UpSnap, Inc.
Consolidated Financial Statements
For the years ended December 31, 2018 and 2017

Contents

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of UpSnap, Inc.

Opinion

We have audited the consolidated financial statements of UpSnap, Inc., (the Company), which comprise the consolidated statements of financial position as at December 31, 2018 and December 31, 2017 and the consolidated statements of operations and comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2018 and December 31, 2017, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2018 and December 31, 2017 in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss of $675,000 during the year ended December 31, 2018 and, as of that date, the Company's current liabilities exceeded its total assets by $866,000. As stated in Note 1, these events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

RSM Canada LLP

Chartered Professional Accountants
Licensed Public Accountants
April 30, 2019
Toronto, Ontario

UpSnap, Inc.
Consolidated Statements of Operations and Comprehensive Loss
(In thousands of Canadian dollars, except share data)

Years ended December 31,	Note	**2018**	2017
Operating revenue	8,13	**2,680**	4,082
Operating expenses			
Network and publisher costs		**(1,094)**	(1,881)
Labour costs	6(d)	**(880)**	(1,237)
Other operating costs		**(1,398)**	(1,096)
Foreign exchange gain (loss)		**14**	(3)
Amortization		**(8)**	(10)
Operating loss		**(686)**	(145)
Gain on extinguishment of debt	5	**71**	-
Interest and accretion on debentures	5	**(60)**	(22)
Loss before income taxes		**(675)**	(167)
Income taxes	9	**-**	-
Net loss		**(675)**	(167)
Other Comprehensive Income			
Items that may be subsequently reclassified to earnings:			
Exchange differences on translation of foreign operations		**(26)**	14
Comprehensive loss		**(701)**	(153)
Loss per share			
Basic and diluted loss per share		**(0.00)**	(0.00)
Weighted average number of shares outstanding – basic and diluted		**267,158,229**	253,634,160

UpSnap, Inc.
Consolidated Statements of Financial Position

(In thousands of Canadian dollars, except share data)
(See Going Concern – Note 1)
(See Commitments and Contingencies – Note 7)

As at December 31,	Note	**2018**	2017
Assets			
Current assets:			
Cash and cash equivalents	3	**204**	490
Accounts receivable	8,10	**369**	474
Prepaid expenses and deposits		**23**	52
		596	1,016
Non-current assets:			
Intangible assets	4	**289**	-
Property and equipment		**-**	8
		885	1,024
Liabilities			
Current liabilities:			
Accounts payable and accrued liabilities	8	**1,088**	1,168
Debenture	5	**-**	197
Contract liabilities		**79**	49
Income taxes payable	9	**295**	295
		1,462	1,709
Non-current liabilities:			
Debenture	5	**738**	-
		2,200	1,709
Shareholders' deficiency:			
Share capital		**88,769**	88,748
Contributed surplus		**19,737**	19,687
Accumulated other comprehensive income (loss)		**(192)**	(166)
Accumulated deficit		**(109,629)**	(108,954)
		(1,315)	(685)
		885	1,024

These consolidated financial statements are authorized for issue by the Board of Directors on April 30, 2019. They are signed on the Company's behalf by:

"signed" Director
Daniel Hilton

"signed" Director
Heather Burrer

(In thousands of Canadian dollars, except share data)

	Note	Number of common shares	Share capital	Contributed surplus	Accumulated other comprehensive income (loss)	Accumulated deficit	Shareholders' deficiency
Balance at January 1, 2018		266,045,941	88,748	19,687	(166)	(108,954)	(685)
Net and comprehensive income (loss)		-	-	-	(26)	(675)	(701)
Debenture interest settlement	5(b)	1,595,000	21	-	-	-	21
Stock-based compensation	6(d)	-	-	50	-	-	50
Balance at December 31, 2018		**267,640,941**	**88,769**	**19,737**	**(192)**	**(109,629)**	**(1,315)**

	Note	Number of common shares	Share capital	Contributed surplus	Accumulated other comprehensive income (loss)	Accumulated deficit	Shareholders' deficiency
Balance at January 1, 2017		235,642,191	88,149	19,633	(180)	(108,787)	(1,185)
Net and comprehensive income (loss)		-	-	-	14	(167)	(153)
Debenture settlement	5(a)	7,148,750	138	-	-	-	138
Debt settlement	6(b)	22,750,000	454	-	-	-	454
Debenture interest settlement	5(b)	505,000	7	-	-	-	7
Stock-based compensation	6(d)	-	-	54	-	-	54
Balance at December 31, 2017		**266,045,941**	**88,748**	**19,687**	**(166)**	**(108,954)**	**(685)**

(In thousands of Canadian dollars, except share data)

Years ended December 31,	Note	2018	2017
Cash flows used in operating activities:			
Loss before income taxes for the year		**(675)**	(167)
Adjustments for items not affecting cash:			
Stock-based compensation	6(d)	**50**	54
Amortization of property and equipment		**8**	10
Gain on extinguishment of debt	5	**(71)**	-
Interest on debentures		**48**	18
Accretion on debentures		**12**	4
		(628)	(81)
Changes in non-cash working capital balances:			
Accounts receivable		**105**	91
Prepaid expenses and deposits		**29**	(8)
Accounts payable and accrued liabilities		**467**	(14)
Contract liabilities		**30**	(35)
		3	(47)
Cash flows used in investing activities:			
Investment in intangible assets	4	**(289)**	-
		(289)	-
Cash flows provided by financing activities:			
Issuance costs for share settlements	5(a)6(b)	**-**	(6)
Proceeds from debt issuance, net of issuance costs	5(b)	**-**	194
		-	188
Net increase (decrease) in cash and cash equivalents		**(286)**	141
Cash and cash equivalents, beginning of year		**490**	349
Cash and cash equivalents, end of year		**204**	490

Refer to Notes 5(a), 5(b), 5(c) and 6(b) for non-cash transactions.

1. Nature of Operations and Going Concern

UpSnap, Inc. (the "Company" or "UpSnap") was incorporated under the laws of Canada on October 17, 2000, and was continued into Alberta on February 5, 2003. The Company is domiciled in Canada and the head office is located at 100 Consilium Place, Toronto, Ontario, Canada.

UpSnap provides targeted advertising services to attract audiences for any brand, with a focus on small businesses. UpSnap tailors its services to align with unique business goals, delivering advertisements to the right customers for more meaningful exposure and better business results.

The consolidated financial statements have been prepared on a going concern basis which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company began commercial operations on October 17, 2000 and, to December 31, 2018, has accumulated a deficit amounting to $109,629. The Company had a working capital deficit of $866 at December 31, 2018.

The Company's future operations are dependent upon its ability to secure additional funds or secure sales contracts (or both) or achieve profitable operations, which provide the Company with adequate funds to cover the cash flows projected for the next year. If the Company does not secure such contracts, or if it cannot secure additional financing, the Company will have to consider additional strategic alternatives which may include, among other strategies, modification of planned operating expenditures or sale of the Company. It is not possible to predict whether the Company will be successful in securing new contracts or securing additional financing. These factors raise significant doubt as to the Company's ability to continue as a going concern. In the meantime, the Company is reliant on financing and operational support from a shareholder, User Friendly Media, to continue operations. These consolidated financial statements do not include adjustments to the amounts 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. Summary of Significant Accounting Policies

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

(b) Basis of preparation
The Company prepares its financial statements on a historical cost basis, except for certain financial instruments measured at fair value as described in the accounting policies below.

The accounting policies below have been applied consistently by the Company, and its subsidiaries, unless otherwise stated.

(In thousands of Canadian dollars, except share data)

2. Summary of Significant Accounting Policies (continued)

(c) Principles of consolidation
The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries: (i) Call Genie (Ontario) Inc., (ii) UpSnap USA Holdings, Inc., (iii) UpSnap USA, Inc., (iv) Call Genie Europe B.V., (v) VoodooVox Limited; and (vi) BTS Logic Europe ApS. All intercompany transactions and balances have been eliminated on consolidation.

(d) New accounting pronouncements adopted in 2018

IFRS 9, Financial Instruments ("IFRS 9")
On January 1, 2018, the Company adopted the new rules under IFRS 9 retrospectively in accordance with transition provisions. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, new guidance for measuring impairment on financial assets, and new hedge accounting guidance. Financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains three primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVTOCI) and fair value through profit or loss (FVTPL).

The Company completed a detailed assessment of its financial assets and liabilities as at January 1, 2018 and determined that there was no material adjustments to the amounts recognized in the consolidated financial statements on adoption of the new standard. For trade and other receivables, the Company applied the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognized at the time of initial recognition of the receivables. There was no material impact due to this change in accounting policy. The Company does not undertake hedging activities or hold complex financial assets or liabilities as envisioned in IFRS 9.

Below is a summary showing the classification and measurement basis of the Company's financial instruments as at January 1, 2018 as a result of adoption of IFRS 9.

	IAS39	IFRS 9
Cash and cash equivalents	Fair value (FVTPL)	Amortized cost
Accounts receivable (excluding commodity tax)	Amortized cost	Amortized cost
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Debenture	Amortized cost	Amortized cost

IFRS 15, Revenue Recognition from Contracts with Customers ("IFRS 15")
On January 1, 2018, the Company adopted the new rules under IFRS 15 retrospectively with the cumulative effect of initially applying the rules recognized at the date of initial application. Under IFRS 15, revenue is recognized at an amount that reflects the expected consideration receivable in exchange for transferring goods or services to a customer, applying the following five steps:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation.

The new standard also provides guidance relating to principal versus agent relationships, licenses of intellectual property, contract costs and the measurement and recognition of gains and losses on the sale of certain non-financial assets such as property and equipment. Additional disclosures are also required under the new standard.

2. Summary of Significant Accounting Policies (continued)

The Company completed a detailed assessment of its customer contracts as at January 1, 2018 and determined that there was no material impact to amounts previously reported in financial statements prepared in accordance with previous IFRS on revenue recognition, including IAS 18 and IFRIC 13. In applying the new rules the Company elected to utilize the following practical expedients: completed contracts that begin and end within the same annual reporting period and those completed before January 1, 2018 are not restated; significant financing components on contracts for which the timing of the good or service provided falls within one year of the expected payments; and costs of obtaining a contract that would be amortized within one year or less are immediately expensed.

(e) Use of estimates and key judgments

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates in the future. The most significant judgments and estimates include but are not limited to the following:

(i) Judgments

Intangible assets

Judgement is used in determining when the internally generated intangible asset is available for intended use and assessing if the expenditures meet the criteria for capitalization under IAS 38.

Functional currency

Judgment is used in the determination of the Company's functional currency and the functional currency of its subsidiaries.

Debt settlement

For debt settlement transactions between the Company and a shareholder, judgement is used to determine whether the shareholder is acting in its capacity as a creditor or a shareholder. For creditor transactions, the debt is recorded at fair value while shareholder transactions are recorded at carrying value. When debt is settled with another debt instrument, judgement is applied in determining the fair value of the new debt instrument.

Revenue recognition

The recognition of revenue requires judgement in the assessment of performance obligations, whether they are distinct and separate, within a contract and the assessment of recognizing at a point in time or over a period of time. In instances of bundled contracts, management estimates and allocates the transaction price to each performance obligation based on its stand-alone selling price. The determination of whether revenue should be reported on a gross or net basis is based on an assessment of whether the Company is acting as the principal or an agent in these transactions with advertisers and involves judgment based on an evaluation of the terms of each arrangement. While none of the factors individually are considered presumptive or determinative, in reaching conclusions on gross versus net revenue recognition, management places the most weight on the analysis of whether the Company controls the services before they are transferred to the customer.

2. Summary of Significant Accounting Policies (continued)

(ii) Estimates

Allowance for doubtful accounts
The Company monitors the financial stability of its customers and the environment in which they operate to make estimates regarding the likelihood that the individual trade receivable balances will be paid. Credit risks for outstanding customer receivables are regularly assessed and allowances are recorded for estimated losses.

Income taxes
Deferred tax assets and liabilities require management's estimates to determining the amounts to be recognized. In particular, estimates are required when assessing the timing of reversal of temporary differences to which future income tax rates are applied. Further, the amount of deferred tax assets, which is limited to the amount that is probable to be realized, is estimated with consideration given to the timing, sources and amounts of future taxable profit.

Stock-based compensation
Determining the fair value of equity-settled stock-based compensation awards at the grant date requires estimating the expected term of stock options, the expected volatility of the Company's stock and expected dividends. In addition, the Company estimates the number of stock-based awards that are expected to be forfeited.

(f) Translation of foreign currencies

Functional Currency and Change in Functional Currency
Items included in the consolidated financial statements of the Company and each of its subsidiaries are measured using the currency of the primary economic environment in which the individual entity operates (the "functional currency"). The consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company and the following subsidiaries: (i) Call Genie (Ontario) Inc., (ii) Call Genie Europe B.V., (iii) VoodooVox Limited, and (iv) BTS Logic Europe ApS. The functional currency of UpSnap USA Holdings, Inc. and UpSnap USA, Inc. is U.S. dollars.

Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At the balance sheet date, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the reporting date exchange rate. Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items at year-end exchange rates are recognized in the income statement. Non-monetary items measured at historical cost are translated using the historical exchange rate. Non-monetary items measured at fair value are translated using the exchange rates at the date when fair value was determined.

Financial statements of subsidiaries for which the functional currency is not the Canadian dollar are translated into Canadian dollar as follows: all asset and liability accounts are translated at the balance sheet exchange rate and all earnings and expense accounts and cash flow statement items are translated at average exchange rates for the period. The resulting translation gains and losses are recorded as foreign currency translation adjustments in other comprehensive income and recorded in the currency translation reserve in equity. On disposal of a foreign operation the cumulative translation differences recognized in equity are reclassified to the income statement and recognized as part of the gain or loss on disposal.

Foreign exchange gains or losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future and which in substance is considered to form part of the net investment in the foreign operation, are recognized in other comprehensive income (loss).

2. Summary of Significant Accounting Policies (continued)

(g) Classification of financial instruments

Financial instruments are classified into one of the following three measurement categories: fair value through profit or loss ("FVTPL"), amortized cost and fair value through other comprehensive income ("FVTOCI"). Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial instrument. Transaction costs on financial instruments classified as FVTPL are expensed as incurred. Transaction costs related to financial instruments measured at amortized cost are included in the carrying amounts of the financial instruments and amortized over the life of the instrument by the effective interest rate method.

Upon initial recognition, all financial instruments are recorded on the consolidated statements of financial position at their fair value. After initial recognition, the financial instruments are measured at their fair value or amortized cost (using the effective interest method). Changes in the fair value of FVTPL financial instruments are recognized in operations for the year.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfer the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

(h) Cash and cash equivalents

Cash and cash equivalents include cash on hand and short-term deposits that are readily convertible into a known amount of cash.

(i) Income taxes

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the consolidated statements of operations and comprehensive loss, except to the extent that it relates to items recognized directly in equity, in which case the tax is recognized in equity. An income tax asset or liability is the estimated tax receivable or payable on taxable earnings for the current and past periods, inclusive of any possible effect that could arise from a review by the tax authorities.

A deferred tax asset or liability is tax recoverable or payable in future periods as a result of past transactions or events. The Company uses the liability method to account for deferred tax assets or liabilities, which arise from temporary differences between the carrying amount of assets and liabilities recognized in the consolidated statements of financial position and their corresponding tax basis, or from the carryforward of unused tax losses and credits. Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred income tax assets are reviewed at each consolidated statement of financial position date and amended to the extent that it is no longer probable that the related tax benefit will be realized.

(j) Internally generated intangible assets

An internally-generated intangible asset arising from the Company's product development is recognized only if all of the following conditions are met:

- the product from which the asset arises meets the Company's criteria for technical feasibility, so it will be available for use;
- the asset is intended to be completed, and will be used or sold;
- the asset created is expected to generate demonstrable future economic benefits;
- the development cost of the asset can be measured reliably; and
- adequate technical, financial and other resources are available to complete development of the asset.

2. Summary of Significant Accounting Policies (continued)

Internally-generated intangible assets are amortized on a straight-line basis over their useful life, which is considered to be five years starting when the associated technology is available for use. Where no internally-generated intangible asset can be recognized, the expenditures are recognized as expenses in the period in which they are incurred.

(k) Impairment

Financial assets (including accounts receivable)
A financial asset is considered impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. Significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively based on the nature of the asset.

The Company assesses on a forward-looking basis the expected credit loss associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade and other receivables, the Company applies the simplified approach permitted by IFRS 9, Financial Instruments, which requires expected lifetime losses to be recognized at the time of initial recognition of the receivables. There was no material impact due to this change in accounting policy.

Non-financial assets
The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists or if the asset is still under development, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or group of assets (cash generating unit) ("CGU") is the greater of its value in use and its fair value less costs to sell. 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. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that is largely independent of the cash inflows of other assets or CGUs.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in net income (loss). Impairment losses recognised in respect of CGUs are allocated to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

(l) Provisions
A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle that obligation.

2. Summary of Significant Accounting Policies (continued)

(a) Loss per share

Basic loss per share is computed by dividing net loss by the weighted average number of common shares outstanding for the period. Diluted loss per share considers the dilutive effect of the exercise of outstanding stock options, warrants and the conversion of convertible debentures, as if the events had occurred at the beginning of the year or at a time of issuance, if later. The dilutive effect on loss per share is recognized on the use of proceeds that would be obtained upon exercise of stock options and warrants. It assumes that proceeds would be used to purchase common shares at the average market price during the period. As the effect of all outstanding stock options and warrants is anti-dilutive during a year when the Company incurs a loss, diluted earnings per share do not differ from basic loss per share.

(b) Revenue recognition

Revenue is measured based on the value of the expected consideration in a contract with a customer and excludes sales taxes and other amounts collected on behalf of third parties. The Company recognizes revenue when control of a product or service is transferred to a customer based on the five step model outlined in IFRS15. For bundled arrangements, the Company accounts for individual products and services when they are separately identifiable and the customer can benefit from the product or service on its own or with other readily available resources. The total arrangement consideration is allocated to each product or service included in the contract with the customer based on its stand-alone selling price. Services purchased by a customer in excess of those included in the bundled arrangement are accounted for separately.

The timing of revenue recognition sometimes differs from the contract payment schedule, resulting in revenues that have been billed but not earned, which are recorded as contract liabilities. As at December 31, 2018, the Company had $79 (2017 – $49) in contract liabilities.

In instances where the Company collects payment in advance and there is a significant financing component, the practical expedient is applied as the period from delivery of the goods or services is within one year of when the customer pays. No adjustment is made to the transaction price. The practical expedient is also applied to commission contract costs and these are expensed as incurred.

Advertising Services

The advertising segment principally generates revenue from delivering advertisements to a target audience. The Company's performance obligations are based on the specific terms of the advertising contract, which commonly consist of delivering ad impressions to a target audience ("CPM"), delivering calls from interested customers to a call center ("CPA") or delivering direct mail post cards to the home address of interested customers ("IDM"). The performance obligations are satisfied over time as the volume of impressions are delivered up to the contractual maximum. Revenue is recognized over time using the output method when the performance obligations are satisfied. The contracts are for campaigns that run for one day to one year and are either billed and collected upfront or at the end of the month.

In the normal course of business, the Company acts as an intermediary in executing transactions with third parties. The determination of whether revenue should be reported on a gross or net basis is based on an assessment of whether the Company is acting as the principal or an agent in these transactions with advertisers and resellers and involves judgment based on an evaluation of the terms of each arrangement. While none of the factors individually are considered presumptive or determinative, in reaching conclusions on gross versus net revenue recognition, management places the most weight on the analysis of who controls a promised good or service before transferring that good or service to the customer.

2. Summary of Significant Accounting Policies (continued)

For advertising arrangements made directly with advertisers or their agents, management has determined that the Company controls the advertising service before transferring it to the customer because the Company is responsible for identifying and contracting with third-party advertisers, establishing the selling prices of the advertisements sold, and bearing sole responsibility for fulfillment of the advertising service.

Software Licensing and Support Services
The software segment principally generates revenue from providing off-premise software licenses and support services for existing installations of customized database software. The Company enters into arrangements which generally involve the delivery of multiple performance obligations, including software licenses, software updates, technical support and software customizations. The Company has concluded that software licenses and software updates are not distinct from each other as the updates significantly modify the functionality of the software and are integral to maintaining the utility of the software. Revenue is recognized over time as control of the software license and software updates is transferred to the customer. Technical support is also recognized over time. Software customizations are typically separate contracts and represent a distinct performance obligation and is recognized over time using the input method.

(n) Stock-based compensation
The Company accounts for its stock-based compensation programs with employees using the fair value method, based on the number of stock options that are expected to vest. Under this method, stock-based compensation expense related to these programs is charged to operations with the corresponding amount increasing contributed surplus over the vesting period. On the exercise of options, consideration received and the related accumulated contributed surplus is credited to share capital. Compensation expense is adjusted for subsequent changes in management's estimate of the number of stock options that are expected to vest.

For equity-settled share-based payment transactions with non-employees, the Company measures the goods or services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which cases, the Company measures their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted.

(o) Segment reporting
The Company operates a single reportable operating segment, conducting business in two geographic areas of operations.

(p) Contributed surplus
Contributed surplus represents the fair value attributable to all unexercised and outstanding or expired stock options, warrants and equity component of convertible debentures.

(q) Future accounting pronouncements

IFRS 16, Leases, was issued by the IASB in January 2018 and supersede the current IAS 17, Leases standard. IFRS 16 introduces a single accounting model for lessees and for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee will be required to recognize a right-of-use asset, representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments. The accounting treatment for lessors will remain largely the same as under IAS 17. The standard is effective for annual periods beginning on or after January 1, 2019. The Company is assessing the impact of the new standard on its financial statements.

(In thousands of Canadian dollars, except share data)

3. Cash and Cash Equivalents

	2018	2017
Business and savings accounts	**153**	442
Cashable guaranteed investment certificates and bank deposits	**51**	48
	204	490

4. Intangible Assets

During the year ended December 31, 2018, the Company capitalized $289 (2017 – nil) of development costs relating to revenue generating technology for the Company's IDM service. The asset has not been amortized as the Company determined it was not available for use as defined in IAS 38, meaning it was not in the condition necessary for it to be capable of operating in the manner intended by management.

5. Debenture

	Principal Amount	Rate of Interest	2018	2017
February 2017 Debenture (a)	100	13.5%	**-**	-
June 2018 Debenture (b)	200	13.5%	**-**	197
September 2020 Debenture (c)	800	13.5%	**738**	-
			738	197
Current portion			**-**	(197)
Long term portion			**738**	-

The Company's debentures grant a security interest in and to all of the Company's present and future property as collateral for the debt.

(a) On February 6, 2014, the Company issued a debenture for gross proceeds of $100 concurrently with an equity private placement (the "February 2017 Debenture") to User Friendly Media, a related party (Note 8). The debenture bore interest at a rate of 13.5% per annum and was scheduled to mature on February 6, 2017. The Company and lender agreed to extend the maturity to March 28, 2017. On March 29, 2017, the Company and lender agreed to settle the debenture plus all accrued interest totalling $143 with 7,148,750 common shares at a price of $0.02 per share. The Company determined that the debt settlement was with a shareholder in their capacity as a shareholder and recorded the transaction at the carrying value of the debt, therefore no gain or loss was recognized on the settlement. The share price of the Company's shares at the time of the transaction was $0.02 per share. The Company incurred financing costs of $5 in connection with this settlement.

5. Debentures (continued)

(b) On June 20, 2017, the Company issued a debenture for gross proceeds of $200 (the "June 2018 Debenture") to User Friendly Media, a related party (Note 8). The debenture bore interest at a rate of 13.5% per annum and was scheduled to mature on June 20, 2018. The Company and lender agreed to extend the maturity to October 1, 2018. Interest was payable quarterly and interest payments were made in common shares rather than cash. The Company incurred financing costs of $6 in connection with this debenture. On February 7, 2018, the Company made an interest payment for $7 through the issuance of 690,000 common shares at $0.01 per share. On May 7, 2018, the Company made an interest payment for $7 through the issuance of 450,000 common shares at $0.015 per share. On July 23, 2018, the Company made an interest payment for $7 through the issuance of 455,000 common shares at $0.015 per share. On October 2, 2018, the Company and lender agreed to settle the $200 principal amount and accrued interest totaling $7 through the issuance of a new debenture as detailed below in 5(c), resulting in a gain on extinguishment of $71.

(c) On October 2, 2018, the Company settled the June 2018 Debenture including principal of $200 and accrued interest on the debenture of $7, and a portion of its trade payable balance owed to User Friendly Media totalling $593 by issuing a new $800 debenture with a fair value of $729 (the "September 2020 Debenture"). The debenture bears interest at a rate of 13.5% per annum and matures on September 30, 2020. The Company assessed the fair value of the September 2020 Debenture of $729 on the date of issue on the assumption that the market rate of interest for non-related party debt would be 20%. The effective rate of interest on the debt is 17.9%. The debenture contained an anti-dilution clause which allows User Friendly Media to convert all of the principal with accrued and unpaid interest, or the amount that would maintain the current proportional equity ownership prior to a dilution event. The number of shares will be calculated using the volume weighted average price of common shares for five consecutive trading days immediately preceding the dilution event.

6. Equity Instruments

(a) Authorized
Unlimited common shares without par value
Unlimited preferred shares without par value, non cumulative, redeemable and non-voting

There are no issued and outstanding preferred shares.

(b) Issued and outstanding common shares

On June 14, 2017, the Company settled trade payables totalling $455 due to User Friendly Media, a related party (Note 8), into 22,750,000 common shares at a price of $0.02 per share. The Company determined that the debt settlement was with a shareholder in their capacity as a shareholder and recorded the transaction at the carrying value of the debt, therefore no gain or loss was recognized on the settlement. The share price of the Company's shares at the time of the transaction was $0.01 per share. The Company incurred financing costs of $1 in connection with this settlement.

(In thousands of Canadian dollars, except share data)

6. Equity Instruments (continued)

(c) Issued and outstanding warrants

	Weighted Average Exercise Price ($/warrant)	Number of Warrants
Outstanding, January 1, 2017	0.05	41,376,500
Expired	0.05	(7,876,500)
Outstanding, December 31, 2017	0.05	33,500,000
Expired	0.05	(33,500,000)
Outstanding, December 31, 2018	**-**	**-**

(d) Options

Under the Company's current Stock Option Plan (the "Plan"), the Company's directors may approve the issuance of stock options to directors, officers, employees and consultants of the Company and its affiliates. The aggregate number of shares reserved for issuance under the Plan is up to 10% of the number of outstanding common shares. As at December 31, 2018, 16,900,000 stock options remain outstanding (11,827,778 exercisable), at $0.05 per share, with a weighted average remaining contractual life of 2.6 years (2.2 years for the exercisable options). Options for the Company's directors vest immediately, while options for employees generally vest rateably over a period of three years. All options have a life of five years and have expiry dates ranging from November 2019 to September 2022.

The Company measures compensation costs associated with stock-based compensation using the fair value method and the cost is recognized over the vesting period of the underlying security. Expected volatilities are based on the historical volatility of UpSnap's share price. The fair value of each option is determined at the grant date using the Black-Scholes option valuation model.

On September 14, 2017, the company granted 7,800,000 options to employees, directors and consultants as compensation under the Company's Stock Option Plan. The fair value of the options of $0.01 per share was calculated assuming a risk free rate of 1.2%, expected volatility of 209%, expected option life of 3.0 years, expected forfeiture rate of 15%, share price of $0.01 per share and exercise price of $0.05 per share.

During the year ended December 31, 2018, $50 (2017 - $54) was included in labour costs as stock-based compensation related to options with the corresponding amount charged to contributed surplus.

The following table sets out information concerning stock options issued to employees, consultants, directors and officers that were outstanding at December 31, 2018 and 2017:

	Weighted Average Exercise Price ($)	Number of Options
Outstanding, January 1, 2017	0.07	13,550,000
Granted	0.05	7,800,000
Forfeited	0.22	(850,000)
Outstanding, December 31, 2017	0.06	20,500,000
Expired	0.10	(3,600,000)
Outstanding, December 31, 2018	**0.05**	**16,900,000**

7. Commitments and Contingencies

In the ordinary course of business activities, the Company may be contingently liable for litigation and claims from customers, suppliers and former employees. On an ongoing basis, the Company assesses the likelihood of any adverse judgments or outcomes to these matters as well as potential ranges of probable costs and losses. A determination of the provision required, if any, for these contingencies is made after analysis of each individual matter. The required provision may change in the future due to new developments in each matter or changes in approach, such as a change in settlement strategy in dealing with these matters.

Management believes that adequate provisions have been recorded in the accounts, where required. Although it is not possible to estimate the extent of potential costs and losses, if any, management believes, but can provide no assurances, that the ultimate resolution of such contingencies would not have a material adverse effect on the financial position or results of operations of the Company.

8. Related Party Transactions

User Friendly Media ("UFM"), a private media company, owns approximately 49% of UpSnap's issued and outstanding common shares. UpSnap bills UFM under a reseller agreement for small business advertising subscriptions. For the year ended December 31, 2018, UpSnap recorded $880 (2017 - $786) in revenue under this agreement. Included in accounts receivable at December 31, 2018, are $75 (2017 - $99) in receivables from UFM.

UFM bills UpSnap under a shared services agreement for management and support services, which include shared office space and key management roles including the Chief Executive Officer, Vice President of Operations and Vice President of Product and Technology. For the year ended December 31, 2018, total amounts billed under this agreement, excluding disbursements, totalled $31 (2017 - $21). Included in accounts payable at December 31, 2018, are $188 (2017 - $454) in payables to UFM for fees and disbursements.

On March 29, 2017, the Company settled a debenture held by UFM plus accrued interest totalling $143 by issuing 7,148,750 common shares at a price of $0.02 per share (Note 5(a)).

On June 14, 2017, the Company settled a portion of its trade payable balance owed to UFM totalling $455 by issuing 22,750,000 common shares at a price of $0.02 per share (Note 6(b)).

On June 20, 2017, the Company issued a debenture to UFM for gross proceeds of $200. The debenture bore interest at a rate of 13.5% per annum and matured on October 1, 2018 (Note 5(b)). On October 19, 2017, the Company made an interest payment for $7 on the debenture through the issuance of 505,000 common shares at a price of $0.02 per share. On February 7, 2018, the Company made an interest payment for $7 through the issuance of 690,000 common shares at a price of $0.01 per share. On May 7, 2018, the Company made an interest payment for $6 through the issuance of 450,000 common shares at $0.015 per share. On July 23, 2018, the Company made an interest payment for $7 through the issuance of 455,000 common shares at $0.015 per share.

On October 2, 2018, the Company settled a debenture held by UFM with a principal value of $200, accrued interest on the debenture of $7, and a portion of its trade payable balance owed to UFM totalling $593 by issuing a new $800 debenture (Note 5(c)). The debenture bears interest at a rate of 13.5% per annum and matures on September 30, 2020.

All related party transactions are measured at the amounts agreed upon between the related parties.

(In thousands of Canadian dollars, except share data)

8. Related Party Transactions (continued)

Key management compensation	2018	2017
Salaries	**214**	201
Stock-based compensation	**37**	35
	251	236

The key management includes the senior officers of the Company and directors.

9. Income Taxes

The effective rates of income tax vary from the statutory tax rates as follows:

	2018	2017
Combined statutory tax rates	**26.5%**	26.5%
Expected income tax recovery at statutory tax rates	**(179)**	(50)
Permanent differences	**(22)**	126
Effect of jurisdictional tax rates and foreign exchange	**(699)**	24
Temporary differences not benefited	**-**	24
Unrecognized deferred tax assets	**900**	(124)
Recovery of income taxes	**-**	-

Deferred income taxes reflect the net effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for income tax purposes. Significant components of the deferred income tax assets that have not been recognized include the following:

At December 31,	2018	2017
Carrying value of long-term assets in excess of tax value	**1,426**	1,874
Financing costs deductible in the future	**3**	54
Unused tax loss carryforwards	**21,124**	21,525
Unrecognized deferred income tax assets	**22,553**	23,453

(In thousands of Canadian dollars, except share data)

9. Income Taxes (continued)

As at December 31, 2018, subject to confirmation from the respective income tax authorities, the Company has a total of $81,011 Canadian and U.S. non-capital losses that are available for carryforward to offset future years' taxable income expiring as follows:

	Non-Capital Losses
2026	5,454
2027	11,516
2028	17,474
2029	9,658
2030	6,973
2031	4,717
2032	8,188
2033	5,324
2034	3,536
2035	3,589
2036	2,418
2037	1,060
2038	1,104
	81,011

10. Financial Instruments

Classification of financial instruments

The Company holds various forms of financial instruments as follows:

	Designation	**2018**	2017
Cash and cash equivalents	Amortized cost	**204**	490
Accounts receivable (excluding commodity tax)	Amortized cost	**337**	444
Accounts payable and accrued liabilities	Amortized cost	**1,088**	1,168
Debenture	Amortized cost	**738**	197

10. Financial Instruments (continued)

Fair values of financial instruments

The carrying values of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate their fair values due to the immediate or short-term maturity of these financial instruments. The carrying value of the debenture approximates its fair value given that the discount rate used to recognize the liability and the estimated market rate are not materially different.

The fair values of financial assets and liabilities are measured using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The hierarchy of inputs is summarized below.

Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market.

Level 2 – Fair value is based on 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).

Level 3 – Fair value is based on inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There were no financial instruments categorized in Level 3 as at December 31, 2018 and 2017 and there were no transfers between Level 1, Level 2, or Level 3 during the respective periods.

11. Financial Risk Management

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's financial assets that are exposed to credit risk consist primarily of cash and cash equivalents and accounts receivable.

At December 31, 2018, all of the Company’s cash and cash equivalents were held at one major Canadian and one major U.S. bank.

In the normal course of business, the Company continuously monitors the financial condition of its customers and reviews the credit history of each new customer. As of December 31, 2018, two customers represented 22% and 22% of the Company’s consolidated trade receivables. The Company is using the simplified expected credit losses method to estimate its provision for credit losses, which considers the specific credit risk of its customers, the expected lifetime of its financial assets, historical trends and economic conditions.

(In thousands of Canadian dollars, except share data)

11. Financial Risk Management (continued)

The following table provides the details of the aged receivables (excluding commodity tax) and the related allowance for doubtful accounts:

At December 31,	**2018**	2017
Current	**237**	245
Past due but not impaired		
31 to 60 days	**84**	82
61 to 90 days	**22**	23
Over 90 days	**3**	94
Past due and impaired		
Over 180 days	**144**	59
Less: allowance for doubtful accounts	**(144)**	(59)
Total accounts receivable, net	**346**	444

The Company reflected bad debt expense of $115 in the consolidated statements of operations and comprehensive loss for the year ending December 31, 2018 (2017 - $53), of which $100 related to one customer contract.

Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company manages liquidity risk through cash flow forecasting including anticipated investing and financing activities. Further discussion with regard to the Company's liquidity management is described in Note 1 to the consolidated financial statements.

The contractual cash flows of the Company's financial liabilities, as at December 31, 2018 are due as follows:

	2019	2020
Accounts payable and accrued liabilities	1,088	-
Debenture	-	800
	1,088	800

Foreign currency risk

The Company operates internationally and is exposed to risk from changes in foreign currency rates. Foreign currency risk arises from the fluctuation of foreign exchange rates and the degree of volatility of these rates relative to the Canadian dollar. The Company sells software and advertising services in both Canadian and foreign currencies. The sale of software and services in foreign currencies gives rise to the risk that the Company’s income and cash flows may be adversely impacted by fluctuations in foreign exchange rates. Certain purchases of services and equipment are also made in non-Canadian currencies. The Company does not actively manage this risk and uses its natural hedge to mitigate, to the extent possible, the impact of foreign exchange fluctuations.

(In thousands of Canadian dollars, except share data)

11. Financial Risk Management (continued)

The Company is exposed to foreign exchange risk from transactions in U.S. dollars and Danish kroner. The sensitivity analysis of its exposure to currency risk has been determined based on a hypothetical change in the foreign exchange rates taking place at the reporting date. Fluctuations of 10% in the exchange rates for these currencies, when compared to the Canadian dollar, are not expected to individually have a material effect on the Company's results of financial performance.

12. Capital Management

The Company's objective when managing capital is to ensure that it has adequate financial resources to maintain liquidity necessary to fund its operations and provide returns for shareholders and benefits to other stakeholders. The capital structure of the Company consists of share capital and debentures. At December 31, 2018, the Company has share capital of $88,768 (2017 - $88,748) and debentures of $738 (2017 - $197).

The Company manages its capital structure and makes adjustments to it based on the level of funds available to the Company to manage its operations. Upon approval of the Board of Directors, the Company balances its overall capital through new share, debenture, and warrant issuances or by undertaking other activities as deemed appropriate in the circumstances. The Company is not subject to externally imposed capital requirements.

There have been no changes in the Company's approach to capital management during the year.

13. Segmented Information

Product category information

The Company earned revenue attributed to the following product categories based on the main product or service sold to the customer:

	2018	2017
Advertising Services	**2,162**	3,363
Software Licensing, Updates and Support	**462**	719
Software Customization	**55**	nil
Total	**2,680**	4,082

For the year ended December 31, 2018, the Company earned 33% of its revenue from a related party (Note 8). For the year ended December 31, 2017, the Company earned 19% of its revenue from a related party (Note 8).

13. Segmented Information (continued)

Geographic information

The Company earned revenue attributed to the following regions based on the geographical location of the customer:

	2018	2017
United States	**2,233**	3,493
Rest of world	**447**	589
Total	**2,680**	4,082

Substantially all of the Company’s non-current assets are located in North America.