life (years) | Weighted average exercise price \$ | Number of shares | Weighted average exercise price \$ |
| 0.07                        | 75,000           | 1.3   | 0.07                               | 75,000           | 1.25                               |
| 0.09                        | 960,000          | 1.3   | 0.09                               | 960,000          | 0.09                               |
| 0.10                        | 250,000          | 4.8   | 0.10                               | 50,000           | 0.10                               |
| 0.16                        | 225,000          | 4.1   | 0.16                               | 75,000           | 0.16                               |
| 0.19                        | 2,370,000        | 3.7   | 0.19                               | 2,345,000        | 0.19                               |
| Cdn\$0.25                   | 120,000          | 3.7   | Cdn\$0.25                          | 70,000           | Cdn\$0.25                          |
|                             | <b>4,000,000</b> | <b>3.2</b>  | <b>0.16</b>                        | <b>3,575,000</b> | <b>0.16</b>                        |

**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. dollars)

**14. Stock Options (continued)**

On September 21, 2015, the Company granted 540,000 stock options to consultants on the following terms:

| Number of stock options | Exercise price per share \$ | Expiry (years) | Vesting terms  |
|-------------------------|-----------------------------|----------------|--|
| 250,000                 | 0.19                        | 5.00           | Immediately  |
| 70,000                  | 0.19                        | 5.00           | On March 21, 2016  |
| 20,000                  | Cdn\$0.25                   | 5.00           | On March 21, 2016  |
| 100,000                 | Cdn\$0.25                   | 5.00           | 50% on September 21, 2016, and 50% on September 21, 2017 |
| 50,000                  | 0.19                        | 4.75           | 50% on September 21, 2016, and 50% on September 21, 2017 |
| 50,000                  | 0.19                        | 5.00           | 50% on September 21, 2016, and 50% on September 21, 2017 |
| <b>540,000</b>          |                             |                |  |

On September 21, 2015, the Company also granted 2,000,000 stock options to its officers at exercise price of \$0.19 per share. All of these options vest immediately and expire on September 21, 2020.

On April 18, 2016, the Company granted 200,000 stock options to an employee with an exercise price of \$0.14 per share with an expiry date of April 18, 2020. The options vest 25% on July 18, 2016, 25% on October 18, 2016, and 50% on April 18, 2017.

On July 21, 2016, the Company granted 150,000 stock options to an employee with an exercise price of \$0.16 per share with an expiry date of November 1, 2020. The options vest 50% on November 1, 2016 and 50% on November 1, 2017.

On July 21, 2016, the Company granted 25,000 stock options to an employee with an exercise price of \$0.16 per share with an expiry date of July 21, 2021. The options vest 50% on July 21, 2017 and 50% on July 21, 2018.

On October 3, 2016, the Company granted 50,000 stock options to two consultants with an exercise price of \$0.16 per share with an expiry date of October 3, 2021. The options vest 50% on August 9, 2017 and 50% on August 9, 2018.

On October 3, 2016, the Company granted 250,000 stock options to a consultant with an exercise price of \$0.10 per share with an expiry date of October 3, 2021. The options vest 20% immediately and 200,000 quarterly thereafter.

The fair values of stock options granted are amortized over the vesting period where applicable. During the year ended December 31, 2016, the Company recorded \$52,702 (2015 - \$480,178) in stock-based compensation in connection with the vesting of options granted. The Company uses the Black-Scholes option pricing model to establish the fair value of options granted assuming no expected dividends or forfeitures and the following weighted average assumptions:

|                          | 2016  | 2015  |
|--------------------------|-------|-------|
| Expected volatility      | 124%  | 170%  |
| Risk free interest rate  | 1.16% | 1.52% |
| Expected life (in years) | 4.0   | 5.0   |

**15. Segmented Information**

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

The following table summarizes the financial performance of the Company's reportable segments:

|   | 2016<br>\$       | 2015<br>\$       |
|---|------------------|------------------|
| Vehicle tracking and recovery solutions | 1,143,117        | 1,035,820        |
| <b>Total consolidated net revenue</b>   | <b>1,143,117</b> | <b>1,035,820</b> |

**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. dollars)

**15. Segmented Information (continued)**

The following table provides a reconciliation to the Company's consolidated operating results:

|   | <b>2016</b>      | <b>2015</b>        |
|---|------------------|--------------------|
|   | <b>\$</b>        | <b>\$</b>          |
| Vehicle tracking and recovery solutions | (283,671)        | (300,510)          |
| Corporate and other                     | (519,068)        | (1,019,096)        |
| Total consolidated operating loss       | <u>(802,739)</u> | <u>(1,319,606)</u> |

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

**16. Concentration Risk**

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

During the year ended December 31, 2016, the Company had two customers which accounted for 66% (2015 - 26%) of total revenues.

As at December 31, 2016, the Company had two customers which accounted for 90% (2015 - 87%) of accounts receivable.

**17. Income Taxes**

Reconciliation of the Company's income tax expenses are as follows:

|                                       | <b>2016</b> | <b>2015</b> |
|---------------------------------------|-------------|-------------|
|                                       | <b>\$</b>   | <b>\$</b>   |
| Income tax recovery at statutory rate | (334,703)   | (564,595)   |
| Permanent differences and other       | 78,459      | 360,873     |
| Change in tax rates and true up       | (262,355)   | 27,166      |
| Foreign tax rate difference           | 33,247      | -           |
| Change in valuation allowance         | 485,352     | 176,556     |
| Provision for income taxes            | <u>-</u>    | <u>-</u>    |

Deferred income taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting processes. The components of deferred income tax assets are as follows:

|   | <b>2016</b> | <b>2015</b> |
|---|-------------|-------------|
|   | <b>\$</b>   | <b>\$</b>   |
| Net operating losses carried forward and others | 2,236,248   | 1,757,670   |
| Equipment                                       | 19,367      | 13,569      |
| Share issuance costs                            | 976         | -           |
| Valuation allowance                             | (2,256,591) | (1,771,239) |
| Net deferred income tax asset                   | <u>-</u>    | <u>-</u>    |



**IGEN NETWORKS CORP.**

Notes to the Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. dollars)

**17. Income Taxes (continued)**

The Company has adopted FASB ASC 740-10 to account for income taxes. The Company currently has no issues creating timing differences that would mandate deferred tax expense. Net operating losses would create possible tax assets in future years. Due to the uncertainty of the utilization of net operating loss carry forwards, an evaluation allowance has been made to the extent of any tax benefit that net operating losses may generate. As at December 31, 2016, a provision for income taxes has not been made due to net operating loss carry-forwards of \$5,954,978 (2015 - \$5,326,905), which may be offset against future taxable income, expiring in the following years:

|      | \$               |
|------|------------------|
| 2029 | 416,391          |
| 2030 | 2,263,993        |
| 2031 | 693,620          |
| 2032 | 367,394          |
| 2033 | 370,405          |
| 2034 | 551,804          |
| 2035 | 663,298          |
| 2036 | 628,073          |
|      | <u>5,954,978</u> |

The Company did not have any tax positions for which it is reasonably possible that the total amount of unrecognized tax benefits will significantly increase or decrease within the next 12 months.

The tax years that remain subject to examination by major taxation jurisdictions are those for the years ended December 31, 2016, 2015, 2014, 2013, 2012 and 2011. The actual losses available could differ from these estimates.

**18. Commitment**

On July 19, 2016, the Company entered into a settlement agreement with a creditor, whereby the Company would pay \$259,828 to the creditor as full repayment of a promissory note (Note 8(a)) and all outstanding payables over a 14 month payment plan.

**19. Subsequent Events**

- (a) On March 2, 2017, the Company issued 2,222,222 units for proceeds of \$200,000. Each unit consisted of one share of common stock and one share purchase warrant exercisable until March 2, 2019. The share purchase warrant is exercisable at \$0.18 per share for the first year and \$0.23 per share thereafter.
- (b) On March 2, 2017, the Company issued 56,000 shares of common stock for consulting services.

## **Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.**

The Company did effect a change of accountants in 2017: On March 3, 2017, A Chan and Company LLP resigned as the Registrant's independent registered public accounting firm at the request of the Company. The Company's Board of Directors subsequently ratified and approved the resignation of A Chan and Company LLP as its independent registered public accounting firm. Effective on the same date, the Company's Board of Directors appointed Saturna Group Chartered Professional Accountants LLP ("Saturna Group") as our new independent registered public accounting firm.

There were no disagreements or any reportable events of the types described in paragraphs (a)(1)(iv) and (a)(1)(v) of Item 304(a) of Regulation S-K in connection with this change, and there have been no disagreements with accountants over the past two years.

### **Item 9A. Controls and Procedures.**

#### Disclosure Controls and Procedures

The Company carried out an evaluation of the effectiveness of the Company's disclosure controls and procedures with the participation of all the Company's executives, the effectiveness of the Company's disclosure controls and procedures as of December 31, 2016. The conclusions of the Company's principal executives was that the controls and procedures in place were effective such that the information required to be disclosed in our SEC reports was a) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and b) accumulated and communicated to our management, including our chief executive officer and chief operation officer, as appropriate to allow timely decisions regarding required disclosure.

#### Internal Control over Financial Reporting

As of December 31, 2016, management assessed the effectiveness of our internal control over financial reporting. The Company's management is responsible for establishing and maintain adequate internal control over financial reporting for the Company. Internal control over financial reporting is a set of processes designed by or under the supervision of the Company's CEO, COO and CFO (or executives performing equivalent functions) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that:

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

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

#### ***Changes in Internal Control over Financial Reporting***

There has been no change in our internal control over financial reporting identified in connection with our evaluation we conducted of the effectiveness of our internal control over financial reporting as of December 31, 2016, that occurred during our fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit our company to provide only management's report in this annual report.

### **Item 9B. Other Information.**

During the fourth quarter of the fiscal year ended December 31, 2016 there was no information required to be reported on Form 8K which was not previously reported.

**PART III****Item 10. Directors, Executive Officers and Corporate Governance.****Directors and Executive Officers**

The following lists the directors and executive officers of the Company as of December 31, 2014:

| <b>Name</b>     | <b>Age</b> | <b>Position</b>                   | <b>Term of Office</b>        |
|-----------------|------------|-----------------------------------|------------------------------|
| Robert Nealon   | 60         | Director, Chairman of the Board   | July 8, 2010 to present      |
| Neil G. Chan    | 54         | Director, Chief Executive Officer | September 1, 2011 to present |
| Richard Freeman | 56         | Director, Chief Operating Officer | November 1, 2011 to present  |

**Business Experience**

The following are brief backgrounds on the Directors and Officers of the Company

**Robert Nealon, Chairman of the Board & Director**

Mr. Nealon is the Principal Attorney in Nealon & Associates, P.C., which is a Washington, D.C. based law and government relations firm. He has been practicing law for twenty-seven years and has achieved an AV rating from Martindale-Hubbell, the leading rating bureau for the legal profession. Mr. Nealon has a B.A. from University of Rochester (1977) and M.B.A. from Rochester Institute of Technology (1978). He received his Juris Doctorate, magna cum laude, from the University of Bridgeport in 1982 and his Masters of Law in Taxation (L.L.M.) degree from Georgetown University in 1984. He is a member of the bar associations of New York State and Virginia, the American Bar Association and the Federal Bar Association. Mr. Nealon served as Adjunct Instructor of Corporate Law, George Washington University from 1985 until 2005. Mr. Nealon has been lead counsel on hundreds of commercial trials, including multi-million dollar derivative action lawsuits, security fraud and government contract fraud. He has been counsel to hundreds of corporations, including insurance affinity marketing, manufacturing and multiple financial institutions. Mr. Nealon has been active over the years in national politics and government relations.

Mr. Nealon was appointed to the Virginia Small Business Advisory Board by former Virginia Governor Warner and was reappointed to this state board by Governor Kaine through 2010 as its Chairman. Mr. Nealon is Chairman of the George Mason University Advisory Board for the School for Conflict Analysis and Resolution in Arlington, Virginia. He is a former Director of the Alexandria Small Business Development Corporation. He is also an active member of the National Press Club and the Democratic National Club.

**Neil G. Chan, Chief Executive Officer & Director**

Mr. Chan is a career technologist who has pioneered the early adoption of disruptive technologies in more than 45 countries over the last 30 years. From start-up to \$400M in annual revenues, Mr. Chan has led and created the best-in-class sales, marketing, and service organizations during the development of wireless data infrastructure, mobile content, Software-as-a-Service for commercial fleets, and HFC broadband infrastructure. Mr. Chan led the first technology transfer initiative between Canada and Mainland China on behalf of Spar Aerospace and Gandalf Technologies Inc., during the mid-1980s along with training, product marketing and sales responsibilities for growing Gandalf's export markets; shortly after Mr. Chan was recruited to Motorola Inc., to lead the product marketing of the industry's first mobile data solutions for public safety, taxi, utility, and field service markets. Mr. Chan led Motorola's initiative to expand into public data networks throughout the Asia Pacific region during the 1990s and subsequently was promoted to Managing Director to lead the expansion of HFC data and voice broadband networks throughout the region. In the spring of 2000, Mr. Chan joined Airvana Inc., to lead business development for the early adoption of CDMA-based broadband wireless networks which today continue to serve millions of users throughout North America and Latin America. Most recently, Mr. Chan led worldwide sales and marketing of fleet management services for WebTech Wireless Inc., which contributed five years of record growth and industry leadership across government and transportation markets. Mr. Chan has served on the Executive Review Board of Royal Roads University and continues to mentor and support early stage technology companies.

### **Richard Freeman, Chief Operating Officer & Director**

Mr. Freeman is a senior high-tech operations and product development executive with over 25 years experience managing leading-edge hardware and software communications solutions and services across a broad-range of technologies and international markets. Mr. Freeman's career began with Mobile Data International where he spearhead adoption of early private wireless data networks for Taxi, Public Safety and Utility markets, overseeing 800Mhz radio Manufacturing Engineering, data terminal manufacturing, RF system design, and International sales support and system deployment. In the early 90's, Mr. Freeman was responsible for technical sales support and system implementation for Motorola's Wireless Data Group located in London and Paris. Mr. Freeman was instrumental in Motorola's successful launch into European Taxi markets, along with the global launch of data infrastructure with the responsibility for product definition, marketing, and implementation of wireless data infrastructure based on Motorola DataTAC and ARDIS network solutions.

Mr. Freeman subsequently joined Sierra Wireless where he led definition, development, and successful deployment of many world-class leading edge CDPD, 1xRTT, GPRS, and EVDO wireless data modem hardware and enabling software solutions for international markets. In 2002 Mr. Freeman joined WebTech Wireless, where he defined target markets and requirements for mobile hardware and Fleet Management services. Promoted to VP Operations he oversaw the successful growth of the organization, supporting ongoing 60% annual growth in shipments and software-as-a-service revenues, a tripling of personnel, five-fold growth in corporate and manufacturing facilities and infrastructure, and the successful implementation of many multiple multi-million dollar projects.

In 2011 Mr. Freeman was Sr. VP Operations and Product Management for Saturna Green Systems, focusing on developing embedded telematics solutions for the electric vehicle industry. Mr. Freeman holds a BaSC in Electrical Engineering from the University of British Columbia.

### **Code of Ethics**

The Company has not yet adopted a complete code of ethics policy as defined in Item 406 of Regulation S-K, however the company has adopted a disclosure policy that applies to all directors, officers and employees of the Company, as part of a program to establish a comprehensive code of ethics. The Company's disclosure policy is available on its website [www.igen-networks.com](http://www.igen-networks.com).

### **Audit Committee and Financial Expert**

The Company does not have an audit committee. The Company is still small and the functions of an audit committee are done by the board of directors as a whole, as specified in section 3(a)(58)(B) of the Exchange Act. As such the company has no audit committee financial expert serving on an audit committee. The board of directors however is confident in its ability as a whole to perform the functions required of an audit committee.

### **Item 11. Executive Compensation.**

#### **Summary Compensation Table**

| <b>Name and principal position</b>       | <b>Year</b> | <b>Salary (\$)<sup>1</sup></b> | <b>Stock awards (\$)</b> | <b>Option awards (\$)<sup>2</sup></b> | <b>Total (\$)</b> |
|--|-------------|--------------------------------|--------------------------|---------------------------------------|-------------------|
| Neil G. Chan - Director, President & CEO | 2016        | 120,600                        | 0                        | 0                                     | 120,600           |
|  | 2015        | 98,257                         | 0                        | 189,900                               | 288,157           |
|  | 2014        | 74,360                         | 0                        | 0                                     | 74,360            |
| Richard Freeman - Director, COO          | 2016        | 120,600                        | 0                        | 0                                     | 120,600           |
|  | 2015        | 86,540                         | 0                        | 189,900                               | 276,440           |
|  | 2014        | 65,230                         |                          |                                       | 65,230            |

<sup>1</sup>Salary for services as an executive officer. No compensation for services as a director received in 2014, 2015 or 2016.

<sup>2</sup>Valuation of Stock and Option awards are based on the issuance details listed in the Note 14 to the Company's consolidated financial statements for the year ended December 31, 2016.

## Outstanding Equity Awards at Fiscal Year-end

| Name                 | Number of securities underlying unexercised options | Number of securities underlying unexercised options | Option exercise price | Option expiration date |
|----------------------|---|---|-----------------------|------------------------|
|                      | (#)<br>exercisable                                  | (#)<br>un-exercisable                               |                       |                        |
| Neil Chan, CEO       | 1,000,000   | 0   | \$ 0.19               | 21-Sep-20              |
| Richard Freeman, COO | 275,000   | 0   | \$ 0.09               | 31-Mar-18              |
|                      | 1,000,000   | 0   | \$ 0.19               | 21-Sep-20              |

The company currently has no unearned or unvested stock awards, or equity incentive plan awards of either options or stock.

## Director Compensation<sup>1</sup>

| Name and principal position | Year | Salary (\$) | Stock awards (\$) | Option awards (\$) | Total (\$) |
|-----------------------------|------|-------------|-------------------|--------------------|------------|
| Robert Nealon               | 2016 | 0           | 0                 | 0                  | 0          |
| Director, COB               | 2015 | 0           | 0                 | 47,475             | 47,475     |
|                             | 2014 | 0           | 0                 | 0                  | 0          |

<sup>1</sup>Provides information on Directors not serving as executive officers only. Compensation for directors also servicing as executive officers is listed in the summary compensation table at the beginning of this Item.

## Discussion of Executive and Director Compensation

### Compensation of Directors

Directors are currently not paid any standard compensation for acting as directors. In 2013 Robert Nealon, Director and Chairman of the Board, was awarded 150,000 stock options, all of which vested in 2013 and none of which were exercised. In 2015 Mr. Nealon was awarded 250,000 stock options, all of which vested in 2015 and none of which were exercised. Mr. Nealon had 400,000 options vested and unexercised as of December 31, 2016.

### Compensation of Executives

The CEO and COO of the Company, who are also directors of the Company, are paid Cdn\$120,000 per annum as compensation for services in their respective capacities as executive officers of the Company. They are also paid US\$30,000 per annum for services as executive officers of Nimbo LLC. In 2013 the CEO Neil Chan was granted 825,000 stock options, all of which vested in 2013, and 769,444 of which were exercised, leaving 55,556 vested and unexercised as of December 31, 2014. In 2015 Mr. Chan was granted a further 1,000,000 stock options all of which vested in 2015 and 55,556 options were exercised in January 2016, leaving a total of 1,000,000 options vested and unexercised as of December 31, 2016. In 2013 COO Richard Freeman was granted 500,000 stock options, all of which vested in 2013, and of which 225,000 were exercised, leaving 275,000 vested and unexercised as of December 31, 2014. In 2015 Mr. Freeman was granted a further 1,000,000 stock options all of which vested in 2015 and none of which were exercised, leaving a total of 1,275,000 options vested and unexercised as of December 31, 2016.

There are currently no long term incentive plans or pension plans for directors or officers of the Company.

The company does not currently provide indemnity insurance coverage for directors and officers of the Company.

### Compensation Committee Interlocks and Insider Participation

The Company is small and has no compensation committee. The board of directors as a whole acts in the capacity of a compensation committee. All executive officers of the Company are also directors of the Company and as such were and are able to vote on matters of compensation. Though the company is not legally obligated to establish a compensation committee, we may do so when the company reaches a critical mass and/or when deemed advisable by the board.

### Compensation Committee Report

As a smaller reporting company, the Company is not required to report the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K, and as such there was no review or recommendation as to its inclusion in this report.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The following tables list information that is accurate as of December 31, 2016.

#### Securities authorized for issuance under equity compensation plans

The following details securities authorized for issuance as of December 31 2016.

#### **Equity Compensation Plan Information**

| <b>Plan category</b>                                       | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b> | <b>Weighted-average exercise price of outstanding options, warrants and rights</b> | <b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b> |
|--|--|--|--|
|  | <b>(a)</b>   | <b>(a)</b>   | <b>(a)</b>   |
| Equity compensation plans approved by security holders     | 4,000,000  | 0.16   | 1,830,125  |
| Equity compensation plans not approved by security holders | 0  | N/A  | 0  |
| <b>Total</b>   | <b>4,000,000</b>   | <b>0.16</b>  | <b>1,830,125</b>   |

#### Security Ownership of certain beneficial owners

| <b>(1) Title of class</b> | <b>(2) Name and address of beneficial owner</b> | <b>(3) Amount and nature of beneficial ownership</b> | <b>(4) Percent of class</b> |
|---------------------------|---|--|-----------------------------|
| Common Shares             |   | Nil  | Nil                         |

#### Security Ownership of Management

| <b>(1) Title of class</b> | <b>(2) Name and address of beneficial owner</b> | <b>(3) Amount and nature of beneficial ownership</b> | <b>(4) Percent of class</b> |
|---------------------------|---|--|-----------------------------|
| Common Shares             | Robert Nealon<br>Director, COB                  | 521,571  | 1.61%                       |
| Common Shares             | Neil G. Chan<br>Director, President & CEO       | 2,478,167  | 7.65%                       |
| Common Shares             | Richard Freeman<br>Director, COO                | 474,900  | 1.47%                       |

### **Item 13. Certain Relationships and Related Transactions, and Director Independence.**

#### Transactions with related persons, promoters and certain control persons

During the year ended December 31, 2016, the Company incurred \$250,200 (2015 - \$184,797) in management and consulting fees to two officers and a Company controlled by a director.

As at December 31, 2016, the Company was owed \$179,505 (Cdn\$241,003) (2015 - \$174,125 (Cdn\$241,003)) from Gogiro, a company of which the Company has significant influence for cash advances. Of this amount, \$30,165 (Cdn\$40,500) (2015 - \$29,265 (Cdn\$40,500)) is unsecured, bears interest at 5% per annum, and is due on demand. The remaining amounts due are unsecured, non-interest bearing, and due on demand. During the year ended December 31, 2015, the Company recorded an allowance of \$186,190 (Cdn\$241,003) against the outstanding balance.

As at December 31, 2016, the Company owed \$132,053 (2015 - \$77,564) to directors and officers and a company controlled by a director, which is included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing, and due on demand.

#### Director Independence

In the USA the Company's common stock is listed on the OTCQB inter-dealer quotation system, and in Canada on the CSE, neither of which have director independence requirements.

### **Item 14. Principal Accounting Fees and Services.**

#### Audit Fees

Aggregate fees billed for professional services rendered by the Company's principal accountant for the audit of the Company's annual financial statements, review of financial statements in quarterly filings, or services associated with statutory and regulatory filings for the last two fiscal years are as follows:

2015: \$30,940

2016: \$30,000

#### Audit Related Fees

Aggregate fees billed in the last two fiscal years for assurance and related services by the Company's principal accountant that are reasonably related to the performance of the audit or review of the registrant's financial statements and are not reported above are as follows:

2015: \$2,341

2016: \$0

#### Tax Fees

Aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's principal accountant for tax compliance, tax advice, and tax planning are as follows:

2015: \$3,265

2016: \$0

#### All Other Fees

Aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported above, are as follows:

2015: \$0

2016: \$0

#### Audit Committee's Pre-Approval Policies and Procedures

The Company does not at this time have an audit committee and no formal pre-approval policies or procedures have yet been implemented. The board of directors acting in lieu of an audit committee is required to pre-approve the engagement of the Company's principle accountant for non-auditing services.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

(1) Financial statements:

- Audited Financial Statements for the year ended December 31, 2016

(2) Financial statement schedules

- none

(3) Exhibits

Exhibit Index

|         |  |
|---------|--|
| 3(i)    | <a href="#">Articles of Incorporation and amendments</a>         |
| 3(ii)   | <a href="#">Bylaws</a>   |
| 21      | <a href="#">Subsidiary Information</a>                           |
| 31.1    | <a href="#">Certification – Rule 13(a)-14(a)/15d-14(a) - CEO</a> |
| 31.2    | <a href="#">Certification – Rule 13(a)-14(a)/15d-14(a) - COO</a> |
| 32.1    | <a href="#">Certification – Section 1350 - CEO</a>               |
| 32.2    | <a href="#">Certification – Section 1350 – COO</a>               |
| 101.INS | XBRL Instance Document   |
| 101.SCH | XBRL Taxonomy Extension Schema Document                          |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document            |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document             |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document                  |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document           |



**SIGNATURES**

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

**IGEN Networks Corp**

April 17, 2017

By:

/s/ Neil Chan

Neil Chan

Director, Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

**IGEN Networks Corp**

April 17, 2017

By:

/s/ Richard Freeman

Richard Freeman

Director, Chief Operating Officer



DEAN HELLER  
Secretary of State  
206 North Carson Street  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: secretaryofstate.biz

## Articles of Incorporation

(PURSUANT TO NRS 78)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

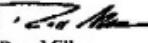
|   |  |
|---|--|
| <b>1. Name of Corporation:</b>  | Nurse Solutions Inc.   |
| <b>2. Resident Agent Name and Street Address:</b><br><small>(must be a Nevada address where process may be served)</small>                            | Business Filings Incorporated<br>Name _____<br>6100 Neil Road, Suite 500, Reno, NEVADA 89511<br>Street Address _____ City _____ State _____ Zip Code _____<br>Optional Mailing Address _____ City _____ State _____ Zip Code _____   |
| <b>3. Shares:</b><br><small>(number of shares corporation authorized to issue)</small>  | Number of shares with par value: 75,000,000 Par value: \$ 0.001 Number of shares without par value: _____  |
| <b>4. Names &amp; Addresses of Board of Directors/Trustees:</b><br><small>(attach additional page if there is more than 3 directors/trustees)</small> | 1. Thomas Zurawek<br>Name _____<br>439 West Bockman Way, Sparta, Tennessee 38583<br>Street Address _____ City _____ State _____ Zip Code _____<br>2. _____<br>Name _____<br>Street Address _____ City _____ State _____ Zip Code _____<br>3. _____<br>Name _____<br>Street Address _____ City _____ State _____ Zip Code _____ |
| <b>5. Purpose:</b><br><small>(optional-see instructions)</small>  | The purpose of this Corporation shall be:<br>All lawful business   |
| <b>6. Names, Address and Signature of Incorporator:</b><br><small>(attach additional page if there is more than 1 incorporator)</small>               | The Nevada Company, Mark Schiff, AVP<br>Name _____<br>8025 Excelsior Drive, Suite 200 Madison, WI 53717<br>Address _____ City _____ State _____ Zip Code _____<br>Signature _____<br>City _____ State _____ Zip Code _____   |
| <b>7. Certificate of Acceptance of Appointment of Resident Agent:</b>   | I hereby accept appointment as Resident Agent for the above named corporation.<br>_____<br>Authorized Signature of R.A. or On Behalf of R.A. Company<br>November 13, 2006<br>Date  |

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form 78 ARTICLES.2003  
Revised on: 11/21/03



ROSS MILLER  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4289  
(775) 684 5708  
Website: www.nvsos.gov

|  |                      |
|--|----------------------|
| Filed in the office of   | Document Number      |
|  | 20080623925-67       |
| Ross Miller  | Filing Date and Time |
| Secretary of State   | 09/19/2008 3:45 PM   |
| State of Nevada  | Entity Number        |
|  | E0857672006-4        |

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:  
NURSE SOLUTIONS, INC.

2. The articles have been amended as follows: (provide article numbers, if available)

1. Name of Corporation shall be: Sync2Entertainment Corporation

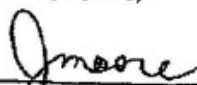
2. Shares: Number of Shares par value: 375,000,000, \$0.001 par value  
Number of Shares without par value: None

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: #1: 52% #3: Not required

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X   
Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

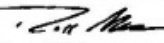
IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.  
This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-Amt  
Revised: 7-1-08



ROSS MILLER  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: www.nvsos.gov

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

|  |   |
|--|---|
| Filed in the office of   | Document Number                                   |
|  | <b>20090436788-47</b>                             |
| Ross Miller<br>Secretary of State<br>State of Nevada                               | Filing Date and Time<br><b>05/26/2009 4:59 PM</b> |
|  | Entity Number<br><b>E0857672006-4</b>             |

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

## 1. Name of corporation:

SYNC2 ENTERTAINMENT CORP.

## 2. The articles have been amended as follows: (provide article numbers, if available)

ARTICLE 1: THE NAME OF THE CORPORATION IS IGEN NETWORKS CORP.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is:

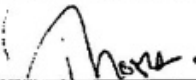
50,000,000

## 4. Effective date of filing: (optional)

May 6 2009.

(must not be later than 90 days after the certificate is filed)

## 5. Signature: (required)

X 

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After  
Revised: 7-1-08

BYLAWS  
OF  
Nurse Solutions Inc

The following are the Bylaws Nurse Solutions Inc, a Nevada corporation:

**ARTICLE I. Office**

The principal office of the Corporation in the State of Nevada shall be located at such place as the Board of Directors may from time to time determine. The Corporation may have such other offices, either within or without the State of Nevada, as the Board of Directors may designate or as the business of the Corporation may require from time to time. The registered office of the Corporation as required by the Nevada Corporation Act to be maintained in the State of Nevada, may be, but is not required to be identical to the principal office and the address of the registered agent may be changed from time to time by the Board of Directors.

**ARTICLE II. Shareholders**

**SECTION 1. Annual Meeting.** The annual meeting of the Shareholders shall be held between January 1st and December 31st each year, on such date and at such hour as may be specified in the Notice of Meeting or in a duly executed Waiver of Notice thereof, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Nevada, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Shareholders as soon thereafter as conveniently may be. Failure to hold the annual meeting within the above proscribed time shall not act as forfeiture or grounds for dissolution of the Corporation.

**SECTION 2. Special Meetings.** Special meetings of the Shareholders, for any purpose or purposes, may be called by the Board of Directors, by the holders of not less than one-tenth (1/10) of all the shares of the Corporation entitled to vote at the meeting, or by the President of the Corporation.

**SECTION 3. Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Nevada, unless otherwise prescribed by statute, as the place of meeting for any annual meeting of Shareholders or for any special meeting of Shareholders called by the Board of Directors. If no designation is made by the Board, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Nevada. Notwithstanding the first two sentences of this Section, a Waiver of Notice signed by all Shareholders entitled to vote at a meeting, whether an annual or special meeting, may designate any place, either within or without the State of Nevada, unless otherwise prescribed by statute, as the place of the holding of such meeting.

**SECTION 4. Notice of Meeting.** Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Shareholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first-class mail, by or at the direction of the President, the Secretary, or the person or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the

United States mail addressed to the Shareholder at his address as it appears on the records of the Corporation, with the postage thereon prepaid. Notice may be waived in accordance with Article XII.

SECTION 5. Fixing of Record Date. The Board of Directors may fix a date, not less than ten (10) nor more than sixty (60) days before the date set for any meeting of the Shareholders, as the record date as of which the Shareholders of record entitled to notice of and to vote at such meeting and any adjournment thereof shall be determined.

SECTION 6. Quorum. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Shareholders. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted at the original date of the meeting. If, however, after the adjournment, the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with Section 4 of this article to each Shareholder of record on the new record date entitled to vote at such meeting. After a quorum has been established at a Shareholders' meeting, the subsequent withdrawal of Shareholders, so as to reduce the number of shares entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

SECTION 7. Proxies. Every Shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting, or his duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy. The proxy must be executed in writing by the Shareholder or his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of such meeting or at the time of expressing such consent or dissent without a meeting. No proxy shall be valid after the expiration of eleven (11) months of the date thereof unless provided otherwise in the proxy.

SECTION 8. Voting of Shares. Each outstanding share of stock shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholders unless a greater number is required by the Nevada Statutes.

SECTION 9. Voting of Shares by Certain Holders. Shares of stock standing in the name of another corporation may be voted by the officer, agent or proxy designated by the Bylaws of the corporate Shareholder or, in the absence of any applicable bylaw, by such person as the board of directors of the corporate shareholder may designate. Proof of such designation may be made by presentation of a certified copy of the bylaws or other instrument of the corporate Shareholder. In the absence of any such designation or, in case of conflicting designation by the corporate Shareholder, the chairman of the board, the president, any vice president, the secretary, and the treasurer of the corporate shareholder shall be presumed to possess, in that order, authority to vote such shares.

Shares of stock held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name.

Shares of stock standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares of stock standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name, if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A Shareholder whose shares of stock are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee or his nominee shall be entitled to vote the shares so transferred.

Treasury shares, shares of its own stock owned by another corporation the majority of the voting stock of which is owned or controlled by it, and shares of its own stock held by a corporation in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time.

SECTION 10. Action Without a Meeting. Any action required by law to be taken at any meeting of Shareholders of the Corporation or any action which may be taken at a meeting of Shareholders, may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the holders of all of the outstanding shares of stock in the Corporation. If any class of shares is entitled to vote as a class, such written consent shall be required of the holders of all of the shares of each class of shares entitled to vote as a class thereon and of the total shares entitled to vote.

In the event that the action to which the shareholder's consent is such as would have required the filing of a certificate under any other section of the law if such action had been voted on by shareholders in a meeting thereof, the certificate filed under such other section shall state that written consent has been given in accordance with the provisions of Nevada Statutes.

### **ARTICLE III. Board of Directors**

SECTION 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

SECTION 2. Number, Tenure and Qualification. The number of Directors of the Corporation shall be established by resolution of the Shareholders from time to time, and may be increased or decreased from time to time, provided the Corporation shall always have at least one (1) Director. Each Director shall hold office until the next annual meeting of Shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death. Resignation of Directors shall be in accordance with Article V hereinafter.

SECTION 3. Removal. Any Director may be removed with or without cause by vote of the holders of a majority of the shares entitled to vote at an election of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a director shall not of itself create contract rights.

SECTION 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, except as provided in Article XIV of these Bylaws, immediately after and at the same place as the annual meeting of Shareholders. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, by the President or by the lesser of a majority, or two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by him/them.

SECTION 6. Notice. Notice of any special meeting shall be given at least five (5) days before the meeting by written notice delivered personally, or by mail, or by telegram or cablegram to each Director at his business address,

unless in case of emergency, the Chairman of the Board or the President shall prescribe a shorter notice to be given personally or by telegraphing each Director at his residence or business address. If a notice of meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting, before or after the meeting in accordance with Article XII. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION 7. Quorum. A majority of the number of Directors fixed pursuant to Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

SECTION 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the Shareholders. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Shareholders, or until his earlier resignation, removal from office or death.

SECTION 10. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 11. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

SECTION 12. Constructive Presence at a Meeting. A member of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

SECTION 13. Action without a Meeting. Any action required by law to be taken at any meeting of the Directors of the Corporation or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the Directors, is filed in the minutes of the proceedings of the Board. Such consent shall have the same effect as a unanimous vote.

#### ARTICLE IV. Officers

SECTION 1. Number and Qualifications. The officers of the Corporation shall be the President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers



and agents as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person.

SECTION 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his earlier resignation, removal from office or death. Resignation of officers shall be in accordance with Article V.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. Vacancies. A vacancy, however occurring, in any office may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business affairs of the Corporation. He shall, when present, preside at all meetings of the Shareholders and of the Board of Directors, unless the Board of Directors has elected a Chairman of the Board and the Chairman of the Board is present at such meeting. The President may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties as from time to time may be assigned to him by the Board of Directors.

SECTION 6. Vice-President. If a Vice-President is elected or appointed, in the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall have the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 7. Secretary. The Secretary shall: (a) keep the minutes of all the meetings of the shareholders and the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder; (e) have general charge of the stock transfer books of the Corporation; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer

shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 9. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Corporation.

SECTION 10. Disqualification of an Officer. If any officer is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of service to the Corporation, then such officer shall no longer be qualified to serve as an officer to the Corporation and he shall be deemed to have forthwith submitted his resignation as an officer of the Corporation.

#### **ARTICLE V. Resignations**

Any Director or Officer of the Corporation may resign at any time by giving written notice to the Board of Directors, and if there are no Directors then to all of the Shareholders. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the party or parties to whom notice is given hereunder.

#### **ARTICLE VI. Contracts, Loans, Checks and Deposits**

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### **ARTICLE VII. Certificates for Shares and Their Transfer**

SECTION 1. Certificates for Shares. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Board of Directors so to do. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered in the corporate records. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a

lost, destroyed or mutilated certificate a new one may be issued therefore upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

SECTION 2. Transfer of Shares. Transfer of shares of the Corporation shall be made in the records of the Corporation only when the holder of record thereof or his legal representative, or his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, shall furnish proper evidence of authority to transfer, and when there is surrendered for cancellation the certificate for such shares, properly endorsed. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

#### **ARTICLE VIII. Fiscal Year**

The fiscal year of the Corporation shall be as determined by the Board of Directors of the Corporation.

#### **ARTICLE IX. Dividends**

The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

#### **ARTICLE X. Indemnification**

The Corporation shall indemnify any Director or officer or any former Director or officer, to the full extent permitted by law.

#### **ARTICLE XI. Seal**

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal". As an alternative to an official corporate seal, the signature of the Secretary or other officer of the Corporation on a facsimile or graphical image of a corporate seal shall serve as the official "corporate seal" of the Corporation.

#### **ARTICLE XII. Waiver of Notice**

Unless otherwise provided by law, whenever any notice is required to be given to any Shareholder or Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, or written consent as to the action to be taken for which the notice was given, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XIII. Rules of Order**

Roberts' Rules of Order shall prescribe the rules of conduct for all meetings of the Corporation so far as not inconsistent with the laws of Nevada, with the Articles of Incorporation, or with these Bylaws.

**ARTICLE XIV. Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of a majority of the Shareholders, at any annual Shareholders' meeting or at any special Shareholders' meeting, provided notice of the proposed change is given in the notice of such meeting. If there is a proposed change to be taken up at a meeting of the Shareholders, notice of such meeting must be given under the terms of Article II, Section 4 of these Bylaws.

**ARTICLE XV. Procedure Upon Death or Disqualification of a Sole Shareholder**

As provided in Article II of the Articles of Incorporation of the Corporation, the Corporation shall have perpetual existence. Therefore, in the event of the death or disqualification of a sole Shareholder, then, and in that event, unless the stock of the deceased or disqualified Shareholder is sold to a person who is qualified to be a Shareholder of the Corporation pursuant to the provisions of Section 11 of Article II of these bylaws, the Articles of Incorporation of the Corporation shall be forthwith amended so that it may continue on as a general corporation to conduct other businesses authorized by the provisions of Nevada Statutes.

The foregoing is a true and correct copy of the Bylaws of Nurse Solutions Inc as adopted by the Board of Directors of the corporation on the 15 day of November, 2006.

ATTEST:



Secretary

11.15.06  
Date

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Date

**IGEN Networks Corp  
Subsidiary Information**

IGEN Networks Corp has a wholly owned Canadian subsidiary as follows:

Name: IGEN Business Solutions Inc

Address: Suite 1025 – 1185 West Georgia Street, Vancouver BC, Canada, V6E 4E6

Incorporation Number: BC0924483

Date of Incorporation: November 4, 2011

**Certification of CEO**

I, Neil Chan, certify that:

1. I have reviewed this Form 10-K of IGEN Networks;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 17, 2017

/s/ Neil Chan  
Neil Chan, Director, CEO

**Certification of COO**

I, Richard Freeman, certify that:

1. I have reviewed this Form 10-K of IGEN Networks;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 17, 2017

/s/ Richard Freeman

Richard Freeman, Director, COO

**CEO Certification**

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

I, Neil Chan, certify that pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350), the 10-K report for IGEN Networks for the fiscal year ended December 31, 2016 as filed with the Securities Exchange Commission fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act and that the information contained therein fairly presents, in all material respects, the financial condition and results of operations of the IGEN Networks.

April 17, 2017

/s/ Neil Chan

Neil Chan  
Director, CEO



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

I, Richard Freeman, certify that pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350), the 10-K report for IGEN Networks for the fiscal year ended December 31, 2016 as filed with the Securities Exchange Commission fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act and that the information contained therein fairly presents, in all material respects, the financial condition and results of operations of the IGEN Networks.

April 17, 2017

/s/ Richard Freeman

Richard Freeman  
Director, COO