



## CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2010

(Prepared without Audit)

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## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

## CONSOLIDATED BALANCE SHEETS

(Unaudited)

	September 30 2010	December 31 2009
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 128,815	\$ 579,859
Accounts receivable	1,020,605	676,136
Prepaid expenses and deposits	54,056	15,169
	<b>1,203,476</b>	1,271,164
Property and equipment (Note 3)	<b>192,622</b>	111,264
	<b>\$ 1,395,468</b>	\$ 1,382,428
<b>Liabilities</b>		
Current liabilities		
Line of credit (Note 4)	\$ 108,000	\$ -
Accounts payable and accrued liabilities	751,263	749,938
Deferred revenue	237,028	477,138
Current portion of long-term debt (Note 5)	24,063	29,660
	<b>1,120,354</b>	1,256,736
Long-term debt (Note 5)	<b>545,613</b>	718,025
	<b>1,665,967</b>	1,974,761
<b>Shareholders' Deficiency</b>		
Share capital	6,933,704	6,933,704
Equity component of convertible debentures	475,000	475,000
Contributed surplus	458,320	396,354
Deficit	<b>(8,137,523)</b>	<b>(8,397,391)</b>
	<b>(270,499)</b>	<b>(592,333)</b>
	<b>\$ 1,395,468</b>	\$ 1,382,428

The accompanying notes are an integral part of these Financial Statements

Approved by the Board:



Director



Director

**INTERIM STATEMENT OF  
CONSOLIDATED OPERATIONS,  
COMPREHENSIVE EARNINGS AND DEFICIT**

	Three months ended Sept. 30		Nine months ended Sept. 30	
	2010	2009	2010	2009
<b>Revenue</b>				
Licensing fees	\$ 457,076	\$ 474,281	\$ 1,420,227	\$ 1,539,668
Service fees	551,105	1,200,368	1,692,230	3,185,876
	1,008,181	1,674,649	3,112,457	4,725,544
<b>Cost of sales</b>	394,971	728,098	1,126,850	1,966,272
<b>Gross profit</b>	613,210	946,551	1,985,607	2,759,272
<b>Costs and expenses</b>				
Sales and marketing	138,452	180,883	490,743	620,494
Research and development	141,169	193,398	472,334	504,659
General and administrative	160,141	153,018	529,961	525,710
Stock-based compensation	20,655	129	61,966	26,469
Amortization	16,585	12,596	50,162	42,860
	477,002	540,024	1,605,166	1,720,192
<b>Comprehensive earnings before other items</b>	136,208	406,527	380,441	1,039,080
Interest expense and accretion of convertible debentures	23,066	34,927	79,552	113,494
Foreign exchange loss (gain)	32,224	27,815	41,021	(14,267)
<b>Net and comprehensive earnings for the period</b>	80,978	343,785	259,868	939,853
<b>Deficit – beginning of period</b>	(8,218,501)	(8,738,849)	(8,397,391)	(9,379,917)
<b>Deficit – end of period</b>	\$ (8,137,523)	\$ (8,440,064)	\$ (8,137,523)	\$ (8,440,064)
<b>Basic earnings per share</b>	\$ 0.002	\$ 0.010	\$ 0.008	\$ 0.027
<b>Diluted earnings per share</b>	\$ 0.002	\$ 0.010	\$ 0.007	\$ 0.027
<b>Weighted average number of shares</b>	34,626,145	34,626,145	34,626,145	34,626,145
<b>Diluted number of shares</b>	34,626,145	34,626,145	34,825,550	34,626,145

## INTERIM STATEMENTS OF CONSOLIDATED CASH FLOWS

	Three months ended Sept. 30		Nine months ended Sept. 30	
	2010	2009	2010	2009
<b>Cash flows from operating activities</b>				
Net earnings for the period	\$ 80,978	\$ 343,785	\$ 259,868	\$ 939,853
Items not affecting cash				
Amortization	16,585	12,596	50,162	42,860
Stock-based compensation	20,655	129	61,966	26,469
License fee revenue offset against Sabre debenture (Note 5(a))	(55,000)	(28,820)	(165,000)	(34,063)
Accretion of convertible debentures	-	6,302	8,425	30,075
	<b>63,218</b>	<b>333,992</b>	<b>215,421</b>	<b>1,005,194</b>
Change in non-cash working capital				
Accounts receivable	(85,477)	(221,387)	(344,469)	(429,794)
Prepaid expenses and deposits	(9,155)	8,172	(38,887)	(10,692)
Accounts payable and accrued liabilities	26,480	(60,381)	1,325	(64,077)
Deferred revenue	(90,753)	(28,961)	(240,110)	(235,567)
	<b>(95,687)</b>	<b>31,435</b>	<b>(406,720)</b>	<b>265,064</b>
<b>Cash flows from investing activities</b>				
Acquisition of property and equipment	(60,516)	(2,936)	(131,520)	(206,757)
	<b>(60,516)</b>	<b>(2,936)</b>	<b>(131,520)</b>	<b>(206,757)</b>
<b>Cash flows from financing activities</b>				
Line of credit	108,000	-	108,000	-
Capital lease obligations	-	-	-	139,940
Repayment of long-term debt	(5,831)	(9,482)	(21,434)	(150,087)
	<b>102,169</b>	<b>(9,482)</b>	<b>86,566</b>	<b>(10,147)</b>
<b>Net cash (used) provided during the period</b>	<b>(54,034)</b>	<b>19,017</b>	<b>(451,674)</b>	<b>48,160</b>
<b>Cash and cash equivalents – beginning of period</b>	<b>182,219</b>	<b>294,342</b>	<b>579,859</b>	<b>265,199</b>
<b>Cash and cash equivalents – end of period</b>	<b>\$ 128,185</b>	<b>\$ 313,359</b>	<b>\$ 128,185</b>	<b>\$ 313,359</b>
<b>Supplementary information</b>				
Interest paid	\$ 23,006	\$ 28,625	\$ 71,127	\$ 83,419
Taxes paid	\$ -	\$ -	\$ -	\$ -
Interest received	\$ -	\$ 48	\$ -	\$ 441

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2010 and 2009

### 1. NATURE OF OPERATIONS

VRX Worldwide Inc. ("the Company"), through its wholly owned subsidiary VRX Studios Inc. ("VRX"), is a leading provider of content production, management and licensing services.

### 2. SIGNIFICANT ACCOUNTING POLICIES

These interim consolidated financial statements are expressed in Canadian dollars and have been prepared by the Company in accordance with Canadian generally accepted accounting principles using the same accounting policies and methods as per the annual consolidated financial statements for the year ended December 31, 2009. These interim consolidated financial statements should be read in conjunction with the most recent annual consolidated financial statements of the Company.

#### Comparative Figures

Comparative amounts have been reclassified, where necessary, to conform to the financial statement presentation adopted in the current year.

### 3. PROPERTY AND EQUIPMENT

			Sept. 30 2010			Dec. 31 2009
	Cost	Accumulated Amortization	Net Book Value		Net Book Value	
Office furniture and equipment	\$ 124,590	\$ 118,203	\$ 6,387	\$	3,068	
Computer equipment	638,575	571,348	67,227		75,781	
Computer software	417,457	301,819	115,638		27,552	
Photography equipment	380,153	376,783	3,370		4,863	
	\$ 1,560,775	\$ 1,368,153	\$ 192,622	\$	111,264	

Included in property and equipment are assets held under capital leases as follows:

			Sept. 30 2010			Dec. 31 2009
	Cost	Accumulated Amortization	Net Book Value		Net Book Value	
Computer equipment	\$ 48,300	\$ 19,850	\$ 28,450	\$	38,626	
Computer software	16,950	5,180	11,770		16,009	
	\$ 65,250	\$ 25,030	\$ 40,220	\$	54,635	

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2010 and 2009

### 4. LINE OF CREDIT

On August 26, 2010, the Company's wholly owned subsidiary, VRX Studios Inc., entered into a \$300,000 Revolving Demand Line of Credit with a Canadian chartered bank. 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 customary covenants such as limitations on, among other things, additional debt, liens, investments, acquisitions and capital expenditures, future dividends and asset sales.

### 5. LONG-TERM DEBT

<b>Continuity</b>	<b>Sept. 30 2010</b>	<b>December 31 2009</b>
Balance at start of period	\$ 747,685	\$ 886,860
Add: Capital lease obligations	-	63,660
Add: Accretion expense	8,425	36,376
Deduct: Amount repaid	(186,434)	(239,211)
Balance at end of period	\$ 569,676	\$ 747,685
<b>Outstanding balance at:</b>	<b>Sept. 30 2010</b>	<b>December 31 2009</b>
a) Convertible Debenture - Sabre Inc.	\$ 290,937	\$ 455,937
b) Convertible Debenture - Silver Heights Capital Mgmt	250,000	241,576
c) Capital Lease Obligations	28,739	50,172
Long-term Debt	\$ 569,676	\$ 747,685
Less: current portion	(24,063)	(29,660)
	\$ 545,613	\$ 718,025

- a) Effective May 29, 2009 the Company and Sabre Inc. signed a Restructuring Agreement that agreed to extend the term of the outstanding debenture to May 31, 2012. In addition, the two parties agreed to amend the debenture by reducing the interest rate from 12% per annum to 0% per annum and eliminating the security requirement of a copy of 500 hotels from the VRX's Hotel Content archive without any license or other fee being payable. The Company will record imputed interest on the restructured debenture at a discount rate of 13.9%.

The two parties also renegotiated and renewed the associated content licensing agreement, signed on February 7, 2006, for an additional three years.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2010 and 2009

### 5. LONG-TERM DEBT (CONTINUED)

The original debenture was closed on February 7, 2006 for gross proceeds of \$1,100,000. The debenture had a maturity date of January 31, 2009; bore interest at 12% per annum payable semi-annually; was secured with respect to the outstanding principal and any accrued and unpaid interest by a copy of 500 hotels (at Sabre's choosing) from the Company's Hotel Content archive without any license or other fee being payable to the Company; and was convertible into shares of the Company at Sabre's option at any time after July 31, 2006 up to and including January 31, 2008 at a conversion price of \$0.28 per share and thereafter at a conversion price of \$0.31 per share up to and including January 31, 2009.

Pursuant to the terms and conditions of the original and restructured debenture and an associated content licensing agreement, the Company offsets interest payments and principal amounts owed to Sabre against licensing fees accruing to the Company from Sabre or its affiliate companies. As of September 30, 2010, Sabre or its affiliate companies accrued \$204,881 (2009 - \$202,737) in licensing fees and offset these fees against the interest payments and principal amounts of the Sabre debenture. This amounted to \$39,881 (2009 - \$43,389) of interest payments and a reduction of \$165,000 (2009 - \$159,348) of principal amounts to Sabre.

Sabre also received 4,000,000 performance warrants vesting according to certain performance criteria pursuant to terms and conditions contained in an associated content licensing agreement. The performance warrants had a variable exercise price that is not less than \$0.28 per share. At the time of issuance, the Company assigned a fair value of \$nil to the warrants. None of the warrants were exercised prior to their expiry on January 31, 2009.

- b) On May 4, 2007 the Company closed a debenture financing with Silver Heights Capital Management Inc. ("Silver Heights") for gross proceeds of \$250,000. The debenture has a term of 36 months, bears interest at 12% per annum payable quarterly and is convertible into common shares of the Company at the holder's option at a price equal to the greater of \$0.25 per share or the amount which is calculated by taking a 25% discount to the average of the closing price of the common shares on the TSX Venture Exchange ("the Exchange") for the 10 days immediately preceding the conversion date, provided that at no time shall such price exceed \$0.65 per share, subject to adjustment provided therein. The Company has the right to force conversion of the debenture in the event that the 10-day average closing price of the common shares on the Exchange exceeds \$0.65 per share or in an event of a change of control of the Company.

On April 9, 2010, the two parties agreed to extend the debenture with the same terms for another three-year period.

- c) The Company has incurred capital lease obligations directly from various vendors for computer equipment and software. The terms of the leases range from one to three years with finance rates from 5.0% to 14.6%. The leases are secured by the underlying assets with title transferring at the end of the lease.
- d) The Company has principal repayments pursuant to long-term debt obligations as follows:

2011	\$	24,063
2012		295,613
2013		250,000
	\$	569,676

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2010 and 2009

### 6. CAPITAL STOCK

#### a) Authorized

Unlimited number of common shares without par value  
 Unlimited number of first preferred shares without par value  
 Unlimited number of second preferred shares without par value  
 Unlimited number of third preferred shares without par value  
 Unlimited number of fourth preferred shares without par value

#### b) Issued and Outstanding

	Common Shares	Amount
Balance, September 30, 2010 and December 31, 2009	34,626,145	\$ 6,933,704

#### c) Stock Option Plan

The Company's rolling stock option plan ("the Plan"), approved by the Company's shareholders in June 2010, provides that the Board of Directors of the Company may grant from time to time incentive stock options to purchase common shares of the Company to directors, officers, employees, consultants or advisors of the Company, with the number of incentive stock options being limited to 10% of the issued common shares of the Company at the time of granting options. All options granted under the Plan shall expire not later than the fifth anniversary of the date the options were granted. The exercise price of an option is determined by the Board of Directors, but shall not be less than the market price of the common shares of the Company on the TSX Venture Exchange on the last business day before the date on which the options are granted, less any discount permitted by the rules of the Exchange, or \$0.10 per share. Vesting and terms are at the discretion of the Board of Directors.

As at September 30, 2010, options to purchase up to 427,615 shares remained available to be granted under the Plan.

A summary of the Company's options and the changes are presented below:

	September 30, 2010		December 31, 2009	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Outstanding at start of period	2,435,000	\$0.11	1,900,000	\$0.12
Granted	600,000	0.155	760,000	0.10
Expired	-	-	(225,000)	0.18
Outstanding at end of period	3,035,000	\$0.12	2,435,000	\$0.11

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2010 and 2009

### 6. CAPITAL STOCK (CONTINUED)

Options to acquire common shares have been granted to employees, consultants, officers and directors of the Company as follows:

Exercise price	Number outstanding	Weighted average remaining contractual life (years)	Number exercisable
\$0.14	300,000	1.5	300,000
0.11	625,000	1.9	625,000
0.11	750,000	2.7	500,000
0.10	760,000	4.0	253,333
0.155	600,000	4.4	-
	<b>3,035,000</b>	<b>3.1</b>	<b>1,678,333</b>

Stock options granted pursuant to the Plan are accounted for according to CICA 3870 using the fair value-based methodology. 600,000 options were granted during 2010 (2009 – 760,000). For the nine months ended September 30, 2010, \$61,966 (2009 - \$26,469) was recorded as contributed surplus and charged to the income statement relating to the vesting of stock options.

The cost of stock options granted pursuant to the Plan has been estimated using an option-pricing model yielding a weighted-average fair value per option of \$0.09. Assumptions used in the pricing model are as follows:

	2010	2009
a) Average risk-free interest rate	<b>2.26%</b>	2.33%
b) Expected life	<b>5.0 years</b>	5.0 years
c) Expected volatility	<b>115%</b>	116%
d) Expected dividends	<b>Nil</b>	Nil

- d) Pursuant to the terms of the restructured Sabre debenture (Note 4(a)), the debenture holder has the right to convert all or any portion of the outstanding debenture into common shares of the Company at a conversion price of \$0.31 per share up to and including May 31, 2012.
- e) Pursuant to the terms of the Silver Heights debenture (Note 4(b)), the debenture is convertible into common shares of the Company at the holder's option at a price equal to the greater of \$0.25 per share or the amount which is calculated by taking a 25% discount to the average of the closing price of the common shares on the TSX Venture Exchange ("the Exchange") for the 10 days immediately preceding the conversion date, provided that at no time shall such price exceed \$0.65 per share, subject to adjustment provided therein. The Company has the right to force conversion of the debenture in the event that the 10-day average closing price of the common shares on the Exchange exceeds \$0.65 per share or in an event of a change of control of the Company.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2010 and 2009

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### 7. RELATED PARTY TRANSACTIONS

During the nine months ended September 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 \$44,700 (2009 - \$50,113) with \$8,714 payable at September 30, 2010 (December 31, 2009 - \$20,804).

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

### 8. SEGMENTED INFORMATION AND ECONOMIC DEPENDENCE

The Company primarily operates in one business segment, the provision of content production, management and licensing solutions to the global travel and hospitality industries. 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 33% (17% and 16% respectively) during the quarter ended September 30, 2010, and two customers that accounted for greater than ten percent of revenue for a total of 29% (18% and 11% respectively) during the nine months ended September 30, 2010.

The Company had two customers that accounted for greater than ten percent of accounts receivable for a total of 56% (43% and 13% respectively) at September 30, 2010.

### 9. SUBSEQUENT EVENTS

VRX launched the community preview of MediaValet™, a 100% cloud-based, enterprise-class, digital asset management system, on October 29<sup>th</sup>, 2010. MediaValet™ was developed by VRX to address its own internal content management challenges as well as those being experienced by many of its large hospitality customers.