

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

Form 10-K

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

For the fiscal year ended December 31, 2014

OR

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

Commission file number: 333-186415



LIFELOGGER TECHNOLOGIES CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

45-5523835

(I.R.S. Employer
Identification No.)

**11380 Prosperity Farms Road, Suite 221E,
Palm Beach Gardens, Florida**

(Address of principal executive offices)

33410

(Zip Code)

(416) 907-8976

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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

Securities registered under Section 12(g) of the Act: **Common Stock, Par Value \$0.001 per share**

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 issuer (1) 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) 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 a 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 (Do not check if a smaller reporting company)

Smaller reporting company

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold as of the last business day of the registrant's most recently completed second fiscal quarter. \$16,120,000 on June 30, 2014.

The number of shares of the registrant's Common Stock issued and outstanding was 81,881,666 shares as of March 27, 2015.

DOCUMENTS INCORPORATED BY REFERENCE

None.

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FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements. The Securities and Exchange Commission encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This report and other written and oral statements that we make from time to time contain such forward-looking statements that set out anticipated results based on management's plans and assumptions regarding future events or performance. We have tried, wherever possible, to identify such statements by using words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "will" and similar expressions in connection with any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance or results of current and anticipated sales efforts, expenses, the outcome of contingencies, such as legal proceedings, and financial results. Factors that could cause our actual results of operations and financial condition to differ materially are discussed in greater detail under Item 1A – "Risk Factors" of this report.

We caution that the factors described herein and other factors could cause our actual results of operations and financial condition to differ materially from those expressed in any forward-looking statements we make and that investors should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of anticipated or unanticipated events or circumstances. New factors emerge from time to time, and it is not possible for us to predict all of such factors. Further, we cannot assess the impact of each such factor on our results of operations or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

PART I

ITEM 1. BUSINESS

The Company

Lifelogger Technologies, Inc. (“we”, “us”, the “Company”, “Lifelogger”) was incorporated in Nevada on June 4, 2012 under the name Snap Online Marketing Inc. We changed our name effective January 31, 2014 when we embarked on the development and commercialization of innovative lifelogging solutions enabling the recording, secure online storage, organizing, retrieving, appreciation and selective sharing of personal information, data, photos, videos and other activities with friends and the public at large. Prior to January 31, 2014, we were engaged in providing web based marketing services.

Our Core Business

Our lifelogging business is comprised of the continued development and commercialization of a wearable video camera we refer to as a “Lifelogger wearable” and a seamlessly integrated eco-system of state-of-the-art lifelogging-focused software tools we refer to as the “Lifelogger Platform”. In addition to selling the Lifelogger wearable, we intend to separately market and commercially exploit our Lifelogger Platform in a variety of formats including iOS and Android applications and to third parties on a “white-label” license basis.

The Lifelogging Phenomenon

Lifelogging is a powerful new way of journaling or ‘self-chronicling’ one’s life. Mainstream lifelogging emerged in recent years in consumer markets as a novel use of wearable electronic devices like camera-toting wearable’s. Modern lifelogging automates and integrates the technology-based recording, collecting, organizing, retrieval, appreciating and selective sharing of autobiographical documents and data. Lifelogging involves wearing an auto-chronicling wearable device that is capable of recording pictures, videos, audio, vital signs, health data, and other environmental data. Lifeloggers do this to document, chronicle, track and monitor their daily activities, health and other personal information.

Our Products and Services

The Lifelogger wearable

We are in the final stages of development of a smart ‘Point-Of-View’ (POV), over-the-ear a wearable video camera we refer to as a “Lifelogger wearable”. It is an unobtrusive ‘intelligent’ wearable camera that records a lifelogger’s various activities from their personal point of view... and securely streams it to the cloud. When completed, our Lifelogger wearable pictured below, will be a stylish, comfortable lifestyle ‘smart’ device that users will wear ‘over the ear’.



The Lifelogger wearable’s sensors include a miniature camera and a GPS tracker that will record and geotag a lifelogger’s daily experiences. Our lifelogging wearable will feature easy to use ‘one-touch’ controls accessible from Android, iOS and Windows based applications from our Lifelogging Platform. The Lifelogging Platform is designed to work in concert with the Lifelogger wearable to provide lifeloggers with a seamless, unified and streamlined lifelogging experience.

The LifeLogger Platform

We are developing an end-to-end state-of-the-art lifelogging-focused software tools that are being designed to seamlessly integrate with our Lifelogger wearable. The Lifelogger Platform is also being designed as a stand-alone software that we intend to separately market and commercially exploit in a variety of formats including iOS and Android applications and to third parties on a “white-label” license basis. We expect to launch a beta version of our Lifelogger Platform for testing by registered test users in the second quarter of fiscal 2015.

Our unique multitool-like set of lifelogging tools are being designed to empower a user to optimize each of the three major phases of the lifelogging process: the collecting, organizing and searching of the elements of his cloud-stored lifelog. Our software platform will integrate a secure cloud-based lifelog-storage service with unique, software tools that, working in concert, enable our lifelogger customers to conveniently record, store, organize (i.e. index or tag), selectively retrieve and browse (including via an innovative two dimensional and three dimensional timeline), appreciate and selectively and securely share their various life-chronicling personal biographical documents including stills, videos, audio, texts etc. and personal data including health stats, vital signs, GPS trails, check-ins and other personal data and information.

The collection functions of the Lifelogger Platform are being designed to retrieve data from a variety of input sources (wearables, apps, documents and other devices), then organize the data through tagging features that will be capable of indexing, categorizing and ranking stored information enabling the lifelogger to collect large amounts of data that will be easily accessible for future viewing, use and sharing. The Lifelogger Platform is being designed to allow users to share the information and data they collect in their daily lives by means of live streaming the video from their camera over the internet to anyone they select.

The goal of our browsing features is to utilize advanced searches through the usage of keywords and filters to reduce the challenge of finding information and creating a pleasant browsing experience. We are incorporating three major timeline modalities so the user can browse in the modality that matches their personal preference. The offerings we are planning to include are a 1D chronological listing of files and their metadata; a 2D graphical side-scrolling timeline ‘wall’; and, uniquely, a interactively navigable 3D timeline visualizing a dynamic ‘landscape’ of chronologically organized thumbnail views of videos, photos and other types of personal data.

Potential Uses

Potential uses of our product and planned services include:

- **Fitness** — enables a user to track, monitor, review and analyze fitness activities and events such as steps taken, calories burned, heart rate, blood pressure, exposure to UV light, blood oxygenation and blood sugar levels to improve their general health and performance at sports or other activities.
- **Self Improvement** — enables analysis of sales presentations, customer service interactions, bedside manner (for doctors, nurses and caregivers), SWAT interventions, EMT interventions, policing activities, firefighting activities among others.
- **Memorializing** — enables a user to relive and share a memorable experience including photos, birthdays, travel or other significant life experiences, and other general uses for documenting events and occurrences.

Product Development and Support

Based on the availability of our working capital, we intend to commit significant resources to future product research and development to ensure that we maintain information security technology. We plan to offer localized versions of our iOS and Android Smartphone apps in several languages. Development strategy and goal is to develop the ultimate set of lifelogging solutions with both hardware and a stand-alone software platform.

Lifelogger wearable - In terms of lifelogging hardware our development strategy and goal is to develop the ultimate lightweight wearable camera solution, which is the perfect combination of the smallest physical size, the ultimate wearing comfort, the maximum video resolution and the longest autonomous work time. Our development is focused on a “hands free model” that can be worn over the ear to give a true point of view utilizing a head-worn apparatus similar to a telephone headset and to some sports headphones.

Lifelogger Platform - The successful implementation of our hardware development plans is expected to lead to the creation of high-quality miniature video streaming devices with ultimate autonomy, which in turn presents new technology challenges. A technology challenge for our Lifelogger Platform will be development of storage and large scale data management of audio and visual information. Our current plans are to use cloud-based storage and retrieval technology for the LifeLogger Platform. So, our basic cloud-based data service will receive all data from the wearable cameras, securely store the data and process it so that it is readily available to the user for fast access and viewing.

We rely on third party product development and software engineering and consulting providers for the development of our Lifelogger wearable and Lifelogger Platform. In addition, we will enter into agreements with third parties to support the operations of our Lifelogger Platform upon its launch.

Growth Strategy

We plan to grow our business by initially launching the Lifelogger wearable for pre-sale on our website at www.lifelogger.com and our Lifelogger Platform via the App Store and Google Play. Our website will include product information, blogging and is expected to be capable of future enhanced ecommerce offerings. As part of this plan we plan to initially offer for sale a limited number of Lifelogger wearables via the website at a discount for testing and feedback. Our ultimate goal is to deliver a unique product in which the bloggers will create a viral community to get our story out to a wider consumer base. We will also launch direct marketing and sales campaigns in selected vertical markets, including academic, healthcare and government in the North American market.

The target market for our product and software includes:

- Lifeloggers who use other third-party wearable cameras;
- Students for in-class use to record lectures and class activities for easy recall by subject or date;
- Health care professionals- use with patients and recall for records or patient follow ups;
- Sales professionals- use for sales calls or customer care calls ease of recalling and storing for future;
- General population- use for day to day video capturing of everyday life with the ease of recalling, editing and storing of video;
- Public Safety – use in day to day life for policeman and utilization of sophisticated software to recall data based on face, text or location with ease; and
- Original Equipment Manufacturers (OEM's) and software developers.

Sales and Marketing

Once we have completed development of the Lifelogger wearable and Lifelogger Platform which we are currently in the process of developing with our third party developers discussed below, we plan to launch a marketing campaign for our website utilizing search engine optimization or "SEO" and other internet advertising tools that features our lifelogging products.

In addition, for the second year in row, we featured our latest LifeLogger wearable prototype at the global consumer electronics and technology tradeshow (Consumers Electronics Show or CES) held in Las Vegas, Nevada in January 2015. CES is the largest consumer electronics show in the world with over 1.85 million square feet of show floor area that includes products from more than 150 countries with more than 150,000 attendees. The current version of the LifeLogger wearable was met with overwhelming interest by many industry leaders, distributors and lifelogging end users.

Principal Suppliers

We plan to use a major Taiwanese based original equipment manufacturer to produce the Lifelogger wearable and Timeback EOOD to provide software development. In October 2014 we engaged a third-party electronics product developer to enhance the design of our planned Lifelogger wearable. We believe we will have access to a sufficient supply and development team for the Lifelogger wearable and the Lifelogger Platform.

Competition

We will initially sell our products and license our software exclusively via the Internet. Our competition includes other Internet based sellers of lifelogger products and services. Some of our competitors may have significantly greater financial, marketing and other resources than we do. Our competitors may undertake more far-reaching marketing campaigns, including print and television advertisements, and adopt more aggressive pricing policies that may allow them to build larger customer and distribution bases than ours. Our competitor's products or services may be equal or superior to our proposed products and services or that achieve greater market acceptance than our products and services.

Government Regulation

Our Lifelogger wearable business will operate in a regulated environment under various federal and state consumer protection and other laws, rules and regulations, including the federal Gramm-Leach-Bliley Act and the federal Telemarketing and Consumer Fraud and Abuse Prevention Act. Some of the more significant regulations that we will become subject to will include:

Our Lifelogger wearable business will be subject to a number of U.S. federal and state, and foreign laws and regulations that affect companies conducting business on the Internet. Many of these laws and regulations are still evolving and being tested in courts, and could be interpreted in ways that could harm our business. These may involve user privacy, rights of publicity, data protection, content, intellectual property, distribution, electronic contracts and other communications, competition, protection of minors, consumer protection, taxation and online payment services. In particular, we will become subject to federal, state, and foreign laws regarding privacy and protection of user data. Foreign data protection, privacy, and other laws and regulations can be more restrictive than those in the United States. U.S. federal and state and foreign laws and regulations are constantly evolving and can be subject to significant change. In addition, the application and interpretation of these laws and regulations are often uncertain, particularly in the new and rapidly-evolving industry in which we intend to operate, and may be interpreted and applied inconsistently from country to country and inconsistently with our current policies and practices. There are also a number of legislative proposals pending before the U.S. Congress, various state legislative bodies, and foreign governments concerning data protection which could affect us. For example, the European Commission is currently considering a data protection regulation that may include operational requirements for companies that receive personal data that are different than those currently in place in the European Union, and that may also include significant penalties for non-compliance.

We believe that once we launch our Lifelogger wearable business, we will be in substantial compliance with all governmental regulations applicable to our business. We will employ a number of external resources to assist us in complying with our regulatory obligations. These external resources will include outside technology providers and consultants. As we expand our business, we will be required to raise additional capital to cover the expected increase in costs to hire and train additional internal and external resources to ensure we remain in substantial compliance with our governmental obligations.

Patents and Trademarks

We own the trademark for “LL Life Logger” and “Lifelogger”. These trademarks are registered in the United States and a trademark for “Life Logger” has been registered in the European Union. We have applied for trademark registration in other countries where we intend to offer our Lifelogger wearable and Lifelogger Platform.

Employees and Compensation

We presently have three full-time employee, one part-time employee and contracts with a third-party manufacturer and software developers as needed for production and product and software development.

ITEM 1A. RISK FACTORS

The risk factors in this section describe the material risks to our business, prospects, results of operations, financial condition or cash flows, and should be considered carefully. In addition, these factors constitute our cautionary statements under the Private Securities Litigation Reform Act of 1995 and could cause our actual results to differ materially from those projected in any forward-looking statements (as defined in such act) made in this Annual Report on Form 10-K. Investors should not place undue reliance on any such forward-looking statements. Any statements that are not historical facts and that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as “will likely result,” “are expected to,” “will continue,” “is anticipated,” “estimated,” “intends,” “plans,” “believes” and “projects”) may be forward-looking and may involve estimates and uncertainties which could cause actual results to differ materially from those expressed in the forward-looking statements.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of anticipated or unanticipated events or circumstances. New factors emerge from time to time, and it is not possible for us to predict all of such factors. Further, we cannot assess the impact of each such factor on our results of operations or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Risks Related to our Business

We lack an operating history. There is no assurance our future operations will result in profitable revenues. If we cannot generate sufficient revenues to operate profitably, our business will fail.

We were incorporated on June 4, 2012, and, have realized \$350,000 in revenues and incurred \$535,427 in operating costs for the year ended December 31, 2014. We have not generated any revenue from our planned Lifelogging Platform business. As of December 31, 2014, we had deficit accumulated of \$317,128. We have a limited operating history upon which an evaluation of our future success or failure can be made. Based upon current plans, do not know when we expect to begin generating revenues from our planned lifelogging camera business. Furthermore, our revenues may not be sufficient to cover our operating costs. We cannot guarantee that we will be successful in generating significant revenues in the future. Failure to achieve a sustainable sales level will cause us to go out of business.

Our auditors have issued a going concern opinion because there is substantial uncertainty that we will continue operations in which case you could lose your investment.

Our auditors have issued a going concern opinion. This means that there is substantial doubt that we can continue as an ongoing business for the next twelve months. The financial statements do not include any adjustments that might result from the uncertainty about our ability to continue in business. As such we may have to cease operations and you could lose your investment.

Significant Capital Requirements; Possible Additional Financing.

Our capital requirements will be significant. We are dependent on raising additional capital in order to fund our operations. Such financing may include the issuance of additional securities and/or the incurrence of debt financing. There can be no assurance that any additional financing will be available to us on acceptable terms or at all. Any additional equity financing will dilute the interests of our then existing shareholders.

Lifeloggging products and services generally, and our products and services in particular, may not achieve widespread acceptance which could require us to modify our sales and marketing efforts and could limit our ability to successfully grow our business.

The market for lifeloggging products and software remains immature and is rapidly changing. In addition, the products we plan to sell are now being developed and will be new to the market. Our ability to sell these products and generate revenue in the future depends on the acceptance by customers, third-party resellers and end users of life logging software and services generally and our products and services in particular. The adoption of lifeloggging products and software could be hindered by the costs to purchase the product and use the software and planned life blogging services. Accordingly, in order to achieve commercial acceptance, we may have to educate prospective customers about the uses and benefits of life blogging in general and our products in particular. We may also need to modify or increase our planned sales and marketing efforts or adopt new marketing strategies to achieve such education. If these efforts fail, prove excessively costly or unmanageable, or if life logging generally does not continue to achieve commercial acceptance, our business would be harmed.

We may have difficulty managing growth in our business.

Because of our small size, growth in accordance with our business plans, if achieved, will place a significant strain on our financial, technical, operational and management resources. As we expand our activities and increase our product lines, there will be additional demands on our financial, technical and management resources. The failure to continue to upgrade our technical, administrative, operating and financial control systems or the occurrence of unexpected expansion difficulties, including the recruitment and retention of experienced personnel, talent and consultants, could have a material adverse effect on our business, financial condition and results of operations and our ability to timely execute our business plan.

Our business, financial condition and results of operations may be adversely affected by unfavorable economic and market conditions.

Changes in global economic conditions could adversely affect the profitability of our business. Economic conditions worldwide have from time to time contributed to slowdowns in the technology industry, as well as in the specific segments and markets in which we operate, resulting in reduced demand and increased price competition for our products and services. Our operating results in one or more geographic regions may also be affected by uncertain or changing economic conditions within that region, such as the challenges that are currently affecting economic conditions in the United States and abroad. If economic and market conditions in the United States or other potential key markets, remain unfavorable or persist, spread or deteriorate further, we may experience an adverse impact on our business, financial condition and results of operation. In addition, the current or future tightening of credit in financial markets could result in a decrease in demand for our products and services.

Our ability to keep pace with technological developments is uncertain.

Our failure to respond in a timely and effective manner to new and evolving technologies could harm our business, financial condition and operating results. The idea of lifeloggging is an evolving social network trend characterized by rapidly changing technology, evolving industry standards, changes in consumer needs and new service and product introductions. Our business, financial condition and operating results will depend, in part, on our ability to develop the technical expertise to address these rapid changes and to use leading technologies effectively. We may experience difficulties that could delay or prevent the successful development, introduction or implementation of new features or services to our proposed lifeloggging product.

Any defects in, or other problems with, our products could harm our business and result in claims against us.

Complex electronic products and the software embedded in them such as ours may contain errors, defects and bugs (collectively, “errors”). During the development of any product, we may discover errors. As a result, our planned products may take longer than expected to develop. In addition, we may discover that remedies for errors may be technologically unfeasible. Delivery of products with undetected errors or reliability, quality or compatibility problems could damage our reputation. The existence of errors or reliability, quality or compatibility problems could also cause interruptions, delays or cessations of sales. We could, as well, be required to expend significant capital and other resources to remedy these problems. In addition, customers whose businesses are disrupted by these errors or reliability, quality or compatibility problems could bring claims against us; the defense of which, even if successful, would likely be time consuming and costly. Furthermore, if any such defense were not successful, we might be obligated to pay substantial damages that could materially and adversely affect our operating results.

Our business, financial condition and results of operations could be adversely affected if we fail to provide adequate security to protect our prospective customers and our systems.

Online security breaches could adversely affect our business, financial condition and results of operations. Any well-publicized compromise of security could deter use of the internet in general or use of the internet to store, retrieve and share confidential or personal information or downloading sensitive materials. In offering lifeloggging products and services, we may increasingly rely on technology acquired from third parties to develop and produce our proposed lifeloggging camera and software. Advances in computer capabilities, new discoveries in the field of cryptography or other developments could compromise or breach the algorithms that we plan to use to protect the data of our potential customers. If third parties are able to penetrate our planned network security or otherwise misappropriate confidential information, we could be subject to liability, which could result in litigation. In addition, experienced programmers or “hackers” may attempt to misappropriate proprietary information or cause interruptions in our services that could require us to expend significant capital and resources to protect against or remediate these problems.

We may not be able to protect and enforce our intellectual property rights.

The Lifelogger wearable and Lifelogger Platform we plan to offer for sale or license will be created using proprietary technology being developed, in part, by third party contractors and the proprietary technology of the vendors who supply them with components. Although we will seek contractual indemnification rights and have certain common law rights of indemnification, neither we or our third party contractors have any registered patents on our proposed lifelogger product or software. Our inability or failure to protect or enforce trademarks and other proprietary rights could materially adversely affect our business. Our actions to establish, protect and enforce our trademarks and other proprietary rights may not prevent imitation of our products, services or brands or control piracy by others or prevent others from claiming violations of their trademarks and other proprietary rights by us. There are factors outside of our control that pose a threat to our intellectual property rights. For example, effective intellectual property protection may not be available in every country in which our proposed product are sold and services are distributed or made available through the internet.

Further, although management does not believe that our proposed products will infringe on the intellectual rights of others, there is no assurance that we will not be the target of infringement or other claims. Such claims, even if not true, could result in significant legal and other costs and may be a distraction to our management or interrupt our proposed business.

If we do not diversify, continue to innovate and provide products and services that are useful to consumers and which generate significant traffic to our websites, we may not remain competitive or generate revenue.

Internet-based social networking is characterized by significant competition, evolving industry standards and frequent product and service enhancements. Our competitors are constantly developing innovations in internet social networking. We must continually invest in improving our customers' experiences and in providing products and services that people expect in a high social networking experience, including services responsive to their needs and preferences and services that continue to attract, retain and expand our customer base.

We may need to change the manner in which we conduct our business, or incur greater operating expenses, if government regulation of the Internet or other areas of our business changes or if consumer attitudes toward use of the Internet, mobile devices, and lifelogging change.

The adoption or modification of laws or regulations relating to the Internet or other areas of our business could limit or otherwise adversely affect the manner in which we currently conduct our business. In addition, the growth and development of the market for lifelogging may lead to more stringent consumer protection laws, which may impose additional burdens on us. If we are required to comply with new regulations or legislation or new interpretations of existing regulations or legislation, this compliance could cause us to incur additional expenses or alter our business model.

The manner in which Internet and other legislation may be interpreted and enforced cannot be precisely determined and may subject either us or our customers to potential liability, which in turn could have an adverse effect on our business, results of operations and financial condition. The adoption of any laws or regulations that adversely affect the popularity or growth in use of the Internet could decrease the demand for our proposed lifelogging products and services and increase our cost of doing business.

In addition, if consumer attitudes toward use of the Internet, mobile devices and lifelogging change and If we are unable to interact with consumers because of changes in their attitude toward use of these technologies, our product sales and proposed license fees, customer acquisition and retention and operating results may be affected adversely.

We depend on advances in technology by other companies and if those advances do not materialize, some of our anticipated new products could be delayed or cancelled.

A key technological goal, which plays a very important role in our whole product development strategy, is to put on the market a "lifelogging device" with a very rich functionality set, which at the same time needs to have a very small form factor, a long battery life, an elegant design and at a reasonable price. Combining successfully all these conflicting requirements in the same device, which is commercially viable, is a major risk.

We rely on and will continue to rely on technologies (including specialized field-programmable gate array (FPGA's) and high-quality low-power consumption camera modules) that are developed and produced by other companies. The commercial success of certain of our planned future products will depend in part on advances in these and other technologies by other companies. We may, from time to time, contract with and support companies developing key technologies in order to accelerate the development of them for our specific uses. Such activities might not result in useful technologies or components for us. We are attempting to mitigate this risk by making our product work with alternative components including the FPGA's and high-quality low-power consumption camera modules, but there can be no assurance that we will be successful in doing so.

Our supplier will depend on third parties to provide integrated circuit chip sets and other critical components for use in our products.

Neither our supplier or our company manufacture the integrated circuit chip sets, optics, backlights, printed circuit boards or other electronic components which we plan to use in our products. Instead, these components will be purchased from third party suppliers or contract manufacturers. Also third party contract manufactures will be used to assemble all or portions of our products. Some of these third party contractors and suppliers are small companies with limited financial resources. If any of these third party contractors or suppliers were unable or unwilling to supply these integrated circuit chip sets or other critical components to us or our supplier, we would be unable to manufacture and sell our products until a replacement supplier could be found. We cannot assure investors that a replacement third party contractor or supplier could be found on reasonable terms or in a timely manner. Any interruption in our ability to manufacture and distribute our products could cause our business to be unsuccessful and the value of investors' investment in us may decline.

As an "emerging growth company" under the JOBS Act, we are permitted to rely on exemptions from certain disclosure requirements.

We qualify as an "emerging growth company" under the JOBS Act. As a result, we are permitted to, and intend to, rely on exemptions from certain disclosure requirements. For so long as we are an emerging growth company, we will not be required to:

- have an auditor report on our internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act;
- comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements (i.e., an auditor discussion and analysis);
- submit certain executive compensation matters to shareholder advisory votes, such as "say-on-pay" and "say-on-frequency;" and
- disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the Chief Executive's compensation to median employee compensation.

In addition, Section 102 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards.

We will remain an "emerging growth company" for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our total annual gross revenues exceed \$1 billion, (ii) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Securities Exchange Act of 1934, which would occur if the market value of our ordinary shares that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three year period.

Until such time, however, we cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

We are highly dependent on the services provided by Stewart Garner, our Chief Executive Officer, President and Director.

We are highly dependent upon the services of our Chief Executive Officer, President and Director, Stewart Gamer. We have not obtained "key-man" life insurance policies insuring the life of Mr. Gamer. If the services of Mr. Gamer become unavailable to us, for any reason, our business could be adversely affected.

If we are unable to attract and retain key personnel, our business could be harmed.

If Mr. Gamer were to leave, we could face substantial difficulty in hiring qualified successors and could experience a loss in productivity while any successor obtains the necessary training and experience. Our employment relationships are generally at-will. We cannot assure that one or more key employees will not leave in the future. We intend to continue to hire additional highly qualified personnel, including engineers and operational personnel, but may not be able to attract, assimilate or retain qualified personnel in the future. Any failure to attract, integrate, motivate and retain these employees could harm our business.

We may have difficulty managing growth in our business.

Because of our small size, growth in accordance with our business plans, if achieved, will place a significant strain on our financial, technical, operational and management resources. As we expand our lifelogging business activities and increase the size of our operations, we plan to utilize computer systems and technology to minimize our labor costs. Despite these efforts, there will be additional demands on our financial, technical and management resources. The failure to implement administrative, operating and financial control systems and software or the occurrence of unexpected expansion difficulties, including the recruitment and retention of experienced personnel, talent and consultants, could have a material adverse effect on our business, financial condition and results of operations and our ability to timely execute our business plan.

Consumer Electronics Ventures Corp. can exercise voting control over corporate decisions.

Consumer Electronics Ventures Corp. (“CEVC”) owns 61.1% of our total voting securities. As a result, CEVC exercises control in determining the outcome of all corporate transactions or other matters, including the election of directors, mergers, consolidations, the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control. The interests of our controlling stockholder may differ from the interests of the other stockholders and thus result in corporate decisions that are adverse to other stockholders.

RISK FACTORS RELATING TO OUR SECURITIES

There currently is only a minimal public market for our common stock. Failure to develop or maintain a trading market could negatively affect the value of our common stock and make it difficult or impossible for you to sell your shares.

There currently is only a minimal public market for shares of our common stock and an active market may never develop. Our common stock is quoted on the OTCQB operated by the OTC Market’s Group, Inc. under the symbol “LOGG”. We may not ever be able to satisfy the listing requirements for our common stock to be listed on any stock exchange, including the trading platforms of NASDAQ Stock Market which are often more widely-traded and liquid markets. Some, but not all, of the factors which may delay or prevent the listing of our common stock on a more widely-traded and liquid market include the following: our stockholders’ equity may be insufficient; the market value of our outstanding securities may be too low; our net income from operations may be too low; our common stock may not be sufficiently widely held; we may not be able to secure market makers for our common stock; and we may fail to meet the rules and requirements mandated by, any of the several exchanges and markets to have our common stock listed.

We cannot assure you that our common stock will become liquid or that it will be listed on a securities exchange.

Until our common stock is listed on a national securities exchange such as the New York Stock Exchange or the Nasdaq Stock Market, we expect our common stock to remain eligible for quotation on the OTCQB, or on another over-the-counter quotation system. In those venues, however, an investor may find it difficult to obtain accurate quotations as to the market value of our common stock. In addition, if we fail to meet the criteria set forth in SEC regulations, various requirements would be imposed by law on broker-dealers who sell our securities to persons other than established customers and accredited investors. Consequently, such regulations may deter broker-dealers from recommending or selling our common stock, which may further affect the liquidity of our common stock. This would also make it more difficult for us to raise capital.

The application of the “penny stock” rules could adversely affect the market price of our common stock and increase your transaction costs to sell those shares.

The SEC has adopted rule 3a51-1 which establishes the definition of a “penny stock,” for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, Rule 15g-9 requires:

- that a broker or dealer approve a person’s account for transactions in penny stocks, and
- the broker or dealer receives from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person’s account for transactions in penny stocks, the broker or dealer must:

- obtain financial information and investment experience objectives of the person, and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form:

- sets forth the basis on which the broker or dealer made the suitability determination and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the “penny stock” rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

The application of Rule 144 creates some investment risk to potential investors; for example, existing shareholders may be able to rely on Rule 144 to sell some of their holdings, driving down the price of the shares you purchased.

The SEC adopted amendments to Rule 144 which became effective on February 15, 2008 that apply to securities acquired both before and after that date. Under these amendments, a person who has beneficially owned restricted shares of our common stock for at least six months would be entitled to sell their securities provided that: (i) such person is not deemed to have been one of our affiliates at the time of, or at any time during the three months preceding a sale, (ii) we are subject to the Exchange Act periodic reporting requirements for at least 90 days before the sale and (iii) if the sale occurs prior to satisfaction of a one-year holding period, we provide current information at the time of sale.

Persons who have beneficially owned restricted shares of our common stock for at least six months but who are our affiliates at the time of, or at any time during the three months preceding a sale, would be subject to additional restrictions, by which such person would be entitled to sell within any three-month period only a number of securities that does not exceed the greater of either of the following:

- 1% of the total number of securities of the same class then outstanding (818,417 shares of common stock as of the date of this Report); or
- the average weekly trading volume of such securities during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale;

provided, in each case, that we are subject to the Exchange Act periodic reporting requirements for at least three months before the sale. Such sales by affiliates must also comply with the manner of sale, current public information and notice provisions of Rule 144.

We do not pay dividends on our common stock.

We have not paid any dividends on our common stock and do not anticipate paying dividends in the foreseeable future. We plan to retain earnings, if any, to finance the development and expansion of our business.

GENERAL RISK STATEMENT

Based on all of the foregoing, we believe it is possible for future revenue, expenses and operating results to vary significantly from quarter to quarter and year to year. As a result, quarter-to-quarter and year-to-year comparisons of operating results are not necessarily meaningful or indicative of future performance. Furthermore, we believe that it is possible that in any given quarter or fiscal year our operating results could differ from the expectations of public market analysts or investors.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our executive offices are located in a shared executive office suite at 11380 Prosperity Farms Road, Suite 221E, Palm Beach Gardens, Florida 33410 on a month to month basis. In addition, we maintain office space provided by Mr. Gamer, our Chief Executive Officer, in Ontario, Canada under the terms of his consulting agreement with our company.

ITEM 3. LEGAL PROCEEDINGS

We are not presently a party to any material litigation, nor to the knowledge of management is any litigation threatened against us that may materially affect us.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASE OF EQUITY SECURITIES

Our common stock is quoted on the OTCQB and has traded under the symbol “LOGG” since February 2014. Such trading of our common stock is limited and sporadic. There can be no assurance that a liquid market for our common stock will ever develop.

The following table reflects the high and low bid information for our common stock for each fiscal quarter during the fiscal years ended December 31, 2014 and 2013. The bid information was obtained from the OTCQB and reflects inter-dealer prices without retail mark-up, markdown or commission and may not necessarily represent actual transactions.

Quarter Ended		Bid High	Bid Low
	Fiscal Year 2014		
December 31, 2014		\$ 0.75	\$ 0.40
September 30, 2014		\$ 0.88	\$ 0.40
June 30, 2014		\$ 0.90	\$ 0.52
March 31, 2014		\$ 1.10	\$ 0.10

As of March 27, 2015, there were approximately 6 record holders, an unknown number of additional holders whose stock is held in “street name” and 81,881,666 shares of common stock issued and outstanding.

We have never declared or paid cash dividends on our capital stock. We currently intend to retain all available funds and any future earnings for use in the operation and expansion of our business and do not anticipate paying any cash dividends in the foreseeable future.

Recent Sales of Unregistered Securities

None.

ITEM 6. SELECTED FINANCIAL DATA

Not applicable to a smaller reporting company.

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We define our accounting periods as follows:

- “fiscal 2012” – June 4, 2012 through December 31, 2012
- “fiscal 2013” – January 1, 2013 through December 31, 2013
- “fiscal 2014” – January 1, 2014 through December 31, 2014

Effective as of January 31, 2014, we amended and restated its articles of incorporation to increase the number of authorized shares of common stock from 75,000,000 to 120,000,000 and create a class of preferred stock consisting of 5,000,000 shares, the designations and attributes of which were left for future determination by the Company’s board of directors. In addition, we effectuated a 10 for 1 stock split of our issued and outstanding common stock (the “Forward Stock Split”). All references to shares of our common stock in this report on Form 10-K refers to the number of shares of common stock after giving effect to the Forward Stock Split (unless otherwise indicated).

The Company

We changed our name effective January 31, 2014 when we embarked on the development and commercialization of innovative lifelogging solutions enabling the recording, secure online storage, organizing, retrieving, appreciation and selective sharing of personal information, data, photos, videos and other activities with friends and the public at large. Prior to January 31, 2014, we were engaged in providing web based marketing services.

Our Core Business

Our lifelogging business is comprised of the continued development and commercialization of a wearable video camera we refer to as a “Lifelogger wearable” and a seamlessly integrated eco-system of state-of-the-art lifelogging-focused software tools we refer to as the “Lifelogger Platform”. In addition to selling the Lifelogger wearable, we intend to separately market and commercially exploit our Lifelogger Platform in a variety of formats including iOS and Android applications and to third parties on a “white-label” license basis. We expect to launch a beta version of our Lifelogger Platform for testing by registered test users in the second quarter of fiscal 2015.

Lifelogging is a powerful new way of journaling or ‘self-chronicling’ one’s life. Mainstream lifelogging emerged in recent years in consumer markets as a novel use of wearable electronic devices like camera-toting wearable’s. Modern lifelogging automates and integrates the technology-based recording, collecting, organizing, retrieval, appreciating and selective sharing of autobiographical documents and data. Lifelogging involves wearing an auto-chronicling wearable device that is capable of recording pictures, videos, audio, vital signs, health data, environmental data etc. Lifeloggers do this to document, chronicle, track and monitor their daily activities, health and other personal information.

RESULTS OF OPERATIONS

The following comparative analysis on results of operations was based primarily on the comparative audited financial statements, footnotes and related information for the periods identified below and should be read in conjunction with the financial statements and the notes to those statements that are included elsewhere in this report.

Revenue

Total revenue increased \$320,070 to \$350,000 for fiscal 2014 compared to 29,930 in fiscal 2013. This increase in total revenue is primarily due to sale of a prototype Lifelogger wearable, components and design work we performed under a contract with a customer.

Our cost of revenue for fiscal 2014 increased by approximately \$65,516 compared to fiscal 2013 primarily as a result of increased costs attributed to the development and production cost of our prototype camera. Our gross margins increased to 75% from 30% primarily as a result of this increase. We are unable to predict what our expected gross profits will be in fiscal 2015 as we have not established a sales price for our Lifelogger wearable nor can we estimate software licensing revenue from our Lifelogger Platform.

Total operating expenses for fiscal 2014 increased by \$384,337 compared to fiscal 2013 primarily as a result of an increase in research and development expense, consulting fees, general operating expenses and advertising and promotions. We expect further increases in our operating expenses as we ramp up our software development, licensing and Lifelogging Camera business discussed in this Form 10-K.

The net loss for fiscal 2014 was \$185,427, an increase of \$129,783 compared to fiscal 2013, primarily as a result of an increases in operating expenses, partially offset by an increase in revenue as discussed above.

Liquidity and Capital Resources

Liquidity is the ability of an enterprise to generate adequate amounts of cash to meet its needs for cash requirements. As of December 31, 2014 our working capital amounted to \$307,882, an increase of \$307,215 as compared to \$(1,989) as of December 31, 2013. This increase is primarily a result of an increase in cash and accounts receivable, partially offset by an increase in accounts payable. Working Capital included primarily cash of \$238,747 and accounts receivable of \$93,021 and \$14,246 of prepaid expenses.

Net cash used in operating activities was \$257,262 during fiscal 2014 compared to \$43,798 in fiscal 2013. The increase in cash used in operating activities is primarily attributable to our net loss, increases in accounts receivables and prepaid expenses, partially offset by an increase in accounts payable.

Net cash used in investing activities during fiscal 2014 was \$9,246 compared to \$0 in fiscal 2013. The increase was a result of purchases of capital assets.

Net cash provided by financing activities during fiscal 2014 was \$505,000 compared to \$31,000 in fiscal 2013. The increase was primarily a result of the proceeds from the sale of our common stock.

We do not have sufficient resources to effectuate our business plan. We expect to incur a minimum of \$910,000 in expenses during the next twelve months of operations. We estimate that this will be comprised of approximately \$450,000 towards development and marketing of the Lifelogger wearable, \$310,000 towards salaries and subcontractors. Additionally, approximately \$150,000 will be needed for general overhead expenses such as for corporate legal and accounting fees, office overhead and general working capital. Accordingly, we will have to raise the funds to pay for these expenses. We potentially will have to issue debt or equity or enter into a strategic arrangement with a third party.

There can be no assurance that additional capital will be available to us. We currently have no agreements, arrangements or understandings with any person to obtain funds through bank loans, lines of credit or any other sources. Since we have no other such arrangements or plans currently in effect, our inability to raise funds for the above purposes will have a severe negative impact on our ability to remain a viable company.

Going Concern Consideration

We have been in the development stage since our inception on June 4, 2012 and continue to incur significant losses. We had an accumulated deficit of \$242,249 as of December 31, 2014 and \$257,262 in cash was used in operating activities. This raises substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent our ability to raise additional capital and generate additional revenues and profits from our business plan.

In the opinion of our independent registered public accounting firm for our fiscal year end December 31, 2014, our auditor included a statement that as a result of our deficit accumulated during the development stage at December 31, 2014, our net loss and net cash used in operating activities for the reporting period then ended, there is a substantial doubt as our ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Inflation

In the opinion of management, inflation has not and will not have a material effect on our operations in the immediate future. Management will continue to monitor inflation and evaluate the possible future effects of inflation on our business and operations.

Off-Balance Sheet Arrangements

Under SEC regulations, we are required to disclose our off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, such as changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. As of December 31, 2014 we have no off-balance sheet arrangements.

CRITICAL ACCOUNTING POLICIES

Our significant accounting policies are disclosed in Note 2 of our Financial Statements included elsewhere in this Annual Report on Form 10-K.

ITEM 7A. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See Index to Financial Statements and Financial Statement Schedules appearing on pages F-1 through F-17 of this Form 10-K.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management conducted an evaluation, with the participation of our Chief Executive Officer who is our principal executive officer and our Chief Financial Officer who is our principal financial and accounting officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this Annual Report on Form 10-K. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2014 for the reasons discussed below.

Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for the preparation of our financial statements and related information. Management uses its best judgment to ensure that the financial statements present fairly, in material respects, our financial position and results of operations in conformity with generally accepted accounting principles.

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in the Securities Exchange Act of 1934. These internal controls are designed to provide reasonable assurance that the reported financial information is presented fairly, that disclosures are adequate and that the judgments inherent in the preparation of financial statements are reasonable. There are inherent limitations in the effectiveness of any system of internal controls including the possibility of human error and overriding of controls. Consequently, an ineffective internal control system can only provide reasonable, not absolute, assurance with respect to reporting financial information.

Our internal control over financial reporting includes policies and procedures that: (i) pertain to maintaining records that, in reasonable detail, accurately and fairly reflect our transactions; (ii) provide reasonable assurance that transactions are recorded as necessary for preparation of our financial statements in accordance with generally accepted accounting principles and that the receipts and expenditures of company assets are made in accordance with our management and directors authorization; and (iii) provide reasonable assurance regarding the prevention of or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on our financial statements.

Under the supervision of management, including our Chief Executive Officer and our Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission published in 1992 and subsequent guidance prepared by the Commission specifically for smaller public companies. Based on that evaluation, our management concluded that our internal control over financial reporting were not effective as of December 31, 2014 for the reasons discussed below:

- The Company did not maintain effective controls over certain aspects of the financial reporting process because we lacked a sufficient complement of personnel with a level of accounting expertise, an adequate supervisory review structure that is commensurate with our financial reporting requirements and did not maintain adequate segregation of duties.

Until such time as we have a chief financial officer with the requisite expertise in U.S. GAAP, there are no assurances that the material weaknesses in our disclosure controls and procedures and internal control over financial reporting will not result in errors in our financial statements which could lead to a restatement of those financial statements. A material weakness is a deficiency or a combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

Our management, including our Chief Executive Officer and our Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

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

Changes in Internal Controls over Financial Reporting

There have been no changes in our internal control over financial reporting during the year ended December 31, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Set forth below are the names and ages of our directors and executive officers and their principal occupations at present and for at least the past five years.

<u>Name</u>	<u>Age</u>	<u>Positions and Offices to be Held</u>
Stewart Garner	48	Chief Executive Officer, Chief Financial Officer and Director

Our director is appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board. All officers and directors listed above will remain in office until the next annual meeting of our stockholders, and until their successors have been duly elected and qualified. There are no agreements with respect to the election of Directors. Our Board of Directors appoints officers annually and each Executive Officer serves at the discretion of our Board of Directors.

Stewart Garner. Mr. Garner has served as our Chief Executive Officer and a Director since December 20, 2013. Mr. Garner has over 20 years in finance and business development in both the private and public sectors. From January 2007 through the present, Mr. Garner was the founder and sole officer and director of 21281 12 Ontario, Inc., an entity which invests in and develops real estate projects and invests in and consults with public and private entities. Recently, Mr. Garner, has been focused on real estate with the acquisition and development of properties on a consulting basis.

As the Chief Executive Officer of our company, Mr. Garner brings our board his considerable experience in the strategic planning and growth of companies and qualifies him to continue to serve as a director of our company.

Key Employees

We employ certain individuals who, while not executive officers, make significant contributions to our business and operations and hold various positions within our company.

Philip van Nederveelde has served as a member of our Advisory Board to actively reinforce and support our executive team in roles including that of Senior Vice President of Design and Chief Evangelist since January 2015. A passionate pioneering lifelongger avant la lettre, Mr. Nederveelde is an award-winning, 6-fold multilingual all-round communications and international business development executive with over 25 years of excellence working with cutting edge, emerging technologies including interactive multimedia, wearable sensors, personalized medicine for life extension, drone based sensor platforms, immersive telepresence using anthropomorphic android robotics, immerse virtual reality, online multi-user virtual worlds, data fusion and visualization for situational awareness in military and security applications and as a designer of interactive media user interfaces and content, media strategist, spokesperson, networker extraordinaire, sci-tech visionary and advocate, inventor, and public speaker.

Mr. Nederveelde earned an M.A. degree in Communication Science and postgraduate degree in Information Science & Interactive Media Design.

Indra Dosanjh, MBA, has served as our Chief Product Officer since September 2014. Ms. Dosanjh will be leading and overseeing our product strategy and roadmap with an immediate focus on the launch of the beta release of Lifelogger Platform app. Ms. Dosanjh is a seasoned technology executive and has consulted and led complex projects for Fortune 1000 companies as well as early stage startup companies in sectors ranging from financial, technology, Internet and telecommunications services. Prior to joining our company, Ms. Dosanjh was a senior manager with Xerox's Global Services North America for over nine years. In addition, Ms. Dosanjh gained her internet experience at Tucows International, where she was part of the development of OpenSRS wholesale domain platform and was a member of the founding team for dot INFO registry where she led the build of the registry. Most recently, she was the Vice President of Product Management and Marketing at Site Technologies Inc. where she started as first employee and hired and led the product team to build and launch Veloxsites, a B2B SMB website platform.

Committees of our Board of Directors

Our securities are not quoted on an exchange that has requirements that a majority of our Board members be independent and we are not currently otherwise subject to any law, rule or regulation requiring that all or any portion of our Board of Directors include "independent" directors, nor are we required to establish or maintain an Audit Committee or other committee of our Board of Directors.

The Board does not have standing audit, compensation or nominating committees. The Board does not believe these committees are necessary based on the size of our company, the current levels of compensation to corporate officers and the beneficial ownership by one shareholder of more than 61% of our outstanding common stock. The Board will consider establishing audit, compensation and nominating committees at the appropriate time.

The entire Board of Directors participates in the consideration of compensation issues and of director nominees. Candidates for director nominees are reviewed in the context of the current composition of the Board and the Company's operating requirements and the long-term interests of its stockholders. In conducting this assessment, the Board of Directors considers skills, diversity, age, and such other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability.

The Board's process for identifying and evaluating nominees for director, including nominees recommended by stockholders, will involve compiling names of potentially eligible candidates, conducting background and reference checks, conducting interviews with the candidate and others (as schedules permit), meeting to consider and approve the final candidates and, as appropriate, preparing an analysis with regard to particular recommended candidates.

Through their own business activities and experiences each of directors have come to understand that in today's business environment, development of useful products and identification of undervalued real estate, along with other related efforts, are the keys to building our company. The directors will seek out individuals with relevant experience to operate and build our current and proposed business activities.

Director Compensation

Our directors do not receive any compensation as directors and there is no other compensation being considered at this time.

Board Oversight in Risk Management

Our Chief Executive Officer, who is our principal executive officer, also serves as Chairman of the Board of Directors, and we do not have a lead director. In the context of risk oversight, we believe that our selection of one person to serve in both positions provides the Board with additional perspective which combines the operational experience of a member of management with the oversight focus of a member of the Board. The business and operations of our Company are managed by our Board as a whole, including oversight of various risks, such as operational and liquidity risks, that our Company faces. Because our Board includes a member of our management, this individual is responsible for both the day-to-day management of the risks we face as well as the responsibility for the oversight of risk management.

Compliance with Section 16(a) of the Securities Exchange Act of 1934

Since none of our securities have been registered pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934, our officers and directors and persons who own more than 10% of our common stock are not required to file Section 16(a) beneficial ownership reports.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth certain compensation information for: (i) our principal executive officer or other individual serving in a similar capacity during fiscal 2014; (ii) our two most highly compensated executive officers other than our principal executive officers who were serving as executive officers at December 31, 2014 whose compensation exceed \$100,000; and (iii) up to two additional individuals for whom disclosure would have been required but for the fact that the individual was not serving as an executive officer at December 31, 2014. Compensation information is shown for the fiscal years ended December 31, 2014 and 2013:

FISCAL 2014 SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Stewart Garner, CEO and CFO ⁽¹⁾	2014	\$ 84,000	\$18,000	\$ 0	0	0	0	\$ 16,913	\$ 118,913
	2013	\$ 0	0	0	0	0	0	0	0

Employment Agreements with Executive Officers

Stewart Garner. Effective as of January 1, 2014, we orally agreed to retain Stewart Garner on a consulting basis whereby he agreed to serve as our Chief Executive Officer and a Director. The consulting agreement provides for a base salary of \$84,000 per year, a discretionary bonus, a monthly automobile allowance of \$1,000 and automobile insurance, medical insurance, cellular phone allowance and reimbursement of business expenses, which includes the use of Mr. Garner's home office. The consulting agreement is subject to termination by the Company for cause and also in the event of Mr. Garner's death or disability. In the event of a termination of the agreement for cause or due to death or disability, Mr. Garner would be entitled to his base salary and benefits for the balance of the then existing term.

Outstanding Equity Awards at Fiscal Year-End

The following tables set forth, for each person listed in the Summary Compensation Table set forth above, as of December 31, 2014:

With respect to each option award -

- the number of shares of our common stock issuable upon exercise of outstanding options that have been earned, separately identified by those exercisable and unexercisable;
- the number of shares of our common stock issuable upon exercise of outstanding options that have not been earned;
- the exercise price of such option; and
- the expiration date of such option; and

With respect to each stock award -

- the number of shares of our common stock that have been earned but have not vested;
- the market value of the shares of our common stock that have been earned but have not vested;
- the total number of shares of our common stock awarded under any equity incentive plan that have not vested and have not been earned; and
- the aggregate market or pay-out value of our common stock awarded under any equity incentive plan that have not vested and have not been earned.

OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2014

OPTION AWARDS

STOCK AWARDS

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)			Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#)
			Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#)							
Stewart Gamer	-	-	-	-	-	-	-	-	-	-	

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following tables set forth certain information, as of March 27, 2014 with respect to the beneficial ownership of our outstanding common stock and preferred stock by (i) any holder of more than five percent, (ii) each of our executive officers and directors, and (iii) our directors and executive officers as a group.

Unless otherwise indicated, the business address of each person listed is in care of Lifelogger Technologies Corp. 11380 Prosperity Farms Road, Suite 221E, Palm Beach Gardens, Florida 33410. The information provided herein is based upon a list of our shareholders and our records with respect to the ownership of common stock. The percentages in the table have been calculated on the basis of treating as outstanding for a particular person, all shares of our common stock outstanding on that date and all shares of our common stock issuable to that holder in the event of exercise of outstanding options, warrants, rights or conversion privileges owned by that person at that date which are exercisable within 60 days of that date. Except as otherwise indicated, the persons listed below have sole voting and investment power with respect to all shares of our common stock owned by them, except to the extent that power may be shared with a spouse.

Common Stock

<u>Name and Address of Beneficial Owner⁽¹⁾</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class (1)</u>
Stewart Garner	0	0
All directors and executive officers as a group (1 person)	0	0
Consumer Electronics Ventures Corp. (1)	50,000,000	61.1%

* less than 1%.

(1) Michelle Draper, a director of Consumer Electronics Ventures Corp., a BVI IBC corporation (“CEVC”) has voting and dispositive control over securities held by CEVC whose address is P.O. Box 146, Road Town, Tortola.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Related Party Transactions

Related parties with whom the Company had transactions are:

<u>Related Parties</u>	<u>Relationship</u>
Stew Garner	Chairman, CEO and director
Indra Dosanjh	Chief Product Officer of the Company

Advances from Former Stockholders

From time to time, the former President and Chief Executive Officer and stockholders of the Company provided advances to the Company for its working capital purposes. Those advances bore no interest and were due on demand.

The former President and stockholder of the Company advanced \$7,977 to the Company for the period from January 1, 2013 through December 20, 2013, the date of change in control and the Company did not make any repayment toward these advances.

Forgiveness of Advances from Former Stockholders and Accrued Compensation – Former Officers

On December 20, 2013, pursuant to the terms of the Stock Purchase Agreements, the former President and stockholders forgave advances of \$7,977 and accrued compensation of \$10,400, respectively or \$18,377 in aggregate. This amount was recorded as contributions to capital.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table shows the fees that were billed for the audit and other services provided by Li and Company, PC for the fiscal years ended December 31, 2014 and 2013.

	<u>2014</u>	<u>2013</u>
Audit Fees	\$ 14,000	\$ 9,500
Audit-Related Fees	-	700
Tax Fees	650	600
All Other Fees		-
Total	<u>\$ 14,650</u>	<u>\$ 10,800</u>

Audit Fees — This category includes the audit of our annual financial statements, review of financial statements included in our Quarterly Reports on Form 10-Q and services that are normally provided by the independent registered public accounting firm in connection with engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements.

Audit-Related Fees — This category consists of assurance and related services by the independent registered public accounting firm that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under “Audit Fees.” The services for the fees disclosed under this category include consultation regarding our correspondence with the Securities and Exchange Commission and other accounting consulting.

Tax Fees — This category consists of professional services rendered by our independent registered public accounting firm for tax compliance and tax advice. The services for the fees disclosed under this category include tax return preparation and technical tax advice.

All Other Fees — This category consists of fees for other miscellaneous items.

Our Board of Directors has adopted a procedure for pre-approval of all fees charged by our independent registered public accounting firm. Under the procedure, the Board approves the engagement letter with respect to audit, tax and review services. Other fees are subject to pre-approval by the Board, or, in the period between meetings, by a designated member of Board. Any such approval by the designated member is disclosed to the entire Board at the next meeting.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements

The consolidated financial statements and Report of Independent Registered Public Accounting Firm are listed in the “Index to Financial Statements and Schedules” on page F-1 and included on pages F-2 through F-17.

2. Financial Statement Schedules

All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission (the “Commission”) are either not required under the related instructions, are not applicable (and therefore have been omitted), or the required disclosures are contained in the financial statements included herein.

3. Exhibits (including those incorporated by reference).

Exhibit No.	Description
3.1(a)	Articles of Incorporation, filed June 13, 2012 (Incorporated by reference to Form S-1 filed on February 1, 2013).
3.1(b)	Amended and Restated Articles of Incorporation filed January 6, 2014 (Incorporated by reference to Exhibit 3.3 on Form 8-K filed on February 4, 2014).
3.2	Bylaws (Incorporated by reference to Form S-1 filed on February 1, 2013).
4.2	Subscription Agreement (Incorporated by reference to the Company’s Registration Statement on Form S-1 filed with the SEC on February 4, 2013).
10.1+	Consulting Agreement, C.E.O. (Incorporated by reference to the Company’s Registration Statement on Form S-1 filed with the SEC on February 4, 2013).
10.2+	Consulting Agreement, C.F.O. (Incorporated by reference to the Company’s Registration Statement on Form S-1 filed with the SEC on February 4, 2013).
10.3	Product Development Agreement dated as of January 7, 2014 between Matrigo Holdings, Ltd. and Lifelogger Technologies Corp. (Incorporated by reference to Exhibit 10.3 of the Company’s Quarterly Report on Form 10-Q filed with the SEC on August 12, 2014).
10.4	Addendum to Product Development Agreement effective as of June 1, 2014 between Matrigo Holdings, Ltd. and Lifelogger Technologies Corp. (Incorporated by reference to Exhibit 10.4 to the Company’s Quarterly Report on Form 10-Q filed with the SEC on August 12, 2014).
10.5	Securities Purchase Agreement dated as of September 24, 2014 between Lifelogger Technologies Corp. and Glamis Capital S.A. (Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the SEC on September 26, 2014).
10.6	Securities Purchase Agreement dated as of December 8, 2014 between Lifelogger Technologies Corp. and Glamis Capital S.A. (Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the SEC on December 9, 2014).
31.1*	Section 302 Certificate of Chief Executive Officer.
31.2*	Section 302 Certificate of Principal Financial and Accounting Officer.
32.1*	Section 906 Certificate of Chief Executive Officer and Principal Financial and Accounting Officer.
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

* Filed herewith.

+ Management contract or compensatory plan or arrangement.

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of this Annual Report on Form 10-K for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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.

Lifelogger Technologies Corp.

Date: March 31, 2015

By: /s/ Stewart Garner

Stewart Garner, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stewart Garner</u> Stewart Garner	Chief Executive Officer and Director (principal executive officer, principal financial and accounting officer and sole director)	March 31, 2015

Lifelogger Technologies Corp.
December 31, 2014 and 2013
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Statements of Operations for the Year Ended December 31, 2014 and 2013	F-4
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F-1

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Lifelogger Technologies Corp.

We have audited the accompanying balance sheets of Lifelogger Technologies Corp. (the "Company") as of December 31, 2014 and 2013 and the related statements of operations, stockholder's equity (deficit) and cash flows for the year ended December 31, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2014 and 2013 and the results of its operations and its cash flows for the year ended December 31, 2014 and 2013 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company had a deficit accumulated during the development stage at December 31, 2014, had a net loss and net cash used in operating activities for the reporting period then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regards to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Li and Company, PC

Li and Company, PC

Skillman, New Jersey
March 31, 2015

LIFELOGGER TECHNOLOGIES CORP.
BALANCE SHEETS

<u>ASSETS</u>	<u>December 31, 2014</u>	<u>December 31, 2013</u>
Current Assets:		
Cash	\$ 238,747	\$ 255
Accounts Receivable, net	93,021	-
Prepaid expenses	14,246	412
Total current assets	<u>346,014</u>	<u>667</u>
Fixed Assets		
Furnishings and fixtures	9,246	-
Total Assets	<u>\$ 355,260</u>	<u>\$ 667</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u>		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 25,206	\$ 2,656
Accounts payable-CPO	12,926	-
Total current liabilities	38,132	2,656
Total liabilities	<u>38,132</u>	<u>2,656</u>
Commitments and Contingencies		
Stockholders' Equity (Deficit):		
Common stock par value \$0.001: 125,000,000 shares authorized; 81,841,666 and 81,000,000 shares issued and outstanding, respectively	81,842	81,000
Additional paid-in capital	477,535	(26,623)
Accumulated deficit	(242,249)	(56,366)
Total stockholders' equity (deficit)	<u>317,128</u>	<u>(1,989)</u>
Total Liabilities and Stockholders' Equity (Deficit)	<u>\$ 355,260</u>	<u>\$ 667</u>

See accompanying notes to the financial statements.

LIFELLOGGER TECHNOLOGIES CORP.
STATEMENTS OF OPERATIONS

	For the Year Ended	
	<u>December 31, 2014</u>	<u>December 31, 2013</u>
Revenue	350,000	29,930
Cost of revenue		
Production costs	68,719	-
Officers	17,837	21,040
Total cost of revenue	86,556	21,040
Gross margin	263,444	8,890
Operating Expenses:		
Research and development expense	111,384	-
Advertising and promotions	35,543	-
Consulting - related parties	118,938	1,760
Consulting - other	67,897	-
General and administrative	56,308	16,567
Professional fees	58,801	46,207
Total operating expenses	448,871	64,534
Loss from operations	(185,427)	(55,644)
Income tax provision	456	476
Net Loss	(185,883)	\$ (56,120)
Net Loss Per Common Share:		
- Basic and Diluted	(0)	\$ (0.00)
Weighted Average Common Shares Outstanding:		
- Basic and Diluted	81,138,650	66,643,840

See accompanying notes to the financial statements.

LIFELOGGER TECHNOLOGIES CORP.
STATEMENT OF CHANGE IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE YEAR ENDED DECEMBER 31, 2014 AND 2013

	<u>Common stock par value \$0.001</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Equity (Deficit)</u>
	<u>Number of Shares</u>	<u>Amount</u>			
Balance , December 31, 2012	50,000,000	50,000	(45,000)	(246)	4,754
Common stock issued for cash, at \$0.001 per share	31,000,000	31,000			31,000
Forgiveness of advances from former stockholders and accrued compensation - officers			18,377		18,377
Net loss				(56,120)	(56,120)
Balance, December 31, 2013	81,000,000	81,000	(26,623)	(56,366)	(1,989)
Common stock issued for cash, at \$0.60 per share	841,666	842	504,158		505,000
Net loss				(185,883)	(185,883)
Balance, December 31, 2014	<u>81,841,666</u>	<u>\$ 81,842</u>	<u>\$ 477,535</u>	<u>\$ (242,249)</u>	<u>\$ 317,128</u>

See accompanying notes to the financial statements.

LIFELOGGER TECHNOLOGIES CORP.
STATEMENTS OF CASH FLOWS

	For the year ended	
	December 31, 2014	December 31, 2013
Operating Activities:		
Net loss	\$ (185,883)	\$ (56,120)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in Operating Assets and Liabilities:		
Prepaid expenses	(13,834)	213
Accounts receivable	(93,021)	-
Accounts payable and accrued expenses	22,550	3,309
Accounts payable -related party	12,926	-
Accrued compensation - former officers	-	8,800
Net Cash Used in Operating Activities	(257,262)	(43,798)
Investing Activities:		
Purchase of Capital Assets	(9,246)	-
Net Cash Used in Investing Activities	(9,246)	-
Financing Activities:		
Proceeds from issuance of common stock	505,000	31,000
Net Cash Provided by Financing Activities	505,000	31,000
Net Change in Cash	238,492	(12,798)
Cash - Beginning of the Period	255	13,053
Cash - End of the Period	\$ 238,747	\$ 255
Supplemental Disclosure of Cash Flow Information:		
Forgiveness of debt from former stockholder and officer - accrued compensation	\$ -	\$ 10,400
Forgiveness of debt from former stockholder and officer - advances from stockholder	\$ -	\$ 7,977
Interest paid	\$ -	\$ -
Income Tax Paid	\$ 456	\$ 476

See accompanying notes to the financial statements.

LIFELLOGGER TECHNOLOGIES CORP.
December 31, 2014 and 2013
Notes to the Financial Statements

Note 1 – organization and operations

Lifellogger Technologies Corp. (the “Company”) was incorporated under the laws of the State of Nevada on June 4, 2012 under the name Snap Online Marketing Inc. We changed our name effective as of January 31, 2014 in connection with our plans to develop and commercialization of a lifelogging camera and lifelogging-focused software tools that involve the process of collecting, organizing, perusing and sharing personal data. Prior to January 31, 2014 we were engaged in providing web based marketing services.

Effective as of January 31, 2014, the Company (i) amended and restated its articles of incorporation to (1) increase the number of authorized shares of common stock from 75,000,000 to 120,000,000, (2) create a class of preferred stock consisting of 5,000,000 shares, the designations and attributes of which were left for future determination by the Company’s board of directors and (ii) effectuated a 10 for 1 stock split of the Company’s issued and outstanding common stock (the “Forward Stock Split”). All references to shares of the Company’s common stock in this report on Form 10-K refers to the number of shares of common stock after giving effect to the Forward Stock Split (unless otherwise indicated).

Note 2 – summary of significant accounting policies

Basis of Presentation

The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 financial statements and the reported amounts of revenues and expenses during the reporting period.

Critical accounting estimates are estimates for which (a) the nature of the estimate is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change and (b) the impact of the estimate on financial condition or operating performance is material. The Company’s critical accounting estimates and assumptions affecting the financial statements were:

- (i) *Assumption as a going concern:* Management assumes that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.
- (ii) *Allowance for doubtful accounts:* Management’s estimate of the allowance for doubtful accounts is based on historical sales, historical loss levels, and an analysis of the collectability of individual accounts; and general economic conditions that may affect a client’s ability to pay. The Company evaluated the key factors and assumptions used to develop the allowance in determining that it is reasonable in relation to the financial statements taken as a whole.
- (iii) *Valuation allowance for deferred tax assets:* Management assumes that the realization of the Company’s net deferred tax assets resulting from its net operating loss (“NOL”) carry-forwards for Federal income tax purposes that may be offset against future taxable income was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by a full valuation allowance. Management made this assumption based on (a) the Company has incurred recurring losses, (b) general economic conditions, and (c) its ability to raise additional funds to support its daily operations by way of a public or private offering, among other factors.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

Reclassification

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported losses.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

- Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
- Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses, accounts payable and accrued expenses and accrued compensation - officers, approximate their fair value because of the short maturity of those instruments.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less to be cash and cash equivalents.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at the invoiced amount, net of an allowance for doubtful accounts. The Company follows paragraph 310-10-50-9 of the FASB Accounting Standards Codification to estimate the allowance for doubtful accounts. The Company performs on-going credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current credit worthiness, as determined by the review of their current credit information; and determines the allowance for doubtful accounts based on historical write-off experience, customer specific facts and general economic conditions that may affect a client's ability to pay.

Pursuant to paragraph 310-10-50-2 of the FASB Accounting Standards Codification account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company has adopted paragraph 310-10-50-6 of the FASB Accounting Standards Codification and determine when receivables are past due or delinquent based on how recently payments have been received.

Outstanding account balances are reviewed individually for collectability. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable. Bad debt expense is included in general and administrative expenses, if any.

There was no allowance for doubtful accounts at December 31, 2014 or December 31, 2013.

Off-Balance-Sheet Credit Exposures

Pursuant to FASB ASC paragraph 310-10-50-9 an entity shall disclose a description of the accounting policies and methodology the entity used to estimate its liability for off-balance-sheet credit exposures and related charges for those credit exposures. Such a description shall identify the factors that influenced management's judgment (for example, historical losses and existing economic conditions) and a discussion of risk elements relevant to particular categories of financial instruments.

The Company does not have any off-balance-sheet credit exposure to its customers at December 31, 2014 or December 31, 2013.

Furniture and Fixture

Furniture and fixture is recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation is computed by the straight-line method (after taking into account their respective estimated residual values) over the estimated useful lives of the respective assets as follows:

	Estimated Useful Life (Years)
Furniture and fixture	<u>7</u>

Upon sale or retirement, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statements of operations.

Related Parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the Related parties include: a. affiliates of the Company; b. entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. a amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Commitments and contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Revenue Recognition

The Company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

The Company derives its revenues from sales contracts with its customer with revenues being generated upon rendering of services. Persuasive evidence of an arrangement is demonstrated via invoice; service is considered provided when the service is delivered to the customers; and the sales price to the customer is fixed upon acceptance of the purchase order and there is no separate sales rebate, discount, or volume incentive.

Equity Instruments Issued to Parties Other Than Employees for Acquiring Goods or Services

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under the guidance of Sub-topic 505-50 of the FASB Accounting Standards Codification ("Sub-topic 505-50").

Pursuant to ASC paragraph 505-50-25-7, if fully vested, non-forfeitable equity instruments are issued at the date the grantor and grantee enter into an agreement for goods or services (no specific performance is required by the grantee to retain those equity instruments), then, because of the elimination of any obligation on the part of the counterparty to earn the equity instruments, a measurement date has been reached. A grantor shall recognize the equity instruments when they are issued (in most cases, when the agreement is entered into). Whether the corresponding cost is an immediate expense or a prepaid asset (or whether the debit should be characterized as contra-equity under the requirements of paragraph 505-50-45-1) depends on the specific facts and circumstances. Pursuant to ASC paragraph 505-50-45-1, a grantor may conclude that an asset (other than a note or a receivable) has been received in return for fully vested, non-forfeitable equity instruments that are issued at the date the grantor and grantee enter into an agreement for goods or services (and no specific performance is required by the grantee in order to retain those equity instruments). Such an asset shall not be displayed as contra-equity by the grantor of the equity instruments. The transferability (or lack thereof) of the equity instruments shall not affect the balance sheet display of the asset. This guidance is limited to transactions in which equity instruments are transferred to other than employees in exchange for goods or services.

Pursuant to Paragraphs 505-50-25-8 and 505-50-25-9, an entity may grant fully vested, non-forfeitable equity instruments that are exercisable by the grantee only after a specified period of time if the terms of the agreement provide for earlier exercisability if the grantee achieves specified performance conditions. Any measured cost of the transaction shall be recognized in the same period(s) and in the same manner as if the entity had paid cash for the goods or services or used cash rebates as a sales discount instead of paying with, or using, the equity instruments. A recognized asset, expense, or sales discount shall not be reversed if a stock option that the counterparty has the right to exercise expires unexercised.

Pursuant to ASC Paragraphs 505-50-30-2 and 505-50-30-11 share-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The issuer shall measure the fair value of the equity instruments in these transactions using the stock price and other measurement assumptions as of the earlier of the following dates, referred to as the measurement date: (a) The date at which a commitment for performance by the counterparty to earn the equity instruments is reached (a performance commitment); or (b) The date at which the counterparty's performance is complete. If the Company's common shares are traded in one of the national exchanges the grant-date share price of the Company's common stock will be used to measure the fair value of the common shares issued, however, if the Company's common shares are thinly traded the use of share prices established in the Company's most recent private placement memorandum ("PPM"), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

Pursuant to ASC Paragraph 718-10-55-21 if an observable market price is not available for a share option or similar instrument with the same or similar terms and conditions, an entity shall estimate the fair value of that instrument using a valuation technique or model that meets the requirements in paragraph 718-10-55-11 and takes into account, at a minimum, all of the following factors:

- a. The exercise price of the option.
- b. The expected term of the option, taking into account both the contractual term of the option and the effects of employees' expected exercise and post-vesting employment termination behavior: Pursuant to Paragraph 718-10-50-2(f)(2)(i) of the FASB Accounting Standards Codification the expected term of share options and similar instruments represents the period of time the options and similar instruments are expected to be outstanding taking into consideration of the contractual term of the instruments and holder's expected exercise behavior into the fair value (or calculated value) of the instruments. The Company uses historical data to estimate holder's expected exercise behavior. If the Company is a newly formed corporation or shares of the Company are thinly traded the contractual term of the share options and similar instruments is used as the expected term of share options and similar instruments as the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.
- c. The current price of the underlying share.
- d. The expected volatility of the price of the underlying share for the expected term of the option. Pursuant to ASC Paragraph 718-10-55-25 a newly publicly traded entity might base expectations about future volatility on the average volatilities of similar entities for an appropriate period following their going public. A nonpublic entity might base its expected volatility on the average volatilities of otherwise similar public entities. For purposes of identifying otherwise similar entities, an entity would likely consider characteristics such as industry, stage of life cycle, size, and financial leverage. Because of the effects of diversification that are present in an industry sector index, the volatility of an index should not be substituted for the average of volatilities of otherwise similar entities in a fair value measurement. Pursuant to paragraph 718-10-S99-1 if shares of a company are thinly traded the use of weekly or monthly price observations would generally be more appropriate than the use of daily price observations as the volatility calculation using daily observations for such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market. The Company uses the average historical volatility of the comparable companies over the expected term of the share options or similar instruments as its expected volatility.
- e. The expected dividends on the underlying share for the expected term of the option. The expected dividend yield is based on the Company's current dividend yield as the best estimate of projected dividend yield for periods within the expected term of the share options and similar instruments.
- f. The risk-free interest rate(s) for the expected term of the option. Pursuant to ASC 718-10-55-28 a U.S. entity issuing an option on its own shares must use as the risk-free interest rates the implied yields currently available from the U.S. Treasury zero-coupon yield curve over the contractual term of the option if the entity is using a lattice model incorporating the option's contractual term. If the entity is using a closed-form model, the risk-free interest rate is the implied yield currently available on U.S. Treasury zero-coupon issues with a remaining term equal to the expected term used as the assumption in the model.

Pursuant to ASC paragraph 505-50-S99-1, if the Company receives a right to receive future services in exchange for unvested, forfeitable equity instruments, those equity instruments are treated as unissued for accounting purposes until the future services are received (that is, the instruments are not considered issued until they vest). Consequently, there would be no recognition at the measurement date and no entry should be recorded.

Deferred Tax Assets and Income Tax Provision

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

The Company adopted the provisions of paragraph 740-10-25-13 of the FASB Accounting Standards Codification. Paragraph 740-10-25-13 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under paragraph 740-10-25-13, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Paragraph 740-10-25-13 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no unrecognized tax liabilities or benefits in accordance with the provisions of Section 740-10-25 for the reporting period ended December 31, 2014 or 2013.

Net Income (Loss) Per Common Share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent shares issuance arrangement, stock options or warrants.

There were no potentially dilutive shares outstanding for the reporting year ended December 31, 2014 or 2013.

Cash Flows Reporting

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by paragraph 230-10-45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASB Accounting Standards Codification.

Subsequent Events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

Recently issued accounting pronouncements

In May 2014, the FASB issued the FASB Accounting Standards Update No. 2014-09 “*Revenue from Contracts with Customers (Topic 606)*” (“ASU 2014-09”)

This guidance amends the existing FASB Accounting Standards Codification, creating a new Topic 606, *Revenue from Contracts with Customer*. 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 apply the following steps:

1. Identify the contract(s) with the customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) the entity satisfies a performance obligations

The ASU also provides guidance on disclosures that should be provided to enable financial statement users to understand the nature, amount, timing, and uncertainty of revenue recognition and cash flows arising from contracts with customers. Qualitative and quantitative information is required about the following:

1. Contracts with customers – including revenue and impairments recognized, disaggregation of revenue, and information about contract balances and performance obligations (including the transaction price allocated to the remaining performance obligations)
2. Significant judgments and changes in judgments – determining the timing of satisfaction of performance obligations (over time or at a point in time), and determining the transaction price and amounts allocated to performance obligations
3. Assets recognized from the costs to obtain or fulfill a contract.

ASU 2014-09 is effective for periods beginning after December 15, 2016, including interim reporting periods within that reporting period for all public entities. Early application is not permitted.

In June 2014, the FASB issued the FASB Accounting Standards Update No. 2014-12 “*Compensation—Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period*” (“ASU 2014-12”).

The amendments clarify the proper method of accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. The Update requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered.

The amendments in this Update are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted and the Company has elected to implement the guidance in its quarter ended June 30, 2014.

In August 2014, the FASB issued the FASB Accounting Standards Update No. 2014-15 “*Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern*” (“ASU 2014-15”).

In connection with preparing financial statements for each annual and interim reporting period, an entity’s management should evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued when applicable). Management’s evaluation should be based on relevant conditions and events that are known and reasonably knowable at the date that the financial statements are issued (or at the date that the financial statements are available to be issued when applicable). Substantial doubt about an entity’s ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued (or available to be issued). The term probable is used consistently with its use in Topic 450, Contingencies.

When management identifies conditions or events that raise substantial doubt about an entity's ability to continue as a going concern, management should consider whether its plans that are intended to mitigate those relevant conditions or events will alleviate the substantial doubt. The mitigating effect of management's plans should be considered only to the extent that (1) it is probable that the plans will be effectively implemented and, if so, (2) it is probable that the plans will mitigate the conditions or events that raise substantial doubt about the entity's ability to continue as a going concern.

If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, but the substantial doubt is alleviated as a result of consideration of management's plans, the entity should disclose information that enables users of the financial statements to understand all of the following (or refer to similar information disclosed elsewhere in the footnotes):

- a. Principal conditions or events that raised substantial doubt about the entity's ability to continue as a going concern (before consideration of management's plans)
- b. Management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations
- c. Management's plans that alleviated substantial doubt about the entity's ability to continue as a going concern.

If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, and substantial doubt is not alleviated after consideration of management's plans, an entity should include a statement in the footnotes indicating that there is substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or available to be issued). Additionally, the entity should disclose information that enables users of the financial statements to understand all of the following:

- a. Principal conditions or events that raise substantial doubt about the entity's ability to continue as a going concern
- b. Management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations
- c. Management's plans that are intended to mitigate the conditions or events that raise substantial doubt about the entity's ability to continue as a going concern.

The amendments in this Update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

Note 3 – Going Concern

The financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the financial statements, the Company had an accumulated deficit at December 31, 2014, a net loss and net cash used in operating activities for the reporting year then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company is attempting to further implement its business plan and generate sufficient revenue; however, the Company's cash position may not be sufficient to support its daily operations. While the Company believes in the viability of its strategy to further implement its business plan and generate sufficient revenue and in its ability to raise additional funds by way of a public or private offering, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

The financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary if the Company is unable to continue as a going concern.

Note 4 – Related Party Transactions

Related Parties

Related parties with whom the Company had transactions are:

<u>Related Parties</u>	<u>Relationship</u>
Stew Gamer	Chairman, CEO and director
Indra Dosanjh	Chief Product Officer of the Company

Advances from Former Stockholders

From time to time, the former President and Chief Executive Officer and stockholders of the Company provided advances to the Company for its working capital purposes. Those advances bore no interest and were due on demand.

The former President and stockholder of the Company advanced \$7,977 to the Company for the period from January 1, 2013 through December 20, 2013, the date of change in control and the Company did not make any repayment toward these advances.

Forgiveness of Advances from Former Stockholders and Accrued Compensation – Former Officers

On December 20, 2013, pursuant to the terms of the Stock Purchase Agreements, the former President and stockholders forgave advances of \$7,977 and accrued compensation of \$10,400, respectively or \$18,377 in aggregate. This amount was recorded as contributions to capital.

Consulting services from Officer

Consulting services provided by the officer for the period from the year ended December 31, 2014 and 2013 were as follows:

	<u>For the Year Ended December 31, 2014</u>	<u>For the Year Ended December 31, 2013</u>
President, Chief Executive Officer	\$ 118,913*	\$ 22,800**
Chief Product Officer	17,862	-
	<u>\$ 136,775</u>	<u>\$ 22,800</u>

* During the year ended December 31, 2014, \$17,837 of consulting services was recognized in cost of revenues.

** During the year ended December 31, 2013, \$22,800 of consulting services provided by former Chief Executive Officer was recognized in cost of revenues.

Note 5 – Stockholders' Equity (Deficit)

Shares Authorized

Upon formation the Company was authorized to issue 75,000,000 shares of common stock, par value \$.001 per share. In January 2014, effective upon the filing of an amendment to the Article of Incorporation of the Company with the Nevada Secretary of State, the Company increased its authorized share capital to 125,000,000 shares consisting of 120,000,000 shares of common stock, par value \$.001 per share and 5,000,000 shares of preferred stock, par value \$.001 per share and effectuated a 10 for 1 stock split of the Company issued and outstanding common stock. All shares and per share amounts in the financial statements have been adjusted to give retroactive effect to the one-for-ten (1:10) Forward Stock Split.

Common Stock

During June 2013, the Company sold 31,000,000 shares of its common stock at \$0.001 per share for \$31,000 in cash.

On September 24, 2014 the Company sold 416,666 shares of its common stock at \$0.60 per share for \$250,000 in cash.

On December 8, 2014 the Company sold 425,000 shares of its common stock at \$0.60 per share for \$255,000 in cash.

Note 6 – Concentrations and Credit RiskCustomers Concentrations

Customer concentrations are as follows:

	For the Year Ended December 31, 2014
Customer A	100%
Total	100%

A reduction in sales from or loss of such customers would have a material adverse effect on the Company's results of operations and financial condition.

Note 7 – Income Tax ProvisionDeferred Tax Assets

At December 31, 2014 the Company had net operating loss ("NOL") carry-forwards for Federal income tax purposes of \$242,249 that may be offset against future taxable income through 2034. No tax benefit has been reported with respect to these net operating loss carry-forwards in the accompanying financial statements because the Company believes that the realization of the Company's net deferred tax assets of approximately \$82,365, was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by a full valuation allowance.

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realizability. The valuation allowance increased approximately \$63,200 and \$19,081 for the years ended December 31, 2014 and 2013, respectively.

Components of deferred tax assets are as follows:

	December 31, 2013	December 31, 2013
Net deferred tax assets – Non-current:		
Expected income tax benefit from NOL carry-forwards	\$ 82,365	\$ 19,165
Less valuation allowance	(82,365)	(19,165)
Deferred tax assets, net of valuation allowance	\$ -	\$ -

Income Tax Provision in the Statements of Operations

A reconciliation of the federal statutory income tax rate and the effective income tax rate as a percentage of income before income taxes is as follows:

	For the Year Ended December 31, 2014	For the Year Ended December 31, 2013
Federal statutory income tax rate	34.0%	34.0%
Change in valuation allowance on net operating loss carry-forwards	(34.0)	(34.0)
Effective income tax rate	0.0%	0.0%

Note 8 – Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. The Management of the Company determined that there were certain reportable subsequent events to be disclosed as follows:

Issuance of Common Stock for Services

On January 28, 2015 the Company entered into an agreement with an un-related party for software development consulting services. As compensation during the six month term of this agreement, the consultant will receive a fee of \$8,000 per month in the form of the unregistered shares of the Company's Common Stock. We issued 40,000 shares of our common stock on March 1, 2015 as payment for the first months compensation under this agreement.

Rule 13a-14(a)/15d-14(a) Certification

I, Stewart Garner, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2014 of Lifelogger Technologies Corp. (the “registrant”);
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 statement 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 15-d-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 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.

Date: March 31, 2015

/s/ Stewart Garner

Stewart Garner
Chief Executive Officer (Principal Executive Officer)

Rule 13a-14(a)/15d-14(a) Certification

I, Stewart Garner, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2014 of Lifelogger Technologies Corp. (the “registrant”);
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 15-d-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 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.

Date: March 31, 2015

/s/ Stewart Garner

Stewart Garner,
Chief Financial Officer (principal financial and accounting officer)

Section 1350 Certification

In connection with the Annual Report on Form 10-K of Lifelogger Technologies Corp. (the "Company") for the fiscal year ended December 31, 2014 as filed with the Securities and Exchange Commission (the "Report"), I Stewart Garner, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: March 31, 2015

/s/ Stewart Garner

Stewart Garner, Chief Executive Officer and Chief Financial Officer

This certification accompanies this Annual Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.
