Glenbriar Technologies Inc.

2015 ANNUAL REPORT

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2015 ANNUAL REPORT

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To Our Shareholders

Back Office & Infrastructure Updates

Glenbriar made major investments in fiscal 2015 in its data centre and back office infrastructure to reposition itself for a Cloud-centric services delivery model. This transformation is nearing its final phases, with several client rollouts scheduled for the second and third quarter of fiscal 2016. These new tools automate Glenbriar's business workflow through its entire cycle, from sales process through invoicing and monitoring.

Financing

Glenbriar has tapped three sources for additional funds in the last six months: finance leases for our Cloud data centre, finance loans for our back office infrastructure and a revolving credit facility. Glenbriar is continuing to seek additional funding for strategic acquisitions, development of its Cloud services and cyber-security marketing and sales infrastructure, and reduction of long term obligations.

New CFO

Glenbriar terminated its acting CFO in July 2015 for deteriorating performance caused by sources beyond her control. After a brief stint with another acting CFO, that relationship was terminated and Bev Leighton was appointed as acting CFO effective October 30, 2015. These events exacerbated the complexity of the update of the new back office infrastructure, including transition to new financial reporting software, and to some extent may have contributed to the decline in fourth quarter results.

Industry Trends

Glenbriar's commitments to redesign and redeploy its internal and external operations position us to respond to the disruptive changes to business computing that are underway in the Cloud, mobility and big data.

Technology is redefining business models in most industries. We have redesigned Glenbriar from the ground up to ensure that we can keep our clients ahead of the technology curve.

Robert Matheson, President & CEO

MANAGEMENT DISCUSSION AND ANALYSIS

This information is given as of January 26, 2016 under NI Form 51-102F1. As of the date of this report, there are 48,421,510 Glenbriar voting common shares issued and outstanding. There is no other class or series of shares issued, and no warrants or options or other rights to acquire additional common shares outstanding.

Description of Business

Glenbriar Technologies Inc. (CSE: GTI) provides leading edge Cloud-enabled business technology solutions. From its offices in Calgary, Vancouver and Waterloo, Glenbriar's IT professionals and software developers design, manage and support solutions that include IT Services, Cloud Services, Portals & Collaboration, Unified Communications, Software and Security. See www.glenbriar.com for more details.

Registrar and Transfer Agent

Glenbriar changed its registrar and transfer agent from Valiant Trust Company, a wholly owned subsidiary of Canadian Western Bank, to Reliable Stock Transfer Inc. in June 2015. Valiant sold its transfer agent business to Computershare effective May 1, 2015. Reliable's focus on small cap issuers allows them to be more responsive and flexible.

Human Resources

Glenbriar terminated its acting CFO, Sherri Saunders, in July 2015 due to conditions beyond her control. In early September 2015, Eric Thomson, CPA, CA, was appointed as Acting CFO on a part-time contract basis. After 2 months, that relationship was terminated and Bev Leighton was appointed as acting CFO effective October 30, 2015. These events exacerbated the complexity of the update of the new back office, including transition to new financial reporting software, and to some extent may have contributed to the decline in fourth quarter results.

New Back Office

Glenbriar upgraded its back office applications and infrastructure in fiscal 2015 and 2016. This new infrastructure replaces a number of proprietary systems that Glenbriar developed over the years with state of the art industry standard applications.

Glenbriar completed the initial upgrade of its back office applications and infrastructure in June 2015 to improve efficiencies and allow easier interoperability between branches, clients and service delivery. This new infrastructure replaces a number of proprietary systems that Glenbriar developed over the years with state of the art industry standard applications. All offices were live on the new back office infrastructure as of June 1, 2015, with the legacy systems turned off on June 30, 2015. The first full billing cycle for all branches on the new system was completed in July 2015. This upgrade substantially automates Glenbriar's business workflow, and will have a positive effect on all aspects of operations going forward in fiscal 2016.

Products & Services

Cloud Services

Glenbriar is transferring its internal infrastructure, hosted clients and new Cloud hosted clients to its new Cloud infrastructure. By focusing on keeping the data in Canada, new hosting opportunities arise in industries that are sensitive to the location and storage of their data and intellectual property, such as health care, financial services, technology innovation and natural resources.

As business technology moves from in-house infrastructure to the Cloud, using public, private or hybrid models, Glenbriar is transitioning its clients to optimize their Cloud strategy to fit their business growth, needs and outcomes to ensure the right mix of Cloud, on premise and hybrid solutions to fulfill their objectives.

Glenbriar is in the process of realigning its services for small business customers to allow them to transition to a more Cloud-centric model. This is expected to allow the adoption of a broader range of clients and services for those customers. The downturn in the business cycle in Alberta has led to the bankruptcy or shutdown of a limited number of Glenbriar's customers in that province. These losses are being made up in new hosting clients and in the other locations.

Portals & Collaboration

Glenbriar is moving its clients to a simplified and automated implementation of the SharePoint development platform that eliminates the need for custom SharePoint development, leaving the design and management of the SharePoint site in the clients' hands. SharePoint changes the way businesses operate, reducing lost productivity and costs that result from organizations not having the resources to efficiently and cost-effectively streamline their business processes.

Unified Communications

Glenbriar completed additional deployments of its inclusive Remote Facility Communications solution in 2015. This solution works over a fixed, wireless or satellite Internet connection, with all major brands of smartphones and wireless devices, and with all national cellphone carriers, making it available virtually anywhere. Typical payout for clients is less than one year for a huge increase in functionality.

Managed Services

New projects are in the design phase for rolling out over the next 2 quarters. Cloud deployments, mobility functionality, managed services and print services will continue to grow in enterprise environments, and bring with them the need for increased emphasis on security. Glenbriar is actively seeking upgraded technologies to meet these new requirements.

Cyber-security

Glenbriar continues to upgrade cyber-security methodologies and products, such as its licence with a world-class cyber security firm headquartered in the United Kingdom. The licence allows Glenbriar to market and distribute their products across Canada, either on a stand-alone basis, or incorporated within Glenbriar's existing products and services.

Software Services

Glenbriar's MMS has been updated to incorporate industry mandated EDI changes. A number of MMS clients are implementing server upgrades to provide enhanced performance and functionality.

Glenbriar continues to develop its multivalue application database consulting and production line control products for manufacturers.

Financial Review

Selected Financial Information

Selected Annual Financial Information ($)	Year ended September 30		
	2015	2014	2013
Revenue	4,184,230	5,953,532	6,006,154
Gross profit	1,355,443	1,573,688	1,346,362
Net income (loss) before tax	(191,629)	271,122	(145,050)
Net income (loss)	(191,629)	271,122	(145,050)
-per share (basic and diluted)	(0.00)	0.01	0.00
Total assets	1,076,965	911,211	740,796
Long term liabilities (excl. deferred rent)	478,757	345,000	395,000
Dividends	-	-	-

Revenue decreased 30% in 2015, made up of a 25% decrease in services revenue and a 40% decrease in equipment sales. Most of the decrease reflects the downturn in the Alberta economy due to declining oil prices, which has resulted in some clients going out of business, deferral of project work, and reduced services due to declining staff counts. Glenbriar has been actively diversifying its client base outside of the energy sector in its Calgary office during 2015. In addition, Glenbriar made major investments in 2015 in data centre and back office infrastructure to facilitate the shift to a Cloud-centric service model. This results in lower equipment sales to clients and more equipment being purchased directly by Glenbriar. Further effects of this change will be reflected in the second and third quarter of fiscal 2016 as more clients are moved into the new service model. Gross margin rose to 32% from 26% in 2014 and 22% in 2013, representing better tracking and diversion of technical resources to data centre and office operating systems projects in 2015, and the effect of moving to a Cloud-centric services delivery model, which increases fixed costs in relation to variable costs. Net loss was $191,629 in 2015, down from income of $271,122 in 2014, and a loss of $145,050 in 2013. The 2014 net income includes a $107,000 gain on sale of Peartree Dealership.

Selected Quarterly Financial Information ($)	Quarter ended							
	2015			2014				2013
	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31
Revenue	951,143	1,001,574	1,214,292	1,017,221	1,392,609	1,460,363	1,756,829	1,343,731
Income (loss) from operations	(28,149)	(70,039)	47,858	(32,032)	(122,013)	77,829	125,160	238,493
-per share (basic and diluted)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.01
Net income (loss)	(104,244)	(83,729)	34,272	(37,928)	(145,564)	67,522	117,082	232,082
-per share (basic and diluted)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.01

Overall revenue decreased 32% for the quarter ended September 30, 2015 from the prior year period, made up of a 9% drop in services and a 75% decrease in equipment and software sales. These differences reflect the factors relating to the Alberta economy and movement to the Cloud discussed above.

Glenbriar has not paid dividends and has no current intention of doing so.

Liquidity and Capital Resources

As of September 30, 2015, Glenbriar had working capital deficiency of $584,481 ($471,718 excluding deferred items, which does not require a direct cash outlay), a decline from working capital of $58,627 ($126,048 excluding deferred items) at September 30, 2014. This decrease reflects declining revenue and related payables discussed above, as well as substantial investment in data centre and back office infrastructure, which resulted in a $581,225 increase in fixed assets in fiscal 2015. These investments were funded through bank indebtedness of $192,362 as of September 30, 2015 (2014 - $nil), finance leases of $118,473 as of September 30, 2015 (2014 - $nil), and finance loans of $87,468 as of September 30, 2015 ($2014 - $nil). As part of its back office restructuring, Glenbriar modified its business process for handling procurement so that items are no longer taken into inventory. This is reflected in the standard practice of having goods delivered directly to the end user's site. The $45,809 increase in deferred revenue reflects deposits received for equipment purchases which had not arrived at their destination by year end, with the balance made up of software maintenance and service fees on Glenbriar's remaining proprietary software products.

Lease payments under office leases are expensed on a straight-line basis over the life of the lease. Incentives under an operating lease, such as rent-free periods, are recognized as a reduction in rental payments over the lease term. Deferred rent reflects rent free allowances on the office lease in Calgary, which has a remaining term of 7 years.

Glenbriar entered into a revolving demand credit facility in March 2015. This facility allows for borrowing of up to 75% of accounts receivable under 91 days (less potential prior payables) to a maximum of $500,000, calculated monthly, and bears interest at prime plus 2.25% per annum. A second facility allows for borrowing up to $100,000 on a VISA business account. The total borrowings are secured by a general security agreement over Glenbriar's current and after acquired assets, and postponement of loans payable. The outstanding balance on September 30, 2015 under both facilities was $192,362. The bank indebtedness requires the Corporation to maintain a ratio of liabilities to tangible net worth of not greater than 4:1. At September 30th, 2015 the Corporation was in default of the covenant. The lender has not called the loan as of January 26, 2016. The Corporation is actively engaged with the lender in developing strategies to bring the Corporation into compliance over time.

Loans payable at September 30, 2015 in the amount of $345,000 (September 30, 2014 - $345,000) consist of net advances from officers of the Corporation secured by a general security agreement which bear interest at the rate of interest charged on the bank indebtedness (note 6). The advances are repayable 12 months after the officers provide written request for payment. As at September 30, 2015, the officers had not requested payment, and consequently, the advances have been classified as non-current liabilities, and related accrued interest of $45,564 is included in accounts payable (2014 - $34,036).

Finance expense includes $17,078 of interest on the advances in fiscal 2015 (2014 - $16,786), which corresponds to an average interest rate of 5% for 2015 (2014 – 4%).

Glenbriar entered into new finance leases in fiscal year 2015 to facilitate its new cloud infrastructure. Finance leases consisted of four equipment leases. The equipment leases bear interest ranging between 12.33% and

16.52% annually and require blended monthly payments of interest and principal. The final payments are due between November 2017 and March 2018.

The financing loans relate to the purchase of two office operating systems. The financing loans are non-interest bearing and unsecured. The final payments are due on December 1, 2018 and February 1, 2019.

Glenbriar has no off-balance sheet arrangements.

Management believes that its ongoing cash flow from operating activities, based on current internal operating forecasts, will be sufficient to satisfy its current and future obligations as they become due and to fund ongoing operations.

Glenbriar may be required to seek additional equity or debt financing, reduce its operations or to limit its growth in order to maintain liquidity. In addition, Glenbriar does not have adequate surplus capital on hand to aggressively pursue its new business delivery model activities, to establish and implement a robust marketing and sales program, and to make strategic acquisitions. Accordingly, Glenbriar may reasonably be expected to issue additional equity or take on more debt in order to obtain the additional resources which it believes are necessary to enable it to seek to achieve the growth rates which are sought by investors and shareholders. If additional equity is issued, existing shareholders may experience dilution of their shareholdings. If additional debt is taken on, the business could be put at greater risk of not being able to survive downturns in business cycles, the loss of major accounts, or other negative events. Glenbriar will continue to take steps to improve its working capital position, which may include injection of capital, loans or renegotiation of credit facilities, but there is no assurance that these efforts will be successful.

In prior periods, Glenbriar funded its research and development from internal sources, including cash flow and disposition of non-core assets. With the sale of the Peartree Dealership product in fiscal 2014, Glenbriar management has eliminated the need for ongoing research and development activities.

Glenbriar has 2 years left on its lease for the Waterloo office, 7 years left on its lease for its head office in Calgary, and 1 year on its Burnaby location. Glenbriar's long term financial commitments for office leases were as follows as of September 30, 2015:

	$
2016	235,714
2017	228,586
2018	199,711
2019	197,086
2020	197,086
Subsequent years	262,781
Total	1,320,964

A contractual maturity analysis of the Corporation's financial liabilities is as follows:

Financial liabilities	2016	2017	2018	2019	Total
Bank indebtedness	192,362	-	-	-	192,362
Accounts payable	626,507	-	-	-	626,507
Loans payable	-	345,000	-	-	345,000
Finance leases	47,714	54,207	17,552	-	118,473
Finance loans	25,470	26,484	26,484	9,030	87,468
	891,053	425,691	44,036	9,030	1,369,830

The financial statements are prepared on a going concern basis, which assumes that Glenbriar will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. There are material uncertainties related to events and conditions that may cast significant doubt upon the Corporation's ability to continue as a going concern, such as negative working capital of $584,841 as of September 30, 2015 (2014 - $(58,627)) and a net loss during fiscal 2015 of $191,629 (2014 – net income of $271,122). There is no certainty that Glenbriar will generate positive cash flows or obtain additional debt or equity financing to continue as a going concern. The financial statements do not reflect the adjustments that would be necessary if the going concern assumption is inappropriate, and those adjustments could be material.

Results from Operations

Net loss was $191,629 for fiscal 2015, a decline from income of $271,122 for fiscal 2014, made up of a 25% decline in services and 40% decline in equipment sales. 2014 income included a $107,000 gain on sale of the Peartree Dealership product.

Managed services revenue includes all professional services and consulting revenue. Cost of services includes the salaries of those employees who directly earn managed services revenue. Margins on managed services are based on a comparison of managed services revenue to cost of services. Salaries for administrative and support staff are included in general and administrative expenses, while salaries for sales and marketing staff are included in sales and marketing expense.

Equipment sales include all revenue from the sale of equipment and related third party software, and cost of goods sold is made up of the cost of equipment and third party software sales. Both accounts include shipping, but exclude any allocation of salaries or overhead. Margins on equipment and third party software sales are based on a comparison of equipment and third party software revenue to cost of goods sold.

Revenue. Sales and services revenue decreased 30% in fiscal 2015 over 2014, made up of a 25% decline in services and a 40% decline in equipment and third party software sales.

Expense. Margins on managed services increased to 37% in fiscal 2015 from 25% in fiscal 2014. Margins on equipment and third party software sales declined to 21% from 28% over the same periods. These changes reflect the movement to a more Cloud-centric services delivery model and more detailed tracking of sources of revenue and expenses that resulted from the change in back office infrastructure in fiscal 2015. Since the detailed breakdowns of revenue and expenses were not available in fiscal 2014, the relative margins for the two fiscal periods could not be applied on a fully consistent basis, but will be consistent in future periods. General and administrative expense rose to 28% of sales in fiscal 2015 from 16% in fiscal 2014, and sales and marketing expenses declined to 5% of sales in 2015 from 6% in 2014, reflecting a change in the mix of sales and administrative staff. These changes reflect lower revenue and the higher fixed costs associated with the establishment and operation of the data centre and back office infrastructure, including finance leases and colocation costs.

Accounts receivable. The balance for September 30, 2015 reflects 30 days of sales, which is down from 36 days of sales for year-end 2014.

Accounts payable and accrued liabilities. The total balance declined to $626,507 at September 30, 2015 from $708,758 at the end of fiscal 2014.

Deferred revenue. This balance increased to $107,152 as of September 30, 2015 from $61,343 at the end of fiscal 2014 due to deposits received for hardware sales which had not been delivered at year end. The remaining balance is for periodic software maintenance and services on Glenbriar's proprietary software products, which are brought into revenue monthly as services are performed.

Forward Looking Statements

This MD&A may contain forward-looking statements. These forward-looking statements do not guarantee future events or performance and should not be relied upon. Actual outcomes may differ materially due to any number of factors and uncertainties, many of which are beyond Glenbriar's control. Some of these risks and uncertainties may be described in Glenbriar's corporate filings (posted at www.sedar.com). Glenbriar has no intention or obligation to update or revise any forward looking statements due to new information or events, except as required by securities legislation.

Risk Factors

Glenbriar is in the information technology business, which is a rapidly changing and competitive environment. Glenbriar must stay abreast of several new technologies and be ready to quickly and effectively deploy them for its customers. Glenbriar serves the automotive, recreational, energy and mining sectors, all of which were challenged by the global recession and the effects of globalization on their business cycles. See "Changes in Business Technology Market" above for a description of the many changes underway in the IT sector, all of which will have a major effect on the way many of Glenbriar's clients conduct their business over the coming years. The pace of change keeps quickening, and Glenbriar and its clients must adapt promptly, but carefully, to choose the right technologies and strategies to optimize their business technology processes and infrastructure. The consumerization of end user devices, increased mobility, and changing workplaces will continue to place a heavy burden on businesses to remain secure and to keep their data safe but accessible. Glenbriar will have to continue to reliably identify, evaluate, optimize and support these new technologies for its clients in order to remain successful in the coming periods.

Glenbriar filed a statement of claim in Alberta Court of Queen's Bench in September 2015 against IT service providers and former senior managers and employees for breach of contract, fiduciary and various common law duties in connection with certain activities over the last 2 years. In November 2015, Glenbriar settled the claims with 2 of the defendants.

Critical Accounting Estimates

The preparation of Glenbriar's financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods presented. Estimates and judgements are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual results could differ from the estimates.

The following discussion sets forth management's most critical estimates and assumptions in determining the value of assets, liabilities and equity:

Valuation of accounts receivable
The recoverability of accounts receivable based upon its past history of recovery and specific doubtful accounts.

Capitalization of property and equipment
Property and equipment includes the capitalization of general and administrative expenses related to the cost to develop and complete office systems and data centre equipment. The amounts capitalized have been estimated based on estimates of employees' time on the specific projects.

Useful life and valuation of property and equipment
Property and equipment are depreciated over the estimated useful life of the assets. Changes in the estimated useful lives could increase or decrease the amount of depreciation recorded during the year. The carrying value of property and equipment is estimated by management to be recoverable at its depreciated cost.

The carrying value of proprietary software assets, deferred tax assets and intangible assets is $nil. The carrying value of property, plant and equipment is its depreciated cost. Glenbriar management estimates that these assets are fairly valued as at September 30, 2015.

Income taxes
The measurement of income taxes requires management to make judgements in the interpretation and application of relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements. The availability of tax pools is subject to audit and interpretation by taxation authorities. There are no current or deferred income taxes recognized in the financial statements as disclosed in note 15 and management estimates that these items have been fairly valued.

Related Party Transactions

Management loan advances were $345,000 as of September 30, 2015, the same as the prior year end. During the year ended September 30, 2015, Glenbriar recorded $17,078 of interest in relation to loans payable. Related accrued interest of $45,564 is included in accounts payable and accrued liabilities. See note 7 of Notes to the Financial Statements.

Additional Information

Additional information about Glenbriar is available from Glenbriar's website at www.glenbriar.com, the CSE website at thecse.com, the Sedar website at www.sedar.com, or by request from Glenbriar's head office at 1100, 736 – 8 Ave SW, Calgary, AB T2P 1H4 (Phone 403-233-7300 x117).

integrated technology solutions

Independent Auditors' Report

To the Shareholders of
Glenbriar Technologies Inc.

We have audited the accompanying financial statements of Glenbriar Technologies Inc., which comprise the statements of financial position as at September 30, 2015 and September 30, 2014, and the statements of income (loss) and comprehensive income (loss), statements of changes in shareholders' deficiency and statements of cash flows for the years ended September 30, 2015 and September 30, 2014, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Glenbriar Technologies Inc. as at September 30, 2015 and September 30, 2014, and its financial performance and its cash flows for the years ended September 30, 2015 and September 30, 2014 in accordance with International Financial Reporting Standards.

Emphasis of Matter

We draw attention to note 2 of the financial statements which describes conditions that indicate the existence of a material uncertainty that may cast significant doubt upon the Corporation's ability to continue operating as a going concern. Our opinion is not qualified in respect of this matter.

Calgary, Canada
January 26, 2016

(signed) "Collins Barrow Calgary LLP"
Chartered Accountants

GLENBRIAR TECHNOLOGIES INC.
Statements of Financial Position
(Expressed in Canadian Dollars)

	September 30 2015 $	2014 $
ASSETS		
Current		
Cash and cash equivalents (note 14)	**49,139**	218,496
Accounts receivable (notes 13 and 16)	**340,720**	582,096
Inventory	**-**	8,197
Prepaid expenses	**29,476**	26,017
Total current assets	**419,335**	834,806
Non-current		
Property and equipment (note 5)	**657,630**	76,405
Total assets	**1,076,965**	911,211
LIABILITIES		
Current		
Bank indebtedness (note 6)	**192,362**	-
Accounts payable and accrued liabilities (notes 13 and 16)	**626,507**	708,758
Finance leases – current portion (note 8)	**46,714**	-
Finance loans – current portion (note 9)	**25,470**	-
Deferred revenue	**107,152**	61,343
Deferred rent – current portion	**5,971**	6,078
Total current liabilities	**1,004,176**	776,179
Non-current		
Loans payable (note 7)	**345,000**	345,000
Finance leases (note 8)	**71,759**	-
Finance loans (note 9)	**61,998**	-
Deferred rent	**34,332**	38,703
Total liabilities	**1,517,265**	1,159,882
SHAREHOLDERS' DEFICIENCY		
Share capital (note 10)	**4,279,555**	4,279,555
Deficit	**(4,719,855)**	(4,528,226)
Total shareholders' deficiency	**(440,300)**	(248,671)
Total liabilities and shareholders' deficiency	**1,076,965**	911,211

Going concern (note 2)
Commitments (note 11)

Approved by the Board,
"Robert Matheson", Director
"Brian Tijman", Director

The accompanying notes are an integral part of these financial statements

GLENBRIAR TECHNOLOGIES INC.

Statements of Income (Loss) and Comprehensive Income (Loss)

Years ended September 30

(Expressed in Canadian Dollars)

	2015 $	2014 $
Revenue		
Managed information services	**2,977,664**	3,951,359
Equipment and third party software sales	**1,182,998**	1,987,465
Other income	**23,568**	14,708
Gross revenue	**4,184,230**	5,953,532
Cost of services (note 12)	**1,889,293**	2,946,824
Cost of goods sold	**939,494**	1,433,020
Gross profit	**1,355,443**	1,573,688
Other (income) expenses		
General and administrative (note 12)	**1,153,701**	972,033
Sales and marketing (note 12)	**219,315**	345,548
Research and development	**-**	20,240
Depreciation of property and equipment	**42,302**	21,032
Stock-based compensation (note 10(c))	**-**	900
Gain on sale of software asset (note 4)	**-**	(107,000)
Realized/unrealized loss on marketable securities	**-**	1,466
Foreign exchange loss	**22,487**	-
Income (loss) from operations	**(82,362)**	319,469
Finance expense	**109,267**	48,347
Net income (loss) and comprehensive income (loss)	**(191,629)**	271,122
Net income (loss) per share		
Basic and diluted (note 10)	**(0.00)**	**0.01**
Weighted average shares outstanding		
Basic and diluted	**48,421,510**	48,398,825

The accompanying notes are an integral part of these financial statements

GLENBRIAR TECHNOLOGIES INC.
Statements of Changes in Shareholders' Deficiency
Years ended September 30
(Expressed in Canadian Dollars)

	2015 $	2014 $
Common Shares (note 10)		
Balance, beginning of year	**4,279,555**	4,278,655
Employee share purchase plan	**-**	900
Balance, end of year	**4,279,555**	4,279,555
Deficit		
Balance, beginning of year	**(4,528,226)**	(4,799,348)
Net income (loss) for the year	**(191,629)**	271,122
Balance, end of year	**(4,719,855)**	(4,528,226)

The accompanying notes are an integral part of these financial statements

GLENBRIAR TECHNOLOGIES INC.
Statements of Cash Flows
Years ended September 30
(Expressed in Canadian Dollars)

	2015 $	2014 $
Cash flows related to the following activities		
Operating		
Net income (loss)	**(191,629)**	271,122
Adjustments for:		
Depreciation of property and equipment	**42,302**	21,032
Stock-based compensation expense	**-**	900
Realized/unrealized loss on marketable securities	**-**	1,466
Deferred rent	**(4,478)**	(5,971)
Gain on sale of software asset	**-**	(107,000)
Total before changes in non-cash working capital	**(153,805)**	181,549
Changes in non-cash working capital (note 14)	**209,672**	(103,709)
Net cash provided by operating activities	**55,867**	77,840
Financing		
Advances from bank indebtedness, net	**192,362**	-
Repayments of loans payable	**-**	(36,000)
Repayments of finance leases	**(35,863)**	-
Repayments of finance loans	**(11,920)**	-
Net cash provided by (used in) financing activities	**144,579**	(36,000)
Investing		
Capital expenditures	**(369,803)**	(45,374)
Proceeds on sale of marketable securities	**-**	33,958
Proceeds on sale of software asset	**-**	107,000
Net cash provided by (used in) investing activities	**(369,803)**	95,584
Net change in cash and cash equivalents	**(169,357)**	137,424
Cash and cash equivalents, beginning of year	**218,496**	81,072
Cash and cash equivalents, end of year	**49,139**	218,496

Supplementary cash flow information (note 14)

The accompanying notes are an integral part of these financial statements

GLENBRIAR TECHNOLOGIES INC.
Notes to the Financial Statements
Years ended September 30, 2015 and 2014

1. REPORTING ENTITY

Glenbriar Technologies Inc. ("Glenbriar" or "Corporation") was incorporated under the Alberta Business Corporations Act on July 15, 1994. The Corporation operates primarily in the information technology sector and has only one operating segment. The Corporation's head office is located at 1100, 736 – 8 Ave SW, Calgary, Alberta, Canada, T2P 1H4.

2. BASIS OF PRESENTATION

Statement of compliance

These financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and interpretations of the International Financial Reporting Interpretation Committee ("IFRIC").

A summary of the Corporation's significant accounting policies under IFRS is presented in note 3. These policies have been consistently applied.

The financial statements and notes were authorized for issue by the Corporation's board of directors on January 26, 2016.

Basis of measurement and going concern

The financial statements have been prepared on a going concern basis using the historical cost convention, except for cash and cash equivalents, which are measured at fair value.

These financial statements have been prepared on the basis that the Corporation will continue as a going concern, which assumes that the Corporation will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Corporation's ability to continue as a going concern. As at September 30, 2015, the Corporation has negative working capital of $584,841 (2014 - $(58,627)) and has a deficit of $4,719,855 (2014 - $4,528,226). The Corporation incurred a net loss during the year ended September 30, 2015 of $191,629 (2014 – net income of $271,122). In addition, the Corporation was in default of a covenant on its credit facility (note 6). In order to continue as a going concern, the Corporation will need to generate positive cash flows from operations or obtain additional debt or equity financing. Whether and when the Corporation can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due subsequent to September 30, 2015 is uncertain. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

Use of estimates and judgements

The preparation of the Corporation's financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods presented. Estimates and judgements are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual results could differ from the estimates.

The following discussion sets forth management's most critical estimates and assumptions in determining the value of assets, liabilities and equity:

Valuation of accounts receivable
The recoverability of accounts receivable is based upon its past history of recovery and specific doubtful accounts.

Capitalization of property and equipment
Property and equipment includes the capitalization of general and administrative expenses related to the cost to develop and complete office systems and data centre equipment. The amounts capitalized have been estimated based on estimates of employees' time on the specific projects.

Useful life and valuation of property and equipment
Property and equipment are depreciated over the estimated useful life of the assets. Changes in the estimated useful lives could increase or decrease the amount of depreciation recorded during the year. The carrying value of property and equipment is estimated by management to be recoverable at its depreciated cost.

Income taxes
The measurement of income taxes requires management to make judgements in the interpretation and application of relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements. The availability of tax pools is subject to audit and interpretation by taxation authorities. There are no current or deferred income taxes recognized in the financial statements as disclosed in note 15 and management estimates that these items have been fairly valued.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Corporation's functional currency.

3. SIGNIFICANT ACCOUNTING POLICIES

Revenue recognition

Managed information services revenue is recognized as services are rendered. In cases where collectability is not reasonably assured, revenue is recognized when the cash is collected. Payments received in advance of services rendered are deferred until such time as the services are performed.

Equipment and software sales relate to hardware and software products purchased and resold to customers. The revenue from these sales is recognized upon shipment. Software licences paid in advance for proprietary software, which include ongoing support and maintenance obligations, are deferred and recognized over the period of those obligations.

Other income relates to miscellaneous income amounts and is recognized in the period earned and when determined to be receivable.

Cash and cash equivalents

Cash and cash equivalents are comprised of cash on deposit with banks and short-term deposits with initial maturities of three months or less.

Inventory

Inventory is comprised mainly of equipment and spare parts, and is carried at the lower of cost and net realizable value. Cost is measured on a first-in, first-out basis. The total amount of inventory recognized during the year as an expense was $939,494 (2014 - $1,432,170).

Property and equipment

Upon initial recognition, computer hardware, office operating systems, data centre equipment and office equipment are recorded at cost, being the purchase price and directly attributable costs of acquisition, development or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Corporation. Subsequent measurement is at cost less accumulated depreciation less any accumulated impairment losses. When parts of property and equipment have different useful lives, they are accounted for as separate components of property and equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probably that the future economic benefit associated with the item will flow to the Corporation and the cost of the item can be measure reliably. The carrying amount of a replaced asset is derecognized after replacement. Repairs and maintenance are charged to the statement of income during the period in which they occur.

Depreciation on computer hardware and office equipment is recorded using the declining-balance method at rates of 30% and 20%, respectively. Depreciation on office operating systems and data centre equipment is on a straight line basis over 5 years. If the carrying value of an asset exceeds the projected discounted future net cash flow from its use or disposal, a reduction of the carrying value to the fair value would be recorded.

Finance leases

Finance leases that transfer substantially all the benefits and risks of ownership to the Corporation are accounted for at the commencement of the lease term as finance leases and recorded as property and equipment at the fair value of the leased asset, or, if lower, at the present value of the minimum lease payments, together with an offsetting liability. Finance charges are allocated to each period in accordance with the applicable agreements and are charged directly to income as finance expenses. Capitalized leased assets are amortized in accordance with the Corporation's property and equipment policy. All other leases are accounted for as operating leases and the lease costs are expensed as incurred.

Government assistance

The Corporation may be entitled to investment tax credits or other incentives based on certain research and experimental development costs incurred. These amounts are netted against the related assets in expenses in the period in which they are earned and realization is considered to be probable. Investment tax credits or other incentives may be subject to assessment and approval by the applicable government authority. Adjustments, if any are required, are reflected in the year when such assessments are received. No government tax credits or incentives were earned or recorded during 2015 or 2014.

Impairment of non-financial assets

At each reporting date, the Corporation's non-financial assets are reviewed to determine whether there is an indication that those assets are impaired. If such an indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of income (loss).

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows (cash-generating units). The recoverable amount is based on the higher of fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows to be derived from the asset in its current state are discounted at a rate that reflects current market assessments of the time value of money and the risks specific to the assets.

An impairment loss is reversed if there is a change in the estimates used to determine the recoverable amount, with the exception of impairment losses on goodwill which are not reversed. When an impairment loss is reversed, the carrying amount of the asset is increased to the revised estimate of its recoverable amount so that the increased carrying amount does not exceed what the carrying amount would have been had no impairment losses been recognized for the asset in prior periods. There was no impairment of the Corporation's property and equipment determined during the years ended September 30, 2015 or 2014.

Income taxes

Income taxes are comprised of current and deferred taxes. Income tax expense (recovery) is recognized in income (loss) except to the extent that it relates to items recognized directly in equity or other comprehensive income (loss). Current taxes are the expected taxes payable on the taxable income for the period plus any adjustment to taxes payable in respect of previous periods. Deferred taxes are recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences including carry-forward of unused tax losses and unused tax credits to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred taxes are not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred taxes are not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred taxes are measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same taxation authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Stock-based compensation

Stock-based compensation expense represents the estimated fair value of the Corporation's quarterly contributions of treasury shares to the employee share purchase plan implemented in February 2008, as described in note 10(c). The estimated fair value of the shares issued is based on the market price at the date of issue. These contributions are expensed as incurred.

Net income (loss) per common share

The Corporation follows the treasury stock method to determine the dilutive effect of stock options or other potentially dilutive instruments. Under this method, basic net income (loss) per share is calculated using the weighted average number of common shares outstanding during the period. Diluted income per share is calculated on the basis of the weighted average number of common shares outstanding during the period plus the additional incremental common shares that would have been outstanding for any potentially dilutive stock options or other instruments were exercised for common shares using the treasury stock method.

Deferred rent

Incentives such as rent-free periods are initially recognized as a deferred rent liability and amortized as a reduction in rental payments over the lease term. Deferred rent reflects rent free allowances on the office lease in Calgary. The lease term is 124 months ending January 31, 2022, including the rent free period.

Provisions and contingencies

A provision is recognized on 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. No such provisions were required as at September 30, 2015 and 2014.

Foreign currency translation

Foreign currency transactions are translated into the functional currency using the average rate of exchange in effect at the transaction dates. Monetary assets and liabilities relating to foreign currency transactions are recorded at rates of exchange in effect at the statement of financial position date and any resulting gains or losses recorded in income for the period.

Financial instruments

Financial instruments are measured at fair value on initial recognition of the instrument. Measurement in subsequent periods depends on whether the financial instrument has been classified as "fair value through profit or loss", "loans and receivables", "available-for-sale", "held-to-maturity", or "financial liabilities measured at amortized cost".

Financial assets are classified as loans and receivables, held-to-maturity, held-for-trading, designated at fair value through profit or loss and available-for-sale. Loans and receivables include all loans and receivables except debt securities, and are accounted for at amortized cost using the effective interest rate method and are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Held-to-maturity classification is restricted to fixed maturity non-derivative instruments that the Corporation intends and is able to hold to maturity, and is accounted for at amortized cost using the effective interest rate method. Held-for-trading and designated at fair value through profit or loss instruments are measured at fair value on the statement of financial position, with realized and unrealized gains and losses reported in net income and transactions costs are expensed when incurred. The remaining non-derivative financial assets are classified as available-for-sale. These are recorded at fair value, with gains or losses being recognized in other comprehensive income. Derecognition of a financial asset and other than temporary impairment losses are recognized in the statement of comprehensive income.

Financial liabilities are classified as held-for-trading, designated at fair value through profit and loss or financial liabilities measured at amortized cost. Held-for-trading and designated at fair value through profit and loss instruments are recorded at fair value with realized and unrealized gains and losses reported in income, and transaction costs being expensed when incurred. Financial liabilities measured at amortized cost and non-derivative instruments are accounted for at amortized cost using the effective interest rate and represent all financial liabilities not classified as held-for-trading or designated at fair value through profit and loss.

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares, stock options and warrants are recognized as a deduction from equity, net of any tax effects.

The Corporation has designated accounts receivable as loans and receivables; and accounts payable and accrued liabilities, loans payable, finance leases and finance loans as financial liabilities measured and carried at amortized cost. The Corporation’s cash and cash equivalents are classified as held-for-trading. Fair value is determined by reference to published price quotations. The Corporation does not have any derivative financial instruments.

The Corporation assesses at each reporting date, whether there is objective evidence that financial assets, other than those designated as fair value through profit or loss are impaired. When impairment has occurred, the cumulative loss is recognized in the statement of income (loss). For financial assets carried at amortized cost, the amount of the impairment loss recognized is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. When an "available-for-sale" financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income are reclassified to the statement of income (loss) in the period. Impairment losses may be reversed in subsequent periods.

Finance income and expenses

Finance income is comprised of interest earned on cash and cash equivalents held at financial institutions and is recognized as it accrues in the statement of income (loss) using the effective interest method.

Finance expense is comprised of interest expense on borrowings, and impairment losses recognized on financial assets. For the years ended September 30, 2015 and 2014, finance expense consists of interest on the Corporation's bank indebtedness, loans payable, finance leases, and accounts payable and accrued liabilities.

Borrowing costs incurred for the acquisition or construction of qualifying assets are capitalized during the period of time that is required to complete and prepare the assets for their intended use or sale. A qualifying asset is one that takes a substantial period of time to get ready for use or sale. All other borrowing costs are recognized in the statement of income (loss) using the effective interest method. The capitalization rate used to determine the amount of borrowing costs to be capitalized is the weighted average interest rate applicable to the Corporation's outstanding borrowings during the year.

Recent accounting pronouncements

The Corporation has adopted the following new standards and amendments which were became effective on or after January 1, 2014:

(i) *IFRS Interpretations Committee (IFRIC) 21*. "Levies" which provides guidance on accounting for levies in accordance with the requirements of lAS 37, "Provisions, Contingent Liabilities and Contingent Assets". The interpretation clarifies that an entity is to recognize a liability for a levy when the activity that triggers the payment occurs. The interpretation also clarifies that a levy liability is to be accrued progressively only if the activity that triggers payment occurs over a period of time, in accordance with the relevant legislation. The adoption of this interpretation did not have a significant impact on the Corporation's financial statements.

(ii) *lAS 36 (amended), "Impairment of Assets"*. These amendments reduce the circumstances in which the recoverable amount of cash generating units, "CGUs", is required to be disclosed and clarifies the disclosures required when an impairment loss has been recognized or reversed in the period. The adoption of these amendments will only impact the Corporation's disclosures in the notes to the financial statements in periods when an impairment loss or impairment reversal is recognized.

(i) The Corporation adopted several narrow-scope amendments to a total of nine standards issued by IASB in December 2013. The adoption of these amendments had no impact on the financial statements.

In addition to the adoption of the standards as detailed above, the Corporation will be required to adopt each of the following new standards in future years:

(i) *IFRS 9, "Financial Instruments"* provides a comprehensive new standard for accounting for all aspects of financial instruments. It includes a logical model for classification and measurement, a single, forward-looking 'expected-loss' impairment model and a substantially reformed approach to hedge accounting. The new standard is effective for years beginning on or after January 1, 2018. The Corporation has not determined the impact of the new standard on its financial statements.

(ii) *IFRS 15, "Revenue from Contracts with Customers"* provides a comprehensive new standard for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standards on leases, insurance contracts and financial instruments. It specifies how and when to recognize revenue as well as requiring entities to provide more informative and relevant disclosure. The new standard is effective for years beginning on or after January 1, 2018, with early adoption permitted. The Corporation has not determined the impact of the new standard on its financial statements.

4. SALE OF DEALERSHIP SOFTWARE

Effective December 31, 2013, the Corporation sold its interest in the Peartree Dealership product for net proceeds of $107,000. As this asset had a carrying cost of $nil, the entire proceeds have been shown as a gain on sale.

5. PROPERTY AND EQUIPMENT

	Computer Hardware $	Office Operating Systems $	Data Centre Equipment $	Office Equipment $	Total $
Cost					
September 30, 2013	558,042	-	-	108,397	666,439
Additions	45,374	-	-	-	45,374
September 30, 2014	603,416	-	-	108,397	711,813
Additions	3,078	294,167	324,346	1,936	623,527
September 30, 2015	**606,494**	**294,167**	**324,346**	**110,333**	**1,335,340**
Accumulated depreciation					
September 30, 2013	518,894	-	-	95,482	614,376
Additions	16,976	-	-	4,056	21,032
September 30, 2014	535,870	-	-	99,538	635,408
Additions	20,726	19,611	-	1,965	42,302
September 30, 2015	**556,596**	**19,611**	-	**101,503**	**677,710**
Net book value					
September 30, 2013	39,148	-	-	12,915	52,063
September 30, 2014	67,546	-	-	8,859	76,405
September 30, 2015	**49,898**	**274,556**	**324,346**	**8,830**	**657,630**

During the year ended September 30, 2015, no depreciation was recorded on the data centre equipment as the property and equipment was not available for use. During the year ended September 30, 2015, the Corporation capitalized $169,991 ($2014 - $nil) and $190,338 (2014 - $nil) in general and administrative costs consisting of salaries and benefits to office operating systems and data centre equipment.

6. BANK INDEBTEDNESS

Glenbriar entered into a revolving demand credit facility with the Royal Bank of Canada in March 2015. This facility allows for borrowing of up to 75% of accounts receivable under 91 days (less potential prior payables) to a maximum of $500,000, calculated monthly, and bears interest at Royal Bank prime plus 2.25% per annum. A second facility allows for borrowing up to $100,000 on a VISA business account. The total borrowings are secured by a general security agreement over Glenbriar's current and after acquired assets, and postponement of loans payable (see note 7). The outstanding balance on

September 30, 2015 under both facilities was $192,362. The bank indebtedness requires the Corporation to maintain a ratio of liabilities to tangible net worth of not greater than 4:1. At September 30th, 2015 the Corporation was in default of the covenant. The lender has not called the loan as of January 26, 2016.

7. LOANS PAYABLE

Loans payable at September 30, 2015 in the amount of $345,000 (September 30, 2014 - $345,000) consist of net advances from officers of the Corporation secured by a general security agreement which bear interest at the rate of interest charged on the bank indebtedness (note 6). The advances are repayable 12 months after the officers provide written request for payment. As at September 30, 2015, the officers had not requested payment, and consequently, the advances have been classified as non-current liabilities, and related accrued interest of $45,564 is included in accounts payable (2014 - $34,036). Finance expense includes $17,078 of interest on the advances in fiscal 2015 (2014 - $16,786), which corresponds to an average interest rate of 5% for 2015 (2014 – 4%).

8. FINANCE LEASES

Glenbriar entered into new finance leases in fiscal year 2015 to facilitate its new cloud infrastructure. Finance leases consisted of four equipment leases. The equipment leases bear interest ranging between 12.33% and 16.52% annually and require blended monthly payments of interest and principal. The final payments are due between November 2017 and March 2018.

Minimum lease payments related to the finance leases are as follows:

	Principal	Imputed interest	Minimum lease payments
2016	$46,714	$14,815	$61,529
2017	54,207	7,322	61,529
2018	17,552	687	18,239
	$118,473	$22,824	$141,297

9. FINANCE LOANS

The financing loans relate to the purchase of two office operating systems. The financing loans are non-interest bearing and unsecured. The final payments are due on December 1, 2018 and February 1, 2019. The payments on the financing loans are as follows:

2016	$25,470
2017	26,484
2018	26,484
2019	9,030
	$87,468

10. SHARE CAPITAL

a) *Authorized*
Unlimited number of common shares
Unlimited number of preferred shares of one or more series

b) *Common shares issued and outstanding*

	Number of shares	**Amount $**
Balance, September 30, 2013	48,331,510	**4,278,655**
Employee share purchase plan	90,000	**900**
Balance, September 30, 2015 and 2014	48,421,510	**4,279,555**

c) *Employee share purchase plan*

In February 2008, the Corporation implemented a share purchase plan, under which participants made contributions to purchase common shares on the open market or from treasury (subject to the number of shares being calculated and issued based on a minimum of $0.05 per share) through a designated trust facility. These contributions were matched

quarterly by the Corporation issuing shares from treasury at the market price at the date of issue (subject to the number of shares being calculated and issued based on a minimum of $0.05 per share). During the year ended September 30, 2015, the Corporation recorded $nil (2014 - $900) of stock-based compensation expense. The plan was wound up effective December 31, 2013.

d) *Earnings (loss) per share*

There are no equity instruments that could potentially dilute basic earnings (loss) per share outstanding at September 30, 2015.

11. COMMITMENTS

As of September 30, 2015, the Corporation was committed to the following minimum annual payments and estimated operating costs payable to lessors for office leases, which expire at various dates through January 2022:

	$
2016	235,714
2017	228,586
2018	199,711
2019	197,086
2020	197,086
Subsequent years	262,781
Total	1,320,964

12. RELATED PARTY TRANSACTIONS

General and administrative expense includes remuneration of the key management personnel, which includes senior management, directors and officers of the Corporation. For fiscal 2015, remuneration of $499,641, including $499,641 of salaries, benefits and cash-based compensation, and $nil of stock-based compensation (2014 - $539,496, $538,896 and $600, respectively) was incurred to key management personnel. Total salaries and benefits, including amounts included in cost of services, general and administrative, sales and marketing, and property and equipment, were $2,651,296 in 2015 (2014 - $3,305,466).

See note 7 regarding loan advances to the Corporation by key management.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Corporation's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk. This note presents information about the Corporation's exposure to each of the above risks, the Corporation's objectives, policies and processes for measuring and managing risk, and the Corporation's management of capital. Further quantitative disclosures are included throughout these financial statements. The Corporation employs risk management strategies and polices to ensure that any exposure to risk are in compliance with the Corporation's business objectives and risk tolerance levels. While the Board of Directors has the overall responsibility for the Corporation's risk management framework, the Corporation's management has the responsibility to administer and monitor these risks.

Fair value of financial instruments

The Corporation's financial instruments are comprised of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, bank indebtedness, loans payable, finance leases and finance loans. The carrying values of the Corporation's accounts receivable, accounts payable and accrued liabilities and finance loans approximate their respective fair values due to their short term maturity. As the Corporation's bank indebtedness, loans payable and finance leases bear interest at floating market rates, the respective carrying values approximate fair value. The Corporation's cash and cash equivalents are adjusted to market value on a quarterly basis.

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 reflects valuation based on quoted prices observed in active markets for identical assets or liabilities.

Level 2 reflects valuation techniques based on inputs that are quoted prices of similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices used in a valuation model that are observable for that instrument; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 reflects valuation techniques with significant unobservable market inputs.

A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The financial instruments in the Corporation's financial statements, measured at Level 1 fair value, are cash and cash equivalents.

Credit risk

The Corporation is exposed to normal credit risk from customers. Accounts receivable are generally unsecured, subject to the Corporation's ability to file security interest under certain conditions. Accounts receivable are normally collected 30 days after invoicing. Default rates on unsecured credit have traditionally been below 1% of annual sales. The Corporation's customer accounts are aged as follows: current – $253,000 (2014 - $415,000); 30-60 days – $47,000 (2014 - $64,000); 61-90 days – $27,000 (2014 - $38,000); 91 days or older – $14,000 (2014 - $65,000). The Corporation has reviewed the past due accounts on a customer by customer basis and has provided an allowance for doubtful accounts of $27,728 (2014 - $28,247), all relating to past due accounts 91 days or older. Licences for proprietary software cease to function if payments are not kept current. The Corporation minimizes concentrations of credit risk by maintaining a wide customer base spread across differing industries. At September 30, 2015, the Corporation had $55,949 (2014 - $143,968) due from one customer, representing 16% (2014 – 25%) of trade receivables at September 30, 2015. Additional sales and services may be withheld if a customer falls to pay its obligations in a timely manner.

The Corporation is also subject to credit risk through its cash on deposit. As cash is held in a reputable financial institution, concentration of credit risk is considered minimal.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they become due. For the year ended September 30, 2015, the Corporation had net loss of $191,629, cash flow from operating activities before changes in non-cash working capital of $(153,805), and working capital of $(584,841) as at September 30, 2015. The Corporation's financial liabilities, comprised of bank indebtedness which are due on demand and accounts payable and accrued liabilities of $626,507, are due and payable within less than one year. Loans payable of $345,000 are due in more than a year (see note 7). Finance leases are due over the terms of the leases (see note 8). Finance loans are due over the terms of the loans (see note 9). Deferred revenue of $107,152 is a non-cash item, which does not directly affect cash working capital used to maintain operations.

The Corporation will also continue to seek additional investment to improve its working capital position, but there is no certainty that it will be able to achieve that objective under current market conditions (see note 2).

Management believes that its ongoing cash flow from operating activities, based on current internal operating forecasts, will be sufficient to satisfy its current and future obligations as they become due and to fund ongoing operations.

The Corporation has additional commitments as outlined in note 11.

A contractual maturity analysis of the Corporation's financial liabilities is as follows:

Financial liabilities	2016	2017	2018	2019	Total
Bank indebtedness	192,362	-	-	-	192,362
Accounts payable	626,507	-	-	-	626,507
Loans payable	-	345,000	-	-	345,000
Finance leases	47,714	54,207	17,552	-	118,473
Finance loans	25,470	26,484	26,484	9,030	87,468
	891,053	425,691	44,036	9,030	1,369,830

Market risk

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates or availability of capital. The Corporation is exposed to interest rate risk on any outstanding drawings on its bank indebtedness and loans payable. An increase or decrease in the interest rate of 1% would result in approximately a $5,374 (2014 - $3,415) adjustment to the 2015 net income reported based upon the outstanding balances as of September 30, 2015.

Foreign exchange risk

Foreign exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. During fiscal 2015, 1% (2014 – 1%) of total revenue was denominated in US dollars. At September 30, 2015, approximately $17,393 (2014 - $11,492), $44,360 (2014 - $39,333), $53,569 (2014 - $23,686) and $65,544 (2014 - $nil) of the Corporation's cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and finance loans were denominated in US dollars, respectively. An increase in value of the Canadian dollar relative to the US dollar will decrease the equivalent Canadian amounts, while an decrease in the value of the Canadian dollar will increase the amounts. Exchange rate fluctuations have increased in volatility under current economic conditions, and this risk cannot be accurately quantified. A 1% change in the Canadian-US exchange rate on the net assets held in US$ would increase or decrease the reported income by approximately $574 (2014 - $271). The Corporation has no contracts in place to mitigate this exposure.

Capital management

The Corporation's goal is to develop a strong capital base to meet its growth objectives, while maintaining the ability to fulfill its financial obligations, finance internal growth and fund potential acquisitions. The Corporation may be required to seek additional equity or debt financing, reduce its operations or to limit its growth in order to maintain liquidity. The Corporation does not have adequate surplus capital on hand to pursue its research and development activities at an optimal rate, to establish and implement a robust marketing and sales program, or to make strategic acquisitions. Accordingly, the Corporation may reasonably be expected to issue additional equity or take on more debt in order to obtain the additional resources which it believes are necessary to enable it to seek to achieve the growth rates which are sought by investors and shareholders. If additional equity is issued, existing shareholders may experience dilution of their share holdings. If additional debt is taken on, the business could be put at greater risk of not being able to survive downturns in business cycles, the loss of major accounts, or other negative future events.

The Corporation's capital structure includes working capital (deficiency). The Corporation's capital management objectives, evaluation measures and targets have remained unchanged over the periods presented. The Corporation's capital is not subject to any external restriction, except for the bank loan covenants (note 6).

The Corporation's defined capital at September 30, 2015 is as follows:

	$
Current assets	419,335
Current liabilities	(1,004,176)
Working capital (deficiency)	(584,841)

14. SUPPLEMENTARY CASH FLOW INFORMATION

Cash and cash equivalents at September 30, 2015 and 2014 were entirely comprised of cash on deposit.

a) *Changes in non-cash working capital:*

	2015	2014
	$	$
Accounts receivable	**241,376**	(41,259)
Inventory	**8,197**	550
Prepaid expenses	**(3,459)**	(3,364)
Accounts payable and accrued liabilities	**(82,251)**	(10,093)
Deferred revenue	**45,809**	(35,543)
Total	**209,672**	(89,709)

	2015	2014
b) *Cash interest paid*	**38,389**	31,561

c) *During the year ended September 30, 2014, $14,000 was reclassified from loans payable to accounts payable and* accrued liabilities.

d) *Non-cash transactions:*
During the year ended September 30, 2015, the Corporation acquired property and equipment valued at $154,335 by way of finance leases and $99,389 by way of finance loans.

15. INCOME TAXES

The components of the deferred income tax asset amounts as at September 30, 2015 and 2014 are as follows:

	2015	2014
	$	$
Excess of tax basis over carrying value on long-term assets	**286,391**	261,336
Deferred benefit of current and prior years' losses	**982,463**	907,120
Investment tax credits	**24,000**	24,000
	1,292,854	1,192,456
Valuation allowance	**(1,292,854)**	(1,192,456)
	-	-

Management has assessed the net deferred tax asset using the criteria of whether it is probable that the deferred tax assets can be realized. Based on the uncertainty of future taxable income, management has recorded an offsetting valuation allowance for the full amount of the deferred tax asset as at September 30, 2015 and 2014.

As at September 30, 2015, the Corporation had non-capital losses of approximately $3.7 million available to be carried forward to reduce future taxable income. The benefit of these credits and losses has not been recognized in the financial statements. These credits and losses expire as follows:

	Non-capital losses
	$
2016	279,000
2026	359,000
2027	267,000
2028	751,000
2029	698,000
2030	1,119,000
2033	134,000
2035	144,000

The Corporation also has approximately $439,000, $899,000 and $197,000 of deductible research and development expenditures, undepreciated capital cost, and cumulative eligible capital property, respectively, with no expiry date.

Income tax expense (recovery) differs from the amounts which would be obtained by applying the combined federal and provincial statutory income tax rate to the respective years' loss before income taxes. The following schedule explains the differences between the expected and actual tax expense (recovery):

	2015	2014
	$	$
Income (loss) before income taxes	**(191,629)**	271,122
Expected income taxes – statutory rate of 25.7% (2014 - 25%)	**(49,249)**	67,781
Effect of tax rate changes	**(56,567)**	(9,778)
Expiry of investment tax credits	**-**	65,000
Adjustments to tax pools and other	**5,418**	(1,936)
Provision for deferred income taxes before valuation allowance	**(100,398)**	121,067
Change in valuation allowance	**100,398**	(121,067)
	-	-

16. SUPPLEMENTARY ACCOUNTS RECEIVABLE AND PAYABLE INFORMATION

	2015	2014
	$	$
Accounts receivable components:		
Trade receivables	**368,448**	610,343
Allowance for doubtful accounts	**(27,728)**	(28,247)
Total	**340,720**	582,096

	2015	2014
	$	$
Accounts payable and accrued liabilities components:		
Trade payables	**428,109**	439,247
Accrued salaries and wages	**136,129**	150,861
Sales tax payable	**18,599**	44,854
Other payables	**43,670**	73,796
Total	**626,507**	708,758