Aquarius Surgical
TECHNOLOGIES INC.

CONSOLIDATED FINANCIAL STATEMENTS

Years ended March 31, 2020 and March 31, 2019

Management's Responsibility for Financial Information

The consolidated financial statements (the "Financial Statements"), the notes thereto and other financial information contained in the management's discussion and analysis are the responsibility of management of Aquarius Surgical Technologies Inc. and have been approved by the Board of Directors.

The Financial Statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and, where necessary, include amounts which reflect management's best estimates and judgments based on current available information. Aquarius Surgical Technologies Inc. maintains systems of internal accounting and administrative controls in order to provide reasonable assurance that the Corporation's assets are appropriately accounted for and adequately safeguarded, and that financial information is accurate and reliable.

The Board of Directors, through its Audit Committee, is responsible for ensuring that management fulfils its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the Financial Statements and the accompanying management's discussion and analysis.

The Audit Committee is composed of three non-management, independent directors and meets periodically with management and the independent auditors to review internal accounting controls, auditing matters and financial reporting issues, and to satisfy itself that all parties are properly discharging their responsibilities. The Audit Committee reviews the Financial Statements and the management's discussion and analysis of financial results and reports its findings to the Board of Directors for its consideration when approving the Financial Statements for issuance to the shareholders.

"N. Gary Van Nest"

N. Gary Van Nest
Chief Executive Office

"Lorne S. MacFarlane"

Lorne S. MacFarlane
Chief Financial Officer

August 14, 2020

Aquarius Surgical
TECHNOLOGIES INC.

Consolidated Financial Statements

March 31, 2020

Contents

RSM

INDEPENDENT AUDITOR'S REPORT

To the Audit Committee of Aquarius Surgical Technologies Inc.

Opinion

We have audited the consolidated financial statements of Aquarius Surgical Technologies Inc., (the "Corporation"), which comprise the consolidated statements of financial position as at March 31, 2020 and 2019 and the consolidated statements of comprehensive income (loss), changes in equity (deficiency) and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Corporation as at March 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which indicates during the year ended March 31, 2020, the Corporation had recorded losses of $1,610,649 and incurred a negative cash flow from operation of $951,176. As stated in Note 2, these events or conditions, along with other conditions described in Note 2, indicated the existence of material uncertainties that may cast significant doubt on the Corporation's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained the report prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Mike Zenteno.

RSM Canada LLP

Chartered Professional Accountants
Licensed Public Accountants
August 14, 2020
Toronto, Ontario

Aquarius Surgical Technologies Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

As at	**31-Mar-20**	31-Mar-19
ASSETS	**$**	$
Current Assets		
Cash and deposits	**105,186**	125,440
Accounts receivable	**146,244**	55,010
Inventories (Note 4)	**105,348**	195,713
Prepaid expenses and deposits	**42,928**	57,805
Due from related party (Note 6 (A))	**238,049**	224,907
	637,755	658,875
Long-term investment (Note 7)	**1**	1
Equipment (Note 5)	**1,021,160**	1,065,040
	1,658,916	1,723,916
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current Liabilities		
Accounts payable and accrued liabilities	**323,291**	162,541
Note payable (Note 10)	**-**	250,000
	323,291	412,541
Due to related party (Note 6 (B))	**1,870,284**	1,765,270
Convertible note (Note 10)	**154,495**	-
Series "A" Special Shares (Notes 8)	**1**	1
	2,024,780	1,765,271
	2,348,071	2,177,812
Shareholders' Equity (Deficiency)		
Common Shares (Note 8)	**19,750,907**	19,042,428
Contributed surplus	**9,283,950**	8,617,039
Deficit	**(29,724,012)**	(28,113,363)
	(689,155)	(453,896)
	1,658,916	1,723,916

The accompanying notes form an integral part of these consolidated financial statements

(See Note 2 - Going Concern, Note 14 - Commitments and Note 19- Subsequent events)

Approved on behalf of the Board

"David J. Hennigar"
David J. Hennigar

"N. Gary Van Nest"
N. Gary Van Nest

August 14, 2020

Aquarius Surgical Technologies Inc.
Consolidated Statements of
Comprehensive Income (Loss)
(Expressed in Canadian dollars)

	Year Ended	
	31-Mar-20	31-Mar-19
	$	$
Sales		
Equipment	**466,065**	134,300
Fiber sales	**456,534**	249,062
Equipment rental	**17,103**	4,875
Other	**19,041**	5,148
	958,743	393,385
Cost of sales	**580,492**	231,977
Gross Margin	**378,251**	161,408
Expenses		
General and administrative (Note 12)	**1,562,035**	1,417,215
Bank charges and interest	**310,517**	226,329
Amortization (Notes 5)	**130,870**	117,214
	2,003,422	1,760,758
Net loss before other items	**(1,625,171)**	(1,599,350)
Other items:		
Interest income	**14,522**	12,641
Net loss and comprehensive loss for the year	**(1,610,649)**	(1,586,709)
Loss per share, basic and diluted	**($0.08)**	($0.08)
Weighted average number of shares outstanding, basic and diluted (Notes 8 and 13)	**21,321,064**	19,296,649

The accompanying notes form an integral part of these consolidated financial statements

Aquarius Surgical Technologies Inc.
Consolidated Statements of Changes in Equity (Deficiency)
(Expressed in Canadian dollars)
for years ended March 31, 2020 and March 31, 2019

	Issued Capital		Contributed		
	Common Shares	Amount	Surplus	Deficit	Total
		$	$	$	$
Balance March 31, 2018	18,233,545	18,618,303	8,037,039	(26,526,654)	128,688
IFRS 9 Transition					
As restated April 1, 2018 (Notes 3(c) and 8(B))	-	-	254,850	-	254,850
Private placement	1,148,070	378,632	-	-	378,632
Issued for services	173,524	70,500	-	-	70,500
Accretion on long term debt			154,181		154,181
Class "C" warrants	-	-	131,000	-	131,000
Brokers warrants	-	-	7,000	-	7,000
Warrants - April 17, 2020	-	-	33,000	-	33,000
Redemption 306,580 Series A Special Shares	-	-	(31)	-	(31)
Issue costs	-	(25,007)	-	-	(25,007)
Net loss for the period	-	-	-	(1,586,709)	(1,586,709)
Balance March 31, 2019	**19,555,139**	**19,042,428**	**8,617,039**	**(28,113,363)**	**(453,896)**
Balance March 31, 2019	**19,555,139**	**19,042,428**	**8,617,039**	**(28,113,363)**	**(453,896)**
Private placement	3,062,533	691,888	-	-	691,888
Issued for services	249,000	102,750	-	-	102,750
Accretion on long term debt	-	-	179,899	-	179,899
Value of conversion feature on convertible note	-	-	107,043	-	107,043
Warrants - December 26, 2021	-	-	170,000	-	170,000
Brokers warrants - December 26, 2021	-	-	25,000	-	25,000
Warrants - May 29, 2022	-	-	157,000	-	157,000
Brokers warrants - May 29, 2022	-	-	26,000	-	26,000
Warrants - June 6, 2022	-	-	2,000	-	2,000
Redemption 306,580 Series A Special Shares	-	-	(31)	-	(31)
Issue costs	-	(86,159)	-	-	(86,159)
Net loss for the period	-	-	-	(1,610,649)	(1,610,649)
Balance March 31, 2020	**22,866,672**	**19,750,907**	**9,283,950**	**(29,724,012)**	**(689,155)**

The accompanying notes form an integral part of these consolidated financial statements

Aquarius Surgical Technologies Inc.

Consolidated Statements of Cash Flows

(Expressed in Canadian dollars)

	Year Ended	
	31-Mar-20	31-Mar-19
Cash flows provided by (used in):		
	$	$
Operating activities		
Net loss for the period	**(1,610,649)**	(1,586,709)
Amortization (Notes 5)	**130,870**	117,214
Shares issued for services	**102,750**	70,500
Interest accretion (Note 6(B))	**259,278**	146,991
Warrants issued in payment of commitment fee	**-**	33,000
Accounts receivable	**(91,234)**	274,625
Inventory	**90,365**	395,019
Prepaid expenses and deposits	**14,877**	(13,680)
Due from related party (Note 6 (A))	**(13,142)**	(103,546)
Accounts payable and accrued liabilities	**165,710**	(275,887)
	(951,175)	(942,473)
Financing activities		
Advances from related parties	**32,212**	982,224
Proceeds of convertible note	**250,000**	1,000,000
Repayment of note payable	**(250,000)**	(750,000)
Issuance of common shares units	**1,071,888**	516,632
Issue costs	**(86,159)**	(25,007)
Redemption Special "A" shares	**(31)**	(31)
	1,017,910	1,723,818
Investment activities		
Purchase of equipment	**(123,063)**	(818,547)
Proceed from disposition of equipment	**36,074**	-
	(86,989)	(818,547)
Decrease in cash during the year	**(20,254)**	(37,202)
Cash, beginning of period	**125,440**	162,642
Cash, end of period	**105,186**	125,440
Non-cash transactions		
Issuance warrants for commitment fee	**-**	33,000
Issuance common shares for services	**102,750**	70,500

The accompanying notes form an integral part of these consolidated financial statements

1. NATURE OF OPERATIONS

Aquarius Surgical Technologies Inc., 89 Scollard Street, Toronto, ON M5R 1G4 (the "Corporation" OR "ASTI") was incorporated under the *Business Corporations Act* (Ontario) on December 12, 1986. The Corporation trades on the Canadian Securities Exchange (CSE) under the symbol ASTI.

As of March 20, 2017, the Corporation acquired all the outstanding shares of Surgical Lasers Inc. ("SLI"). The business of SLI is the development, sale, distribution, marketing, and exploitation of laser-driven technologies for use in surgical environments, principally in the field of urology. In particular, SLI has entered into two exclusive distribution agreements, covering effectively all countries in the North America, pursuant to which it has exclusive rights over a multi-diode laser system and related fibre-optic delivery devices used principally for minimally invasive treatment of Benign Prostatic Hyperplasia. The exclusivity of the Corporation's distribution rights is dependent on achievement of certain annual targets agreed between the parties from time to time. When the annual targets have not been met in the past the targets have been waived.

2. GOING CONCERN

The consolidated financial statements for the Corporation have been prepared on a going concern basis, which assumes the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

During the years ended March 31, 2020 and March 31, 2019 the Corporation had operating revenues of $958,743 and $393,385, recorded losses of $1,610,649 and $1,586,709, respectively, and has not met sales targets to comply with its distribution agreement. For the years ended March 31, 2020 and March 31, 2019 the Corporation had negative cash flow from operations of $951,176 and $942,473, respectively. At March 31, 2020 and March 31, 2019, the Corporation has working capital of $314,465 and $246,334, respectively. Also, at March 31, 2020 and March 31, 2019, the Corporation has a shareholders' deficit of $689,155 and $453,896, respectively. Since March 31, 2020, the outbreak of the novel strain of coronavirus, specifically identified as COVID-19, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation in future periods. To date, there has been no material impact on the Corporation.

These circumstances create a material uncertainty that may be considered to cast significant doubt on the ability of the Corporation to continue as a going concern. The Corporation is dependent on the support of its creditors and lenders, the ability to obtain additional financing, maintaining its distribution rights and ultimately, the attainment of profitable operations. The exclusivity of the Corporation's distribution rights is dependent on achievement of certain annual targets agreed between the parties from time to time, or alternatively, continued support from the other party with respect to waiving targets.

If the going concern assumption were not appropriate for these consolidated financial statements, adjustments would be necessary to the carrying values of assets and liabilities, the reported loss for the year and balance sheet classifications, such adjustments could be material.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

The consolidated financial statements are presented in Canadian dollars which is also the functional currency of the Corporation and its subsidiaries.

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations Committee ("IFRIC"). These accounting policies are based on the IFRS standards and IFRIC interpretations that are applicable at March 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of presentation (continued)

The policies set out in Note 3 were consistently applied to all the years presented unless mentioned.

The consolidated financial statements were approved by the board of directors for issuance on August 14, 2020.

(b) Basis of consolidation

The consolidated financial statements include the accounts of the Corporation and its wholly owned subsidiaries, Surgical Lasers Inc., Scotiachemco Holdings Limited and Scotiachemco Inc. Inter-company transactions and balances have been eliminated.

(c) Basis of preparation

The consolidated financial statements are prepared on the historical cost basis except for certain assets, liabilities and financial instruments which are measured at their fair values, as explained in the relevant accounting policies set out below.

(d) Accounting estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions that effect the application of policies and reported amounts of assets and liabilities, revenue and expenses and the accompanying notes. Actual results could differ from these estimates under the circumstances.

The areas that management makes critical estimates, assumptions and judgments are the valuation and determination of the useful life of assets, valuation of convertible debenture debt/equity, valuation of share capital warrants and stock options, fair value of long-term investments, recoverability of deferred tax assets and classification of contingent consideration as a liability or equity.

(e) Financial Instruments

A financial asset shall be measured at amortized cost if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows which arise on specified dates and that are solely principal and interest. A debt investment shall be measured at fair value through other comprehensive income if it is held within a business model whose objective is to both hold assets in order to collect contractual cash flows which arise on specified dates that are solely principal and interest as well as selling the asset on the basis of its fair value. All other financial assets are classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading or these requirements, a financial asset may be irrevocably designated as measured at fair value through profit or loss to reduce the effect of, or eliminate, an accounting mismatch. For financial liabilities designated at fair value through profit or loss, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch).

The classification of the Corporation's financial assets and financial liabilities are summarized in the following table:

	IFRS 9	
Financial assets and liabilities	Classification	Measurement
Cash and deposits	Amortized cost	Amortized cost
Accounts receivable and deposits	Amortized cost	Amortized cost
Due from related party	Amortized cost	Amortized cost
Long-term investment	FVTPL	FVTPL
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Note payable	Amortized cost	Amortized cost
Convertible note	Amortized cost	Amortized cost
Due to related party	Amortized cost	Amortized cost
Series "A" special shares	FVTPL	FVTPL

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Financial Instruments (continued)

Impairment of financial assets at amortized cost
The impairment model requires the recognition of impairment provisions based on expected credit losses ("ECL"). Impairment provisions on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the provision decreases and the decrease can be objectively related to an event occurring after the impairment was recognized. The Corporation's accounts receivable, deposits and due from related party are included in this category. The Corporation applies the simplified approach to measuring ECL which uses a lifetime expected impairment. To measure the ECL, impairment provisions on accounts receivable are based on credit risk characteristics and days past due. Accounts receivable are written off when there is no reasonable expectation of recovery. An indicator that there is no reasonable expectation of recovery is the failure of a debtor to engage in a repayment plan with the Corporation.

(f) Revenue from contracts with customers

The Corporation employs a five step process for determining the performance obligations within customer sales contract such that revenue is recognized when each specific performance obligation is satisfied and as or when the transfer of control of goods or services to the customer has occurred. Revenue is recognized to reflect the consideration the Corporation is entitled to receive in exchange for the goods or services included under each specific performance obligation.

The Corporation's primary sources of revenue under its contracts with customers are the sale of medical devices and fibre-optic delivery devices. The performance obligation regarding the Corporation's contracts with its customers and the timing of revenue recognition on those obligations is upon shipment and revenue is recognized at a point in time. Payment is due on terms established with the customer and can range from date of delivery to 60 days. The Corporation is able to allocate the transaction price to all of its performance obligations using the prices of the promised goods as they are quoted and invoiced to customers on a stand-alone basis. The Corporation also provides a 1 year manufacturer's warranty on sales and therefore the Corporation makes no warranty provision

(g) Cash and deposits

Cash consists of deposits with major financial institutions

(h) Inventories

Inventories are stated at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less selling expenses. The cost is determined based on a first-in, first-out basis and includes expenditures incurred in acquiring the inventories and bringing them to their existing location and condition which include the purchase price, import duties, non-recoverable taxes, transportation, handling and other costs directly related to the purchase of the inventory.

(i) Equipment

Equipment placed in hospitals and clinics for evaluation purposes are classified as demo equipment. Equipment is stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Amortization is provided on equipment over the estimated useful life using the following rates and methods:

Computer equipment	- 5 years straight line
Furniture and equipment	- 3 years straight line
Demo equipment	- 10 years straight line

Depreciations methods, useful lives and residual values are reviewed at reviewed at each reporting date and adjusted if appropriate.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Convertible debenture

Loans and borrowings are initially recognized at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortized cost using the effective interest method. The component of the convertible note that exhibits characteristics of a liability is recognized as a liability in the statement of financial position, net of transaction costs.

On the issuance of the convertible notes the fair value of the liability is determined and this amount is carried as a non-current liability on the amortized cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognized as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognized and included in shareholders equity as part of contributed surplus, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. The corresponding interest on the convertible note is expensed to profit and loss.

(k) Income taxes

Income taxes are calculated using the liability method. Temporary differences arising from the difference between the tax basis of an asset or liability and its carrying amount on the balance sheet are used to calculate deferred income tax liabilities or assets. Deferred income tax liabilities or assets are calculated using the substantively enacted rates and laws that are expected to be in effect in the periods that the temporary differences are expected to be realized or settled. The effect of changes in rates is included in the statement of comprehensive income in the period which includes the substantive enactment date. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(l) Stock based payments

Stock based payment awards that are direct awards of stock to employees or directors, call for settlement in cash or other assets, or are stock appreciation rights that call for settlement by issuing equity instruments, are accounted for using the Black-Scholes option pricing model. The cost is recognized on a straight-line graded method over the vesting period adjusted for expected forfeitures as an employee or director expense with a corresponding increase to equity in contributed surplus. Consideration paid by employees or directors on the exercise of stock options is recorded as share capital.

Stock based payments with parties other than employees, assumes a rebuttable presumption that the fair value of the goods or services received can be estimated reliably. In certain circumstances, the Corporation rebuts this presumption because it cannot estimate reliably the fair value of the goods or services received. The Corporation then measures the goods or services received, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders service.

(m) Unit private placements

For private placements of units consisting of common shares and warrants, the Corporation uses the Black-Scholes option-pricing model in determining the fair value of warrants. The common shares are allocated the residual value.

(n) Foreign currency

Foreign currency transactions are translated into Canadian dollars at the rate prevailing on the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated into Canadian dollars at the rates of exchange in effect at the end of the year. Translation gains and losses are recorded in the statement of comprehensive income.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Provisions

A provision is recognized in the statement of financial position when the Corporation has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

(p) Earnings (loss) per share

Basic earnings (loss) per share amounts are calculated by dividing net income (loss) for the year attributable to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share amounts are calculated by dividing the net profit (loss) attributable to common shareholders by the weighted average number of shares outstanding during the period plus the weighted average number of shares that would be issued on the conversion of all the dilutive potential ordinary shares into common shares.

(q) Impairment of non-financial assets

Equipment and intangibles are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Goodwill is systematically tested for impairment at each balance sheet date, or more frequently when events or changes in circumstances indicate that the asset may be impaired. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value (less costs to sell) is the amount obtainable from the sale of the asset or group of assets in an arm's length transaction between knowledgeable and willing parties, less costs to sell. Value in use is equal to the present value of future cash flows expected to be derived from the use and sale of the asset.

Impairment losses may be reversed, in a subsequent period where the impairment no longer exists or has decreased. The carrying amount after a reversal must not exceed the carrying amount (net of depreciation) that would have been determined had no impairment loss been recognized.

(r) Fair value measurement

The Corporation categorizes its financial assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs used in the measurement.

Level 1: This level includes assets and liabilities measured at fair value based on unadjusted quoted prices for identical assets and liabilities in active markets that are accessible at the measurement date.
Level 2: This level includes valuations determined using directly or indirectly observable inputs other than quoted prices included within Level 1.
Level 3: This level includes valuations based on inputs which are less observable, unavailable or where the observable data does not support a significant portion of the instruments' fair value.

Long term investments and the Series "A" Special Shares are considered Level 2 in the hierarchy.

(s) Business combinations

At the time of acquisition, the Corporation determines whether what is acquired meets the definition of business, in which case if it does, the transaction is considered a business combination, and otherwise it is recorded as an asset acquisition.

For an asset acquisition, the net identifiable assets acquired and liabilities assumed are measured at the fair value of the consideration paid, based on their relative fair values at the acquisition date. Acquisition related costs are included in the consideration paid and capitalized. No goodwill is recorded and no deferred tax asset or liability arising from the assets acquired or liabilities assumed are recognized upon the acquisition of the assets.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Business combinations (continued)

Business combinations are accounted for using the acquisition method. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree, over the fair value of the Corporation's share of the identifiable net assets acquired is recorded as goodwill. Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with IAS 39 either in income or as a change to other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the fair value of the net identifiable assets acquired and liabilities assumed. When the excess is negative, a bargain purchase gain is recognized immediately in profit or loss. Acquisition costs are expensed as incurred, unless they qualify to be treated as debt issue costs, or as cost of issuing equity securities.

The measurement period is the period from the date of acquisition to the date the Corporation obtains complete information about facts and circumstances that existed as of the acquisition date – and is subject to a maximum of one year. The Corporation elects on a transaction-by-transaction basis whether to measure non-controlling interest at its fair value, or at its proportionate share of the recognized amount of the identifiable net assets, at the acquisition date.

(t) New Accounting Standards and Interpretations Adopted

IFRS 16 – Leases ("IFRS 16") was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognises a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognise the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. The Corporation has elected not to recognize right-of-use assets and lease liabilities for leases with a lease term of less than 12 months remaining, as permitted by IFRS 16. As at April 1, 2019, the Corporation adopted this pronouncement using the modified retrospective approach and there was no material impact on the Corporation's financial statements.

IFRIC 23 - Uncertainty over income tax treatments
On June 7, 2017, the IASB issued IFRIC Interpretation 23 Uncertainty over Income Tax Treatments (the "Interpretation"). The Interpretation is applicable for annual periods beginning on or after January 1, 2019. Early application is permitted. The interpretation clarifies the accounting for income tax treatments (current and deferred tax) that have yet to be accepted by tax authorities. The Corporation adopted the Interpretation in its financial statements effective January 1, 2019. The amendments and additions to IFRIC 23 do not have an impact on the Corporation's consolidated financial statements or financial results.

4. INVENTORIES

Inventories consists of finished products held for sale.

(Expressed in Canadian dollars)

5. EQUIPMENT

Equipment is comprised of the following:

	Computer equipment $	Demonstration equipment $	Office furniture and equipment $	Total $
March 31, 2019				
Cost				
Balance, beginning of period	12,178	390,931	16,013	419,122
Additions	-	818,547	-	818,547
Balance, end of period	12,178	1,209,478	16,013	1,237,669
Accumulated depreciation				
Balance, beginning of period	9,049	39,798	6,568	55,415
Depreciation for period	934	109,841	6,439	117,214
Balance, end of period	9,983	149,639	13,007	172,629
Net book value	2,195	1,059,839	3,006	1,065,040
March 31, 2020				
Cost				
Balance, beginning of period	12,178	1,209,478	16,013	1,237,669
Additions	-	118,292	4,771	123,063
Disposition	-	(44,172)	-	(44,172)
Balance, end of period	12,178	1,283,598	20,784	1,316,560
Accumulated depreciation				
Balance, beginning of period	9,983	149,639	13,007	172,629
Depreciation for period	934	126,930	3,006	130,870
Disposition	-	(8,098)	-	(8,098)
Balance, end of period	10,917	268,471	16,013	295,401
Net book value	1,261	1,015,127	4,771	1,021,160

6. DUE FROM AND TO RELATED PARTY

(A) Due from related party

The President, Chief Technology Officer and Director of the Corporation, and Cast Laser Inc., ("Cast") a corporation owned by the director were indebted to the Corporation as at March 31, 2020, in the amount of $238,049 (2019-$224,907); that indebtedness is secured by a Promissory Note made jointly and severally by Cast and the director and an Assignment of Receivables by Cast, and was repayable on or before December 31, 2017(the "Maturity Date"), without interest, but subject to interest at 6% per year from and after January 1, 2018 if not fully repaid by the Maturity Date.

As of July 30, 2019, each of Gordon Willox, CAST Laser, Inc. and Forest Lane Holdings Inc. delivered a joint and several promissory note to secure the principal amount of $224,907 together with interest at 6% per year accruing from April 1, 2019. Under this promissory note interest accruing on the outstanding principal from time to time is payable at the end of each month, and the principal is payable on demand. A payment of $6,807 has been applied against outstanding interest.

(Expressed in Canadian dollars)

6. DUE FROM AND TO RELATED PARTY (continued)

The following table details the changes in the amount due from related party:

	31-Mar-20	31-Mar-19
	$	$
Balance beginning of period	224,907	121,361
Interest and advances during the period	19,949	103,546
Repayments	(6,807)	-
	238,049	224,907

(B) Due to related party

Forest Lane Holdings Limited ("FLH"), a Corporation controlled by David J. Hennigar, Chairman of the Corporation, owns directly and indirectly 8,686,553 shares (38.0%) (March 31, 2019 – 44.4%) of the Corporation. FLH has provided working capital funding to the Corporation for a number of years.

The following table details the changes in the amount due to related party:

	31-Mar-20	31-Mar-19
	$	$
Balance beginning of period	2,027,310	1,045,086
Advances during period	-	963,890
Change in foreign currency translation	32,212	18,334
Face value of loan	2,059,522	2,027,310
Fair Value adjustments	(588,930)	(409,031)
Imputed interest	399,692	146,991
Balance end of period	1,870,284	1,765,270

Effective January 14, 2020, the Corporation entered into an Agreement with FLH in relation to the loan due to FLH. Under that Agreement, the terms of the FLH Loan, which was previously non-interest-bearing and had no set terms for repayment, were amended such that effective April 1, 2020, (i) it will be subject to interest at CIBC Prime Rate plus 1%, payable Quarterly on June 30, September 30, December 31 and March 31 in each year, (ii) it may be called for redemption by notice in writing expiring on a maturity date that is not less than fifteen months following the date of the notice, except in the case of a "trigger event" happening, and (iii) it may be repaid by the corporation, in whole or in part, at any time without notice or penalty. A "trigger event" includes any act or incident of insolvency of either the Corporation or Surgical Lasers Inc. ("SLI"), the disposition of all or substantially all of the assets of either the Corporation or SLI, or the acquisition of more than 50% of the issued and outstanding shares of the Corporation by any one shareholder or a group of shareholders acting in concert

As at March 31, 2019 the expected maturity date of the amount due to related party was extended to April 1, 2020 which resulted in a change to the fair value on initial recognition. Gain on the initial recognition is recognized in contributed surplus as a transaction with a shareholder. The imputed interest expense on the loan of $146,991 was recorded as a finance cost.

As at March 31, 2020 the expected maturity date of the amount due to related party was extended to June 30, 2021 and the interest rate changed from nil to CIBC Prime +1%. The resulting change in fair value was credited to contributed surplus and the imputed interest of $189,238 will be recorded as a finance cost until the deemed maturity.

The compensation paid to the directors and key management of the Corporation in the year ended March 31, 2020 was $291,000 (2019 - $282,000) paid in management fees and benefits. Key management includes those persons having authority and responsibility for planning, directing and controlling the activities of the Corporation, directly or indirectly, including any directors.

7. LONG TERM INVESTMENT

Woodland Biofuels Inc. ("Woodland")
The Corporation holds 112,272 shares in Woodland, a private company focused on the development and production of ethanol and other fuels and chemicals from biomass. The Corporation has written down the investment to its original cost of $1.

8. SHARE CAPITAL

Share capital consists of the following:
An unlimited number of special shares, issuable in series; and
An unlimited number of common shares.

Effective April 30, 2018, the Corporation accepted subscriptions for 814,720 units at a subscription price of $0.45 per unit. Each unit comprises One (1) fully paid and non-assessable common share from the Treasury of the Corporation and One (1) Class "C" Warrant, exercisable for a period of two years from the date of issue at a price of $0.90. Each Class "C" Warrant will entitle the holder to purchase One (1) fully paid non-assessable common share from the Treasury of the Corporation. In connection with this financing, there were also issued a total of 11,340 non-transferable Brokers Warrants, with terms otherwise similar to the Class "C" Warrants then issued. The fair value of the warrants and Brokers Warrants was determined to be $98,000 with the residual of $268,624 allocated to the common shares.

Effective June 3, 2018, the Corporation accepted subscriptions for an additional 333,350 units, the details of which are described above, at a subscription price of $0.45 per unit. In connection with this financing, there were also issued a total of 26,668 non-transferable Brokers Warrants. The fair value of the warrants and Brokers Warrants was determined to be $40,000 with the residual of $110,008 allocated to the common shares.

For the year ended March 31, 2019, the Corporation issued a total of 173,524 common shares from $0.40 to $0.43 per share as compensation for services

Effective June 26, 2019, the Corporation accepted subscriptions for 1,446,900 Units at a price of $0.35 per unit. Each Unit is comprised of one fully paid common share and one-half of a share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one additional share at a price of $0.70 from the Treasury of the Corporation during the period up to thirty months from the Closing Date of the Placement. In connection with this financing, there were also issued a total of 90,783 non-transferable Brokers Warrants. Each Broker Warrant entitles the holder to purchase one additional share at a price of $0.35 from the Treasury of the Corporation during the period up to thirty months from the Closing Date of the Placement. The fair value of the Warrants and Brokers Warrants was determined to be $195,000 with the residual of $311,415 allocated to the common shares.

Effective November 29, 2019 and December 6, 2019, the Corporation accepted subscriptions for an aggregate of 1,615,633 Units at a price of $0.35 per unit. Each Unit is comprised of one fully paid common share and one-half of a share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one additional share at a price of $0.70 from the Treasury of the Corporation during the period up to thirty months from the Closing Date of the Placement. In connection with this financing, there were also issued a total of 108,892 non-transferable Brokers Warrants. Each Broker Warrant entitles the holder to purchase one additional share at a price of $0.35 from the Treasury of the Corporation during the period up to thirty months from the Closing Date of the Placement. The fair value of the Warrants and Brokers Warrants was determined to be $185,000 with the residual of $380,473 allocated to the common shares.

For the year ended March 31, 2020, the Corporation issued a total of 249,000 common shares from $0.40 to $0.43 per share as compensation for services

(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

Common shares	Shares	Amount
		$
Balance March 31, 2018	18,233,545	18,616,303
Issued for cash	1,148,070	378,632
Issued for services	173,524	70,500
Issue costs	-	(25,007)
Balance March 31, 2019	19,555,139	19,040,428
Balance March 31, 2019	19,555,139	19,042,428
Issued for cash	3,062,533	691,888
Issued for services	249,000	102,750
Issue costs	-	(86,159)
Balance March 31, 2020	22,866,672	19,750,907

Series "A" Special Shares	Shares	Amount
		$
Balance March 31, 2018	1,532,901	1
Redemption of shares	(306,580)	-
Balance March 31, 2019	1,226,321	1
Balance March 31, 2019	1,226,321	1
Redemption of shares	(306,580)	-
Balance March 31, 2020	919,741	1

In connection with the financing which closed on April 30, 2018, the Corporation issued an additional 11,340 Brokers Warrants, which are non-transferable, but otherwise in similar terms to the Class “C” Warrants, which were paid as a fee related to the financing, giving total warrants issued and outstanding at April 30, 2018 of 5,413,766. The Corporation determined the fair value of the warrants using the Black-Scholes option pricing model with the following assumptions:

Expected dividend yield 0%; Risk-free interest rate 0.73%; Contractual term (in years) 2; Expected volatility 86%.

In connection with the financing which closed on June 7, 2018, the Corporation issued an additional 26,668 Brokers Warrants, which are non-transferable, but otherwise in similar terms to the Class “C” Warrants, which were paid as a fee related to the financing, giving total warrants issued and outstanding at June 7, 2018 of 5,773,784. The Corporation determined the fair value of the warrants using the Black-Scholes option pricing model with the following assumptions:

Expected dividend yield 0%; Risk-free interest rate 0.73%; Contractual term (in years) 2; Expected volatility 86%.

In connection with the financing which closed on June 26, 2019, the Corporation issued an additional 90,783 Brokers Warrants, which are non-transferable, exercisable at $0.35 expiring 30 months from date of issue, which were paid as a fee related to the financing, giving total warrants issued and outstanding at June 26, 2019 of 3,656,737. The Corporation determined the fair value of the warrants using the Black-Scholes option pricing model with the following assumptions:

Expected dividend yield 0%; Risk-free interest rate 0.73%; Contractual term (in years) 2.5; Expected volatility 125%.

(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

In connection with the financing which closed on November 29, 2019 and December 6, 2019, the Corporation issued an additional 108,892 Brokers Warrants, which are non-transferable, exercisable at $0.35 expiring 30 months from date of issue, which were paid as a fee related to the financing, giving total warrants issued and outstanding at December 6, 2019 of 3,104,518. The Corporation determined the fair value of the warrants using the Black-Scholes option pricing model with the following assumptions:

Expected dividend yield 0%; Risk-free interest rate 0.73%; Contractual term (in years) 2.5; Expected volatility 125%.

Expected volatility is derived from the historical volatilities of several comparable unrelated public companies from the same or similar industry

On October 17, 2018, the Corporation issued 187,500 share purchase warrants, exercisable at $0.50 each to acquire up to 187,500 common shares from the Treasury of the Corporation, valid until April 17, 2020.

Class "A" Warrants	Warrants	Amount
		$
Balance March 31, 2019	1,468,926	815,049
Expired unexercised	(1,468,926)	(815,049)
Balance March 31, 2020	-	-

Class "C" Warrants	Warrants	Amount
		$
Balance March 31, 2018	nil	nil
Issued for cash	1,148,070	131,000
Brokers warrants	38,008	7,000
Balance March 31, 2019 and March 31, 2020	1,186,078	138,000

Warrants - April 17, 2020	Warrants	Amount
		$
Balance March 31, 2018	nil	nil
Issued in payment of commitment fee	187,500	33,000
Balance March 31, 2019 and March 31, 2020	187,500	33,000

Warrants - December 26, 2021	Warrants	Amount
		$
Balance March 31, 2019	nil	nil
Issued for cash	723,450	170,000
Brokers warrants	90,783	25,000
Balance March 31, 2020	814,233	195,000

(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

Warrants - May 29, 2022	Warrants	Amount
		$
Balance March 31, 2019	nil	nil
Issued for cash	797,815	157,000
Brokers warrants	108,892	26,000
Balance March 31, 2020	906,707	183,000

Warrants - June 6, 2022	Warrants	Amount
		$
Balance March 31, 2019	nil	nil
Issued for cash	10,000	2,000
Balance March 31, 2020	10,000	2,000

The following table summarizes information about the warrants outstanding and exercisable at March 31, 2020:

Number of warrants outstanding	Expiry Date	Exercise Price $	Number of warrants exercisable	Weighted average remaining life (yrs)
187,500	17-Apr-2020	0.50	187,500	0.05
814,720	30-Apr-2020	0.90	814,720	0.08
11,340	30-Apr-2020	0.90	11,340	0.08
333,350	7-Jun-2020	0.90	333,350	0.19
26,668	7-Jun-2020	0.90	26,668	0.19
723,450	26-Dec-2021	0.70	723,450	1.74
90,783	26-Dec-2021	0.35	90,783	1.74
797,815	29-May-2022	0.70	797,815	2.16
108,892	29-May-2022	0.35	108,892	2.16
10,000	6-Jun-2022	0.70	10,000	2.18
3,104,518			3,104,518	1.14

Callable Warrant Feature Class “C” Warrants have a “Callable” feature, empowering the Corporation to Call the Warrant for exercise at any time while they are outstanding if the average closing price of the stock on the market over a period of 20 trading days in any period of thirty consecutive trading days is at or above 130% of the respective exercise price of the Warrants. The Call procedure provides that the Corporation may give Notice to Exercise within 30 days, after which date any unexercised Warrants will become void.

9. STOCK BASED COMPENSATION PROGRAM

The Board of Directors has established a stock option plan (“the plan”) under which options to purchase common shares are granted to directors, officers, consultants and key employees of the Corporation. The plan was approved by the shareholders of the Corporations at the Annual General and Special Shareholders Meeting held on November 21, 2016. Options to acquire common shares are granted at option prices, which shall be not less than the fair market value of the shares at the time the option is granted. Fair market value shall be deemed to be the average between the highest and lowest prices at which the common shares are traded on the day the option is granted and if not so traded, the average between the closing bid and asked prices thereof as reported for the day on which the option is granted. Options expire between one and ten years from the date of the grant and will generally vest immediately.

(Expressed in Canadian dollars)

9. STOCK BASED COMPENSATION PROGRAM (continued)

The Corporation has reserved 3,000,000 common shares pursuant to the plan. There are 1,460,000 options to acquire common shares outstanding under the plan as at March 31, 2020. Any unexercised options that expire or are forfeited become available again for issuance under the plan.

On March 31, 2017, 1,450,000 options were granted to directors, officers, consultants and employees under the plan at an exercise price of $1.00. These options vested immediately and expire in 5 years. The fair value of these options were estimated at the date of grant using the Black-Scholes pricing model with the following weighted average assumptions; estimated fair value of the shares $0.53; risk free interest rates of 1.12%; dividend yields of nil; volatility factor of 125%; and a weighted average expected life of the option of 5 years. The fair value of the options is $600,875. The expected volatility of the Corporation is based on historical volatility of comparable entities for the same weighted average expected life of the option.

On August 24, 2017, 10,000 options were granted to a consultant under the plan at an exercise price of $1.00. These options vested immediately and expire in 5 years. The fair value of these options were estimated at the date of grant using the Black-Scholes pricing model with the following weighted average assumptions; estimated fair value of the shares $0.60; risk free interest rates of 0.73%; dividend yields of nil; volatility factor of 125%; and a weighted average expected life of the option of 5 years. The fair value of the options is $5,000. The expected volatility of the Corporation is based on historical volatility of comparable entities for the same weighted average expected life of the option.

Options issued and outstanding as at March 31, 2020 and March 31, 2019:

	Weighted average exercise price $	Issued
Balance March 31, 2019	1.00	1,460,000
Balance March 31, 2020	1.00	1,460,000

The following table summarizes information about the options outstanding and exercisable at March 31, 2020:

Number of options outstanding	Expiry Date	Exercise Price $	Number of options exercisable	Weighted average remaining life (yrs)
1,450,000	31-Mar-2022	1.00	1,450,000	2.00
10,000	24-Aug-2022	1.00	10,000	2.40
1,460,000			1,460,000	2.00

10. NOTE PAYABLE AND CONVERTIBLE NOTE

Effective March 19, 2019, the Corporation borrowed an amount of $250,000 by way of a short term loan; the loan, which is subject to interest calculated at 15% per year, is secured by a Promissory Note issued by the Corporation and guaranteed by directors of the Corporation, and matures on December 31, 2019.

Effective January 15, 2020 the unsecured short-term loan of $250,000 bearing interest at 15%, which matured on December 31, 2019, was exchanged for a 9.5% unsecured convertible note maturing April 15, 2022. Interest will be payable quarterly on April 15, July 15, October 15 and January 15. The note will be convertible into common shares at $0.35 per share at any time up to a date of maturity. The Corporation has determined the value of the conversion option to be $107,043 and has transferred this amount to contributed surplus.

(Expressed in Canadian dollars)

11. INCOME TAX

The following table reconciles the income tax provision from the expected amount based on statutory rates to the amount reported for consolidated financial statement purposes for the Years ended March 31, 2020 and March 31, 2019:

	31-Mar-20	31-Mar-19
	$	$
Net income (loss) before taxes	(1,610,649)	(1,586,709)
Income tax (recovery) at Canadian Federal and provincial statutory rates of 26.5%	(426,822)	(420,478)
Non-taxable items	97,777	44,038
Other	(123,955)	70,540
Deferred tax asset not recognized	453,000	305,900
Provision for income taxes	-	-

Deferred taxes

	31-Mar-20	31-Mar-19
	$	$
Non-Capital losses carried forward	2,493,000	2,102,000
Equipment	174,000	118,000
Other	36,000	30,000
	2,703,000	2,250,000
Less: Deferred tax assets not recognized	(2,703,000)	(2,250,000)
Deferred tax liability	-	-

Non-capital losses carried forward	$
2026	303,096
2027	183,097
2028	327,325
2029	409,661
2030	348,264
2031	217,199
2032	323,394
2033	963,325
2034	735,728
2035	1,178,880
2036	187,084
2037	250,352
2038	1,458,657
2039	1,348,216
2040	1,172,945
	9,407,223

(Expressed in Canadian dollars)

12. EXPENSES BY NATURE

	Year Ended	
Expense item	**31-Mar-20**	31-Mar-19
	$	$
Selling, general and admin expenses	**966,812**	844,994
Professional fees	**59,408**	51,667
Listing expenses	**99,217**	127,003
Management fees	**210,000**	210,000
Consulting fees	**226,598**	183,551
General and administrative	**1,562,035**	1,417,215

13. EARNINGS (LOSS) PER SHARE

The earnings per share is calculated based upon the weighted average number of common shares outstanding during the year of 21,321,064 (March 31, 2019 – 19,296,649). As at March 31, 2020, the Corporation had 3,104,515 outstanding warrants (March 31, 2019 - 2,842,504) and 1,460,000 outstanding stock options (March 31, 2019 – 1,460,000). The dilution created by warrants and options and the Corporation's commitment to issue shares has not been reflected in the per share amounts as the effect would be anti-dilutive.

14. COMMITMENTS

(A) The Corporation is committed to a lease agreement related to the Corporation's premises, commencing on July 1, 2015 and terminating on July 31, 2020. Under the terms of this lease, the Corporation is required to pay a proportionate share of operating costs, realty taxes and utilities, in addition to the minimum lease payments. The future minimum lease payments are shown in the table below. (See Subsequent event Note 19(e))

2021	$ 3,520
2022	TBD

(B) The Corporation's exclusive distribution rights are dependent on the achievement of certain annual minimum purchase targets agreed between the parties from time to time. The current future minimum purchase commitments are as follows:

	Lasers	Fibers
2021	24	15,000
2022	36	TBD
2023	TBD	TBD

15. FINANCIAL INSTRUMENTS

Fair Values

The estimated fair values of cash, accounts receivables, due from related party, accounts payable and accrued liabilities, convertible debenture and due to related party approximate their carrying values due to the relatively short-term nature of the instruments.

The long-term investment has been recorded at cost. The convertible debenture has been recorded at the discounted value after allocating the attributed value of the conversion feature. The Series "A" special shares are measured at fair value at the end of the reporting period.

During the years ended March 31, 2020 and March 31, 2019, there was no transfer of financial assets between the three levels of the fair value hierarchy.

16. FINANCIAL RISKS

The main risks the Corporation's financial instruments are exposed to are credit risk, foreign currency risk, liquidity risk and market risk.

16. FINANCIAL RISKS (continued)

Credit Risk

The Corporation's credit risk is primarily attributable to its accounts receivable and due from related party. The amounts disclosed in the consolidated statements of financial position are net of allowances for doubtful accounts, estimated by the Corporation's management based on prior experience and their assessment of the current economic environment.

The Corporation establishes an allowance for doubtful accounts that represents its estimate of incurred losses in respect of accounts receivable. The main components of this allowance are a specific loss component that relates to individually significant exposures. As at March 31, 2020, all receivables which are 60 days past the due date and are deemed uncollectible have been recorded in the allowance for doubtful accounts. The total allowance for bad debts at March 31, 2020 is $13,082 (2019- $24,747).

Liquidity Risk

The Corporation's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Corporation's reputation. To the extent that the Corporation does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through debt or equity transactions. The Corporation manages its liquidity risk by continuously monitoring forecast and actual cash flows from operations. In recent years, additional loans from directors/shareholders have provided the necessary liquidity required. The payment of accounts payable and accrued liabilities are based upon contractual terms as arranged with suppliers. Effective April 1, 2020 the amount due to related party bears interest at CIBC Prime + 1% and the amount is callable upon 15 months written notice. The Corporation also manages liquidity risk on the basis of expected maturity dates. The following table analyzes financial liabilities by remaining contractual maturity (contractual and undiscounted cash flows).

Liquidity risk table	Debt	Lease Liability	Account payable and accrued liabilities	Total
	$	$	$	$
Less than 1 year	-	3,520	323,291	326,811
1 - 5 year	2,309,522	-	-	2,309,522
More than 5 years	-	-	-	-
Balance as at March 31, 2020	2,309,522	3,520	323,291	2,636,333

Market Risk

Market risk arises from the possibility that changes in market prices will affect the value of the financial instruments of the Corporation. As indicated in Note 7, the Corporation has an investment in a company focused in the development and production of ethanol and other fuels and chemicals from biomass. The fair value of this investment is subject to future financing to further develop the planned facility and the prices of the ethanol and wood. The Corporation has determined that it is not exposed significantly to any other market risk.

Interest Rate Risk

The convertible note (Note 10) bears interest at 9.5%, the amount due from related parties (Note 6(A)) bears interest at 6% per annum and the amount due to related parties (Note 6(B)) bears interest at CIBC Prime +1%. The Corporation is subject to interest rate price risk resulting from market fluctuations in interest rates. A 1% change in interest rates would change interest expenses by $20,000.

Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. At the year end the following assets and liabilities originate in US. dollars and Euros and are subject to fluctuations:

(Expressed in Canadian dollars)

16. FINANCIAL RISKS (continued)

Foreign exchange risk (continued)

	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
	US$	US$	€	€
Cash	57,096	7,672	-	-
Accounts receivable	60,775	15,227	-	-
Inventory deposits	-	-	11,600	36,278
Term deposit	-	19,750	-	-
Accounts payable	(75,934)	(31,517)	(19,874)	(570)
Credit cards	-	(14,369)	-	-
Related party payable	(390,925)	(390,925)	-	-
	(348,988)	(394,162)	(8,274)	35,708

A 5% change in the US and Euro/Canadian dollar exchange rates could create a net loss or gain of $20,000 in the statement of operations. There would be no impact on the Corporation's Other Comprehensive Income ("OCI").

17. MANAGEMENT OF CAPITAL

The Corporation defines capital that it manages as the aggregate of its loans payable, Series "A" special shares, share capital, contributed surplus and deficit. Its objectives when managing capital are to ensure that the Corporation will continue as a going concern, so that it can provide returns to its shareholders.

	31-Mar-20	31-Mar-19
	$	$
Convertible note	**154,495**	-
Amount due to related party	**1,870,284**	1,765,270
Series "A" Special Shares	**1**	1
Share capital	**19,750,907**	19,042,428
Contributed surplus	**9,283,950**	8,617,039
Deficit	**(29,724,012)**	(28,113,363)
Total Capital	**1,335,625**	1,311,375

The Corporation manages its capital structure and makes adjustments to it in light of economic conditions. The Corporation, upon approval from its Board of Directors and subject to all relevant regulatory and other consents and approvals, will make changes to its capital structure as deemed appropriate under the specific circumstances.

The Corporation is not subject to any externally imposed capital requirements or debt covenants and does not presently utilize any quantitative measures to monitor its capital. The Corporation's overall strategy with respect to management of capital remains unchanged from the year ended March 31, 2019.

18. SEGMENTED INFORMATION

Management has determined that during the periods covered by these financial statements, the Corporation carried on business in one operating segment only. All capital assets, except for demonstration equipment, were located in Canada. Sales other than to Canadian customers for the year ended March 31, 2020 were export sales to the United States of $895,888 (March 31, 2019 - $328,025) and export sales to the Dominican Republic of $62,855 (March 31, 2019 - $65,360).

19. SUBSEQUENT EVENTS

(a) Effective April 30, 2020, the Corporation issued 12,500 common shares at $0.40 per share as compensation for services.

(b) Effective May 31, 2020, the Corporation issued 12,500 common shares at $0.40 per share as compensation for services.

19. SUBSEQUENT EVENTS (continued)

(c) Effective June 30, 2020, the Corporation issued 12,500 common shares at $0.40 per share as compensation for services.

(d) Effective July 31, 2020, the Corporation issued 12,500 common shares at $0.40 per share as compensation for services.

(e) Subsequent to the end of the fiscal year ended March 31, 2020, the Corporation entered into a Credit Facility Agreement(the "Credit Facility") with a chartered bank (the "Bank"). Under the terms of the Credit Facility, the Corporation was granted a non-revolving term facility of $500,000. The Credit Facility, together with all other obligations of the Corporation to the Bank, is secured by (i) a General Security Agreement over all personal property of the Corporation, ranking first in priority to all other obligations of the Corporation, (ii) a personal guarantee and postponement of claims in the amount of $250,000 granted by a director of the Corporation, also by (iii) security over a cash collateral deposit by the Corporation in the form of a GIC in the amount of $100,000 and a Guarantee in the amount of $250,000 (the "EDC Guarantee") issued by Export Development Canada. The Terms of the Credit Facility also include financial covenants by the Company, including in particular the obligation to maintain Debt Service Coverage at the end of each financial year of not less than 1.25:1

(f) Effective July 28, 2020 the Corporation is committed to a lease agreement related to the Corporation's premises, commencing on August 1, 2020 and terminating on July 31, 2021. Under the terms of this lease, the Corporation is required to pay a proportionate share of operating costs, realty taxes and utilities, in addition to the minimum lease payments.

DIRECTORS AND OFFICERS

David J. Hennigar	Director and Chairman
N. Gary Van Nest	Director, Vice Chairman and Chief Executive Officer
Gordon Willox	Director, President and Chief Technology Officer
Dr. Robert Francis	Director
Dr. Stanley Swierzewski III	Director
Lorne S. MacFarlane	Chief Financial Officer
Christopher H. Freeman	Secretary