GLOBAL UAV
TECHNOLOGIES

(A Technology Company)

Consolidated Financial Statements

For the Year Ended October 31, 2018 and 2017

(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Global UAV Technologies Ltd.

We have audited the accompanying consolidated financial statements of Global UAV Technologies Ltd., which comprise the consolidated statement of financial position as at October 31, 2018, and the consolidated statements of operations and comprehensive loss, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these 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.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements.

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

Opinion

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Global UAV Technologies Ltd. as at October 31, 2018, and its financial performance and its cash flows for the year then ended October 31, 2018 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Global UAV Technologies Ltd.'s ability to continue as a going concern.

Other Matters

The consolidated financial statements of Global UAV Technologies Ltd. for the year ended October 31, 2017 were audited by another auditor who expressed an unmodified opinion on those statements on February 27, 2018.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Professional Accountants

February 26, 2019

GLOBAL UAV TECHNOLOGIES LTD.
Consolidated Statements of Financial Position
As at October 31
(Expressed in Canadian Dollars)

		2018		2017
ASSETS				
Current				
Cash	$	178,450	$	130,936
Amounts receivable (Note 4)		196,461		162,912
Marketable securities (Note 5)		-		1,341
Prepaid expenses		75,436		7,941
Inventory		27,767		34,901
		478,114		338,031
Non-current				
Deposit		-		1,500
Equipment (Notes 6)		998,185		341,298
Intangible assets (Notes 7 and 12)		179,440		434,850
Goodwill (Note 12)		368,505		728,033
TOTAL ASSETS	$	2,024,244	$	1,843,712
LIABILITIES				
Current				
Accounts payable and accrued liabilities (Note 9)	$	821,227	$	658,545
Deferred revenue		7,015		65,444
Current portion of contingent consideration (Note 13)		91,927		83,000
		920,169		806,989
Non-current				
Contingent consideration payable (Note 13)		164,847		457,000
Deferred income tax liability (Note 17)		18,290		119,730
		183,137		576,730
TOTAL LIABILITIES		1,103,306		1,383,719
SHAREHOLDERS' EQUITY				
Share capital (Note 10)		25,025,124		20,261,737
Reserves		2,969,058		2,555,404
Accumulated deficit		(27,073,244)		(22,357,148)
		920,938		459,993
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	2,024,244	$	1,843,712

Nature of operations and going concern (Note 1)

Approved and authorized by the Board on February 26, 2019

"James Rogers" (signed)
……………………………………...… Director
"Michael Burns" (signed)
…………………………………...…… Director

GLOBAL UAV TECHNOLOGIES LTD.
Consolidated Statements of Operations and Comprehensive Loss
For the Years Ended October 31
(Expressed in Canadian Dollars)

	2018	2017
Revenues		
Services	$ 1,809,454	$ 956,600
Sales	6,550	70,779
	1,816,004	1,027,379
Cost of Sales	(968,104)	(434,021)
Gross Margin	847,900	593,358
Operating Expenses		
Accounting, audit and legal	220,613	74,256
Accretion (Note 13)	146,989	-
Acquisition costs	-	31,500
Automotive	55,910	20,877
Conferences and tradeshows	52,443	-
Consultants' fees (Note 14)	605,053	692,175
Depreciation (Notes 6 and 7)	303,457	69,815
Exploration expenditures (Note 8)	-	59,344
Insurance	21,829	11,947
Investor relations and promotion	303,335	122,588
Office and miscellaneous	292,988	92,428
Regulatory fees	35,390	28,075
Rent	64,039	35,477
Repairs and maintenance	97,334	5,245
Research and development	516,045	-
Salaries and wages	210,312	57,450
Share-based payment (Note 10(e))	769,785	575,626
Transfer agent and listing fees	14,242	9,786
Travel	317,835	106,739
	(4,027,599)	(1,993,328)
Other Items		
Foreign exchange loss	(21,827)	(3,940)
Gain (loss) on settlement of debt	24,152	(65,234)
Loss on write-down of marketable securities	(1,341)	-
(Loss) Gain on disposal of assets	(33,416)	85,524
Change of estimate – contingent consideration	430,215	-
Impairment loss – intangibles (Note 7)	(198,073)	-
Impairment of amounts receivable	-	(56,524)
Impairment loss on acquisition of Pioneer assets (Note 12)	-	(1,474,702)
Impairment loss – goodwill (Note 12)	(1,783,128)	(66,000)
Impairment of property, plant and equipment	-	(43,624)
Interest and miscellaneous income	297	2,402
	(5,610,720)	(3,615,356)
Net Loss before taxes	(4,762,820)	(3,021,998)
Income tax	46,724	-
Loss and Comprehensive Loss for the Year	$ (4,716,096)	$ (3,021,998)
Loss per Share, Basic and Diluted	$ (0.04)	$ (0.04)
Weighted Average Number of Common Shares Outstanding	112,861,652	73,384,256

See notes to the consolidated financial statements.

GLOBAL UAV TECHNOLOGIES LTD.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

			Reserves				
	Number of Shares	**Share Capital**	**Equity Settled Share-based Payments**	**Warrants**	**Total**	**Accumulated Deficit**	**Total Shareholders' Equity**
Balance – October 31, 2016	**46,203,755**	**$ 17,241,516**	**$ 1,778,139**	**$ 348,288**	**$ 2,126,427**	**$ (19,335,150)**	**$ 32,793**
Net loss for the year	-	-	-	-	-	(3,021,998)	(3,021,998)
Common shares issued in private placements	11,000,000	550,000	-	-	-	-	550,000
Share issue costs	-	(58,020)	-	19,109	19,109	-	(38,911)
Exercise of options	4,800,000	760,650	(280,650)	-	(280,650)	-	480,000
Exercise of warrants	5,752,000	446,002	-	(11,102)	(11,102)	-	434,900
Share-based compensation	-	-	575,626	-	575,626	-	575,626
Common shares issued for asset acquisition of Pioneer Exploration Consultants	9,276,582	510,213	-	-	-	-	510,213
Common shares issued for debt	2,531,646	139,240	-	125,994	125,994	-	265,234
Common shares issued for acquisition in High Eye Aerial	5,025,000	279,000	-	-	-	-	279,000
Common shares issued for acquisition in UAV Regulatory Services	329,670	26,374	-	-	-	-	26,374
Common shares issued for acquisition in NOVAerial	4,584,527	366,762	-	-	-	-	366,762
Balance – October 31, 2017	**89,503,180**	**20,261,737**	**2,073,115**	**482,289**	**2,555,404**	**(22,357,148)**	**459,993**
Net loss for the year	-	-	-	-	-	(4,716,096)	(4,716,096)
Common shares issued in private placements	19,681,454	1,771,331	-	-	-	-	1,771,331
Share issue costs	-	(240,697)	-	104,522	104,522	-	(136,175)
Exercise of warrants	11,171,000	1,124,653	-	(7,553)	(7,553)	-	1,117,100
Exercise of options	4,400,000	968,100	(453,100)	-	(453,100)	-	515,000
Common shares issued for acquisition in AIR	12,000,000	1,140,000	-	-	-	-	1,140,000
Share-based compensation	-	-	769,785	-	769,785	-	769,785
Balance – October 31, 2018	**136,755,634**	**$ 25,025,124**	**$ 2,389,800**	**$ 579,258**	**$ 2,969,058**	**$ (27,073,244)**	**$ 920,938**

See notes to consolidated financial statements.

GLOBAL UAV TECHNOLOGIES LTD.
Consolidated Statements of Cash Flows
For the Years Ended October 31,
(Expressed in Canadian Dollars)

	2018	2017
Operating Activities		
Net loss	$ (4,716,096)	$ (3,021,998)
Items not affecting cash:		
Acquisition costs	-	31,500
Depreciation	303,457	69,815
Share-based compensation	769,785	575,626
Deferred income tax recovery	(46,724)	-
Loss (gain) on disposal of assets	33,416	(85,524)
Gain on settlement of debt	24,152	65,234
Loss on write-down of marketable securities	1,341	-
Accretion of contingent consideration	146,989	-
Change in estimate of contingent consideration	(430,215)	-
Impairment loss – intangibles and goodwill	1,981,201	-
Impairment of amounts receivable	-	56,454
Impairment loss - Pioneer (Note 12)	-	1,474,702
Impairment loss - High Eye (Note 12)	-	66,000
Impairment of property, plant and equipment	-	43,624
Changes in non-cash working capital:		
Amounts receivable	(78,549)	(159,046)
Prepaid expenses	(65,995)	39,871
Inventory	7,134	21,913
Accounts payable and accrued liabilities	(137,386)	42,855
Deferred revenue	(58,429)	65,444
Cash Used in Operating Activities	(2,265,919)	(713,530)
Investing Activities		
Purchase of property, plant and equipment, net	(603,823)	(251,935)
Acquisition of Aerial Imaging Resources Inc.	(350,000)	-
Acquisition of Pioneer assets	-	(300,000)
Acquisition of UAV Regulatory Services	-	(70,000)
Acquisition of High Eye Aerial	-	(100,000)
Acquisition of NOVAerial Robotics Ltd.	-	(300,000)
Cash acquired from acquisitions	-	40,908
Proceeds on sale of assets	-	85,524
Cash Used in Investing Activities	(953,823)	(895,503)
Financing Activities		
Proceeds from issuance of common shares, net of share issue costs	1,635,156	511,089
Proceeds from exercise of warrants	1,117,100	434,900
Proceeds from exercise of options	515,000	480,000
Loan payable	-	-
Cash Provided by Financing Activities	3,267,256	1,425,989
Increase (Decrease) in Cash	47,514	(183,044)
Cash, Beginning of Year	130,936	313,980
Cash, End of Year	$ 178,450	$ 130,936

Supplemental Cash Flow Information – Note 11
See notes to consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Global UAV Technologies Ltd. (the "Company") was incorporated under the laws of British Columbia. The Company's principal and registered place of business is located at 459 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2. The Company's stock is listed on the Canadian Securities Exchange under the symbol "UAV".

During the year ended October 31, 2017, the Company acquired a 100% interest in High Eye Aerial Imaging Inc. ("High Eye"), acquired assets of Pioneer Explorations Consultants Inc. ("Pioneer"), acquired a 100% interest in NOVAerial Robotics Ltd. ("NOVAerial"), and acquired a 100% interest in UAV Regulatory Services Ltd. ("UAV Regulatory") (Note 12). As a result of these acquisitions the Company entered into the unmanned aerial vehicle ("UAV") business and completed a change of business to a technology company.

On June 19, 2018 the Company closed the acquisition of Aerial Imaging Resources Inc. ("AIR") and issued 12,000,000 common shares of the Company and is required to make payments totaling $600,000, of which $475,000 was paid during the year and $125,000 is due subsequent to year end (Note 12).

As a result of the Company's previous business of mineral exploration, the Company has sustained recurring losses and negative cash flows from its operations. As at October 31, 2018, the Company had cash of $178,450 (October 31, 2017 - $130,936), working capital deficit of $371,139 (October 31, 2017 – deficit of $468,958) and an accumulated deficit of $27,002,328 (October 31, 2017 - $22,357,148). The Company will need to raise additional capital to accomplish its business plan over the next several years. The Company expects to seek additional funding through equity financing or the exercise of existing warrants. There can be no assurance as to the availability or terms upon which such financing might be available.

The ability of the Company to continue as a going concern and meet its commitments as they become due is dependent on the success of the Company's wholly owned subsidiaries and/or the Company's ability to obtain the necessary financing. If the Company is unable to obtain additional financing, the Company will be unable to finance itself to continue operations. There can be no assurance that management's plans will be successful.

These matters indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PRESENTATION

a) Statement of Compliance

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

(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (CONTINUED)

b) Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit or loss ("FVTPL") or available-for-sale ("AFS"), which are measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

c) Basis of consolidation

These consolidated financial statements include the accounts of the Company and the following subsidiaries:

		Percentage owned*	
Subsidiary		**October 31, 2018**	**October 31, 2017**
Minera Alta Vista SA de CV	**Mexico**	100%	100%
Pioneer Aerial Surveys Ltd.	**Saskatchewan, Canada**	100%	100%
High Eye Aerial Imaging Inc.	**Ontario, Canada**	100%	100%
UAV Regulatory Services Ltd.	**BC, Canada**	100%	100%
NOVAerial Robotics Ltd.	**Ontario, Canada**	100%	100%
Aerial Imaging Resources Inc.	**Manitoba, Canada**	100%	-

*Percentage of voting power is proportion to ownership.

Subsidiaries are entities that the Company controls, either directly or indirectly. Control is defined as the exposure, or rights, to variable returns from involvement with an investee and the ability to affect those returns through power over the investee. Power over an investee exists when we have existing rights that give us the ability to direct the activities that significantly affect the investee's returns. This control is generally evidenced through owning more than 50% of the voting rights or currently exercisable potential voting rights of a company's share capital. All inter-company balances and transactions, including unrealized profits and losses arising from intra-group transactions, have been eliminated upon consolidation. Where necessary, adjustments are made to the results of the subsidiaries and entities to bring their accounting policies in line with those used by the Company.

d) Foreign currencies

i) Presentation and functional currency

The presentation and functional currency of the Company and its subsidiaries is the Canadian dollar.

ii) Foreign currency transactions

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the consolidated statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Gains and losses arising on foreign currency translations are included in net loss for the year.

2. BASIS OF PRESENTATION (CONTINUED)

e) Significant accounting judgments and estimates

The preparation of the consolidated financial statements using accounting policies consistent with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. The preparation of the consolidated financial statements also requires management to exercise judgment in the process of applying the accounting policies.

Critical accounting estimates
Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. The following are the key estimate and assumption uncertainties that have a significant risk of resulting in a material adjustment within the next financial year:

Allowances for doubtful accounts
The Company must make an assessment of whether trade receivables are collectible from customers. Accordingly, management establishes an allowance for estimated losses arising from non-payment, taking into consideration customer credit, current economic trends and past experience. If future collections differ from estimates, future earnings would be affected.

Share-based payments
Estimating fair value for granted stock options requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the option, volatility, dividend yield, and rate of forfeitures and making assumptions about them. The value of the share-based payment expense for the year along with the assumptions and model used for estimating fair value for share-based compensation transactions are disclosed in Note 10.

Income taxes
Related assets and liabilities are recognized for the estimated tax consequences between amounts included in the consolidated financial statements and their tax basis using substantively enacted future income tax rates. Timing of future revenue streams and future capital spending changes can affect the timing of any temporary differences, and accordingly, affect the amount of the deferred tax asset or liability calculated at a point in time. These differences could materially impact earnings.

Useful life of equipment and intangible assets
Depreciation and amortization of the Company's equipment and intangible assets incorporate estimates of useful lives and residual values. These estimates may change as market conditions change and the future economic benefits from the use of the asset changes, thereby impacting the useful life and residual value of the equipment or intangible asset. Any revisions to useful life are accounted for prospectively.

Critical judgments used in applying accounting policies
In the preparation of these consolidated financial statements management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. These judgments can have an effect on the amounts recognized in the consolidated financial statements.

Impairment of assets
When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. The recoverable amount is the greater of value in use and fair value less costs to sell. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value.

2. BASIS OF PRESENTATION (CONTINUED)

e) Significant accounting judgments and estimates (continued)

Critical accounting estimates (continued)

Impairment of assets (continued)

For the year ended October 31, 2017, management determined that there were indicators of impairment for its acquisitions in Pioneer Exploration Consultants and High Eye and recorded a write-down of $1,540,703 on the assets of the acquired subsidiaries.

Utilization of deferred income tax assets
In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities.

Assessment of the transactions as an asset acquisition or business combination
Management has had to apply judgment relating to the acquisitions of High Eye, Pioneer, NOVAerial, UAV Regulatory and AIR with respect to whether the acquisitions were business combinations or an asset acquisitions. Management applied a three-element process to determine whether a business or an asset was purchased, considering inputs, processes and outputs of each acquisition in order to reach a conclusion.

Determination of purchase price allocations and contingent consideration
Estimates are made in determining the fair value of assets and liabilities, including the valuation of separately identifiable intangibles acquired as part of an acquisition. Further, estimates are made in determining the value of contingent consideration payments that should be recorded as part of the consideration on the date of acquisition and changes in contingent consideration payable in subsequent reporting periods. Contingent consideration payments are generally based on acquired businesses achieving certain performance targets. The estimates are based on management's best assessment of the related inputs used in the valuation models, such as future cash flows and discount rates. Future performance results that differ from management's estimates could result in changes to liabilities recorded, which are recorded as they arise through profit or loss.

Going concern
The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Financial instruments

Financial assets and financial liabilities are recognized on the consolidated statements of financial position when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets
The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or financial assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the consolidated statements of financial position at fair value with changes in fair value recognized in profit or loss for the period. Cash is included in this category of financial assets.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

a) Financial instruments (continued)

Financial assets (continued)

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Amounts receivables are included in this category of financial assets.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss for the period. The Company has no assets classified as held-to-maturity.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as AFS. They are carried at fair value with changes in fair value recognized in other comprehensive income. Where a decline in the fair value of an AFS financial asset constitutes objective evidence of impairment, the amount of the loss is removed from accumulated other comprehensive income and recognized in profit or loss for the period.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

All financial assets, other than those at FVTPL, are subject to review for impairment at each reporting date. Financial assets are considered impaired when there is objective evidence that a financial asset or a group of financial assets may not be recoverable. Different criteria to determine impairment are applied for each category of financial assets, which are disclosed above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or financial liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the consolidated statements of financial position at fair value with changes in fair value recognized in profit or loss for the period.

Other financial liabilities - This category includes accounts payable and accrued liabilities. Subsequent to initial recognition, other financial liabilities are measured at amortized cost using the effective interest rate method.

b) Equipment

Equipment is carried at cost, less accumulated depreciation.

Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

Material residual value estimates and estimates of useful life are updated annually.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

b) Equipment (continued)

Equipment (continued)

An item equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the consolidated statements of operations and comprehensive loss.

The Company compares the carrying value of equipment to estimated net recoverable amounts, based on estimated future cash flows, to determine whether there is any indication of impairment whenever events or circumstances warrant.

Depreciation is recorded on a declining basis at the following annual rates:

Vehicles	15%
Unmanned Aerial Vehicles	20%
Office equipment	20%
Sensors	30%
Computer software and equipment	55%

Leasehold improvements are depreciated on a straight-line basis over the term of the lease term of 5 years.

c) Intangible assets

Intangible assets consist mainly of trademarks, customer lists, domain name and similar intangibles, including certain intellectual property, acquired by the Company. Acquired trademarks, customer lists, domain name and similar assets are carried at cost less accumulated amortization and impairment. Intangible assets with indefinite lives are not amortized but are reviewed annually for impairment. Any impairment of intangible assets is recognized in the statement of operation and comprehensive loss but increases in intangible asset values are not recognized. Client list is amortized straight line over 10 years.

Estimated useful lives of intangible assets with finite lives are the shorter of the economic life and the period the right is legally enforceable. The assets' useful lives are reviewed, and adjusted if appropriate, at each financial reporting date. At each financial position reporting date, the carrying amounts of the Company's long-lived assets, including property and equipment and intangible assets, are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs.

d) Impairment of assets

At each financial position reporting date, the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An asset's recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset or cash generating unit 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 consolidated statement of operations and comprehensive loss.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

d) Impairment of assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

e) Share capital

Common shares
Common shares are classified as equity. Transaction costs directly attributable to the issuance of common shares and share options are recognized as a deduction from equity.

Equity units
Proceeds received on the issuance of units, comprised of common shares and warrants, are allocated on the residual value method; proceeds are allocated to the common shares up to their fair value, as determined by the current quoted trading price, and the balance, if any, to the reserve for warrants.

e) Revenue recognition

The Company recognizes the revenues from the sale of UAV equipment when the Company can measure the amount of revenue and costs in respect of the transaction reliably, it is probable that the economic benefits associated with the transaction will flow to the Company, the risks and rewards of ownership of the goods have been transferred to the buyer and the Company no longer retains control over the goods sold.

Revenue from provision of UAV-based services is recognized upon completion of the service based on terms of the contract and collectability is reasonably assured. Payments received from customers in advance of meeting all of the recognition criteria are recorded as deferred revenue and subsequently recognized as these criteria are met.

g) Share-based compensation

From time to time, the Company grants share-based awards to directors, officers, employees and consultants. The fair value of options granted is recognized as a share-based compensation expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value of employee options is measured at the option’s grant date, and the fair value of non-employee options is measured at the date or over the period during which goods or services are received. Options granted to nonemployees are recorded at the fair value of goods or services received in profit or loss. The fair value of the options granted to employees is measured using the Black- Scholes option pricing model taking into account the terms and conditions upon which the options were granted.

The fair value of each tranche of options granted, which do not vest immediately on grant, is recognized using the graded vesting method over the period during which the options vest. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Share-based compensation expense is credited to the equity-settled share-based payment reserve. Their fair value is transferred from the reserve to share capital when the options are later exercised.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

h) Earnings Income (loss) per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the net loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period, excluding shares held in escrow. Diluted loss per share is determined by adjusting the net loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares; the effect of any anti-dilutive potential common shares are not taken into account in this calculation.

i) Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for on the initial recognition of assets or liabilities that affect neither accounting nor taxable loss. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amounts of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

j) Provisions

Provisions are recognized where a legal or constructive obligation has been incurred as a result of past events, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. If material, provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in any provision due to the passage of time is recognized as a finance cost.

k) New accounting standards and interpretations adopted

At the date of authorization of these consolidated financial statements, the IASB has issued a number of new and revised standards and interpretations, which are not yet effective as at October 31, 2018. Management is assessing the effects of these future standards on its consolidated financial statements. All of the new and revised standards described below may be early-adopted.

IFRS 9 *Financial Instruments*

IFRS 9 will replace IAS 39 *Financial Instruments: Recognition and Measurement* and *IFRIC 9 Reassessment of Embedded Derivatives.* The final version of this new standard supersedes the requirements of earlier versions of IFRS 9.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

k) New accounting standards and interpretations adopted (cont'd…)

IFRS 9 *Financial Instruments (continued)*

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- Classification and measurement of financial assets:
  Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: "amortized cost", "fair value through other comprehensive income", or "fair value through profit or loss" (default). Equity instruments are classified and measured as "fair value through profit or loss" unless upon initial recognition elected to be classified as "fair value through other comprehensive income".

- Classification and measurement of financial liabilities:
  When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.

- Impairment of financial assets:
  An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at "amortized cost" or "fair value through other comprehensive income", lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes twelve-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition and lifetime expected credit losses otherwise.

- Hedge accounting:
  Hedge accounting remains a choice, however, is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).

This standard is effective for the Company's annual periods beginning November 1, 2018. The Company does not expect this amendment to have a material impact on the Company.

IFRS 15 *Revenue from Contract with Customers*

The IASB issued the standard to replace IAS 18 which establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The standard is effective for the Company's annual periods beginning on November 1, 2018, with the required retrospective application and earlier adoption permitted. The Company does not expect the adoption of this standard to have a material impact on the Company.

IFRS 16 *Leases*

IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead leases are 'capitalized' by recognizing the present value of the lease payments and showing them either as lease assets (right-of-use assets) or together with equipment. If lease payments are made over time, a company also recognizes a financial liability representing its obligation to make future lease payments. IFRS 16 is annual period beginning on or after November 1, 2019. The Company does not expect this amendment to have a material impact on the Company.

(Expressed in Canadian Dollars)

4. AMOUNTS RECEIVABLE

Amounts receivable are comprised of the following:

	October 31, 2018	October 31, 2017
Trade receivable	$ 222,515	$ 154,070
Sales tax receivable	18,946	-
Other amounts receivable	-	8,842
Total amounts receivable	$ 241,461	$ 162,912

5. MARKETABLE SECURITIES

The Company holds marketable securities that are free-trading. Marketable securities are comprised of the following:

	October 31, 2018		October 31, 2017	
	Number of Shares	Fair Value	Number of Shares	Fair Value
Sonora Resources Corp.	1,000,000	$ Nil	1,000,000	$ 1,341
		$ Nil		$ 1,341

(Expressed in Canadian Dollars)

6. EQUIPMENT

	Vehicles	Unmanned Aerial Vehicles	Office Equipment	Computer Software and Equipment	Sensors	Leasehold Improvements	Total
COST							
Balance, October 31, 2016	$ -	$ 10,263	$ 30,201	$ 23,162	$ -	$ -	$ 63,626
Additions from acquisition	52,825	150,665	12,444	12,515	-	2,310	230,759
Additions	117,344	109,839	18,362	6,390	-	-	251,935
Disposals	-	(46,048)	-	-	-	-	(46,048)
Balance, October 31, 2017	170,169	224,719	61,007	42,067	-	2,310	500,272
Acquisitions (Note 12(e))	96,782	106,400	13,765	55,653	-	-	272,600
Additions	-	215,157	17,468	40,888	366,314	-	639,827
Disposals	-	(96,569)	(600)	(4,587)	-	(2,310)	(104,066)
Balance, October 31, 2018	**$ 266,951**	**$ 449,707**	**$ 91,640**	**$ 134,021**	**$ 366,314**	**$ -**	**$ 1,308,633**
ACCUMULATED DEPRECIATION							
Balance, October 31, 2016	$ -	$ -	$ 27,435	$ 21,953	$ -	$ -	$ 49,388
Acquisition	3,385	53,839	1,654	8,948	-	268	68,094
Depreciation	12,417	19,508	7,863	3,719	-	408	43,915
Impairment	-	(2,423)	-	-	-	-	(2,423)
Balance, October 31, 2017	15,802	70,924	36,952	34,620	-	676	158,974
Depreciation	15,586	89,148	6,359	38,397	36,631	-	186,121
Disposals	-	(33,971)	-	-	-	(676)	(34,647)
Balance, October 31, 2018	**$ 31,388**	**$ 126,101**	**$ 43,311**	**$ 73,017**	**$ 36,631**	**$ -**	**$ 310,448**
CARRYING AMOUNTS							
At October 31, 2016	$ -	$ 10,263	$ 2,766	$ 1,209	$ -	$ -	$ 14,238
At October 31, 2017	$ 154,367	$ 153,795	$ 24,055	$ 7,447	$ -	$ 1,634	$ 341,298
At October 31, 2018	**$ 235,563**	**$ 323,606**	**$ 48,329**	**$ 61,004**	**$ 329,683**	**$ -**	**$ 998,185**

(Expressed in Canadian Dollars)

7. INTANGIBLE ASSETS

	Trademark	Intellectual Property	Website	Client List	Total
COST					
Balance, October 31, 2016	$ -	$ -	$ -	$ -	$ -
Additions from acquisitions	250	152,000	49,500	259,000	460,750
Balance, October 31, 2017	**$ 250**	**$ 152,000**	**$ 49,500**	**$ 259,000**	**$ 460,750**
Additions from acquisitions	-	-	-	60,000	60,000
Impairment	-	(37,000)	-	(248,000)	(285,000)
Balance, October 31, 2018	**$ 250**	**$ 115,000**	**$ 49,500**	**$ 71,000**	**$ 235,750**
ACCUMULATED DEPRECIATION					
Balance, October 31, 2016	$ -	$ -	$ -	$ -	$ -
Depreciation	-	-	-	25,900	25,900
Balance, October 31, 2017	**$ -**	**$ -**	**$ -**	**$ 25,900**	**$ 25,900**
Depreciation	54	41,672	20,252	55,359	117,337
Impairment	-	(13,442)	-	(73,485)	(86,927)
Balance, October 31, 2018	**$ 54**	**$ 28,230**	**$ 20,252**	**$ 7,774**	**$ 56,310**
CARRYING AMOUNTS					
At October 31, 2016	$ -	$ -	$ -	$ -	$ -
At October 31, 2017	$ 250	$ 152,000	$ 49,500	$ 233,100	$ 434,850
At October 31, 2018	**$ 196**	**$ 86,770**	**$ 29,248**	**$ 63,226**	**$ 179,440**

8. MINERAL PROPERTY INTERESTS

During the year ended October 31, 2018, the Company incurred $nil (2017 - $59,344) in exploration expenditures relating to camp and exploration support costs on its properties held in Mexico. The Company has completed a change of business to a technology company and is in the process of selling its mineral property interests and settling its liabilities.

During the year ended October 31, 2017, the Company sold its interests in the Orofino property located in Mexico to a private Mexican company for net proceeds of 1,200,000 Mexican Pesos ($85,524). The carrying value of the property was $nil prior to the sale and, accordingly, $85,524 was recorded as a gain on disposal of assets.

During the year ended October 31, 2018, the Company sold its interests in the Carol property, located in Sonora State, Mexico to a private Mexican Company for net proceeds of 100,000 Mexican Pesos ($6,927). The book value of the property was $nil prior to the sale and after costs of $6,896 the Company recorded a gain of $nil on disposal of the property. This sale removes any potential liabilities related to the property from the Company.

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are comprised of the following:

	October 31, 2018	October 31, 2017
Trade payables *	$ 557,624	$ 536,930
Accrued liabilities	96,000	48,000
Taxes payable (receivable)	4,187	29,494
Due to directors	12,500	44,121
AIR Acquisition	125,000	
Total accounts payable and accrued liabilities	$ 795,311	$ 658,545

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES (cont'd…)

*Included in trade payables is $172,792 related to the inactive Mexican subsidiary, of which $110,169 (October 31, 2017 - $108,064) owed to the Mexican Government for withholding taxes on salaries that were not remitted in prior years.

10. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued

Year Ended October 31, 2018

On June 25, 2018, the Company completed a non-brokered private placement and issued 19,681,454 units at a price of $0.09 per unit for total proceeds of $1,771,330. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder, on exercise, to purchase one additional common share of the Company until June 24, 2020 at a price of $0.15 per share. The Company issued a total of 2,368,762 agent warrants with a fair value of $104,522 and paid cash finder's fees and other share issuance costs of $136,175. The warrants were valued using the Black-Scholes option pricing model with a volatility of 117%, expected life of 2 year, risk free rate of 1.77% and dividend rate of 0%. Each warrant has terms consistent with the warrant described above.

During the year ended October 31, 2018:

i. 11,171,000 warrants were exercised for total proceeds of $1,117,100; and
ii. 4,400,000 options were exercised for total proceeds of $515,000.

On June 19, 2018, the Company acquired a 100% interest in Aerial Imaging Resources Inc. On closing, the Company issued 12,000,000 common shares to the vendors for a fair value of $1,140,000. Refer to Note 12 for additional details on the acquisition.

Year Ended October 31, 2017

On January 6, 2017, the Company closed the share purchase agreement for a 100% interest in High Eye Aerial. On closing, the Company paid $100,000 cash and issued 4,500,000 common shares to the vendors for a fair value of $247,500. In connection to the closing of acquisition, the Company issued 525,000 common shares with a fair value of $31,500 as a finder's fee. Refer to Note 12 for details on acquisitions during the year.

On March 6, 2017, the Company issued 5,190,000 units by way of a private placement at a price of $0.05 per unit totaling to $259,500. Each unit consisted of one common share and one non-transferable purchase warrant. Each warrant entitles the holder, on exercise, to purchase one additional common share of the Company until March 5, 2018 at a price of $0.10 per share. The Company issued a total of 475,000 agent warrants with a fair value of $15,248 and paid cash finder's fees of $5,750.

On March 16, 2017, the Company issued 5,810,000 units at a price of $0.05 per unit totaling to $290,500. Each unit consisted of one common share and one non-transferable purchase warrant. Each warrant entitles the holder, on exercise, to purchase one additional common share of the Company until March 15, 2018 at a price of $0.10 per share. The Company issued a total of 56,000 agent warrants with a fair value of $3,861 and paid cash finder's fees of $2,800. Legal expense of $30,361 was recorded as share issuance expense.

On July 11, 2017, the Company closed the purchase of UAV Regulatory Services Ltd. for consideration of $70,000 in cash and the issuance of 329,670 common shares at a price of $0.08 per share for a fair value of $26,374. Refer to Note 12 for details on acquisitions during the year.

(Expressed in Canadian Dollars)

10. SHARE CAPITAL (cont'd…)

b) Issued (continued)

Year Ended October 31, 2017 (cont'd…)

On August 9, 2017, the Company closed the purchase of a 100% interest of NOVAerial Robotics Ltd. For consideration of $300,000 and the issuance of 4,584,527 common shares with a fair value of $366,762. The shares will be subject to a voluntary escrow release over the next three years with the first set of shares (10% of the total) having a hold period of four months and one day. Refer to Note 12 for details on acquisitions during the year.

On October 4, 2017, the Company completed the acquisition of Pioneer's unmanned aerial vehicle assets for consideration of $500,000, and issuance of 9,000,000 common shares with a fair value of $495,000. The Company settled $200,000 through the issuance of 2,531,646 units with a fair value of $265,234. Each consists of one common share and one share purchase warrant exercisable into one common share of the Company at a price of $0.12 per share for a period of five years. The Company issued 276,582 common shares with a fair value of $15,212 as finder's fees. Refer to Note 12 for details on acquisitions during the year.

During the year ended October 31, 2017, 5,612,000 warrants were exercised at $0.075 per share and 140,000 warrants were exercised at $0.10 per share for total proceeds of $434,900.

During the year ended October 31, 2017, 4,800,000 options were exercised at $0.10 per share for total proceeds of $480,000.

c) Share purchase warrants

A continuity schedule of outstanding common share purchase warrants for the year ended October 31, 2018 and year ended October 31, 2017 is as follows:

	October 31, 2018		October 31, 2017	
	Number outstanding	Weighted average exercise price	Number outstanding	Weighted average exercise price
Outstanding, beginning of year	16,943,646	$ 0.080	23,652,148	$ 0.090
Issued	22,050,216	0.150	14,062,646	0.100
Exercised	(11,171,000)	0.100	(5,752,000)	0.076
Expired	(3,241,000)	0.076	(15,019,148)	0.098
Outstanding, end of year	24,581,862	$ 0.190	16,943,646	$ 0.080

At October 31, 2018 the Company had share purchase warrants outstanding entitling the holders to acquire common shares as follows:

Exercise Price	Expiry Date	Outstanding at October 31, 2018
$0.120	October 4, 2022	2,531,646
$0.150	June 24, 2020	22,050,216
		24,581,862
Weighted average remaining contractual life (in years)		2.14

(Expressed in Canadian Dollars)

10. SHARE CAPITAL (cont'd…)

d) Share options

A continuity schedule of outstanding share options for the year ended October 31, 2018 and year ended October 31, 2017 is as follows:

	October 31, 2018		October 31, 2017	
	Number outstanding	**Weighted average exercise price**	**Number outstanding**	**Weighted average exercise price**
Outstanding, beginning of year	9,507,500	$ 0.10	7,610,000	$ 0.11
Granted	6,400,000	0.12	8,900,000	0.10
Cancelled	(750,000)	0.10	(1,727,500)	0.11
Expired	(757,500)	0.11	(475,000)	0.11
Exercised	(4,400,000)	0.14	(4,800,000)	0.10
Outstanding and exercisable, end of year	10,000,000	$ 0.12	9,507,500	$ 0.10

As at October 31, 2018 the Company had share options outstanding and exercisable to acquire common shares of the Company as follows:

Exercise Price	Expiry Date	Outstanding at October 31, 2018
$ 0.140	December 29, 2018	550,000
$ 0.100	July 15, 2019	500,000
$ 0.100	August 29, 2019	550,000
$ 0.100	September 21, 2019	200,000
$ 0.100	March 23, 2020	1,400,000
$ 0.100	August 2, 2020	250,000
$ 0.100	October 4, 2020	3,150,000
$ 0.120	January 2, 2021	600,000
$ 0.125	January 9, 2021	550,000
$ 0.180	February 13, 2021	2,250,000
		10,000,000
Weighted average remaining contractual life (in years)		1.72

(Expressed in Canadian Dollars)

10. SHARE CAPITAL (cont'd…)

e) Share-based compensation

The fair value of share options granted and vested during the year ended October 31, 2018 and 2017 was recognized as share-based compensation in the consolidated statements of operations and comprehensive loss, and was allocated as follows:

		2018		2017
Total share-based compensation	$	769,785	$	575,626

The fair value of the options granted and agent warrants issued was estimated using the Black-Scholes option pricing model based on the following weighted average assumptions:

	October 31, 2018	October 31, 2017
Risk free interest rate	1.81%	1.34%
Expected annual volatility*	201.49%	202.05%
Expected life	3 years	3years
Expected dividend yield	0.00%	0.00%
Forfeiture rate	0.00%	0.00%
Exercise price	$0.14	$0.100
Fair value price	$0.120	$0.068

*Expected volatility has been based on historical volatility of the Company's publicly traded shares.

11. SUPPLEMENTAL CASH FLOW INFORMATION

During the year ended October 31, 2018, the Company entered into the following non-cash transactions.

i) The Company issued 12,000,000 common shares as part of the consideration to acquire Aerial Imaging Resources Inc., which were fair valued at $1,140,000.
ii) The Company included $125,000 in accounts payable and accrued liabilities that related to the acquisition of Aerial Imaging Resources Inc.
iii) The Company traded in an unmanned aerial vehicle value at $36,004 as part of the acquisition price for new equipment.
iv) The Company reversed $453,100 and $7,553 to share capital from reserves on exercise of options and warrants respectively.

During the year ended October 31, 2017, the Company entered into the following non-cash transactions.

i) The Company issued 9,000,000 common shares to close the Asset Purchase Agreement for the UAV assets of Pioneer Exploration Consultants totaling $300,000.
ii) The Company issued 4,500,000 common shares to close the Share Purchase Agreement for a 100%interest in High Eye Aerial Imaging Inc. totaling $225,000.
iii) The Company reversed $280,650 and $11,102 to share capital from reserves on exercise of options and warrants respectively.

(Expressed in Canadian Dollars)

12. ACQUISITIONS

The following table summarizes movements in goodwill for the year ended October 31, 2018 and year ended October 31, 2017:

	October 31, 2018	October 31, 2017
Opening balance	$ 728,033	$ -
Acquisitions	1,423,600	794,033
Impairment	(1,783,128)	(66,000)
Closing balance	$ 368,505	$ 728,033

a) Pioneer Aerial Surveys Ltd.

On October 4, 2017, the Company completed the asset purchase agreement to acquire a 100% interest in the UAV assets of Pioneer Exploration Consultants Ltd. (“Pioneer”), a company that provides UAV based aeromagnetic surveys through its trademarked UAV-MAGTM system an. As consideration, the Company made a cash payment of $300,000 and issued 9,000,000 common shares with a fair value of $495,000. The Company and Pioneer settled the final cash payment of $200,000 through the issuance of 2,531,646 units (“Units”) of the Company. Each Unit consists of one common share of the Company and one share purchase warrant exercisable into one common share of the Company at a price of $0.12 per share for a period of five years. The fair value of the Units issued is $265,234, resulting in a loss on settlement of debts of $65,234 recorded in profit and loss. The Company also issued 276,582 shares with a fair value of $15,212 as finder’s fees that was allocated to the fair value of assets acquired at initial recognition and then subsequently impaired as impairment loss.

The asset purchase agreement also includes a 10% royalty on future earnings before income taxes, depreciation, and amortization expenses of Pioneer Aerial Surveys Ltd., for five years. Management has estimated the fair value of the royalty stream which has been included as contingent consideration in the total consideration.

The following table summarizes the consideration paid, the fair value of the identifiable assets acquired on the date of acquisition:

Cash paid	$	500,000
Common shares issued		495,000
Contingent consideration		540,000
Finder’s fees		15,212
Total consideration paid	**$**	**1,550,212**
Equipment	$	75,260
Trademark		250
Total value of the assets acquired	**$**	**75,510**
Impairment loss	**$**	**1,474,702**

b) High Eye Aerial Imaging Inc.

On January 6, 2017, the Company acquired a 100% interest in High Eye Aerial Imaging Inc. (“High Eye Aerial”), a company providing UAV surveying services including LiDAR (Light Detection and Ranging) surveys, in exchange for a cash payment of $100,000 and the issuance of 4,500,000 common shares with a fair value of $247,500.

For accounting purposes, the acquisition of High Eye Aerial was considered a business combination and accounted for using the acquisition method. The results of operations from High Eye Aerial are included in the consolidated financial statements since the date of acquisition.

(Expressed in Canadian Dollars)

12. ACQUISITIONS (CONTINUED)

b) High Eye Aerial Imaging Inc. (continued)

The following table summarizes the consideration paid, the fair value of the identifiable assets acquired and liabilities assumed on the date of acquisition:

Cash paid	$	100,000
Common shares issued		247,500
Total consideration paid	**$**	**347,500**
Fair value of net assets:		
Cash	$	26,067
Prepaid expenses		1,630
Accounts receivable		12,809
Equipment		54,571
Client list		107,000
Brand		37,000
Bank loan		(22,506)
Accounts payable and other payables		(33,300)
Shareholder loan		(23,535)
Deferred income tax liability		(37,440)
Total value of the assets acquired	**$**	**122,296**
Goodwill	**$**	**225,204**

Finder’s fees of 525,000 common shares with a fair value of $31,500 were issued and recorded in profit and loss.

During the year ended October 31, 2017, the Company determined there were indicators of impairment related to the goodwill and recorded an impairment of $66,000, determined using Level 3 inputs, based on value-in-use calculation using pre-tax cash flow projections prepared by senior management. Forecasts were prepared over a five-year period using a pre-tax discount rate of 28%.

During the year ended October 31, 2018 the Company recognized an impairment on goodwill of $159,204 (2017 - $66,000)

c) UAV Regulatory Services Ltd.

On July 11, 2017, the Company completed the purchase of UAV Regulatory Services Ltd. (“UAV Regulatory”), a regulatory consulting company that assists clients with the preparation of Special Flight Operation Certificates (SFOCs) for UAV operations in Canada. The Company made a cash payment of $70,000 and issued 329,670 common shares with a fair value of $26,374.

For accounting purposes, the acquisition of UAV Regulatory was considered a business combination and accounted for using the acquisition method. The results of operations from UAV Regulatory are included in the consolidated financial statements since the date of acquisition.

(Expressed in Canadian Dollars)

12. ACQUISITIONS (CONTINUED)

c) UAV Regulatory Services Ltd. (continued)

The following table summarizes the consideration paid and the fair value of the intangible assets assumed as the date of acquisition:

Cash paid	$	70,000
Common shares issued		26,374
Total consideration paid	**$**	**96,374**
Website		49,500
Client list		11,000
Accounts payable		(840)
Deferred income tax liability		(15,730)
Total value	**$**	**43,930**
Goodwill	**$**	**52,444**

During the year ended October 31, 2018 the Company recognized an impairment on goodwill of $52,444 (2017 - $nil)

d) NOVAerial Robotics Ltd.

On August 9, 2017, the Company acquired a 100% interest in NOVAerial Robotics Ltd. ("NOVAerial"), a manufacturer of high performance UAV with a particular emphasis on single rotor helicopter-style UAVs. The Company made a cash payment of $300,000 and issued 4,584,527 common shares with a fair value of $366,762. The shares will be subject to a voluntary escrow release with the first set of shares (10 per cent of the total) issued immediately but subject to a hold period of four months and one day, and the balance issued over the next three years.

For accounting purposes, the acquisition of NOVAerial was considered a business combination and accounted for using the acquisition method. The results of operations from NOVAerial are included in the consolidated financial statements since the date of acquisition.

Cash paid	$	300,000
Common shares issued		366,762
Total consideration paid	**$**	**666,762**
Cash	$	14,841
Prepaid expenses		5,928
Taxes receivable		923
Due from shareholder		11,737
Inventory		56,814
Equipment		32,835
Client list		141,000
Brand		115,000
Accounts payable		(81,287)
Deferred revenue		(80,856)
Deferred income tax liability		(66,560)
Total value of net assets acquired	**$**	**150,377**
Goodwill	**$**	**516,385**

During the year ended October 31, 2018 the Company recognized an impairment on goodwill of $516,385 (2017 - $nil).

(Expressed in Canadian Dollars)

12. ACQUISITIONS (CONTINUED)

e) Aerial Imaging Resources Inc.

On June 19, 2018, the Company acquired a 100% interest in Aerial Imaging Resources Inc. ("AIR"). The Company issued 12,000,000 common shares with a fair value of $1,140,000, made payments totaling $475,000 cash, and was required to make one further cash payment of $125,000 on or before December 14, 2018. Subsequent to October 31, 2018 the final $125,000 was renegotiated such that $20,825 will be settled via an asset disposition and the balance was extended to May 31, 2018.

For accounting purposes, the acquisition of AIR was considered a business acquisition. The results of operations from AIR are included in the consolidated financial statements since the date of acquisition.

Cash paid or accrued	$	600,000
Common shares issued		1,140,000
Total consideration paid	**$**	**1,740,000**
Customer list	$	60,000
Equipment		272,600
Deferred income tax liability		(16,200)
Total value of net assets acquired	**$**	**316,400**
Goodwill	**$**	**1,423,600**

During the year ended October 31, 2018 the Company recognized an impairment on goodwill of $1,055,095.

13. CONTINGENT CONSIDERATION

		October 31, 2018		October 31, 2017
Opening balance	$	540,000	$	-
Acquisition of Pioneer (Note 12)		-		540,000
Accretion		146,989		-
Change in estimate		(430,215)		-
Closing balance	$	256,774	$	540,000
Current	$	91,927	$	83,000
Non-current	$	164,847	$	457,000

The Company estimates its contingent consideration payable relating to the royalty will be $427,144 (2017 - $1,098,732). The Company discounted the estimated royalty payable using a discount rate of 30% (2017 – 30%).

Mr. Burns, a director of the Company, is a shareholder of Pioneer, which sold its assets to the Company and retained a 10% royalty on future earnings before income taxes, depreciation, and amortization expenses of Pioneer (note 12(a)). Mr. Burns joined the Company as CEO subsequent to completion of the asset purchase.

(Expressed in Canadian Dollars)

14. RELATED PARTY TRANSACTIONS

Transactions with management and related parties during the year ended October 31, 2018 and 2017 were as follows:

Supplier	Nature of Transaction		2018		2017
101252103 Saskatchewan Ltd. (i)	Consulting Fees	$	203,675	$	147,500
Longford Capital Corporation (ii)	Consulting Fees	$	136,375	$	69,500
Westridge Management International Ltd (iii)	Consulting Fees	$	57,000	$	-
Stewart Baillie (iv)	Consulting Fees	$	8,085	$	-
BridgeMark Financial Corporation (v)	Consulting Fees	$	28,700	$	28,000
Robert Lefebvre (vi)	Wages	$	112,000	$	20,000
Red Fern Consulting Ltd(vii)	Professional Services	$	13,197	$	-
Share based compensation(viii)		$	399,290	$	-
Timeline Filing Services Ltd (ix)	Consulting Fees	$	-	$	9,000
Catalyst X Media Corporation(x)	Consulting Fees	$	-	$	44,000
Jackson and Company (v)	Consulting Fees	$	-	$	15,000

I. 101252103 Saskatchewan Ltd. is a private enterprise controlled by the Company’s current CEO, Michael Burns.
II. Longford Capital Corporation is a private enterprise controlled by the Company’s current president, James Rogers.
III. Westridge Management International Ltd is a private enterprise controlled by the Company’s current COO, Andrew Male
IV. Stewart Baillie is a director of the Company.
V. BridgeMark Financial and Jackson and Company are private enterprises controlled by the Company’s former CFO, Anthony Jackson.
VI. Robert Lefebvre is a former director of the Company.
VII. Red Fern Consulting Ltd is a private company controlled by the Company’s CFO, Jonathan Richards.
VIII. During the year ended October 31, 2018, the Company granted 3,300,000 (2017 - nil) options to directors and officers of the Company at exercise prices ranging from $0.12 to $0.18 per share valued with a total fair value of $399,290.
IX. Timeline Filing Services Ltd. is a private enterprise controlled by the Company’s former Corporate Secretary, Laara Shaffer.
X. Catalyst X Media Corporation is a private enterprise controlled by the Company’s former president and CEO, Jason Springett.

Accounts payable to related parties

Included in accounts payable and accrued liabilities is $225,312 (October 31, 2017 - $234,850) due to officers, former officers and directors of the Company. During the year ended October 31, 2017, the Company settled $109,000 of accounts payable owing to related parties through the issuance of 2,180,000 units, included in private placements.

Other

Mr. Burns is a shareholder of Pioneer, which sold its assets to the Company and retained a 10% royalty on future earnings before income taxes, depreciation, and amortization expenses of Pioneer (note 12(a)). Mr. Burns joined the Company as CEO subsequent to completion of the asset purchase.

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(Expressed in Canadian Dollars)

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial assets and liabilities were categorized as follows:

	October 31, 2018	October 31, 2017
Financial assets		
Fair value through profit or loss		
Cash	$ 178,450	$ 130,936
Loans and receivables		
Amounts receivable	196,461	162,912
Available-for-sale		
Marketable securities	-	1,341
Total financial assets	$ 374,911	$ 295,189
Financial liabilities		
Other financial liabilities		
Accounts payable and accrued liabilities	$ 821,227	$ 629,051
Deferred Revenue	7,015	65,444
Contingent consideration*	256,774	540,000
Deferred income tax liability	18,290	119,730
Total financial liabilities	$ 1,103,306	$ 1,263,989

*Estimated fair value of the 10% royalty payments on future earnings before income taxes, depreciation, and amortization expenses of Pioneer Aerial Surveys Ltd., to be paid out over a five-year term (Note 12 and 13).

The fair values of the Company’s amounts receivable and accounts payable and accrued liabilities approximate their carrying values due to the short-term nature of these instruments. Marketable securities are recorded at market value based on quoted market prices. Contingent consideration is recorded at fair value based on estimated future performance and discount rates.

The Company’s financial instruments are exposed to certain financial risks, including credit risk, liquidity risk and market risk.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk with respect to its cash and amounts receivable.

The Company deposits substantially all of its cash at a Canadian chartered bank. The Company's amounts receivable consist primarily of trade receivables, and Goods and Services Tax receivable from the Canadian government a. Management considers the risk of non-performance related to cash and amounts receivable to be minimal.

b) Liquidity risk

Liquidity risk is the risk that an entity will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

At October 31, 2018, the Company had cash in the amount of $178,450 (October 31, 2017 - $130,936) and accounts payable and accrued liabilities of $821,227 (October 31, 2017 - $658,545).

The Company ensures, as far as reasonably possible, that there is sufficient capital in order to meet short-term financial obligations, after taking into account the Company's holdings of cash.

c) Market risk

Market risk consists of interest rate risk, foreign currency risk and other price risk. These are discussed below:

Interest rate risk
Interest rate risk consists of two components:

i) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

ii) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company is not exposed to significant interest rate risk.

Foreign currency risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Company is exposed to foreign currency risk with respect to cash, amounts receivable, and accounts payable and accrued liabilities, as a portion of these amounts are denominated in MXN pesos and US dollars as follows:

	October 31, 2018		**October 31, 2017**	
	MXN	US	MXN	US
Accounts receivable	-	$ -	131,381	$ -
Accounts payable and accrued liabilities	(3,383,411)	-	(2,501,869)	-
Rate to convert $1 CAD	0.065	1.3120	0.067	1.2893

Based on the Company's net exposure, a 23% change (October 31, 2017 - 23%) in the Canadian/Mexican peso exchange rate and a 12% change (October 31, 2017 - 12%) in the Canadian/US exchange rate (based on prior year fluctuations in the relative exchange rates) would not have a material impact on earnings.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

c) Market risk (cont'd…)

Other price risk
Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk.

The Company is exposed to other price risk related to the fluctuation in the market price of its marketable securities. The Company's marketable securities are carried at market value and are directly affected by fluctuations in the market value of the underlying securities. The Company's sensitivity analysis suggests a 100% (October 31, 2017 - 100%) change in the market prices would impact the Company's earnings by approximately $1,341 (October 31, 2017 - $1,341).

As this sensitivity analysis does not take into account any variables other than the marketable securities rate fluctuations, the above information may not fully reflect the fair value of the assets and liabilities involved.

d) Fair value of financial instruments

IFRS 7 *Financial Instruments: Disclosure* establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 **–** quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
Level 3 **–** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's cash and marketable securities are classified at Level 1 of the fair value hierarchy. Contingent consideration is classified as Level 3 of the fair value hierarchy.

16. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue development of the Company's UAV business, and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk.

The Company's capital consists of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares or debt or acquire or dispose of assets.

To effectively manage its resources and minimize risk, the Company maintains the majority of its capital at the parent company level and funds activities in its operating subsidiaries through a cash call process.

The Company's investment policy is to invest any excess cash in liquid short-term interest-bearing instruments callable at any time.

There have been no changes to the Company's approach to capital management during the year ended October 31, 2018.

(Expressed in Canadian Dollars)

17. INCOME TAXES

As at October 31, 2018, the Company has non-capital losses of approximately $9,050,000 and capital losses of $56,000; $1,930,596 of non-capital losses and all of the capital losses may be applied against future income for Mexican income tax purposes.

The potential future tax benefits of these losses have not been recorded in these financial statements. The capital losses may be carried forward indefinitely. The non-capital losses of $9,050,000 expire through 2038.
The reconciliation of income taxes computed at statutory rates to the reported income tax provision is as follows:

		2018		2017
Loss before income taxes	$	4,762,820	$	3,021,998
Income tax at statutory rates		27.00%		26.00%
Expected income tax recovery		1,285,961		785,720
Permanent differences		(507,910)		(441,795)
Change in statutory, foreign tax, foreign exchange rates and other		98,579		(153,931)
Losses expired		-		(72,216)
Adjustment to prior years provision versus statutory tax returns		9,354		39,284
Share issuance costs		36,767		-
Change in unrecognized deductible temporary differences		(876,027)		(157,062)
Total income tax recovery	**$**	**(46,724)**	**$**	**-**
Current income tax	$	70,916	$	-
Deferred tax recovery	$	(117,640)	$	-
	$	(46,724)	$	-

The tax effected items that give rise to significant portions of deferred income tax liabilities as at October 31, 2018 and 2017 are presented below:

		2018		2017
Deferred tax liabilities:				
Intangible assets	$	(18,290)	$	(119,730)
Deferred tax liabilities, net	$	(18,290)	$	(119,730)

The following are the deductible temporary differences for which no deferred tax assets are recognized in the consolidated financial statements:

		2018		2017
Non-capital losses carried forward	$	9,050,000	$	7,441,000
Capital losses carried forward		56,000		27,000
Mineral property interests		3,717,800		3,718,000
Marketable securities		-		1,000
Investment in oil and gas interests		74,000		74,000
Share issuance costs		162,000		54,000
Intangible assets and contingent consideration		257,000		222,000
Equipment		834,000		140,000
Deferred income tax liabilities, net	$	14,151,000	$	11,677,000

18. SEGMENT REPORTING

The Company has one reportable operating segment, being sales of UAV equipment and providing UAV related services in Canada. The Company's assets are located in Canada. Prior to 2016 the Company's business was to acquire interests in mineral properties in Mexico. During the year ended October 31, 2017 the Company sold a mineral property in Mexico and recorded a gain on disposal of assets of $85,524. At October 31, 2018, the Company does not hold any other assets in Mexico.