

ICESoft Technologies Canada Corp.  
Condensed Consolidated Interim Financial Statements  
*(\$CDN) (Unaudited)*  
*For the period ended September 30, 2021*

**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 Corporation'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 Corporation have been prepared by and are the responsibility of the ICESoft Management team.

**ICEsoft Technologies Canada Corp.**  
Condensed Consolidated Interim Statements of Financial Position  
(\$CDN)  
As at

	(Unaudited) September 30, 2021	(Audited) December 31, 2020
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	1,285,269	167,551
Accounts receivable	92,906	66,336
Prepaid expenses and deposits	18,383	21,031
<b>Total Current Assets</b>	<b>1,396,558</b>	<b>254,918</b>
Property and equipment	5,391	1,700
Right of use asset (note 4)	1,756	17,562
<b>TOTAL ASSETS</b>	<b>1,403,705</b>	<b>274,180</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities (note 12)	597,096	799,941
Current portion of lease liability (note 4)	2,045	17,870
Current portion of deferred revenue (note 5)	773,691	532,354
Current portion of term loans (note 6)	-	10,400
Current portion of convertible notes (note 7)	104,123	94,998
<b>Total Current Liabilities</b>	<b>1,476,955</b>	<b>1,455,563</b>
Lease liability (note 4)	-	-
Deferred revenue (note 5)	8,890	79,013
Term loans (note 6)	24,956	21,536
Convertible notes (note 7)	-	-
Deferred wages (note 12)	423,766	-
<b>Total Liabilities</b>	<b>1,934,567</b>	<b>1,556,112</b>
<b>Shareholders' Deficiency</b>		
Share capital (note 8)	27,883,419	26,861,053
Equity portion of convertible notes (note 7)	6,074	6,074
Warrants (note 9)	1,178,666	948,114
Contributed surplus (note 10)	3,888,571	3,541,349
Accumulated other comprehensive loss	(1,848,275)	(1,824,642)
Deficit	(31,639,317)	(30,813,880)
<b>Total Shareholders' Deficiency</b>	<b>(530,862)</b>	<b>(1,281,932)</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY</b>	<b>1,403,705</b>	<b>274,180</b>

Going concern (note 1)

Approved by the Board of Directors

'Brian 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 periods ended

	Three months ended		Nine months ended	
	September 30, 2021	September 30, 2020	September 30, 2021	September 30, 2020
<b>Revenues (note 3)</b>				
Subscription income	336,898	307,324	941,326	990,441
<b>Total Revenue</b>	<b>336,898</b>	<b>307,324</b>	<b>941,326</b>	<b>990,441</b>
<b>Expenses (note 12)</b>				
Research and development	149,175	299,343	808,663	925,427
General and administrative	98,327	93,278	278,259	275,765
Sales, marketing, and operations	341,817	103,916	652,253	292,249
<b>Total Expenses</b>	<b>589,319</b>	<b>496,537</b>	<b>1,739,175</b>	<b>1,493,441</b>
<b>Net Operating Loss</b>	<b>(252,421)</b>	<b>(189,213)</b>	<b>(797,849)</b>	<b>(503,000)</b>
<b>Other Income (Expense)</b>				
Government assistance – COVID-19	-	35,008	39,393	69,437
Capital raise expenses	(52,615)	-	(52,615)	(93,213)
Finance expense (note 11)	(5,300)	(6,778)	(14,880)	(47,185)
Foreign exchange	20	363	654	(14,487)
Loss on debt extinguishment	-	-	-	(155,465)
Stock-based compensation (note 8,9,10)	(140)	(25,252)	(140)	(193,470)
<b>Total Other Income (Expense)</b>	<b>(58,035)</b>	<b>3,341</b>	<b>(27,588)</b>	<b>(434,383)</b>
<b>Net Loss</b>	<b>(310,456)</b>	<b>(185,872)</b>	<b>(825,437)</b>	<b>(937,383)</b>
<b>Other Comprehensive Income (Loss)</b>				
Exchange gain (loss) on translation of foreign operations	(40,003)	19,196	(23,633)	(19,467)
<b>Comprehensive loss</b>	<b>(350,459)</b>	<b>(166,676)</b>	<b>(849,070)</b>	<b>(956,850)</b>
<b>Loss per share - basic and diluted (note 8 (v))</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.01)</b>	<b>(0.01)</b>

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)  
 For the periods ended

	Share Capital	Equity component of convertible notes	Warrants	Contributed Surplus	Deficit	Accumulated Other Comprehensive Loss	Total
Balance December 31, 2019	24,769,679	35,690	585,624	3,180,746	(29,317,886)	(1,821,657)	(2,567,804)
Issuance of units (note 8, 9)	1,157,272	-	59,728	-	-	-	1,217,000
Conversion of debt to equity (note 8, 9)	1,025,554	(31,563)	78,933	-	-	-	1,072,924
Stock-based compensation (note 9)	-	-	20,760	172,711	-	-	193,471
Modification of warrants	-	-	(78,853)	78,853	-	-	-
Expiration of warrants (note 9)	-	-	(15,371)	15,371	-	-	-
Net Loss and Comprehensive Loss	-	-	-	-	(937,383)	(19,467)	(956,850)
<b>Balance September 30, 2020</b>	<b>26,952,505</b>	<b>4,127</b>	<b>650,821</b>	<b>3,447,681</b>	<b>(30,255,269)</b>	<b>(1,841,124)</b>	<b>(1,041,259)</b>
Balance December 31, 2020	26,861,053	6,074	948,114	3,541,349	(30,813,880)	(1,824,642)	(1,281,932)
Issuance of units (note 8,9)	958,468	-	541,532	-	-	-	1,500,000
Issuance of units on settlement of debt (note 8,9)	63,898	-	36,101	-	-	-	100,000
Stock-based compensation (note 10)	-	-	-	141	-	-	141
Expiration of warrants (note 9)	-	-	(347,081)	347,081	-	-	-
Net Loss and Comprehensive Loss	-	-	-	-	(825,437)	(23,633)	(849,070)
<b>Balance September 30, 2021</b>	<b>27,883,419</b>	<b>6,074</b>	<b>1,178,666</b>	<b>3,888,571</b>	<b>(31,639,317)</b>	<b>(1,848,275)</b>	<b>(530,862)</b>

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 periods ended

	Three months ended		Nine months ended	
	September 30, 2021	September 30, 2020	September 30, 2021	September 30, 2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net loss	(310,456)	(185,872)	(825,437)	(937,383)
Add back (deduct) items not involving cash:				
Finance expense (note 11)	5,300	6,778	14,880	47,185
Stock-based compensation	141	25,252	141	193,470
Loss on debt extinguishment	-	-	-	155,465
Amortization of property and equipment	501	-	930	-
Amortization of right of use asset (note 4)	5,269	7,665	15,806	22,994
	(299,245)	(146,177)	(793,680)	(518,269)
Changes in non-cash working capital items:				
Accounts receivable	(39,874)	14,269	(26,570)	(54,119)
Prepaid expenses and deposits	1,590	(425)	2,648	2,259
Accounts payable and accrued liabilities	133,384	(57,636)	220,921	(145,628)
Deferred revenue (note 5)	(49,342)	(88,612)	232,459	(67,973)
<b>Net cash used in operating activities</b>	<b>(253,487)</b>	<b>(278,581)</b>	<b>(364,222)</b>	<b>(783,730)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from issuance of Units (note 8, 9)	1,530,000	-	1,530,000	1,217,000
Proceeds from term loans (note 6)	-	-	-	42,900
Repayment of term loans (note 6)	-	-	-	(5,828)
Interest paid	(276)	(2,038)	(1,600)	(20,679)
Payment of lease liability (note 4)	(5,531)	(7,431)	(15,825)	(21,350)
<b>Net cash generated by financing activities</b>	<b>1,524,193</b>	<b>(9,469)</b>	<b>1,512,575</b>	<b>1,212,043</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Acquisition of property and equipment	(2,301)	-	(4,621)	-
<b>Net cash generated by investing activities</b>	<b>(2,301)</b>	<b>-</b>	<b>(4,621)</b>	<b>-</b>
Effect of change in foreign exchange rates on cash	(9,441)	(914)	(26,014)	(580)
<b>Net increase (decrease) in cash for the period</b>	<b>1,258,964</b>	<b>(288,964)</b>	<b>1,117,718</b>	<b>427,733</b>
Cash, beginning of the period	26,305	756,577	167,551	39,880
<b>Cash, end of the period</b>	<b>1,285,269</b>	<b>467,613</b>	<b>1,285,269</b>	<b>467,613</b>

See note 8 (iv) for the details of non-cash transactions.

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

## 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 develop and license a comprehensive suite of web technologies and Software as a Service (SaaS) solutions for both enterprise and government clients. The Corporation's primary products consist of the Clickware products including ICEfaces and ICEpdf, and the SaaS-based Voyent Alert! Notification Service licensed to government and enterprise clients on a subscription basis.

ICESoft's head office is located at 261, 3553 31st Street NW, Calgary, Alberta, Canada, T2L 2K7.

The condensed consolidated interim financial statements of the Corporation as at and for the quarters ended September 30, 2021 and September 30, 2020 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.

### 1. GOING CONCERN

These Financial Statements have been prepared on the basis that the Corporation will continue as a going concern, which assumes that the Corporation will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Corporation's ability to continue as a going concern. As at September 30, 2021, the Corporation had negative net working capital of \$80,397 (December 31, 2020 – \$1,200,645) and an accumulated deficit of \$31,639,317 (December 31, 2020 - \$30,813,880). The Corporation incurred a net loss during the nine months ended September 30, 2021 of \$849,070 (nine months ended September 30, 2020 – loss of \$956,850).

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 September 30, 2021 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.

The recently-declared pandemic for the COVID-19 virus could also negatively impact the Corporation's ability to continue as a going concern. The extent to which the coronavirus will impact the Corporation's results will depend on future developments, which are highly uncertain, cannot be predicted, and will include new information which may emerge concerning the severity of the coronavirus and actions taken to contain the coronavirus or its impact, among others.

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

## 2. BASIS OF PRESENTATION

(a) Statement of compliance

These 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 Financial Statements were approved and authorized for issue by the Board of Directors on November 24, 2021.

(b) Basis of preparation

These Financial Statements have been prepared under the historical cost convention, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value, and are expressed in Canadian dollars unless otherwise indicated. Other measurement bases used are detailed in the Corporation's annual consolidated financial statements ("Annual Financial Statements").

Certain comparative figures have been reclassified to conform to the current period's presentation.

The notes presented in these Financial Statements include only significant events and transactions occurring since the Corporation's last fiscal year end and are not fully inclusive of all matters required to be disclosed by IFRS in the Corporation's annual consolidated financial statements. As a result, these Financial Statements should be read in conjunction with the Annual Financial Statements.

These Financial Statements follow the same accounting policies and methods of application as the most recent Annual Financial Statements.

## 3. REVENUE

The Corporation disaggregates revenue by two major service lines: (1) "Clickware" and (2) "Voyent Alert" revenue. Both categories include subscription revenue earned on software access licence agreements and support and maintenance revenue earned from providing customer-requested assistance and updates within the reporting period.

In \$	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Revenue by major category</b>				
Clickware				
Subscription income	252,805	257,937	740,278	871,722
Voyent Alert				
Subscription income	73,977	49,387	186,794	118,719
Customizations and upgrades	500	-	1,850	-
User fees	9,616	-	12,404	-
<b>Total</b>	<b>336,898</b>	<b>307,324</b>	<b>941,326</b>	<b>990,441</b>

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**4. RIGHT OF USE ASSET AND LEASE LIABILITY**

The Corporation is committed under a lease on office space, expiring in October 2021, after which the lease will continue month to month for future minimum rental payments. The following table reconciles the Corporation's right of use asset associated with its office space:

	<b>\$</b>
<b>Balance as at December 31, 2020</b>	<b>17,562</b>
Amortization	(15,806)
<b>Balance as at September 30, 2021</b>	<b>1,756</b>
Cost	77,281
Accumulated amortization	(75,525)
<b>Net book value</b>	<b>1,756</b>

The required payments, exclusive of occupancy costs, are as follows:

	<b>\$</b>
Remainder of 2021	1,929
Total lease payments	1,929
Impact of discounting	116
<b>Total lease liability</b>	<b>2,045</b>
Less: current portion	(2,045)
<b>Lease liability – non-current portion</b>	<b>-</b>

Total cash outflow for leases, including occupancy costs, was \$5,787 and \$17,361 for the three and nine months ended September 30, 2021 (\$9,469 and \$28,407 for the three and nine months ended September 30, 2020). Of these amounts, no portion consisted of variable payments not included in the measurement of lease liabilities (2020 - \$2,038 and \$7,057).

**5. DEFERRED REVENUE**

Timing differences between invoicing, cash collection, and revenue recognition result in accounts receivable and deferred revenue on the consolidated statements of financial position. Amounts are billed in accordance with the terms of each customer contract. For most contracts, the Corporation receives payments for contract subscriptions prior to satisfying contracted obligations and recognizing revenue, resulting in deferred revenue.

All deferred revenue recorded in 2020 and 2021 relates to certain subscription agreements. Changes in deferred revenue during the periods consist of:

	<b>September 30, 2021</b>	<b>December 31, 2020</b>
<b>in \$</b>		
<b>Deferred revenue</b>		
Opening balance	<b>611,367</b>	<b>728,899</b>
Collected	925,585	1,079,932
Recognized in revenue		
From opening balances	(601,534)	(797,949)
From additions in the period	(326,018)	(497,639)
Foreign exchange effect	173,181	98,124
<b>Closing balance</b>	<b>782,581</b>	<b>611,367</b>



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As at September 30, 2021, revenues allocated to remaining performance obligations from subscription contracts, which extend through to 2022, total approximately \$782,581. Of this amount, approximately \$305,026 is expected to be recognized in the remainder of 2021 and \$477,555 in 2022.

**6. TERM LOANS**

A summary of the term loans outstanding is as follows:

in \$	September 30, 2021	December 31, 2020
Canada Emergency Business Account (CEBA) note payable, unsecured and interest free, with 25% debt forgiveness if repaid by December 31, 2022	24,956	21,536
Short term borrowings from the President and CEO, settled through share issuance in the current period (i)	-	10,400
<b>Total debt outstanding</b>	<b>24,956</b>	<b>31,936</b>
Less: current portion	-	(10,400)
<b>Long-term portion</b>	<b>24,956</b>	<b>21,536</b>

- (i) During the nine month period ended September 30, 2021, notes payable to the President and CEO of \$10,400 were settled in units at a price of \$0.05 per unit (notes 8 and 9).

**7. CONVERTIBLE NOTES**

The balance of convertible notes as of September 30, 2021 and December 31, 2020 is reconciled as follows:

	September 30, 2021	December 31, 2020
<b>Opening Balance</b>	<b>94,998</b>	<b>835,645</b>
Modification of notes	-	(5,062)
Additions	-	-
Accretion	-	27,445
Interest accrued	9,125	35,174
Interest paid	-	(17,026)
Converted to equity (see note 8)	-	(781,178)
<b>Total debt outstanding</b>	<b>104,123</b>	<b>94,998</b>
Less: current portion	(104,123)	(94,998)
<b>Long-term portion</b>	<b>-</b>	<b>-</b>

The outstanding note as at September 30, 2021 bears interest at 12% per annum, is due December 11, 2021, and is convertible into shares and warrants of the Corporation. The balance includes \$9,125 of accrued interest.

**ICESoft Technologies Canada Corp.**  
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**8. 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 \$
<b>Balance, December 31, 2019</b>	<b>52,108,739</b>	<b>24,769,679</b>
Issuance of shares with units for cash (i)	15,212,500	956,650
Issuance of shares on settlement of notes (ii)	12,794,786	1,160,587
Share issuance costs	-	(25,863)
<b>Balance, December 31, 2020</b>	<b>80,116,025</b>	<b>26,861,053</b>
Issuance of shares with units for cash (iii)	30,000,000	958,468
Issuance of shares with units on settlement of debt (iv)	2,000,000	63,898
<b>Balance, September 30, 2021</b>	<b>112,116,025</b>	<b>27,883,419</b>

- (i) During the year ended December 31, 2020, the Corporation issued 15,212,500 units at a price of \$0.08 per unit for gross proceeds of \$1,217,000. Each unit consisted of one common share and one half common share purchase warrant. The warrants have an exercise price of \$0.12 per share and expire two years from date of issuance. The warrants were assigned a value of \$183,457, less issuance costs, based on the relative fair value of the shares and warrants. The value of the warrants was calculated using the Black-Scholes option pricing model.
- (ii) During the year ended December 31, 2020, the Corporation issued 11,639,005 units at \$0.08 per unit on conversion of convertible notes and interest totalling \$931,120, which includes 6,876,438 units issued as part of an inducement to convert convertible debt. This inducement to convert resulted in a \$304,397 loss on inducement and addition to share capital, related to the difference between the \$0.15 per share contractual conversion price and the actual conversion rate of \$0.08 per unit. Each unit consisted of one common share and one half common share purchase warrant. The warrants have an exercise price of \$0.12 per share and expire two years from date of issuance. The warrants were assigned a value of \$149,768, less issuance costs, based on the relative fair value of the shares and warrants. During the year ended December 31, 2020, the Corporation also issued 1,155,781 shares on settlement of convertible notes and notes payable owed to the President and CEO, at a price of \$0.15 per share. This share settlement above market price of \$0.067 per share resulted in an addition to contributed surplus, as a capital contribution.
- (iii) During the nine month period ended September 30, 2021, the Corporation issued 30,000,000 units at a price of \$0.05 per unit for gross proceeds of \$1,500,000. Each unit consisted of one common share and one common share purchase warrant. The warrants have an exercise price of \$0.08 per share and expire three years from date of issuance. The warrants were assigned a value of \$541,531, less issuance costs, based on the relative fair value of the shares and warrants. The value of the warrants was calculated using the Black-Scholes option pricing model.
- (iv) During the nine month period ended September 30, 2021, the Corporation issued 2,000,000 units on the settlement of a term loan, note payable, and deferred wages owed to the President and CEO, at a price of \$0.05 per unit. Each unit consisted of one common share and one common share purchase warrant. The warrants have an exercise price of \$0.08 per share and expire three years from date of issuance. The warrants were assigned a value of \$36,102, less issuance costs, based on the relative fair value of the shares and warrants. The value of the warrants was calculated using the Black-Scholes option pricing model.

**ICESoft Technologies Canada Corp.**  
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- (v) The weighted average number of common shares outstanding used to calculate basic and diluted loss per share is 87,768,200 and 82,694,781 for the three and nine months ended September 30, 2021 (three and nine months ended September 30, 2020 – 80,116,026 and 67,336,037). The Corporation excluded all convertible notes, warrants, and stock options from the calculation of diluted income per share for the three and nine months ended September 30, 2021 and 2020, as they would be anti-dilutive.

## 9. WARRANTS

Warrants are used to recognize the fair value of warrant grants to support financings. When warrants are subsequently exercised, the fair value of such warrants is credited to the share capital account. When warrants expire, their value is credited to Contributed surplus.

	\$
<b>Balance, December 31, 2019</b>	<b>585,624</b>
Warrants issued with units for cash	183,457
Warrants issued with units on conversion of convertible notes	149,768
Expired warrants	(14,923)
Warrants issued as transaction costs	25,992
Share based compensation	22,919
Equity issuance costs	(4,723)
<b>Balance, December 31, 2020</b>	<b>948,114</b>
Warrants issued with units for cash	541,531
Warrants issued with units on settlement of debt	36,102
Expired warrants	(347,081)
<b>Balance, September 30, 2021</b>	<b>1,178,666</b>

A summary of warrant transactions is as follows:

	Number of Warrants	Weighted average exercise price	Expiry Date
<b>Outstanding at December 31, 2019</b>	<b>19,686,731</b>	<b>0.19</b>	
Issued via unit issuance	7,606,250	0.12	March 2022
Issued via unit issuance via conversion of convertible notes	5,819,503	0.12	March 2022
Issued as stock-based compensation	500,000	0.10	June 2025
Issued as transaction fees	827,916	0.11	March 2022 and December 2024
Expired	(300,000)	0.13	April and October 2020
<b>Outstanding at December 31, 2020</b>	<b>34,140,400</b>	<b>0.16</b>	
Issued via unit issuance	30,000,000	0.08	September 2024
Issued via unit issuance via settlement of debt	2,000,000	0.08	September 2024 June, August, and September
Expired	(5,774,998)	0.20	2021
<b>Outstanding at September 30, 2021</b>	<b>60,365,402</b>	<b>0.11</b>	

**ICEsoft Technologies Canada Corp.**

Notes to the Condensed Consolidated Interim Financial Statements

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No warrants were exercised during the nine months ended September 30, 2021 or the year ended December 31, 2020. The weighted average remaining life of all warrants outstanding at September 30, 2021 is 1.88 years (December 31, 2020 – 1.30 years).

The fair value of the warrants used in the input into the bifurcation of Units and of other warrants issued was estimated on the date of the grant, as determined by using the Black-Scholes option-pricing model with the following weighted average assumptions:

	<b>Six months ended September 30, 2021</b>	<b>Year ended December 31, 2020</b>
Fair Value of warrants	\$0.020	\$0.026
Exercise Price	\$0.08	\$0.12
Share Price	\$0.065	\$0.067
Dividend Yield	-	-
Forfeiture %	-	-
Risk-free interest rate	1.00%	0.63%
Expected life of warrants	3 years	2 years
Expected volatility	50.00%	100.00%

**10. CONTRIBUTED SURPLUS**

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.

<b>Contributed Surplus</b>	<b>\$</b>
<b>Balance, December 31, 2019</b>	<b>3,180,746</b>
Stock-based compensation expense	250,115
Capital contribution	95,565
Expired warrants	14,923
<b>Balance, December 31, 2020</b>	<b>3,541,349</b>
Stock-based compensation expense	141
Expired warrants	347,081
<b>Balance, September 30, 2021</b>	<b>3,888,571</b>

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 others 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.

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A summary of the Plan transactions for the six months ended September 30, 2021 and for the year ended December 31, 2020 are as follows:

	<b>September 30, 2021</b>		<b>December 31, 2020</b>	
	<b>Number of Options</b>	<b>Weighted average exercise price</b>	<b>Number of Options</b>	<b>Weighted average exercise price</b>
<b>Outstanding at beginning of period</b>	6,615,000	0.11	4,630,000	0.14
Options granted	3,000	0.08	6,015,000	0.10
Options expired	(600,000)	0.10	(4,030,000)	0.13
<b>Outstanding at end of period</b>	<b>6,018,000</b>	<b>0.10</b>	<b>6,615,000</b>	<b>0.11</b>
<b>Exercisable at end of period</b>	<b>6,018,000</b>	<b>0.10</b>	<b>6,615,000</b>	<b>0.11</b>

The weighted average remaining life of all options outstanding at September 30, 2021 is 2.62 years (December 31, 2020 – 3.36 years).

No options were exercised during the nine months ended September 30, 2021 or the year ended December 31, 2020.

#### 11. FINANCE EXPENSE

	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>September 30</b>		<b>September 30</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Interest on term loans	-	-	-	2,161
Interest on convertible notes	3,017	2,017	8,951	30,934
Interest on lease liability	276	2,038	1,600	7,057
Other finance expense	2,007	2,723	4,329	7,033
	<b>5,300</b>	<b>6,778</b>	<b>14,880</b>	<b>47,185</b>

#### 12. RELATED PARTY TRANSACTIONS AND PERSONNEL COSTS

The Corporation considers its key management personnel to be its Chief Executive Officer; Chief Financial Officer; and directors. Key management compensation is comprised of payroll, stock-based compensation and consulting fees paid to key management and companies controlled by key management. During the three and nine months ended September 30, 2021, key management compensation amounted to \$40,272 and \$120,584 (three and nine months ended September 30, 2020 - \$63,813 and \$281,496), 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 \$nil on term loans and convertible notes held by key management personnel during the three and nine months ended September 30, 2021 (three and nine months ended September 30, 2020 - \$nil and \$25,658). Key management personnel have accrued liabilities owing from the Corporation, including payroll and vacation accruals, in the amount of \$443,491 at September 30, 2021 (December 31, 2020 - \$673,527) and hold term loans and convertible notes payable from the Corporation totaling \$nil at September 30, 2021 (December 31, 2020 – \$10,400). 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 \$392,889 and

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\$1,265,706 for the three and nine months ended September 30, 2021 (three and nine months ended September 30, 2020 - \$349,974 and \$1,113,299), split between general and administrative, marketing and customer operations, and research and development expenses, based on work performed.

**13. FAIR VALUE OF FINANCIAL INSTRUMENTS**

Due to the short-term nature of cash, accounts receivable, prepaid expenses and 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 term loans, convertible notes, and lease liability approximate their fair value due either to the interest rate approximating market rates or because of the short period to maturity.

**14. SUBSEQUENT EVENTS**

Post September 30, 2021, the corporation extended the expiry its \$100,000 convertible note from December 11, 2021 to December 11, 2022.