

**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, 2015

OR

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

Commission file number: 000-55505



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)

(561) 515-6928

(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. \$9,393,246 on June 30, 2015.

The number of shares of the registrant's Common Stock issued and outstanding was 84,867,084 shares as of April 7, 2016.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Table of Contents

	Page
<u>Part I</u>	
Item 1	Business 4
Item 1A	Risk Factors 6
Item 1B	Unresolved Staff Comments 12
Item 2	Properties 12
Item 3	Legal Proceedings 12
Item 4	Mine Safety Disclosures 12
<u>Part II</u>	
Item 5	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities 12
Item 6	Selected Financial Data 13
Item 7	Management’s Discussion and Analysis of Financial Condition and Results of Operations 13
Item 7A	Quantitative and Qualitative Disclosures About Market Risk 15
Item 8	Financial Statements and Supplementary Data 15
Item 9	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure 15
Item 9A	Controls and Procedures 16
Item 9B	Other Information 17
<u>Part III</u>	
Item 10	Directors, Executive Officers and Corporate Governance 17
Item 11	Executive Compensation 19
Item 12	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters 20
Item 13	Certain Relationships and Related Transactions, and Director Independence 20
Item 14	Principal Accounting Fees and Services 21
<u>Part IV</u>	
Item 15	Exhibits, Financial Statements Schedules 21
	Signatures 24

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.

Lifelogger provides an enhanced media experience for consumers by augmenting videos, livestreams and photos with additional context information and providing a platform that makes it easy to find and use that data when viewing or sharing media. The first iteration of that context information is focused on geo-location, face-detection, and different options for tagging. For example, a video shared from a customer’s vacation in Europe is played with an interactive map showing the viewer where the video is taking place, allowing the viewer to seamlessly switch to the map view and even show additional views of those locations and other media taken by other people nearby. The end result is an enhanced media experience much richer than just sharing the video alone.

Our Vision

Our mission is to connect people with the media that matters to them. To accomplish this, we envision collecting as much data as possible about the captured device agnostic media allowing users to get videos from their iOS or Android device, or other wearable camera and/or sensor solutions. In addition to the data we collect to augment the video, our plan is to anonymously collect viewing data and evaluate habits to determine what is most relevant to our customers as we intersect those patterns with the customer’s connected social media networks. Between the data we add to users’ media and data that is publicly available (e.g. street views, mapping, other people’s videos), users are able to access other media that’s relevant to their photos and/or video. We believe that the end result is a much richer experience for our users and a data network that facilitates finding media that is relevant to our customers.

Our Business

Lifelogging is a way of journaling one’s life using media, often through the use of wearable electronic devices. We make lifelogging accessible to the mass market by taking videos and images right from users’ smart phones, wearable camera and/or sensor solutions, and adding geographic, visual and text data designed to enhance the relevance and context of the information collected. We make it easier for users to retrieve and share their media with family and friends without having to be an expert in using advanced functions in real time, using live stream or recording, at the user’s option. We allow consumers to easily capture and live stream videos with geographic coordinates and automatic face detection and to tag special moments while recording. The video playback features an interactive map and ability to skip to in-video frames with faces detected and added tags. Search features allow users the ability to retrieve videos beyond the basic title and description, including location, face or in-line video tags. Sharing videos on popular social channels like Facebook and Twitter using links makes it easy to manage large media files.

Our vision is to seamlessly integrate with a wide range of wearable cameras. To realize this vision, our plan is to integrate with selected leading camera manufacturers. We refer to this integrated eco-system as the LifeLogger Platform. In addition, we plan to offer our LifeLogger Platform on a “white-label” license basis to device manufacturers and leading companies in our selected industries. The LifeLogger video cloud storage solution and applications are architected for scalability with high availability designed for use with widely available third party cloud based data providers.

Software Development Milestones

The LifeLogger Platform offers smart phone users the ability to capture videos with geo location with a play back option that shows an interactive map of when and where it was taken.

Following the successful launch of our private beta version of the LifeLogger Platform in August 2015 to users who expressed interest for exclusive testing with their iOS and Android devices, we launched an open public version during the first quarter of 2016. This release of the platform has the primary value proposition built in with geo-coordinates, face detection and playback with interactive map and easy sharing. The iOS and Android apps are available with ongoing updates with new features. We are actively collecting and monitoring the usage and feedback to launch future releases that will be designed to increase engagement with added features for social engagement and continuous improvements to the user interface and experience.

Development Resources

We rely on third party product development and software engineering and consulting providers for the development and support of our LifeLogger Platform. Our development activities are guided by Andrés Espineira, B.S., M.M., an entrepreneur with a strong background in product strategy, marketing and software development who joined our company in November 2015 as our Chief Marketing Officer and by Indra Dosanjh, MBA, who has served as our Chief Technical Officer since September 2014. Based on the availability of our working capital, we intend to commit significant resources to product research and development to ensure that we can offer a device-agnostic platform that provides the market with a truly universal online media service, taking advantage of the growth in wearable cameras and sensors.

We completed a prototype of our integrated Lifelogger wearable video camera for testing and continue to market this product to potential distributors and joint venture and strategic alliance partners. We will evaluate opportunities from these marketing efforts to determine the extent of our future development and marketing of this device.

Sales and Marketing

Our marketing strategies in 2016 will focus on (i) dissemination of videos and other marketing media demonstrating the Lifelogger Platform's relevance for specific uses, including methods for recording lectures, capturing news in the making and other timely and socially relevant activities, and (ii) reaching out to travel bloggers and freelance journalists. We expect that the unique geolocation and interactive mapping features provided by the LifeLogger Platform will appeal to these groups. We have chosen to take a focused, data-driven approach to our market strategy for the LifeLogger Platform to include the following:

- Improve search engine optimization rankings to drive organic growth. Use traffic and rankings from benchmark service providers to improve Lifelogger's rankings by strategically redirecting traffic.
- Develop a data-driven understanding of user growth and customer engagement.
- Focus on a vertical to drive tailored engagement. We have chosen to focus on travel among the general population, where we observe a sweet spot of increased capture, sharing and preservation.
- Optimize platform to drive new user signups through a rich media sharing experience. Nothing sells a service better than customers, and nothing is more compelling than their own photos and videos.

Revenue Model

We plan to implement a freemium revenue model with viral marketing of free plans leading to paid upgrades and subscriptions for advanced software features and additional storage. Our plan is to add a paid model following testing of the open beta platform, which we expect to complete in the third or fourth quarter of 2016.

Principal Suppliers

We believe we will have adequate access to a qualified development team for the LifeLogger Platform.

Competition

We will initially license our platform exclusively via the Internet. Our competition includes other Internet based sellers of lifelogger 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 services may be equal or superior to our proposed platform or that achieve greater market acceptance than ours.

Government Regulation

Our LifeLogger Platform business operates 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 are described below.

Our LifeLogger Platform is 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 we are 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 Platform.

Employees

As of April 7, 2016, we have no full-time employees. However, we have consulting contracts with our Chief Executive Officer, Chief Marketing Officer and Chief Product Officer to provide services to us on a full-time basis. In addition we contract with a third-party software developers as needed for software development.

Our Corporate History and Recent Developments

We were 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.

On November 10, 2015 we entered into an Asset Purchase Agreement with Pixorial to acquire its software source code, software, trade secrets, processes, ideas, know-how, improvements, discoveries, developments, designs, techniques and contract rights related to the Pixorial app including contract rights related to the Pixorial app for inclusion on the Apple store and the Google Play store. Pixorial’s software offers online user-friendly tools and applications to access, download, edit, tag, process, store, organize and share videos, photos and music from any device, services. We are in discussions with Pixorial to amend the agreement to limit the scope of the assets we acquire as we have determined that we no longer need to acquire the Pixorial software. We extended the outside closing date of this agreement to April 30, 2016 and expect to amend the agreement to identify the specific assets we will acquire and price we plan to pay.

On March 9, 2016, we filed a preliminary information statement on Schedule 14C relating to the approval by our sole director and by a stockholder holding a majority of our voting power of an amendment to our amended and restated articles of incorporation that would increase in our authorized capital stock from 125,000,000 shares to 255,000,000 shares, of which 250,000,000 shares will be common stock and 5,000,000 will be preferred stock. The amendment to our amended and restated articles of incorporation will not be effected until (i) a definitive information statement on Schedule 14C is filed with the SEC, (ii) a notice and definitive information statement is mailed to our stockholders, (iii) at least 20 calendar days have passed since the after the mailing of the notice and information statement, and (iv) a certificate of amendment to our amended and restated articles of incorporation is filed with the Secretary of State of Nevada.

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. For the year ended December 31, 2015, we realized no revenues and incurred \$1,086,538 in operating costs for the year ended December 31, 2015. We have not generated any revenue from our planned Lifelogging Platform business. As of December 31, 2015, we had accumulated deficit of \$1,328,787. 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 Platform 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.

Lifelogging services generally, and our 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 lifelogging software remains immature and is rapidly changing. In addition, the services we plan to sell are still being developed and will be new to the market. Our ability to sell these services 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 services in particular. The adoption of lifelogging software could be hindered by the costs to use the 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 services 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 service 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 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 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 lifelogging is an evolving social network trend characterized by rapidly changing technology, evolving industry standards, changes in consumer needs and new service 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 lifelogging services.

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

Complex software service platforms such as ours may contain errors, defects and bugs (collectively, “errors”). During the development of LifeLogger Platform, we may discover errors. As a result, our planned services may take longer than expected to develop. In addition, we may discover that remedies for errors may be technologically unfeasible. Delivery of services 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 lifelogging services, we may increasingly rely on technology acquired from third parties to develop and produce our LifeLogger Platform. 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 Platform has been 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 nor our third party contractors have any registered patents on our Lifelogger Platform. 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 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 services are distributed or made available through the internet.

Further, although management does not believe that our LifeLogger Platform s 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 or 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 or 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 LifeLogger Platform 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 potential future service revenues, customer acquisition and retention and operating results may be affected adversely.

As an "emerging growth company" under the Jumpstart Our Business Startups Act (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 Officer'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, as amended (the "Exchange Act"), 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, Chief Financial Officer and sole director.

We are highly dependent upon the services of Stewart Garner, our Chief Executive Officer, Chief Financial Officer and sole director. We have not obtained “key-man” life insurance policies insuring the life of Mr. Garner. If the services of Mr. Garner 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. Garner 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 58.9% 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 Markets 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 15c-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.

Rule 144 enables a person who has beneficially owned restricted shares of our common stock for at least six months 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 (848,671 shares of common stock as of April 7, 2016); 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. Garner, our Chief Executive Officer, Chief Financial Officer and sole director, 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. 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 closing sales information for our common stock for each fiscal quarter during the fiscal years ended December 31, 2015 and 2014. This 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		High	Low
Fiscal Year 2015			
December 31, 2015		\$ 0.79	\$ 0.33
September 30, 2015		\$ 0.59	\$ 0.143
June 30, 2015		\$ 0.562	\$ 0.2001
March 31, 2015		\$ 0.225	\$ 0.0784
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 April 7, 2016, there were approximately 5 record holders, an unknown number of additional holders whose stock is held in "street name" and 84,867,084 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 2014” – January 1, 2014 through December 31, 2014
- “fiscal 2015” – January 1, 2015 through December 31, 2015

The Company

We provide an enhanced media experience for consumers by augmenting videos, livestreams and photos with additional context information and providing a platform that makes it easy to find and use that data when viewing or sharing media. The first iteration of that context information is focused on geo-location, face-detection, and different options for tagging.

Our Core Business

Lifelogging is a way of journaling one's life using media, often through the use of wearable electronic devices. We make lifelogging accessible to the mass market by taking videos and images right from users' smart phones, wearable camera and/or sensor solutions, and adding geographic, visual and text data designed to enhance the relevance and context of the information collected. We make it easier for users to retrieve and share their media with family and friends without having to be an expert in using advanced functions in real time, using live stream or recording, at the user's option. We allow consumers to easily capture and live stream videos with geographic coordinates and automatic face detection and to tag special moments while recording. The video playback features an interactive map and ability to skip to in-video frames with faces detected and added tags. Search features allow users the ability to retrieve videos beyond the basic title and description, including location, face or in-line video tags. Sharing videos on popular social channels like Facebook and Twitter using links makes it easy to manage large media files.

Our vision is to seamlessly integrate with a wide range of wearable cameras. To realize this vision, our plan is to integrate with selected leading camera manufacturers. We refer to this integrated eco-system as the LifeLogger Platform. In addition, we plan to offer our LifeLogger Platform on a “white-label” license basis to device manufacturers and leading companies in our selected industries. The LifeLogger video cloud storage solution and applications are architected for scalability with high availability designed for use with widely available third party cloud based data providers.

We completed a prototype of our integrated Lifelogger wearable video camera for testing and continue to market this product to potential distributors and joint venture and strategic alliance partners. We will evaluate opportunities from these marketing efforts to determine the extent of our future development and marketing of this device.

Software Development Milestones

Following the successful launch of our private beta version of the LifeLogger Platform in August 2015 to users who expressed interest for exclusive testing with their iOS and Android devices, we launched an open public version during the first quarter of 2016. This release of the platform has the primary value proposition built in with geo-coordinates, face detection and playback with interactive map and easy sharing. The iOS and Android apps are available with ongoing updates with new features. We are actively collecting and monitoring the usage and feedback to launch future releases that will be designed to increase engagement with added features for social engagement and continuous improvements to the user interface and experience.

Revenue Model

We plan to implement a freemium revenue model with viral marketing of free plans leading to paid upgrades and subscriptions for advanced software features and additional storage. Our plan is to add a paid model following testing of the open beta platform, which we expect to complete in the third or fourth quarter of 2016.

Recent Developments

On November 10, 2015 we entered into an Asset Purchase Agreement with Pixorial to acquire its software source code, software, trade secrets, processes, ideas, know-how, improvements, discoveries, developments, designs, techniques and contract rights related to the Pixorial app including contract rights related to the Pixorial app for inclusion on the Apple store and the Google Play store. Pixorial's software offers online user-friendly tools and applications to access, download, edit, tag, process, store, organize and share videos, photos and music from any device, services. We are in discussions with Pixorial to amend the agreement to limit the scope of the assets we acquire as we have determined that we no longer need to acquire the Pixorial software. We extended the outside closing date of this agreement to April 30, 2016 and expect to amend the agreement to identify the specific assets we will acquire and price we plan to pay.

On March 9, 2016, we filed a preliminary information statement on Schedule 14C relating to the approval by our sole director and by a stockholder holding a majority of our voting power of an amendment to our amended and restated articles of incorporation that would increase in our authorized capital stock from 125,000,000 shares to 255,000,000 shares, of which 250,000,000 shares will be common stock and 5,000,000 will be preferred stock. The amendment to our amended and restated articles of incorporation will not be effected until (i) a definitive information statement on Schedule 14C is filed with the SEC, (ii) a notice and definitive information statement is mailed to our stockholders, (iii) at least 20 calendar days have passed since the after the mailing of the notice and information statement, and (iv) a certificate of amendment to our amended and restated articles of incorporation is filed with the Secretary of State of Nevada.

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 decreased \$350,000 to \$0 for fiscal 2015 compared to \$350,000 in fiscal 2014. This decrease in total revenue is due to sale of a prototype LifeLogger wearable, components and completion of design work in 2014 that we performed under a contract with a customer.

Our cost of revenue for fiscal 2015 decreased by approximately \$86,556 compared to fiscal 2014 as we had no revenues during 2015. Our gross margins decreased to 0% as we had no revenues or costs of revenues for fiscal 2015. We are unable to predict what our expected gross profits will be in fiscal 2016 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 2015 increased by \$760,845 compared to fiscal 2014 as a result of an increase in research and development expense, related parties consulting fees, consulting fees, options and general and administrative. We expect further increases in our operating expenses as we ramp up our software development and sales efforts.

Other income for fiscal 2015 increased by \$123,178 compared to fiscal 2014 as a result of change in fair value of derivative warrants and notes partially offset by an increase in interest expense. We expect further increases in our interest expense due to increased borrowing.

The net loss for fiscal 2015 was \$1,086,538, an increase of \$901,111 compared to fiscal 2014, as a result of an increases in operating expenses 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, 2015 our working capital deficit amounted to \$ (406,762) a decrease of \$714,644 as compared to \$307,882 as of December 31, 2014. This decrease is primarily a result of a decrease in cash and accounts receivable and increases in accounts payable and notes payable and derivative liabilities.

Net cash used in operating activities was \$836,716 during fiscal 2015 compared to \$257,262 in fiscal 2014. The increase in cash used in operating activities is primarily attributable to our net loss and derivative liabilities, partially offset by an increase in accounts payable, shares issued for consulting services and options issued for consulting.

Net cash used in investing activities during fiscal 2015 was \$332 compared to \$9,246 in fiscal 2014. The decrease was a result of limited purchases of capital assets.

Net cash provided by financing activities during fiscal 2015 was \$730,000 compared to \$505,000 in fiscal 2014. The increase was primarily a result of the proceeds from the sale of our common stock and notes payable.

We do not have sufficient resources to effectuate all aspects of our business plan. We expect to incur a minimum of \$1,140,000 in expenses during the next twelve months of operations if we continue to pursue our current plans. We estimate that this will be comprised of approximately \$840,000 towards development of the LifeLogger Platform, \$174,000 towards administrative and executive subcontractors, and marketing expenses will be determined based on our open beta feedback. Additionally, approximately \$125,000 will be needed for general overhead expenses such as for corporate legal and accounting fees, office overhead and general working capital. We will have to raise additional funds to pay for all of our planned expenses. We potentially will have to issue additional debt or equity, or enter into a strategic arrangement with a third party to carry out some aspects of our business plan. There can be no assurance that additional capital will be available to us. Other than the agreements discussed below, 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 \$1,328,787 as of December 31, 2015 and \$836,716 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, 2015, our auditor included a statement that as a result of our deficit accumulated during the development stage at December 31, 2015, 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, 2015, 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 Financial Statements and Financial Statement Schedules appearing on pages F-1 through F-24 of this annual report on 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

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed by us in reports that we file under the Exchange Act is recorded, processed, summarized and reported as specified in the SEC's rules and forms and that such information required to be disclosed by us in reports that we file under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. Management, with the participation of our Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of our disclosure controls and procedures as of December 31, 2015. Based on that evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were not effective as of December 31, 2015 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 Exchange Act. 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 (2013 framework) 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 was not effective as of December 31, 2015 because it identified the following material weakness and significant deficiencies:

- **Material Weakness** – The Company did not maintain effective controls over certain aspects of the financial reporting process because we (i) lacked a sufficient complement of personnel with a level of accounting expertise and an adequate supervisory review structure that is commensurate with our financial reporting requirements and (ii) we lacked controls over the accounting for derivative liability treatment related to a note payable not previously reported at September 30, 2015 that caused us to restate our financial statements for the period ended September 30, 2015.
- **Significant Deficiencies** – Inadequate segregation of duties.

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. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of the Company's financial reporting.

We expect to be materially dependent upon third parties to provide us with accounting consulting services related to derivative liability treatment and for other accounting services for the foreseeable future. We believe this will be sufficient to remediate the material weaknesses related to our accounting for derivative liability treatment discussed above. 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 and significant deficiencies in our disclosure controls and procedures will not result in errors in our financial statements which could lead to a restatement of those financial statements.

Our management, including our Chief Executive Officer and 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 SEC rules that permit us to provide only management's report on internal control over financial reporting in this annual report on Form 10-K.

Changes in Internal Controls over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2015 that have materially affected, or are 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.

Name	Age	Positions and Offices to be Held
Stewart Garner	49	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, Chief Executive Officer and sole director since December 2013. Mr. Garner has over 20 years in finance and business development in both the private and public sectors. Since 2007, Mr. Garner has been the founder and sole officer and director of 2128112 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 and Chief Financial 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.

Andrés Espineira, B.S., M.M., is an entrepreneur with a strong background in product strategy, marketing and software development. In November 2015, Mr. Espineira joined Lifelogger, on a consulting basis, as Chief Marketing Officer.

Mr. Espineira began his career in 1988 at Oracle Corporation where he honed his technical skills. Mr. Espineira has always thrived in the early stages of the technology adoption curve. In 1995, he played a leading role in shaping Netscape's electronic commerce product strategy with the first shopping applications in the market. Later in 1999 at OpenGrid (a Motorola backed startup) he helped define products for the then-nascent wireless ecommerce and location-based industry. After a short-lived early retirement and a sail across the Atlantic Ocean with his father, Mr. Espineira founded Pixorial in 2007 with a simple, yet ambitious mission: to unleash video's social power and make video memories from any source easy to discover, share and transform. Mr. Espineira has a B.S. in Electrical Engineering from Stanford University (1988) and a Master of Management from the Kellogg School of Business at Northwestern University (1995).

Indra Dosanjh, MBA, has served as our Chief Technical Officer since September 2014. Prior to this time, since 2008, Ms. Dosanjh was self employed and consulted for many tech companies.. 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 58.9 % 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

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who beneficially own more than 10% of our common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. Executive officers, directors and greater than 10% beneficial shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

Based solely upon our review of copies of such forms received by us, we believe that, during the fiscal years ended December 31, 2014, the following persons did not timely file Forms 3, Forms 4 and Forms 5 reporting beneficial ownership of our securities and/or changes therein: CEVC failed to file an initial report on Form 3.

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 2015; (ii) our two most highly compensated executive officers other than our principal executive officers who were serving as executive officers at December 31, 2015 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, 2015. Compensation information is shown for the fiscal years ended December 31, 2015 and 2014:

2015 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 ⁽¹⁾	Total
Stewart Garner, Chief Executive Officer and Chief Financial Officer	2015	\$84,000	\$16,000	\$ 0	\$ 0	0	0	\$ 16,477	\$116,477
	2014	\$84,000	\$18,000	0	0	0	0	\$ 16,913	\$118,913

(1) Other compensation consists of an allowance for car, insurance and cell phone expenses.

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 payment 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 2015 Fiscal Year-End

The following tables set forth, for each person listed in the Summary Compensation Table set forth above, as of December 31, 2015:

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 2015 FISCAL YEAR-END

Name	OPTION AWARDS					STOCK AWARDS				
	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 (\$)	Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
Stewart Garner	-	-	-	-	-	-	-	-	-	

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

The following tables set forth certain information, as of April 7, 2016 with respect to the beneficial ownership of our outstanding common stock and preferred stock by (i) any holder of more than 5%, (ii) each of our named 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. (2)	50,000,000	58.9%
Old Main Capital, LLC (3)	8,415,455	9.9%

(1) Calculated based on 84,867,084 shares issued and outstanding.

(2) Michelle Draper, a director of CEVC, has voting and dispositive control over securities held by CEVC whose address is P.O. Box 146, Road Town, Tortola.

(3) Old Main Capital, LLC's address is 3107 Stirling Rd., Suite 102, Fort Lauderdale, FL 33312.

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>
Stewart Garner	Chief Executive Officer, Chief Financial Officer and director

Advances from CEO

From time to time, Stewart Garner, the Company's Chief Executive Officer, Chief Financial Officer and sole director, provides advances to the Company for its working capital purposes. Those advances bore no interest and were due on demand. The Company owed Mr. Garner \$0 at December 31, 2014 and \$2,310 at December 31, 2015.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table shows the fees that were billed for the audit and other services provided by Anton and Chia, LLP and Li and Company, PC for the fiscal years ended December 31, 2015 and 2014.

	<u>2015</u>	<u>2014</u>
Audit Fees	\$ 20,545	\$ 14,000
Audit-Related Fees	5,500	0
Tax Fees	895	650
All Other Fees	0	-
Total	<u>\$ 34,365</u>	<u>\$ 14,650</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 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-24.

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 Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed with the SEC on February 4, 2013).
3.1(b)	Amended and Restated Articles of Incorporation filed January 6, 2014 (incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed on February 4, 2014).
3.2	Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 filed on February 4, 2013).
4.1	Subscription Agreement (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1 filed with the SEC on February 4, 2013).
4.2	Promissory Note dated as of July 20, 2015, between Lifelogger Technologies Corp. and Glamis Capital SA (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on July 27, 2015).
4.3	Promissory Note dated as of September 8, 2015 between Lifelogger Technologies Corp. and Old Main Capital, LLC (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on September 18, 2015).
4.4	Common Stock Purchase Warrant dated as of September 8, 2015 between Lifelogger Technologies Corp. and Old Main Capital, LLC (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the SEC on September 18, 2015).
4.5	10% Convertible Promissory Note in the original principal amount of \$296,153 dated March 9, 2016 between Lifelogger Technologies Corp. and Old Main Capital, LLC (incorporated by reference to Exhibit 4.5 to the Company's Amendment No. 1 to Quarterly Report on Form 10-Q/A filed with the SEC on March 16, 2016).
4.6	Amendment No. 1 dated March 9, 2016 to Convertible Promissory Note dated September 8, 2015 between Lifelogger Technologies Corp. and Old Main Capital, LLC (incorporated by reference to Exhibit 4.6 to the Company's Amendment No. 1 to Quarterly Report on Form 10-Q/A filed with the SEC on March 16, 2016).
4.7	8% Convertible Promissory Note in the principal amount of \$250,000 dated March 9, 2016 between Lifelogger Technologies Corp. and Old Main Capital, LLC (incorporated by reference to Exhibit 4.7 to the Company's Amendment No. 1 to Quarterly Report on Form 10-Q/A filed with the SEC on March 16, 2016).
10.1	Product Development Agreement dated as of January 7, 2014 between Matrico Holdings, Ltd. and Lifelogger Technologies Corp. (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 12, 2014).
10.2	Addendum to Product Development Agreement effective as of June 1, 2014 between Matrico 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).
10.3	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).
10.4	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).
10.5	Securities Purchase Agreement dated as of May 7, 2015 between Lifelogger Technologies Corp. and SSID Limited (incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 14, 2015)

Exhibit No.	Description
10.6	Securities Purchase Agreement dated as of July 20, 2015 between Lifelogger Technologies Corp. and Glamis Capital SA (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on July 27, 2015).
10.7	Securities Purchase Agreement dated as of September 8, 2015 between Lifelogger Technologies Corp. and Old Main Capital, LLC (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on July 27, 2015).
10.8	Asset Purchase Agreement dated November 10, 2015 entered into among Lifelogger Technologies, Inc., Pixorial, Inc. and Andres Espineira (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on November 16, 2015).
10.9	Consulting Agreement dated as of November 10, 2015 between Lifelogger Technologies Corp. and Andres Espineira (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on November 16, 2015).
10.10	Stock Option Agreement dated as of November 10, 2015 between Lifelogger Technologies Corp. and Andres Espineira (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on November 16, 2015).
10.11	Amendment dated November 12, 2015 to Promissory Note and Securities Purchase Agreement dated as of July 20, 2015, between Lifelogger Technologies Corp. and Glamis Capital SA (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the SEC on November 16, 2015).
10.12	Securities Purchase Agreement dated March 9, 2016 between Lifelogger Technologies Corp. and Old Main Capital, LLC (incorporated by reference to Exhibit 10.14 to the Company's Amendment No. 1 to Quarterly Report on Form 10-Q/A filed with the SEC on March 16, 2016).
10.13	First Amendment to Asset Purchase Agreement entered into on March 30, 2016 between Lifelogger Technologies Corp. and Pixorial, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on April 5, 2016).
31.1*	Section 302 Certificate of Principal Executive Officer.
31.2*	Section 302 Certificate of Principal Financial Officer.
32.1*	Section 906 Certificate of Principal Executive Officer and Principal Financial 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.

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: April 7, 2016

By: /s/ Stewart Garner

Stewart Garner
Chief Executive Officer and Chief Financial 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, Chief Financial Officer and Director (principal executive officer and principal financial and accounting officer)	April 7, 2016

**Lifelogger Technologies Corp.
December 31, 2015 and 2014
Index to the Financial Statements**

Contents	Page(s)
Report of Independent Registered Public Accounting Firm	F-2
Report of Independent Registered Public Accounting Firm	F-3
Balance Sheets at December 31, 2015 and 2014	F-4
Statements of Operations for the Year Ended December 31, 2015 and 2014	F-5
Statement of Change in Stockholders' Equity (Deficit) for the Year Ended December 31, 2015 and 2014	F-6
Statements of Cash Flows for the Year Ended December 31, 2015 and 2014	F-7
Notes to the Financial Statements	F-8



CERTIFIED PUBLIC ACCOUNTANTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have audited the accompanying balance sheet of Lifelogger Technologies Corp. (the "Company") as of December 31, 2015, and the related statements of operations, changes in stockholders' equity (deficit) and cash flows for the year then ended. 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 audit.

We conducted our audit in accordance with 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 was not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit 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 audit provides 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, 2015, and the results of its operations, changes in stockholders' equity (deficit) and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The financial statements have been prepared assuming that the Company will continue as a going concern. As shown in Note 3 to the financial statements, the Company has incurred an accumulated deficit of \$1,328,787 as of December 31, 2015. This raises substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to this matter are described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The financial statements of Lifelogger Technologies Corp. as of December 31, 2014, were audited by other auditors whose report dated March 31, 2015, did not contain an adverse opinion or a disclaimer of opinion, nor was either qualified or modified as to uncertainty, audit scope, or accounting principles, except that such report contained an explanatory paragraph which raised substantial doubt on its ability to continue as a going concern.

/s/ Anton & Chia, LLP

Newport Beach, California

April 7, 2016

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**

For the Year Ended

December 31, 2015 December 31, 2014

ASSETS		
Current Assets:		
Cash	\$ 131,699	\$ 238,747
Accounts Receivable	-	93,021
Prepaid expenses	10,319	14,246
Deferred financing costs	<u>3,453</u>	<u>-</u>
Total current assets	<u>145,471</u>	<u>346,014</u>
Furniture and Fixtures		
Furniture and fixtures	9,578	9,246
Accumulated depreciation	<u>(1,368)</u>	<u>-</u>
Furniture and fixtures, net	<u>8,210</u>	<u>9,246</u>
Total Assets	<u>153,681</u>	<u>355,260</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities:		
Accounts payable and accrued expenses	118,737	38,132
Due to related party	2,310	-
Note payable	135,000	-
Note payable, net of unamortized discount of \$283,763	189,921	-
Derivative liability - notes	53,392	-
Derivative liability - warrants	<u>52,873</u>	<u>-</u>
Total current liabilities	<u>552,233</u>	<u>38,132</u>
Total liabilities	<u>552,233</u>	<u>38,132</u>
Commitments and Contingencies		
Stockholders' Equity (Deficit):		
Preferred stock par value \$0.001: 5,000,000 shares authorized; None issued or outstanding	-	-
Common stock par value \$0.001: 120,000,000 shares authorized; 82,430,503 and 81,841,666 shares issued and outstanding, respectively	82,431	81,842
Additional paid-in capital	847,804	477,535
Accumulated deficit	<u>(1,328,787)</u>	<u>(242,249)</u>
Total stockholders' equity (deficit)	<u>(398,552)</u>	<u>317,128</u>
Total Liabilities and Stockholders' Equity (Deficit)	<u>153,681</u>	<u>355,260</u>

See accompanying notes to the financial statements.

**LIFELOGGER TECHNOLOGIES CORP.
STATEMENTS OF OPERATIONS**

For the Year
Ended

	<u>December 31, 2015</u>	<u>December 31, 2014</u>
Revenue	\$ -	\$ 350,000
Cost of revenue		
Production costs	-	68,719
Officers	-	17,837
Total cost of revenue	-	86,556
Gross margin	-	263,444
Operating Expenses:		
Research and development	458,373	111,384
Advertising and promotions	12,710	35,543
Consulting -related parties	116,477	118,938
Consulting - other	334,463	67,897
Option expense - Consulting - other	113,882	-
General and administrative	173,811	115,109
Total operating expenses	1,209,716	448,871
Loss from operations	(1,209,716)	(185,427)
Other income and (expenses)		
Change in fair value of derivative-warrants	116,397	-
Change in fair value of derivative-notes	95,695	-
Interest expense	(88,914)	-
Total other income	123,178	-
Net loss before income tax provision	(1,086,538)	(185,427)
Income tax provision	-	456
Net Loss	<u>\$ (1,086,538)</u>	<u>\$ (185,883)</u>
Net Loss Per Common Share:		
- Basic and Diluted	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>
Weighted Average Common Shares Outstanding:		
- Basic and Diluted	<u>83,114,501</u>	<u>81,138,650</u>

See accompanying notes to the financial statements.

LIFELOGGER TECHNOLOGIES CORP.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE YEAR ENDED DECEMBER 31, 2015 AND 2014

	<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, 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	81,841,666	\$ 81,842	\$ 477,535	\$ (242,249)	\$ 317,128
Common stock issued for services	240,000	240	106,736		106,976
Common stock issued for cash, at \$0.43 per share	348,837	349	149,651		150,000
Options granted for consultant			113,882		113,882
Net loss				(1,086,538)	(1,086,538)
Balance December 31, 2015	<u>82,430,503</u>	<u>\$ 82,431</u>	<u>\$ 847,804</u>	<u>\$ (1,328,787)</u>	<u>\$ (398,552)</u>

See accompanying notes to the financial statements.

**LIFELOGGER TECHNOLOGIES CORP.
STATEMENTS OF CASH FLOWS**

For the year ended

	<u>December 31, 2015</u>	<u>December 31, 2014</u>
Operating Activities:		
Net loss	\$ (1,086,538)	\$ (185,883)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expenses	1,368	-
Shares issued for consulting services	106,976	-
Options issued - consulting	113,882	-
Interest expense recognized through accretion of discount on debt	58,278	-
Interest expense recognized through amortization of deferred financing costs	1,547	-
Change in fair value of derivative liabilities-notes	(95,695)	-
Change in fair value of derivative liabilities-warrants	(116,397)	-
Changes in Operating Assets and Liabilities:		
Accounts receivable	93,021	(93,021)
Prepaid expenses	3,927	(13,834)
Accounts payable and accrued expenses	80,605	22,550
Accounts payable - related party	2,310	12,926
Net Cash Used in Operating Activities	<u>(836,716)</u>	<u>(257,262)</u>
Investing Activities:		
Purchase of Capital Assets	(332)	(9,246)
Net Cash Provided by Financing Activities	<u>(332)</u>	<u>(9,246)</u>
Financing Activities:		
Proceeds from issuance of common stock	150,000	505,000
Proceeds from note payable	580,000	-
Net Cash Provided by Financing Activities	<u>730,000</u>	<u>505,000</u>
Net Change in Cash	(107,048)	238,492
Cash - Beginning of Reporting Period	<u>238,747</u>	<u>255</u>
Cash - End of Reporting Period	<u>\$ 131,699</u>	<u>\$ 238,747</u>
Supplemental Disclosure of Cash Flow Information:		
Interest paid	\$ -	\$ -
Income Tax Paid	\$ -	\$ 456

See accompanying notes to the financial statements.

LIFELLOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

Note 1 - organization and operations

Lifelogger 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. The Company changed its name effective as of January 31, 2014 and is engaged in the development and commercialization of a lifelogging camera and lifelogging-focused software tools that involve the process of collecting, organizing, perusing and sharing personal data.

Note 2 - summary of significant accounting policies

Basis of Presentation - Unaudited Interim Financial Information

The accompanying unaudited interim financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information, and with the rules and regulations of the United States Securities and Exchange Commission (“SEC”) to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited interim financial statements furnished reflect all adjustments (consisting of normal recurring accruals) which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. Unaudited interim results are not necessarily indicative of the results for the full fiscal year. These unaudited interim consolidated financial statements should be read in conjunction with the financial statements of the Company for the year ended December 31, 2014 and notes thereto contained in the information as part of the Company’s Annual Report on Form 10-K, which was filed with the Securities and Exchange Commission on March 31, 2015.

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.

LIFELLOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

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.

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 Six (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 Six (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 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.

The Company includes fair value information in the notes to financial statements when the fair value of its financial instruments is different from the book value. When the book value approximates fair value, no additional disclosure is made.

Valuation of Derivatives

The Company evaluates its convertible instruments, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815, “Derivatives and Hedging.” The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date. The change in fair value is recorded in the statement of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date. We analyzed the derivative financial instruments in accordance with ASC 815. The objective is to provide guidance for determining whether an equity-linked financial instrument is indexed to an entity’s own stock. This determination is needed for a scope exception which would enable a derivative instrument to be accounted for under the accrual method. The classification of a non-derivative instrument that falls within the scope of ASC 815-40-05 “Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company’s Own Stock” also hinges on whether the instrument is indexed to an entity’s own stock. A non-derivative instrument that is not indexed to an entity’s own stock cannot be classified as equity and must be accounted for as a liability. There is a two-step approach in determining whether an instrument or embedded feature is indexed to an entity’s own stock. First, the instrument’s contingent exercise provisions, if any, must be evaluated, followed by an evaluation of the instrument’s settlement provisions. The Company utilized multinomial lattice models that value the derivative liability based on a probability weighted discounted cash flow model. The Company utilized the fair value standard set forth by the Financial Accounting Standards Board, defined as the amount at which the assets (or liability) could be bought (or incurred) or sold (or settled) in a current transaction between willing parties, that is, other than in a forced or liquidation sale.

LIFELLOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

The derivative liabilities result in a reduction of the initial carrying amount (as unamortized discount) of the Convertible Notes. This derivative liability is marked-to-market each quarter with the change in fair value recorded in the income statement. Unamortized discount is amortized to interest expense using the effective interest method over the life of the Convertible Note.

Fair Value of Financial Instruments

The Company includes fair value information in the notes to financial statements when the fair value of its financial instruments is different from the book value. When the book value approximates fair value, no additional disclosure is made.

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, 2015 or December 31, 2014.

The Company does not have any off-balance-sheet credit exposure to its customers at December 31, 2015 or December 31, 2014.

Furniture and Fixtures

Furniture and fixtures are 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	7

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.

LIFELLOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

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 (“Affiliate” means, with respect to any specified Person, any other Person that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with such Person, as such terms are used in and construed under Rule 405 under the Securities Act); 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.

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.

LIFELLOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

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 non-employees 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.

LIFELOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

- 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.

Stock-Based Compensation

The Company records stock-based compensation in accordance with FASB ASC Topic 718, "Compensation – Stock Compensation." FASB ASC Topic 718 requires companies to measure compensation cost for stock-based employee compensation at fair value at the grant date and recognize the expense over the employee's requisite service period. The Company recognizes in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees and non-employees. There were 6,000,000 options outstanding as of December 31, 2015.

Research and Development

The Company follows paragraph 730-10-25-1 of the FASB Accounting Standards Codification (formerly Statement of Financial Accounting Standards No. 2 "Accounting for Research and Development Costs") and paragraph 730-20-25-11 of the FASB Accounting Standards Codification (formerly Statement of Financial Accounting Standards No. 68 "Research and Development Arrangements") for research and development costs. Research and development costs are charged to expense as incurred. Research and development costs consist primarily of remuneration for research and development staff, depreciation and maintenance expenses of research and development equipment, material and testing costs for research and development as well as research and development arrangements with unrelated third party research and development institutions.

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.

LIFELOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

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.

Tax years that remain subject to examination by major tax jurisdictions

The Company discloses tax years that remain subject to examination by major tax jurisdictions pursuant to the ASC Paragraph 740-10-50-15.

Earnings per Share

Earnings Per Share ("EPS") is the amount of earnings attributable to each share of common stock. For convenience, the term is used to refer to either earnings or loss per share. EPS is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Pursuant to ASC Paragraphs 260-10-45-10 through 260-10-45-16 Basic EPS shall be computed by dividing income available to common stockholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) during the period. Income available to common stockholders shall be computed by deducting both the dividends declared in the period on preferred stock (whether or not paid) and the dividends accumulated for the period on cumulative preferred stock (whether or not earned) from income from continuing operations (if that amount appears in the income statement) and also from net income. The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued during the period to reflect the potential dilution that could occur from common shares issuable through contingent shares issuance arrangement, stock options or warrants.

Pursuant to ASC Paragraphs 260-10-45-21 through 260-10-45-23 Diluted EPS shall be based on the most advantageous conversion rate or exercise price from the standpoint of the security holder. The dilutive effect of outstanding call options and warrants (and their equivalents) issued by the reporting entity shall be reflected in diluted EPS by application of the treasury stock method unless the provisions of paragraphs 260-10-45-35 through 45-36 and 260-10-55-8 through 55-11 require that another method be applied. Equivalents of options and warrants include non-vested stock granted to employees, stock purchase contracts, and partially paid stock subscriptions (see paragraph 260-10-55-23). Anti-dilutive contracts, such as purchased put options and purchased call options, shall be excluded from diluted EPS. Under the treasury stock method: a. Exercise of options and warrants shall be assumed at the beginning of the period (or at time of issuance, if later) and common shares shall be assumed to be issued. b. The proceeds from exercise shall be assumed to be used to purchase common stock at the average market price during the period. (See paragraphs 260-10-45-29 and 260-10-55-4 through 55-5.) c. The incremental shares (the difference between the number of shares assumed issued and the number of shares assumed purchased) shall be included in the denominator of the diluted EPS computation.

The computation of basic and diluted loss per share for the years ended December 31, 2015 and 2014 excludes the common stock equivalents of the following potentially dilutive securities because their inclusion would be anti-dilutive:

- Stock Warrants (Exercise price - \$0.2625/share) – 850,000 common stock equivalents
- Convertible Debt (Exercise price - \$0.2625/share) – 1,804,515 common stock equivalents

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

LIFELLOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

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 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.

LIFELOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

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 September 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.

LIFELOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

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.

In November 2014, the FASB issued the FASB Accounting Standards Update No. 2014-16 *“Derivatives and Hedging (Topic 815) : Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity”* (“ASU 2014-16”). The amendments in ASU No. 2014-16 clarify that an entity must take into account all relevant terms and features when reviewing the nature of the host contract. Additionally, the amendments state that no one term or feature would define the host contract’s economic characteristics and risks. Instead, the economic characteristics and risks of the hybrid financial instrument as a whole would determine the nature of the host contract. The amendments in this Update are effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption, including adoption in an interim period, is permitted.

In January 2015, the FASB issued the FASB Accounting Standards Update No. 2015-01 *“Income Statement-Extraordinary and Unusual Items (Subtopic 225-20) : Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items”* (“ASU 2015-01”). This Update eliminates from GAAP the concept of extraordinary items and the requirements in Subtopic 225-20 for reporting entities to separately classify, present, and disclose extraordinary events and transactions. The amendments in this Update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption.

The amendments in this Update are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period.

In August, 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*. The amendment in this ASU defers the effective date of ASU No. 2014-09 for all entities for one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 31, 2016, including interim reporting periods with that reporting period.

In November 2015, the FASB issued ASU No. 2015-17, *Income Taxes (Topic 740)*. The amendments in ASU 2015-17 eliminates the current requirement for organizations to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, organizations will be required to classify all deferred tax assets and liabilities as noncurrent. ASU 2015-17 is effective for public business entities for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The amendments may be applied prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented.

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 Company has elected to adopt early application of 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”).

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 of \$1,328,787 at December 31, 2015, a net loss of \$1,086,538 and net cash used of \$836,716 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.

LIFELOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

The Company is attempting to further implement its business plan and generate sufficient revenue; however, its 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 - Note Payable

On July 20, 2015 the Company entered into a securities purchase agreement (the “SPA”) with Glamis Capital SA (“Glamis”), whereby Glamis agreed to invest \$200,000 (the “Purchase Price”) in our Company in exchange for the Note (as defined below). Pursuant to the SPA, we issued a promissory note to Glamis on July 20, 2015 (the “Issuance Date”) in the original principal amount of \$200,000, which bears interest at 10% per annum (the “Note”).

The Purchase Price for the Note was paid as follows: (1) \$70,000 on the Issuance Date and \$65,000 on August 24, 2015. The principal from each funding date, coupled with the accrued and unpaid interest relating to that principal amount, is due and payable one year from the respective funding date (each a “Maturity Date”). Any amount of principal or interest that is due under the Note, which is not paid by the respective Maturity Date, will bear interest at 14% per annum until it is paid. The Note can be prepaid by the Company at any time while the Note is outstanding. In the event that the Company closes a future financing of at least \$1,000,000 while the Note is outstanding, the Company would become obligated to pay all amounts outstanding under the Note within a reasonable time after such closing. The SPA and Note were amended on November 12, 2015. See Note 12- Subsequent Events.

Note 5 - Derivative Liabilities

In connection with the sale of debt or equity instruments, the Company may sell options or warrants to purchase our common stock. In certain circumstances, these options or warrants may be classified as derivative liabilities, rather than as equity. Additionally, the debt or equity instruments may contain embedded derivative instruments, such as embedded derivative features which in certain circumstances may be required to be bifurcated from the associated host instrument and accounted for separately as a derivative instrument liability.

The Company’s derivative instrument liabilities are re-valued at the end of each reporting period, with changes in the fair value of the derivative liability recorded in results of operations charges in the period in which the changes occur. For options, warrants and bifurcated embedded derivative features that are accounted for as derivative instrument liabilities, the Company estimates fair value using either quoted market prices of financial instruments with similar characteristics or other valuation techniques. The valuation techniques require assumptions related to the remaining term of the instruments and risk-free rates of return, our current common stock price and expected dividend yield, and the expected volatility of our common stock price over the life of the instrument.

The following tables summarizes the derivative liability activity for the year ended December 31, 2015:

Description	Derivative Liabilities
Fair value at September 8, 2015	\$ -
Change due to Issuances	318,357
Change due to Exercise/Conversion	-
Change in Fair Value	(212,092)
Fair value at December 31, 2015	\$ 106,265

For the year ended December 31, 2015, net derivative income was \$212,092.

LIFELLOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

The lattice methodology was used to value the embedded derivatives within the convertible note and the warrants issued, with the following assumptions.

Assumptions	December 31, 2015
Dividend yield	0.00%
Risk-free rate for term	0.49-1.76%
Volatility	128.42-146.65%
Maturity dates	.69-4.69 years
Stock Price	0.09495

During the year ending December 31, 2015, the Company issued 850,000 warrants to an investor as part of their Securities Purchase Agreement in which the investor acquired a Convertible Note. The warrants have an exercise price of \$0.2625 and a five year term. The warrants are treated as derivative liabilities since the holder has anti-dilution protections that will re-price the warrant upon the issuance of lower priced equity linked instruments by the Company for the period of 180 days after issuance. The fair value of the derivative liability related to these warrants at issuance was valued at \$169,270 and was booked as a debt discount to the Convertible Note and booked as a derivative liability on the balance sheet. The embedded conversion feature of the Convertible Note is treated as a derivative liability since the conversion price is reset upon a fundamental transaction event. The fair value of the derivative liability related to the embedded conversion feature was valued at \$92,659 and was booked as a debt discount (up to the amount of the note, with the excess expensed as interest expense). Upon issuance of the second tranche, the embedded conversion feature was valued at \$56,428 and was booked as a debt discount.

Note 6 - Convertible Debt

Old Main Capital, LLC:

On September 8, 2015 (the "Issuance Date"), Lifelogger Technologies Corp. ("we," "us," "our," or "Company") closed on the transactions contemplated by the securities purchase agreement (the "SPA") with Old Main Capital, LLC ("Old Main"), whereby Old Main agreed to invest \$450,000 (the "Purchase Price") in our Company in exchange for the Note (as defined below) and Warrants (as defined below). Pursuant to the SPA, we issued a promissory note to Old Main, in the original principal amount of \$473,864, which bears interest at 10% per annum (the "Note"). The Purchase Price will be paid as follows: (1) \$250,000 paid in cash to us on the Issuance Date, (2) the remaining \$200,000 within 30 days after the Issuance Date. The second tranche of \$200,000 was funded on October 16, 2015. The principal from each funding date, coupled with the accrued and unpaid interest relating to that principal amount, is due and payable on September 8, 2016 (the "Maturity Date"). Any amount of principal or interest that is due under the Note, which is not paid by the Maturity Date, will bear interest at the rate of 24% per annum until it is paid.

Beginning six months after the Issuance Date, we are required to make bi-weekly amortization payments (one payment every two weeks), consisting of 1/12th of the outstanding principal and interest, until the Note is no longer outstanding (each a "Bi-Weekly Payment"). Such Bi-Weekly Payments may be made in cash, or in our common stock ("Common Stock") if certain equity conditions are satisfied. Such equity conditions include but are not limited to an average daily dollar volume of the Common Stock greater than \$25,000 for the 20 trading days prior to a Bi-Weekly Payment. If the equity conditions are satisfied, and we decide to make a Bi-Weekly payment in Common Stock, then the shares of Common Stock to be delivered shall be calculated as follows: the amount of the Bi-Weekly Payment divided by the Base Conversion Price (as defined below). The Base Conversion Price shall equal the lower of (i) the closing price of the Common Stock on September 8, 2015, or (ii) 70% of the average of the lowest VWAP of the Common Stock for the 15 trading days immediately prior to the date of the Bi-Weekly Payment. Additionally, Old Main has the right at any time to convert amounts owed under the Note into Common Stock at the closing price of the Common Stock on September 8, 2015. If an event of default under the Note occurs, Old Main has the right to convert amounts owed under the Note into Common Stock at 52% multiplied by the lowest VWAP of the Common Stock for the 15 trading days immediately prior to the applicable conversion date.

The Note can be prepaid by us at any time while the Note is outstanding, at a prepayment price of 125% multiplied by the outstanding principal and interest of the Note, subject to Old Main's discretionary acceptance. If an event of default occurs under the Note, which is not cured within 10 business days, Old Main has the option to require our redemption of the Note in cash at a redemption price of 130% multiplied by the outstanding principal and interest of the Note. The Note contains representations, warranties, events of default, beneficial ownership limitations, and other provisions that are customary of similar instruments.

In conjunction with the issuance of the Note, we simultaneously issued 850,000 common stock purchase warrants to Old Main (the "Warrants"). The Warrants may be exercised by Old Main at any time in the five year period following the issuance. The exercise price for each share of the Common Stock is equal to the closing price of the Common Stock on September 8, 2015. – please see Note 12 subsequent events for amendment of this note

LIFELOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

Following is an analysis of convertible debt due Old Main Capital at December 31, 2015:

	<u>December 31, 2015</u>
Contractual balance	\$ 473,685
Less unamortized discount	<u>(283,764)</u>
Convertible debt	<u>\$ 189,921</u>

This note is a derivative because it contains an embedded conversion feature that resets the conversion price upon a fundamental transaction event. The Company recorded a debt discount based on the original issue discount, the embedded derivative, and the derivative warrant issued. The debt discount is being amortized over the term of the convertible debt.

Note 7 - Fair Value of Financial Instruments.

The Company's financial instruments consist of cash and cash equivalents, accounts payable, accrued liabilities and convertible debt. The estimated fair value of cash, accounts payable and accrued liabilities approximate their carrying amounts due to the short-term nature of these instruments.

The Company utilizes various types of financing to fund its business needs, including convertible debt with warrants attached. The Company reviews its warrants and conversion features of securities issued as to whether they are freestanding or contain an embedded derivative and, if so, whether they are classified as a liability at each reporting period until the amount is settled and reclassified into equity with changes in fair value recognized in current earnings. At December 31, 2015, the Company had convertible debt and warrants to purchase common stock. The fair value of the warrants and the embedded conversion feature of the convertible debt is classified as a liability. Some of these units have embedded conversion features that are treated as a discount on the notes. Such financial instruments are initially recorded at fair value and amortized to interest expense over the life of the debt using the effective interest method.

Inputs used in the valuation to derive fair value are classified based on a fair value hierarchy which distinguishes between assumptions based on market data (observable inputs) and an entity's own assumptions (unobservable inputs). The hierarchy consists of three levels:

Level one — Quoted market prices in active markets for identical assets or liabilities;

Level two — Inputs other than level one inputs that are either directly or indirectly observable; and

Level three — Unobservable inputs developed using estimates and assumptions, which are developed by the reporting entity and reflect those assumptions that a market participant would use.

Determining which category an asset or liability falls within the hierarchy requires significant judgment. The Company evaluates its hierarchy disclosures each quarter. The Company's derivative liability is measured at fair value on a recurring basis. The Company classifies the fair value of these convertible notes and warrants derivative liability under level three. The Company's settlement payable is measured at fair value on a recurring basis based on the most recent settlement offer. The Company classifies the fair value of the settlement payable under level three. The Company's rescission liability is measured at fair value on a recurring basis based on the most recent stock price. The Company classifies the fair value of the rescission liability under level one.

Based on ASC Topic 815 and related guidance, the Company concluded the common stock purchase warrants are required to be accounted for as derivatives as of the issue date due to a reset feature on the exercise price. At the date of issuance warrant derivative liabilities were measured at fair value using either quoted market prices of financial instruments with similar characteristics or other valuation techniques. The Company records the fair value of these derivatives on its balance sheet at fair value with changes in the values of these derivatives reflected in the consolidated statements of operations as "Gain (loss) on derivative liabilities." These derivative instruments are not designated as hedging instruments under ASC 815-10 and are disclosed on the balance sheet under Derivative Liabilities.

LIFELLOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

The following table presents liabilities that are measured and recognized at fair value as of December 31, 2015 on a recurring and non-recurring basis:

Description	Level 1	Level 1	Level 1	Gains (Losses)
Derivatives	\$ -	\$ -	\$ 106,265	\$ 212,092
Fair Value at December 31, 2015	\$ -	\$ -	\$ 106,265	\$ 212,092

Note 8 - Stock Options:

The following is a summary of stock option activity:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding, December 31, 2014	-			
Granted	6,000,000	\$ 0.20		
Forfeited	-			
Exercised	-			
Outstanding, December 31, 2015	<u>6,000,000</u>	<u>\$ 0.20</u>	<u>9.84</u>	<u>\$ -</u>
Exercisable, December 31, 2015	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>

The exercise price for options outstanding and exercisable at December 31, 2015 is as follows:

Outstanding		Exercisable	
Number of Options	Exercise Price	Number of Options	Exercise Price
6,000,000	\$ 0.20	-	\$ -
<u>6,000,000</u>		<u>-</u>	

For options granted during 2015 where the exercise price was equal to the stock price at the date of the grant, the weighted-average fair value of such options was \$0.19 and the weighted-average exercise price of such options was \$0.20. No options were granted during 2015 where the exercise price was greater than the stock price at the date of grant or where the exercise price was less than the stock price at the date of grant.

The fair value of the stock options is being amortized to stock option expense over the vesting period. The Company recorded stock option expense of \$113,882 during the year ended December 31, 2015. At December 31, 2015, the unamortized stock option expense was \$1,008,882 which will be amortized to expense through December 2018.

The assumptions used in calculating the fair value of options granted using the Black-Scholes option-pricing model for options granted are as follows:

Risk-free interest rate	1.5%
Expected life of the options	5.5 to 6.5 years
Expected volatility	150%
Expected dividend yield	0%

Note 9 - Related Party Transactions

Related Parties

Related parties with whom the Company had transactions are:

Related Parties	Relationship
Stew Garner	Chairman, CEO, CFO and director

LIFELLOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

Consulting services from Officer

Consulting services provided by the officer for the year ended December 31, 2015 and 2014

	December 31, 2015	December 31, 2014
President, Chief Executive Officer and Chief Financial Officer	\$ 116,477	\$ 136,775*

* During the year ended December 31, 2015 and 2014, \$0 and \$17,837 of these consulting services was recognized in cost of revenues, respectively.

Note 10 - Stockholders' Equity (Deficit)

Shares Authorized

Upon formation the total number of shares of all classes of stock which the Company is authorized to issue is seventy-five million (75,000,000) shares of common stock, par value \$.001 per share.

On January 31, 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.

All shares and per share amounts in the financial statements have been adjusted to give retroactive effect to the ten-for-one (1:10) Forward Stock Split.

Common Stock

Common Shares Issued Cash

On May 12, 2015 the Company sold 348,837 shares of its common stock at \$0.43 per share for \$150,000 in cash.

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

On January 28, 2015, the Company entered into a consulting agreement ("Consulting Agreement") with a third party (the "Consultant") for software development consulting services. Pursuant to the Consulting Agreement, the Consultant agrees to provide consulting services for six months in exchange for 40,000 shares of common stock of the Company per month.

For the year ended December 31, 2015 the Company recorded \$106,976, which were valued at the close price of the Company's common stock on the last day of each month from February – July for each 40,000 shares issued or 240,000 shares in aggregate issued to the Consultant.

Note 11 - Acquisition of Assets

On November 10, 2015, the Company entered into an Asset Purchase Agreement (the "Asset Purchase Agreement") with Pixorial, Inc. (the "Seller"), pursuant to which the Company agreed to purchase, and the Seller agreed to sell, Pixorial's assets (the "Pixorial Asset Acquisition"), which are comprised of source code, software, trade secrets, processes, ideas, know-how, improvements, discoveries, developments, designs, techniques and contract rights related to the Pixorial app, including but not limited to contract rights related to the Pixorial app for inclusion on the Apple store and the Google Play store. Pixorial's software offers online user-friendly tools and applications to access, download, edit, tag, process, store, organize and share videos, photos and music from any device, services which we plan to integrate with our existing software.

Under the terms of the Asset Purchase Agreement, the Company agreed to issue 3,200,000 shares of its unregistered common stock to the existing shareholders and certain creditors of Pixorial, and, pending the closing, to enter into a consulting agreement with Andres Espineira (the "Espineira Consulting Agreement"), Pixorial's founder and Chief Executive Officer, the duration of which will be 40 months from the date of the Asset Purchase Agreement. Under the terms of the Espineira Consulting Agreement, Mr. Espineira will be responsible for leading the integration team that will be engaged in the development of the enhancements to the Company's existing life-logging software tools by incorporating the tools developed by Pixorial. The Espineira Consulting Agreement provides for the Company's payment to him of \$8,000 per month and awards him stock options to acquire 6,000,000 shares of the Company's common stock exercisable at the market price of the common stock as of October 31, 2015, one-third the number of which may be sold beginning as of each of the first three anniversaries of November 1, 2015. The shares to be issued to Pixorial's shareholders will also be subject to a lock-up agreement whereby one-third the number received by each may be sold beginning as of each of the first three anniversaries of the closing of the Pixorial Asset Acquisition.

Additionally, under the terms of the Asset Purchase Agreement, the Company and Pixorial have entered into a licensing agreement effective as of November 1, 2015 (the "Pixorial License Agreement") whereby the Company has licensed the exclusive use of certain of Pixorial's software, source code, software, trade secrets, processes, ideas, know-how, improvements, discoveries, developments, designs, techniques and contract rights related to the Licensor's Pixorial app (the "Pixorial Software"). The duration of the Pixorial License Agreement is the earlier of twelve months or the closing of the transactions under the Asset Purchase Agreement.

Consummation of the Pixorial Asset Acquisition is subject to certain conditions and is expected to be closed no later than April 30, 2016.

LIFELOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

Note 12 - Income Tax Provision

Deferred Tax Assets

At December 31, 2015 the Company had net operating loss (“NOL”) carry-forwards for Federal income tax purposes of \$1,328,787 that may be offset against future taxable income through 2035. 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 \$451,788, 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 \$369,400 and \$63,200 for the years ended December 31, 2015 and 2014, respectively.

Components of deferred tax assets are as follows:

	December 31, 2015	December 31, 2014
Net deferred tax assets – Non-current:		
Expected income tax benefit from NOL carry-forwards	\$ 451,788	\$ 82,365
Less valuation allowance	(451,788)	(82,365)
Deferred tax assets, net of valuation allowance	<u>\$ -</u>	<u>\$ -</u>

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, 2015	For the Year Ended December 31, 2014
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	<u>0.0%</u>	<u>0.0%</u>

The Company is neither under examination by any taxing authority, nor has it been notified of any impending examination. The Company's tax years for its Federal and State jurisdictions which are currently open for examination are the years of 2012 - 2015.

Note 13 - 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 some reportable subsequent event(s) to be disclosed as follows:

On March 1, 2016 the Company finalized a settlement of debt owed to Glamis Capital SA through a conversion into common stock of the Company. The total debt of \$135,000 plus accrued and unpaid interest of \$7,403 for a total of \$142,403 was converted into 1,808,288 common stock par value \$0.001 based on an average of the previous 20 days close price of the common stock of the company discounted by 25% for a price of \$0.074875 per share.

On March 9, 2016 the Company entered into an amendment to the Convertible Promissory Note it issued to Old Main Capital, LLC (“Old Main”) on September 8, 2015 (the “Convertible Note Amendment”). Under the terms of the Convertible Note Amendment, we revised the note to remove the equity condition limitations, removed the amortization payment requirements and to permit voluntary conversions in common stock. We also revised the conversion price to mean the lesser of (a) the closing price of our common stock on September 8, 2015 or (b) 60% of the lowest traded price of our common stock for the 15 consecutive trading days ending on the trading day that is immediately prior to any applicable conversion date. The foregoing description of the Convertible Note Amendment is qualified in its entirety by reference to such amendment which is filed hereto as Exhibit 4.6 and is incorporated herein by reference.

On March 9, 2016 (the “Issuance Date”) we closed on the transaction contemplated by the securities purchase agreement (the “SPA”) we entered into with Old Main Capital, LLC (“Old Main”), whereby Old Main agreed to purchase from the Company a convertible promissory note (the “Note”) in the original principal amount of \$296,153 for \$269,500, net of an original issuance discount of \$26,653 (the “Purchase Price”). The Note bears interest at the rate of 10% per annum. The Purchase Price will be paid as follows: (i) \$84,500 was paid in cash to us on March 12, 2016 (ii) \$100,000 within 30 days after the after the first payment and (iii) \$85,000 within 30 days of the second payment. The principal from each funding date and the accrued and unpaid interest relating to that principal amount is due and payable on March 9, 2017 (the “Maturity Date”). Any amount of principal or interest that is due under the Note which is not paid by the Maturity Date will bear interest at the rate of 24% per annum until it is paid and subject to further increase as discussed below. Beginning 6 months after the Issuance Date, we are required to make bi-weekly amortization payments (one payment every 2 weeks), consisting of 1/12th of the outstanding principal and interest, until the Note is no longer outstanding (each a “Bi-Weekly Payment”). Such Bi-Weekly Payments may be made in cash, or in our common stock (“Common Stock”) if certain equity conditions are satisfied. Such equity conditions include but are not limited to an average daily dollar volume of the Common Stock greater than \$30,000 for the 20 trading days prior to a Bi-Weekly Payment. If the equity conditions are satisfied, and we decide to make a Bi-Weekly payment in Common Stock, then the shares of Common Stock to be delivered shall be calculated as follows: the amount of the Bi-Weekly Payment divided by the Base Conversion Price (as defined below). The Base Conversion Price shall equal the lower of (i) the closing price of the Common Stock on March 9, 2016, or (ii) 70% of the lowest VWAP of the Common Stock for the 15 trading days immediately prior to the date of the Bi-Weekly Payment.

LIFELOGGER TECHNOLOGIES CORP.
December 31, 2015 and 2014
Notes to the Financial Statements

The Note can be prepaid by us at any time while the Note is outstanding, at a prepayment price of 125% multiplied by the outstanding principal and interest of the Note, subject to Old Main's discretionary acceptance. If an event of default occurs under the Note, which is not cured within three business days, then upon Old Main's provision of notice to the Company of the occurrence of such event of default, the Company shall within three business days of such default notice, pay the total amount outstanding under the Note in cash (including principal, accrued and unpaid interest, applicable penalties (including default multipliers). In the event that the Company does not pay the total amount outstanding within three (3) business days of such default notice, then the total amount outstanding under the Note (post-default amount) at that time shall increase by 50%, and on the fourth business day after such default notice (the "Second Amortization Payment Date"), the Company shall begin to make weekly amortization payments (for the avoidance of doubt, weekly shall mean every week) (each a "Weekly Payment"), in (1) cash to Old Main or (2) Common Stock at a price per share equal to the lesser of (i) the closing price of our common stock on March 9, 2016 or (ii) 52% of the lowest VWAP of the Common Stock for the 15 consecutive Trading Days ending on the Trading Day that is immediately prior to the applicable conversion date. Each Weekly Payment shall consist of the greater of (i) \$10,000 of value under the Note or (ii) 1/24th of the total outstanding amount under this Note as of the Second Amortization Payment Date, including the principal, accrued and unpaid interest (prorated through the entire pay-off period), and any applicable penalties.

On March 9, 2016, we issued an 8% convertible promissory note in the principal amount of \$250,000 to Old Main as a commitment fee for entering into a term sheet whereby Old Main agreed to provide us with up to \$5,000,000 in financing over a 24 month period through the purchase of our common stock. The proposed equity line will be subject to certain conditions, including, but not limited to, our filing of a Registration Statement covering the resale of the securities issued to Old Main and our continued compliance with the disclosure requirements under the Securities Exchange Act of 1934, as amended. Old Main's commitment to provide funding under the equity line of credit is subject to us entering into a definitive and binding agreement related to the proposed equity line of credit.

The terms and conditions of the \$250,000 note are substantially identical to the \$269,500 note discussed above except the interest rate which is 8% per annum, half of which is guaranteed and the total amount of interest due on the Note for a period of six months is deemed earned as of the date the note was issued. All interest payments will be payable in cash, or subject to certain equity conditions in cash or common stock in the Company's discretion. Accrued and unpaid interest shall be due on payable on each conversion date and on the date the note matures, or as otherwise provided for in the note. Beginning six months after the date of the note, the Company is required to begin to make bi-weekly amortization payments (for the avoidance of doubt, bi-weekly shall mean every two weeks), in cash to Old Main until the note is repaid in full. Each bi-weekly payment shall consist of at least 1/12th of the total outstanding amount under the note as of the amortization payment date, including the principal, accrued and unpaid interest (prorated through the entire pay-off period pursuant to this paragraph), and any applicable penalties. The Company may make a bi-weekly payment to Old Main in the Company's common stock, in the event that the equity conditions provided for in the note are satisfied. The maturity date of the note is March 9, 2017.

Pixorial Asset Acquisition Extension

In order to extend the March 30, 2016 deadline for consummating the purchase of the assets of Pixorial as discussed in Note 11 above, the Company entered into a First Amendment to Asset Purchase Agreement dated March 30, 2016 extending the deadline for consummating the transactions contemplated under the APA to April 30, 2016.

CERTIFICATIONS

I, Stewart Garner, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2015 of Lifelogger Technologies Corp.;

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

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

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

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

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

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

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

5. The registrant's other certifying officer 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: April 7, 2016

/s/ Stewart Garner

Stewart Garner
Chief Executive Officer (principal executive officer)

CERTIFICATIONS

I, Stewart Garner, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2015 of Lifelogger Technologies Corp.;

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

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

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

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

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

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

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

5. The registrant's other certifying officer 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: April 7, 2016

/s/ Stewart Garner

Stewart Garner
Chief Financial Officer (principal financial 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, 2015 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: April 7, 2016

/s/ Stewart Garner

Stewart Garner Chief Executive Officer and Chief Financial Officer
(principal executive officer and principal 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.
