

Management's Discussion and Analysis

The following discussion and analysis prepared as at August 26, 2010, explains trends in the Company's financial condition and results of operations for the six months ended June 30, 2010 as compared to the six months ended June 30, 2009. This discussion and analysis of the results of operations and financial condition of the Company should be read in conjunction with the audited consolidated financial statements of the Company. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles. All financial statement figures are reported in Canadian dollars unless explicitly stated otherwise.

CAUTION ON FORWARD-LOOKING INFORMATION

This report contains certain statements that constitute forward-looking information. These forward-looking statements are not descriptive of historical matters and may refer to management's expectation or plans. These statements include, but are not limited to statements concerning our business objectives and plans and future trends in our industry. Inherent in forward-looking statements are risks and uncertainties beyond management's ability to predict or control including risks that may affect VRX's operating or capital plans. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements in this discussion and analysis as well as contained in other components of the annual report. Such statements are based upon a number of assumptions that may prove incorrect, including but not limited to, the following assumptions: that there is no material deterioration in general business and economic conditions; that there are no unanticipated fluctuations in interest or exchange rates; that there is no cancellation or unfavourable variation to its current major contracts; that if required, VRX is able to finance future expansion plans on reasonable terms; that there are no terrorism acts that directly impact the global travel industry and that VRX maintains its ongoing relations with its employees and business partners. We caution you that the foregoing list of important factors and assumptions is not exhaustive. You should also carefully consider matters discussed under "Risk and Uncertainties" contained elsewhere in this discussion. VRX undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

OVERVIEW

The Company was incorporated under the Business Corporations Act (Alberta) on December 29, 1993 as 593930 Alberta Ltd. On April 15, 1994 the Company changed its name to Cambridge Minerals Ltd.; further changed to Cambridge Ventures Ltd. on May 21, 1999; and finally to VRX Worldwide Inc. on December 11, 2000.

Since February 2000, the Company's principal business, carried out through its wholly owned subsidiary VRX Studios Inc., is the provision of premium, rich media content solutions to the global travel industry.

The Company's two primary revenue streams, Licensing and Service Work, have the same client base: online travel intermediaries, hotels and resorts, cruise lines and tourism boards. Under its Service Work offering, VRX creates custom virtual tours, still images, interactive maps and descriptive text of hotels, cruise ships and destinations; whereas under Licensing, VRX licenses existing virtual tours, still images, interactive maps and descriptive text of hotels, cruise ships and destinations to travel companies. The travel content licensed by VRX to third party travel companies is either owned outright by VRX or VRX has the right to license the content.

For Service Work, VRX charges a one-time service fee. In such cases, a client requests specific content to be created of a specific subject matter. VRX charges the client a portion of the Service fee upfront and the remainder upon delivery. Content created under the Service Work model is usually owned by the client. In contrast, Licensing revenues are derived in large part from archives of rich media content that the Company licenses to third parties. Such licensing arrangements tend to be long lived and generate recurring Licensing revenues. Additional Licensing revenues are generated from hosting and distributing content created for many of the Company's Service Work

clients. The hosting and distribution services that VRX provides utilize the same technology and infrastructure developed by the Company for delivering its Licensing products.

The various products, services and content archives offered by the Company to its clients have been developed over time. The Company's initial offering was its Destination Content archive which was launched in early 2001. This archive includes extensive visual coverage of the top tourist destinations in Mexico, the Caribbean and the United States.

In early 2002, to meet the demand of one of the world's largest online travel agencies, the Company expanded its offering by creating a custom service division. Under a three-year exclusive contract, signed in early 2002, VRX's new division created virtual tours of over 1,800 hotels throughout North America, Europe and Asia.

In early 2005, in order to meet the rapidly growing demand for high quality hotel content of other online travel agencies, VRX decided not to renew its exclusive custom services contract and launched an innovative new program. Under this program, VRX invested in the creation of the hotel content, creating a large archive of hotel content owned by VRX, and then licensed the content to online travel agencies, global distribution systems and tour operators.

In early 2008, VRX launched Athena™, a new service to address the desire of a growing number of hotels to make the virtual tours, still images and interactive maps of their hotels available royalty-free to online travel agencies, global distribution systems and tour operators. Under this program, hotels are also able to own the content of their hotels by covering the production costs and providing VRX an exclusive, worldwide, distribution license.

Whether a hotel is part of VRX's Hotel or Athena™ Program, VRX works with each hotel under its Always Fresh™ program to ensure the content of their hotel is always up-to-date and accurate. The revenue from both programs is captured in Licensing Fees.

Today, VRX licenses destination, hotel and cruise content to the World's leading online travel agencies, global distribution systems and tour operators and works with hospitality brands that represent fourteen thousand hotels around the world.

FINANCIAL CONDITION

RESULTS OF OPERATIONS

Net Profit

The Company's net income for the six months ended June 30, 2010 was \$178,890, a decrease of \$417,178, compared to a net profit of \$596,068 in the same period of the prior year. Basic and diluted earnings per share were \$0.005 for the six months ended June 30, 2010 compared to basic and diluted earnings per share of \$0.017 in the same period of the prior year.

Revenue and Gross Profit

Total revenues were \$2.10 million for the six months ended June 30, 2010, down 31% from \$3.05 million in the same period of the prior year. Total revenues were \$1.03 million for the three months ended June 30, 2010, down 35% from \$1.59 million in the same period of the prior year.

The average exchange rate for the six months ended June 30, 2010 as per the Bank of Canada was 1.034 as compared to 1.206 in the same period of the prior year, a decrease of 14%. Stated in US dollars, Licensing revenue increased 5%, Service revenue decreased 33%, and total revenue decreased 20%.

The uncertainty of a global economic recovery has continued to depress the corporate travel sector. As a result, our second quarter Service revenue was negatively impacted because many of our customers deferred their marketing expenditures to future periods. Other causes for the year over year decline in Service revenue are a significantly weaker US dollar in the first six months of 2010 and, the performance of a large service project in the first six months of 2009 vs. reduced Service work in the first six months of 2010.

	Three months ended June 30,				Six months ended June 30,			
	2010	2009	Change		2010	2009	Change	
Licensing fees	\$ 464,718	\$ 459,660	\$ 5,058	1%	\$ 931,625	\$ 884,417	\$ 47,208	5%
Service fees	535,395	900,975	(365,580)	-41%	1,103,592	1,651,050	(547,458)	-33%
Total revenue US	\$ 1,000,113	\$ 1,360,635	\$ (360,522)	-26%	\$ 2,035,217	\$ 2,535,467	\$ (500,250)	-20%
Foreign Exchange	27,605	226,880			69,059	515,428		
Total revenue CD	\$ 1,027,718	\$ 1,587,515	\$ (559,797)	-35%	\$ 2,104,276	\$ 3,050,895	\$ (946,619)	-31%

Cost of sales decreased for the six months ended June 30, 2010 to \$0.73 million, down 41% from \$1.24 million in the previous year. Expressed as a percentage of total revenue, cost of sales decreased from 41% in 2009 to 35% in 2010. Production costs within the Cost of sales are variable and have decreased accordingly with the Service revenue.

The Company's gross profit for the six months ended June 30, 2010 was \$1.37 million, down 24% from \$1.81 million in the previous year. Between these two periods, the company's gross margin increased from 59% to 65%. This increase in the Company's gross margin percentage is the result of the sale of new higher margin service products, cost control initiatives and the relative mix of Licensing and Service revenue.

	Three months ended June 30,				Six months ended June 30,			
	2010	2009	Change		2010	2009	Change	
Total Revenue	\$ 1,027,718	\$ 1,587,515	\$ (559,797)	-35%	\$ 2,104,276	\$ 3,050,895	\$ (946,619)	-31%
Cost of Sales	380,041	664,155	(284,114)	-43%	731,879	1,238,174	(506,295)	-41%
Gross Profit	\$ 647,677	\$ 923,360	\$ (275,683)	-30%	\$ 1,372,397	\$ 1,812,721	\$ (440,324)	-24%
Gross Profit %	63%	58%			65%	59%		

Sales, marketing and product promotion

Sales, marketing and product promotion expenses were \$352,291 for the six months ended June 30, 2010, down 24% from \$439,611 in the same period of the prior year. Sales, marketing and product promotion expenses were \$180,082 for the three months ended June 30, 2010, down 19% from \$221,615 in the same period of the prior year. A decrease in headcount and commissions were the primary reasons for the change.

	Three months ended June 30,			Six months ended June 30,		
	2010	2009		2010	2009	
Wages, contractors & benefits	\$ 94,828	\$ 109,558	-13%	\$ 186,271	\$ 224,264	-17%
Commissions	33,000	65,577	-50%	82,737	125,422	-34%
Other	52,254	46,480	12%	83,283	89,925	-7%
	\$ 180,082	\$ 221,615	-19%	\$ 352,291	\$ 439,611	-20%

Research and Development

Research and Development expenses were \$331,165 for the six months ended June 30, 2010, up 6% from \$311,261 in the previous year. Costs have risen due to planned improvements to the Company's product and service offerings.

Research and Development expenses were \$137,330 for the three months ended June 30, 2010, down 11% from \$154,892 in the previous year. Costs have declined in the second quarter of 2010 due to the capitalization of costs directly related to the development of the Company's digital media asset management software.

	Three months ended June 30,			Six months ended June 30,		
	2010	2009		2010	2009	
Wages & benefits	\$ 86,863	\$ 103,943	-16%	\$ 214,526	\$ 223,187	-4%
Specialized consulting	33,366	31,781	5%	76,359	52,269	46%
Other	17,101	19,168	-11%	40,280	35,085	12%
	<u>\$ 137,330</u>	<u>\$ 154,892</u>	<u>-11%</u>	<u>\$ 331,165</u>	<u>\$ 311,261</u>	<u>6%</u>

General and Administrative

General and Administrative expenses were \$369,820 for the six months ended June 30, 2010, down 1% from \$373,085 in the previous year. General and Administrative expenses were \$169,789 for the three months ended June 30, 2010, down 10% from \$187,635 in the previous year. Costs have declined in the second quarter of 2010 due to the adjustment of estimates for annual incentive compensation expense.

	Three months ended June 30,			Six months ended June 30,		
	2010	2009		2010	2009	
Wages & benefits	\$ 107,316	\$ 123,743	-13%	\$ 244,563	\$ 232,654	5%
Other	62,743	63,892	-2%	125,257	140,431	-11%
	<u>\$ 169,789</u>	<u>\$ 187,635</u>	<u>-10%</u>	<u>\$ 369,820</u>	<u>\$ 373,085</u>	<u>-1%</u>

Other items

Interest expense including accretion was \$56,546 for the six months ended June 30, 2010, down 28% from \$78,567 in the same period of the prior year. The majority of the decrease is due to the completion in 2010 of accretion expense related to outstanding convertible debentures. Accretion expense was \$8,425 for the six months ended June 30, 2010 as compared to \$23,773 in the same period of the prior year.

At June 30, 2010, the Company had non-capital losses for Canadian income tax purposes of approximately \$2.8 million which are available for carry forward to reduce future years' taxable income of VRX. Of these income tax losses, \$1,395,000 expire in 2015, \$923,000 expire in 2026, \$340,000 expire in 2027, and \$197,000 expire in 2028. While the Company's recorded losses are available for application against future profits, there is not as yet a sufficient degree of certainty as to the amount or timing of such future profits to enable the Company to record an estimated recovery and corresponding income tax asset on its accounts.

Sequential Results of Operations

	Quarter ending Jun. 30, 2010	Quarter ending Mar. 31, 2010	% change
Licensing fees	\$ 477,545	\$ 485,606	-2%
Service fees	550,173	590,952	-7%
Total revenue	1,027,718	1,076,558	-5%
Cost of sales	380,041	351,838	-8%
Gross Profit	647,677	724,720	-11%
Gross Profit %	63%	67%	
Marketing, R&D and G&A expenses	487,201	566,075	-14%
EBITDA	\$ 160,476	\$ 158,645	1%

Total revenue in the second quarter of 2010 decreased by 5% as compared to the first quarter of 2010. The decrease is primarily due to restrained marketing expenditures by many of our customers. Although economic conditions in 2010 appear less severe than last year, the hotel industry has not yet seen a significant recovery in the corporate traveler segment. As a result, many customers have deferred their marketing expenditures to future periods.

Gross profit in the second quarter of 2010 decreased by 11%, as compared to the first quarter of 2010; the Company's gross margin percentage decreased by 4% because the prior quarter included sales of new higher margin service products. The Company's gross margin is susceptible to volatility from period to period depending on the mix of revenue between Licensing and Service work, the amount of total revenue, and foreign exchange fluctuations

Marketing, R&D and G&A expenses decreased by 14% or \$78,874 in the second quarter of 2010 as compared to the first quarter of 2010. The decrease is due to lower commissions expense, the capitalization of costs directly related to the development of the Company's digital media asset management software and the reduction of estimates for annual incentive compensation.

Quarterly Disclosure: Eight Quarters Preceding Most Recently Completed Financial Year

The following table sets forth selected unaudited financial information prepared by management of the Company.

	Three months ended			
	Jun. 30, 2010	Mar. 31, 2010	Dec. 31, 2009	Sep. 30, 2009
Licensing fees	\$ 477,545	\$ 485,606	\$ 483,063	\$ 474,281
Service fees	550,173	590,952	821,361	1,200,368
Total revenues	1,027,718	1,076,558	1,304,424	1,674,649
Net income	\$ 91,168	\$ 87,722	\$ 42,673	\$ 343,785
Basic and diluted earnings per share	\$ 0.003	\$ 0.003	\$ 0.001	\$ 0.010
	Three months ended			
	Jun. 30, 2009	Mar. 31, 2009	Dec. 31, 2008	Sep. 30, 2008
Licensing fees	\$ 536,306	\$ 529,081	\$ 500,006	\$ 415,700
Service fees	1,051,209	934,299	972,146	501,268
Total revenues	1,587,515	1,463,380	1,472,152	916,968
Net income (loss)	\$ 354,961	\$ 241,107	\$ 78,372	\$ (222,950)
Basic and diluted earnings (loss) per share	\$ 0.010	\$ 0.007	\$ 0.002	\$ (0.006)

Liquidity and Capital Resources

As of June 30, 2010, the Company had working capital of \$82,772 (December 31, 2009 – \$14,428) including cash and cash equivalents of \$172,957 (December 31, 2009 - \$579,859). Working capital remained relatively flat increasing by \$68,344.

	<u>Jun. 30, 2010</u>	<u>Dec. 31, 2009</u>
Cash and cash equivalents	\$ 182,219	\$ 579,859
Accounts receivable	935,128	676,136
Prepaid expenses and deposits	44,901	15,169
Accounts payable	(724,783)	(749,938)
Deferred revenue	(327,781)	(477,138)
Current portion of long-term debt	<u>(26,912)</u>	<u>(29,660)</u>
Working Capital	\$ <u>82,772</u>	\$ <u>14,428</u>

Cash used by operating activities for the six months ended June 30, 2010 was \$311,033 compared with a source of cash of \$233,629 in the same period of the previous year, a decrease of \$544,662. The decrease is primarily due to net income adjusted for non-cash items being lower by \$518,999 in the current period. As previously discussed, the net income for the six months ended June 30, 2010 has been negatively impacted because many of our customers deferred their marketing expenditures to future periods, a significantly weaker US dollar in the first six months of 2010 and, the performance of a large service project in the first six months of 2009 vs. reduced Service work in the first six months of 2010.

Cash used for investing activities was \$71,004 for the six months ended June 30, 2010 compared with \$203,821 in the same period of the prior year. The expenditure is for the planned upgrade of the Company's computer hardware and software to support the Company's product offerings.

Net cash used for financing activities was \$15,603 for the six months ended June 30, 2010, compared with a use of cash for financing activities of \$665 in the same period of the prior year. The Company has principal repayments pursuant to long-term debt obligations as follows for the twelve months ending June 30, 2011 - \$26,912; 2012 - \$353,595; and 2013 - \$250,000.

On April 9, 2010, VRX and Silver Heights Capital Management Inc. announced their mutual agreement to extend the maturity date of the convertible debenture that was set to mature on May 3, 2010 for another three-year term.

On August 26, 2010, the Company announced that its wholly owned subsidiary, VRX Studios Inc., entered into a \$300,000 Revolving Demand Line of Credit with TD Bank Financial Group. The borrowings under the credit facility are subject to a borrowing base calculation. All sums advanced through this facility bear interest at the Bank Prime Rate plus one and one half percent (1.5%) per year from the date each advance is made until paid back in full. The Agreement is secured by a first charge on the Company's present and after acquired property. The revolving credit facility requires maintenance of minimum tangible net worth and other certain customary covenants such as limitations on, among other things, additional debt, liens, investments, acquisitions and capital expenditures, future dividends and asset sales.

Transactions with Related Parties

During the six months ended June 30, 2010, the Company outsourced certain of its executive and staff search requirements to a company owned by a party related to an officer of the Company. In the aggregate the Company incurred expenses amounting to \$37,200 (2009 - \$26,282) with \$20,685 payable at June 30, 2010 (December 31, 2009 - \$20,804).

These transactions were in the normal course of operations and have been recorded at their exchange amounts.

Segmented information and Economic Dependence

The Company operates in one business segment, the provision of rich media content solutions to the travel industry. All property and equipment is located in Canada. Substantially all of the Company's revenues are derived from customers located in the United States.

The Company had two customers that accounted for greater than ten percent of revenue for a total of 27% (17% and 10% respectively) during the six months ended June 30, 2010.

Financial Instruments

As disclosed in its audited financial statements, the Company has identified several financial instruments that it utilizes in its day-to-day activities.

Management has identified that four such instruments bear scrutiny on an ongoing basis. These items are accounts receivable and other receivables, cash equivalents, accounts payable and accrued liabilities and the liability component of the Company's convertible debentures.

The Company has an excellent client base and strong history of collecting its accounts receivable and other receivables in full. During the ongoing economic uncertainty, the Company experienced a lengthening of the collection period with a few customers. We have implemented new processes that have remedied the situation and maintains our strong collection performance.

Cash equivalents consist of highly liquid investments which are generally less than three months. As such management perceives little risk to the Company from investing excess cash in such investments.

Accounts payable and accrued liabilities consists of normal monthly expenditures that are required for continued operations. The Company attempts to make payments within thirty to forty days.

The liability component of the Company's convertible debentures consists of financing arrangements with Silver Heights Capital Managements Inc. and Sabre Inc. Please see Note 4 in the June 30, 2010 Notes to Financial Statements for further details.

Outstanding Share Data

The authorized share capital of VRX Worldwide Inc. is unlimited. At June 30, 2010 there were 34,626,145 shares outstanding (June 30, 2009: 34,626,145). There are no warrants outstanding as the common share performance warrants issued under the original Sabre debenture were not re-issued upon restructuring (June 30, 2009: Nil). There are 3,035,000 common shares reserved for issuance upon the exercise of stock options currently outstanding under the Stock Option Plan (June 30, 2009: 1,850,000).

During the six months ended June 30, 2010, the Company granted 600,000 stock options with an exercise price of \$0.155 and expiry date of March 8, 2015, giving rise to share-based payment expense of \$75,552 to be recognized over the vesting period.

Critical Accounting Estimates

The Company's consolidated financial statements are impacted by the accounting policies used, and the estimates and assumptions made, by management during their preparation. The Company's accounting policies are described in Note 2 to the December 31, 2009 annual consolidated financial statements.

The accounting estimates considered to be significant to the Company include the computation of the carrying values respective of the liability and equity components of convertible debentures; the computation of stock-based compensation expense; and the computation of the provision for or recovery of income taxes.

The Company uses the relative fair value approach to classify the proceeds received from convertible debentures into their liability and equity components. Under this approach an equity value of the convertible debenture is computed using an option pricing model that includes estimates of expected volatility as well as an estimated discount rate, and concurrently a liability value is computed using a net present value methodology based on estimated discount rates.

The face value of the convertible debenture is classified as equity or a liability based on the relative value that each of the above computed amounts is to the aggregate of the two amounts. During 2007 the Company classified the \$250,000 of proceeds from the Silver Heights debenture as \$75,000 to equity and \$175,000 to liability.

The Company uses the fair-value method of accounting for stock-based compensation related to incentive stock options granted, modified or settled. Under this method, compensation cost attributable to all incentive stock options granted is measured at fair value at the grant date and expensed over the vesting period with a corresponding increase to contributed surplus. In determining the fair value, the Company makes estimates of the expected volatility of the stock as well as an estimated discount rate. Changes to these estimates could result in the fair value of the stock-based compensation being less than or greater than the amount recorded. During the six months ended June 30, 2010, the Company recorded a stock-based compensation expense of \$17,186 (2009 - \$20,567).

Future Accounting Policy Changes

In February 2008, the Accounting Standards Board of Canada confirmed that Canadian GAAP for publicly accountable enterprises will be converged with International Financial Reporting Standards ("IFRS") effective for fiscal years beginning on or after January 1, 2011. The Company will therefore be required to report using IFRS commencing with its unaudited interim consolidated financial statements for the three months ended March 31, 2011, which must include the interim results for the three months ended March 31, 2010 prepared on the same basis. IFRS uses a conceptual framework similar to Canadian GAAP, but there are some significant differences on recognition, measurement and disclosures.

The Company has completed its evaluation of the impact of the change to IFRS. In particular, the Company completed a preliminary assessment, planning phase, detailed assessment and conversion planning phase. The preliminary assessment phase included the identification of those international standards that are considered likely to have the most significant impact on the Company, or anticipated to involve the highest degree of complexity in implementing.

In addition, the Company continues to monitor the IASB's active projects and all changes to IFRS prior to January 1, 2011. The impact on the Company's financial position and results of operations is not significant. The Company will implement various IFRS disclosure standards as permitted under Canadian GAAP prior to the conversion date.

As a first time adopter of IFRS, the Company is required to apply IFRS 1 "First time adoption of International Financial Reporting Standards". A number of exemptions are available under this Standard which the Company is currently evaluating including electing to use fair value at the transition date as deemed cost for capital assets in certain circumstances.

In the first half of 2010, the Company completed the implementation and conversion phase. A set of draft financial statements stated in accordance with IFRS standards has been completed. The Company will review the assessment, conversion and draft IFRS statements with its external auditors prior to the commencement of reporting under IFRS in 2011.

In January 2009, the CICA issued Section 1582, Business Combinations and related standards for non-controlling interests and consolidated financial statements. This section replaces Section 1581, Business Combinations converging Canadian standards with IFRS, and is effective January 1, 2011, but earlier application is permitted. The Company will adopt these sections effective January 1, 2011. The application of this standard will not have an impact on the financial statements.

In January 2009, the AcSB issued Sections 1601 and 1602, Consolidated Financial Statements and Non-Controlling Interests which replaces Section 1600, Consolidated Financial Statements, and converges Canadian standards with IFRS. Section 1601 establishes standards for preparation of consolidated financial statements, and Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. These sections apply to interim and annual consolidated financial statements for fiscal years beginning on or after January 1, 2011, although early adoption is permitted. The application of this standard will not have an impact on the financial statements.

Risks and Uncertainties

An investment in the Company's common shares involves a high degree of risk. Investors should carefully consider the cautionary statement under the caption "Forward-Looking Statements" in the beginning of this Report and the other information included herein, before purchasing the Company's common shares. The risks described in these financial reports are not the only ones that the Company faces. Additional risks that are not yet known or considered immaterial at this time could also impair the Company's business, financial condition or results of operations in the future. In such case, the trading price of the Company's common shares could decline, and cause investors to lose all or a portion of their investment.

The Company invoices for its services primarily in US dollars while its operating expenses are paid in Canadian dollars. As such the Company's revenue stream is exposed to foreign currency fluctuations, in particular increases and decreases in the value of the US dollar to the Canadian dollar. It is not possible for the Company to predict such fluctuations or their magnitude.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com and at its corporate website, www.vrxworldwide.com.