IGEN NETWORKS CORP
Form 10-Q
August 20, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2012.

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

Commission File No. 333-141875

IGEN Networks Corp.
(Exact name of registrant as specified in its charter)

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

1100 H Street NW, Suite 920, Washington, DC, 20005
(Address of principal executive offices) (Zip Code)

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

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

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 x No o

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

Large accelerated filer: o	Accelerated filer: o
Non-accelerated filer: o (Do not check if a smaller reporting company)	Smaller reporting company: x

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

The number of shares of the registrant's common stock outstanding as of June 30, 2012 is 14,649,145.

Table of Contents

TABLE OF CONTENTS

Table of Contents

Part I
FINANCIAL INFORMATION

Item 1. Financial Statements

The Company's unaudited interim consolidated financial statements for the six months period ended June 30, 2012 are included herewith.

IGEN NETWORKS CORP.

Consolidated Financial Statements
For the six months ended June 30, 2012

Table of Contents

IGEN NETWORKS CORP.
(A Development Stage Company)
Consolidated Condensed Balance Sheets (Unaudited)
(Expressed in U.S. dollars)

		June 30, 2012		December 31, 2011
Assets				
Current				
Cash	$	216,813	$	197,331
Accounts receivable		4,247	$	2,950
HST Receivable		2,208		
Prepaid expenses		15,568		23,598
		238,836		223,879
Investment (Note 3)		300,000		300,000
Office equipment (Note 4)		873		970
Total Assets	$	539,709	$	524,849
Liabilities and Shareholders' Equity				
Current liabilities				
Accounts payable	$	21,987	$	56,481
Accrued liabilities		4,870		25,317
		26,857		81,798
Shareholders’ Equity (Deficit)				
Capital Stock (Note 6)				
Authorized - 375,000,000 common shares with $0.001 par value				
Issued and outstanding - 14,649,145 and 11,049,145 respectively		14,649		14,049
Additional paid-in capital		4,912,373		4,704,473
Deficit accumulated during the development stage		(4,414,170)		(4,275,471)
		512,852		443,051
Total Liabilities and Shareholders' Deficit	$	539,709	$	524,849

Approved on Behalf of the Board

"Neil Chan" Director

"Richard Freeman" Director

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

F-2

Table of Contents

IGEN NETWORKS CORP.
(A Development Stage Company)
Consolidated Condensed Statements of Loss (Unaudited)
(Expressed in U.S. dollars)

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six months Ended June 30, 2012	Six months Ended June 30, 2011	Cumulative Totals from Inception (November 14, 2006) to Jun 30, 2012
Revenue					
Management services	$ 6,679	$ -	$ 6,679	$ -	$ 6,679
Commission income	15,042	-	22,535		25,485
	21,721	-	29,214	-	32,164
Expenses					
Advertising expense	11,845	-	11,845	-	31,845
Consulting and business development fees	2,646	25,000	7,804	65,500	1,788,514
Depreciation	49		97	-	205
General and administrative	28,504	97	53,058	146	157,906
Interest expense	(65)	-	-	-	22,839
Management fees (Note 5)	27,359	-	56,163	4,500	1,018,614
Professional fees	16,305	2,000	32,304	-	329,218
Stock-based compensation	-	-	-	-	716,656
Transfer agent & filing fees	3,727	3,476	5,131	7,488	39,270
Travel and accommodation	14,828	-	28,972	390	192,736
	105,198	30,573	195,374	78,024	4,297,802
Foreign exchange	(437)	(1,336)	(437)	(1,336)	(437)
Write-off of technology license	-	-	-	-	467,000
Gain on debt settlement	(27,024)	-	(27,024)	-	(318,032)
	(27,461)	(1,336)	(27,461)	(1,336)	148,531
Net Income (Loss) Applicable to Common Shares	$ (56,016)	$ (29,237)	$ (138,699)	$ (76,688)	$ (4,414,170)
Net Loss per Basic and Diluted Shares	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)	
Weighted Average Number of Common Shares Outstanding	14,062,188	11,436,427	14,055,702	11,436,427	

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

F-3

Table of Contents

IGEN NETWORKS CORP.
(A Development Stage Company)
Consolidated Condensed Statements of Cash Flows (Unaudited)
(Expressed in U.S. dollars)

	Six months Ended June 30, 2012	Six months Ended June 30, 2011	Cumulative Totals from Inception (November 14, 2006) to Jun 30, 2012
Cash Flows from Operating Activities			
Net loss	$ (138,699)	$ (76,688)	$ (4,414,170)
Adjustments to reconcile net loss to net cash provided by (used in) operations:			
Depreciation	97	-	205
Write-off of technology license	-	-	467,000
(Increase) decrease in prepaid expenses	8,030	-	(15,568)
(Increase) decrease in prepaid expenses	(2,208)	-	(2,208)
(Increase) decrease in accounts receivable	(1,297)	-	(4,247)
Increase (decrease) in accounts payable and accrued liabilities	(54,941)	52,818	423,138
Increase (decrease) in shareholder's loans	-	(5,184)	204,954
Shares issued for services	-	-	2,249,500
Gain on debt settlement	(27,024)	-	(318,032)
Stock-based compensation	-	-	716,656
Net cash used in operating activities	(216,042)	(29,054)	(692,772)
Cash Flows from Investing Activities			
Investment in Gogiro	-	-	(50,000)
Acquisition of capital assets	-	-	(1,078)
Acquisition of technology license	-	-	(467,000)
Net cash provided from investing activities	-	-	(518,078)
Cash Flows from Financing Activities			
Common stock issued for cash	-	-	926,050
Proceeds received from common stock issued for debt settlement	43,024	-	43,024
Proceeds received from exercised warrants	192,500	-	192,500
Proceeds received from loans - related parties	-	34,088	287,100
Payments made on loans - related parties	-	-	(21,011)
Net cash provided by financing activities	235,524	34,088	1,427,663
Net Increase (Decrease) in cash	19,482	5,034	216,813
Cash, Beginning of Period	197,331	746	
Cash, End of Period	$ 216,813	$ 5,780	$ 216,813
Supplemental Cash Flow Information			

Non-cash operating, financing and investing activities						
Shares issued for services	$	-	$	-	$	-
Shares issued for technology	$	-	$	-	$	-
Shares issued for settlement of debt	$	16,000	$	-	$	-
Shares issued for investment	$	-	$	-	$	-

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

F-4

Table of Contents

IGEN NETWORKS CORP.
(A Development Stage Company)
Consolidated Condensed Statement of Stockholders' Equity (Deficit) (Unaudited)
(Expressed in U.S. dollars)

	Common Stock		Additional	Deficit Accumulated During the Development	Total Stockholders' Equity
	Shares	Amount	Paid-in-capital	Stage	(Deficit)
Balance from inception November 14, 2006	-	$ -	$ -	$ -	$ -
Common stock issued for cash - November 14, 2006	853,300	853	16,197	-	17,050
Common stock issued for cash - November 20, 2006	2,200	2	43,998	-	44,000
Net loss	-	-	-	(1,288)	(1,288)
Balance December 31, 2006	855,500	855	60,195	(1,288)	59,762
Net loss	-	-		(46,112)	(46,112)
Balance December 31, 2007	855,500	855	60,195	(47,400)	13,650
Net loss	-	-		(46,414)	(46,414)
Balance December 31, 2008	855,500	855	60,195	(93,814)	(32,764)
Net loss	-	-		(322,577)	(322,577)
Balance December 31, 2009	855,500	855	60,195	(416,391)	(355,341)
Common shares issued for services on February 15, 2010 at $0.06 per share	2,200,000	2,200	129,800	-	132,000
Common shares issued for debt on February 15, 2010 at $0.06 per share	3,250,000	3,250	191,750	-	195,000
Common shares issued for technology (in-trust) on March 30, 2010 at $nil per share	3,000,000	3,000	(3,000)	-	-
Common shares issued for technology on April 13, 2010 at $0.65 per share	2,000,000	2,000	1,298,000	-	1,300,000
Common shares issued for cash on May 10, 2010 at $0.60 per	350,000	350	209,650	-	210,000

share					
Cancel and return to treasury, shares held (in-trust) on May 25, 2010 at $nil per share	(3,000,000)	(3,000)	3,000	-	-
Common shares issued for services on May 27, 2010 at $0.77 per share	1,750,000	1,750	1,345,750	-	1,347,500
Common shares issued for services on Jul 5, 2010 at $0.50 per share	200,000	200	99,800	-	100,000
Common shares issued for services on Jul 8, 2010 at $0.50 per share	500,000	500	249,500	-	250,000
Incentive stock options granted on July 15, 2010 at a $0.70 exercise price	-	-	716,656	-	716,656
Common shares issued for cash on Sep 17, 2010 at $0.50 per share	300,000	300	149,700	-	150,000
Common shares issued for services on Nov 22, 2010 at $0.97 per share	30,927	31	29,969	-	30,000
Net loss	-	-	-	(2,983,401)	(2,983,401)
Balance December 31, 2010	11,436,427	11,436	4,480,770	(3,399,792)	1,092,414
Cancellation of common shares issued for technology on April 13, 2010 at $0.65 per share	(2,000,000)	(2,000)	(1,298,000)	-	(1,300,000)
Common shares issued for services on May 16, 2011 at $0.60 per share	650,000	650	389,350	-	390,000
Common shares issued for cash on September 8, 2011 at $0.60 per share	41,667	42	24,959	-	25,000
Common shares issued for cash on September 8, 2011 at $0.60 per share	50,000	50	29,950	-	30,000
Common shares issued for cash on September 12, 2011 at $0.30 per share	1,499,999	1,500	448,500	-	450,000
Common shares issued for debt on December 5, 2011 at $0.30 per share	1,271,052	1,271	380,045	-	381,316
Common shares issued for services on December 7, 2011 at $0.30 per share	100,000	100	29,900	-	30,000
Common shares issued for investment on December 31, 2011 at $0.25 per share	1,000,000	1,000	249,000	-	250,000
Share issuance costs	-	-	(30,000)	-	(30,000)

Net loss	-	-	-	(875,679)	(875,679)
Balance December 31, 2011	14,049,145	14,049	4,704,473	(4,275,471)	443,051
Common shares issued for debt on June 28, 2012 at $0.32 per share	50,000	50	15,950	-	16,000
Exercised warrants on June 29, 2012 at 0.35 per warrant	333,333	333	116,333	-	116,667
Exercised warrants on June 29, 2012 at 0.35 per warrant	166,667	167	58,167	-	58,333
Exercised warrants on June 29, 2012 at 0.35 per warrant	50,000	50	17,450	-	17,500
Net loss	-	-	-	(138,699)	(138,699)
Balance June 30, 2012	14,649,145	14,649	4,912,373	(4,414,170)	512,852

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

Table of Contents

IGEN NETWORKS CORP.
(A Development Stage Company)
Notes to Consolidated Financial Statements
For the Six Months period ended June 30, 2012
(Expressed in U.S. dollars)

1. Nature and Continuance of Operations

IGEN Networks Corp., together with its subsidiary IGEN Business Solutions Inc., (collectively, "the company, we, our") was incorporated in the State of Nevada on November 14, 2006. The company has been primarily in a development state since inception pursuing a variety of different technologies and markets, but in September of 2011 took on new investment and management and a new business model. IGEN's primary business is acquiring and managing for growth technologies and private high-tech companies that offer products and services in the domains of wireless broadband, Software as a Service (SaaS), and Machine to Machine (M2M) solutions. A secondary part of IGEN's business is negotiating distribution agreements with relevant organizations and selling their products and services through the distribution channels of our portfolio companies, or newly developed IGEN sales channels.

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company generated revenue for the first time in the fourth quarter of 2011 and saw revenue growth in both first and second quarters of 2012. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, on the ability of the company to grow its revenue base and successfully grow the technologies and companies in which it is invests or acquires, and on the ability of the Company to obtain necessary equity financing to support the latter objectives. As at June 30, 2012 the Company has accumulated losses of $4,414,170 since inception. This factor raises substantial doubt regarding the Company's ability to continue as a going concern. Although there are no assurances that management's plans will be realized, management believes that the Company will be able to continue operations into the future. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Summary of Significant Accounting Policies

a) Basis of Presentation and Consolidation

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the disclosures required by generally accepted accounting principles in the United States for complete financial statements. In the opinion of management, all of the normal and recurring adjustments necessary to fairly present the interim financial information set forth herein have been included. These interim financial statements should be read in conjunction with the consolidated financial statements and related footnotes included in the Annual Report on Form 10-K of the Company for the year ended December 31, 2011, the consolidated financial statements and related footnotes included in the Quarterly Reports on Form 10-Q of the Company for the quarters ended March 31, 2012 and June 30, 2011. These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States expressed in US dollars and in management's opinion have been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below.

b) Use of Estimates

The preparation of these financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to donated expenses, and deferred income tax asset valuations. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

c) Basic and Diluted Net Income (Loss) Per Share

Basic earnings per share are computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period.

Diluted earnings per share give effect to all dilutive potential common shares outstanding during the period including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method.

In computing diluted earnings per share, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted earnings per share exclude all dilutive potential shares if their effect is anti-dilutive. Because the effect of conversion of the Company's dilutive securities is anti-dilutive, diluted loss per share is the same as basic loss per share for the periods presented.

Table of Contents

IGEN NETWORKS CORP.
(A Development Stage Company)
Notes to Consolidated Financial Statements
For the Six Months period ended June 30, 2012
(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (Continued)

d) Financial Instruments

The Company adopted FASB ASC 820-10-50, "Fair Value Measurements". This guidance defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures. The three levels are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instrument.

- Level 3 inputs to valuation methodology are unobservable and significant to the fair measurement.

The fair values of cash, accounts receivable, accounts payable and accrued liabilities approximate their carrying values due to the immediate or short-term maturity of these financial instruments. Foreign currency transactions are primarily undertaken in Canadian dollars. The financial risk is the risk to the Company's operations that arise from fluctuations in foreign exchange rates and the degree of volatility to these rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk. Financial instrument that potentially subject the Company to concentrations of credit risk consists of cash. The Company places its cash in what it believes to be credit-worthy financial institutions.

e) Office Equipment

Office equipment is recorded at cost. Amortization is provided annually at rates and methods over their estimated useful lives as follows, except in the year of acquisition when one half of the rate is used. Management reviews the estimates of useful lives of the assets every year and adjust them on prospective basis, if needed.

Office equipment	20%	declining balance

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

f) Revenue recognition

The Company recognizes revenue when earned, specifically when all the following conditions are met:

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

g) Foreign Currency Transactions/Balances

The Company's functional currency is the United States dollar and these financial statements are presented in United States dollar unless otherwise stated. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Non-monetary items are translated at historical exchange rates, except for items carried at market value, which are translated at the rate of exchange in effect at the balance sheet date. Revenues and expenses are translated at average rates of exchange during the year. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. Foreign currency transactions are primarily undertaken in Canadian dollars. The Company has not, to the date of these financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

Table of Contents

IGEN NETWORKS CORP.
(A Development Stage Company)
Notes to Consolidated Financial Statements
For the Six Months period ended June 30, 2012
(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (Continued)

h) Income Taxes

The Financial Accounting Standards Board (FASB) has issued FASB ASC 740-10. FASB ASC 740-10 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with prior literature FASB Statement No. 109, Accounting for Income Taxes. This standard requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more likely than not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements. As a result of the implementation of this standard, the Company performed a review of its material tax positions in accordance with recognition and measurement standards established by FASB ASC 740-10.

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

i) Changes in Accounting Policies and Recent Accounting Pronouncements

The Company does not expect the adoption of any recently issued accounting pronouncements to have a significant effect on its financial statements.

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income", which is effective for annual reporting periods beginning after December 15, 2011. ASU 2011-05 will become effective for the Company on January 1, 2012. This guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. In addition, items of other comprehensive income that are reclassified to profit or loss are required to be presented separately on the face of the financial statements. This guidance is intended to increase the prominence of other comprehensive income in financial statements by requiring that such amounts be presented either in a single continuous statement of income and comprehensive income or separately in consecutive statements of income and comprehensive income. The adoption of ASU 2011-05 is not expected to have a material impact on our financial position or results of operations.

In May 2011, the FASB issued ASU 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs", which is effective for annual reporting periods beginning after December 15, 2011. This guidance amends certain accounting and disclosure requirements related to fair value measurements. Additional disclosure requirements in the update include:

(1) for Level 3 fair value measurements, quantitative information about unobservable inputs used, a description of the valuation processes used by the entity, and a qualitative discussion about the sensitivity of the measurements to changes in the unobservable inputs;
(2) for an entity's use of a nonfinancial asset that is different from the asset's highest and best use, the reason for the difference;
(3) for financial instruments not measured at fair value but for which disclosure of fair value is required, the fair value hierarchy level in which the fair value measurements were determined; and
(4) the disclosure of all transfers between Level 1 and Level 2 of the fair value hierarchy. ASU 2011-04 will become effective for the Company on January 1, 2012. The Company does not expect that the guidance effective in future periods will have a material impact on its financial statements.

In April 2011, the FASB issued ASU 2011-02, "Receivables (Topic 310): A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring". This amendment explains which modifications constitute troubled debt restructurings ("TDR"). Under the new guidance, the definition of a troubled debt restructuring remains essentially unchanged, and for a loan modification to be considered a TDR, certain basic criteria must still be met. For public companies, the new guidance is effective for interim and annual periods beginning on or after June 15, 2011, and applies retrospectively to restructuring occurring on or after the beginning of the fiscal year of adoption. The Company does not expect that the guidance effective in future periods will have a material impact on its financial statements.

IGEN NETWORKS CORP.
(A Development Stage Company)
Notes to Consolidated Financial Statements
For the Six Months period ended June 30, 2012
(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (Continued)

j) Reclassifications

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

k) Comprehensive loss

FASB ASC 220, "Comprehensive Income", establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at June 30, 2012 the Company has no items that represent a comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the financial statements.

l) Impairment of Intangible and Other Long-lived Assets

The Company periodically evaluates the carrying value of intangible and other long-lived assets. Impairment losses are recognized when the estimated undiscounted future cash flows associated with the asset or group of assets is less than their carrying value. If impairment exits, an adjustment is made to write the asset down to its fair value, and a loss is recorded as the difference between the carrying value and fair value. Based on its review, the Company believes there were no impairments of its intangible and other long-lived assets as of June 30, 2012.

3. Investments

On May 7, 2010 the Company obtained an exclusive license from Machlink Inc. ("Machlink"), for rights to its proprietary technology in wireless broadband Internet and pursuant to a memorandum of understanding the parties entered into on April 13, 2010, amended September 28, 2010 and further amended by agreement December 31, 2011. The License is for a period of ten years, renewable in ten year increments thereafter.

Under the amended agreement dated December 31, 2011, IGEN will negotiate a license to sell, distribute, sub-license and market Machlink's system, platform and proprietary information in all countries and global markets excluding: Mexico, Belize, Bahamas, Cambodia, Thailand, Vietnam, and the Ectel Countries of the SE Caribbean. Furthermore, IGEN is licensed to market Machlink technology in Canada, Australia, Europe, South America and the United States, on a non-exclusive basis.

In consideration two million (2,000,000) common shares of the Company were issued to Machlink at fair value of $0.65 per share and recorded at $1,300,000. The Company also paid $267,000 on October 1, 2010, under the terms of the amended agreement, for a new system from Machlink. This in addition to the $200,000 consideration already paid to Machlink under the terms of the original May 7, 2010 agreement, including, $50,000 down, $50,000 paid on July 23, 2010, and $100,000 paid on September 17, 2010. Further, IGEN will pay a platform fee at the rate of 3% of gross revenue for any systems deployed through the efforts of IGEN.

On December 31, 2011 the Machlink agreement was modified to the issuance to Machlink of 1,000,000 shares of common stock of the Company in return for the 2,000,000 shares originally issued to Machlink being delivered to the Company for cancellation and 43 shares of Machlink.

On November 23, 2011 the Company expended $50,000 to Gogiro Internet Group (Gogiro) to acquire 200,000 shares of Gogiro pursuant to an option agreement to purchase up to 9.5% of Gogiro represented byatotal of 800,000 shares at $0.25 per share under the following terms:

(a) 200,000 of the Common Shares Option expiring at 4:30 p.m. PST on March 31th, 2012 (exercised),
(b) 200,000 of the Common Shares Option expiring at 4:30 p.m. PST on June 30th, 2012,
(c) 200,000 of the Common Shares Option expiring at 4:30 p.m. PST on September 30th, 2012,
(d) 200,000 of the Common Shares Option expiring at 4:30 p.m. PST on December 31th, 2012

Summary:

Investment in Machlink	43 common shares acquired	$	250,000
Investment in Gogiro	200,000 common shares acquired	$	50,000
Total Investments		$	300,000

Investments in Machlink and Gogiro are carried at cost values as these investments do not have a quoted market price in an active market.

Table of Contents

IGEN NETWORKS CORP.
(A Development Stage Company)
Notes to Consolidated Financial Statements
For the Six Months period ended June 30, 2012
(Expressed in U.S. dollars)

4. Office Equipment

	Cost	Accumulated Amortization	Net Book Value 2012	Net Book Value 2011
Office equipment	$ 1,078	$ 205	$ 873	$ 970
	$ 1,078	$ 205	$ 873	$ 970

5. Related Party Transactions

During the six months ended June 30, 2012, the Company incurred $56,163 in management fees paid in cash to directors and officers of the Company (June 2011 - $4,500).

The above transactions have been recorded at an exchange amount which is the amount of consideration established and agreed to by the related parties.

6. Stockholders' Equity (Deficit)

a) Upon incorporation in November 2006, the company undertook a private offering of 853,000 (post 5:1 forward split and 1:100 reverse split) shares of its common stock for $17,050 in cash. Also in November 2006, the company issued 2,200 (post 5:1 forward split and 1:100 reverse split) shares of its common stock for $44,000 in cash.

b) The Company approved a 5:1 forward split of the Company’s common stock October 15, 2008, such that each shareholder of record as of the effective date received five new shares for each one old share.

c) The Company approved a 1:100 reverse split of the Company’s common stock May 18, 2009, such that each shareholder of record as of the effective date received one new share for one hundred old shares. All references to issued and outstanding shares in these financial statements are shown as post forward and reverse splits as if the splits had been effective at the beginning of the first period presented.

d) During the twelve months ended December 31, 2010, the company issued the following shares under the Securities Act of 1933 exemption Rule 144:

On February 15, 2010, the Company issued 550,000 restricted common shares to two related parties for services as directors and officers of the Company, at fair value of $0.06 per share and a recorded value of $33,000.

On February 15, 2010, the Company issued 1,650,000 restricted common shares to three independent parties pursuant to agreements for consulting services, at fair value of $0.06 per share and a recorded value of $99,000.

February 15, 2010, the Company issued 3,250,000 common shares to six non-affiliated parties for conversion of $195,000 debt which was incurred by the Company in March 2009, recorded at fair value of $0.06 per share.

On March 30, 2010, the Company issued 3,000,000 restricted common shares to Bio Business Development Corp. International Inc. pertaining to the memorandum of understanding regarding the acquisition of rights to intellectual property. The shares are recorded at $3,000 par value with an offsetting amount in additional paid-in capital. Pursuant to the MOU, the shares will be held in trust by the Company,
and will be released or cancelled, subject to the negotiation of terms and conditions in a mutually beneficial license agreement.

Table of Contents

IGEN NETWORKS CORP.
(A Development Stage Company)
Notes to Consolidated Financial Statements
For the Six Months period ended June 30, 2012
(Expressed in U.S. dollars)

6. Stockholders' Equity (Deficit) (Continued)

On April 13, 2010, the Company issued 2,000,000 restricted common shares to Machlink Inc. pertaining to memorandum of understanding and to be held in trust subject to the signing of a License Agreement with Machlink for the technology license rights. On May 7, 2010, the Company signed an exclusive distribution License Agreement with Machlink Inc. for rights to its existing patent pending and proprietary technology in wireless broadband Internet technology, pursuant to the initial memorandum of understanding the parties entered into on April 13, 2010. In consideration, the Company acknowledged the two million restricted shares issued on April 13, 2010 pertaining to the memorandum of understanding, which will be held in trust and released in six months from the signing of the May 7, 2010 License Agreement. During the six month hold period, IGEN has the option to pay $1 per share in lieu of release of the shares. The shares were recorded at fair value of $0.65 per share for a recorded value of $1,300,000.

On May 10, 2010, the Company issued 350,000 shares on receipt of $210,000 for subscription to 350,000 common shares at a price of $0.60 per share.

On May 25, 2010, the Company cancelled and returned to treasury, the 3,000,000 restricted common shares originally issued to Bio Business Development Corp. International Inc. and held in-trust, pertaining to the memorandum of understanding regarding the acquisition of rights to intellectual property. The parties did not negotiate a mutually beneficial license agreement and the MOU was terminated. The $3,000 par value recording and offsetting amount in additional paid-in capital was reversed.

On May 27, 2010, the Company issued 750,000 restricted common shares to two related parties for services as directors and officers of the Company, at fair value of $0.77 per share and a recorded value of $577,500 held in-trust, pertaining to the memorandum of understanding regarding the acquisition of rights to intellectual property. The parties did not negotiate a mutually beneficial license agreement and the MOU was terminated. The $3,000 par value recording and offsetting amount in additional paid-in capital was reversed.

On May 27, 2010, the Company issued 750,000 restricted common shares to two related parties for services as directors and officers of the Company, at fair value of $0.77 per share and a recorded value of $577,500.

On May 27, 2010, the Company issued 350,000 restricted common shares to three independent parties in consideration for their appointments to the advisory board of the Company, at fair value of $0.77 per share and a recorded value of $269,500.

On May 27, 2010, the Company issued 650,000 restricted common shares to two independent consultantspursuant to consulting agreements entered into, at fair value of $0.77 per share and a recorded value of $500,500.

On July 5, 2010, the Company issued 200,000 restricted common shares to an independent consultantpursuant to a consulting agreement entered into, at fair value of $0.50 per share and a recorded value of$100,000.

On July 8, 2010, the Company issued 500,000 restricted common shares to related parties for services as adirector and officer of the Company, at fair value of $0.50 per share and a recorded value of $250,000.

On September 17, 2010 the Company received of $150,000 for subscription to 300,000 common shares ata price of $0.50 per share.

On November 22, 2010 the Company issued 30,927 restricted common shares to an independentconsultant for services, at fair value of $0.97 per share and a recorded value of $30,000.

e) During the twelve months ended December 31, 2011 the Company issued the following shares under the Securities Act of 1933 exemption Rule 144:

On May 16, 2011 the company issued a total of 650,000 restricted common shares at a fair value of $0.60 per share for services specific to acting in the capacity of IGEN advisory board members.

On September 8, 2011 the Company issued 91,667 restricted shares of common stock on receipt of $55,000 at a price of $0.60 per share.

Table of Contents

IGEN NETWORKS CORP.
(A Development Stage Company)
Notes to Consolidated Financial Statements
For the Six Months period ended June 30, 2012
(Expressed in U.S. dollars)

6. Stockholders' Equity (Deficit) (Continued)

On September 12, the company issued a total of 1,499,999 restricted common shares for which the company received a total of $450,000 in subscriptions for shares at a price of $0.30 per share

On December 5, 2011, the company issued a total of 1,271,052 restricted common shares at a fair value of $0.30 per share and a total recorded value of $381,315.60, to six related parties to retire shareholder loans.

On December 7, 2011, the company issued 100,000 restricted common shares at a fair value of $0.30 per share and a total recorded value of $30,000 to a related party for services rendered to the company.

On December 31, 2011 the Machlink agreement was modified to the issuance to Machlink of 1,000,000 shares of common stock of the Company and fairly valued at $260,000 in return for the 2,000,000 shares originally issued to Machlink being delivered to the Company for cancellation.

The issuance of 1,000,000 shares certificates and cancellation of 2,000,000 shares certificates were in process as of June 30, 2012.

f) During the six months ended June 30, 2012 the Company issued the following shares under the Securities Act of 1933 exemption Rule 144:

During the three months ended March 31, 2012, the company did not issue any common shares.

On June 28, 2012, the company agreed to issue 50,000 shares of common stock of the company at a fair value of $0.32 per share and recorded value of $16,000 to retire debt that was over a year old. The issuance the share certificates were in process as of June 30, 2012.

On June 29, 2012, the company agreed to issue a total of 550,000 restricted shares of common stock at a fair value of $0.35 per share and a total recorded value of $192,500 as part of the exercise of warrants. The issuance of the associated share certificates were in process as of June 30, 2012.

As at June 30, 2012, the Company had 14,649,145 shares issued and outstanding

g) Common share purchase warrants:

During the year ended December 31, 2011, the Company issued 91,667 units pursuant to a private placement at a price of $0.60 per unit for gross proceeds of $55,000. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional share of common stock at a price of $0.75 for one year. The Company allocated $41,078 to the common shares and $13,922 to the share purchase warrants based on the relative fair values.

During the year ended December 31, 2011, the Company issued 1,499,999 units pursuant to a private placement at a price of $0.30 per unit for gross proceeds of $450,000. Each unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one share at an exercise price of $0.45 per share for one year. The Company allocated $304,415 to the common shares and $145,585 to the share purchase warrants based on the relative fair values.

The Company calculated the value of the warrants using the Black & Scholes warrant pricing model. Assumptions used in the option pricing model were as follows:

	Sept 6 2011	Sept 26 2011
Expected Life of the warrants	1	1
Volatility	118.52%	118.52%
Expected Dividends	0.00%	0.00%
Risk-Free Rate	0.92%	0.95%

Table of Contents

IGEN NETWORKS CORP.
(A Development Stage Company)
Notes to Consolidated Financial Statements
For the Six Months period ended June 30, 2012
(Expressed in U.S. dollars)

6. Stockholders' Equity (Deficit) (Continued)

During the quarter ended June 30, 2012, the Company re-priced all outstanding warrant exercise prices to $0.35 per share. Consequently, the amount initially recorded at $159,507 as warrants issued increased to $178,563.

The following table summarizes information about the warrants at June 30, 2012, and the changes for the last six months then ended:

	Number of warrants $	Weighted average exercise price $
Warrants outstanding – Beginning of year	1,591,666	0.35
Exercised	(550,000)	0.35
Expired	(91,667)	0.35
Warrants outstanding – End of year	949,999	0.35

The following table summarizes information about warrants outstanding and exercisable at June 30, 2012:

Exercise Price ($)	Expiry date	Warrants outstanding	Weighted average remaining life (years)
0.35	September 6, 2012	699,999	0.19
0.35	September 26, 2012	250,000	0.24
		949,999	0.31

h) Stock Options

On July 15 2010, the Company granted 2 million incentive stock options to various directors, officers, advisors and consultants. The stock options are exercisable at a rate of $0.70 per share over a period of three years.

As at December 31, 2012, the Company has no options outstanding

7. Subsequent Event

The Company has evaluated subsequent events through the date of these financial statements were issued in accordance with FASB ASC 855 and all material subsequent events have been disclosed as stated above.

Table of Contents

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") provides information for the fiscal quarter ended June 30, 2012. This MD&A should be read together with our audited consolidated financial statements and the accompanying notes for the quarter ended June 30, 2012 (the "consolidated financial statements"). The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). Except where otherwise specifically indicated, all amounts in this MD&A are expressed in United States dollars.

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

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

Cautionary Note Regarding Forward-looking Statements

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

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

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

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

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

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

- the continuing uncertain economic conditions

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

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

Table of Contents

Overview

In the second quarter of 2012 the Company continued to focus on executing the business plan of growing revenue, developing new revenue streams, pursuing increased investment and acquisitions in targeted technologies and technology companies, applying for a listing on a formal exchange, and raising required capital.

The following are highlights from the Company's Q2 financial results:

- An increase in working capital surplus to $211,979, due primarily to proceeds from the exercise of warrants
- A tripling of Q2 revenues over Q1
- Three consecutive quarters of revenue growth
- A 32% reduction in net losses over Q1 (from $82,683 to $56,016) demonstrating a trend toward profitability
- A net increase in cash over the previous quarter

Besides being able to report a healthy balance sheet, growing income, and reduced losses, the Company can also report achievement of the following business objectives in Q2:

- Launch of a new self-contained portable cellular network called InstanetTM at National Police Week in Washington D.C. in May 2012. InstanetTM is manufactured by Star Solutions, with which the Company has a global distribution agreement;
- Filing of a preliminary non-offering prospectus with the British Columbia Securities Commission (BCSC) in June 2012, in anticipation of applying for a listing of its common shares on the Canadian National Stock Exchange (CNSX), subject to fulfilling the listing requirements;
- Holding the Company's first ever investor conference-call/webinar in July 2012.

Financial Condition and Results of Operations

Capital Resources and Liquidity

Current Assets and Liabilities, Working Capital

As of June 30, 2012, the Company had total current assets of $238,836, an increase of $14,957 from the $223,879 reported as of December 31, 2011. Current assets were primarily $216,813 in cash. The increase was primarily due to cash from financing activities offsetting the net cash used in operating activities, though revenues of $29,214 did contribute.

The Company's current liabilities as of June 30, 2012 were $26,857, a decrease of $54,941 (or 67%) from the $81,798 reported as of December 31, 2011. The reduction in liabilities was achieved by matter of course cash payment of payables coupled with retirement of some longer term payables through share issuance. Current liabilities remain primarily all payables, these being mostly fees for professional services and related expenses.

IGEN ended the quarter with a working capital surplus of $211,979. This represents an increase of $69,898 (or 49%) from the $142,081 reported at previous fiscal year end. Quarter on previous quarter, the Company saw an increase in working capital surplus of $152,533, up from $59,446, an increase of 257%.

Total Assets and Liabilities, Net Assets

As of June 30, 2012 the Company's total assets increased to $539,709 from the $524,849 reported at 2011 year end, a marginal increase of $14,860 (or 2.8%). Of this, capital assets made up of investments in Gogiro Inc., and Machlink

Corporation were $300,000, and $216,813 was cash.

As of June 30, 2012 the Company's total liabilities were only its current liabilities of $26,857.

Net assets as of June 30, 2012 were $512,852, an increase of $69,801 (or 16%) over the $443,051 reported at 2011 year end. The increase in net assets was due primarily to the combination of reduced liabilities and increased cash position resulting from increased private investment in the company coupled with increasing revenues.

The Company believes it has adequate working capital and projected net revenues to maintain existing operations for approximately one year without requiring additional funding. However the Company's business plan is predicated on raising further capital for the purpose of further investment and acquisition of targeted technologies and companies, to fund growth in these technologies and companies, and to expand sales and distribution channels for existing products. It is anticipated the Company will raise additional capital through private placements.

Table of Contents

Results of Operations

Revenues and Net Income (Loss)

Revenues
As of June 30, 2012, the Company had Q2 revenues of $21,721 compared with $0 for the similar period in 2011, and compared with $7,493 in the previous quarter. This represents a quarter on previous quarter increase of $14,228 or 190%. Combined Q1 and Q2 revenues were $29,214, compared with $0 for the similar period in 2011. These revenues remain primarily sales commissions and management fees from Gogiro Internet Group Inc, in whom IGEN is invested and with whom IGEN signed a Market Development Agreement in November 2011.

Expenses
Expenses for Q2 2012 totaled $105,198, compared with $30,573 for the similar period in 2011, and compared with $90,176 in Q1 2012. Expenses for the six month period ending June 30, 2012 was $195,374, an increase of $117,350 over the $78,024 reported for the similar period in 2011 The quarter on quarter increase of $15,021 in expenses was due primarily to the inception of advertising campaigns resulting in expenses of $11,845. The $117,350 increase in expenses over the same periods last year are representative of the change in management and business model put in place in Q4 of 2011, resulting in increased expenses overall including increased professional fees, G&A, travel, and advertising costs.

Net Income (Loss)
As a result of the above, for the quarter ending June 30, 2012 the Company had a net loss in Q2 of $56,016, or $0.004 per basic and diluted share. Net losses for the 6 month period ending June 30, 2012 were $138,699, or $0.01 per basic and diluted share.

The increase in net losses over the 6 month period of the previous year is a result of the increased expenses commensurate with the Company’s revised business model, as referenced above under ‘Expenses’. Of significance however, is the quarter on quarter improvement in losses. Compared to Q1, Q2 losses reflect a quarter-on-quarter reduction in net losses of 32%, in spite of increased expenses, due primarily to gains from debt settlement and increased revenues.

Cash Flows

The company saw a net increase of cash in the six month period ending June 30, 2012 of $19,482, leaving $216,813 in cash at the end of the period. This was due to the net cash of $216,042 used in operating activities (including $138,699 of net loss), being offset by proceeds of $192,500 from the exercise of warrants and proceeds of $43,024 from stock issued for debt.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

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

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

The Company carried out an evaluation, with the participation of all the Company’s executives, of the effectiveness of the Company’s disclosure controls and procedures as of June 30, 2012. The conclusions of the Company’s principal executives was that the controls and procedures in place were effective such that the information required to be disclosed in our SEC reports was a) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and b) accumulated and communicated to our management, including our chief executive offer and chief operating officer, as appropriate to allow timely decisions regarding required disclosure.

Internal Control over Financial Reporting

During the last fiscal quarter there was no change in the Company’s internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

Table of Contents

Part II
OTHER INFORMATION

Item 1. Legal Proceedings

The Company is not party to any legal proceedings.

Item 1A. Risk Factors.

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

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

During the six months covered by this report and ended June 30, 2012 the following securities were sold or issued:

During the three months ended March 31, 2012, the company did not issue any common shares.

On June 28, 2012, the company agreed to issue 50,000 shares of common stock of the company at a fair value of \$0.32 per share and recorded value of \$16,000 to retire debt that was over a year old. The issuance of the share certificates were in process as of June 30, 2012.

On June 29, 2012, the company agreed to issue a total of 550,000 restricted shares of common stock at a fair value of \$0.35 per share and a total recorded value of \$192,500 as part of the exercise of outstanding warrants. The issuance of the associated share certificates were in process as of June 30, 2012.

Item 3. Defaults Upon Senior Securities.

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

Item 4. Mine Safety Disclosures.

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

Item 5. Other Information.

During the period covered by this report there was no information required to be disclosed in a report on Form 8-K.

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

Table of Contents

Item 6. Exhibits.

Exhibit Index

3(i)	Articles of Incorporation and amendments
3(ii)	Bylaws
31.1	Certification – Rule 13(a)-14(a)/15d-14(a) - CEO
31.2	Certification – Rule 13(a)-14(a)/15d-14(a) - COO
32.1	Certification – Section 1350 - CEO
32.2	Certification – Section 1350 – COO
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

*Pursuant to Rule 405(a)(2) of Regulation S-T, the Company will furnish the XBRL Interactive Data Files with detailed footnote tagging as Exhibit 101 in an amendment to this Form 10-Q within the permitted 30-day grace period granted for the first quarterly period in which detailed footnote tagging is required.

Table of Contents

SIGNATURES

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

	IGEN Networks Corp	
August 20, 2012	By:	/s/ Neil Chan Neil Chan Director, Chief Executive Officer

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

	Company Name	
August 20, 2012	By:	/s/ Richard Freeman Richard Freeman Director, Chief Operating Officer

9

Table of Contents