theScore, Inc.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
For the Three Months Ended November 30, 2014

The following is Management's Discussion and Analysis ("MD&A") of the financial condition of theScore, Inc. ("theScore" or the "Company") and our financial performance for the three months ended November 30, 2014. The MD&A should be read in conjunction with theScore's unaudited Condensed Consolidated Interim Financial Statements for the three months ended November 30, 2014 ("Interim Financial Statements") and Notes thereto. The financial information presented herein has been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB").The interim MD&A should be read in conjunction with theScore's MD&A for the year ended August 31, 2014. All amounts are in Canadian dollars unless otherwise stated. As a result of the rounding of dollar differences, certain total dollar amounts in this MD&A may not add exactly to their constituent amounts. Throughout this MD&A, percentage changes are calculated using numbers rounded as they appear.

Except for the historical information contained herein, this MD&A may contain forward-looking information based on the best estimates of theScore of the current operating environment. These forward-looking statements are related to, but not limited to, theScore's operations, anticipated financial performance, business prospects and strategies. Forward looking information typically contains statements with words such as ''anticipate'', ''believe'', ''expect'', ''plan'', ''estimate'', 'intend'', ''will'', ''may'', ''should'' or similar words suggesting future outcomes. These statements reflect current assumptions and expectations regarding future events and operating performance as of the date of this MD&A, January 14, 2015. There is significant risk that theScore's predictions and other forward-looking statements will not prove to be accurate. Such forward-looking statements are subject to risks, uncertainties and other factors which could cause actual results to differ materially from future results expressed, projected or implied by such forward-looking statements. Such factors include, but are not limited to, economic, competitive and media industry conditions. Readers are cautioned not to place undue reliance on forward-looking information because it is possible that predictions, forecasts, projections and other forms of forward-looking information will not be achieved by theScore. By its nature, theScore's forward-looking information involves numerous assumptions, inherent risks and uncertainties including, but not limited to, the following factors: a new and developing industry, historical losses associated with theScore, negative operating cash flows, competition, dependence on key suppliers, mobile device users choosing not to allow advertising, limited long-term agreements with advertisers, substantial capital requirements, protection of intellectual property, infringement on intellectual property, brand development, dependence on key personnel and employees, rapid technology developments, defects in products and services, user data, reliance on collaborative partners, new business areas and geographic markets, operational and financial infrastructure, information technology defects, indemnified liability risk, reliance on third-party owned communication networks, uncertain economic health of the wider economy, governmental regulation of the Internet, currency fluctuations, changes in taxation, exposure to taxable presences, risk of litigation, internal controls, credit risk, liquidity risk, free and open source software utilization, potential need for additional financing, major shareholder with 100% of the special voting shares, market price and trading volume of class A shares, dividend policy, future sale of class A shares by existing shareholders all of which are discussed in the Company's Annual Information Form dated November 28, 2014. In addition, on December 18, 2014, theScore entered into an asset purchase agreement with ApptheGame, Inc. ("ApptheGame") pursuant to which a subsidiary of theScore purchased substantially all of the assets of ApptheGame. ApptheGame owns and operates "Swoopt", a daily fantasy sports mobile game. The integration of this acquisition involves a number of special risks, including those which are discussed in this MD&A in *Subsequent Events*.

Fiscal 2015 Q1 Operational Highlights

- Average monthly active users of theScore's mobile platforms (mobile app and mobile web) reached a record 10.2 million in Q1 F2015, an increase of 112% compared to the same period in F2014
    - Average monthly active users of theScore's mobile apps reached 4.8 million in Q1 F2015, an increase of 15% compared to the same period in F2014.*
    - Average monthly active users of theScore's mobile web platform reached 5.4 million in Q1 F2015, an increase of 776% compared to the same period in F2014.*

- Average monthly sessions of theScore's mobile apps reached 298 million in Q1 F2015, an increase of 56% compared to the same period in F2014.*

- theScore was named "one of the world's greatest" apps by Business Insider as part of the influential media outlet's annual 'App 100' list.

- theScore for iOS and Android was updated with a host of new features designed to take football fans closer to the gridiron than ever before, including rich scoring play visuals and detailed graphics that track each pass, drive, penalty and kick.

- theScore for iOS and Android was updated with Feed Filters, allowing users to create additional customized Feeds to track their favorite leagues, teams and players, making it perfect for even deeper fantasy sports tracking.

- theScore for iOS was updated to be fully optimized for the newly released iPhone 6 and iPhone 6 Plus devices.

**User metrics from Q1 F2014 exclude theScore's secondary mobile sports application, SportsTap, which was retired September 30, 2013.*

Overview

theScore creates mobile-first sports experiences, connecting fans to what they love through an addictive combination of real-time news, scores, fantasy information and alerts while creating and curating content that is mobile optimized, comprehensive, customizable and seamlessly shareable. theScore is headquartered at 500 King Street West, 4th floor, Toronto, Ontario, M5V 1L9. Common shares are trading on the TSX-V under the symbol SCR.TO. At November 30, 2014 theScore had 5,566 special voting shares and 252,694,767 Class A Subordinate Voting Shares outstanding.

Three months ended November 30, 2014 compared to three months ended November 30, 2013

Revenue
(in thousands of Canadian dollars)

	Three months ended November 30, 2014	2013
Advertising	$ 2,796	$ 1,880
Licensing	250	250
Total	$ 3,046	$ 2,130

Revenues for the three months ended November 30, 2014 and 2013 were $3.0 million and $2.1 million, respectively, an increase of $0.9 million. Advertising revenue for the three months ended November 30, 2014 and 2013 was $2.8 million and $1.9 million respectively, an increase of $0.9 million or 49%. The increase is due to increases in direct and programmatic advertising. These increases were driven by growth in users and user engagement, combined with increased advertising inventory utilization and per unit advertising rates. Licensing revenues were $0.25 million for the three months ended November 30, 2014 and 2013.

theScore recognizes advertising revenue based on the sale and delivery of advertising impressions on its digital media platforms. theScore is currently expanding its direct sales, programmatic sales and sales operations teams to drive further revenue growth associated with growth in users and user engagement. Revenue from Canadian sources was $0.9 million (2013 - $1.0 million), while revenue from non-Canadian sources (predominately USA) for the same period was $2.1 million (2013 - $1.2 million).

Operating Expenses
(in thousands of Canadian dollars)

	Three months ended November 30, 2014	2013
Personnel	$ 2,475	$ 2,212
Content	234	251
Technology	408	315
Facilities, administrative, and other	907	958
Marketing	518	678
Depreciation of property and equipment	126	128
Amortization of intangible assets	458	670
	$ 5,126	$ 5,212

Operating expenses for the three months ended November 30, 2014 were $5.1 million compared to $5.2 million in the same period of the prior year, a decrease of $0.1 million.

Personnel expenses were $2.5 million compared to $2.2 million in the same period of the prior year an increase of $0.3 million. This increase was due to hiring of additional staff in the product development and content teams respectively, net of tax credits accrued.

Content expenses were $0.2 million compared to $0.3 million in the same period of the prior year, a decrease of $0.1 million. This decrease was due to discontinuance of SportsTap and related expenses.

Technology expenses were $0.4 million compared to $0.3 million in the same period of the prior year, an increase of $0.1 million. This increase was due to higher web hosting costs and higher cost in mobile services.

Facilities, administrative and other expenses were $0.9 million compared to $1.0 million in the same period of the prior year a decrease of $0.1 million. This decrease was due to lower consulting and legal fees in the current period.

Marketing expenses were $0.5 million compared to $0.7 million in the same period of the prior year, a decrease of $0.2 million. The decrease was due to reduced discretionary marketing spending in user acquisitions.

Depreciation of property and equipment was $0.1 million compared to $0.1 million in the same period of the prior year.

Amortization expense was $0.5 million compared to $0.7 million in the same period of the prior year, a decrease of $0.2 million due to certain assets being fully amortized compared to the prior year.

Average full time and part time personnel for the three months ended November 30, 2014 were 141 compared to 107 in the same period in the prior year.

EBITDA and Net and Comprehensive losses

theScore utilizes earnings before interest, taxes, depreciation and amortization ("EBITDA") to measure operating performance. theScore's definition of EBITDA excludes depreciation and amortization, finance income, and income taxes, which in theScore's view do not adequately reflect its core operating results. EBITDA is used in the determination of short-term incentive compensation for all senior management personnel.

EBITDA is not a measure of performance under IFRS and should not be considered in isolation or as a substitute for net and comprehensive income or loss prepared in accordance with IFRS or as a measure of operating performance or profitability. EBITDA does not have a standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other companies.

The following table reconciles net and comprehensive loss to EBITDA:
(in thousands of Canadian dollars)

	Three months ended November 30,	
	2014	2013
Net and comprehensive loss for the period	$ (2,015)	(3,048)
Adjustments:		
Depreciation and amortization	584	798
Finance income	(65)	(34)
EBITDA	$ (1,496)	$ (2,284)

EBITDA loss for the three months ended November 30, 2014 was $1.5 million compared to $2.3 million in the same period in the prior year, a decrease of $0.8 million, driven predominantely by increased revenues.

Net loss in the three months ended was $2.0 million compared to $3.0 million due to the reasons noted above.

Loss per share for the three months ended November 30, 2014 was $(0.01), compared to $(0.02) in the prior year. The decrease was due to a smaller loss and an increased number of shares.

Additions to Intangible Assets

Additions to intangible assets totaled $0.5 million for the three months ended November 30, 2014 compared to $0.4 million in the prior year, a increase of $0.1 million. Additions to intangible assets relate to employee compensation costs incurred to develop products and features that are intended to grow the number of users of its applications, as well as increasing their engagement of the applications, which in turn could lead to increased advertising revenue on the applications. theScore is committing increased resources to develop dynamic products with the objective of being a leader in the mobile sports news, data, and information industry and therefore expects additions to intangible assets in upcoming interim periods to remain at similar levels.

Consolidated Quarterly Results

The following selected consolidated quarterly financial data of the Company relates to the preceding eight quarters, inclusive of the quarter ended November 30, 2014.
(unaudited)

Quarterly Results	Revenue	EBITDA	Net and comprehensive loss	Loss per share – basic and diluted
	($000's)	($000's)	($000's)	($)
November 30, 2014	3,046	(1,496)	(2,015)	(0.01)
August 31, 2014	1,804	(3,246)	(3,933)	(0.02)
May 31, 2014	1,972	(2,138)	(2,756)	(0.01)
February 28, 2014	1,914	(686)	(949)	(0.00)
November 30, 2013	2,130	(2,284)	(3,048)	(0.02)
August 31, 2013	1,285	(1,192)	(2,156)	(0.02)
May 31, 2013	1,368	(2,350)	(3,126)	(0.03)
February 28, 2013	1,110	(2,620)	(3,280)	(0.03)

Liquidity Risk and Capital Resources

Cash and cash equivalents as of November 30, 2014 was $16.9 million compared to $21.4 million as of fiscal year ended August 31, 2014. On December 19, 2014 theScore received $2.1 million of the tax credit from the Ontario Media Development Corporation ("OMDC") in connection with the 2010 and 2011 claim.

Liquidity

Management prepares budgets and cash flow forecasts to assist in managing liquidity risk. theScore has a history of operating losses, and can be expected to generate continued operating losses and negative cash flows in the future while it carries out its current business plan to further develop and expand its digital media business. While theScore can utilize its cash and cash equivalents to fund its operating and development expenditures, it does not have access to committed credit facilities or other committed sources of funding, and depending upon the level of expenditures and whether profitable operations can be achieved, may be required to seek additional funding in the future.

Operations

Cash flows used in operating activities for the three months ended November 30, 2014 were $3.6 million compared to $2.7 million in the same period of the prior year. This increase was due primarily to the increase in accounts receivable and the decrease in accounts payable and accrued liabilities partially offset by a decrease in net and comprehensive loss.

Financing

Cash flows provided by financing activities for the three months ended November 30, 2014 were nil compared to $1.8 million in the same period of the prior year, representing a decrease of $1.8 million. In the prior year the Company received $1.8 million previously held in escrow in relation to the arrangement agreement resulting in the acquisition of the Company's digital media business.

Investing

Cash flows used in investing activities for the three months ended November 30, 2014 were $0.9 million compared to $0.7 million in the prior year. There was an increase in development staff costs capitalized as intangibles.

Contractual Obligations

The Company has no debt guarantees, significant capital leases, off-balance sheet arrangements or long-term obligations other than the agreements noted below.

theScore has the following firm commitments under agreements:
(in thousands of Canadian dollars)

	Not later than one year	Later than one year and not later than five years	Later than five years	Total
Content	312	234	-	$ 546
Office lease	400	1,574	-	$ 1,974
Total	712	1,808	-	$ 2,520

Related Party Transactions

In fiscal 2013, theScore entered into a lease for a property partially owned by a director and officer of the Company. The aggregate rent paid during the three months ended November 30, 2014 and 2013 both amounted to $8 thousand.

Subsequent Event

On December 18, 2014, theScore entered into an asset purchase agreement with ApptheGame pursuant to which a subsidiary of theScore purchased substantially all of the assets of ApptheGame. ApptheGame owns and operates “Swoopt”, a daily fantasy sports mobile game. Swoopt offers a range of daily fantasy sports contests for professional baseball, hockey, football, basketball and college football. The acquisition provides theScore with a strategic entry point into the daily fantasy sports space. In connection with the transaction four members of ApptheGame’s San Francisco-based product development and leadership team will join theScore.

The purchase price was made up of $658,915 ($566,667 USD) of cash paid on closing, 2,208,333 Class A Subordinate Voting shares of theScore issued on closing, with a value of $0.38 per share, and up to $290,698 ($250,000 USD) payable March 18, 2016.

The integration of this acquired business involves a number of special risks, including the following: failure to integrate successfully the personnel, information systems, technology, and operations of the acquired business; failure to maximize the potential financial and strategic benefits of the acquisition; failure to realize the expected synergies from acquired business; possible impairment of relationships with employees and customers as a result of integration efforts; possible losses from liabilities assumed in contracts; impairment of goodwill; reductions in future operating results from amortization of intangible assets; and risks related to the legal environment for daily fantasy sports. Although the Company believes that the operation of its daily fantasy sports contests for cash is lawful in the jurisdictions within Canada and the United States in which it offers such contests, there remains a risk that the legality of such activity, and the advertising of the same or similar activities, may be challenged by legal authorities in Canada, the United States or in other jurisdictions. If such a challenge were to occur and be upheld, it could involve substantial litigation expense, penalties, or other remedies or restrictions being imposed on the Company. Furthermore, there are currently few laws or regulations expressly related to daily fantasy sports contests. Due to the increasing popularity of daily fantasy sports contests, it is possible that new laws and regulations may be adopted with respect to daily fantasy sports contests. New laws or regulations or the application of existing laws and regulations could have a significant negative impact on the Company, and its results of operations and financial condition. The enactment of such laws and regulations in the future may increase the Company’s cost of doing business or decrease the growth of the daily fantasy sports contests industry which could in turn decrease the demand for the Company’s daily fantasy sports contest operations.

Recently adopted Accounting Pronouncements

IAS 32, Offsetting Financial Assets and Financial Liabilities ("IAS 32"):

In December 2011, the IASB published IAS 32. The effective date for the amendments to IAS 32 is annual periods beginning on or after January 1, 2014. These amendments are to be applied retrospectively. The amendments to IAS 32 clarify that an entity currently has a legally enforceable right to set-off if that right is not contingent on a future event; and enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties. The Company adopted the amendments to IAS 32 in its financial statements beginning on September 1, 2014. IAS 32 did not have an impact on the Company's consolidated financial statements.

IFRIC 21, Levies ("IFRIC 21"):

In May 2013, the IASB issued IFRIC 21. This IFRIC is effective for annual periods commencing on or after January 1, 2014 and is to be applied retrospectively. The IFRIC provides guidance on accounting for levies in accordance with the requirements of IAS 37, Provisions, Contingent Liabilities and Contingent Assets. The interpretation defines a levy as an outflow from an entity imposed by a government in accordance with legislation. It also notes that levies do not arise from executory contracts or other contractual arrangements. The interpretation also confirms that an entity recognizes a liability for a levy only when the triggering event specified in the legislation occurs. The Company adopted IFRIC 21 in its financial statements beginning on September 1, 2014. IFRIC 21 did not have a material impact on the Company's consolidated financial statements.