

ICESoft Technologies Canada Corp.
Condensed Consolidated Interim Financial
Statements
For the period ended March 31, 2018
(unaudited) (\$CDN)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, continuous disclosure obligations, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established for a review of interim financial statements by an entity's auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the ICESoft Management team.

ICESoft Technologies Canada Corp.
Condensed Consolidated Interim Statements of Financial Position
(in CAD)
As at

	March 31, 2018 \$	December 31, 2017 \$
ASSETS		
Current Assets		
Cash and cash equivalents	61,076	-
Accounts receivable (note 6 & 16(b))	162,228	158,986
Pre-paid expenses and deposits	33,204	18,137
TOTAL ASSETS	256,508	177,123
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities		
Bank indebtedness	-	2,835
Accounts payable and accrued liabilities (note 5 & 16)	1,105,203	1,252,525
Deferred revenue	959,557	799,229
Term loans (note 7)	230,059	227,004
Total Current Liabilities	2,294,819	2,886,702
Convertible notes (note 8)	654,418	549,564
Total Liabilities	2,949,237	2,831,157
Equity		
Share capital (note 10)	24,018,708	24,018,708
Equity portion of convertible notes (note 8)	36,130	29,415
Contributed surplus (note 11)	3,180,226	3,177,105
Warrants (note 10, 11, 12)	52,980	52,980
Accumulated other comprehensive loss	(1,735,617)	(1,697,693)
Deficit	(28,245,156)	(28,234,549)
Total Equity	(2,692,729)	(2,654,034)
TOTAL LIABILITIES AND EQUITY	256,508	177,123

Going concern (note 2(c))
Commitments and contingencies (note 14)
Segmented Information (note 17)

Approved by the Board of Directors

“S. Mark Francis” _____, Director “B. McKinney” _____, Director

The accompanying notes are an integral part of the consolidated financial statements.

ICEsoft Technologies Canada Corp.
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
(\$CDN) (Unaudited)
For the three month period ended

	Three Months Ended March 31, 2018 \$	Three Months Ended March 31, 2017 \$
Revenues		
Subscription income	393,052	435,483
Consulting services	16,836	1,323
License fees	21,235	30,608
Royalties	13,904	-
Total Revenue	445,027	467,414
Expenses		
Research & Development (note 13 & 17)	314,024	323,800
General & Administrative (note 13 & 17)	65,060	137,320
Sales, Marketing, & Operations (note 13 & 17)	47,970	62,653
Total Expenses	427,054	523,773
Net Operating Income	17,973	(56,359)
Other Income (Expense)		
Interest expense	(22,884)	(20,796)
Capital raise commissions	(3,000)	-
Foreign exchange	425	(125)
Stock based compensation (note 10 & 11)	(3,121)	(13,519)
Warrant based financing charges (note 11 & 12)	-	-
Gain/Loss on cancelled debt & trades payable	-	5,200
Total Other Income (Expense)	(28,580)	(29,240)
Net Income	(10,607)	(85,599)
Other Comprehensive Loss		
Exchange gain on translation of foreign operations	(37,924)	8,832
Comprehensive loss	(48,531)	(76,767)
Loss per share - basic and diluted (note 10)	(0.00)	(0.00)

The accompanying notes are an integral part of the consolidated financial statements.

ICESoft Technologies Canada Corp.
 Condensed Consolidated Interim Statements of Changes in Shareholders' Deficiency
 (\$ CDN) (Unaudited)

	Share Capital	Equity component of convertible notes	Contributed Surplus	Warrants	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance December 31, 2016	24,012,256		2,745,425	424,021	(28,078,292)	(1,766,153)	(2,662,743)
Issuance of Units (note 10)	6,452			3,548			10,000
Warrants expired in the year (note 12)			409,098	(409,098)			-
Convertible debentures issued (note 8)		29,415					29,415
Financing Warrants Issued (note 10, 11 & 12)				34,509			34,509
Stock Based Compensation (note 11 & 12)			22,582				22,582
Net Loss and Comprehensive Loss					(156,257)	68,460	(87,797)
Balance December 31, 2017	24,018,708	29,415	3,177,105	52,980	(28,234,549)	(1,697,693)	(2,654,034)
Balance December 31, 2017	24,018,708	29,415	3,177,105	52,980	(28,234,549)	(1,697,693)	(2,654,034)
Convertible debentures issued (note 8)		6,715					6,715
Stock based compensation (note 11 & 12)			3,121				3,121
Net Loss and Comprehensive Loss					(10,607)	(37,924)	(48,531)
Balance March 31, 2018	24,018,708	36,130	3,180,226	52,980	(28,245,156)	(1,735,617)	(2,692,729)

The accompanying notes are an integral part of the consolidated financial statements.

ICESoft Technologies Canada Corp.
Condensed Consolidated Interim Statements of Cash Flows
(\$CDN) (Unaudited)
For the three months ended

	March 31, 2018 \$	March 31, 2017 \$
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$(10,607)	\$(85,599)
Add back (deduct) items not involving cash:		
Stock based compensation (note 11)	3,121	13,519
	(7,486)	(72,080)
Changes in non-cash working capital items:		
Trade and other receivables	(3,242)	(59,555)
Prepays	(15,067)	6,459
Trade and other payables	(147,322)	89,887
Interest payable	14,624	2,859
Deferred revenue	160,328	(27,692)
Net cash provided by operating activities	1,835	(60,122)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of convertible notes (note 8)	100,000	-
Net cash generated by financing activities	100,000	-
Effect of exchange	(37,924)	8,832
Net increase in cash and cash equivalents for the period	63,911	(51,290)
Cash and cash equivalents, beginning of the period	(2,835)	67,578
Cash and cash equivalents, end of the period	61,076	16,288

The accompanying notes are an integral part of the consolidated financial statements.

1. NATURE OF OPERATIONS

ICESoft Technologies Canada Corp. (the "Corporation" or "ICESoft"), was incorporated on May 10, 2002 under the Canada Business Corporations Act.

ICESoft and its subsidiaries are commercial Java open source technology companies and providers of mobile rich Internet applications development solutions for desktop and mobile enterprise. ICESoft's head office is located at 370, 3553 31st Street NW, Calgary, Alberta, Canada, T2L 2K7.

The consolidated interim financial statements of the Corporation as of and for the period ended March 31, 2018 and 2017 consist of the Corporation and its wholly owned subsidiaries. ICESoft wholly owns ICESoft Technologies Holdings Ltd, which acts as the Corporation's main Canadian operating entity; and wholly owns ICESoft Technologies Inc, incorporated in the State of Delaware, which acts as the United States operating entity.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements were approved and authorized for issue by the Board of Directors on May 22, 2018.

(b) Basis of preparation

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise indicated.

The consolidated financial statements have been prepared under the historical cost convention, except as noted in Notes 3(f) and (l).

ICESoft Technologies Canada Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the period ended March 31, 2018

(\$CDN) (Unaudited)

2. BASIS OF PRESENTATION (continued)

(c) Going concern

These consolidated financial statements have been prepared on the basis that the Corporation will continue as a going concern, which assumes that the Corporation will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Corporation's ability to continue as a going concern. As at March 31, 2018 the Corporation has cash and cash equivalents of \$61,076 (December 31, 2017 – bank indebtedness \$2,835). However, as at March 31, 2018 the Corporation has negative net working capital position of \$2,038,311 (December 31, 2017 - \$2,104,470). The Corporation also has an accumulated deficit of \$28,245,156 (December 31, 2017 - \$28,234,549) as at March 31, 2018 and incurred a net loss during the three months ended March 31, 2018 of \$10,607 (three months ended March 31, 2017 – Loss of \$85,599). The Corporation has not yet been able to generate the transaction volumes required to create positive cash flows from operations. Whether and when the Corporation can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due subsequent to March 31, 2018 is uncertain. Until this time, management may have to raise funds by way of debt or equity issuances. The Corporation will closely monitor its cash and will take the necessary measures to preserve cash, such as reducing spending as needed until the Corporation succeeds in gathering sufficient sales volumes to consistently achieve profitable operations and generate positive cash flows from operations.

These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

(d) Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars ("CAD") which is the functional currency of the Corporation and ICESoft Holdings Corporation. The functional currency of ICESoft Inc. is U.S. dollars ("USD").

(e) Basis of consolidation

These consolidated financial statements include the accounts of the Corporation and its subsidiaries. All intercompany transactions have been eliminated in these consolidated financial statements. Subsidiaries are those entities that the Corporation controls by having the power to govern the financial and operating policies of the entity. The existence and effect of potential voting rights that are currently exercisable are considered when assessing whether the Corporation controls another entity. Subsidiaries are fully consolidated from the date on which control is obtained by the Corporation and are subsequently deconsolidated from the consolidated financial statements on the date that control ceases. The accounting policies of the subsidiaries are consistent with the policies adopted by the Corporation.

ICESoft Technologies Canada Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the period ended March 31, 2018

(\$CDN) (Unaudited)

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

(a) Revenue Recognition

The Corporation generates revenue through the provision of professional services and support agreements. In all cases, revenues generated in the normal course of business are measured at the fair value of the consideration received or receivable. Revenues are recognized only when there is persuasive evidence that an arrangement exists, delivery has occurred or the service has been rendered, the price is fixed or determinable, and collection of the related receivable is reasonably assured. Revenues arising from an agreement to render services are recognized based on the stage of completion of the contract. Rebates and similar deductions are deducted from revenues.

In addition to these general revenue recognition policies, the following specific revenue-recognition policies are applied to the Corporation's main sources of revenue:

- (i) Support and upgrade and license contract fees are deferred when received and recognized evenly over the term of the agreement.
- (ii) Professional service and royalty fees are recognized when the service occurs or the royalty is earned.

(b) Research and development

Research costs are expensed when incurred. Internally-generated software costs, including personnel costs of the Corporation's development group, are capitalized as intangible assets when the Corporation can demonstrate that the technical feasibility of the project has been established; the Corporation intends to complete the asset for use or sale and has the ability to do so; the asset can generate probable future economic benefits; the technical and financial resources are available to complete the development; and the Corporation can reliably measure the expenditure attributable to the intangible asset during its development. After initial recognition, internally-generated intangible assets are recorded at cost less accumulated amortization and accumulated impairment losses. These costs are amortized on a straight-line basis over the estimated useful life. The Corporation did not have any development costs that met the capitalization criteria for the periods ended March 31, 2018 or 2017.

(c) Property and equipment

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Repair and maintenance costs are recognized in profit or loss as incurred.

ICESoft Technologies Canada Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the period ended March 31, 2018

(\$CDN) (Unaudited)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Amortization is recognized in profit or loss over the estimated useful lives of property and equipment and is calculated using the depreciable amount, which is the cost of an asset less its residual value.

The assets' residual values, useful lives and methods of amortization are reviewed at each financial year-end and adjusted prospectively, if there is a change in any underlying estimates.

Gains or losses arising from the de-recognition of an item of property and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognized.

All of the Corporation's property and equipment was fully amortized at March 31, 2018 and 2017.

(d) Leases

Leases are classified as either finance or operating leases. Leases that effectively transfer substantially all the risks and rewards of ownership to the Corporation are finance leases and are accounted for as an acquisition of an asset and an assumption of an obligation at the inception of the lease, measured at the lower of the fair value or the present value of the minimum lease payments. Obligations recorded under finance leases are reduced by the lease payments, net of imputed interest. All other leases are accounted for as operating leases and rental payments are recorded as expenses on a straight-line basis over the term of the related lease.

(e) Foreign currency translation

Foreign currency transactions are initially recorded in the individual company's functional currency at the transaction date exchange rate. At period-end, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the period-end exchange rate. All foreign currency adjustments are recognized in profit or loss.

Financial statements of subsidiaries for which the functional currency is not the presentation currency are translated into Canadian dollars. All asset and liability accounts are translated at the period-end 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 (OCI).

(f) Financial instruments

The Corporation aggregates its financial instruments into classes based on their nature and characteristics. Management determines the classification when the instruments are initially recognized, which is normally on the date of purchase.

All financial assets except those measured at fair value through profit or loss are subject to review for impairment annually and written down when there is evidence of impairment based on certain specific criteria as detailed further on.

ICEsoft Technologies Canada Corp.

Notes to the Condensed Consolidated Interim Financial Statements

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets and financial liabilities classified as "fair value through profit or loss" are either classified as "held for trading" or "designated at fair value through profit or loss" and are measured at fair value, with changes in fair value recognized in the statement of loss and comprehensive loss. Transaction costs are expensed when incurred. The Corporation has designated cash as "held for trading".

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets when they will be realized within 12 months of the reporting date, otherwise they are classified as non-current. The Corporation includes accounts receivable and deposits in this category.

The financial instruments included in this category are initially recognized at fair value plus transaction costs and subsequent measurement is at amortized cost.

Financial assets are derecognized only when the contractual rights to the cash flows from the asset expire.

(ii) Available-for-sale

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale and that are not classified in any of the previous categories. Investments in equity instruments classified as available-for-sale are measured at cost when there is no quoted price in an active market and fair value cannot be reliably measured. The Corporation had no financial instruments in this category as at March 31, 2018 or 2017.

(iii) Other financial liabilities

The financial instruments included in this category are initially recognized at fair value less transaction costs and subsequent measurement is at amortized cost. They are classified as current liabilities when they are payable within twelve months of the reporting date, otherwise they are classified as non-current. The Corporation includes accounts payable and accrued liabilities, long-term debt and convertible notes in this category.

The Corporation derecognizes these liabilities when its obligation is discharged or replaced by a new liability with substantially modified terms.

(iv) Equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Share capital is classified as equity. Incremental costs directly attributable to the issue of share capital are recognized as a deduction from equity.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Stock-based compensation

The Corporation uses the fair value method for valuing stock-based compensation. Under this method, the compensation cost attributed to stock options granted is measured at the fair value at the grant date; compensation cost for options is expensed over the vesting period with a corresponding increase to contributed surplus. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest. Upon the settlement of the stock options the previously recognized value in contributed surplus is recorded as an increase to share capital.

The Corporation measures stock-based payments to non-employees at the date of receipt of the goods or services. If the fair value cannot be measured reliably, the value of the options or warrants granted will be used.

(h) Provisions

Provisions are recognized when the Corporation has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the obligation can be made. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The periodic unwinding of the discount is recognized in profit or loss as a finance cost as it occurs.

(i) Impairment

(i) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flow of that asset that can be estimated reliability.

In assessing impairment, the Corporation uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between the carrying value and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance against receivables.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(ii) Non-financial assets

Management assesses the carrying value of non-financial assets, if any, at each reporting date for indications of impairment. Indications of impairment include an ongoing lack of profitability, significant change in technology as well as economic circumstances. When an indication of impairment is present, a test for impairment is carried out by comparing whether the carrying value of the asset exceeds the greater of its value in use and its fair value less costs of disposal. 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 purpose of impairment testing, cash-generating units ("CGUs") are assets that cannot be tested individually but are grouped together into the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or group of assets.

The Corporation's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

An impairment loss is reversed if there is an indication that 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 amortization, if no impairment loss had been recognized.

(ii) Taxation and tax credits

The income tax provision includes current and deferred tax. This expense is recognized in profit or loss, except for income tax related to the components of other comprehensive income or equity. In these specific cases, the income tax expense is recognized in other comprehensive income or equity, respectively.

Deferred taxes are accounted for using the liability method. Under this approach, deferred tax assets and liabilities are determined based on the differences between the carrying amounts and the tax bases of assets and liabilities and are measured using the enacted or substantively enacted tax rates and laws. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax assets are recognized to the extent that it is probable there will be sufficient taxable profits against which to utilize the benefits in the future. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

ICESoft Technologies Canada Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the period ended March 31, 2018

(\$CDN) (Unaudited)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax receivables and payables are obligations or claims for the current and prior periods to be paid to (or recovered from) taxation authorities that are still outstanding at the end of the reporting period. Current tax is computed based on tax profit which differs from net profit. This calculation was made using tax rates and laws which are enacted or substantively enacted at the end of the reporting period.

Tax credits, including research and development tax credits, are not recognized until there is reasonable assurance that the Corporation will meet the eligibility criteria of the credits and that they will be received. Tax credits are recognized as a deduction to the related expenses.

(iii) Compound financial instruments

The components of compound instruments are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the issuance date, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability based on amortized cost until the instrument is converted or matures. The equity component is determined by deducting the liability component from the total fair value of the compound instrument and is recognized as equity, net of income tax effects, with no subsequent re-measurement.

Convertible debentures and warrants with an exercise or conversion price denominated in a foreign currency are recorded as a derivative liability and classified as fair value through profit and loss. The derivative liability is measured at estimated fair value with subsequent changes in fair value recorded as a gain or loss in the statement of loss and comprehensive loss. These derivatives have not been listed on an exchange and therefore do not trade on an active market.

(l) Fair value measurement

A number of the Corporation's accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining the fair values is disclosed in the notes specific to that asset or liability.

The Corporation classifies the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instruments:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets and liabilities.

Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

ICESoft Technologies Canada Corp.

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For the period ended March 31, 2018

(\$CDN) (Unaudited)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The fair value of cash is based on Level 1 inputs. The fair value of the convertible debentures are based on Level 3 inputs.

(m) Per share amounts

Basic per share amounts are calculated by dividing the profit or loss attributable to common shareholders of the Corporation by the weighted average number of common shares outstanding during the year. Diluted per share amounts are determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments. The Corporation computes the dilutive impact of common shares assuming the proceeds received from the pro forma exercise of in-the-money share options are used to purchase common shares at average market prices.

(ii) SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments in applying its accounting policies and estimates and assumptions about the future. These judgments, estimates, and assumptions affect the reported amounts of assets, liabilities at the reporting date and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. The following discusses the most significant accounting judgments, estimates and assumptions that the Corporation has made in the preparation of its consolidated financial statements.

(a) Areas of judgment

(i) Going concern

Determining if the Corporation has the ability to continue as a going concern is dependent on its ability raise additional financing and to achieve profitable operations. Certain judgments are made when determining if the Corporation will be able to continue as a going concern. Further disclosure is included in note 2(c).

ICESoft Technologies Canada Corp.

Notes to the Condensed Consolidated Interim Financial Statements

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(\$CDN) (Unaudited)

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS *(continued)*

(b) Assumptions and critical estimates

(i) Compound financial instruments

Certain financial instruments are comprised of a liability and an equity component. The determination of the amount allocated to the liability and equity components requires management to estimate various components and characteristics of present value calculations used in determining the fair value of the instrument, including the market interest rates of non-convertible debentures.

(ii) Derivative liability

The initial derivative liability and subsequent revaluations of the derivative liability are valued by reference to the fair value of the warrants and conversion features of the debentures at the date at which they are granted and subsequently revalued at each reporting date. Estimating fair value of these derivatives 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 average expected life of the warrants, estimated volatility of the Company's shares, risk-free interest rates and dividend yield.

(iii) Stock-based compensation

The amounts recognized relating to the fair value of stock options are based on estimates of future volatility in the Corporation's share prices, the expected lives of options and warrants, the risk-free interest rate, and other relevant assumptions. Volatility is estimated based on the average price volatility of common shares of a comparative group of public companies over the preceding period equaling the expected lives of the Corporation's options.

(iv) Business Combination

Business combinations are accounted for using the acquisition where the acquisition meets the definition of a business under IFRS. Management uses judgment in determining if the acquired entity constitutes a business.

(v) Tax assets and liabilities

Provisions for income taxes are made using the best estimate of the amount expected to be paid or recovered based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of each reporting period. However, it is possible that at some future date an additional liability could result from audits by tax authorities. Where the outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

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4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Deferred tax assets and liabilities contain estimates about the nature and timing of future permanent and temporary differences as well as the future tax rates that will apply to those differences. Changes in tax laws and rates as well as changes to the expected timing of reversals may have a significant impact on the amounts recorded for deferred tax assets and liabilities. Management closely monitors current and potential changes to tax law and bases its estimates on the best available information at each reporting date.

CHANGES IN ACCOUNTING STANDARDS

The following pronouncements will become effective for fiscal periods subsequent to March 31, 2018:

IFRS 16 – “Leases”, 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 property, plant and 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 effective for fiscal periods beginning on or after January 1, 2019. IFRS 16 is being assessed to determine its impact on the Fund’s results and financial position.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	31-Mar-18	31-Dec-17
	\$	\$
Trade payables	514,127	615,550
Payroll liabilities	591,076	636,975
	1,105,203	1,252,525

Trade accounts payable are non-interest bearing and are normally settled on 30 to 60 day terms. As at March 31, 2018, the Corporation has \$361,102 (Dec 31, 2017 - \$444,295) in trade accounts payable beyond 60 days.

6. CONTRACT ASSETS & LIABILITIES

	31-Mar-18	31-Dec-17
	\$	\$
Accounts receivable	162,228	158,986
Deferred revenue	959,557	799,229

During the three months ended March 31, 2018, the Corporation recognized \$393,052 of revenue that was included in the opening deferred revenue balance.

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(\$CDN) (Unaudited)

7. TERM LOANS

A summary of debt outstanding is as follows:

	31-Mar-18	31-Dec-17
	\$	\$
Government royalty financing payable, unsecured, required repayments equal to 1.59% of revenue.(i)	53,661	53,661
Notes payable to officers, directors and shareholders, bearing interest at 6%, unsecured with no fixed terms of repayment	176,399	173,343
Total debt outstanding	230,059	227,004
Less current portion	(230,059)	(227,004)
Long Term Debt	-	-

- (i) During the year ended December 31, 2017, \$147,793 of the financing was forgiven.
- (ii) During the year ended December 31, 2017, the Corporation amended five existing notes payables to include conversion features and detachable warrants (note 8).

8. CONVERTIBLE NOTES

During the year ended December 31, 2017, the Corporation issued four new convertible notes totalling \$330,000 and amended three existing notes payable to agreements valued at \$260,170 to include conversion features. The notes bear interest at 12% annual interest with maturity dates of November 21, 2020, December 11, 2020, and December 31, 2019. The notes are convertible to common shares at a conversion price of \$0.15 per share. In addition, for each dollar of principal the purchaser received one warrant that can be converted to ten common shares of the Corporation at a purchase price of \$0.20 per share. The warrants expire November 21, 2021, December 12, 2021, and December 31, 2021. No notes or warrants were converted during the year ended December 31, 2017 or during the three months ended March 31, 2018.

In accordance with IAS 32, the Company has determined the fair value of the liability and residual equity component of the conversion feature by discounting the expected future cash flows of the liability component using an effective interest rate of 18%.

As the warrants are detachable and have a fixed exercise price they have been accounted for as equity. The fair value of the warrants were determined using the Black Scholes Option Pricing Model on the grant date. On December 31, 2017 the warrants had a value of \$34,509 using the following assumptions:

	Warrants
Stock price	\$0.06
Exercise price	\$0.20
Risk-free rate	1.70%
Expected volatility	100%
Expected term	4.00 years
Expected dividends	Nil

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8. CONVERTIBLE NOTES (continued)

At December 31, the fair value of the debt consisted of the following:

Face value of debt plus accrued interest	\$	613,488
Less: Fair value of conversion feature		(29,415)
Less: Fair value of warrants at inception		(34,509)
Carrying value of debt	\$	549,564

On March 18, 2018, The Corporation issued additional convertible debentures in the amount of \$100,000 bearing interest at 12% per annum with the option to convert the principal and interest balance on the convertible debenture to common shares at the rate of \$0.15 per common share before maturity on March 19, 2021. In addition, as part of the issuance, the debenture holder is entitled to 1,000,000 warrants which can be converted to common shares at the exercise price of \$0.20 per common share. The warrants expire March 19, 2022.

At March 31, 2018, the fair value of the debt consisted of the following:

Face value of debt plus accrued interest	\$	725,057
Less: Fair value of conversion feature		(36,130)
Less: Fair value of warrants at inception		(34,509)
Carrying value of debt	\$	654,418

9. INCOME TAXES

As at December 31, 2017, the Corporation has Canadian non-capital loss carry forwards of approximately \$6,205,278 (2016 - \$5,875,653) and US non-capital loss carry forwards of approximately US \$1,646,491 (2016 - US \$1,803,371). The non-capital loss carry forwards expire at various dates from 2018 to 2035. The Corporation also has tax deductible balances of \$8,138 (2016 - \$11,430), relating to capital assets, which have not been recognized on the consolidated statement of financial position.

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10. SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of Preferred Shares without nominal or par value and an unlimited number of Common Shares without nominal or par value.

The Corporation has the following Common Shares issued and outstanding:

	Number of Shares #	Share Capital \$
Balance, December 31, 2015	31,467,722	22,420,905
Conversion of CDN Note to Equity	250,000	39,556
Conversion of US Note to Equity	260,650	52,130
Conversion of Convertible US Note to Equity	5,775,527	821,321
Feb 8, 2016 Private Placement	1,462,240	231,360
March 9, 2016 Private Placement	350,000	55,842
June 30, 2016 Private Placement	2,379,685	270,244
September 30, 2016 Private Placement	1,000,000	120,898
Balance, December 31, 2016	42,945,824	24,012,256
Issuance of share for cash (i)	100,000	6,452
Balance, December 31, 2017	43,045,824	24,018,708
Balance, March 31, 2018	43,045,824	24,018,708

- (i) On November 22, 2017, the Corporation issued 100,000 units at a price of \$0.10 per unit for gross proceeds of \$10,000. Each unit consisted of one common share and two common share purchase warrants. The warrants had an exercise price of \$0.20 per common share and expire on November 21, 2021. The warrants have been value at \$3,548 based on the Black Scholes Option Pricing Model.
- (ii) The weighted average number of common shares outstanding used to calculate basic and diluted loss per share is 42,981,715 for the period ended March 31, 2018 (Dec 31, 2017 – 42,957,057). The Corporation excluded all convertible notes, stock options from the calculation of diluted income per share for the periods ended March 31, 2018 and December 31, 2017, as they would be anti-dilutive.
- (iii) The Corporation has no Preferred Shares issued or outstanding.

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11. CONTRIBUTED SURPLUS & WARRANTS

Contributed surplus is used to recognize the fair value of stock options granted. When options are subsequently exercised, the fair value of such options in contributed surplus is credited to share capital. Refer to note 11 for further details on the stock option plan.

	\$
Contributed Surplus Balance, December 31, 2017	3,177,105
Stock-based compensation expense	3,121
Exercise of stock options	-
Balance, March 31, 2018	3,180,226

Warrants are used to recognize the fair value of warrants grants to support financings. When warrants are subsequently exercised, the fair value of such warrants is credited to the warrants account. Refer to note 11 for further details on warrant transactions.

	\$
Warrant Balance, December 31, 2017	52,980
Warrant based financing	-
Exercise of warrants	-
Balance, March 31, 2018	52,980

12. STOCK-BASED COMPENSATION & WARRANT TRANSACTIONS

- (a) The Corporation has a stock option plan ("the Plan") under which the Board of Directors of the Corporation may grant to directors, officers, employees and other providing services to the Corporation, non-transferable options to purchase common shares, exercisable for a period of five to seven years from the date of grant.

A summary of the Plan transactions for the three months ended March 31, 2018 and December 31, 2017 are as follows:

		For the period ended March 31, 2018		For the period ended December 31, 2017
	Number of Options	Weighted average exercise price	Number of Options	Weighted average exercise price
Outstanding at beginning of period	4,780,000	0.14	4,780,000	0.14
Options granted to employees, directors, officers and other	-	-	-	-
Options cancelled / forfeited	-	-	(120,000)	0.13
Options exercised during the period	-	-		
Outstanding at end of period	4,780,000	0.14	4,780,000	0.14

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12. STOCK-BASED COMPENSATION & WARRANT TRANSACTIONS (continued)

The weighted average remaining life of all options outstanding at March 31, 2018 is 2.06 years (December 31, 2017 – 2.31 years).

The fair value of each share-based payment transaction was estimated on the date of the grant, as determined by using the Black-Scholes option-pricing model with the following weighted average assumptions:

	For the period ended December 31, 2016
Fair Value of options	\$0.14
Exercise Price	0.25
Share Price	0.20
Dividend Yield	-
Forfeiture %	-
Risk-free interest rate	1.5%
Expected life of options	3.5 years
Expected volatility	100%

The Corporation's shares were not traded publicly during the period ended March 31, 2018 or December 31, 2017 and, as a result, the Corporation does not have necessary trading history to compute its expected volatility using historical volatility; therefore, the Corporation has used the historical volatilities of certain members of its peer group for input into the Black-Scholes Option Pricing Model.

During the three months ended March 31, 2018, the Corporation recorded stock-based compensation expense for options of \$3,121 (December 31, 2017 - \$22,582) with an offsetting increase to contributed surplus in respect of the stock options granted to Directors.

No options were exercised during the period ended March 31, 2018 or December 31, 2017.

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12. STOCK-BASED COMPENSATION & WARRANT TRANSACTIONS *(continued)*

(b) A summary of warrant transactions for three months ended March 31, 2018 is as follows:

	Date Issued	Number of Warrants	Weighted average exercise price	Expiry Date
Outstanding at December 31, 2015		708,750	0.20	
Issued February 8, 2016	08-Feb-16	856,120	0.30	31-Dec-17
Issued March 9, 2016	09-Mar-16	175,000	0.30	31-Dec-17
Issued June 30, 2016	30-Jun-16	2,379,685	0.30	01-Jul-18
Issued September 30, 2016	30-Sep-16	1,000,000	0.30	01-Jul-18
Cancelled / forfeited		-		
Exercised during the period		-		
Outstanding at December 31, 2016		5,119,555	0.29	
Issued November 22, 2017		200,000	0.20	21-Nov-21
Issued November 22, 2017 with convertible debt		250,000	0.20	21-Nov-21
Issued December 12, 2017 with convertible debt		1,000,000	0.20	12-Dec-21
Issued December 31, 2017 with convertible debt		4,651,150	0.20	31-Dec-21
Cancelled/forfeited		(1,439,870)	0.30	
Outstanding at December 31, 2017		9,780,835	0.21	
Issued March 18, 2018 with convertible debt		1,000,000	0.20	19-Mar-22
Outstanding at March 31, 2018		10,780,835	0.21	

	Number of Warrants	Weighted average remaining contractual life (Yrs)	Weighted average exercise price \$
Outstanding at March 31, 2018	10,780,835	2.43	0.21

	For the period ended March 31, 2018	For the period ended December 31, 2017
Fair Value of options	\$0.16	\$0.16
Exercise Price	0.21	0.21
Share Price	0.06	0.06
Dividend Yield	-	-
Forfeiture %	-	-
Risk-free interest rate	1.7%	1.7%
Expected life of options	2.43 years	2.37 years
Expected volatility	100%	100%

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The Corporation recorded \$0 (December 31, 2017 - \$38,057) for warrant share issuance costs in respect of the warrants granted as part of financing costs during the three months ended March 31, 2018. No warrants were exercised during the three months ended March 31, 2018.

13. RELATED PARTY TRANSACTIONS

The Corporation considers its key management personnel to be its Chief Executive Officer; Chief Financial Officer; and directors. Key management compensation is composed of payroll, stock based compensation and consulting fees paid to key management and companies controlled by key management. During the period ended March 31, 2018, key management compensation amounted to \$36,049 (December 31, 2017 - \$196,976), split between general and administrative, marketing and customer operations, research and development expenses and stock-based compensation based on work performed.

The Corporation incurred interest expense of \$17,212 (2017 - \$8,040) on long-term debt and convertible notes held by key management personnel during the period ended March 31, 2018. Key management personnel have accounts payable owing from the Corporation, including interest, payroll and vacation accruals, in the amount of \$500,895 at March 31, 2017 (December 31, 2017 - \$476,632) and hold long-term debt and convertible notes payable from the Corporation totaling \$717,839 at March 31, 2018 (December 31, 2017 - \$661,443). These notes were issued in the normal course of business.

Total personnel expenses for employees, consultants, directors and management included in expenses in the consolidated statement of loss and comprehensive loss total \$327,204 (2017 - \$440,148) for the period ended March 31, 2018, split between general and administrative, marketing and customer operations, and research and development expenses, based on work performed.

14. COMMITMENTS AND CONTINGENCIES

(a) Commitments

The Corporation is committed under a lease on office space, expiring October 2021 for future minimum rental payments exclusive of occupancy costs. These payments are as follows:

	\$
2018	34,163
2019	37,876
2020	38,618
2021	35,277

15. CAPITAL MANAGEMENT

The Corporation optimizes its capital structure with a view to ensure a strong financial position to support its operations and growth strategies. The Corporation's capital structure is made up of its equity, which includes common shares, contributed surplus, warrants, accumulated other comprehensive income, and deficit. The Corporation strives to maximize the value associated with its capital. To maintain or adjust its capital structure, the Corporation may from time to time issue shares and adjust its spending.

15. CAPITAL MANAGEMENT (continued)

The corporation's capital consists of:

	March 31, 2018	December 31, 2017
	\$	\$
Common shares	24,018,708	24,018,708
Equity portion of convertible notes	36,130	29,415
Contributed surplus	3,180,226	3,177,105
Warrants	52,980	52,980
Accumulated other comprehensive income	(1,735,617)	(1,697,693)
Deficit	(28,245,156)	(28,234,549)
Total share capital	(2,692,729)	(2,654,034)

The Corporation is not subject to externally imposed capital requirements and the Corporation's overall strategy with respect to capital risk management remained unchanged during the years presented.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Corporation's risk management policies are established to identify, analyze and manage the risks faced by the Corporation and to implement appropriate procedures to monitor risks and adherence to established controls. Risk management policies and systems are reviewed periodically in response to the Corporation's activities and to ensure applicability.

In the normal course of business, the main risks arising from the Corporation's use of financial instruments include credit risk, liquidity risk, market risk and currency risk. These risks, and the actions taken to manage them, include:

(a) Fair value

Due to the short-term nature of cash, accounts receivable, deposits, and accounts payable and accrued liabilities, the Corporation determined that the carrying amounts of these financial instruments approximate their fair value. The carrying amounts of the long-term debt approximate their fair value due either to the interest rate approximating market rates or because of the short period maturity.

(b) Credit risk

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash held with banks and financial institutions, accounts receivable and deposits. The maximum exposure to credit risk is equal to the carrying value of the Corporation's cash and cash equivalents, accounts receivable and deposits.

The Corporation minimizes credit risk associated with its cash balance substantially by dealing with major financial institutions in Canada and the United States.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

The Corporation is exposed to normal credit risk from customers. Accounts receivable are generally unsecured, subject to the Corporation's ability to file security interest under certain conditions. Accounts receivable are normally collected 30 days after invoicing. Default rates on unsecured credit have traditionally been below 1% of annual sales. Licenses for proprietary software cease to function if payments are not kept current. The Corporation minimizes concentrations of credit risk by maintaining a wide customer base spread across differing industries. Additional sales and services may be withheld if a customer fails to pay its obligations in a timely manner. As at March 31, 2018, accounts receivable over 30 days old were \$28,735 (Dec 31, 2017 - \$27,682). The Corporation did not record any bad debts during the period ended March 31, 2018 or 2017.

(c) Liquidity risk

Liquidity risk is the risk that the Corporation will incur difficulties meeting its financial obligations as they come due. As at March 31, 2018 the Corporation has cash and cash equivalents of \$61,076 (December 31, 2017 – bank indebtedness \$2,835). However, as at March 31, 2018 the Corporation has negative net working capital position of \$2,038,311 (December 31, 2017 - \$2,104,470). The Corporation also has an accumulated deficit of \$28,245,156 (December 31, 2017 - \$28,234,549) as at March 31, 2018. The Corporation will closely monitor its cash and will take the necessary measures to manage its liquidity risk, such as reducing spending as needed.

(d) Currency risk

Currency risk is the risk that the value of financial assets and liabilities denominated in currencies, other than the functional currency of the Corporation, will fluctuate due to changes in foreign currency exchange rates. As at March 31, 2018, the Corporation's exposure to currency risk is limited to cash and cash equivalents denominated in US dollars in the amount of US \$829 (Dec 31, 2017 – bank indebtedness US \$592), accounts receivable of US \$120,299 (Dec 31, 2017 – US \$118,000), and accounts payable and accrued liabilities denominated in US dollars in the amount of US \$314,736 (Dec 31, 2017 - US \$319,002). A 1% change in the exchange rate between the Canadian and US dollar would have a \$4,359 (Dec 31, 2017 - \$2,004) impact on the net loss and cash flows of the Corporation.

(e) Interest rate risk

Interest rate risk is the risk that the fair value and cash flows associated with the Corporation's interest bearing financial assets and liabilities will fluctuate due to changes in market interest rates. As at March 31, 2018, the Corporation is exposed to this risk as its long term debt and convertible debentures bear interest at fixed rates.

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17. SEGMENTED INFORMATION

The Corporation has two operating segments serving all geographic locations. Substantially all of the Corporation's revenues are generated in the United States, whereas substantially all of the Corporation's assets are located in Canada. The Corporation created the Voyent operating segment in 2017 and currently operates two operating segments as follows:

	March 31, 2018		
	Legacy Business	Voyent Business	Total
	\$	\$	\$
Revenue	445,027	-	445,027
Expenses			
Payroll Expense	153,601	160,417	314,018
General & Administrative	50,984	14,087	65,071
Sales, Marketing, & Customer Operations	43,564	4,401	47,965
Total Expenses	248,149	178,905	427,054
Net Operating Income	196,877	(178,905)	17,973

	Legacy Business	Voyent Business	Total
	\$	\$	\$
Operating segments			
Current assets	190,683	65,825	256,508
Current liabilities			
Accounts payable and accrued liabilities	780,375	324,828	1,105,203
Other	1,189,616	-	1,189,616
Current liabilities	1,969,991	324,828	2,294,819