

VALIDIAN CORP
Form 10-K
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2018

OR

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

For the transition period from

to

VALIDIAN CORPORATION

(Name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation or organization)

000-28423

Commission File
No.

58-2541997

(I.R.S. Employer Identification
Number)

6 Gurdwara Rd., Suite 205, Ottawa, Ontario, Canada

(Address of principal executive offices)

K2E 8A3

(Zip Code)

Registrant's telephone number: 613-224-3535

Securities registered under Section 12(b) of the Exchange Act: none

Securities registered under Section 12(g) of the Exchange Act: Common Stock, par value \$.001 per share

Check whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes ☐ No ☒

Check whether the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act ☐

Check whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer ☐ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☒ Emerging Growth Company ☐

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the average between the closing bid (\$0.008) and asked (\$0.009) price of the registrant's Common Stock as of June 29, 2018, the last business day of the registrant's most recently completed second fiscal quarter, was \$5,443,928, based upon the average between the closing bid and asked price (\$0.0085) multiplied by the 640,462,090 shares of the issuer's Common Stock held by non-affiliates. (In computing this number, issuer has assumed all record holders of greater than 5% of the common equity and all directors and officers are affiliates of the registrant.)

The number of shares outstanding of each of registrant's classes of common equity as of March 20, 2019: 688,287,060.

DOCUMENTS INCORPORATED BY REFERENCE: None.

SEC 1673

(11-14)

Persons who potentially are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

VALIDIAN CORPORATION

Form 10-K

December 31, 2018

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CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

We caution readers that certain important factors may affect our actual results and could cause such results to differ materially from any forward-looking statements that we make in this report. For this purpose, any statements that are not statements of historical fact may be deemed to be forward-looking statements. This report contains statements that constitute "forward-looking statements." These forward-looking statements can be identified by the use of predictive, future-tense or forward-looking terminology, such as "believes," "anticipates," "expects," "estimates," "plans," "may," "will," or similar terms. These statements appear in a number of places in this report and include statements regarding our intent, belief or current expectations with respect to many things. Some of these things are:

- *trends affecting our financial condition or results of operations for our limited history;
- *our business and growth strategies;
- *our technology;
- *the Internet; and
- *our financing plans.

We caution readers that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties. In fact, actual results most likely will differ materially from those projected in the forward-looking statements as a result of various factors. Some factors that could adversely affect actual results and performance include:

- *our limited operating history;
- *our lack of sales to date;
- *our future requirements for additional capital funding;
- *the failure of our technology and products to perform as specified;
- *the discontinuance of growth in the use of the Internet;
- *the enactment of new adverse government regulations; and
- *the development of better technology and products by others.

The information contained in the following sections of this report identify important additional factors that could materially adversely affect actual results and performance:

*"Part I. Item 1. Description of Business" especially the disclosures set out under the heading "Risk Factors"; and

*"Part II. Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations"

You should carefully consider and evaluate all of these factors. In addition, we do not undertake to update forward-looking statements after we file this report with the SEC, even if new information, future events or other circumstances have made them incorrect or misleading.

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PART I

Item 1. Description of Business.

Summary

Validian Corporation provides software products to assist public and private enterprises address the increasingly complex issues surrounding the protection of digital information and application security. Validian Protect is software only cyber security technology comprising an Application and Data Protection Platform and a Data Protection Module, which protect the complete life cycle of data by providing secure access, retrieval, transfer, receipt, storage and usage of digital information on mobile, Cloud, web, local and network applications, devices, servers, databases and memory at rest, in transit and in usage using wired, wireless and mobile networks and most mainstream technology platforms. Validian Protect enables the next generation of secure Mobile Messaging and Communications, Cloud Computing, Cloud Storage, Distributed Computing and Web Application and Web Portal Access and Usage, Software Defined Networking, the Internet of Things and SCADA, for computers, servers, data bases, intelligent sensors, tablets and Smartphones. The Company provides solutions that can be customized to the client's business process to ensure end-to-end authenticity, integrity and custody of high value digital assets. Incorporated in the United States, Validian has offices in the United States and Canada.

Our Technology

Our technology is based upon our intellectual property and was used to develop our products.

Our Intellectual Property

Our intellectual property includes an addressing scheme, an authentication process and a key exchange process for all parties and application end points to a communication, thus offering an authentication model for secure access to applications and data, secure data exchanges, secure storage of data and secure usage of data. It also includes an encryption function using standard algorithms: that encrypts data from within an originating application and decrypts the data within the receiving application for secure transfer of data between applications; and that encrypts data for storage. It also enables IT managers on demand to change cyber security and information policies including encryption algorithms, keys, key life time and level of compression and to distribute these automatically, immediately and transparently to all end points without having to re-develop or re-install the software.

Our technology provides benefits, by enabling users:

- *to protect the transfer, storage and usage of data through an integrated and seamless approach;

- *to develop and use existing interactive, distributed mobile, cloud, web, local and network applications (like e-commerce and m-commerce, e-banking and m-banking, e-health and m-health and e-loyalty and m-loyalty, mobile messaging and social media applications as well as network applications in software defined networks, internet of things and SCADA) with an integrated security model; and

- *to dynamically change and distribute to all end points information and crypto policies, including encryption algorithms, keys, key life time and level of compression, without having to re-develop or re-install the software.

Based on this technology, we have developed the products described below.

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Target Market

Our business strategy is to license our technology either directly or through distribution channels to medium to large organizations that develop, market, sell, distribute or use software products where interaction with a distributed customer, employee and/or partner base is essential. This includes:

*IT departments that serve their organization with a variety of applications and implementation environments, according to the needs of the various internal departments. This implies writing applications to ensure the protection of the transfer, storage and usage of data within and between applications and over distributed networks; and

*cloud platform and cloud solution providers, independent software vendors and developers serving a relatively large group of customers, on a regional or national basis and who must respond to a variety of conditions and platforms, as imposed by their customers in specific industrial sectors and secure the exchanges of data between and protect the storage and usage of their data within, their customers' partners, suppliers and other participants.

Potential customer technology sectors include mainstream technology platforms such as:

*Distributed Enterprise Environments including access to and communications by and with servers, systems, databases and computers (desktops, laptops and main frames);

*Distributed Mobile Environments, including access to and communications by and with mobile devices (smartphones, tablets and phablets);

*Clouds, including distributed cloud services, computing and storage;

*Software Defined Networking (SDN), which is an approach to computer networking that allows network administrators to manage network services through abstraction of higher-level functionality, on a software-only basis, instead of the traditional way of relying on more expensive hardware;

*the internet-of-things (iot), which is the network of physical objects—devices, vehicles, buildings and other items, which are embedded with electronics, software, sensors, and network connectivity that enables these objects to collect and exchange data

*Supervisory Control and Data Acquisition (SCADA) for Infrastructure (e.g. power grids) via, which is a system for remote monitoring and control that operates with coded signals over communication channels using typically one communication channel per remote station).

Potential customer industrial sectors include, among others:

- *cloud and mobile platform and device providers
- *software vendors and distribution services;
- * mobile messaging and social media;
- *telecommunications and mobile service providers
- *health care providers and suppliers;
- *governments;
- *defense and military solution and service providers;
- *transportation industry;
- *manufacturers in supply management chains;
- *financial institutions and insurance companies; and
- *post-production houses, studios and production companies in the digital media industry.

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Marketing Strategy and Distribution Channels

We have initiated a marketing program in North America, Latin America, Europe, the Middle East and Asia Pacific to bring our products to the marketplace. This program has two components: direct and channel sales.

Direct Sales

The direct sales approach entails making high-level contacts within the organizations of target customers to present the benefits and competitive advantages of our products. Leads to such presentations are generated through existing contacts of management and sales representatives, and through attendance at and participation in specialized e-commerce and computer security trade shows, and the presentation of the benefits of our products in technical seminars attended by personnel with a mandate for application security.

Channel Sales

In order to penetrate the market for our products, we are attempting to engage channel partners, in order to leverage their existing and future partner and customer bases, their development and technical resources and their marketing and sales resources. These channel partners include independent software vendors ("ISVs"), application service providers ("ASPs"), value-added resellers ("VARs"), independent marketing representatives ("IMRs"), system integrators ("SIs"), and original equipment manufacturers ("OEMs"). Potential channel partners are identified based upon their ability to penetrate specific markets more easily than we can. We believe major customers also will act as partners in their sector.

Sales representatives and sales agents are promoting our products within these two channels. The representatives are responding to queries and expressions of interest from those interested in becoming early adopters of our working models. These early customers and distributors may have an impact on the product development schedule, as we will develop interfaces with users' existing systems in response to their feedback and individual requirements.

Currently, we have agreements with channel partners in the U.S. and Canada who have partners and customers in North America, Latin America, Europe, the Middle East and Asia Pacific.

Marketing Analysis

During the year ended December 31, 2018, we utilized the services of industry specialists in the cloud, mobile messaging and social media, health care, defense, public safety, banking, government and entertainment sectors. Their mandate was to identify specific areas and a limited number of organizations where our products would facilitate secure communication and the implementation of a strong security infrastructure with ease of deployment and management.

To support our sales force and these specialists, we have developed technical literature on the following topics:

- *provision, management and governance of cyber security;
- *features and benefits;
- *integration into current systems;
- *openness of the architecture;
- *future developments; and
- *implementation procedures.

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Estimated Sales Cycles

We expect that individual sales cycles will be from four to eight months in duration. The territories where most potential customers reside are expected to be in North America, Europe and Asia Pacific. At March 20, 2019 we had two sales representatives.

Marketing Expenses

The main expense factors for our marketing campaign are for:

- *personnel, both internal and outside specialists;
- *direct marketing to potential customers;
- *travel and living expenses;
- *web site development and maintenance;
- *literature preparation and distribution; and
- *participation in trade shows;

For more information, please see "Part II. Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

Our Products

Currently, we offer one main product, ValidianProtect, that can be integrated quickly to handle and protect the storage, access, transfer, receipt and usage of data thereby further enabling rapid development of consistently high-quality secure applications. Previous products, ShareProtect, MedicalProtect and MediaProtect, have been discontinued as we are now concentrating on supporting rapid development of mobile, cloud, web, local and network applications by our customers and by our channel partners and their customers.

ValidianProtect (previously known as "Application Security Infrastructure (ASI)")

ValidianProtect is application and data protection software only middleware that integrates rapidly into existing or new applications to seal off the application and its information from threats posed by malicious parties. Many different types of applications can be protected or existing applications extended; from legacy client/server applications, to fully distributed business and industrial applications, to more modern web, mobile and Cloud applications, easily and intuitively.

These applications can then be deployed on either a hosted, on-premises or cloud basis with the level of protection controlled dynamically by administrators.

The ValidianProtect product line consists of:

the Application & Data Protection Platform that protects against network-borne vulnerabilities such as intrusion, impersonation and interception

the Data Protection Module that protects against host-borne vulnerabilities such as memory-scanning and file system scanning as well as provides ready-built capabilities such as flexible control over usage and retraction of data and immediate alerts on the usage or attempted usage of data

a set of programming tools and SDKs that facilitate integration of the platform and module within the target application

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ValidianProtect creates a virtual closed system, which Validian calls a "Realm", that encompasses and protects applications and the complete life cycle of the data in various forms and stages, including access, retrieval, transfer, receipt, storage as well as varying usage scenarios: creation, editing, modifying, opening on screen, reading and manipulation. The Realm ensures that only authorized application endpoints can participate and provides a protective barrier against cyber-attacks, oftentimes even when other cyber security measures that are present (e.g. firewalls, intrusion and threat prevention, anti-virus and anti-malware) fail, or devices have been hacked, improperly accessed, infected with malware or otherwise compromised, even through zero-day vulnerabilities. There can be an unlimited number of interconnecting or non-interconnecting Realms.

Competition

Our ValidianProtect product competes primarily with application security implementations that usually are a fragmented patchwork of various point solutions: crypto protocols such as SSL/TLS, PKI and PGP for encrypted transport of data, which must be supplemented by separate encryption for storage of data and a range of filter technologies to protect the network or perimeter like smart firewalls, intrusion and threat prevention systems, and anti-virus and anti-malware, which do not work together seamlessly and have security gaps between them that are exploited.

Research and Development

We spent the following amounts during the periods mentioned on research and development activities:

Year ended	
December 31,	
2018	2017
\$64,811	\$497,924

For more information, see: "Part II. Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

Intellectual Property Protection

We rely on common law and statutory protection of trade secrets and confidentiality agreements. We claim copyright in specific software products and various elements of our core technology and have registered several trademarks in North America and in Europe.

Our intellectual property includes an addressing scheme, an authentication process and a key exchange process for all parties to a communication, thus offering a strong trust model for secure exchanges. It also includes an encryption function using standard algorithms that encrypts data from within an originating application and decrypts within the receiving application.

We believe, but we cannot assure, that our technology and its implementation may be patentable. We may file patent applications as we extend the development of our current technology, or as we develop new technology. We have defined migration paths for the various products and developed schedules for that migration. This defines the requirement for patent, trademarks and copyright protection, which we may apply for as required in order to prevent unauthorized use of our technology.

We cannot assure that we will be able to obtain or to maintain the foregoing intellectual property protection. We also cannot assure that our technology does not infringe upon the intellectual property rights of others. In the event that we are unable to obtain the foregoing protection or our technology infringes intellectual property rights of others, our business and results of operations could be materially

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and adversely affected. For more information please see “Risk Factors - We may not be able to protect and enforce our intellectual property rights, which could result in the loss of our rights, loss of business or increased costs.” and “Claims by third parties that we infringe upon their proprietary technology could hurt our financial condition,” below.

Employees

As at March 20, 2019, we had ten employees and contractual personnel, including one executive officer, two sales and marketing staff, five in research and development and two in administration. Seven are located in Ottawa, Canada, one is located in the U.S.A. and two are located in Europe. We also regularly engage technical consultants and independent contractors to provide specific advice or to perform certain marketing or technical tasks.

Item 1A. Risk Factors

Our business operations and our securities are subject to a number of substantial risks, including those described below. If any of these or other risks actually occur, our business, financial condition and operating results, as well as the trading price or value of our securities could be materially adversely affected.

Risks relating to our Business

We are a development stage company, and our limited operating history makes evaluating our business and prospects difficult.

We are a development stage company, and our limited operating history makes it difficult to evaluate our current business and prospects or to accurately predict our future revenues or results of operations. The commercial acceptance of our products is unproven and therefore we may not be able to generate a sufficient number of revenue-paying customers to sustain operations. Our revenue and income potential are unproven, and our business plan is constantly evolving. The Internet is constantly changing and software technology is constantly improving, therefore we may need to continue to modify our business plan to adapt to these changes. As a result of our being in the early stages of development, particularly in the emerging technology industry, we are more vulnerable to risks, uncertainties, expenses and difficulties than more established companies. As a result, we may never achieve profitability and we may not be able to continue operations if we cannot successfully address the risks associated with early stage development companies in emerging technologies.

We have a history of operating losses and we anticipate losses and negative cash flow for the foreseeable future. Unless we are able to generate profits and positive cash flow we may not be able to continue operations.

We incurred a net loss of \$513,396, and negative cash flow from operations of \$173,068 during the year ended December 31, 2018. During the year ended December 31, 2017, we incurred a net loss of \$2,099,412 and negative cash flow from operations of \$527,102. We expect operating losses and negative cash flow from operations to continue for the foreseeable future.

We will need to generate significant revenues to achieve profitability. Consequently, we may never achieve profitability. Even if we do achieve profitability, we may not sustain or increase profitability on a quarterly or annual basis in the future. If we are unable to achieve or sustain profitability in the future, we may be unable to continue our operations. See “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

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We have drawn readers' attention to the uncertainty of our ability to continue as a going concern.

We have added an explanatory paragraph in our consolidated financial statements. It states that our ability to continue as a going concern is uncertain due to our history of operating losses and difficulty in generating operating cash flows. Our consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. These adjustments might include changes in the possible future recoverability and classification of assets or the amounts and classification of liabilities that might result from the outcome of this uncertainty.

We will require additional capital to proceed with our business plan. If we are unable to obtain such capital, we will be unable to proceed with our business plan and we will be forced to limit or curtail our operations.

We have an immediate requirement for additional working capital in order to proceed with our business plan. We are currently pursuing alternatives regarding the raising of additional capital to fund operations. For a discussion of our capital requirements, see the disclosure in "Part II. Item 7. Management's Discussion of Financial Condition and Results of Operation." We do not currently have a commitment from any third party to provide financing and may be unable to obtain financing on reasonable terms or at all. Furthermore, if we raise additional working capital through equity, our shareholders will experience dilution. If we are unable to raise additional financing in the immediate future, and thereafter as required, we will be unable to grow or maintain our current level of business operations and, in fact, we will be forced to limit or curtail our operations.

The loss of any of our key personnel would likely have an adverse effect on our business.

Our future success depends, to a significant extent, on the continued services of our key personnel. Our loss of any of these key people most likely would have an adverse effect on our business. Competition for personnel throughout the industry is intense and we may be unable to retain our current personnel or attract, integrate or retain other highly qualified personnel in the future. If we do not succeed in retaining our current personnel or in attracting and motivating new personnel, our business could be materially adversely affected.

The business environment is highly competitive and, if we do not compete effectively, we may experience material adverse effects on our operations.

The market for Internet security products and services is intensely competitive and we expect competition to increase in the future. We compete with large and small companies that provide products and services that are similar to some aspects of our security products and services. Our competitors may develop new technologies in the future that are perceived as being more secure, effective or cost efficient than the technology underlying our security products and

services. In particular, the Internet security market has historically been characterized by low financial entry barriers.

Some of our competitors have longer operating histories, greater name recognition, access to larger customer bases and significantly greater financial, technical and marketing resources than we do. As a result, they may be able to adapt more quickly to new or emerging technologies and changes in customer requirements or to devote greater resources to the promotion and sale of their products than we will. We believe that there may be increasing consolidation in the Internet security market and this consolidation may materially adversely affect our competitive position. In addition, our competitors may have established or may establish financial or strategic relationships among themselves, with existing or potential customers, resellers or other third parties and rapidly acquire significant market share. If we cannot compete effectively, we may experience future price reductions, reduced gross margins and loss of

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market share, any of which will materially adversely affect our business, operating results and financial condition.

If we are unable to develop market recognition, we may be unable to generate significant revenues and our results of operations may be materially adversely affected.

To attract customers, we may have to develop a market identity and increase public awareness of our technology and products. To increase market awareness of our technology and our products, we will continue to make significant expenditures for marketing initiatives. However, these activities may not result in significant revenue and, even if they do, any revenue may not offset the expenses incurred in building market recognition. Moreover, despite these efforts, we may not be able to increase public awareness of our technology and our products, which would have a material adverse effect on our results of operations.

We must establish and maintain strategic and other relationships.

One of our significant business strategies has been to enter into strategic or other similar collaborative relationships in order to reach a larger customer base than we could reach through our direct sales and marketing efforts. We may need to enter into additional relationships to execute our business plan. We may not be able to enter into additional, or maintain our existing, strategic relationships on commercially reasonable terms. If we fail to enter into additional relationships, or maintain our existing relationships, we would have to devote substantially more resources to the distribution, sale and marketing of our security services and communications services than we would otherwise.

Our success in obtaining results from these relationships will depend both on the ultimate success of the other parties to these relationships and on the ability of these parties to market our products successfully.

Furthermore, our ability to achieve future growth will also depend on our ability to continue to establish direct seller channels and to develop multiple distribution channels. Failure of one or more of our strategic relationships to result in the development and maintenance of a market for our products and services could harm our business. If we are unable to maintain our relationships or to enter into additional relationships, this could harm our business.

If we are unable to respond to rapid technological change and improve our products and services, our business could be materially adversely affected.

The Internet security industry is characterized by rapid technological advances, changes in customer requirements, frequent new product introductions and enhancements and evolving industry standards in computer hardware and software technology. As a result, we must continually change and improve our products in response to changes in operating systems, application software, computer and communications hardware, networking software, programming tools and computer language technology. The introduction of products embodying new technologies and the emergence of new industry standards may render existing products obsolete or unmarketable. In particular, the market for Internet and intranet applications is relatively new and is rapidly evolving. Our future operating results will depend upon our ability to enhance our current products and to develop and introduce new products on a timely basis that address the increasingly sophisticated needs of our end-users and that keep pace with technological developments, new competitive product offerings and emerging industry standards. If we do not respond adequately to the need to develop and introduce new products or enhancements of existing products in a timely manner in response to changing market conditions or customer requirements, our operating results may be materially diminished.

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New products and services developed or introduced by us may not result in any significant revenues.

We must commit significant resources to developing new products and services before knowing whether our investments will result in products and services the market will accept. The success of new products and services depends on several factors, including proper new definition and timely completion, introduction and market acceptance. There can be no assurance that we will successfully identify new product and service opportunities, develop and bring new products and services to market in a timely manner, or achieve market acceptance of our products and services, or that products, services and technologies developed by others will not render our products, services or technologies obsolete or non-competitive. Our inability to successfully market new products and services may harm our business.

We may not be able to protect and enforce our intellectual property rights, which could result in the loss of our rights, loss of business or increased costs.

Our success depends to a significant degree upon the protection of our software and other proprietary technology. The unauthorized reproduction or other misappropriation of our proprietary technology would enable third parties to benefit from our technology without paying us for it. We rely on a combination of patent, trademark, trade secret and copyright laws, license agreements and non-disclosure and other contractual provisions to protect proprietary and distribution rights of our products. We have filed a patent application covering certain aspects of our products in the United States, Canada and the European Union. Although we have taken steps to protect our proprietary technology, they may be inadequate and the unauthorized use thereof could have a material adverse effect on our business, results of operations and financial condition. Existing trade secret, copyright and trademark laws offer only limited protection. Moreover, the laws of other countries in which we market our products may afford little or no effective protection of our intellectual property. If we resort to legal proceedings to enforce our intellectual property rights, the proceedings could be burdensome and expensive, even if we were to prevail.

Claims by third parties that we infringe upon their proprietary technology could hurt our financial condition.

If we discover that any of our products or technology we license from third parties violates third party proprietary rights, we may not be able to reengineer our product or obtain a license on commercially reasonable terms to continue offering the product without substantial reengineering. In addition, product development is inherently uncertain in a rapidly evolving technology environment in which there may be numerous patent applications pending for similar technologies, many of which are confidential when filed. Although we sometimes may be indemnified by third parties against claims that licensed third party technology infringes proprietary rights of others, this indemnity may be limited, unavailable or, where the third party lacks sufficient assets or insurance, ineffective. We currently do not have liability insurance to protect against the risk that our technology or future licensed third-party technology infringes the proprietary rights of others. Any claim of infringement, even if invalid, could cause us to incur substantial costs defending against the claim and could distract our management from our business. Furthermore, a party making such a claim could secure a judgment that requires us to pay substantial damages. A judgment could also include an injunction or other court order that could prevent us from selling our products. Any of these events could have a material adverse effect on our business, operating results and financial condition.

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If our electronic security technology were breached, our business would be materially adversely affected.

A key element of our technology and products is our Internet security feature. If anyone is able to circumvent our security measures, they could misappropriate proprietary information or cause interruptions or problems with hardware and software of customers using our products. Any such security breaches could significantly damage our reputation. In addition, we could be liable to our customers for the damages caused by such breaches or we could incur substantial costs as a result of defending claims for those damages. We may need to expend significant capital and other resources to protect against such security breaches or to address problems caused by such breaches. Security measures taken by us may not prevent disruptions or security breaches. In the event that future events or developments result in a compromise or breach of the technology we use to protect a customer's personal information, our financial condition and business could be materially adversely affected.

We face restrictions on the exportation of our encryption technology, which could limit our ability to market our products outside of the United States, Canada and Europe.

Some of our Internet security products utilize and incorporate encryption technology. Exports of software products utilizing encryption technology are generally restricted by the United States and various other governments, particularly in response to the terrorist acts of September 11, 2001, ongoing terrorist attacks and actions by countries that the United States considers to be rogue. If we do not obtain the required approvals, we may not be able to sell some of our products in international markets, which could materially adversely affect our results of operations.

Our operating results may prove unpredictable and may fluctuate significantly.

Our operating results are likely to fluctuate significantly in the future due to a variety of factors, many of which are outside of our control. Factors which may cause operating results to fluctuate significantly include the following:

- *new technology or products introduced by us or by our competitors;
- *the timing and uncertainty of sales cycles and seasonal declines in sales;
- *our success in marketing and market acceptance of our products and services by our existing customers and by new customers;
- *a decrease in the level of spending for information technology-related products and services by our existing and potential customers; and
- *general economic conditions, as well as economic conditions specific to users of our products and technology.

Our operating results may be volatile and difficult to predict. As such, future operating results may fall below the expectations of securities analysts and investors. In this event, the trading price of our common stock may fall significantly.

We expect to generate some revenues and incur some operating expenses outside of the United States. If applicable currency exchange rates fluctuate our revenues and results of operations may be materially and adversely affected.

We expect that some portion of our revenues will be based on sales provided outside of the United States. In addition, a significant portion of our operating expenses are incurred outside of the United States, and we expect that this will continue to be the case. As a result, our financial performance will be affected by fluctuations in the value of the U.S. dollar to foreign currency. At the present time, we have no plan or policy to utilize forward contracts or currency options to minimize this exposure, and even if these

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measures are implemented there can be no assurance that such arrangements will be available, be cost effective or be able to fully offset such future currency risks.

Other risks associated with international operations could adversely affect our business operations and our results of operations.

There are certain risks inherent in doing business on an international level, such as:

- *unexpected changes in regulatory requirements, export and import restrictions;
- *controls relating to encryption technology that may limit sales in the future;
- *legal uncertainty regarding liability and compliance with foreign laws;
- *competition with foreign companies or other domestic companies entering into the foreign markets in which we operate;
- *tariffs and other trade barriers and restrictions;
- *difficulties in staffing and managing foreign operations;
- *longer sales and payment cycles;
- *problems in collecting accounts receivable;
- *political instability;
- *fluctuations in currency exchange rates;
- *software piracy;
- *seasonal reductions in business activity during the summer months in Europe and elsewhere; and
- *potentially adverse tax consequences.

Any of these factors could adversely impact the success of our international operations. One or more of such factors may impair our future international operations and our overall financial condition and business prospects.

Risks relating to our Common Stock

Our common stock price may be volatile.

The market prices of securities of Internet and technology companies are extremely volatile and sometimes reach unsustainable levels that bear no relationship to the past or present operating performance of such companies. Factors that may contribute to the volatility of the trading price of our common stock include, among others:

- *our quarterly results of operations;
- *the variance between our actual quarterly results of operations and predictions by stock analysts;
- *financial predictions and recommendations by stock analysts concerning Internet companies and companies competing in our market in general, and concerning us in particular;
- *public announcements of technical innovations relating to our business, new products or technology by us or our competitors, or acquisitions or strategic alliances by us or our competitors;
- *public reports concerning our products or technology or those of our competitors; and
- *the operating and stock price performance of other companies that investors or stock analysts may deem comparable to us.

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In addition to the foregoing factors, the trading prices for equity securities in the stock market in general, and of Internet-related companies in particular, have been subject to wide fluctuations that may be unrelated to the operating performance of the particular company affected by such fluctuations. Consequently, broad market fluctuations may have an adverse effect on the trading price of our common stock, regardless of our results of operations.

There is a limited market for our common stock. If a substantial and sustained market for our common stock does not develop, our shareholders' ability to sell their shares may be materially and adversely affected.

Our common stock trades in the over-the-counter market and is quoted on the OTC Markets Pink. Many institutional and other investors refuse to invest in stocks that are traded at levels below the Nasdaq Small Cap Market which could make our efforts to raise capital more difficult. In addition, the firms that make a market for our common stock could discontinue that role. OTC Markets Pink stocks are often lightly traded or not traded at all on any given day. We cannot predict whether a more active market for our common stock will develop in the future. In the absence of an active trading market:

- *investors may have difficulty buying and selling or obtaining market quotations;
- *market visibility for our common stock may be limited; and
- *a lack of visibility for our common stock may have a depressive effect on the market price for our common stock.

Shares issuable upon the exercise of options, warrants and convertible debentures, or under anti-dilution provisions in certain agreements, could dilute stock holdings and adversely affect our stock price.

As of March 20, 2019, we have 7,500,000 outstanding options or warrants to purchase shares of our common stock.

We have two existing stock option plans, one of which had 412,302 shares remaining for issuance as of March 20, 2019, the second of which had 2,087,698 shares remaining for issuance as of March 20, 2019. Future options issued under these plans may have dilutive effects.

Issuance of shares pursuant to the exercise of options, warrants, or anti-dilution provisions, could lead to subsequent sales of the shares in the public market, which could depress the market price of our stock by creating an excess in supply of shares for sale. Issuance of these shares and sale of these shares in the public market could also impair our ability to raise capital by selling equity securities.

A large number of shares will be eligible for future sale and may depress our stock price.

As of March 20, 2019, we had outstanding 688,287,060 shares of our common stock, of which approximately 47,824,970 shares were "restricted securities" as that term is defined under Rule 144 promulgated under the Securities Act of 1933. These restricted shares are eligible for sale under Rule 144 at various times, upon the expiry of the applicable holding period. No prediction can be made as to the effect, if any, that sales of shares of common stock or the availability of such shares for sale will have on the market prices prevailing from time to time. Nevertheless, the possibility that substantial amounts of our common stock may be sold in the public market may adversely affect prevailing market prices for the common stock and could impair our ability to raise capital through the sale of our equity securities.

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We do not intend to pay dividends in the near future.

Our board of directors determines whether to pay dividends on our issued and outstanding shares. The declaration of dividends will depend upon our future earnings, our capital requirements, our financial condition and other relevant factors. Our board does not intend to declare any dividends on our shares for the foreseeable future.

Our common stock may be deemed to be a "penny stock." As a result, trading of our shares may be subject to special requirements that could impede our shareholders' ability to resell their shares.

Our common stock may be deemed to be a "penny stock" as that term is defined in Rule 3a51-1 of the Securities and Exchange Commission. Penny stocks include stocks:

- *that are not traded on a national securities exchange that has been continuously registered since April 20, 1992 and has maintained quantitative initial and continued listing standards that are substantially similar to or stricter than the listing standards in place at January 8, 2004;
- *that are not traded on a securities exchange, a "junior tier" of an exchange or an automated quotation system sponsored by a registered national securities association that has established initial listing standards that meet or exceed specified criteria a maintains similar quantitative continued listing standards; or
- *whose prices are not quoted on the NASDAQ automated quotation system; or
- *of issuers with net tangible assets less than:
 - *\$2,000,000 if the issuer has been in continuous operation for at least three years; or
 - *\$5,000,000 if in continuous operation for less than three years, or
- *of issuers with average revenues of less than \$6,000,000 for the last three years.

Section 15(g) of the Exchange Act, and Rule 15g-2 of the Securities and Exchange Commission, require broker-dealers dealing in penny stocks to provide potential investors with a document disclosing the risks of penny stocks not less than two business days before a transaction is affected, and to obtain a manually signed and dated written receipt of the document before effecting any transaction in a penny stock for the investor's account. Moreover, Rule 15g-9 of the Securities and Exchange Commission requires broker-dealers in penny stocks to approve the account of any investor for transactions in such stocks before selling any penny stock to that investor. This procedure requires the broker-dealer:

*to obtain from the investor information concerning his or her financial situation, investment experience and investment objectives;

*to determine reasonably, based on that information, that transactions in penny stocks are suitable for the investor and that the investor has sufficient knowledge and experience as to be reasonably capable of evaluating the risks of penny stock transactions;

*to provide, not less than two business days before a transaction is affected, the investor with a written statement setting forth the basis on which the broker-dealer made the determination in the second bullet above; and

*to receive a signed and dated copy of such statement from the investor, confirming that it accurately reflects the investor's financial situation, investment experience and investment objectives.

Compliance with these requirements may make it more difficult for holders of our common stock to resell their shares to third parties or to otherwise dispose of them.

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Our current executive officer and director, and major stockholders own a significant percentage of our voting stock. As a result, they exercise significant control over our business affairs and policy.

As of March 20, 2019, our current executive officer and director, and holders of 5% or more of our outstanding common stock together beneficially owned approximately 13.6% of the outstanding common stock. These stockholders are able to significantly influence all matters requiring approval by stockholders, including the election of directors and the approval of significant corporate transactions. This concentration of ownership may also have the effect of delaying, deterring or preventing a change in control and may make some transactions more difficult or impossible to complete without the support of these shareholders.

Our restated articles of incorporation contain provisions that could discourage an acquisition or change of control of our company.

Our restated articles of incorporation authorize our board of directors to issue preferred stock without stockholder approval. Provisions of our certificate of incorporation, such as the provision allowing our board of directors to issue preferred stock with rights more favorable than our common stock, could make it more difficult for a third party to acquire control of us, even if that change of control might benefit our stockholders.

We currently do not have an effective system of internal controls, and therefore we may not be able to detect fraud or report our financial results accurately, which could harm our business.

Effective internal controls are necessary for us to provide reliable financial reports and to detect and prevent fraud.

We periodically assess our system of internal controls to review their effectiveness and identify potential areas of improvement. These assessments may conclude that enhancements, modifications or changes to our system of internal controls are necessary. Performing assessments of internal controls, implementing necessary changes, and maintaining an effective internal controls process is expensive and requires considerable management attention.

Internal control systems are designed in part upon assumptions regarding the likelihood of future events, and all such systems, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. A consequence of these and other inherent limitations of control systems is that there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. If we fail to implement and maintain an effective system of internal controls or prevent fraud, we could suffer losses, could be subject to costly litigation, investors could lose confidence in our reported financial information, and our image and operating results could be harmed, which could have a negative effect on the trading price of our common stock.

We performed an assessment of our internal controls and our assessment has identified the existence of material weakness in internal controls. In particular, the following weaknesses in our internal control system were identified:

(1) a lack of segregation of duties; (2) the lack of timely preparation of certain back up schedules; (3) finance staff's lack of sufficient technical accounting knowledge; (4) a lack of independent Board oversight; and (5) signing authority with respect to corporate bank accounts. Due to the size and resources of our company we may not be able to remediate in the foreseeable future all of the deficiencies identified. If we are unable to remediate the identified material weaknesses, there is a more than remote likelihood that a material misstatement to our SEC reports will not be prevented or detected, in which case investors could lose confidence in the accuracy and completeness of our financial reports, which could have an adverse effect on our ability to raise additional capital and could also have an adverse effect on our stock price.

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Material weakness in our internal control over financial reporting require Validian to perform additional analyses and post-closing procedures that, if not performed effectively, may prevent Validian from reporting its financial results in an accurate and timely manner.

We may have difficulty implementing in a timely manner the internal controls procedures necessary to allow our management to report on the effectiveness of our internal controls, and we may incur substantial costs in order to comply with the requirements of the Sarbanes-Oxley Act of 2002.

The Sarbanes-Oxley Act of 2002 has introduced many new requirements applicable to us regarding corporate governance and financial reporting. Among many other requirements is the requirement under Section 404 of the Act for management to report on our internal controls over financial reporting. Although our management has begun the necessary processes and procedures for issuing its report on our internal controls, we cannot be certain that we will be successful in complying with Section 404, due to the limitations imposed by our size and resultant inadequate staffing, as is more fully described under “Item 9a. Controls and Procedures”. We expect to devote substantial time and to incur costs to implement appropriate controls and procedures to ensure compliance, at such time as our size permits us to do so. If we are not able to timely comply with the requirements set forth in Section 404, we might be subject to sanctions or investigations by regulatory authorities. Any such action could adversely affect our business and financial results.

Our Corporate History

We were incorporated in Nevada on April 12, 1989 as CCC Funding Corp. to seek out one or more potential business ventures. On January 28, 2003, we changed our name from Sochrys.com Inc. to Validian Corporation.

Item 2. Description of Properties.

Our Canadian office is located at 6 Gurdwara Rd., Suite 205, Ottawa, Canada, K2E 8A3. The telephone number is (613) 224-3535. Our United States office is located at 700 Old Roswell Lakes Parkway, Suite 110, Roswell, Georgia U.S.A. 30076, telephone number (770) 649-1737.

Our Ottawa office is leased from a non-affiliated party per oral arrangement on a month-by-month basis. The lease provides shared access to and use of 2,500 square feet. Our Atlanta office is leased from a non-affiliated party per oral arrangement on a month-by-month basis. The lease provides shared access to and use of 1,000 square feet.

Item 3. Legal Proceedings.

None noted.

Item 4. Mine Safety Disclosures

Not applicable.

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(a) Market Information -- The principal U.S. market in which our common stock, all of which are of one class, \$.001 par value per share, is traded is in the over-the-counter market. Our stock is quoted on the OTC Market QB under the symbol "VLDI".

The following table sets forth the range of high and low bid quotes of our common stock for the periods noted as reported by the OTC Market QB. These quotes reflect inter-dealer prices without retail mark-up, markdown or commission and may not necessarily represent actual transactions.

MARKET PRICE OF COMMON STOCK

Quarter Ending	BID	
	High	Low
2017		
January 1 to March 31	0.034	0.0215
April 1 to June 30	0.071	0.0143
July 1 to September 30	0.0175	0.005
October 1 to December 31	0.0087	0.0047
2018		
January 1 to March 31	0.0086	0.0055
April 1 to June 30	0.025	0.005
July 1 to September 30	0.0114	0.0069
October 1 to December 31	0.019	0.00575
2019		
January 1 to February 15	0.0175	0.0061

On March 20, 2019, the closing price of our common stock was \$0.0125 per share.

(b) Holders -- There were approximately 231 holders of record of our common stock as of March 20, 2019, inclusive of those brokerage firms and/or clearing houses holding our securities for their clientele, with each such brokerage house and/or clearing house being considered as one holder. The aggregate number of shares of common stock outstanding as of March 20, 2019 was 688,287,060 shares.

(c) Dividends -- We have not paid or declared any dividends upon our common stock since inception and, by reason of our present financial status and our contemplated financial requirements, we do not contemplate or anticipate paying any dividends in the foreseeable future (see Part I. Item 1. Description of Business: Risk Factors).

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(d) During the three months ended December 31, 2018, we did not issue Unregistered Securities or common stock.

The foregoing securities were issued in reliance upon the exemption provided by Sections 3(a)(9) or 4(2) under the Securities Act of 1933 and the rules promulgated thereunder

Item 6. Selected Financial Data.

The selected financial data set forth below with respect to our consolidated statements of operations and cash flows for each of the two fiscal years ended December 31, 2018 and 2017 and with respect to the consolidated balance sheets as at December 31, 2018 and 2017, are derived from our audited consolidated financial statements included in Item 8 of this report. The following selected financial data should be read in conjunction with our consolidated financial statements and the notes thereto.

	Year Ended December 31	
	2018	2017
Operations Data		
Income	\$ --	\$ --
Selling, general and administrative	269,141	499,323
Research and development	64,811	497,924
Other expenses, net	179,444	1,102,165
Net loss	\$ 513,396	\$ 2,099,412
	Year Ended December 31	
	2018	2017
Cash Flows Data		
Net cash used in operating activities	\$ (173,068)	\$ (527,102)
Net cash used in investing activities	--	--

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Net cash provided by financing activities	173,068	335,338
Effects of exchange rates on cash and cash equivalents	--	--
Net increase (decrease) in cash and cash equivalents	--	\$ (191,764)

	December 31	
Balance Sheet Data	2018	2017
Cash (bank indebtedness)	\$ (171)	\$ (103)
Total current assets	1,828	31,969
Total assets	1,828	31,969
Total current liabilities	4,906,501	4,673,030
Stockholders' deficiency	\$ (4,904,673)	\$ (4,641,061)

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

General

In this section, we explain our consolidated financial condition and results of operations for the years ended December 31, 2018 and December 31, 2017. As you read this section, you may find it helpful to refer to our Consolidated Financial Statements in Item 8 of this annual report.

Until we acquired our former subsidiary, Graph-O-Logic, S.A. in August 1999, we had no material or substantive business operations. Since then, our business has been as more fully described in " Part I, Item 1: Description of Business". Accordingly, in this section we focus solely on the historical business operations of the subsidiary and our current business plan and operations.

Critical Accounting Policies

We prepare our financial statements in accordance with generally accepted accounting principles in the United States of America. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and related disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant accounting policies and methods used in preparation of the financial statements are described in note 2 to our 2018 Consolidated Financial Statements included with this Annual Report on Form 10-K for the year ended December 31, 2018. We evaluate our estimates and assumptions on a regular basis, based on historical experience and other relevant factors. Actual results could differ materially from these estimates and assumptions. The following critical accounting policies are impacted by judgments, assumptions and estimates used in preparation of our December 31, 2018 Consolidated Financial Statements.

Research and development expenses:

We expense all of our research and development expenses in the period in which they are incurred. At such time as our products are determined to be commercially available, we will capitalize those development expenditures that are related to the maintenance of the commercial products and amortize these capitalized expenditures over the estimated life of the commercial product. The estimated life of the commercial product will be based on management's estimates, including estimates of current and future industry conditions. A significant change to these assumptions could impact the estimated useful life of our commercial products resulting in a change to amortization expense and

impairment charges.

Stock-based compensation:

The Corporation accounts for stock-based compensation in accordance with the provisions of ASC Topic 718 “Compensation – stock compensation”). ASC Topic 718 requires all share-based payments, including stock options granted by the Corporation to its employees, to be recognized as expenses, based on the fair value of the share-based payments at the date of grant. For purposes of estimating the grant date fair value of stock-based compensation, the Corporation uses the Black Scholes option-pricing model and has elected to treat awards with graded vesting as a single award. The fair value of awards granted is recognized as compensation expense on a straight-line basis over the requisite service period, which in the Corporation’s circumstances is the stated vesting period of the award.

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Financial instruments:

We have issued convertible notes and convertible notes with common shares. The fair value of the convertible notes is required to be estimated as well as the fair value of the convertible notes issued with common shares. There are significant assumptions and management estimates used in determining these amounts. A significant change to these assumptions could result in a significant change to the fair value of the convertible notes.

Plan of Operations

We are a development stage enterprise. As such, our historical results of operations are unlikely to provide a meaningful understanding of the activities expected to take place during the period through December 31, 2019. Our major initiatives through December 31, 2019 are:

- *obtaining commercial sales of our products, and continuing our current marketing program;
- *developing and improving product agents to perform specialized functions common to many e-commerce sites and m-commerce; and
- *furthering the development of our products.

For more information, please see “Part 1. Item 1: Description of Business – Our Technology.”

Sales and Marketing Plans: We will continue our marketing process with our focus being potential customers located in North America, Latin America, Europe, the Middle East and Asia Pacific. The potential customers and our current marketing program are more fully described in “Part 1. Item 1: Description of Business - Target Market.”

We will continue to focus our marketing efforts on identifying potential customers by presenting technical seminars, participating in trade shows, using the services of social media, public relations firms, market research, the creation and dissemination of technical and commercial collateral materials, the maintenance and periodic re-design of our website, and the placement of advertisements in print and electronic publications. Subject to our ability to obtain adequate funding, we plan on spending \$100,000 on our marketing efforts during the year ending December 31, 2019.

Our sales representatives, who are compensated on a base compensation plus commission basis, will follow up with potential customers identified through our marketing efforts, with the objective of more fully explaining the benefits of our products and negotiating the terms of the licensing of our products. Subject to our ability to obtain adequate funding, we expect to spend approximately \$200,000 on our sales initiatives, including compensation and travel expenses, during the year ending December 31, 2019.

Subject to our ability to obtain adequate funding, our sales and marketing expenditures for the year ending December 31, 2019 are expected to total \$300,000.

Cost of Sales and Services: In the event that our sales efforts are successful, we will need to assist our customers in the implementation of our products. Depending on the success of our sales efforts, and subject to our ability to obtain adequate funding, we expect to spend \$10,000 on training and related activities during the year ending December 31, 2019.

Product Development: We plan on continuing to fund third parties to develop our key technology and related products, under the direction and management of our product management group and our senior

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management. For more information please see “Part 1. Item 1. Description of Business - Our Technology”.

We will improve and further develop our products based on responses from potential customers. The costs associated with our product development activities are primarily those currently planned and thus are subject to a high degree of control. Subject to our ability to obtain adequate funding, we estimate that the cost of our product development program during the year ending December 31, 2019 will be \$900,000.

General and Administrative Expenses: Subject to our ability to obtain adequate funding, we expect to spend \$262,000 on general and administrative activities during the year ending December 31, 2019.

In summary, provided we are able to obtain adequate funding, we expect to spend a total of \$1,472,000 for all expenses during the year ending December 31, 2019, subject to our ability to generate revenues from the licensing of our products and our ability to raise additional capital.

Since entering the development stage, we have obtained financing through the private placement of preferred shares, debt, convertible debentures, common stock and warrants, and through the exercise of some of these warrants. Until such time as we generate sufficient revenues from the licensing of our software applications, we will continue to be dependent on raising substantial amounts of additional capital through any one or a combination of debt offerings or equity offerings, including but not limited to:

- *debt instruments, including demand notes and convertible notes similar to those discussed below in “Liquidity and Capital Resources”;
- *private placements of preferred shares and of common stock;
- *exercise of stock options at a weighted average exercise price of \$0.04 per share; or
- *funding from potential clientele or future industry partners.

Results of Operations

In this section, we discuss our operations for the periods indicated and the factors affecting them that resulted in changes from one period to the other.

The fiscal year ended December 31, 2018 compared to the fiscal year ended December 31, 2017

Revenue: On January 1, 2006 we entered into an agreement with a Value-Added Reseller (“VAR”), pursuant to which we granted the VAR a license to sell our software to the VAR’s customers for a period of three years. As a result of subsequent delays in completing certain of our software products to a market ready stage, and in consideration of the general market decline during 2009, we have agreed to extend the expiry of this agreement, with terms to be negotiated upon completion of our current development initiatives. Our fee for this license, excluding applicable sales taxes, was \$155,000, of which \$151,650 has been collected. We will recognize revenue in connection with this sale once all of the criteria required for us to do so as set out in our accounting policies, have been met.

During the year ended December 31, 2010, we entered into an agreement with a VAR, pursuant to which we granted the VAR a license to sell our software to the VAR’s customers for a period of one year. A nonrefundable deposit of \$165,000 was received in connection with this contract; revenue will be recognized under this contract as the conditions for recognizing revenue as set out in our accounting policies have been met.

During the year ended December 31, 2016, we entered into a Software License Agreement with a customer pursuant to which we granted a license to integrate and deploy our software in their application. An initial

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license fee of \$400,000 was paid on signing for the license and integration, which integration was completed during 2016. A royalty per end point and/or end user is payable quarterly in arrears upon deployment of the application. We also entered into a Software License Agreement with another customer pursuant to which we granted a license to integrate and deploy our software in their application. An initial license fee of \$75,000 was paid on signing for the license and another payment of \$75,000 is due upon the integration, which is scheduled for completion during 2019, plus a royalty per end point and/or end user is payable quarterly in arrears upon deployment of the application.

We had no revenue during the years ended December 31, 2017 and December 31, 2018 as a result of a shift in our selling focus to large companies for whom the sales cycle is much longer.

Since August 1999, we have directed all of our attention towards the completion, and sales and marketing of our software applications. We believe that if we are successful in our development and sales and marketing efforts, we will generate a source of revenue in the future from sales and/or licensing of our software applications.

Selling, general and administrative expenses: Selling, general and administrative expenses consist primarily of personnel costs, professional fees, communication expenses, occupancy costs and other miscellaneous costs associated with supporting our research and development, sales and marketing and investor relations activities. During the year ended December 31, 2018 we incurred a total of \$269,141, as compared to \$499,323, during the year ended December 31, 2017. There was an overall decrease in selling, general and administrative expenses of \$230,182 (46%).

The decrease in selling, general and administrative expenses occurred primarily as a result of a decrease in stock-based remuneration for administrative consultants.

We have made efforts to reduce these costs wherever possible, through measures such as reducing the number of personnel, reducing our occupancy costs, postponing our Annual General Meeting, reducing the number of trade shows in which we participate, reducing travel costs, and delaying production of new promotional material. We will continue to carefully monitor our selling, general and administrative expenses as we work within current budgetary limits leading up to the full commercial release of our products.

Research and development expenses: Research and development expenses consist primarily of personnel costs, consulting fees and travel expenses directly associated with the development of our software applications. During the year ended December 31, 2018, we spent \$64,811 developing our software applications, compared to \$497,924 during the year ended December 31, 2017. There was an overall decrease in research and development expenses of \$433,113 (87%).

The decrease in research and development expenses occurred primarily as a result of us engaging less personnel to assist in our research and development activities; below is a summary of these activities during the year.

Q1 2018

During Q1 2018, the primary focus of our development activity was supporting analysis by our prospective customers of what cyber security risks that Validian's core technology could protect against in our prospective customers' technical environments.

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Q2 2018

During Q2 2018, the primary focus of our development activity was research on securing web applications and browsers including design, architecture and testing.

Q3 2018

During Q3 2018, the primary focus of our development activity was developing and writing test plans and procedures for version 3.3 of Validian's technology.

Q4 2018

During Q4 2018, the primary focus of our development activity was developing and writing test plans and procedures for version 3.3 of Validian's technology and support during customer and prospect technical reviews.

Interest and financing costs: Interest and financing costs during the year ended December 31, 2018 and during the year ended December 31, 2017 consisted of interest and financing costs associated with our 10% senior convertible notes, our convertible promissory notes, and our promissory notes. During the year ended December 31, 2018, we incurred \$344,762 in interest and financing costs, a decrease of \$624,104 (64%) over the \$968,866 in interest and financing costs incurred during the year ended December 31, 2017.

The \$344,762 in interest and financing costs we incurred during the year ended December 31, 2018 is comprised of \$153,365 of interest paid and payable to the holders of our debt; \$170,981 of accretion on our 10% senior convertible notes, our promissory notes and our convertible promissory notes; \$12,321 in amortization of original issue discount on our convertible promissory notes; and \$8,095 of financing costs. The \$968,866 in interest and financing costs we incurred during the year ended December 31, 2017 is comprised of \$188,311 of interest paid and payable to the holders of our debt; \$716,356 of accretion on our 10% senior convertible notes, our promissory notes and our convertible promissory notes; \$38,402 in amortization of original issue discount on our convertible promissory notes; and \$25,797 of financing costs.

Aggregate interest and financing costs decreased by \$624,104 (64%) during the year ended December 31, 2018 as compared with the year ended December 31, 2017. There was a decrease of \$34,947 (19%) in coupon rate interest charges, which occurred primarily as a result of a decrease in new debt issued during 2018, where interest paid was

recorded in the prior year upon issuance. In addition, no prepayment bonus was incurred in accordance with the prepayment provision on our convertible promissory notes during 2018, a decrease of \$38,897 over the \$38,897 in prepayment bonus incurred during 2017.

Charges to interest as a result of accretion decreased by \$545,375 (76%), as a result of the equity components of notes outstanding during 2018 having a lower relative fair value than those outstanding during 2017.

Financing costs relate to our convertible promissory notes and our promissory notes and are deferred at issuance and amortized over the life of the note. During the year ended December 31, 2018, we paid no finance costs on new notes issued, as compared with \$16,000 paid on new notes issued during the year ended December 31, 2017. This is a result of no new notes issued during the year ended 2018. Financing costs recognized as expense through periodic amortization charges decreased by \$17,702 (68%) during the year ended December 31, 2018 as compared with the year ended December 31, 2017.

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During the year ended December 31, 2018, we did not pay original issue discounts in connection with the issuance of our convertible promissory notes. \$12,321 in original issue discount was recognized as expense through periodic amortization charges during the year. During the year ended December 31, 2017, we paid \$18,000 in original issue discount in connection with the issuance of our convertible promissory notes, which was deferred at issuance and is being amortized over the life of the note. \$38,402 in original issue discount was recognized as expense through periodic amortization charges during the year ended December 31, 2017.

Other expense: Other expense is comprised of realized and unrealized gains and losses on foreign currency translations, the majority of which relate to accounts payable and accrued liabilities denominated in Canadian dollars. During the year ended December 31, 2018, the United States dollar gained strength in relation to the Canadian dollar, resulting in a net gain of \$165,318 on foreign currency translations. During the year ended December 31, 2017, the Canadian dollar gained strength in relation to the United States dollar, resulting in a net loss of \$133,299 on foreign currency translations.

Net loss: We incurred a loss of \$513,396 (\$0.00 per share) for the year ended December 31, 2018, compared to a loss of \$2,099,412 (\$0.00 per share) for the year ended December 31, 2017. Our revenues and future profitability and future rate of growth are substantially dependent on our ability to:

- *license the software applications to a sufficient number of clients;
- *be cash-flow positive on an ongoing basis;
- *modify the successful software applications, over time, to provide enhanced benefits to existing users; and
- *successfully develop related software applications.

Liquidity and Capital Resources

General: Since inception, we have funded our operations from private placements of debt and equity securities. In addition, until September 1999, we derived revenues from consulting contracts with affiliated parties, the proceeds of which were used to fund operations. Until such time as we are able to generate adequate revenues from the licensing of our software applications, we cannot assure that we will be successful in raising additional capital, or that cash from the issuance of debt securities, the exercise of existing warrants and options, and the placements of additional equity securities, if any, will be sufficient to fund our long-term research and development and selling, general and administrative expenses.

Our bank indebtedness increased by \$68 during the year ended December 31, 2018, from a bank indebtedness of \$103 at December 31, 2017, to a bank indebtedness of \$171 at December 31, 2018, primarily as a result of our operating activities, which generated a net loss of \$173,068. This decrease in cash was substantially offset by our financing activities which generated net proceeds of \$173,068. Our cash and cash equivalents decreased by \$191,867 during the year ended December 31, 2017, from a balance of \$191,764 at December 31, 2016, to a bank indebtedness of \$103 at December 31, 2017, primarily as a result of our operating activities, which generated a net loss of \$527,102. This decrease in cash was substantially offset by our financing activities which generated net proceeds of \$335,338.

As discussed elsewhere in this report, we have added an explanatory paragraph to our consolidated financial statements for the year ended December 31, 2018. It states that our economic viability is dependent on our ability to finalize the development of our principal products, generate sales and finance operational expenses, and that these factors, together with our lack of revenues to date, our negative working capital, our loss for the year, as well as negative cash flow from operating activities, and our accumulated deficit, raise substantial doubt regarding our ability to continue as a going concern. At December 31, 2018, we had negative working capital of \$4,904,673 and an accumulated deficit of \$55,273,224; we incurred a net loss of \$513,396, and negative cash flow from operations of \$173,068 for

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the year then ended; and note 2(a) to our consolidated financial statements for the year ended December 31, 2018 also discusses the continuing substantial doubt regarding our ability to continue as a going concern.

We had no commercial sales during the years ended December 31, 2017 and December 31, 2018. We anticipate further commercial sales during the second or third quarter of 2018, however we cannot be assured that this will be the case. During the year ended December 31, 2017, we engaged five new consultants to provide marketing and investor relations services; we did not hire any new employees. We do not expect to hire any additional personnel during the next six months unless we are successful in raising significant funds through commercial sales or the issuance of our debt or equity securities. We have not made, nor do we expect to make, any material commitments for capital equipment expenditures during the next twelve months.

We have an immediate requirement for additional working capital in order to proceed with our business plan. We review our cash needs and sources on a month-to-month basis and we are currently pursuing appropriate opportunities to raise additional capital to fund operations. Additional sources of capital could involve issuing equity or debt. However, additional funding may not be available to us on reasonable terms, if at all. The perceived risk associated with the possible sale of a large number of shares could cause some of our stockholders to sell their stock, thus causing the price of our stock to decline. In addition, actual or anticipated downward pressure on our stock price due to actual or anticipated sales of stock could cause some institutions or individuals to engage in short sales of our common stock, which may itself cause the price of our stock to decline. We may be unable to raise additional capital if our stock price is too low. A sustained inability to raise capital could force us to limit or curtail our operations.

We expect the level of our future operating expenses to be driven by the needs of our research and development and marketing programs offset by the availability of funds. In addition, we have since inception made an effort to keep our expenses relatively low and conserve available cash until we begin generating sufficient operating cash flow.

Sources of Capital: Our principal sources of capital for funding our business activities have been the private placements of debt and equity securities. During the year ended December 31, 2018, we made \$20,000 of repayments on our 10% senior convertible notes and received \$193,000, net of repayments, of our promissory notes.

During the period from January 1 to March 20, 2019, we issued \$52,345 U.S. and \$17,459 CDN of our 12% promissory notes, the proceeds of which were used to fund operations.

The Corporation has not entered into any off-balance sheet arrangement which would have provided the Corporation with a source of capital.

Uses of Capital: Over the past several years, we have scaled our development activities to the level of available cash resources. Research and development expenses for the year ended December 31, 2018 decreased by approximately 87% as compared to the year ended December 31, 2017. Selling, general and administrative expenses for the year ended December 31, 2018 decreased by approximately 46% as compared to the year ended December 31, 2017. The changes in these expenses occurred as a result of several factors, as explained under “Results of Operation.”

Our plans with respect to future staffing will be dependent upon our ability to raise additional capital. We have not entered into any off-balance sheet arrangements which would have resulted in our use of capital.

The cost to implement appropriate controls and procedures to ensure compliance with Section 404 of the Act is included in our budget for 2018.

Commitments: We are not currently a party to any operating lease agreement, nor do we have any contingent liabilities.

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Item 8. Financial Statements.

Consolidated Financial Statements of

VALIDIAN CORPORATION

Years ended December 31, 2018 and 2017

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Validian Corporation

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Validian Corporation (the “Company”) as of December 31, 2018 and December 31, 2017 and the related statements of operations, stockholders’ equity, and cash flows for each of the years in the two-year period ended December 31, 2018, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and December 31, 2017, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has no revenues, has negative working capital at December 31, 2018, has incurred recurring losses and recurring negative cash flow from operating activities, and has an accumulated deficit which raises substantial doubt about its ability to continue as a going concern.

Management's plans concerning these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ AMC Auditing

AMC Auditing

We have served as the Company's auditor since 2011

Las Vegas, Nevada

March 22, 2019

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Consolidated Balance Sheets

December 31, 2018 and 2017

(In U.S. dollars)

	2018	2017
Assets		
Current assets:		
Value added taxes recoverable	1,828	5,995
Prepaid expenses	—	25,974
Total current assets	1,828	31,969
Total assets	\$ 1,828	\$ 31,969
Liabilities and Stockholders' Deficiency		
Current liabilities:		
Bank indebtedness	\$ 171	\$ 103
Accounts payable	688,431	697,438
Accrued liabilities	2,486,174	2,387,412
Accrued interest on 10% notes payable to related parties (note 10)	4,001	4,187
Deferred revenue	320,000	320,000
Promissory notes payable (note 4)	258,750	61,250
10% Senior convertible notes (note 5)	1,148,974	1,168,974
Promissory notes payable to a related party (note 4 and 10)	—	4,500
Convertible promissory notes (note 6)	—	29,166
Total current liabilities	4,906,501	4,673,030
Total liabilities	4,906,501	4,673,030
Stockholders' deficiency:		
Series A Convertible Preferred stock (\$0.001 par value, \$1,000 stated value. Authorized 10,000 shares in 2018 and 2017; issued and outstanding 2,230 shares in 2018 and 2,230 shares in 2017)	2	2
Series B Convertible Preferred stock (\$0.001 par value, \$1,000 stated value. Authorized 5,000 shares in 2018 and 2017; issued and outstanding 3,900 shares in 2018 and 3,900 shares in 2017)	4	4
Series C Convertible Preferred stock (\$0.001 par value, \$1,000 stated value. Authorized	3	3

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5,000 shares in 2018 and 2017; issued and outstanding 3,409 shares in 2018 and 3,409 shares in 2017)

Common stock (\$0.001 par value. Authorized 700,000,000 shares in 2018 and in 2017; Issued and outstanding 688,287,060 shares in 2018 and 600,520,343 shares in 2017 (note 7(a))

	688,287	600,520
Additional paid-in capital	49,729,993	49,567,976
Deficit	(55,273,224)	(54,759,828)
Treasury stock (7,000 shares in 2018 and 2017 at cost)	(49,738)	(49,738)
Net stockholders' deficiency	(4,904,673)	(4,641,061)
Future operations (note 2(a))		
Guarantees and commitments (note 11)		
Subsequent events (note 16)		
Total liabilities and stockholders deficiency	\$ 1,828	\$ 31,969

See accompanying notes to consolidated financial statements

Table of Contents**VALIDIAN CORPORATION**

Consolidated Statements of Operations

Years ended December 31, 2018 and 2017

(In U.S. dollars)

	2018	2017
Income:		
Software licensing fees	\$ —	\$ —
Total Income	—	—
Expenses:		
Selling, general and administrative	269,139	499,323
Research and development	64,811	497,924
Total Expenses	333,952	997,247
Loss before the undernoted	(333,952)	(997,247)
Other income (expenses):		
Interest and financing costs (note 10)	(344,762)	(968,866)
Other	165,318	(133,299)
Total other expenses	(179,444)	(1,102,165)
Net loss	\$(513,396)	\$(2,099,412)
Loss per common share – basic and diluted (note 9)	\$(0.00)	\$(0.00)
Weighted average number of common shares outstanding	663,149,826	501,784,788

See accompanying notes to consolidated financial statements.

Table of Contents**VALIDIAN CORPORATION**

Condensed Statements of Changes in Stockholders' Equity (Deficiency)

ended December 31, 2018 and 2017

(\$, dollars)

			Ser. A	Ser. A	Ser. B	Ser. B	Ser. C	Ser.C				
	Common	Conv.	Conv.	Conv.	Conv.	Conv.	Conv.	Conv.	Additional		Treasury	
	stock	Pref	Pref	Pref	Pref	Pref	Pref	Pref	paid-in	Deficit	stock	
	Number	amount	Number	Amount	Number	Amount	Number	Amount	capital			
es at												
ber												
16	442,341,498	\$442,342	2,230	\$ 2	3,900	\$ 4	3,151	\$ 3	\$48,555,010	\$(52,660,416)	\$(49,738)	\$(3,71
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)	10,499,001	10,500	—	—	—	—	—	—	57,235	—	—	
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(b))	—	—	—	—	—	—	258	-	118,200	—	—	1
issued	147,604,844	147,603	—	—	—	—	—	—	540,829	—	—	6
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	—	—	—	—	—	—	—	—	—	(513,396)	—	(51
688,287,060	\$688,287	2,230	\$ 2	3,900	\$ 4	3,409	\$ 3	\$49,729,993	\$(55,273,224)	\$(49,738)	\$(4,90	

See accompanying notes to consolidated financial statements.

Table of Contents**VALIDIAN CORPORATION**

Consolidated Statements of Cash Flows

Years ended December 31, 2018 and 2017

(In U.S. dollars)

	2018	2017
Cash flows from operating activities:		
Net loss	\$(513,396)	\$(2,099,412)
Items not involving cash:		
Stock-based compensation expense (note 7(d))	22,910	71,771
Non-cash interest expense	342,567	921,475
Change in non-cash operating working capital (note 14)	(25,149)	579,064
Net cash used in operating activities	(173,068)	(527,102)
Cash flows from investing activities:		
Net cash used in investing activities	—	—
Cash flows from financing activities:		
Bank indebtedness	68	103
Issuance of 10% senior convertible notes	—	151,235
Issuance of convertible promissory notes	—	351,000
Issuance of promissory notes	197,500	31,000
Debt issuance costs	—	(16,000)
Original issue discount	—	(18,000)
Repayment of promissory notes	(4,500)	(88,000)
Repayment of 10% senior convertible notes	(20,000)	(5,000)
Repayment of convertible promissory notes	—	(71,000)
Net cash provided by financing activities	173,068	335,338
Net increase (decrease) in cash and cash equivalents	—	(191,764)
Cash and cash equivalents, beginning of period	—	191,764
Cash and cash equivalents, end of period	\$ --	\$ --

Supplementary information (note 15)

See accompanying notes to consolidated financial statements.

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1 . General:

Validian Corporation (the “Corporation”) was incorporated in the State of Nevada on April 12, 1989 as CCC Funding Corp. The Corporation underwent several name changes before being renamed to Validian Corporation on January 28, 2003.

Since August 3, 1999, the efforts of the Corporation have been devoted to the development of a high speed, highly secure method of transacting business using the internet, and to the sale and marketing of the Corporation’s products.

2 . Summary of significant accounting policies:

(a) Future operations:

The consolidated financial statements have been prepared assuming that the Corporation will continue as a going concern. The Corporation has had limited revenues to date, has negative working capital of \$4,904,673, has accumulated a deficit of \$55,273,224 as at December 31, 2018, and has incurred a loss of \$513,396 and negative cash flow from operations of \$173,068 for the year then ended. Furthermore, the Corporation failed to settle certain of its promissory notes and 10% senior convertible notes when they matured on various dates during the years 2007 through 2018, resulting in a condition of default for all of the 10% senior convertible notes and the promissory notes; a significant portion of these notes remain in default as at December 31, 2018. In addition, the Corporation expects to continue to incur operating losses for the foreseeable future and has no lines of credit or other financing facilities in place.

If the Corporation obtains further financing and generates revenue, it expects to incur operating expenditures of approximately \$1,472,000 for the year ending December 31, 2019. In the event the Corporation cannot raise the funds necessary to finance its research and development and sales and marketing activities, it may have to cease operations.

All of the factors above raise substantial doubt about the Corporation’s ability to continue as a going concern. Management’s plans to address these issues include raising capital through the private placement of equity, the exercise of previously-issued equity instruments and through the issuance of additional promissory notes and convertible notes.

The Corporation’s ability to continue as a going concern is subject to management’s ability to successfully implement these plans. Failure to do so could have a material adverse effect on the Corporation’s position and or results of

operations and could also result in the Corporation's ceasing operations. The consolidated financial statements do not include adjustments that would be required if the assets are not realized and the liabilities settled in the normal course of operations.

Even if successful in obtaining financing in the near term, the Corporation cannot be certain that cash generated from its future operations will be sufficient to satisfy its liquidity requirements in the longer term, and it may need to continue to raise capital by issuing additional equity or by obtaining credit facilities. The Corporation's future capital requirements will depend on many factors, including, but not limited to, the market acceptance of its products and the level of its promotional activities and advertising required to generate product sales. No assurance can be given that any such additional funding will be available or that, if available, it can be obtained on terms favorable to the Corporation.

(b) Principles of consolidation:

These consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America and include the accounts of Validian Corporation and its wholly-owned subsidiaries, Sochrys Technologies Inc. and Evolusys S.A. All intercompany balances and transactions have been eliminated.

(c) Cash and cash equivalents:

Cash and cash equivalents include liquid investments with original maturity dates of three months or less.

2 . Summary of significant accounting policies (continued):

(d) Property and equipment:

Property and equipment is stated at cost less accumulated depreciation and includes computer hardware and software. These assets are being depreciated on a straight-line basis over their estimated useful lives, as follows: computer hardware: 2 years; computer software: 1 year.

(e) Leases:

Leases are classified as either capital or operating in nature. Capital leases are those which substantially transfer the benefits and risk of ownership to the Corporation. Assets acquired under capital leases are depreciated as described in note 1(d). Obligations recorded under capital leases are reduced by the principal portion of lease payments. The imputed interest portion of lease payments is charged to expense.

(f) Prepaid expenses:

Prepaid consulting fees related to services to be rendered within twelve months from the balance sheet date are included in prepaid expenses. These costs are charged to expenses as the services are rendered. If for any reason circumstances arise which would indicate that the services will not be performed in the future, any remaining balance included in prepaid expenses will be charged to expense immediately.

(g) Income taxes:

Deferred income taxes are determined using the asset and liability method, whereby deferred income tax is recognized based on temporary differences using enacted tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Temporary differences between the carrying values of assets or liabilities used for tax purposes and those used for financial reporting purposes arise in one period and reverse in one or more subsequent periods. In assessing the realizability of deferred tax assets, management considers known and anticipated factors impacting whether some portion or all of the deferred tax assets will not be realized. To the extent that the realization of deferred tax assets is not considered to be more likely than not, a valuation allowance is provided.

(h) Revenue recognition:

Revenue from sale of product licenses is recognized when all of the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collectability is probable.

Revenue from product support contracts is recognized ratably over the life of the contract. Revenue from services is recognized at the time such services are rendered.

For contracts with multiple elements such as product licenses, product support and services, the Corporation follows the residual method. Under this method, the total fair value of the undelivered elements of the contract, as indicated by vendor specific objective evidence, is deferred and subsequently recognized when all criteria for recognizing revenue have been met. The difference between the total contract fee and the amount deferred for the undelivered elements is recognized as revenue related to the delivered elements. Vendor specific objective evidence for support and consulting services is obtained from contracts where these elements have been sold separately. Where the Corporation cannot determine the fair value of all of the undelivered elements, revenue is deferred until such time as it can be determined, or until all of the elements are delivered.

Revenues that have been prepaid but for which all elements have not been delivered, are reflected as deferred revenue on the consolidated balance sheet.

2 . Summary of significant accounting policies (continued):

(i) Research and development:

Costs related to research, design and development of software products are charged to research and development expenses as incurred unless they meet the generally accepted criteria for deferral and amortization. Software development costs incurred prior to the establishment of technological feasibility do not meet these criteria and are expensed as incurred. To date the Corporation has not capitalized any software development costs.

(j) Advertising expense:

Advertising costs are expensed upon the start of the scheduled advertising.

(k) Foreign currency translation:

The functional currency for the financial statements of the Corporation is the United States dollar. Exchange gains or losses are realized due to differences in the exchange rate at the transaction date versus the rate in effect at the settlement or balance sheet date. Exchange gains and losses are recorded in the statement of operations.

(l) Stock-based compensation:

The Corporation accounts for stock-based compensation in accordance with the provisions of ASC Topic 718 “Compensation – stock compensation” (ASC Topic 718). ASC Topic 718 requires all share-based payments, including stock options granted by the Corporation to its employees, to be recognized as expenses, based on the fair value of the share-based payments at the date of grant. For purposes of estimating the grant date fair value of stock-based compensation, the Corporation uses the Black Scholes option-pricing model and has elected to treat awards with graded vesting as a single award. The fair value of awards granted is recognized as compensation expense on a straight-line basis over the requisite service period, which in the Corporation’s circumstances is the stated vesting period of the award.

In adopting ASC Topic 718, the Corporation applied the modified-prospective transition method. Under this method, the Corporation has recognized compensation costs for all share-based payments granted, modified, or settled after

January 1, 2006, as well as for any awards that were granted prior to January 1, 2006 for which the requisite service had not been provided as of that date (unvested awards).

(m) Impairment or disposal of long-lived assets:

The Corporation accounts for long-lived assets in accordance with ASC Topic 360-10 "Impairment or disposal of long-lived assets". This Statement requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

(n) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results may differ from those estimates. Significant management estimates include assumptions used in estimating the fair value of convertible notes issued with common stock.

(o) Accounting for uncertainty in income taxes:

The Corporation does not recognize adjustments in the liability for unrecognized income tax benefits. As of December 31, 2018, the Corporation had approximately \$12,050,000 of unrecognized tax benefits, all of which would affect the Corporation's effective tax rate if recognized.

3 . Property and equipment:

	2018		
	Cost	Accumulated depreciation	Net book value
Computer hardware and software	\$ 34,590	\$ 34,590	\$ --
	\$ 34,590	\$ 34,590	\$ --

	2017		
	Cost	Accumulated depreciation	Net book value
Computer hardware and software	\$ 34,590	\$ 34,590	\$ --
	\$ 34,590	\$ 34,590	\$ --

4 . Promissory notes payable:

The following table sets forth the financial statement presentation of the promissory note proceeds on issuance, and the changes in the financial statement presentation of the balance allocated to the notes as at and for the years ended December 31, 2018 and 2017:

	2018	2017
Balance at beginning of year	\$ 65,750	\$ 112,784
Note proceeds on issuance	197,500	35,000
Allocated to common stock and additional paid-in capital for the		
relative fair value of stock issued to holders of the notes:		
Allocated to common stock par value	--	(75)
Allocated to additional paid-in capital	--	(1,506)
	--	(1,581)

Proceeds allocated to promissory notes on issuance	--	33,419
Accretion recorded as a charge to interest and financing costs	--	7,547
Principal repaid	(4,500)	(88,000)
Balance end of period	258,750	65,750
Payable to a related party (note 10)	--	(4,500)
Balance at end of year	\$ 258,750	61,250

During the year ended December 31, 2018, the Company issued \$197,500 of its promissory notes. The notes are payable on demand, and bear interest at the rate of 12% per annum.

During the year ended December 31, 2018, the Company also repaid \$4,500 of the promissory notes, and \$345 in accrued interest charges thereon.

The notes outstanding at December 31, 2018 bear interest at the rate of 12% per annum.

During the year ended December 31, 2017, the Company issued \$35,000 of its promissory notes. The notes are payable on demand, and bear interest at the rate of 12% per annum. The Company issued shares of its common stock to the investors at issuance; \$, representing the relative fair value of the shares, was charged to common stock and additional paid in capital.

4 . Promissory notes payable (continued):

During the year ended December 31, 2017, the Company also repaid \$88,000 of the promissory notes, and \$3,526 in accrued interest charges thereon.

The notes outstanding at December 31, 2017 bear interest at the rate of 12% per annum.

The promissory notes are unsecured.

Included in interest and financing costs for the year ended December 31, 2018 is \$21,871 (2017: \$6,827) of interest paid and payable to the holders of the promissory notes; \$0 (2017: \$3,679), of accretion charges; and \$0 (2017: \$3,868) of finance fees. Interest on the promissory notes paid in cash during the year ended December 31, 2018 was \$345 (2017: \$3,526).

5 . 10% Senior convertible notes:

The following table sets forth the financial statement presentation of the 10% senior convertible note proceeds on issuance, and the changes in the financial statement presentation of the balance allocated to the notes as at and for the years ended December 31, 2018 and 2017:

	2018	2017
Balance at beginning of year	\$1,168,974	\$ 962,739

Note principal on issuance and subsequent modification	--	211,235
Allocated to common stock and additional paid-in capital for		
market value of stock issued to holders of the notes:		
Allocated to common stock	--	(10,499)
Allocated to additional paid-in capital	--	(57,236)
	--	(67,735)
Proceeds allocated to 10% senior convertible notes on issuance	--	143,500
Accretion recorded as a charge to interest and financing costs	--	67,735
Principal repayments in cash	(20,000)	(5,000)
Balance at end of year	1,148,974	1,168,974

During the year ended December 31, 2018, the Company did not issue senior convertible notes, and repaid \$20,000 in principal.

Under the terms of the notes outstanding during the year ended December 31, 2018, the holders are permitted, at any time, to convert all or a portion of the outstanding principal plus accrued interest thereon into common stock of the company, at a rate of one common share for each \$0.03 of debt converted. The Corporation has the option of pre-paying all or any portion of the balance outstanding on the notes at any time, without penalty or bonus, with the permission of the holders. Interest on the notes is accrued until the notes are either repaid by the Corporation or converted by the holders. At the Corporation's option, interest may be paid either in cash or in common shares of the Corporation. If interest is paid in common shares, the number of shares required for settlement will be calculated at the rate of conversion in effect for the conversion of the note principal. The notes matured on December 31, 2018.

Notwithstanding the stated maturity dates, all of the notes issued during the year ended December 31, 2018 are payable on demand, pursuant to the default provisions of the notes, as described below.

5. 10% Senior convertible notes (continued):

Under the terms of the notes issued during the year ended December 31, 2017, the holders are permitted, at any time, to convert all or a portion of the outstanding principal plus accrued interest thereon into common stock of the company, at a rate of one common share for each \$0.03 of debt converted. The Corporation has the option of pre-paying all or any portion of the balance outstanding on the notes at any time, without penalty or bonus, with the permission of the holders. Interest on the notes is accrued until the notes are either repaid by the Corporation or converted by the holders. At the Corporation's option, interest may be paid either in cash or in common shares of the Corporation. If interest is paid in common shares, the number of shares required for settlement will be calculated at the rate of conversion in effect for the conversion of the note principal. The notes matured on December 31, 2017.

Holders of the notes issued during the year were granted 10,499,001 common shares of the Company upon issuance and subsequent modification of the notes; \$67,735, representing the relative fair value of the common shares at the issuance date, was allocated to the common shares par value and additional paid in capital.

Notwithstanding the stated maturity dates, all of the notes issued during the year ended December 31, 2017 are payable on demand, pursuant to the default provisions of the notes, as described below.

The Corporation failed to settle certain of its 10% senior convertible notes plus accrued interest thereon when they matured on various dates between October 1, 2008 and December 31, 2018. At December 31, 2018, a significant portion of these notes remained in default for non-payment. As a result of these non-payment defaults, all of the 10% senior convertible notes are in default at December 31, 2018, in accordance with the default provisions of the notes, and consequently are payable on demand. Interest is accrued at the coupon rate on all notes outstanding past the maturity date.

The following table summarizes information regarding the 10% senior convertible notes outstanding at December 31, 2018:

Note Conversion	
Principal	Rate
\$ 642,467	\$ 0.030
6,506	0.038
500,000	0.100
\$ 1,148,974	

The maximum number of shares issuable on conversion of all 10% senior convertible notes outstanding at December 31, 2018 was 26,586,767. Interest is payable in stock or in cash, at the discretion of the Corporation, therefore the potential conversion of the interest portion has not been included in our calculated issuance requirement.

All of the 10% senior convertible notes outstanding at December 31, 2018 were unsecured.

Included in interest and financing costs for the year ended December 31, 2018 is \$116,200 (2017: \$105,655) in coupon rate interest accrued on the 10% senior convertible notes; and \$nil (2017: \$67,735) in accretion related to the relative fair value of the equity components of the 10% senior convertible notes at issuance.

At December 31, 2018, the fair value of the stock issuable to fully convert the 10% senior convertible note principal, was \$438,682, which is \$710,292 lower than the principal amount of the notes.

6 . Convertible promissory notes:

During the year ended December 31, 2018, the Corporation did not issue convertible promissory notes.

During the year ended December 31, 2018, holders of the convertible promissory notes exercised the conversion feature of the notes, and converted \$219,563 of note principal, and \$29,222 of accrued interest on the notes, into 87,766,717 common shares of the Corporation.

During the year ended December 31, 2017, the Corporation issued \$351,000 of its convertible promissory notes for cash.

6. Convertible promissory notes (continued):

\$30,000 of the notes issued during the year ended December 31, 2017 bear interest at the rate of 8%, mature on October 31, 2018, and may be prepaid during the period from issuance to April 29, 2018, in full, at various rates ranging from 120% to 145% of the principal balance plus accrued interest to the date of prepayment. The holder has the option to convert any balance of principal and interest which is unpaid at April 29, 2018, or thereafter, into common stock of the Company. The rate of conversion for these notes is calculated as the average of the three lowest trading prices during the twenty trading days immediately preceding such conversion, discounted by 45%.

\$60,000 of the notes issued during the year ended December 31, 2017 bear interest at the rate of 8%, mature on July 17, 2018, and may be prepaid during the period from issuance to January 13, 2018, in full, at various rates ranging from 120% to 145% of the principal balance plus accrued interest to the date of prepayment. The holder has the option to convert any balance of principal and interest which is unpaid at January 13, 2018, or thereafter, into common stock of the Company. The rate of conversion for these notes is calculated as the average of the three lowest trading prices during the twenty trading days immediately preceding such conversion, discounted by 45%.

\$105,000 of the notes issued during the year ended December 31, 2017 bear interest at the rate of 8%, mature on June 12, 2018, and may be prepaid during the period from issuance to December 8, 2017, in full, at various rates ranging from 125% to 145% of the principal balance plus accrued interest to the date of prepayment. The holder has the option to convert any balance of principal and interest which is unpaid at December 8, 2017, or thereafter, into common stock of the Company. The rate of conversion for these notes is calculated as the lowest trading price during the ten trading days immediately preceding such conversion, including the date of conversion, discounted by 45%.

\$78,000 of the notes issued during the year ended December 31, 2017 bear interest at the rate of 8%, mature on November 10 2017, and could be prepaid during the period from issuance to August 2, 2017, in full, at various rates ranging from 125% to 145% of the principal balance plus accrued interest to the date of prepayment. The holder had the option to convert any balance of principal and interest which was unpaid at August 2, 2017, or thereafter, into common stock of the Company. The rate of conversion for these notes was calculated as the average of the lowest three trading prices during the ten trading days immediately preceding such conversion, discounted by 42%.

\$35,000 of the notes issued during the year ended December 31, 2017 bear interest at the rate of 8%, mature on February 12, 2018, and can be prepaid during the period from issuance to August 11, 2017, in full, at various rates ranging from 120% to 145% of the principal balance plus accrued interest to the date of prepayment. The holder has the option to convert any balance of principal and interest which is unpaid at August 11, 2017, or thereafter, into common stock of the Company. The rate of conversion for these notes is calculated as the average of the lowest three trading prices during the twenty trading days immediately preceding such conversion, discounted by 45%.

\$43,000 of the notes issued during the year ended December 31, 2017 bear interest at the rate of 12%, mature on November 30, 2017, and could be prepaid during the period from issuance to August 16, 2017, in full, at various rates ranging from 125% to 145% of the principal balance plus accrued interest to the date of prepayment. The holder had the option to convert any balance of principal and interest which was unpaid at August 16, 2017, or thereafter, into common stock of the Company. The rate of conversion for these notes was calculated as the average of the lowest three trading prices during the ten trading days immediately preceding such conversion, discounted by 42%.

\$295,196, representing the relative fair value of the beneficial conversion feature of the notes at date of issuance, was allocated to additional paid in capital; the notes are being accreted to their face value over the term of the notes, through periodic charges to interest expense using the effective interest rate method.

\$16,000 in finance fees were incurred in relation to the convertible promissory notes issued during 2017 and are being charged to interest and financing costs over the term of the notes, using the effective interest rate method.

\$18,000 in original issue discounts were incurred in relation to the convertible promissory notes issued during 2017 and are being charged to interest and financing costs over the term of the notes, using the effective interest rate method.

6 . Convertible promissory notes (continued):

During the year ended December 31, 2017, holders of the convertible promissory notes exercised the conversion feature of the notes, and converted \$659,687 of note principal, and \$28,744 of accrued interest on the notes, into 147,654,844 common shares of the Corporation.

Also, during the year ended December 31, 2017, the Corporation exercised the prepayment option and issued aggregate cash payments of \$114,864 in settlement of \$71,000 in principal amount, plus accrued interest and prepayment bonus thereon of \$43,864.

The discount to market conversion feature of the convertible promissory notes causes a theoretical possibility that the Corporation may be required to settle the notes by issuing more shares than are authorized. Management has calculated that the maximum number of shares required to convert the principal plus accrued interest on the convertible notes at December 31, 2017 was 77,411,942, which represents approximately 77.8% of the authorized, unissued shares at that date, and has also estimated that the fair value of the notes at December 31, 2017 approximates face value, therefore no adjustment for fair value restatement has been made.

At December 31, 2018, the fair value of the stock issuable to fully convert the convertible promissory note principal was \$nil.

7 . Stockholders' deficiency:

(a) Common stock transactions:

During the year ended December 31, 2018, holders of the convertible promissory notes exercised the conversion feature of the notes and converted an aggregate of \$219,563 of note principal, plus \$29,222 of accrued interest thereon, into 87,766,717 shares of the Company's common stock. (note 6).

In connection with the issuance of the Company's 10% senior convertible notes during year ended December 31, 2017, the Company issued 10,499,001 shares of its common stock, with a relative fair value of \$67,735, to the holders of the notes. (note 5).

During the year ended December 31, 2017, holders of the convertible promissory notes exercised the conversion feature of the notes and converted an aggregate of \$659,687 of note principal, plus \$28,744 of accrued interest thereon, into 147,654,844 shares of the Company's common stock. (note 6).

In connection with the issuance of the Company's promissory notes during the year ended December 31, 2017, the Company issued 75,000 shares of its common stock, with a relative fair value of \$1,581, to the holders of the notes. (note 4).

(b) Preferred stock transactions:

Series A Convertible Preferred Stock, par value \$0.001 per share, stated value \$1,000 per share. Convertible at any time by the shareholder into common stock of the Corporation, at \$0.10 per common share. 10,000 shares authorized.

Series B Convertible Preferred Stock, par value \$0.001 per share, stated value \$1,000 per share. Convertible at any time by the shareholder into common stock of the Corporation, at the rate of \$0.03 per common share. 5,000 shares authorized.

Series C Convertible Preferred Stock, par value \$0.001 per share, stated value \$1,000 per share. Convertible at any time by the shareholder into common stock of the Corporation, at the rate of \$0.03 per common share. 5,000 shares authorized.

During the year ended December 31, 2017, the Corporation issued 78 of its Series C Convertible Preferred Stock in settlement of \$78,000 of accounts payable and accrued liabilities.

During the year ended December 31, 2017, the Corporation issued 180 of its Series C Convertible Preferred Stock in settlement of \$40,200 of consulting fees rendered.

7 . Stockholders' deficiency (continued):**(c) Transactions involving stock options:**

The Corporation has two incentive equity plans, under which a maximum of 10,000,000 options to purchase 10,000,000 common shares may be granted to officers, employees and consultants of the Corporation. The granting of options, and the terms associated with them, occurs at the discretion of the board of directors, who administers the plan. The fair value of unvested options is determined at the date of grant and are included in expense over the vesting period. As of December 31, 2018, a total of 7,500,000 options were granted under these plans, all with an exercise price of \$0.04. The options expire on dates between May 12, 2020 and November 20, 2020 and are fully vested. 2,500,000 options remained available for grant under these plans as of December 31, 2018.

There were no transactions involving stock options during the years ended December 31, 2018 and December 31, 2017.

(d) Summary of stock-based compensation:

The following table presents the total of stock-based compensation included in the expenses of the Corporation for the years ended December 31, 2018 and 2017:

	2018	2017
Selling, general and administrative	\$ 22,910	\$ 71,771
Total stock-based compensation included in expenses	\$ 22,910	\$ 71,771

8 . Interest and financing costs:

Interest and financing costs include accrued interest, accretion and amortization of deferred financing costs and original issue discount relating to the convertible promissory notes; accrued interest, accretion and amortization of deferred financing costs on the promissory notes; and accrued interest and accretion on the 10% senior convertible notes.

9 . Loss per share:

As the Corporation incurred a net loss during the years ended December 31, 2018 and 2017, the loss and diluted loss per common share are based on the weighted-average common shares outstanding during the year. The following outstanding instruments could have a dilutive effect in the future:

	2018	2017
Stock issuable on conversion of the 10% senior convertible notes	26,586,767	27,253,434
Stock issuable on conversion of the convertible promissory notes and accrued interest thereon	--	77,411,942
Common shares issuable on conversion of the Series A convertible preferred stock	22,300,000	22,300,000
Common shares issuable on conversion of the Series B convertible preferred stock	130,000,000	130,000,000
Common shares issuable on conversion of the Series C convertible preferred stock	113,633,333	113,633,333
Stock issuable on exercise of the stock options	7,500,000	7,500,000
	300,020,100	378,098,709

10 . Related party transactions:

\$nil (2017: \$4,052) of accounts payable related to credit card expenses paid on behalf of the corporate shareholder.

\$4,001 (2017: \$4,187) in accrued interest charges relating to the 10% senior convertible notes and 12% promissory notes previously issued to a director and a company controlled by a director is included in accrued liabilities at December 31, 2018.

11 . Guarantees and Commitments:

a) Guarantees

The Corporation has entered into agreements which contain features which meet the definition of a guarantee under ASC Topic 460 “Guarantees” (Topic 460). Topic 460 defines a guarantee to be a contract that contingently requires the Corporation to make payments (either in cash, financial instruments, other assets, common stock of the Corporation or through the provision of services) to a third party based on changes in an underlying economic characteristic (such as interest rates or market value) that is related to an asset, liability or an equity security of the other party.

The Corporation has the following guarantees which are subject to the disclosure and measurement requirements of Topic 460:

The Corporation includes standard intellectual property indemnification clauses in its software license and service agreements. Pursuant to these clauses, the Corporation holds harmless and agrees to defend the indemnified party, generally the Corporation’s business partners and customers, in connection with certain patent, copyright or trade secret infringement claims by third parties with respect to the Corporation’s products. The term of the indemnification clauses is generally perpetual from the date of execution of the software license and service agreement. In the event an infringement claim against the Corporation or an indemnified party is successful, the Corporation, at its sole option, agrees that it will do one of the following: (i) procure for the indemnified party the right to continue use of the software; (ii) provide a modification to the software so that its use becomes non-infringing; (iii) replace the software with software which is substantially similar in functionality and performance; or (iv) refund the residual value of the software license fees paid by the indemnified party for the infringing software. The Corporation believes the estimated fair value of these intellectual property indemnification clauses is minimal.

Historically, the Corporation has not made any significant payments related to the above-noted indemnities and accordingly, no liability related to the contingent features of these guarantees has been accrued in the financial statements.

12. Fair value measurements:

The carrying value of cash and cash equivalents, value added taxes recoverable, accounts payable and accrued liabilities approximates fair value due to the short term to maturity of these instruments. The carrying value of the promissory notes, 10% senior convertible notes and convertible promissory notes, approximates fair value due to the issuance subsequent to December 31, 2018 of new debt instruments having similar terms and conditions.

13 . Income taxes:

Deferred income taxes reflect the impact of temporary differences between amounts of assets and liabilities as reported for financial reporting purposes and such amounts as measured by tax laws. The tax effects of temporary differences that gave rise to significant portions of the deferred tax asset and deferred tax liability are as follows:

	2018	2017
Deferred tax asset:		
Net operating loss carryforwards	\$ 11,000,000	\$ 10,900,000
Capital loss carryforwards	1,050,000	1,050,000
Total gross deferred tax asset	12,050,000	11,950,000
Valuation allowance	(12,050,000)	(11,950,000)
Net deferred taxes	\$ --	\$ --

13 Income taxes (continued):

Income tax expense attributable to loss before income taxes was \$nil (2017 - \$nil) and differed from the amounts computed by applying the U.S. federal income tax rate of 21% (2017 - 34%) to the net loss as a result of the following:

	2018	2017
Expected tax rate	21%	34%
Expected tax recovery applied to net loss before income taxes	\$ (101,000)	\$ (714,000)
Increase (decrease) in taxes resulting from:		
Change in valuation allowance	64,000	403,000
Compensation expense	5,000	24,000
Interest and financing costs	36,000	243,000
Other	(4,000)	44,000
	\$ --	\$ --

The Corporation has net operating losses of \$32,506,000 which are available to reduce U.S. taxable income and which expire as follows:

2019	\$ 391,000
2020	675,000
2021	521,000
2022	897,000
2023	1,671,000
2024	4,205,000
2025	3,381,000
2026	3,088,000
2027	2,623,000
2028	2,401,000
2029	1,299,000
2030	1,258,000
2031	1,298,000
2032	1,229,000
2033	1,475,000
2034	1,404,000

2035	1,704,000
2036	1,496,000
2037	1,184,000
2038	306,000
	\$ 32,506,000

The losses noted above are estimates, as the related tax returns have not been filed by the Corporation.

14 . Change

in non-cash operating working capital:

	2018	2017
Value added taxes recoverable	\$ 4,167	\$ 28,025
Prepaid expenses	3,063	--
Accounts payable	(9,007)	395,529
Accrued liabilities	(23,373)	155,510
Total	\$ (25,150)	\$ 579,064

15 . Supplementary cash flow information:

The Corporation paid no income taxes during the year ended December 31, 2018, nor during the year ended December 31, 2017. Interest paid in cash during the years ended December 31, 2018 and December 31, 2017 were \$2,194 and \$47,390, respectively.

Non-cash financing activities are excluded from the consolidated statement of cash flows. The following is a summary of such activities:

	2018	2017
Issuance of the Corporation's common stock in settlement of convertible promissory notes, and accrued interest thereon	\$ 248,784	\$ 688,431
Issuance of the Corporation's Series C convertible preferred shares in settlement of accounts payable, accrued liabilities and consulting fees	--	118,200
Issuance of the Corporation's 10% senior convertible notes in settlement of accounts payable and accrued liabilities	--	60,000
Issuance of the Corporation's promissory notes in settlement of accounts payable and accrued liabilities	--	4,000
	\$	\$
Total	248,784	870,631

16 . Subsequent events:

On February 6, 2019, the Company issued \$18,000 U.S. of its promissory notes for cash. The notes are payable on demand, and bear interest at the rate of 12% per annum.

On February 12, 2019, the Company issued \$19,500 U.S. of its promissory notes for cash. The notes are payable on demand, and bear interest at the rate of 12% per annum.

On February 12, 2019, the Company issued \$1,450 U.S. of its promissory notes for cash. The notes are payable on demand, and bear interest at the rate of 12% per annum.

On February 13, 2019, the Company issued \$17,459 CDN of its promissory notes for cash. The notes are payable on demand, and bear interest at the rate of 12% per annum.

On March 11, 2019, the Company issued \$1,395 U.S. of its promissory notes for cash. The notes are payable on demand, and bear interest at the rate of 12% per annum.

On March 18, 2019, the Company issued \$245,000 U.S. of its promissory notes for cash. The notes are payable on demand, and bear interest at the rate of 12% per annum.

On March 19, 2019, the Company issued \$12,000 U.S. of its promissory notes for cash. The notes are payable on demand, and bear interest at the rate of 12% per annum.

Except for the foregoing, we have evaluated subsequent events through the date the financial statements were issued. All material events have been disclosed.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures.

There have been no disagreements with accountants with respect to accounting and/or financial statements.

Item 9A(T). Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

An evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report. Based on the evaluation of our disclosure controls and procedures, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were not effective, as a result of the material weaknesses noted below, to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act was recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information required to be disclosed is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Changes in Internal Controls

There were no changes in our internal controls over financial reporting during the quarter ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management’s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Our internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The Company's internal control over financial reporting is not supported by written policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to further periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies and procedures may deteriorate.

Under the supervision and with the participation of management, including its principal executive officer and principal financial officer, our management assessed the design and operating effectiveness of internal control over financial reporting as of December 31, 2018 based on the framework in Internal Control —

Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on its evaluation under the framework in Internal Control — Integrated Framework, our management concluded that our internal control over financial reporting was not effective as of December 31, 2018, as a result of the material weaknesses noted below. The effectiveness of our internal control over financial reporting as of December 31, 2018 has not been audited by AMC Auditing, LLC CPA's, an independent registered public accounting firm, as stated in their report which is included herein.

In connection with the audit of our consolidated financial statements for the year ended December 31, 2018, our management identified the existence of certain significant internal control deficiencies that they considered to be material weaknesses. In particular, we identified the following weaknesses in our internal control system at December 31, 2018: (1) a lack of segregation of duties; (2) the lack of timely preparation of certain back up schedules; (3) finance staff's lack of sufficient technical accounting knowledge; (4) a lack of independent Board oversight; and (5) signing authority with respect to corporate bank accounts. The independent registered public accounting firm indicated that they considered these deficiencies to be reportable conditions as that term is defined under the standards established by the American Institute of Certified Public Accountants. Notwithstanding the material weakness identified by our independent registered public accountants, we believe that the financial statements and other financial information included in this report, fairly present in all material respects, the financial condition, results of operation and cash flows of the Corporation as of, and for, the periods represented in this report.

Our size has prevented us from being able to employ sufficient resources at this time to enable us to have an adequate level of supervision and segregation of duties within our internal control system. We will continue to monitor and assess the costs and benefits of additional staffing within the Company.

Set forth below is a discussion of the significant internal control deficiencies that have not been remediated.

Lack of segregation of duties. Our size has prevented us from being able to employ sufficient resources to enable us to have an adequate level of supervision and segregation of duties within our internal control system. Effective July 2008, we have had only two individuals, our accountant and our chief financial officer, involved in the accounting functions of the Corporation, including the processing of accounting entries and generating interim and year-end financial reports. Additionally, our chief financial officer is also our chief executive officer and sole officer and director. We are therefore inadequately staffed at this time to ensure a sufficient level of segregation of duties. As a result, this significant internal control deficiency had not been remediated as of the end of the period covered by this report, nor do we know if we will be able to remediate this weakness in the foreseeable future. However, we will continue to monitor and assess the costs and benefits of additional staffing.

Lack of timely preparation of back up schedules. Throughout 2018 and 2017, we were able to complete most of our back up schedules prior to the arrival of our independent registered public accountants' audit staff, however, during this time we consistently experienced a lack of complete preparedness. As such, we believe that this material weakness had not been remediated as of the end of the period covered by this report. Inasmuch as this deficiency is related to our lack of adequate staffing, which is a condition which our size prohibits us from remediating, we do not know if we will be able to remediate this weakness in the foreseeable future. We will continue to review our

procedures, and to make changes wherever practicable which will assist in remediating this deficiency.

Finance staff's lack of sufficient technical accounting knowledge. Due to the limited number of personnel, our finance staff does not have sufficient technical accounting knowledge to address all complex and non-routine accounting transactions that may arise. These transactions are sometimes extremely technical in nature and require an in-depth understanding of generally accepted accounting principles. As a result of this pervasive deficiency, these types of transactions may not be recorded correctly, potentially resulting in material misstatements of the financial statements of the Company. To address this risk, the Company has a control whereby it consults with its auditors and external advisors, as needed, in conjunction with the recording and reporting of complex and non-routine accounting transactions. Management has concluded that this control was operating effectively during the year, as the Company consulted with external advisors on certain complex and non-routine transactions resulting in no material misstatements being identified during the year-end audit. Although management has determined that this control was operating effectively during the year ended December 31, 2018, the finance staff's lack of sufficient technical accounting knowledge nonetheless remains a continued weakness in our internal control system. Any changes in the staff complement will be dependent upon the growth of our operations and the number of our staff to allow further technical accounting knowledge to address all complex and non-routine accounting transactions. Management will continue to review existing consultation controls and, if appropriate, implement changes to its current internal control processes whereby more effective consultation will be performed.

Lack of independent Board oversight. Our Board of Directors consists of only one individual who is also the Company's sole signing officer. We have experienced difficulties in identifying suitable candidates to serve as independent Board members because of our size, the perceived additional liability to the public by prospective candidates and the excessive additional costs associated with the selection of a candidate including director fees and director liability insurance. As such, our Board lacks the controls, depth of knowledge and perspective that such independence would provide.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers, Promoters and Control Persons: Compliance with Section 16(a) of the Exchange Act.

The following table sets forth certain information concerning our director and executive officer as of December 31, 2018:

Name	Age	Position
Bruce I. Benn	65	Director, President, Chief Executive Officer, Chief Financial Officer, Executive Vice President, Secretary and Treasurer

Effective May 6, 2005, the Board of Directors of the Company appointed Bruce I. Benn to the positions of President and Chief Executive Officer of the Company. Effective July 11, 2008, the Board of Directors of the Company appointed Bruce I. Benn also to the positions of Chief Financial Officer and Treasurer of the Company. Mr. Benn has served as a Director, Executive Vice President and Secretary of the Company since February 2004. From 1999 until February 2004, he provided services to the Company through Capital House Corporation. Mr. Benn plays a major role in making key management and strategic decisions and oversees all aspects of corporate finance for the Company. He has been principally responsible for arranging in excess of \$20 million of capital investment for the Company from 1999 to date. Since 1989, Mr. Benn has been the President, Director and co-founder of Capital House Corporation, a boutique investment bank that has provided and/or arranged early and mid-stage venture capital and hands-on managerial assistance to a portfolio of leading technology software companies. Mr. Benn was also a founder, Director and Officer of DevX Energy, Inc. from 1995 until October 2000. From 1980 to 1993, he was with Corporation House Ltd., where he was a Vice President and a Director from 1985 to 1993. He is an attorney and holds a Masters of Law degree from the University of London, England, a Baccalaureate of Laws from the University of Ottawa, Canada, and a Bachelor of Arts in Economics from Carleton University in Ottawa, Canada.

Audit Committee Financial Expert

The SEC has adopted rules to implement certain requirements of the Sarbanes-Oxley Act of 2002 pertaining to public company audit committees. One of the rules adopted by the SEC requires a company to disclose whether it has an “audit committee financial expert” serving on its audit committee. We do not have an audit committee financial expert. The Company and its Board of Directors have experienced difficulties in identifying a suitable candidate to serve as its audit committee financial expert because of the size of the Company, the perceived additional liability to the public by prospective candidates and the excessive additional costs associated with the selection of a candidate, including director fees for the audit committee financial expert and director liability insurance.

Code of Ethics Policy

We have adopted a code of ethics that applies to our officers, directors and employees in accordance with applicable federal securities laws. We have filed a copy of our code of ethics as an exhibit to our Annual Report on Form 10-K as filed on April 15, 2011. This document may be reviewed by accessing our public filings at the SEC's web site at www.sec.gov. In addition, a copy of the code of ethics will be provided without charge upon request to us. We intend to disclose any amendments to or waivers of certain provisions of our code of ethics in a Current Report on Form 8-K

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

To our knowledge, based solely on a review of such materials as are required by the Securities and Exchange Commission, none of our officers, directors or beneficial holders of more than ten percent of our issued and outstanding shares of common stock failed to timely file with the Securities and Exchange Commission any form or report required to be so filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, during the year ended December 31, 2018.

Item 11. Executive Compensation.

The following table shows all the cash compensation paid or to be paid by us or our subsidiaries, as well as certain other compensation paid or accrued, during the fiscal years indicated, to our chief executive officer and other executive officers who received total annual salary and bonus in excess of \$100,000 during the past fiscal year in all capacities in which the person served.

Summary Compensation Table

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Nonqualified			
						Incentive Plan Compensation (\$)	Deferred Compensation Earnings (\$)	All Other Compensation	Total \$
Benn, Bruce	2018	92,626	0	0	0	0	0	0	0 92,626
	2017	92,540	0	0	0	0	0	0	0 92,540
(1)(4)	2016	90,622	0	0	0	0	0	0	0 90,622
(1)(4)	2015	94,026	0	0	0	0	0	0	0 94,026
	2015	108,805	0	0	0	0	0	0	0 108,805
	2013	116,544	0	0	0	0	0	0	0 116,544
	2012	119,818	0	0	0	0	0	0	0 119,818
	2011	121,276	0	0	0	0	0	0	0 121,276

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	2010	116,494	0	0	0	0	0	0 116,494
	2009	105,579	0	0	0	0	0	0 105,579
	2008	113,292	0	0	27,910	0	0	0 141,202
	2007	112,278	0	0	17,681	0	0	0 129,959
	2006	105,847	0	0	0	0	0	0 105,847
Benn, Ronald	2007	98,243			18,339			116,582
(2)(5)	2006	105,847	0	0	0	0	0	0 105,847
Maisonneuve,	2006	105,847	0	0	0	0	0	0 105,847
Andre (3)	2005	103,848	0	0	0	0	0	0 103,848
	2004	100,353	0	0	0	0	0	0 100,353

(1) Became Director, President, Chief Executive Officer, Executive Vice President and Secretary in May 2005 and Chief Financial Officer in July, 2008. In addition, Mr. Benn served as Executive Vice President and Secretary from February 2004 to May 2005.

(2) Became Director, Chief Financial Officer and Treasurer in February 2004, until his resignation in July 2008

(3) Became Director, Executive Vice President and Secretary in July, 2001. In addition, Mr. Maisonneuve served as Chairman, President, Chief Executive Officer, and Chief Financial Officer from January, 2002 to February, 2004; as Chairman, President, Chief Executive Officer from January 2002 until May 2005; and as Chairman and Vice-President – Strategic Marketing from May 2005 until his retirement effective December 31, 2006.

(4) Reported salary for August 2006 to December 2016 has been accrued but not paid; \$44,004 of the reported salary for 2017 was paid and the balance was accrued but not paid.

(5) Reported salary for August 2006 to July 2008 has been accrued but not paid.

Long-Term Incentive Plans – Awards in Last Fiscal Year

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Directors are not compensated for acting in their capacity as directors. Directors are reimbursed for their accountable expenses incurred in attending meetings and conducting their duties.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth information as of March 20, 2019, with respect to any person known by us to own beneficially more than 5% of our common stock; common stock beneficially owned by each of our officers and directors named in Item 10; and the amount of common stock beneficially owned by our officers and directors as a group.

Name & Address of Beneficial Owner	Number of Shares Beneficially Owned	Approximate Percent of Common Stock Outstanding (1)
Alla Pasternack (2) c/o 1464 Wesleys Run Gladwyne, PA 19035	54,250,000	7.9 %
Bruce Benn	39,220,454	5.7%
All Executive Officers and Directors As a Group	39,220,454	5.7%

*Executive Officer and/or a Director.

(1) Based upon 688,287,060 shares of common stock issued and outstanding as of March 20, 2019 and includes for each person the shares issuable upon exercise of the options and warrants owned by them.

(2) Based on information contained in Schedule 13G as filed by Ms. Pasternack on February 14, 2018

The following table sets forth details regarding our common stock authorized for issuance under equity compensation plans as at March 20, 2019:

Plan category	Number of securities remaining		
	Number of securities to be	Weighted average exercise	available for future issuance under
	issued upon exercise of	price of outstanding	equity compensation plans
	outstanding options,	options, warrants and	(excluding securities reflected
	warrants and rights	rights	in column (a))
	(a)	(b)	(c)
Equity compensation			
plans approved by			
security holders	7,500,000	\$0.04	2,500,000
Equity compensation			
plans not approved by			
security holders	--	--	--
Total	7,500,000	--	2,500,000

We have granted options pursuant to our Amended and Restated Incentive Equity Plan, which was adopted by our board of directors and became effective on May 30, 2003. The plan, as amended and restated, was approved by our stockholders on February 25, 2005. The amended and restated plan is administered by the board of directors, who has the authority to grant stock options and stock appreciation rights to our officers, employees and consultants. A total of 3,912,302 shares of common stock were reserved for issuance under the terms of the Amended and Restated Incentive Equity Plan. In the event of certain mergers, sales of assets, reorganizations, consolidations, recapitalizations, stock dividends or other changes in corporate structure affecting our common stock, the committee administering the plan must make an equitable substitution or adjustment in the aggregate number of shares reserved for issuance under the plan and in the number of shares exercisable under, and the exercise price of, outstanding options under the plan.

Of the 5,117,302 options granted from time to time under this plan, none were exercised, and 3,500,000 are currently outstanding.

On December 15, 2004, the board of directors adopted the 2004 Incentive Equity Plan, which was approved by our stockholders on February 25, 2005. The 2004 Incentive Equity Plan is administered by the board of directors, who has the authority to grant stock options and stock appreciation rights to our officers, employees and consultants, and to

establish the option vesting schedule. The total number of shares of common stock reserved for issuance under the terms of the 2004 Incentive Equity Plan was increased to 6,087,698 as approved by our stockholders at our Annual General Meeting on October 4, 2007. In the event of certain mergers, sales of assets, reorganizations, consolidations, recapitalizations, stock dividends or other changes in corporate structure affecting our common stock, the committee administering the plan must make an equitable substitution or adjustment in the aggregate number of shares reserved for issuance under the plan and in the number of shares exercisable under, and the exercise price of, outstanding options under the plan.

Of the 6,212,698 options originally granted from time to time under this plan, none were exercised, and 4,000,000 are currently outstanding.

Item 13. Certain Relationships and Related Transactions.

\$4,001 in accrued interest charges relating to the 10% senior convertible notes and 12% promissory notes previously issued to a director and a company controlled by a director is included in accrued liabilities at December 31, 2018.

Item 14. Principal Accountant Fees and Services

The following table sets out fees billed by the Company's principal accountant for audit and related services for each of the previous two fiscal years:

Description of services	Fees billed for	
	2018 fiscal year	2017 fiscal year
Audit fees	\$107,918	\$84,220

We do not currently have an audit committee; however, it is our policy to have all audit and audit-related fees pre-approved by the board of directors. All of the above fees were pre-approved by the board of directors.

There were no tax-related, audit-related or other fees incurred during the year.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) (1) The List of Financial Statements are filed as Item 8 of Part II of this Form 10-K

(2) List of Financial Statement Schedules None - see Notes to Financial Statements included in Item 8 of Part II of this Form 10-K

(3) List of Exhibits follows

The exhibits listed in the accompanying Index to Exhibits are filed as part of this Form 10-K

Exhibit No.	Document Description
3.1	<u>Restated Articles of Incorporation</u> (1)
3.2	<u>Amendment to Articles of Incorporation</u> (5)
3.3	<u>By-Laws</u> (2)
3.4	<u>Amendment to By-Laws</u> (1)
4.1	<u>Form of Class B Warrants</u> (2)
4.2	<u>Form of Class E Warrants</u> (1)
4.3	<u>Form of Class F Warrants</u> (1)
4.4	<u>Form of Class G Warrants</u> (1)
4.5	<u>Form of Class H Warrants</u> (1)
4.6	<u>Form of Class I Warrants</u> (3)
4.7	<u>Form of Class J Warrants</u> (6)
4.8	<u>Form of 12% Promissory Note</u> (1)
4.9	<u>Form of 4% Convertible Debenture</u> (1)
4.10	<u>Form of 10% senior secured convertible note and security agreement</u> (6)
10.1	<u>Registration Rights Agreement, dated as of March 8, 2004 by and among the Company and each entity named on the signature page thereto</u> (3)
10.2	<u>Securities Purchase Agreement, dated as of March 8, 2004 by and among the Company and each entity named on the signature page thereto</u> (3)
10.3	<u>Securities Purchase Agreement in respect of the 4% Convertible Debenture, dated as of December 30, 2003 by and between Validian Corporation and each individual or entity named on a signature page thereto</u> (1)
10.4	

- Registration Rights Agreement, dated as of December 30, 2004 by and between the Company and each entity named on the signature page thereto (1)
- 10.5 Amended and Restated Incentive Equity Plan (4)
- 10.6 Validian Corporation 2004 Incentive Equity Plan (4)
- 10.7 Validian Corporation 2004 Amended Incentive Equity Plan (7)
- 10.8 Commercial Lease dated April 15, 2004 between Validian Corporation and National Capital Commission (5)
- 10.9 Commercial Renewal Lease dated March 20, 2007 (6)
- 10.10 Employment Agreement with Andre Maisonneuve * (9)
- 10.11 Employment Agreement with Bruce Benn * (9)
- 10.12 Employment Agreement with Ronald Benn * (9)
- 14.1 Code of Ethics (8)
- 21.1 List of Subsidiaries (5)
- 31.1 Certification of Chief Executive Officer Pursuant to Section 302
- 31.2 Certification of Chief Financial Officer Pursuant to Section 302
- 32.1 Certification of Chief Executive Officer Pursuant to Section 906
- 32.2 Certification of Chief Financial Officer Pursuant to Section 906
- 101** The following financial information from our Annual Report on Form 10-K for the year ended December 31, 2018 formatted in Extensible Business Reporting Language (XBRL): (i) the Balance Sheets, (ii) the Statements of Operations, (iii) Statement of Changes in Stockholders' Equity, (iv) the Statements of Cash Flows, and (v) Notes to Financial Statements

* Denotes management contract

(1) Previously filed as an exhibit to our Annual Report on Form 10-KSB, SEC File No. 0-28423, filed with the Commission on March 30, 2004 and incorporated herein by reference.

(2) Previously filed as an Exhibit to our Registration Statement on Form 10-SB, SEC File No. 0-28423, filed with the Commission on December 9, 1999 and incorporated herein by reference.

(3) Previously filed as an Exhibit to our Current Report on Form 8-K, SEC File No. 0-28423, filed with the Commission on March 8, 2004 and incorporated herein by reference.

(4) Previously filed as an Exhibit to our Amended Proxy Statement, filed with the Commission on January 12, 2005 and incorporated herein by reference.

(5) Previously filed as an Exhibit to our Annual Report on Form 10-KSB for the year ended December 31, 2004, filed with the Commission on April 14, 2005 and incorporated herein by reference.

(6) Previously filed as an Exhibit to our Annual Report on Form 10-KSB for the year ended December 31, 2006, filed with the Commission on May 18, 2007 and incorporated herein by reference.

(7) Previously filed as an Exhibit to our Current Report on Form 8-K, SEC File No. 0-28423, filed with the Commission on August 24, 2007 and incorporated herein by reference.

(8) Previously filed as an Exhibit to our Annual Report on Form 10-K for the year ended December 31, 2010 and incorporated herein by reference.

Statements contained in this Form 10-K as to the contents of any agreement or other document referred to are not complete, and where such agreement or other document is an exhibit to this Report or is included in any forms indicated above, each such statement is deemed to be qualified and amplified in all respects by such provisions.

SIGNATURES

In accordance with 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.

VALIDIAN CORPORATION

(Registrant)

By: /s/ Bruce Benn

Bruce Benn

President, Chief Executive Officer and director

(principal executive officer)

Dated: April 8, 2019

By: /s/ Bruce Benn

Bruce Benn

Chief Financial Officer and Treasurer

(principal financial and accounting officer)

Dated: April 8, 2019

