theScore, Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the Three and Nine Months Ended May 31, 2015

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 and nine months ended May 31, 2015. The MD&A should be read in conjunction with theScore's unaudited Condensed Consolidated Interim Financial Statements for the three and nine months ended May 31, 2015 ("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, July 15, 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 which are all discussed in the Company's Annual Information Form dated November 28, 2014 and risks associated with the Swoopt Acquisition which are discussed in the Company's Short Form Prospectus dated February 26, 2015.

Fiscal 2015 Q3 Operational Highlights

- Average monthly active users of theScore's mobile platforms reached 10.5 million in Q3 F2015, comprised of 4.4 million mobile app users and 6.1 million mobile web users, an increase of 91% compared to the same period in F2014

    - Average monthly active users of theScore's iOS and Android mobile apps increased by 18% compared to the same period in F2014.

    - Average monthly active users of theScore's mobile web platform increased by 310% compared to the same period in F2014.

- Average monthly sessions of theScore's iOS and Android mobile apps reached 285 million in Q3 F2015, an increase of 79% compared to the same period in F2014.

- On March 5, 2015 theScore announced that it closed an offering whereby it sold 39.56 million Units for gross proceeds of $26.5 million. Each Unit consists of one Class A Subordinate Voting share and one-half of one Class A Subordinate Voting share purchase warrant. Each whole warrant will entitle the holder thereof to purchase one Class A Subordinate Voting share at an exercise price of $1.00 at any time up to March 5, 2018.

- On March 30, 2015 theScore announced availability of theScore for Apple Watch, delivering real-time scores, stats and breaking news notifications on users' favorite leagues, teams and players right on their wrist.

- On April 29, 2015 theScore announced that it added Dota2 live scores and stats to theScore eSports app.

Overview

theScore is an independent creator of mobile-first sports experiences, connecting fans to a combination of comprehensive and personalized real-time news, scores, stats, alerts and daily fantasy contests via its mobile sports platforms 'theScore', 'theScore eSports', 'ScoreMobileFC', and 'Swoopt'. 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 and the warrants are trading under the symbol SCR.WT. At May 31, 2015 theScore had 5,566 special voting shares and 294,768,604 Class A Subordinate Voting Shares and 19,780,000 Class A Share Purchase Warrants outstanding.

Three and nine months ended May 31, 2015 compared to three and nine months ended May 31, 2014

Revenue
(in thousands of Canadian dollars)

	Three months ended May 31, 2015	Three months ended May 31, 2014	Nine months ended May 31, 2015	Nine months ended May 31, 2014
Advertising	$ 2,984	$ 1,722	$ 8,749	$ 5,266
Licensing	177	250	677	750
Total	$ 3,161	$ 1,972	$ 9,426	$ 6,016

Revenues for the three months ended May 31, 2015 and 2014 were $3.2 million and $2.0 million, respectively, an increase of $1.2 million, or 60%. Advertising revenues for the three months ended May 31, 2015 and 2014 were $3.0 million and $1.7 million respectively, an increase of $1.3 million or 73%. Licensing revenues were $0.18 million and $0.25 million, respectively, for the three months ended May 31, 2015 and 2014.

Revenues for the nine months ended May 31, 2015 and 2014 were $9.4 million and $6.0 million, respectively, an increase of $3.4 million, or 57%. Advertising revenues for the nine months ended May 31, 2015 and 2014 were $8.7 million and $5.3 million respectively, an increase of $3.4 million or 66%. Licensing revenues were $0.68 million and $0.75 million for the nine months ended May 31, 2015 and 2014, respectively.

The contract related to the licensing revenues for the development of mobile applications ended on May 4, 2015. The Company does not anticipate any further licensing revenues.

Increases in advertising revenues were driven by growth in users and user engagement, combined with increased advertising inventory utilization and per unit advertising rates.

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. For the three and nine months ended May 31, 2015 revenue from Canadian sources was $1.2 million and $3.3 million (2014 - $1.0 million and $2.9 million), while revenue from non-Canadian sources (predominately USA) for the same period was $1.9 million and $6.2 million (2014 - $1.0 million and $3.1 million), respectively.

Operating Expenses
(in thousands of Canadian dollars)

	Three months ended May 31,		Nine months ended May 31,	
	2015	2014	2015	2014
Personnel	$ 3,121	$ 2,311	$ 8,407	$ 5,176
Content	377	316	984	916
Technology	531	245	1,469	794
Facilities, administrative, and other	1,385	849	3,387	2,716
Marketing	975	389	1,827	1,522
Depreciation of equipment	146	132	410	390
Amortization of intangible assets	605	499	1,656	1,327
Acquisition costs	-	-	397	-
	$ 7,140	$ 4,741	$ 18,537	$ 12,841

During the three and nine months ended May 31, 2015, theScore accrued for tax credits which resulted in reductions to personnel costs of $0.2 million and $0.9 million (2014 – $0.2 million and $0.5 million) and reductions to related internal development costs capitalized as intangible assets of $0.1 million and $0.5 million (2014 – $0.1 million and $0.4 million). Due to recently proposed amendments to eligibility rules for these tax credits, the corresponding accruals and reductions to personnel expenses and intangible assets are not expected to continue past April 23, 2015, the date the 2015 Ontario budget was tabled.

Operating expenses for the three months ended May 31, 2015 were $7.1 million compared to $4.7 million in the same period of the prior year, an increase of $2.4 million.

Operating expenses for the nine months ended May 31, 2015 were $18.5 million compared to $12.8 million in the same period of the prior year, an increase of $5.7 million. Excluding the impact of a one-time reduction of personnel costs of $1.7 million in the prior year, related to previously accrued tax credits, operating expenses for the nine months ended May 31, 2015 were $18.5 million compared to $14.5 million in the same period of the prior year, an increase of $4.0 million.

Personnel expenses for the three month period ended May 31, 2015 were $3.1 million compared to $2.3 million in the same period of the prior year an increase of $0.8 million. The increases were due to hiring of additional staff in the product development and content teams.

Personnel expenses for the nine month period were $8.4 million compared to $5.2 million in the same period of the prior year an increase of $3.2 million. Excluding the impact of a one-time reduction of personnel costs of $1.7 million in the prior year, related to previously accrued tax credits, personnel expenses for the nine month period were $8.4 million compared to $6.9 million in the same period of the prior year, an increase of $1.5

million. The increases excluding the impact of tax credits were due to hiring of additional staff in the product development and content teams.
Content expenses for the three month period were $0.4 million compared to $0.3 million in the same period of the prior year. Content expenses for the nine month period were $1.0 million compared to $0.9 million in the same period of the prior year.

Technology expenses for the three month period were $0.5 million compared to $0.2 million in the same period of the prior year, an increase of $0.3 million. Technology expenses for the nine month period were $1.5 million compared to $0.8 million in the same period of the prior year, an increase of $0.7 million. The increases were due to higher hosting and mobile infrastructure costs related to the increasing size and engagement level of the user base.

Facilities, administrative and other expenses for the three month period were $1.4 million compared to $0.8 million in the same period of the prior year, an increase of $0.6 million. Facilities, administrative and other expenses for the nine month period were $3.4 million compared to $2.7 million in the same period of the prior year, an increase of $0.7 million. The increases were due to higher legal fees, facilities costs, and recruitment expenses in the current period.

Marketing expenses for the three month period were $1.0 million compared to $0.4 million in the same period of the prior year, an increase of $0.6 million. Marketing expenses for the nine month period were $1.8 million compared to $1.5 million in the same period of the prior year, an increase of $0.3 million. The increase was due to higher marketing spend in the current period in addition to promotional costs related to the new eSports app.

Acquisition costs incurred during the nine month period ended May 31, 2015 totaled $0.4 million. These costs were comprised of legal and other professional fees related to the acquisition of Swoopt.

Depreciation of property and equipment for the three month period was $0.1 million compared to $0.1 million in the same period of the prior year. Depreciation of property and equipment for the nine month period was $0.4 million for both the current and prior year periods.

Amortization expense for the three month period was $0.6 million compared to $0.5 million in the same period of the prior year, an increase of $0.1 million. Amortization expense for the nine month period was $1.7 million compared to $1.3 million in the same period of the prior year, an increase of $0.4 million. The expense for the three and nine month period ended May 31, 2014 included a reduction of amortization expenses of $0.5 million related to one time tax credits.

Full time personnel for the nine months ended May 31, 2015 were 156 compared to 102 in the same period in the prior year.

Adjusted EBITDA and Net and Comprehensive losses

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

Adjusted 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. Adjusted 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 Adjusted EBITDA:
(in thousands of Canadian dollars)

	Three months ended May 31, 2015	Three months ended May 31, 2014	Nine months ended May 31, 2015	Nine months ended May 31, 2014
Net and comprehensive loss for the period	$ (3,987)	$ (2,756)	$ (8,847)	$ (6,753)
Adjustments:				
Depreciation and amortization	751	631	2,066	1,717
Finance income	8	(13)	(264)	(72)
Acquisition expenses	-	-	397	-
Adjusted EBITDA	$ (3,228)	$ (2,138)	$ (6,648)	$ (5,108)

Adjusted EBITDA loss for the three month period was $3.2 million compared to $2.1 million in the same period in the prior year, an increase of $1.1 million. Adjusted EBITDA loss for the nine month period was $6.6 million compared to $5.1 million in the same period in the prior year, an increase of $1.5 million. Excluding the impact of one time reductions of personnel costs of $1.7 million in the prior year related to previously accrued tax credits, Adjusted EBITDA loss increased by $1.1 million and decreased by $0.2 million respectively for the three and nine month periods ending May 31, 2015, when compared to the prior year.

Net loss in the three month period was $4.0 million compared to $2.8 million in the prior year. Net loss in the nine month period was $8.8 million compared to $6.8 million in the prior year.

Loss per share for the three month period was $(0.01), compared to $(0.01) in the prior year. Loss per share for the nine month period was $(0.03), compared to $(0.03) in the prior year.

Additions to Intangible Assets

Additions to intangible assets totaled $0.9 million and $3.8 million for the three and nine months ended May 31, 2015 compared to $0.5 million and $1.5 million in the prior year, an increase of $0.4 million and $2.3 million for each period respectively. Additions to intangible assets relate to employee compensation costs incurred to develop products and features that are intended to generate more users and increase user engagement levels, which would as a result lead to increased advertising revenues on the applications. theScore is committing increased resources to develop dynamic products with the objective of being a leader in the mobile sports and eSports news, data, and information industry and therefore expects additions to intangible assets in upcoming interim periods to remain at similar levels. In addition, on December 18, 2014 theScore acquired Swoopt which included $1.8 million of intangible assets.

Consolidated Quarterly Results

The following selected consolidated quarterly financial data of the Company relates to the preceding eight quarters, inclusive of the quarter ended May 31, 2015.

Quarterly Results	Revenue	Adjusted EBITDA	Net and comprehensive loss	Loss per share – basic and diluted
	($000's)	($000's)	($000's)	($)
May 31, 2015	3,161	(3,228)	(3,987)	(0.01)
February 28, 2015	3,219	(1,924)	(2,845)	(0.01)
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	(689)	(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)

Liquidity Risk and Capital Resources

Cash and cash equivalents as of May 31, 2015 was $36.3 million compared to $21.4 million as of fiscal year ended August 31, 2014.

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 nine months ended May 31, 2015 were $5.9 million compared to $7.0 million in the same period of the prior year. This decrease was due primarily to the receipt of $2.1 million of tax credits in the current period, partially offset by an increase in net and comprehensive losses.

Financing

Cash flows provided by financing activities for the nine months ended May 31, 2015 were $24.9 million compared to $18.0 million in the same period of the prior year, representing an increase of $6.9 million. This increase was primarily due larger share issuance proceeds in the current year compared to the same period in the prior year, partially offset by the collection in the prior year of $1.8 million previously held in escrow in relation to the arrangement agreement that resulted in the acquisition of the Company's digital media business. On March 5, 2015 theScore announced that it closed an offering whereby it sold 39.56 million Units, each Unit consisting of one Class A Subordinate Voting share and one-half of one Class A Subordinate Voting share purchase warrant, for gross proceeds of $26.5 million. Proceeds net of commissions, legal costs and listing fees were $24.9 million. Similarly, in the prior year theScore closed a public offering and concurrent private placement which together totalled 57.5 million Class A Subordinate Voting Shares for gross proceeds of $17.25 million. Proceeds net of commissions, legal costs and listing fees were $16.2 million.

Investing

Cash flows used in investing activities for the nine months ended May 31, 2015 were $4.1 million compared to $1.7 million in the prior year. The increase was related to the Swoopt acquisition and an increase in development personnel costs capitalized as intangibles.

Use of prior Proceeds – 2014 offering

The following is a tabular comparison of the use of proceeds disclosed in the Company's short form prospectus dated April 25, 2014 (the "2014 Offering Prospectus") qualifying the distribution of 26.4 million Class A Shares of the Company (the "2014 Offering") and the estimated use of the net proceeds by the Company subsequent to the 2014 Offering. The $8.0 million of actual net proceeds shown below includes the net proceeds from the full exercise of the over-allotment option by the underwriters of the 2014 Offering.

Use of Proceeds	**Disclosed in the 2014 Offering Prospectus**	**Net Proceeds and estimated use of 2014 Offering**	**Variance**
Sources:	**(Cdn$)**		
Net proceeds of the Offering	$6,865,600	$8,028,000	$1,162,400
Total:	$6,865,600	$8,028,000	$1,162,400
Uses:			
Use of cash for product development and content	$2,200,000	$2,200,000	-
Use of cash for sales and marketing	$1,900,000	$1,900,000	–
Balance for working capital and general corporate purposes	$2,765,600	$3,928,000	$1,162,400
Total:	$6,865,600	$8,028,000	$1,162,400

Consistent with the disclosures made in the 2014 Offering Prospectus, the increase in net proceeds resulting from the exercise of the over-allotment option was allocated to working capital and general corporate purposes.

Other than the increased funds for working capital and general corporate purposes disclosed above, to date, there have been no material variances in the estimated use of proceeds from the disclosures made in the 2014 Offering Prospectus.

Use of prior Proceeds – 2015 offering

The following is a tabular comparison of the use of proceeds disclosed in the Company's short form prospectus dated February 26, 2015 (the "2015 Offering Prospectus") qualifying the distribution of 34.4 million Units (the "2015 Offering") and the estimated use of the net proceeds by the Company subsequent to the 2015 Offering. The $24.9 million of actual net proceeds shown below includes the net proceeds from the full exercise of the over-allotment option by the underwriters of the 2015 Offering.

Use of Proceeds	**Disclosed in the 2015 Offering Prospectus**	**Net Proceeds and estimated use of 2015 Offering**	**Variance**
Sources:	**(Cdn$)**		
Net proceeds of the Offering	$21,549,000	$24,866,000	$3,317,000
Total:	$21,549,000	$24,866,000	$3,317,000
Uses:			
Use of cash for product development and content	$7,700,000	$7,700,000	-
Use of cash for sales and marketing	$7,100,000	$7,100,000	–
Balance for working capital and general corporate purposes	$6,749,000	$10,066,000	$3,317,000
Total:	$21,549,000	$24,866,000	$3,317,000

Consistent with the disclosures made in the 2015 Offering Prospectus, the increase in net proceeds resulting from the exercise of the over-allotment option was allocated to working capital and general corporate purposes.

Other than the increased funds for working capital and general corporate purposes disclosed above, to date, there have been no material variances in the estimated use of proceeds from the disclosures made in the 2015 Offering Prospectus.

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	$ 78	-	$ 390
Office lease	743	3,634	2,270	6,647
Total	$ 1,055	$ 3,712	$ 2,270	$ 7,037

In May 2015, theScore signed a lease for an additional 15,540 square feet of space at its head office, for a period of 7 years starting October 1, 2015. As part of the agreement theScore extended the term of its original lease by 3 years and 3 months.

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 and nine months ended May 31, 2015 amounted to $7,000 and $22,000 respectively (2014 - $8,000 and $23,000).

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.

Recently released Accounting Pronouncements

IAS 1, Presentation of Financial Statements ("IAS 1"):

In December 2014, the IASB issued amendments to IAS 1 as part of its major initiative to improve presentation and disclosure in financial reports. The amendments relate to materiality, order of thenotes, subtotals, accounting policies, and disaggregation. The amendments are to be applied prospectively and are effective for periods beginning on or after January 1, 2016. The Company does not expect the amendments to have a material impact on its financial statements.

New Accounting Policy:

IFRS 3, Business Combinations ("IFRS 3"):

The Company accounts for business combinations using the acquisition method when control is transferred to theScore. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognized in profit or loss immediately. The Company expenses the transaction costs associated with the acquisition as incurred.

The Company uses estimates and judgements to determine the fair values of assets acquired using the best available information, including information from financial markets. The estimates and judgements include key assumptions such as discount rates, growth and attrition rates, and terminal growth rates for performing discounted cash flow analyses.